

# BILL

No. 94

An Act respecting the Public Pension and Benefits Administration Corporation and making a consequential amendment to *The Financial Administration Act, 1993*

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(Assented to )

HIS 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 Public Pension and Benefits Administration Corporation Act*.

### Definitions

**2** In this Act:

“**board**” means the board of directors of the corporation;

“**bylaws**” means the bylaws of the corporation established pursuant to section 11;

“**corporation**” means The Public Pension and Benefits Administration Corporation established by section 3;

“**Crown**” means the Crown in right of Saskatchewan;

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“**fiscal year**” means the fiscal year of the corporation;

“**investment services**” means the services of an investment fund manager within the meaning of *The Securities Act, 1988*;

“**member**” means, except where the context otherwise requires, a member of the corporation pursuant to section 4;

“**minister**” means the member of the Executive Council to whom for the time being the administration of this Act is assigned;

“**plan**” means a pension or benefit plan that is administered by a member or with respect to which the corporation has contracted to provide services;

“**prescribed**” means prescribed in the regulations.

**Corporation established**

3(1) The Public Pension and Benefits Administration Corporation is established as a not-for-profit corporation.

(2) The corporation is not an agent of the Crown.

(3) Subject to *The Business Names Registration Act*, the corporation may, with the approval of the members, choose a name or style other than its corporate name under which it carries on or intends to carry on business.

**Membership**

4(1) The corporation consists of the following, each of which is, subject to subsection (3), a member of the corporation:

- (a) the Public Employees Pension Board;
- (b) the Municipal Employees’ Pension Commission;
- (c) the administrator of a plan that has been approved by:
  - (i) the members mentioned in clauses (a) and (b); and
  - (ii) the Lieutenant Governor in Council.

(2) A member may appoint a person to represent the member at meetings of members.

(3) A member ceases to be a member when it no longer engages the corporation to provide services to the plan for which the member is the administrator.

**Purpose**

5(1) The purpose of the corporation is to provide administrative services to plans.

(2) To achieve its purpose, the corporation may do the following:

- (a) act as an agent of an administrator of a plan and administer and enforce on behalf of an administrator of a plan member any Act or regulation that applies to the plan;
- (b) provide support services to the administrator of a plan;
- (c) identify and advise on issues, opportunities and planning options relating to the administration of a plan;

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- (d) promote, undertake and coordinate research, data collection, investigations, surveys, studies, programs and activities relating to the administration of a plan;
  - (e) keep or cause to be kept records of all transactions and actions taken with respect to the administration of a plan;
  - (f) acquire, develop, manage or otherwise improve assets and infrastructure as required to deliver services;
  - (g) provide any other administrative services, excluding, subject to subsection (3), investment services, required to deliver pension and employment benefits to plan members.
- (3) The corporation may provide investment services with the approval of:
- (a) the members; and
  - (b) the Lieutenant Governor in Council.

**Powers of the corporation**

- 6** In fulfilling its purpose, the corporation may do the following:
- (a) acquire by purchase, lease or otherwise, any property that the corporation considers necessary for its efficient operation and improve and maintain that property as the corporation considers appropriate;
  - (b) sell, lease or otherwise dispose of any of the corporation's property in any manner that the corporation considers appropriate;
  - (c) establish any program or undertaking that the corporation considers will be conducive to the exercise of its powers or the performance of its responsibilities;
  - (d) manage, insure, maintain, repair, alter or improve any of its property;
  - (e) provide training and training exercise programs to its employees and to the administrator of a plan;
  - (f) exercise any powers necessary, incidental or conducive to the efficient performance and fulfilment of the purpose of the corporation;
  - (g) enter into an agreement with a member or with an administrator of a pension or benefit plan that specifies the services that the corporation is to provide and the terms and conditions that apply to the provision of the services;
  - (h) carry out or engage in any other prescribed function or activity that is approved by the members.

**Head office**

- 7** The head office of the corporation is to be at any location in Saskatchewan set by the board.

**Board**

- 8(1)** A board of directors, consisting of those persons who are appointed pursuant to subsection (2), shall manage the affairs and business of the corporation.
- (2) The board is to consist of not less than 7 and not more than 12 directors appointed by the members.

