

VANCOUVER FOUNDATION AMENDMENT ACT, 2010**CHAPTER 20***Assented to June 3, 2010*

WHEREAS a petition has been presented for the amendment of the *Vancouver Foundation Act*, and it is expedient to grant the request in the petition:

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

1 Section 1 of the Vancouver Foundation Act, S.B.C. 2000, c. 32, is amended

(a) by repealing the definitions of “base amount” and “foundation endowment” and substituting the following:

“base amount” means, for a particular trust fund at a particular time,

- (a) the dollar value of all contributions at the time those contributions were made to the trust fund before the particular time, other than contributions that were subsequently withdrawn from the trust fund,

less

- (b) any amounts that were added to the distributable amount of the trust fund under section 9 (6) before the particular time;

“foundation endowment” means any donation to the foundation

- (a) on trust terms that expressly or impliedly create a trust, or
- (b) on terms under which expressly or impliedly the foundation has the discretion to create a trust and does so; ,

(b) by adding the following definitions:

“custodian” means a trust company or any other body that is selected by the board to hold some or all of the funds or property of the foundation and that has the legal capacity to hold the funds and undertake any other obligations under this Act or imposed in any contract with the foundation;

“original directors” means the persons listed in the Schedule;

“United Way of the Lower Mainland” means the United Way of the Lower Mainland, a society incorporated under the *Society Act*; , ***and***

(c) by repealing the definitions of “Community Fund”, “original Act” and “United Way of the Lower Mainland Endowment Fund”.

Section 2

2 Section 2 is amended by repealing paragraph (b) and substituting the following:

- (b) in case of any failure on the part of the foundation or the board, do what may be necessary to carry out the true intent and purpose of this Act.

3 Section 4 is amended

(a) by renumbering the section as section 4 (1),

(b) by repealing subsection (1) (c) and (e) and substituting the following:

- (c) to support the relief of poverty;
- (e) to support any other charitable purposes that the board considers to be of benefit to communities;
- (f) to make grants to qualified donees within the meaning of the *Income Tax Act* (Canada). , **and**

(c) by adding the following subsection:

- (2) The prime purpose of the foundation is to carry out its objects in British Columbia, but the foundation may, at the discretion of the board,
 - (a) accept donations that a donor directs may be used outside of British Columbia, and
 - (b) use those donations, in whole or in part, to carry out its objects in any part of Canada in accordance with the donor's directions.

4 Section 5 is amended

(a) by repealing subsection (1) and substituting the following:

- (1) The board of directors of the foundation is to consist of at least 10 and not more than 18 persons, with the directors determining the number of directors from time to time in the bylaws of the foundation. , **and**

(b) by adding the following subsections:

- (1.1) If the number of directors is below the minimum number set out in subsection (1) or in the bylaws, as applicable, the board continues to have the authority to carry out its duties and exercise its powers until all vacancies are filled.
- (1.2) Subject to section 6, the board consists of the following members:
 - (a) the Chief Justice of the Supreme Court of British Columbia or, if applicable, the judge appointed by the Chief Justice under that section;
 - (b) a member of the Law Society of British Columbia who has been nominated by the Law Society of British Columbia in accordance with the bylaws of the foundation and whose nomination has been accepted by the board;
 - (c) a member of the Institute of Chartered Accountants of British Columbia who has been nominated by the Institute of Chartered Accountants of British Columbia in accordance with the bylaws of the foundation and whose nomination has been accepted by the board;

(d) a person who has been nominated by the United Way of the Lower Mainland in accordance with the bylaws of the foundation and whose nomination has been accepted by the board;

(e) other persons that are elected from time to time by the board.

(1.3) The board may decline a nomination under subsection (1.2) (b), (c) or (d) if, in the opinion of the board, the nominee does not have the skills, knowledge or experience to benefit the foundation.

5 Section 6 is amended

(a) in subsection (1) by striking out “, or any other person,” and by striking out “section 5 (1) (a)” and substituting “section 5 (1.2) (a)”;

(b) by adding the following subsection:

(1.1) In the event that an organization that is entitled to nominate a director under section 5 (1.2) fails to do so in the manner set out in the bylaws of the foundation, or if the board declines a nomination under section 5 (1.3), the members of the board may elect a person to fill a vacancy. , *and*

(c) by repealing subsections (2) to (6).

6 Section 7 (1) (e) is amended by striking out “trust companies” in both places and substituting “custodians”.

7 Section 8 (1) (b) is amended by striking out “a trust company,” and substituting “a custodian,”.

8 Section 10 (2) (b) is amended by striking out “total return;” and substituting “total returns;”.

9 Section 12 is amended

(a) in subsection (1) by striking out “and subject to this section”,

(b) in subsection (3) by striking out “subsection (2),” and substituting “subsection (1)”, and

(c) by repealing subsections (2) and (4) to (9).

10 Section 13 is repealed.

11 Section 16 is repealed and the following substituted:

Custody of funds or property

16 (1) The foundation may hold in its own name any donation it receives, or any other funds or property, or it may appoint one or more custodians to hold some or all of its donations, funds or property on its behalf.

Section 12

- (2) The foundation may at any time, by resolution passed by a majority of the board, revoke the appointment of a custodian and may appoint another custodian.
- (3) A custodian appointed by the foundation must
 - (a) have custody of all funds or property entrusted to it by the foundation,
 - (b) make all investments, reinvestments, conversions, sales or other dispositions of the funds or property as instructed in writing by the board,
 - (c) under the direction of the board, give effect to and observe all directions given to it by the board with regard to funds or property, and
 - (d) distribute from the money in its possession the sums in the manner that the board by resolution directs.
- (4) A custodian is not accountable for any act or omission if the act or omission was authorized in writing by the board.

12 Section 17 is amended

- (a) by striking out “charitable organization” and substituting “charity”,**
- (b) in paragraph (a) by striking out “British Columbia,” and substituting “Canada,”**
- (c) in paragraph (b) by adding “as a charity” after “registered”, and**
- (d) by striking out “organization” in both places and substituting “charity”.**

13 Section 20 (1) is amended by striking out “composed of British Columbia residents”.**14 Section 21 (2) is amended by striking out “the board.” and substituting “a person who has signing authority for the foundation under the bylaws of the foundation.”****15 Section 22 is amended**

- (a) by adding “, by resolution passed by at least 75% of the directors,” after “The board may”, and**
- (b) by adding the following paragraph:**
 - (d.1) the number of members of the board, the manner of their selection, removal, replacement and terms of office; .

16 Section 23 (2) is amended by striking out “trust company” and substituting “custodian”.

17 *The following Schedule is added:*

SCHEDULE

(Section 1, definition of “original directors”)

ORIGINAL DIRECTORS

Robert Barnett MacKay
Charles Thomas McHattie
Alexander Douglas Wilson
Eric Vickers Chown
Gordon Farrell
Whitford Julian Van Dusen
Alan Holmes Williamson

Transition

- 18** A member of the board who holds office on the date this Act comes into force continues in office until his or her term is completed or until his or her membership on the board is terminated in accordance with any bylaw passed by the board.

Commencement

- 19** This Act comes into force on the date of Royal Assent.