



CHAPTER 120

An Act respecting the Club de golf Montmagny inc.

[Assented to 21 December 1979]

Pream-
ble.

WHEREAS Club de golf Montmagny inc. is a corporation incorporated under Part I of the Companies Act by letters patent issued on 16 January 1964;

Whereas its capital stock is \$150 000 divided into 500 common shares of a par value of \$200 each, 477 of which are issued and 2 500 preferred shares of a par value of \$20 each, 154 of which were issued;

Whereas all the preferred shares issued were redeemed;

It would be to the advantage of the company to change its capital stock and to be governed by a special act and by Part II of the Companies Act;

For the proper management of its property and the pursuit of its objects, it is necessary that special powers be granted to it;

HER MAJESTY, with the advice and consent of the Assemblée nationale du Québec, enacts as follows:

Interpre-
tation.

1. In this act, the following expressions and words mean or designate:

"compa-
ny";

(a) "company": the corporation incorporated under the name of "Club de golf Montmagny inc." by letters patent dated 16 January 1964;

"corpora-
tion";

(b) "corporation": the company continued in existence by section 2;

"active
member";

(c) "active member": a member whose eligibility is determined by by-law;

"member". (d) "member": any person allowed by the board of directors to enjoy the privileges of the corporation on the conditions determined by by-law.

Existence continued. **2.** The company is continued in existence under the same name and is deemed to be a corporation incorporated by an act of the Legislature; the letters patent issued on 16 January 1964 incorporating the company are cancelled.

Corporation. **3.** The corporation is governed by this act and by those provisions of Part II of the Companies Act (R.S.Q., c. C-38) which are not inconsistent with this act; it is a non-profit corporation and it may not declare or pay any dividend.

Corporate seat. **4.** The corporate seat of the corporation is in the city of Montmagny, in the judicial district of Montmagny.

Objects. **5.** The corporation has for objects:
(a) to establish and maintain golf courses and such other games facilities as the board of directors may consider suitable;
(b) to provide its members and their guests with an environment adapted to their social activities.

Permits. **6.** The corporation may use any permit granted to it by the Commission de contrôle des permis d'alcool du Québec.

Approval required. Every construction, capital expenditure or purchase for an amount exceeding \$10 000 and every sale or exchange, except in the case of expropriation, respecting the immoveables and emplacements of the corporation, must be approved by by-law.

Immoveable property. **7.** The value of the immoveable property the corporation may own shall not exceed \$2 000 000.

Capital stock. **8.** The authorized capital stock of the corporation is \$200 000 divided into 1 000 common shares of a par value of \$200 each.

Shareholder. **9.** Each shareholder of the company, at the coming into force of this act, acquires a new fully paid common share of the capital stock of the corporation for every common share he holds in the capital stock of the company.

Common shares. Such a shareholder must, however, cede all his new common shares, except not more than two, to persons qualified to become active members in conformity with the by-laws and paragraph c of section 11 and in compliance with sections 18, 19 and 20.

Cancel-
lation.

The common shares and the preferred shares of the capital stock of the company and the certificates for common shares issued and preferred shares issued and redeemed are cancelled.

Shares
not
issued.

10. The common shares not issued under section 9 remain in the treasury of the corporation and are allotted to the persons who become active members of the corporation and subscribe such common shares on the terms and conditions determined by by-law.

Provisions
applicable.

11. The following provisions apply to the common shares of the corporation:

(a) each common share is a voting share;

(b) each common share gives its holder the exclusive right to be elected to the board of directors;

(c) every transfer must be made to a person approved by the board of directors and shall not take place, as may be decided by the board, until after payment of all arrears owing to the corporation by the transferor;

(d) no person may hold more than two such shares.

Right
to vote.

12. The right to vote at meetings of the shareholders shall not be exercised by proxy.

By-laws.

13. In addition to the powers conferred upon them by section 185 of the Companies Act, the directors may make by-laws to establish various classes of members and by-laws respecting the entrance fees and the assessment exigible from the active members and members of any other class, and respecting their obligations and privileges, and the conditions of their admission, suspension or expulsion.

Special
assess-
ments.

14. The board of directors may also impose special assessments on its members, but only if such assessments are approved at a general meeting of the common shareholders.

Payment
of assess-
ment.

15. Every active member must pay his assessment and the other sums of money he owes to the corporation within sixty days after such assessment is imposed or a statement of account is sent, as the case may be; when an active member does not carry out this obligation, the board of directors, by resolution, may order his expulsion.

Active
member.

Every active member shall pay annual assessments and special assessments.

Active
member.

16. Every active member must hold at least one and not more than two common shares and only an active member may hold such shares. A corporation other than that referred to in section 2 may likewise hold at least one and not more than two common shares. It may designate, as active members, two natural persons for each common share it holds and such persons do not have to be shareholders.

Arrears.

17. No active member owing arrears is entitled to vote at the meetings of the shareholders.

Resigna-
tion or
expul-
sion.

18. Every active member who resigns or is expelled must transfer his common share within the twelve months following his resignation or his expulsion, subject to paragraph c of section 11.

Death.

19. In the case of death of an active member, his heirs or legatees must, within the twenty-four months following his death, transfer the common share of that member, subject to paragraph c of section 11.

Transfer
of shares.

20. At the expiry of such twelve months or twenty-four months, as the case may be, if the common share has not been transferred, the board of directors may find a purchaser of its choice and transfer to him that common share, by resolution, subject to the provisions of this act. The amount payable by the transferee to the transferor shall be the book value as determined in the annual balance sheet of the corporation preceding the resignation, expulsion or death, as the case may be.

Payment
suspended.

21. The board of directors may suspend the obligation to pay annual assessments of an active member, for a period not exceeding twenty-four months, where that active member is, for a cause considered valid by the board of directors, unable to enjoy the privileges of the corporation.

Board of
directors.

22. The board of directors of the corporation is composed of nine members. Their term of office is two years.

Members.

23. The members of the board of directors of the company are the members of the board of directors of the corporation until the expiry of their term.

Winding-
up.

24. In the event of the winding-up of the corporation, the net assets shall be distributed among the common shareholders then regularly entered in the common share register.

Approval
of by-
laws.

25. By-laws respecting any change in the capital stock of the corporation and by-laws or resolutions respecting any dissolution

of the corporation or any total or partial alienation of its immoveable property other than that which it holds for investment purposes must, in addition to the formalities provided for such cases by law, and before coming into force, be approved by two-thirds of the common shareholders present at a general meeting called for that purpose.

Coming
into force.

26. This act comes into force on the day of its sanction.