

2018

CHAPTER 01

An Act respecting Luther College, Regina

(Assented to December 5, 2018)

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

Preamble

WHEREAS Luther College, Regina was constituted a body corporate by *An Act to incorporate Luther College, Regina* being Chapter 84 of the Statutes of Saskatchewan, 1969; and

WHEREAS *An Act to incorporate Luther College, Regina* being Chapter 84 of the Statutes of Saskatchewan, 1969 was amended by Chapter 05 of the Statutes of Saskatchewan, 1996 to reflect a change in ownership of Luther College, Regina and to alter the eligibility requirements for membership on the Board of Regents of Luther College, Regina; and

WHEREAS it is now expedient to further revise the membership and governance structure of Luther College, Regina; and

WHEREAS Luther College, Regina has by Petition prayed for an Act of the Legislature of Saskatchewan repealing and replacing Chapter 84 of the Statutes of Saskatchewan, 1969 to provide for the continuance of Luther College, Regina and to revise the membership and governance structure of Luther College, Regina in the manner and to the extent provided for in this Act; and

WHEREAS it is expedient to grant the prayer of the said Petition:

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

PART I

Short title and Interpretation

Short title

1 This Act may be cited as *The Luther College, Regina Act, 2018*.

Interpretation

2 In this Act:

(a) “**Board**” means the Board of Regents of Luther College, Regina continued pursuant to section 7;

(b) “**bylaws**” means the bylaws of the Corporation as amended from time to time;

- (c) **“Corporation”** means Luther College, Regina continued pursuant to section 3;
- (d) **“member”** means a member of the Corporation;
- (e) **“President”** means the President of the Corporation appointed pursuant to section 17;
- (f) **“proxy”** means an authorization by means of which a member has appointed a proxy holder to attend and act on the member’s behalf at a meeting of the members;
- (g) **“Regent”** means a member of the Board.

PART II

Purpose of the Corporation

Corporation continued

- 3(1) Luther College, Regina is continued as a Corporation consisting of those persons who from time to time comprise the membership of the Corporation pursuant to section 5.
- (2) The head office of the Corporation shall be at the City of Regina, in the Province of Saskatchewan or at such other place as may be determined by bylaw.

Purpose of Corporation

- 4(1) The purpose of the Corporation is to operate colleges, schools and institutes for the education of students.
- (2) In carrying out its purpose, the Corporation may:
 - (a) provide and maintain facilities for the instruction and boarding of students and for the promotion, support and work of the corporation;
 - (b) establish courses and programs of instruction and teaching in its colleges, schools and institutes;
 - (c) appoint professors, associate professors, assistant professors, lecturers, instructors, teachers, chaplains and other officers and employees as may be necessary;
 - (d) provide for the delivery of lectures, classes, courses, seminars, exhibitions, conferences and performances designed to directly or indirectly advance the cause of education;
 - (e) encourage students to reflect upon traditional values embodied in Christian teachings, the teachings of other faiths and other ideas that may enhance spiritual knowledge;
 - (f) encourage students to be proactive in their response to the teachings in clause (e);
 - (g) grant academic credentials including degrees, diplomas and certificates to students or make arrangements with other educational institutions for the granting of such credentials;

- (h) grant honorary distinctions to worthy recipients;
 - (i) provide facilities for research and conduct or facilitate research;
 - (j) affiliate, federate or cooperate with other educational institutions for the benefit of students;
 - (k) generally promote and carry on the work of the Corporation;
 - (l) exercise any other powers consistent with this Act and do all of those things that the Corporation considers incidental and ancillary to the attainment of the objects or purposes of the Corporation or to the exercise of any powers conferred on the Corporation by this Act.
- (3) The Corporation shall be carried on without the purpose of gain for its members, and any profits or other additions to the Corporation shall be used to support its purpose.

PART III Membership of the Corporation

Membership

- 5 The Corporation consists of the following members:
- (a) the President, who shall be a member of the Corporation by virtue of his or her office;
 - (b) the current members of the Board of Regents, who shall be members of the Corporation by virtue of their positions on the Board;
 - (c) at least eight former members of the Board of Regents as may become members of the Corporation in accordance with the bylaws;
 - (d) at least ten persons who are representative of the Evangelical Lutheran Church in Canada, or its successor organization, as may become members of the Corporation in accordance with the bylaws;
 - (e) at least three other persons as may become members of the Corporation in accordance with the bylaws.

Term of Members

- 6(1) The members mentioned in clauses 5(a) and (b) shall hold office as members of the Corporation until they cease to hold the positions that qualify them for membership.
- (2) The members mentioned in clauses 5(c), (d) and (e) shall hold office in accordance with the bylaws.

