

BILL Pr2

2022

Calgary Heritage Authority Amendment Act, 2022

(Assented to May 31, 2022)

WHEREAS The Calgary Municipal Heritage Properties Authority was established by *The Calgary Municipal Heritage Properties Authority Act*, being chapter 55 of the Statutes of Alberta 1985, which was amended by chapter 47 of the Statutes of Alberta 1988, chapter 38 of the Statutes of Alberta 1992, and chapter 25 of the Statutes of Alberta 2000;

WHEREAS the *Calgary Municipal Heritage Properties Authority Amendment Act, 2000, SA 2000 c 25*, repealed the title of *The Calgary Heritage Municipal Properties Authority Act*, and substituted it with the *Calgary Heritage Authority Act*, and continued the body corporate with the name of *The Calgary Heritage Authority*;

WHEREAS The Calgary Heritage Authority has presented a petition praying that the *Calgary Heritage Authority Act* be amended and it is expedient to grant the prayer of the petition;

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Alberta, enacts as follows:

Definitions

1 In this Act,

- (a) "Authority" means Heritage Calgary created by this Act;
- (a.1) "Board" means the board established under section 5;
- (b) "chair" means the chair of the Authority;
- (c) "City" means the City of Calgary;
- (d) "Council" means the municipal council of the City;
- (d.1) "director" means a member of the Board of directors appointed under section 6;
- (e) "elector" means a person who is entitled to vote at the municipal elections of the City and who is not a member of the Council;
- (f) "executive director" means the executive director of the Authority appointed under section 14(1);
- (g) "heritage resource" means any work of nature or man, including an area of heritage character, natural site, movable or immovable structure, artifact, document, specimen that is of heritage value for its architectural, historical, cultural, natural, scientific or aesthetic interest, including each of the following resources:
 - (i) historic buildings, bridges, engineering works and other structures;
 - (ii) cultural landscapes such as historic parks, gardens and streetscapes;
 - (iii) culturally significant areas;

- (g.1) “inventory of evaluated historic resources” means the heritage resources that have been evaluated by the Authority in accordance with a Council-approved policy;
- (h) “vice-chair” means the vice-chair of the Authority.

Incorporation	<p>2(1) The Calgary Heritage Authority is continued under the name “Heritage Calgary”, consisting of the Board.</p> <p>(2) The Board is responsible for directing and controlling the business and affairs of the Authority.</p> <p>(3) The Authority is a continuing body notwithstanding any election or appointment of directors or any vacancy or vacancies occurring from time to time.</p> <p>(4) The Board may</p> <ul style="list-style-type: none">(a) subject to section 13, designate the head office and any other offices from which the Authority conducts its business, and(b) establish standing and ad hoc committees of the Board and determine the terms of reference of those committees.
General powers	<p>3 The Authority shall have the power to acquire, develop, maintain, manage, operate and dispose of any right or property which, in the opinion of the Authority, is a heritage resource in the City.</p>
Special powers	<p>4 Without limiting the generality of section 3, the Authority has the following powers:</p> <ul style="list-style-type: none">(a) to appoint the executive director who shall have authority to conduct the daily administration and management of the business and affairs of the Authority;(b) to acquire and hold any real or personal property or any estate or interest in real or personal property or any rights or privileges of any kind or nature, including grants and donations, whether public or private, as the Authority considers necessary or convenient, and to alienate, sell, lease or dispose of any property, right or privilege; to include, but not restricted to, holding and disbursing grant monies, whether or not held in trust and to act as an agent of any duly incorporated body in the disbursement of funds for that body;(c) to engage the services of any bank, treasury branch or credit union and to enter into agreements with any bank, treasury branch or credit union;(d) to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;(e) to delegate to any person or persons any power or powers contained in clause (c) and (d);(f) to buy, sell and deal in any goods, wares or merchandise either by wholesale or retail or both;

- (g) to acquire, hold or alienate shares in the capital stock of any corporation;
- (h) to borrow money upon the credit of the Authority and execute such evidences of indebtedness as the Authority may deem expedient;
- (i) to make by-laws, rules, orders and regulations for the government and proper administration of the property, affairs and interests of the Authority;
- (j) to recommend to the Council appropriate expenditures, improvements or acquisitions which would promote the public interest in heritage resources;
- (k) to manage on behalf of the Council, and at the direction of the Council, any heritage resource owned by the City;
 - (k.01) to design and deliver programs to advance knowledge of and appreciation for heritage resources in the City for the benefit of the general public;
- (l) generally, to do or cause to be done all things, within or without the City, necessary for or incidental to the rehabilitation, development, maintenance, management and operation of heritage resources in the City.
- (m) To advise the Council on all matters relating to historic resources in the City;
- (n) To maintain and amend the City's inventory of evaluated historic resources;
- (o) To advise the City on matters relating to the restoration, alteration and demolition of the sites, including those on the inventory of evaluated historic resources .

(Amended by Bill Pr 4, 2000 May 30)

Object and purpose

4.1 (1) The Authority is established to operate exclusively for charitable purposes and not for profit, and shall be operated without purpose of gain or profit.

(2) All assets and income of the Authority shall be used to carry out its powers and meet its expenses.

(Amended by Bill Pr 19, 1988 July 06)

Directors

5 The Board of the Authority is established and consists of the directors appointed under section 6.

Appointment and terms of directors

6(1) The Council must appoint at least 8 directors but no more than 12 directors to the Board, each for a term not exceeding 3 years.

(2) A person is eligible to be appointed under subsection (1) only if they are, at the time of the appointment

(a) at least 18 years of age,

(b) an elector, and

(c) not ineligible under section 8.