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- (3) The bylaws may provide for the appointment of directors to terms that ensure that the terms of all of the directors do not expire at the same time.
- (4) Subject to subsections (3) and (5), a person appointed as a director pursuant to this section:
- (a) holds office for a period not exceeding 4 years;
  - (b) is eligible for reappointment; and
  - (c) may not serve for more than 3 terms.
- (5) If a member of the board dies, resigns, or is removed from office in accordance with the bylaws, that person ceases to be a member on the date of death or removal from office, or on the date on which the resignation was received by the board, as the case may be.
- (6) If the office of a person appointed pursuant to this section becomes vacant, the remaining directors may, having regard to the requirements of this section, appoint a person for a period that expires on the earlier of:
- (a) the expiry of the term of the person who vacated the office; and
  - (b) the appointment by the members of a director to replace the person who vacated the office.
- (7) A vacancy in the membership of the board does not impair the power of the remaining members of the board to act.
- (8) A person who is a member of a governing body of a member is not eligible to be a member of the board.
- (9) Subject to the bylaws, the quorum of the board is a majority of the members of the board then in office.

**Remuneration and reimbursement**

- 9** Members of the board are entitled to receive the following:
- (a) except in the case of a member of the public service of Saskatchewan, remuneration at the rate set out in the bylaws;
  - (b) reimbursement of expenses at the rate set out in the bylaws.

**Chairperson and vice-chairperson**

- 10(1)** The board shall appoint one of the directors as chairperson and may appoint another member of the board as vice-chairperson of the board.
- (2) The term of appointment of the chairperson and vice-chairperson may not exceed 2 years.
- (3) The chairperson and vice-chairperson may not be appointed to more than 2 terms in office.
- (4) The chairperson shall:
- (a) preside over all meetings of the board; and
  - (b) perform all the duties that may be imposed on, and may exercise all the powers that may be assigned to, the chairperson by resolution of the board.
- (5) In the absence of the chairperson, the vice-chairperson may exercise the powers and shall perform the duties of the chairperson.

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**Bylaws and committees**

11(1) Subject to this Act and the regulations, the members may make bylaws governing:

- (a) the business and affairs of the corporation;
  - (b) the calling of meetings of members and directors and the conduct of business of the members, the board and committees of the board;
  - (c) quorum for meetings of members and of the board;
  - (d) the manner in which votes are taken at meetings of members and of the board;
  - (e) the removal of directors by the board;
  - (f) the resolution of conflicts of interest;
  - (g) the indemnification of directors and employees of the corporation; and
  - (h) any other matter that may be provided for in bylaws pursuant to this Act.
- (2) The board may delegate, on terms and conditions the board considers advisable, to any director, to a committee of the board, to any officer or employee of the corporation or to any other person any of the board's powers, duties and functions.
- (3) The board may:
- (a) appoint any committees that it considers necessary for the efficient conduct of the affairs and business of the corporation;
  - (b) determine the duties of any committee it appoints; and
  - (c) set the allowances for expenses of members of any committee it appoints.

**Chief executive officer and employees**

12(1) The board shall appoint a president for the corporation and determine the president's conditions of employment and remuneration.

- (2) The corporation may:
- (a) employ any other officers and other employees that it considers necessary to fulfil its purpose or to exercise its powers; and
  - (b) determine the respective duties and powers, conditions of employment and remuneration of the officers and employees employed pursuant to clause (a).
- (3) The board has control over and shall supervise the corporation's officers and employees.
- (4) The corporation shall pay to the president the remuneration determined pursuant to subsection (1) and to its other officers and employees the remuneration determined pursuant to clause (2)(b).

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- (5) The board may:
- (a) appoint or engage any professional, administrative, technical, volunteer and clerical personnel that it may require to meet the corporation's objects and purpose or exercise its powers; and
  - (b) determine the salaries and other remuneration of the personnel appointed or engaged pursuant to clause (a).

**Superannuation and other plans**

**13(1)** *The Public Service Superannuation Act, The Superannuation (Supplementary Provisions) Act and The Public Employees Pension Plan Act* apply, with any necessary modification, to the officers and employees of the corporation.

- (2) The corporation may establish or provide for the following for the benefit of the employees of the corporation and the dependants of those employees:
- (a) a group insurance program;
  - (b) any other employee benefit program.

**Operating costs and capital expenditures**

**14(1)** The corporation shall develop and present to the members for approval in advance of each fiscal year a budget for the anticipated cost of providing services to plans.