PART IV
Board of Regents

Board continued

7 The Board of Regents of Luther College, Regina is continued.

Board composition

8(1) Subject to subsection (2), the Board shall consist of the number of Regents set out in the bylaws, which must be at least 10 and not more than 21 persons, elected by the members of the Corporation in accordance with this Act and the bylaws.

(2) A majority of the Regents elected to the Board of Regents pursuant to subsection (1) must be members of congregations of the Evangelical Lutheran Church in Canada or its successor organization.

Election of Regents

9(1) The election of Regents shall be held at the annual general meeting of the members of the Corporation.

(2) The manner and procedure for elections of Regents shall be set out in the bylaws.

Term of office

10(1) Subject to subsection (2), the Board shall by bylaw provide for the term of office of a Regent.

(2) A Regent shall not hold office for more than two consecutive terms, but is eligible for reappointment or re-election after one year's absence from the Board.

Vacancies

11(1) If a vacancy occurs for any reason in the membership of the Board, the Board shall determine whether the vacancy is to be filled and, if it is to be filled, the Board shall appoint a person to fill the vacancy until the next annual general meeting of the members of the Corporation.

(2) A vacancy in the membership of the Board does not impair the power of the remaining Regents to act.

Responsibilities of the Board

12 The Board shall manage the affairs and business of the Corporation.

Powers of the Board

13 Unless the bylaws provide otherwise, the Board may exercise all of the powers of the Corporation.

Quorum

14 Unless the bylaws provide otherwise, a majority of the Regents in office constitutes a quorum of the Board for the transaction of business.

PART V
Officers of the Corporation

Officers of the Corporation

- 15(1)** The officers of the corporation are to be those that are:
- (a) set out in the bylaws; and
 - (b) appointed or elected in accordance with the bylaws.
- (2) The Board may determine the duties and authorities of the officers of the Corporation.

PART VI
Committees

Committees

- 16(1)** The Board may establish any committees that are provided for by the bylaws or that it considers necessary.
- (2) Subject to this Act and the bylaws, the Board, on any terms or conditions that it may determine, may delegate any of its powers or duties to a committee established pursuant to subsection (1).
- (3) The Board shall not delegate the power to make bylaws.

PART VII
President

President

- 17(1)** The President of the Corporation shall be appointed by the Board.
- (2) The President shall be the chief executive officer of the Corporation and shall supervise and direct the work of the Corporation, the teaching and the administrative staff and be responsible for the operation of the Corporation in a manner consistent with its objects, purposes and powers.

PART VIII
Meetings of the Members

Meetings

- 18(1)** The Corporation shall hold an annual general meeting of the members of the Corporation in accordance with the bylaws.
- (2) The Board or the members of the Corporation may at any time call a special meeting of the members of the Corporation in accordance with the bylaws.
- (3) The procedure at an annual general meeting or a special meeting is to be determined in accordance with the bylaws.
- (4) The Board shall send a notice of an annual general meeting or special meeting to each member in the manner set out in the bylaws.

Quorum

19(1) A quorum for any meeting of the members is the quorum set out in the bylaws.

(2) If there is no quorum at the opening of a meeting of the members, the members represented either personally or by proxy may adjourn the meeting to a day, time and place that they may fix, but they may not consider any other business.

Voting

20(1) Unless the bylaws provide otherwise, each member is entitled to one vote at a meeting of the members.

(2) The Board may by bylaw permit members to vote by proxy in the manner set out in the bylaws.

Issuance of membership

21 The Board may issue memberships in accordance with the bylaws and any conditions set out in the bylaws.

Report on activities

22 At each annual general meeting of the members, the Board shall submit:

- (a) a report on the activities and transactions of the Corporation; and
- (b) a financial statement showing the business of the Corporation for the preceding fiscal year.

Business transacted

23 At the annual general meeting, the members shall:

- (a) receive the report mentioned in clause 22(a);
- (b) receive the financial statement mentioned in clause 22(b);
- (c) appoint the auditors of the Corporation in accordance with the bylaws;
- (d) elect the Regents in accordance with the bylaws;
- (e) vote to confirm, reject or amend the making of a bylaw, an amendment to a bylaw or the repeal of a bylaw submitted to the members by the Board pursuant to subsection 25(3); and
- (f) vote on any resolution to amend the bylaws in respect of a matter mentioned in section 26.

PART IX
Records

Maintenance of records

24 The Corporation shall prepare and maintain records containing:

- (a) the bylaws and all amendments to the bylaws;
- (b) the minutes of meetings of the Corporation;
- (c) a register that contains the names of all members of the Corporation.

PART X
Bylaws

Bylaws

25(1) Subject to this Act and the bylaws, the Board may make, amend and repeal any bylaws governing the affairs and activities of the Corporation except in respect of a matter mentioned in section 26.

