



NATIONAL ASSEMBLY

FIFTH SESSION

THIRTY-SECOND LEGISLATURE

Bill 232
(Private)

An Act respecting the Rivermead Golf Club

Introduction

**Introduced by
Mr Michel Gratton
Member for Gatineau**

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Bill 232

(Private)

An Act respecting the Rivermead Golf Club

WHEREAS the Rivermead Golf Club is a corporation incorporated under the Québec Companies Act, chapter 48 of the Statutes of 1907, by letters patent issued on 25 October 1910;

Whereas the corporation was subsequently governed by the Act to confirm the charter of the Rivermead Golf Club and to extend its powers (1911, chapter 117), amended by the Act to amend the charter of the Rivermead Golf Club (1953, chapter 151);

Whereas the authorized capital stock of 1 000 shares of a par value of \$100 has been fully issued;

Whereas the majority of the shares issued and outstanding of the corporation are held by persons that cannot be located and who show no interest in the activities of the corporation;

Whereas the corporation is not authorized to issue shares to its new members;

Whereas the operating costs and expenses for other activities of the Rivermead Golf Club are, for the greater part, apportioned among the members in the form of annual or special assessments collected from them;

Whereas 97% of the shareholders present at a special meeting have already approved the content of this Act, which aims at ensuring that the Club be taken in charge by those who are concerned with it and who play golf;

Whereas, for the proper administration of its affairs and the pursuit of its objects, it is necessary that the Acts now governing the corporation be replaced;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

1. The corporation called Rivermead Golf Club is continued in existence under the name of “Club de Golf Rivermead”.

2. This Act may be cited as the Act respecting the Club de Golf Rivermead; it replaces its letters patent of incorporation dated 24 March 1911, chapter 117 of the Statutes of Québec of 1911 and chapter 151 of the Statutes of Québec of 1953.

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

4. The corporation shall have its corporate seat in the town of Aylmer in the judicial district of Hull.

5. The objects of the corporation are:

(a) to establish and maintain golf courses and such other recreational grounds as its board of directors may consider expedient;

(b) to provide its members and their guests with restaurant and bar accommodations and other services in connection with the activities of the corporation, subject to the obtaining of the required permits, where such is the case.

6. The value of the immovable property that the corporation may own shall not exceed five million dollars.

7. The corporation shall be managed by a board of twelve directors.

8. The authorized capital of the corporation shall consist of

(a) 1 000 class “A” shares of a par value of \$100 each;

(b) 1 000 class “B” shares of a par value of \$100 each;

(c) 5 000 class “C” shares of a par value of \$1 000 each.

9. The following provisions shall apply to the class “A” shares of the authorized capital of the corporation:

(a) only a natural person may hold such shares;

(b) no assessment shall be exigible from a person holding only shares of such class;

(c) no dividend shall be paid on such shares;

(d) such shares shall not confer the right to vote, nor shall they alone confer the right to be elected a director of the corporation;

(e) in the event of the dissolution or winding-up of the corporation or of the sale of all or part of its immovable property, the issued and paid up shares of class "C" will be repayable by priority as to their capital, and the balance will be distributed *pari passu* to the holders of issued and paid up shares of class "A" and class "B".

10. The following provisions shall apply to the class "B" shares of the authorized capital of the corporation:

(a) only an active member may hold such shares;

(b) no dividend shall be paid on such shares;

(c) such shares shall carry the right to vote. In the case of a legal person, only the natural person who, in the name of the legal person, enjoys the privileges of an active member may vote in the name of the said legal person;

(d) no person shall hold more than one class "B" share;

(e) the issue and holding of any class "B" share shall be subject to payment, by the active member, when due of any annual or special assessment and of any entrance fee which may be fixed from time to time by the board of directors, in accordance with the by-laws of the corporation;

(f) in the event of the dissolution or winding-up of the corporation or of the sale of all or part of its immovable property, the issued and paid up class "C" shares will be repayable by priority as to their capital, and the balance will then be distributed *pari passu* to the holders of issued and paid up class "A" and class "B" shares.

