

NATIONAL ASSEMBLY
Thirty-fourth Legislature, second session

1993, chapter 108

**AN ACT TO AMEND THE CHARTER OF THE DIRECTOR
AND TRUSTEES OF THE MONTREAL ST. PATRICK'S
ORPHAN ASYLUM**

Bill 263

Introduced by Mr Jacques Chagnon, Member for Saint-Louis

Introduced 17 June 1993

Passage in principle 10 December 1993

Passage 10 December 1993

Assented to 13 December 1993

Coming into force: 13 December 1993

Act amended:

Act to incorporate the Director and Trustees of the Montreal St. Patrick's Orphan Asylum (1855, chapter 235)





CHAPTER 108

An Act to amend the charter of the Director and Trustees of the Montreal St. Patrick's Orphan Asylum

[Assented to 13 December 1993]

Preamble WHEREAS the corporation known as the Director and Trustees of the Montreal St. Patrick's Orphan Asylum was incorporated by chapter 235 of the statutes of 1855, amended by chapter 188 of the statutes of 1857 (3rd Session), chapter 47 of the statutes of 1883, chapter 86 of the statutes of 1892 and chapter 114 of the statutes of 1963 (1st Session);

Whereas it is expedient to modify the objects and powers of the Corporation, the name of the Corporation, and certain other general rules of the Corporation to reflect changes in the nature of the activities of the Corporation;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

Change of name **1.** The name of the Corporation is hereby changed to "Montreal St. Patrick's Foundation".

1855, c. 235,
ss. 1a-1c,
added **2.** The said Act is amended by inserting, after section I, the following sections:

Activities **"1a.** The Corporation shall carry on its activities without pecuniary gain to its Director and Trustees, and any profits or other increases accruing to the Corporation shall be used to further its objects.

Objects and powers **"1b.** The objects and powers of the Corporation shall be:

(i) To collect and keep funds and to allocate from time to time all or part of such funds or pay income out of such funds, or both, for any of the purposes hereinafter mentioned;

(ii) To distribute from time to time any part of its funds or the income therefrom to charities carrying on activities consistent with the following purposes: the relief of poverty, the advancement of religion, the advancement of education, health care and any other purpose of a charitable nature; and

(iii) To use, apply, give, devote or accumulate the funds of the Corporation or the income therefrom for or to the aforementioned purposes in such manner as may from time to time be considered appropriate by the Director and the Trustees.

Residual
assets

“1c. Upon the dissolution or liquidation of the Corporation and after payment of all its debts and obligations, its residual assets shall be distributed to registered charities.”

1855, c. 235,
s. IIIa,
added

3. The said Act is amended by inserting, after section III, the following section:

Director and
Trustees

“IIIa. The Director and the Trustees shall be responsible for the management and administration of the Corporation and they shall act in such capacity without being remunerated, and no Director or Trustee shall receive or derive any profit in such capacity; however, the Director and the Trustees may be reimbursed for any reasonable expenses incurred by them in the performance of their duties.”

1855, c. 235,
s. V,
replaced

4. Section V of the said Act, replaced by section 3 of chapter 114 of the statutes of 1963 (1st Session), is replaced by the following section:

Powers

“V. The said Corporation shall have perpetual succession and may have a common seal, with power to break, change and renew the same, when and as often as it shall think proper; and may contract and be contracted with, sue and be sued, implead and be impleaded, and prosecute and be prosecuted, as provided by the applicable Acts; and the said Corporation, at all times hereafter, shall be able and capable to have, take, receive, purchase and acquire, hold, possess, enjoy and maintain for the use of the said Corporation, all lands and property, moveable, and immovable, which may hereafter be sold, ceded, exchanged, given, bequeathed, devised or granted to the said Corporation, and to sell, alienate, convey or lease the same, if need be.”

1855, c. 235,
s. VI,
replaced

5. Section VI of the said Act, replaced by section 4 of chapter 114 of the statutes of 1963 (1st Session), is replaced by the following section:

Quorum

“VI. The Director and five of the said Trustees shall constitute a quorum at any meeting of the said Trustees, but if the Director be absent, then the quorum shall consist of a majority of the Trustees then in office. The said Trustees may act by majority vote of those present and shall constitute a quorum at any meeting.”

1855, c. 235,
ss. VIa-VIe,
added

6. The said Act is amended by inserting, after section VI, the following sections:

Annual
meeting

“VIa. The annual meeting of the Director and the Trustees shall be held at the head office of the Corporation or at any other place in Québec on such day in each year and at such time as the Director and the Trustees may determine. At the annual meeting, the Director shall present or cause to be presented a report concerning the activities of the Corporation for the previous fiscal year, the financial statements of the Corporation, the auditors' report and such other information or reports concerning the activities of the Corporation as the Director and the Trustees may determine.

Meetings

“VIb. Other meetings of the Director and the Trustees (to be known as “general meetings”) may be convened at the request of the Director or of two Trustees, to be held on any date and at any time, and in any place in Québec.

Meetings

“VIc. Any meeting of the Director and the Trustees may be convened by means of a notice of meeting to be delivered, mailed or sent by facsimile device to the Director and to each Trustee not less than seven days prior to the meeting if the notice is mailed, and not less than two days prior to the meeting if the notice is delivered or sent by facsimile device (exclusive of the day on which such notice is delivered, mailed or sent by facsimile device, but inclusive of the day for which such notice is given); however, meetings of the Director and the Trustees may be held at any time without formal notice if the Director and all the Trustees are present or if those absent have waived their right to receive the notice of meeting or have given written notice of their consent to the holding of such a meeting in their absence. A trustee may waive the right to receive a notice of meeting or any irregularity during a meeting or in respect of the notice of meeting.

Chairman

“VI d. If present, the Director shall act as Chairman and preside over all meetings of the Director and the Trustees. In the absence of

the Director, the Trustees shall choose one of the Trustees to act as Chairman.

Resolution

"VIe. A resolution in writing, signed by the Director and by all the Trustees entitled to vote at a meeting of the Director and the Trustees, shall be as valid as if it had been adopted at such a meeting."

1855, c. 235,
s. VIIIa,
am.

7. Paragraph *a* of section VIIIa of the said Act, enacted by chapter 114 of the statutes of 1963 (1st Session), is repealed.

1855, c. 235,
s. VIIIb,
added

8. The said Act is amended by inserting, after section VIIIa, the following section:

Costs,
charges,
expenses

"VIIIb. The Director and every Trustee and every other person who in good faith has entered into or is about to enter into a commitment on behalf of the Corporation, and their heirs, executors and administrators, shall at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:

(a) all costs, charges and expenses which such Director, Trustee or other person sustains or incurs by reason of any action, suit or proceeding that may be instituted, commenced or brought against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in the performance of his duties; and

(b) all other costs, charges and expenses which he sustains or incurs within the scope or in respect of the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his own negligence or wilful default."

1855, c. 235,
ss. IX, X,
XI and XII,
repealed
Coming into
force

9. Sections IX, X, XI and XII of the said Act are repealed.

10. This Act comes into force on 13 December 1993.