



Province of Alberta

ALBERTA RESEARCH AND INNOVATION ACT

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Chapter A-31.7

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Note

All persons making use of this consolidation are reminded that it has no legislative sanction, that amendments have been embodied for convenience of reference only. The official Statutes and Regulations should be consulted for all purposes of interpreting and applying the law.

Regulations

The following is a list of the regulations made under the *Alberta Research and Innovation Act* that are filed as Alberta Regulations under the Regulations Act

	Alta. Reg.	<i>Amendments</i>
Alberta Research and Innovation Act		
Alberta Research and Innovation	203/2009	288/2009, 168/2010, 174/2016

ALBERTA RESEARCH AND INNOVATION ACT

Chapter A-31.7

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

Definitions

- 1** In this Act,
- (a) “Committee” means the Alberta Research and Innovation Advisory Committee referred to in section 3(1);
 - (b) “endowment Fund” means a Fund continued by section 11;
 - (c) “Minister” means the Minister determined under section 16 of the *Government Organization Act* as the Minister responsible for this Act;

- (d) “personal information” means personal information as defined in the *Freedom of Information and Protection of Privacy Act*;
 - (e) “research and innovation corporation” means a corporation established under section 6.1(3) or 7(1).
- 2009 cA-31.7 s1;2013 c10 s8;2016 c4 s2;
2017 c22 s4

Purpose

2 The purpose of this Act is to promote and provide for the strategic and effective use of funding and other resources to meet the research and innovation priorities of the Government, including fostering the development and growth of new and existing industries and supporting a balanced long-term program of research and innovation directed to the discovery of new knowledge and the application of that knowledge to improve the quality of life of Albertans.

Alberta Research and Innovation Advisory Committee

3(1) The Alberta Research and Innovation Authority is continued under the name “Alberta Research and Innovation Advisory Committee”.

(2) The purposes of the Committee are

- (a) to provide strategic advice and recommendations to the Minister on research and innovation matters relating to the purposes of this Act, and
- (b) to carry out other duties determined by the Minister.

(3) The Committee reports to the Minister through the Chair of the Committee and is responsible for submitting to the Minister, at the times and in the form determined by the Minister, reports and plans as requested by the Minister.

(4) The Committee may make bylaws governing the calling of its meetings and the conduct of its business at meetings.

(5) The Committee may establish subcommittees, which may consist of persons who are not members of the Committee, to assist the Committee with carrying out its purposes.

2009 cA-31.7 s3;2016 c4 s3

Membership

4(1) The Committee shall consist of not more than 12 members appointed by the Lieutenant Governor in Council.

(2) A member holds office for a term not exceeding 5 years but may be reappointed for further terms not exceeding 5 years so long as the reappointment would not result in the person serving as a member for more than 10 consecutive years.

(2.1) A person who, immediately before the coming into force of this section, held an appointment as a member of the Alberta Research and Innovation Authority continues as a member of the Committee until the term of office stated in the member's appointment expires or the appointment is terminated, revoked or rescinded.

(3) A break in service of less than 2 years shall be disregarded in determining the number of consecutive years under subsection (2).

(4) The Lieutenant Governor in Council shall designate one of the members as Chair and one of the members as Vice-chair.

(4.1) A person who, immediately before the coming into force of this section, held the designation as the Chair of the Alberta Research and Innovation Authority continues as the Chair of the Committee until the term of office stated in the designation expires or the designation is terminated, revoked or rescinded.

(4.2) A person who, immediately before the coming into force of this section, held the designation as the Vice-chair of the Alberta Research and Innovation Authority continues as the Vice-chair of the Committee until the term of office stated in the designation expires or the designation is terminated, revoked or rescinded.

(5) A member ceases to hold office when

- (a) the member resigns,
- (b) the member's appointment expires,
- (c) the member's appointment is terminated by the Lieutenant Governor in Council, or
- (d) the member is disqualified under the regulations.

(6) A member's resignation becomes effective when it is received by the Chair in writing or at the time specified in the resignation, whichever is later.

(7) The Chair shall send a copy of a resignation to the Minister forthwith.

(8) Notwithstanding subsections (2) and (5)(b), where a member's appointment expires, the member continues to hold office until

- (a) the member is reappointed,
- (b) a successor is appointed, or
- (c) 3 months has elapsed since the expiry,

whichever occurs first.