(2) All costs, charges, expenses and liabilities incurred and payable with respect to the conduct of the business and affairs of the corporation, or otherwise contemplated by this Act to be paid by or on behalf of the corporation, must be paid by the corporation.

(3) The corporation shall charge each member and the administrator of each plan with respect to which it provides services, and each is liable to pay its respective share of, the amounts mentioned in subsection (2).

(4) The corporation shall allocate the amounts mentioned in subsection (2) among members and the administrators of plans with respect to which it provides services in any manner that reflects:

- (a) the services provided to each of them; and
- (b) the responsibility for a particular cost, charge, expense or liability incurred with respect to a plan.

(5) Capital expenditures of the corporation may be paid from amounts borrowed by the corporation.

**Fiscal year**

**15** The fiscal year of the corporation is the period commencing on April 1 in one year and ending on March 31 of the following year.

**Investment**

- 16** The corporation may:
- (a) invest any part of the capital or operating moneys of the corporation in any security or class of securities authorized for investment of moneys in the general revenue fund pursuant to *The Financial Administration Act, 1993*; and
  - (b) dispose of the investments in any manner, on any terms and in any amount that the corporation considers appropriate.

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**Borrowing powers**

17(1) The corporation may borrow any moneys that it considers will be required to fund the operations of the corporation or to fulfil the purpose of the corporation in any manner and on any terms and conditions that it considers appropriate.

(2) The Government of Saskatchewan is not liable respecting the repayment of any loan pursuant to this section or any interest, principal or premium respecting the loan.

**Audit**

18 The Provincial Auditor or any other auditor or firm of auditors that the board may appoint shall audit the accounts and financial statements of the corporation:

- (a) annually; and
- (b) at any other time that the Lieutenant Governor in Council may require.

**Annual report**

19(1) In each fiscal year, the corporation shall, in accordance with section 13 of *The Executive Government Administration Act*, submit to the minister:

- (a) a report of the corporation on its business for the preceding fiscal year; and
- (b) a financial statement showing the business of the corporation for the preceding fiscal year, in any form that may be required by Treasury Board.

(2) In accordance with section 13 of *The Executive Government Administration Act*, the minister shall lay before the Legislative Assembly each report and financial statement submitted pursuant to subsection (1).

**Immunity**

20 No action or proceeding lies or shall be commenced against the Crown, any member of the Executive Council, the corporation or any director, officer, employee or agent of the Crown or the corporation if that person is acting pursuant to the authority of this Act or the regulations, for anything in good faith done, caused or permitted or authorized to be done, attempted to be done or omitted to be done by that person or by any of those persons pursuant to or in the exercise or supposed exercise of any power conferred by this Act or the regulations or in the carrying out or supposed carrying out of any order made pursuant to this Act or any duty imposed by this Act or the regulations.

**Regulations**

21 The Lieutenant Governor in Council may make regulations:

- (a) defining, enlarging or restricting the meaning of any word or expression used in this Act but not defined in this Act;
- (b) for the purposes of section 6, prescribing other functions and activities that the corporation may carry out or engage in;
- (c) for the purposes of section 11, respecting the making of bylaws;

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- (d) with respect to any matter regulated pursuant to this Act:
  - (i) adopting, as amended from time to time or otherwise, all or any part of any relevant code or standard;
  - (ii) amending for the purposes of this Act or the regulations a code or standard adopted pursuant to subclause (i); and
  - (iii) requiring compliance with a code or standard adopted pursuant to subclause (i);
- (e) prescribing any matter or thing that is authorized or required by this Act to be prescribed in the regulations;
- (f) respecting any other matter or thing that the Lieutenant Governor in Council considers necessary to carry out the intent of this Act.

**Transitional**

**22(1)** In this section:

“**Crown corporation**” means a Crown corporation as defined in *The Crown Corporations Act, 1993*;

“**registrar**” means the Registrar of Titles, appointed pursuant to section 6 of *The Land Titles Act, 2000*.