(3) Despite subsection (2)(b), one of the directors may be a member of the Council.

(4) Without limiting the discretion of the Council, the Council may consider a recommendation of the Board in respect of the appointment of a director under subsection (1).

(5) Despite the term for which a director is appointed under subsection (1) and the term limit in subsection (7), a director remains in office until a successor has been appointed, unless removed under section 7.1 or disqualified under section 9.

(6) Subject to subsection (7), a director may be appointed for additional terms.

(7) An individual may not serve as a director for more than 9 years.

Vacancy

7(1) If a vacancy occurs on the Board for any of the following reasons, the Council must, by resolution, appoint a successor to fill the vacancy in the Board until the next organizational meeting of the Council, at which time the Council must, by resolution, appoint a successor for the remaining term of the vacated director:

(a) death of a director;

(b) resignation of a director;

(c) removal of a director under section 7.1.

(2) If a vacancy occurs on the Board and, as a result of the vacancy, the number of remaining directors is less than 8, the vacancy must be filled by the Council within 90 days of the date of the vacancy.

Removal
of
director

7.1(1) The Council may, by resolution, remove a director at any time.

(2) The Board may, on at least two-thirds of directors voting in favour of removal, recommend to the Council that it remove a director under subsection (1).

(3) The Board must bring a recommendation made under subsection (2) to the Council for consideration as soon as practicable.

(4) A recommendation made by the Board under this section does not limit the discretion of the Council to remove a director under subsection (1).

Qualifications
of members

8 The provisions of sections 169 to 174 of the Municipal Government Act, or any legislation passed in substitution therefor, that apply to members of the council of a municipality shall apply to the directors.

Chairman, Vice-Chairman	<p>9(1) The Board must annually elect from among its directors a chair, a vice-chair and a treasurer.</p> <p>(2) The chair shall preside at meetings of the Board.</p> <p>(3) In the absence of the chair at a meeting of the Board, the vice-chair shall preside at such meeting.</p> <p>(4) The chair and the vice-chair shall have the same right of voting as other members of the Board.</p> <p>(5) In the case of an equality of votes at a meeting of the Board, a motion shall be deemed to be decided in the negative.</p>
Annual Meeting	<p>10(1) The Board must meet at least once a year and may meet at other times as it considers necessary.</p> <p>(2) Section 104(2.1) of the <i>Business Corporations Act</i> applies with necessary modifications to a meeting referred to in subsection (1).</p>
Quorum	<p>11 No business may be transacted at a meeting of the Board unless a majority of the directors are present .</p>
Remuneration	<p>12 A director must not receive remuneration for performing their duties as a director except for reasonable expenses incurred in the performance of their duties on behalf of the Authority and as approved by the board.</p>
Indemnity, limitation of liability and insurance	<p>12.1(1) The Authority must indemnify and save harmless a director from all actions undertaken by the director on behalf of the Authority acting in good faith, provided that no director is indemnified by the Authority in respect of any liability, costs, charges or expenses that they sustain or incur as a result of their own fraud, dishonesty, wilful neglect or wilful default.</p> <p>(2) No director is liable, unless occurring through the director's own fraud, dishonesty, wilful neglect or wilful default, for any of the following:</p> <ul style="list-style-type: none"> (a) the acts or omissions of any other director or employee of the Authority; (b) any loss, damage or expense suffered by the Authority <ul style="list-style-type: none"> (i) through the insufficiency or deficiency of title to any property acquired by order of the Board, or (ii) in respect of any deficiency of any security in or upon which any monies of the Authority are invested; (c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Authority are deposited or for any loss

occasioned by any error of judgment or oversight on the director's part;

- (d) any loss or damage which may occur in the execution of the duties of the director's office, or in relation to or in respect of any other act or omission of a director in their capacity that causes loss, damage or expense.

(3) The Authority may purchase and maintain liability insurance or such other insurance for the benefit of the directors as the Board considers appropriate.

(4) Nothing in this section affects the liability of the Authority with respect to loss or damage, including loss or damage caused by an act or omission of a director, for which the director is not liable under subsection (2).

Head Office

13(1) The head office of the Authority shall be at the City of Calgary in the Province of Alberta.

(2) The Board must notify the Council of

- (a) any change in the location of the Authority's head office and each place of business, and

- (b) any change in its address for service.

Executive director and employees

14(1) The Board must appoint an individual as the executive director of the Authority, who reports to the Board.

(2) The executive director holds that position at pleasure of the Board.

(3) The executive director may also be a director.

(4) An executive director who is also a director may vote as a director at all meetings of the Board.

(5) The executive director is entitled to remuneration, as determined by the Board, for performing their duties as executive director.

(6) The Authority may employ such other persons as it considers necessary and may prescribe their duties and remuneration.

Corporate Seal

15. The Authority shall have a corporate seal in the form adopted from time to time by the Authority

Execution of documents

16. Any 2 of the chair, vice-chair, treasurer and executive director are authorized to sign in the name of and on behalf of the Authority and to affix the corporate

seal of the Authority to documents and such execution is binding upon the Authority without any further authorization of formality.

Advisors and
audit

17(1) The Board may appoint a financial advisor of the Authority.

(2) The Board may appoint an advisor to the Authority on real property matters.

(3) Each year, the Board must appoint an auditor to audit the accounts and finances of the Authority.

Budget

18. (1) No later than October 31 of each year the Authority shall make up or cause to be made up a budget estimate of all expenditures and revenues for the next calendar year and a separate budget estimate of funds to be requested from the Council.

(2) The budget estimate of funds to be requested from the Council shall be delivered to the City.

(3) The Council may change, annul or refer back to the Authority the budget estimates of funds to be requested from the Council.