11. The following provisions shall apply to the class "C" shares of the new authorized capital of the corporation:

(a) no dividend shall be paid on such shares;

(b) no assessment shall be exigible from a person holding only shares of such class;

(c) such shares shall not confer the right to vote, nor shall they alone confer the right to be elected a director of the corporation;

(d) in the event of the winding-up or dissolution of the corporation or of the sale of all or part of its immovable property, such shares shall

confer upon their holders priority over the class "A" and class "B" shares as regards their repayment, at par value.

12. The corporation shall have the right to purchase by agreement, at par value, any class "A" share offered to it and in such a case the class "A" share shall be cancelled. If the corporation is unable to purchase by agreement all the class "A" shares offered to it, it shall then proceed by drawing lots.

13. The corporation may, by by-law,

(a) specify the notion of active member;

(b) establish various classes of members and determine the rights and privileges attached to them;

(c) fix the assessments payable by each class of members;

(d) establish the conditions of admission and expulsion of a member and the modalities of transfer from a class of members to another class.

The by-laws come into force from their being approved by the holders of class "B" shares, at a special meeting called in accordance with the by-laws of the corporation.

14. No holder of class "B" shares who is in arrears with his assessments, the amount payable on the capital stock of the corporation or any debt due to the corporation may vote at meetings of the corporation, in accordance with the by-laws that may be passed in that respect.

15. Every active member who resigns or is expelled must, within the twelve months following his resignation or expulsion, transfer his class "B" share to a person approved by the board of directors. If the transfer of the share does not occur, the corporation may acquire the share by repaying the par value of the share to its holder, in accordance with the modalities established by the by-laws of the corporation. The same applies in case of the death of the holder of a class "B" share.

16. Any total or partial liquidation of the immovable assets and any total liquidation of the movable assets of the corporation must be approved by the vote of not less than 80% of the holders of class "B" shares present at a special general meeting of the holders of class "B" shares.

TRANSITIONAL PROVISIONS

17. Any corporation or registered partnership which owns one or more shares of the corporation upon the coming into force of this Act may continue to hold such shares but any eventual transfer of such shares must be made to a natural person.

18. Upon the coming into force of this Act, all the certificates of shares outstanding and all the shares in the treasury shall be cancelled subject to the following:

(a) within thirty days of the coming into force of this Act, the corporation shall give to each holder of a share, who is not an active member, a certificate for every class "A" fully paid share of the new capital stock of the corporation in exchange for every class "A" share outstanding held by him. However, if the share certificates cannot be sent to their holders, by the usual means, the certificates will be kept in a safe-deposit box rented for that purpose in a financial institution and kept therein until they are claimed;

(b) within thirty days of the coming into force of this Act, the corporation shall give to each holder of a share, who is an active member, a certificate for every class "B" fully paid share of the new capital stock of the corporation in exchange for his first share outstanding, and one class "A" fully paid share of the new capital stock of the corporation for every share outstanding in addition to the first share held by the holder;

(c) within six months of the coming into force of this Act, every holder of a share who is an active member and who holds only one share outstanding at the time of the coming into force of this Act will have the privilege of purchasing a class "A" share at par value. Upon failure to purchase such share within the prescribed time, the right shall be extinguished. The holder contemplated in this provision will be invited to exercise his right by way of a notice sent by certified mail to his last known address within sixty days of the coming into force of this Act.

19. Subject to the provisions of this Act, all the by-laws of the corporation that are in force at the time of the coming into force of this Act shall remain in force until they are amended by a special general meeting of all the holders of class "B" shares, called for that purpose in accordance with the provisions of the existing by-laws of the corporation.

FINAL PROVISIONS

20. This Act shall operate notwithstanding the provisions of sections 2 and 7 to 15 of the Constitution Act, 1982 (Schedule B of the

Canada Act, chapter 11 in the 1982 volume of the Acts of the Parliament of the United Kingdom).

21. This Act comes into force on *(insert here the date of assent to this Act)*.