

# BILL

**No. 902**

## An Act to amend An Act to incorporate Lutheran Sunset Home of Saskatoon

(Assented to )

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

### **Short title**

**1** The Lutheran Sunset Home of Saskatoon Amendment Act, 2013.

### **S.S. 1967, c.98 amended**

**2** An Act to incorporate The Lutheran Sunset Home of Saskatoon is amended in the manner set forth in this Act.

### **Section 2 amended**

**3** Section 2 is amended by adding “and persons with mental and physical challenges,” after the words “the infirm,”

### **New section 5.1**

**4** Section 5 is repealed and the following substituted:

#### **“Capacity and powers**

**5.1(1)** Subject to this Act, the corporation has the capacity, rights, powers and privileges of a natural person.

(2) Without limiting the generality of subsection (1), the corporation has the power to:

- (a) purchase, acquire by gift, devise, bequest or transfer, or hold any real or personal property;
- (b) sell, transfer, mortgage, lease, exchange or otherwise dispose of any real or personal property;
- (c) invest all or a portion of its funds in any property or security as the corporation may determine;
- (d) borrow or raise money and secure its repayment by granting security in any of its assets or by issuing bonds, debentures, bills of exchange, promissory notes, mortgages or any other instrument that the corporation may consider necessary;
- (e) draw, accept, make, endorse and negotiate bills of exchange and other negotiable instruments;
- (f) enter into any contract, indenture or agreement or deed;

## LUTHERAN SUNSET HOME OF SASKATOON

- (g) have a corporate seal and change it at will;
- (h) erect, construct, equip and maintain buildings and other erections for the proper carrying on of its educational and other charitable works and to do all other matters and things necessary for the carrying on of its educational and other charitable works and to do all other matters and things necessary for the carrying out of the objects that the corporation may become engaged in or occupied with; and
- (i) do any and all other things that are necessary, incidental or conducive to the attainment of the objects of the corporation or to the exercise of any powers mentioned in this Act”.

**Section 6 repealed**

- 5** Section 6 is repealed.

**Section 9 repealed**

- 6** Section 9 is repealed.

**New section 10.1**

- 7** Section 10 is repealed and the following substituted:

**“By-laws**

**10.1(1)** The corporation may make, amend and repeal any by-laws that it considers advisable for the conduct of its affairs.

(2) Without limiting the generality of subsection (1), the corporation may make by- laws to provide for any or all of the following matters:

- (a) the governance and proper administration of its property, affairs and interests;
- (b) the affiliation of other bodies or organizations with the corporation;
- (c) the election of directors, and the powers and duties of them;
- (d) the appointment of officers of the corporation, and the powers and duties of them;
- (e) the calling of meetings of the board of directors, and the governance and conduct of them, including, but not limited to, prescribing the quorum and procedure for voting at any meetings;
- (f) the remuneration and reimbursement of officers, directors, committee members and delegates of the corporation;
- (g) the indemnification and insurance of officers and directors of the corporation;
- (h) the making, amendment, repealing and revocation of by-laws;
- (i) the disposition of assets upon a winding-up, liquidation or dissolution of the corporation;
- (j) the appointment of an auditor to audit the accounts of the corporation;
- (k) the form and use of a corporate seal; and
- (l) generally for the carrying out of the objects of the corporation”.

## LUTHERAN SUNSET HOME OF SASKATOON

**New section 11.1**

**8** Section 11 is repealed and the following substituted

**“Officers and directors**

**11.1(1)** The corporation may exercise all its powers by and through a board of directors established by the by-laws or by and through such other bodies or committees as the corporation may from time to time provide for in its by-laws for the management of all or any of the property or affairs of the corporation.

(2) The board of directors of the corporation shall consist of those individuals who are from time to time elected in accordance with the by-laws of the corporation.

(3) The board of directors may delegate to any officer, director or committee of directors any of the powers of the directors”.

**New sections 14 and 15**

**9** The following sections are added after section 13:

**“Validity of acts of directors and officers**

**14** An act of a director or officer is valid notwithstanding an irregularity in his or her election or appointment or a defect in his or her qualification.

**“No personal liability**

**15** No director, officer or member of any committee of the corporation shall be personally liable for any liability, act or default of the corporation”.

**Coming into force**

**10** This Act comes into force on assent.

