

Manitoba- Saskatchewan Conference of the Seventh-day Adventist Church Act

being a Private Act

Chapter 03 of the *Statutes of Saskatchewan, 1995*
(effective March 28, 1995).

NOTE:

This consolidation is not official. Amendments have been incorporated for convenience of reference and the original statutes and regulations should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original statutes and regulations, errors that may have appeared are reproduced in this consolidation.

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1995

CHAPTER 03

An Act to provide for the incorporation of The Manitoba-Saskatchewan
Conference of the Seventh-day Adventist Church

(Assented to March 28, 1995)

WHEREAS there had existed for many years in the Province of Saskatchewan an association known and described as The Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church having as its object the proclamation of the everlasting gospel of Jesus Christ within the Provinces of Manitoba and Saskatchewan in conformity with the doctrines, rules and discipline of the Seventh-day Adventist Church, and of aiding such object by means of a coordinated Christian ministry including, but not limited to, a pastoral ministry, a teaching ministry, a literature ministry, and a health ministry, by acquiring and developing houses of worship, parsonages, educational and medical units in such fashion as to foster the mission of the Seventh-day Adventist Church; and

WHEREAS the said association was incorporated on November 27, 1987, under *The Non-Profit Corporations Act*, being chapter N-4.1 of the *Statutes of Saskatchewan, 1979*, as amended, with the name of the corporation being Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated; and

WHEREAS a petition has been presented praying that an Act be passed by the Legislative Assembly of Saskatchewan as hereinafter set forth for the incorporation of The Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church and to expand and clarify the aims and objects thereof; and

WHEREAS Lester Franklin Carney, president of the Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated, Harry Sackett, secretary of the said Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated, and John Bullock, treasurer of the said Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated, have by their petition set forth that it is desirable in the interest of uniformity and to more effectually carry out their objectives, that the operation of the Seventh-day Adventist Church within the Provinces of Manitoba and Saskatchewan be consolidated under one corporation; and

WHEREAS it is expedient to grant the prayer of the said petition;

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

Short title

1 This Act may be cited as *The Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Act*.

c. 03 MANITOBA-SASKATCHEWAN SEVENTH-DAY ADVENTIST CHURCH

Interpretation

2 In this Act:

- (a) **“Church”** means the Seventh-day Adventist Church;
- (b) **“Corporation”** means the corporation incorporated and continued pursuant to section 3.

1995, c.03, s.2.

Incorporation and change of name

3(1) The Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated, a body corporate incorporated pursuant to *The Non-Profit Corporations Act* on November 27, 1987, as corporation number 208705, is hereby continued and incorporated as a corporation under the name “The Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church” subject to the following provisions:

- (a) the property of the Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated shall continue to be the property of the Corporation;
- (b) the Corporation shall continue to be liable for the obligations of The Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated;
- (c) an existing cause of action, claim or liability to prosecution is unaffected;
- (d) a civil, criminal or administrative action or proceeding by or against The Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated may be continued to be prosecuted by or against the Corporation; and
- (e) a conviction against, or ruling, order or judgment in favour of or against The Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated may be enforced by or against the Corporation.

Members

(2) The membership of the Corporation shall be comprised of those members as described in the bylaws of the Corporation.

1995, c.03, s.3.

Head Office

4 The head office of the Corporation shall be located in the City of Saskatoon, in the Province of Saskatchewan, or in such other place in Saskatchewan as may from time to time be designated by the bylaws of the Corporation.

1995, c.03, s.4.

Objectives

5 The objects of the Corporation are as follows:

- (a) to teach the everlasting gospel of the Lord Jesus Christ, and His imminent return as symbolized by the three angels of Revelation 14, and to lovingly persuade all people to become His disciples and vibrant members of the Seventh-day Adventist Church;
- (b) to coordinate a Christian ministry including, but not limited to, pastoral, teaching, literature and health ministries.

1995, c.03, s.5.

Powers

6(1) The Corporation has the power to govern the affairs of the Church in Saskatchewan and Manitoba.