(9) The Lieutenant Governor in Council may determine the remuneration and travelling, living and other expenses payable to members of the Committee and to members of subcommittees established by the Committee.

2009 cA-31.7 s4;2016 c4 s4

5 and 6 Repealed 2016 c4 s5.

Consolidation of research and innovation corporations

6.1(1) The following corporations established by regulations under this Act are dissolved:

- (a) Alberta Innovates - Bio Solutions;
- (b) Alberta Innovates - Health Solutions;
- (c) Alberta Innovates - Energy and Environment Solutions;
- (d) Alberta Innovates - Technology Futures.

(2) On the coming into force of subsection (1), the appointments of the members of the boards of the corporations referred to in subsection (1) are terminated.

(3) A research and innovation corporation with the name “Alberta Innovates” is established.

(4) Subject to any regulation made under section 7(2)(a)(ii) after the coming into force of this subsection, the object of the research and innovation corporation established by subsection (3) is to support research and innovation activities aligned with Government of Alberta priorities, including, without limitation, activities directed at the discovery, commercialization and application of knowledge.

(5) This Act applies to the research and innovation corporation established by subsection (3) as if it had been established under the regulations.

(6) Subject to this section and section 6.2, the research and innovation corporation established by subsection (3) is to be treated in all respects as if it had been established under the regulations.

2016 c4 s6

Transitional provisions

6.2(1) In this section, “former corporations” means the corporations referred to in section 6.1(1)(a) to (d).

(2) On the coming into force of this section, the following applies:

- (a) the property, assets, rights, obligations, liabilities, powers, duties and functions of the former corporations become the property, assets, rights, obligations, liabilities, powers, duties and functions of Alberta Innovates;
- (b) an existing cause of action, claim or liability to prosecution of, by or against any of the former corporations is unaffected by the coming into force of this section and may be continued by or against Alberta Innovates;
- (c) a civil, criminal or administrative action or proceeding pending by or against any of the former corporations may be continued by or against Alberta Innovates;
- (d) a ruling, order or judgment in favour of or against any of the former corporations may be enforced by or against Alberta Innovates.

(3) Every person who, immediately before the coming into force of this section, was employed by any of the former corporations is deemed, on the coming into force of this section, to be an employee of Alberta Innovates.

(4) Subsection (3) does not apply to a member of the board of any of the former corporations.

2016 c4 s6

Establishment of research and innovation corporations

7(1) The Lieutenant Governor in Council may, in accordance with the regulations under subsection (2), establish one or more research and innovation corporations, in addition to the corporation established under section 6.1(3), to do either or both of the following:

- (a) to meet the research and innovation priorities of the Government in the following areas or in a combination of the areas:

- (i) agriculture;
 - (ii) forestry;
 - (iii) energy;
 - (iv) the environment;
 - (v) health;
 - (vi) any other area determined under the regulations;
- (b) to foster the development and growth of new and existing industries through research and innovation.

(2) The Lieutenant Governor in Council may make regulations

- (a) respecting the establishment of a research and innovation corporation including, without limitation, regulations respecting the following:
- (i) the name of the corporation;
 - (ii) the objects of the corporation;
 - (iii) the capacity and powers of the corporation, including the power to borrow, invest, purchase shares and give indemnities;
 - (iv) the size and composition of the board of directors;
 - (v) eligibility for appointment to the board of directors;
 - (vi) the method of appointment and terms of office of members of the board of directors and the designation of a chair and vice-chair or election of officers;
 - (vii) the remuneration and expenses payable to members of the board of directors, including members of any committees established by the corporation or the board;
 - (viii) the roles and responsibilities of the board of directors;
 - (ix) the hiring and the remuneration of employees;
 - (x) the calling of meetings and rules of procedure for meetings;
 - (xi) a code of ethical conduct, including conflict of interest guidelines and any other guidelines and policies in

