



This Act is Current to November 20, 2013

## **KNOWLEDGE NETWORK CORPORATION ACT**

### **[SBC 2007] CHAPTER 22**

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#### **Definitions**

**1** In this Act:

**"benefits"** means remuneration for employment but does not include benefits as may be specified by order of the Lieutenant Governor in Council;

**"board"** means the board constituted under section 5;

**"chief executive officer"** means the person appointed under section 9;

**"corporation"** means the Knowledge Network Corporation continued under section 2;

**"director"** means a member of the board.

### **Corporation continued**

- 2 (1) The Open Learning Agency is continued as a corporation under the name Knowledge Network Corporation, consisting of a board of directors appointed under section 5.
- (2) Subject to this Act, the corporation has the powers and capacity of an individual of full capacity.
- (3) The corporation may, for the purposes of this Act,
- (a) subject to the approval of the Lieutenant Governor in Council,
    - (i) borrow money, and
    - (ii) incorporate or acquire a subsidiary as defined in the *Business Corporations Act*, and
  - (b) subject to the approval of the minister, dispose of real property.
- (4) The corporation is not an agent of the government.

### **Application of other Acts**

- 3 (1) Subject to an order under subsection (2), the *Business Corporations Act* does not apply to the corporation.
- (2) The Lieutenant Governor in Council may, by order, direct that some or all of the *Business Corporations Act* or the *Society Act* applies to the corporation.
- (3) The *Document Disposal Act* applies to the corporation and, for the purposes of that Act, the corporation is a ministerial office.

### **Purposes of corporation**

- 4 The purposes of the corporation, as British Columbia's public education broadcaster, are to
- (a) carry on the business of broadcasting and communications to provide unique, quality educational programming to British Columbians,
  - (b) promote life-long learning in British Columbia by providing quality educational programming,
  - (c) inform and educate British Columbians about their province and about issues that are relevant to them,
  - (d) provide British Columbians with a unique television experience,

and

(e) collaborate with the independent television and web media production sectors in British Columbia.

## **Board**

- 5 (1) The corporation must be managed by a board of directors consisting of no more than 11 persons appointed by the Lieutenant Governor in Council.
- (2) A person may be appointed as a director for a term of up to 3 years and may be reappointed.
- (3) The chair of the board is a director who
- (a) is designated as chair by the minister, or
  - (b) is appointed by the board under the bylaws of the corporation if a chair is not designated under paragraph (a).
- (4) The board must elect a vice chair from among the directors in accordance with the bylaws of the corporation.
- (5) The chair is to preside at all meetings of the board, but in the absence of the chair the vice chair must preside.
- (6) In the absence of the chair and the vice chair, the directors who are present must designate one of those present to preside.

## **Board remuneration**

- 6 The corporation may pay to a director
- (a) an allowance set by the minister for reasonable travelling and incidental expenses necessarily incurred in carrying out the business of the corporation, and
  - (b) remuneration at rates set by the minister.

## **Meetings and quorum**

- 7 (1) The board must meet at least 4 times a year.
- (2) A majority of the directors holding office constitutes a quorum at meetings of the board.
- (3) The affirmative votes of the majority of the directors present at a meeting of the board at which a quorum is present are sufficient to pass a resolution or bylaw of the corporation.
- (4) A director may participate in, and vote at, a meeting of the board
- (a) in person, or
  - (b) by telephone or other communications medium if all directors

participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

(5) A director who participates in a meeting in a manner contemplated by subsection (4) (b) is deemed to be present at the meeting.

### **Duties and powers of board**

**8** (1) The board must manage the affairs of the corporation or supervise the management of those affairs and may

(a) exercise the powers conferred on it by this Act, and

(b) exercise the powers of the corporation on behalf of the corporation.

(2) The board may pass the resolutions or bylaws it considers necessary or advisable for the management and conduct of the affairs of the corporation and the exercise of the powers and duties of the board.

(3) Without limiting subsection (2), the board may pass resolutions or bylaws respecting the calling and holding of meetings of the directors and the procedures to be followed at the meetings.

(4) The board may establish committees of the board to assist the board.

(5) For the purposes of subsections (1) and (2), the board may, by resolution or bylaw, delegate a power, function or duty of the board or of the corporation, except

(a) the power to establish committees of the board, and

(b) the power to pass resolutions or bylaws respecting the procedures to be followed at board meetings.

### **Chief executive officer**

**9** (1) The board must appoint a person as the chief executive officer of the corporation.

(2) The board may determine the remuneration of the chief executive officer.

(3) The chief executive officer is responsible for general supervision and direction of the operations of the corporation and its staff, and must carry out those functions and perform those duties that are specified in the resolutions of the board.

### **Officers and employees**

**10** The chief executive officer may appoint those officers and employees of the corporation that are necessary to carry on the business and operations of the

corporation and may define their duties.