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

(3) The Corporation shall have power to sell, convey, exchange, alienate, mortgage, lease or demise any interest in land held by the Corporation, and the Corporation may also from time to time invest all or any of its funds, and funds held on deposit, and personal property which may be vested in or acquired by the Corporation for its purposes in any mortgage, security of land or in other securities, including those relating to any venture whose primary purpose is the support of the purposes of the Corporation, and for the purposes of such investment may take, receive and accept a mortgage or mortgages, bonds or debentures or securities or promissory notes, or any assignment thereof in its own corporate name and shall have and enjoy the same powers and rights of sale and foreclosure, action and suit upon and for the purposes of enforcing them as a natural person, and may sell, grant, assign and transfer such mortgages, securities or any of them to any person, company or body capable of receiving any assignment thereof and may release and discharge such mortgages or any of them either wholly or partly.

(4) The Corporation may exercise any activity that may help it to carry out its objectives and maintain its institutions and may bargain and sell products of its activities.

1995, c.03, s.6.

c. 03 MANITOBA-SASKATCHEWAN SEVENTH-DAY ADVENTIST CHURCH**Borrowing Powers**

7(1) The Corporation shall have the power to borrow, establish banking or similar arrangements, and otherwise engage the credit of the Corporation in furtherance of or incidental to its objects.

(2) Every contract, agreement, engagement or bargain made and any bill of exchange drawn, accepted or endorsed, and every promissory note made or endorsed and every cheque made, drawn or endorsed on behalf of the Corporation by any agent, officer or servant of the Corporation in general accordance with his powers as such under the bylaws shall be binding upon the Corporation and in no case shall it be necessary to have the seal of the Corporation affixed to any contract, agreement, or engagement, bargain, bill of exchange, promissory note or cheque, or to prove that the same was made, drawn, accepted or endorsed as the case may be, in pursuance of any special bylaw or special vote or authority as agent, officer or servant of the Corporation be thought subjected individually to any liability whatsoever in respect of it.

1995, c.03, s.07.

Bylaws

8 The Corporation may by bylaw:

- (a) set and adopt policies for the efficient administration of the affairs of the Church;
- (b) set and adopt policies for the governance of membership in the Church;
- (c) provide for the calling of regular and special meetings of members and delegates of members, and of any special boards and committees and fix the quorums and establish the procedures for such meetings;
- (d) provide for the voting rights of members and delegates of members at meetings of the Corporation and in elections of delegates of members to meetings of the Corporation;
- (e) provide for officers, agents and employees of the Corporation, including their titles, duties, methods of appointment, remuneration and reimbursement of expenses;
- (f) provide for a fiscal year and for the appointment of an auditor to audit the accounts of the Conference;
- (g) create and provide for the powers of an Executive Committee to manage the affairs of the Corporation;
- (h) provide generally for the carrying out of the objects and purposes of the Corporation.

1995, c.03, s.8.

Executive Committees

9(1) The Corporation may exercise all its powers by and through an Executive Committee established by the bylaws or such other bodies or committees as the Corporation may from time to time appoint by resolution for the management of all or any of the property or affairs of the Corporation.

(2) The Executive Committee of the Corporation shall consist of those persons who are from time to time designated in the bylaws of the Corporation.

1995, c.03, s.9.

Grievance Procedure

10 All past, present and future complaints, grievances, disputes, or charges shall be determined and settled as set forth in the bylaws and Church policies, adopted from time to time, and such complaints, grievances, disputes, and charges, shall be within the sole and absolute jurisdiction of the Executive Committee without appeal except as may be provided in the bylaws and Church policies and such determination or settlement shall be in the sole opinion of the Executive Committee as to what is in the best interest of the peace, harmony and goodwill of the Church.

1995, c.03, s.10.

Maintenance of records

11(1) The Corporation shall prepare and maintain records containing:

- (a) this Act and any amendments subsequently made thereto; and
- (b) its bylaws and Church policies governing the affairs of the Corporation.

(2) The Church shall prepare and maintain adequate accounting records.

(3) Any member of the Church may examine the records referred to in subsection (1) during normal business hours.

1995, c.03, s.11.

No personal benefit

12 No part of the income of the Corporation shall be payable or otherwise available for personal benefit of any member except as provided for in clause 8(e).

1995, c.03, s.12.