- respect of directors, officers and employees of the corporation;
- (xii) the disqualification of members of the board of directors;
 - (xiii) the making of bylaws and the subject-matters that may be dealt with by bylaw;
- (b) respecting the entering into of joint venture or partnership arrangements by the corporation;
 - (c) respecting the establishment of subsidiaries by the corporation;
 - (d) respecting the preparation of records and accounts under section 9(1);
 - (e) respecting the preparation and submitting of reports, plans and budgets;
 - (f) determining other areas for the purpose of section 7(1)(a)(vi);
 - (g) respecting any terms and conditions regarding the acceptance and use by the corporation of funds from sources other than an endowment Fund or the Government;
 - (h) respecting the dissolution or liquidation and dissolution of the corporation, the manner in which the dissolution and any liquidation are to be carried out, and the winding-up of the activities of the corporation, including regulations respecting
 - (i) providing for the transition of any of the powers, duties and functions previously carried out by the corporation;
 - (ii) transferring the assets, if any, of the corporation;
 - (iii) transferring the obligations and liabilities, if any, of the corporation;
 - (iv) providing for the transfer of employment contracts between the corporation and its employees;
 - (v) providing for the transfer of records of the corporation, including records containing personal information;
 - (vi) determining by or against whom any civil, criminal or administrative action or proceeding pending by or against the corporation is to be continued;

- (vii) determining in favour of or against whom any ruling, order or judgment in favour of or against the corporation is to be enforced;
- (viii) authorizing the Minister to give any directions by order as the Minister considers appropriate concerning the winding-up of a corporation.

(2.1) A direction given by an order made pursuant to a regulation made under subsection (2)(h)(viii) may

- (a) be made retroactive to the extent set out in the order, and
- (b) contain any provisions the Minister considers necessary to protect the interests of creditors.

(2.2) The *Regulations Act* does not apply to an order referred to in subsection (2.1).

(3) A research and innovation corporation shall not make loans or give guarantees.

(4) The share capital of a research and innovation corporation consists of one share owned by the Crown.

(5) The fiscal year of a research and innovation corporation is April 1 to the following March 31.

(6) A research and innovation corporation is not an agent of the Crown.

2009 cA-31.7 s7;2016 c4 s7

Duty of care

8(1) Every director, officer and employee of a research and innovation corporation shall comply with this Act, the regulations and the bylaws of the corporation.

(2) No provision in any contract, resolution or bylaw relieves any director, officer or employee of a research and innovation corporation from the duty to act in accordance with this Act, the regulations and the bylaws, or from liability for a breach of that duty.

(3) Every director and officer of a research and innovation corporation, in exercising powers and performing duties,

- (a) shall act honestly and in good faith and with a view to the best interests of the corporation, and

(b) shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(4) In considering whether the exercise of a power or the performance of a duty is in the best interests of the research and innovation corporation, a director or officer, as the case may be, may have due regard to the interests of the Crown.

Records and accounts

9(1) Subject to the regulations, a research and innovation corporation shall prepare records and accounts.

(2) The Minister may request from a research and innovation corporation any information, including personal information, the Minister considers necessary, and the corporation shall disclose the information in the form and manner determined by the Minister.

(3) A research and innovation corporation shall allow the Minister or the Minister's representative to inspect and make copies of all records, accounts, reports and other documents of the corporation and, in the case of an electronic document, print the electronic document, and otherwise review the operations of the corporation.

(4) If the information disclosed under subsection (2) or contained in records, accounts, reports and other documents of the research and innovation corporation referred to in subsection (3) is personal information, the Minister may collect, use and disclose that personal information

- (a) for the purposes of reviewing and monitoring the operations of the corporation,
- (b) for the purposes of administering this Act and the regulations,
- (c) for the purposes of ensuring the corporation is carrying out the objects of the corporation, and
- (d) for any other purpose authorized by regulation.

(5) If the information disclosed under subsection (2) or contained in records, accounts, reports and other documents of the research and innovation corporation inspected, copied or printed under subsection (3) relates to labour relations, is a trade secret or is of a commercial, financial, scientific or technical nature, the information is to be treated as having been provided in confidence.

Directives

10 The Minister may issue directives that must be followed by a research and innovation corporation, the board of directors of the corporation, or both, in carrying out their powers, duties and functions under this Act.

Endowment Funds

11(1) The Alberta Heritage Foundation for Medical Research Endowment Fund and the Alberta Heritage Science and Engineering Research Endowment Fund are continued.

(2) The endowment Funds are to be used for the purposes of this Act, including,

- (a) in the case of the Alberta Heritage Foundation for Medical Research Endowment Fund, to support a balanced long-term program of research and innovation related to health and directed to the discovery of new knowledge and the application of that knowledge to improve health and the quality of health services in Alberta, and
- (b) in the case of the Alberta Heritage Science and Engineering Research Endowment Fund, to support a balanced long-term program of research and innovation directed to the discovery of new knowledge and the application of that knowledge to the commercialization of technology.