- (2) Notwithstanding any other Act or law or any provision of any contract:
  - (a) the Lieutenant Governor in Council may, by order, subject to any terms and conditions that may be set out in the order, transfer or assign to, and vest in, the corporation:
    - (i) any personal property, assets, liabilities, debts, interests, rights, obligations, and contracts of the Government of Saskatchewan, a Crown corporation or an agent of the Government of Saskatchewan; and
    - (ii) any lands, interests in lands, mortgages, charges, encumbrances or other real property interests of the Government of Saskatchewan, a Crown corporation or an agent of the Government of Saskatchewan;
  - (b) the chairperson of the Public Service Commission may, with the approval of the corporation, transfer any employees or class of employees in the public service, as defined in *The Public Service Act, 1998*, to and cause them to become employees of the corporation; and
  - (c) the president, chief executive officer or other head of a Crown corporation or other agent of the Government of Saskatchewan may, by agreement with the corporation, transfer any employees or class of employees of the Crown corporation or agent of the Government of Saskatchewan to and cause them to become employees of the corporation.

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- (3) Notwithstanding any other Act or law or any provision of any contract:
- (a) the Lieutenant Governor in Council may, by order, subject to any terms and conditions that may be set out in the order, transfer or assign to, and vest in, the Government of Saskatchewan, a Crown corporation or other agent of the Government of Saskatchewan:
    - (i) any personal property, assets, liabilities, debts, interests, rights, obligations and contracts of the corporation; and
    - (ii) any lands, interests in lands, mortgages, charges, encumbrances or other real property interests of the corporation;
  - (b) the Lieutenant Governor in Council may, on the recommendation of the minister and the Minister Responsible for the Public Service Commission or the minister responsible for a Crown corporation or other agent of the Government of Saskatchewan, by order, transfer any employees or class of employees of the corporation to the Government of Saskatchewan, a Crown corporation or other agent of the Government of Saskatchewan, and cause them to become employees of the public service within the meaning of *The Public Service Act, 1998*, the Crown corporation or agent of the Government of Saskatchewan, as the case may be.
- (4) An order made pursuant to:
- (a) subclause (2)(a)(i) or (3)(a)(i) constitutes for all purposes a legal and valid transfer or assignment of the personal property, assets, liabilities, debts, interests, rights, obligations and contracts in accordance with the terms of the order; and
  - (b) subclause (2)(a)(ii) or (3)(a)(ii) constitutes for all purposes a legal and valid transfer or assignment of the lands, interests in lands, mortgages, charges, encumbrances or other real property interests in accordance with the terms of the order.
- (5) An order made pursuant to subclause (2)(a)(ii) or (3)(a)(ii) is to:
- (a) direct the registrar to execute any necessary registration to give effect to the order; and
  - (b) be provided to the registrar as soon as possible after the order is issued.
- (6) Any person who may have a right or claim in relation to anything that has been transferred or assigned pursuant to clause (2)(a) or (3)(a) may continue to assert that right or claim against the party to whom that thing was transferred or assigned.
- (7) No prohibition of any transfer or assignment, nor the absence of any consent or approval required for any transfer or assignment, voids or affects the validity of a transfer or assignment made pursuant to this section.
- (8) Any transfer or assignment made pursuant to this section is deemed not to be a breach or default under any lease, contract or other document.

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(9) Notwithstanding any Act, law or provision of a contract, a transfer of an employee pursuant to clause (2)(b), (2)(c) or (3)(b):

- (a) does not constitute the abolition or termination of any position or job;
- (b) does not require any advance notice, including any notice that may be required pursuant to any Act, law or provision of a contract; and
- (c) does not constitute constructive dismissal of any person or a breach of contract.

SS 1993, c F-13.4, section 64 amended

**23 Subsection 64(2) of *The Financial Administration Act, 1993* is amended:**

- (a) by striking out “and” after clause (b);**
- (b) by adding “and” after clause (c); and**
- (c) by adding the following clause after clause (c):**

“(d) prescribe a superannuation plan or benefits program as a plan or program for which the Public Employees Benefits Agency may delegate the operation, administration or management to the corporation established by *The Public Pension and Benefits Administration Corporation Act*”.

**Coming into force**

**24** This Act comes into force by order of the Lieutenant Governor in Council.



THIRD SESSION

# Twenty-ninth Legislature

SASKATCHEWAN

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## BILL

No. 94

An Act respecting the Public Pension and  
Benefits Administration Corporation and  
making a consequential amendment to  
*The Financial Administration Act, 1993*

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Received and read the

First time

Second time

Third time

And passed

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Honourable Donna Harpauer

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