(2) Without limiting the generality of subsection (1), the Board may make bylaws to provide for any of the following matters:

- (a) the administration, management and control of the property, affairs and interests of the Corporation;
- (b) the conditions required for being a member of the Corporation and the termination of membership and member's rights;
- (c) the procedures for calling annual general meetings and special meetings of members of the Corporation;
- (d) determining who may become members of the Corporation;
- (e) fixing a date as the record date for determining the members entitled to receive notice of a meeting of the members, determining the members entitled to vote at a meeting, and determining members for any other purpose;
- (f) the voting rights of members and proxy holders at meetings of the Corporation;
- (g) fixing the number of Regents to compose the Board of Regents and determining the terms of office of Regents;
- (h) the manner and procedure for the election of Regents and the eligibility requirements for election to the Board of Regents;
- (i) the manner and procedure for filling vacancies in the membership of the Board of Regents;
- (j) the removal of Regents from office before the expiry of their terms;
- (k) determining the officers of the Corporation and the manner and procedure for appointing or electing the officers of the Corporation;
- (l) the manner and timing of giving notice to members entitled to vote at a meeting of the members of the Corporation or meetings of the Board;
- (m) the procedures at all meetings of the members of the Corporation and the meetings of the Board, including but not limited to, prescribing quorum, procedures for voting and the use of proxies, the use of resolutions in lieu of meetings and the use of electronic communications to conduct meetings;
- (n) the establishment of any committees that the Board or the Corporation considers necessary and prescribing the terms of office of the members of committees and the duties of the committees;
- (o) the indemnification and insurance of officers, Regents, committee members and employees;

- (p) the making, amending, repealing and revocation of bylaws;
 - (q) the appointment of an auditor to audit the accounts of the Corporation;
 - (r) the fiscal year of the Corporation;
 - (s) the execution of documents by the Corporation and the form and use of a corporate seal;
 - (t) generally for the carrying out of the objects, purposes and powers of the Corporation.
- (3) The Board shall submit the bylaw, amendment or repeal to the members at the next annual general meeting of the members, and the members may confirm, reject or amend the bylaw, amendment or repeal by a majority of the votes cast.
- (4) Subject to subsection (5), the bylaw, amendment or repeal is effective from the date of the resolution of the Board and if the bylaw, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed.
- (5) The bylaw, amendment or repeal ceases to have effect if it is not submitted by the Board to the members as required under subsection (3) or if it is rejected by the members.
- (6) If a bylaw, amendment or repeal ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the members.

PART XI Fundamental Changes

Fundamental changes

- 26** A resolution that is passed at a meeting of the members of the Corporation by at least two-thirds of the votes cast is required to make any amendment to the bylaws to:
- (a) change the manner of determining members of the Corporation;
 - (b) create a new class or group of members;
 - (c) change a condition required for being a member;
 - (d) change the designation of any class or group of members or add, change or remove any rights or conditions of any such class or group;
 - (e) change the manner of electing Regents;
 - (f) change the manner of giving notice to members entitled to vote at a meeting of the members; or
 - (g) change the method of voting by members not in attendance at a meeting of the members.

PART XII
Powers of the Corporation

Powers

27(1) The Corporation has the capacity and, subject to the other provisions of this Act, the rights, powers and privileges of a natural person.

(2) Without limiting the generality of subsection (1), the Corporation has the power to do any or all of the following:

(a) to acquire by gift, devise, purchase, exchange, lease or otherwise, real and personal property of any and every nature and kind whatsoever and to possess, hold and enjoy the same as owner;

(b) to sell, mortgage, lease, exchange or otherwise deal with or dispose of its real and personal property or any portion of either and with the proceeds thereof to acquire other real and personal property to such extent as may be deemed advisable or desirable, and to make and execute all necessary or proper conveyances, transfers, or other instruments for carrying the same into effect;

(c) to invest all or any sums of money belonging to the Corporation in any property or security whatsoever for the use and purposes of the Corporation;

(d) to acquire, take possession of and hold as the Corporation may deem proper all real or personal property as may at any time be mortgaged, hypothecated or pledged to the Corporation by way of security or conveyed to it in satisfaction of obligations or debts due or owing to it from any person, firm or Corporation;

(e) to borrow from any person, firm or Corporation such sum or sums of money as may be found or deemed to be necessary for the purposes of the Corporation and to secure any loans to the lender or lenders by bills of exchange, promissory notes, mortgages, or any other instrument or instruments that may be required or deemed necessary or desirable by the lender or lenders;

(f) to acquire, by gift, purchase or otherwise, to build and erect and to manage and conduct all such facilities and structures as may be found or deemed necessary or convenient for carrying on the educational work of the Corporation, including the organization, conduct and management of boarding places and halls of residence for students;

(g) to fix, charge and collect fees for any services rendered by the Corporation, including fees for the instruction of and for the boarding and lodging of students;

(h) to make and enter into contracts and arrangements for affiliating or federating the Corporation and its educational work with, or cooperating with, any other schools, colleges, universities and educational institutions.