(3) The President of Treasury Board and Minister of Finance shall hold and administer the endowment Funds and has the same powers of investment with respect to the endowment Funds that the President of Treasury Board and Minister of Finance has with respect to the General Revenue Fund under the *Financial Administration Act*.

(4) The income of an endowment Fund derived from investments made under subsection (3) accrues to and forms part of the Fund.

(5) In addition to the money currently in the endowment Funds, the Funds may include money voted by the Legislature for the purposes of the Funds.

(6) The President of Treasury Board and Minister of Finance shall, as soon as practicable after the end of each fiscal year of the Crown, prepare a report summarizing the transactions and affairs of the endowment Funds during the preceding fiscal year and shall lay a copy of it before the Legislative Assembly if it is then sitting, and if it is not then sitting, within 15 days after the commencement of the next sitting.

Payments from an endowment Fund

12(1) The President of Treasury Board and Minister of Finance must, at the request of the Minister responsible for this Act made on reasonable notice, pay from the specified endowment Fund money that, in the opinion of the Minister responsible for this Act, is required to carry out the purposes of the Fund, which include the funding of the research and innovation corporations.

(2) Subject to subsection (4) and the regulations, the aggregate of amounts paid under subsection (1) from an endowment Fund in a fiscal year may not exceed 4.5% of the market value of the Fund.

(3) The market value for the purpose of subsection (2) is the average of the market values determined on March 31 of the preceding 3 fiscal years.

(4) If less than 4.5% of the market value of an endowment Fund is paid from a Fund in a fiscal year, the unused portion of the amount permitted to be paid in that fiscal year may be paid in any subsequent fiscal year.

2009 cA-31.7 s12;2013 c10 s8;2016 c4 s8

General regulations

13 The Lieutenant Governor in Council may make regulations

- (a) authorizing the Minister to collect, use and disclose information, including personal information, for specified purposes;
- (b) respecting the collection, use and disclosure, for specified purposes, of information, including personal information, among the Minister, the research and innovation corporations and the Committee;
- (c) defining terms that are used but not defined in this Act;
- (d) respecting circumstances in which the percentage referred to in section 12(2) may be exceeded;
- (e) providing for any matter the Lieutenant Governor in Council considers advisable for carrying out the intent and purposes of this Act.

2009 cA-31.7 s13;2016 c4 s9

Transitional Provisions, Consequential Amendments, Repeal and Coming into Force

Transitional regulations

- 14(1)** In this section, “corporation” means a research and innovation corporation established by this Act or under the regulations.
- (2)** The Lieutenant Governor in Council may make regulations
- (a) respecting the transition of any of the powers, duties and functions of a corporation on its dissolution;
 - (b) to remedy any confusion, difficulty, inconsistency or impossibility resulting from the dissolution of a corporation.
- (3)** A regulation made under subsection (2) may be made retroactive to the extent set out in the regulation.
- (4)** A regulation made under subsection (2) is repealed on the earlier of
- (a) the coming into force of a regulation that repeals the regulation made under subsection (2), and
 - (b) 2 years after the regulation comes into force.
- (5)** The repeal of a regulation under subsection (4) does not affect anything done, incurred or acquired under the authority of the regulation before the repeal of the regulation.

2009 cA-31.7 s16;2016 c4 s10

15 and 16 Repealed 2016 c4 s10.

Consequential amendments

17 *(This section amends other Acts; the amendments have been incorporated into those Acts.)*

Repeals

- 18** The following are repealed on Proclamation:
- (a) the *Alberta Heritage Foundation for Medical Research Act*, RSA 2000 cA-21;
 - (b) the *Alberta Heritage Foundation for Science and Engineering Research Act*, RSA 2000 cA-22;

(c) the *Alberta Science and Research Authority Act*, RSA 2000 cA-33.

(NOTE: RSA 2000 cA-21, RSA 2000 cA-22 and RSA 2000 cA-33 proclaimed repealed May 8, 2013.)

Coming into force

19 This Act comes into force on Proclamation.

(NOTE: Proclaimed in force January 1, 2010.)



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