Vesting of property

13(1) All property, real or personal, within the Province of Saskatchewan, belonging to or held in trust for or to the use of The Saskatchewan Conference Corporation of the Seventh-day Adventist Church and the Manitoba-Saskatchewan Conference of the Seventh-day Adventist Church Incorporated, shall, upon the coming into force of this Act be vested in the Corporation to be held, used and administered subject to the provisions of this Act.

c. 03 MANITOBA-SASKATCHEWAN SEVENTH-DAY ADVENTIST CHURCH**Transfer of property**

(2) Upon presentation to the Registrar of any Saskatchewan Land Registration District of any transfer or other instrument whereby any land or interest in land standing in the name of the Saskatchewan Conference Corporation of the Seventh-day Adventist Church is transferred to the Corporation hereby created, the Registrar may without fee or charge therefor do all things necessary to vest the land or interest therein in the name of the Corporation, subject to any encumbrances or charges as may be registered.

Exemption from taxation

(3) The following real property to be vested in the name of the Corporation, being:

Lot 18, excluding the northerly 16 feet, all of Lot 19, Lot 20, except the south 20 feet, all in Block 44, in the City of Saskatoon, in the Province of Saskatchewan, according to a Plan of Record registered in the Land Titles Office of the Saskatoon Land Registration District as No. (Q.1) B. 1858;

Lots 11 to 42 inclusive, all in Block 13, in the City of Saskatoon, in the Province of Saskatchewan, according to Plan of Record registered in the Land Titles Office of the Saskatoon Land Registration District as No. H.4128 (G.V.);

together with all buildings erected thereon shall, while owned by the Corporation, and used in the benevolent, charitable, philanthropic, missionary, educational and religious activities of the Corporation, continue to be exempted from all taxes, rates, levies, and assessments of every nature and kind which the City of Saskatoon has power to impose save and except assessments under *The Local Improvements Act, 1993*, in accordance with the previous exemption granted by Chapter 104 of the *Statutes of Saskatchewan, 1965*.

1995, c.03, s.13.

Bequests

14 The Corporation shall have the power to solicit for and receive bequests, devises and donations of every kind and description and to otherwise raise funds for the purposes of the Corporation together with the power, in the sole discretion of the Executive Committee, to refuse to accept any bequest, devise or donation.

1995, c.03, s.14.

Conditional Bequests

15 If any property is received by the Corporation subject to any conditions imposed by the donor of that property, the Executive Committee shall give effect to and observe those conditions.

1995, c.03, s.15.

Power to convert

16 If not in contravention of an express term of the bequest, devise or donation under which it is received, the Corporation may convert any property at any time received or held by it into any other form and for such purpose to dispose of or otherwise deal with it.

1995, c.03, s.16.

Trust may be altered by the court

17 Where any trust which has been administered by the Corporation cannot be further administered by the Corporation by reason of the object of the trust having ceased to exist or by reason of it having become substantially incapable of performance, the Corporation may apply to a judge of the Court of Queen's Bench for an order directing that the property subject to the trust be used by the Corporation for such alternate charitable activities as the judge may direct.

1995, c.03, s.17.

Donation to take effect in the future

18 Where a donation is made to the Corporation, in trust, of any property to take effect in the future, the Executive Committee is empowered to accept and exercise any powers of appointment, settlement or distribution with respect to all or a portion of the income derived from it in the interim, together with the power to nominate executors and trustees in the manner provided in the instrument creating the trust.

1995, c.03, s.18.

Transfer of property held in trust

19 Any person in whose name any property, real or personal, is held, in trust or otherwise, for the uses and purposes of the Corporation, or any such person to whom any such property devolves, may, subject always to the terms and conditions of any trust relating to the property, transfer the property or any part of it to the Corporation.

1995, c.03, s.19.

Distribution of property

20 If upon the winding up or dissolution of the Corporation there remains after satisfaction of all its debts, liabilities and obligations, any property or assets, the property or assets shall not be paid or distributed generally among the members, but shall be paid or transferred to the Seventh-day Adventist Church in Canada, or its legal successor, or in the event the organization or a legal successor to it no longer exists or does not wish to receive the property or assets, to such other charitable organization in Canada the objects of which, in the opinion of the Executive Committee of the Corporation, most closely resemble those of the Corporation.

1995, c.03, s.20.

Repeal

21 Chapter 104 of the *Statutes of Saskatchewan, 1965* is hereby repealed.

1995, c.03, s.21.

Coming into force

22 This Act comes into force on assent.

1995, c.03, s.22.