(3) Nothing in this section shall be construed as authorizing the Corporation to sell, mortgage or otherwise dispose of property given, devised or bequeathed to it or held in trust for it contrary to the terms of that gift, devise, bequest or trust with respect to the property.

PART XIII
General

Winding up

28 Upon the winding up of the Corporation, any remaining property of the Corporation shall be transferred to one or more organizations that are “**qualified donees**”, as defined in the *Income Tax Act* (Canada), with objects or purposes consistent with those of the Corporation, as determined by the Board.

Exemption from taxation

29 All property real and personal of the Corporation now or acquired after the coming into the force of this Act shall, while used for educational purposes, be exempt from all taxes, rates, levies and assessments of every nature and kind, save and except assessments under *The Local Improvements Act, 1993* in accordance with the previous exemption granted by Chapter 95 of the Statutes of Saskatchewan, 1938.

No personal liability

30 No member of the Corporation, Regent, member of a committee, the President or other officer of the Corporation shall be personally liable for any liability, act or default of the Corporation.

Regents' and officers' liability limited

31(1) In this section, “loss” means any pecuniary or non-pecuniary loss respecting, arising out of or stemming from any act or omission of:

- (a) the Corporation; or
- (b) any Regent, officer, employee or agent of the Corporation in the exercise or supposed exercise of any of his or her powers or in the carrying out or supposed carrying out of any of his or her duties.

(2) No Regent or officer of the Corporation is liable in a civil action for any loss suffered by any person.

(3) The limitation on liability mentioned in subsection (2) applies only if the Regent or officer was acting in good faith at the time of the act or omission giving rise to the loss.

(4) The limitation on liability mentioned in subsection (2) does not apply if:

- (a) the loss was caused by fraudulent or criminal misconduct by the Regent or officer; or
- (b) the act or omission of the Regent or officer that caused the loss constituted an offence against this Act, any other Act or any Act of the Parliament of Canada.

(5) This section is to be interpreted as not affecting the liability of the Corporation for loss suffered by any person.

(6) Without restricting the generality of subsection (2), if damages are awarded against, or any amount is paid by the Corporation with respect to loss for which the Regent or officer is not liable pursuant to subsection (2), the Corporation has no right of action to recover those damages or that amount against the Regent or officer.

(7) This section applies to any claim for damages for loss that is filed on or after the coming into force of this section.

PART XIV
Transitional, Repeal and Coming into Force

Transitional – Board of Regents, President

32(1) Those persons who were members of the Board of Regents of Luther College, Regina on the day before the coming into force of this Act:

- (a) continue as members of the Board pursuant to this Act;
- (b) are deemed to have been appointed pursuant to section 8; and
- (c) hold office for the remainder of the terms for which they were appointed pursuant to the Act to incorporate Luther College, Regina, as that Act existed on the day before the coming into force of this Act, until they resign or are replaced pursuant to this Act.

(2) Those persons who were Officers of the Corporation on the day before the coming into force of this Act continue as Officers until they resign or are replaced pursuant to this Act.

(3) The person who was the President of Luther College, Regina on the day before the coming into force of this Act is deemed to have been appointed President of the Corporation pursuant to section 17.

(4) Upon the coming into force of this Act:

- (a) the property of Luther College, Regina as it existed on the day before this Act comes into force continues to be the property of the Corporation;
- (b) the Corporation continues to be liable for the obligations of Luther College, Regina that existed on the day before this Act comes into force;
- (c) any existing cause of action, claim or liability is not affected by the enactment of this Act and any existing cause of action, claim or liability continues to apply to the Corporation notwithstanding the enactment of this Act;
- (d) a civil, criminal or administrative action or proceeding pending by or against Luther College, Regina as it existed on the day before this Act comes into force may be continued to be prosecuted by or against the Corporation;
- (e) a conviction against, or ruling, order or judgment in favour of or against Luther College, Regina as it existed on the day before this Act comes into force may be enforced by or against the Corporation;
- (f) the bylaws of Luther College, Regina that were in force on the day before this Act comes into force continue as the bylaws of the Corporation until replaced or amended by the Corporation pursuant to this Act, to the extent they are not inconsistent with this Act.

S.S. 1969, c.84 repealed

33 *An Act to incorporate Luther College, Regina*, being Chapter 84 of the Statutes of Saskatchewan, 1969, is repealed.

S.S. 1938, c.95 repealed

34 *An Act to exempt Luther College of Regina from Taxation*, being Chapter 95 of the Statutes of Saskatchewan, 1938, is repealed.

Coming into force

35 This Act comes into force on assent.