### **Investment powers**

**11** (1) The corporation may invest money that belongs to it and is available for investment, but the investment may be made only as permitted under the provisions of the *Trustee Act* respecting the investment of trust property by a trustee.

(2) Nothing in this section precludes the corporation from holding a security donated to it or from carrying out the terms of a deed of trust respecting a security.

### **Limitation on deficits**

**12** The corporation must not, without the prior approval of the Minister of Finance and the minister, incur a deficit for a fiscal year, as determined in accordance with generally accepted accounting principles.

### **Control on expenditure for benefits**

**13** (1) If the services of employees of the corporation are withheld, or the corporation locks out the employees, as a consequence of a dispute or other disagreement between the corporation and employees of the corporation,

(a) the total of unexpended amounts of the operating grant made by the government to the corporation in the fiscal year is reduced by the value of the benefits, and

(b) the amount of the reduction calculated under paragraph (a) is a debt due and owing to the government and must be

(i) paid by the corporation to the government, or

(ii) withheld by the minister from future operating grants to the corporation in the fiscal year or a future fiscal year.

(2) In subsection (1) (a), "**value of the benefits**" means the value of the benefits the employees would receive for the period of the withholding or lockout in the fiscal year if the employees had worked, less the costs necessarily incurred by the corporation as a consequence of the withholding or lockout and approved by the minister.

### **Financial administration**

**14** (1) The corporation must establish and maintain an accounting system satisfactory to the Minister of Finance and must, whenever required by that minister, render detailed accounts of its revenues and expenditures for the period or to the date that minister designates.

(2) All books or records of account, documents and other financial records must at all times be open for inspection by the minister responsible for the administration of this Act or a person designated by the minister responsible for the administration of this Act.

(3) The Minister of Finance may direct the Comptroller General to report to Treasury Board on any aspect of the financial administration of the corporation.

(4) Unless the Auditor General is appointed in accordance with the *Auditor General Act* as the auditor of the corporation, the corporation must appoint an auditor to audit the accounts of the corporation at least once each year.

(5) The fiscal year of the corporation begins on April 1 in each year and ends on March 31 in the following year.

(6) The Minister of Finance is the fiscal agent of the corporation.

### **Section 5 of the *Offence Act* does not apply**

**15** Section 5 of the *Offence Act* does not apply to this Act.

### **Power to make regulations**

**16** (1) The Lieutenant Governor in Council may make regulations referred to in section 41 of the *Interpretation Act*.

(2) Without limiting subsection (1), the Lieutenant Governor in Council may make regulations defining a word or expression used but not defined in this Act.

### **Transitional Provisions**

#### **Transitional – Open Learning Agency board**

**17** On the coming into force of this section and the repeal of section 5 of the *Open Learning Agency Act*, R.S.B.C. 1996, c. 341,

(a) a member of the board of the Open Learning Agency who holds an appointment under section 5 of the *Open Learning Agency Act*, immediately before the repeal of section 5 of that Act, is a director of the board of the corporation until the end of the term specified in his or her appointment or until a successor is appointed under section 5 (1) of this Act,

(b) the chair of the board of the Open Learning Agency who holds an appointment under section 5 of the *Open Learning Agency Act*, immediately before the repeal of section 5 of that Act, is the chair of the board of directors of the corporation until the end of the term specified in his or her appointment as chair or until a successor is designated or appointed under section 5 (3) of this Act, and

(c) despite section 5 (4) of this Act, immediately after the coming

into force of this section, the chair must select a person referred to in paragraph (a) to be the first vice chair of the board, who is to serve as vice chair until a successor is elected under section 5 (4) of this Act.

## Repealed

**18** [Repealed 2007-22-18.]

## Repeal — *Open Learning Agency Act*

**19** The *Open Learning Agency Act*, R.S.B.C. 1996, c. 341, may be repealed by regulation of the Lieutenant Governor in General.

## Repeals and Consequential Amendments

[Note: See Table of Legislative Changes for the status of sections 20 to 26.]

<b>Section(s)</b>	<b>Affected Act</b>
20	<i>Advanced Education Statutes Amendment Act, 2003</i>
21	<i>Financial Administration Act</i>
22	<i>Financial Information Act</i>
23	<i>Freedom of Information and Protection of Privacy Act</i>
24	<i>Libel and Slander Act</i>
25	<i>Open Learning Agency Repeal Act</i>
26	<i>School Act</i>

## Commencement

**27** The provisions of this Act referred to in column 1 of the following table come into force as set out in column 2 of the table:

Item	Column 1 <b>Provisions of Act</b>	Column 2 <b>Commencement</b>
1	Anything not elsewhere covered by this table	The date of Royal Assent
2	Sections 1 to 18	By regulation of the Lieutenant Governor in Council
3	Sections 20 to 24	By regulation of the Lieutenant Governor in Council
4	Section 26	By regulation of the Lieutenant Governor in Council