

THIRD SESSION
THIRTY-FIRST LEGISLATURE

ASSEMBLÉE NATIONALE DU QUÉBEC

Bill 246 (PRIVATE)

An Act respecting the Université de Sherbrooke

First reading
Second reading
Third reading

M. RÉAL RANCOURT

L'ÉDITEUR OFFICIEL DU QUÉBEC

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(PRIVATE)

An Act respecting the Université de Sherbrooke

WHEREAS it is expedient that the juridical status of the Corporation of Sherbrooke University be adapted to existing social conditions;

Whereas the chancellor of the Université de Sherbrooke has given his consent to the presenting of an act for that object;

Therefore, Her Majesty, with the advice and consent of the Assemblée nationale du Québec, enacts as follows:

1. In this act and in the statutes or by-laws adopted hereunder, unless otherwise indicated by the context,

(a) "university" means the Université de Sherbrooke;

(b) "statutes" means the statutes of the university, as well as the special by-laws on the direction of the university (October 1974) and the amendments thereto;

(c) "by-laws" means the by-laws of the university;

(d) "board of directors" means the board of directors of the university.

2. The existence and succession of the corporation constituted by chapter 136 of the statutes of 1953/1954 are maintained and continued under the name of "Université de Sherbrooke" and the said act is amended by substituting the words "Université de Sherbrooke" for the words "Corporation of Sherbrooke University".

3. Section 2 of the said act is replaced by the following sections:

"2. [The objects of the university shall be higher education and research.]

“2a. The members of the university are the persons who are members *ex officio* or who are designated and appointed, the whole in accordance with the statutes.

The university shall subsist despite the lack of members. Once per annum, the board of directors shall give an account of its administration to the assembled members of the university. At that annual general meeting, the members shall take cognizance of the financial statements and appoint an auditor of the accounts of the university, and he shall remain in office until the next annual general meeting; a special general meeting of the members must be held to fill any vacancy in the office of auditor.

“2b. The university shall have the powers, rights and privileges of ordinary corporations in addition to those conferred by this act, and in particular:

- (a) to have a seal and alter it at will;
- (b) to appear before the courts;
- (c) to acquire, establish, maintain, administer, manage and dispose of any work or undertaking of any kind, necessary or useful for the pursuit of its objects or connected therewith;
- (d) to bind itself and bind others towards it in any legal manner whatsoever and especially by bill of exchange, note or other negotiable instrument;
- (e) to acquire, possess, lease, hold, administer, alienate and dispose of moveable and immoveable property, by all legal methods and under any title whatsoever, without being subject to the Mortmain Act (Revised Statutes, 1964, chapter 276);
- (f) to borrow money on its credit by any method recognized by the law;
- (g) to hypothecate or pledge its immoveables, give in security or otherwise encumber its moveable property in any way to secure the payment of its loans or the carrying out of its obligations;
- (h) to issue bonds or other titles of indebtedness or securities, and sell, exchange, mortgage or pledge them;
- (i) notwithstanding the provisions of the Civil Code, to hypothecate, mortgage, pledge, assign and transfer, while retaining possession thereof, moveable and immoveable property, present and future, in order to secure the payment of the bonds or securities issued, give a part only of such guarantees for the same objects, and constitute such hypothec, mortgage, pledge, assignment or transfer by deed of trust in accordance with the Special Corporate Powers Act (Revised Statutes, 1964, chapter 275) or any act that may replace the latter;

(j) to invest its funds in any manner deemed suitable, either in its own name or in the name of trustees;

(k) to accept any gift, legacy or other liberality;

(l) to erect, hold, repair, equip, improve, transform and utilize any structures, buildings and works suitable for the pursuit of its objects, on its immoveables or on those of which it has the enjoyment, and contribute to or aid in any manner in the erection, equipment and maintenance of such works, structures and buildings;

(m) to sell, cede or otherwise alienate all or any part of its moveable or immovable property, undertakings or works gratuitously or for any consideration deemed sufficient;

(n) to conclude with any public authority arrangements calculated to further the pursuit of its objects, to carry them out and to exercise the rights and privileges and fulfil the obligations resulting therefrom;

(o) to solicit, favour and obtain any statute, ordinance, order, regulation or other authorization or provision, whether legislative or administrative, calculated to benefit it directly or indirectly and oppose any proceeding or application of such a nature as directly or indirectly to prejudice its interests;

(p) to make with any person, partnership or corporation carrying on or intending to carry on enterprises, works or operations which may be advantageous to it, agreements for mutual cooperation and for any other similar purposes; join any group or become a member of any association or corporation or become a shareholder of any company pursuing undertakings or activities calculated to assist it in the exercise of its powers;

(q) to expropriate any immovable necessary for its objects;

(r) to associate itself with any corporation pursuing undertakings and works connected with its objects;

(s) to do any other things related or conducive to the pursuit of its objects and the exercise of its powers.

“2c. The rights and powers of the university, except those which chapter (*insert here the chapter number of Bill 246*) of the statutes of 1977 confers upon the general meeting of the members, shall be exercised by a board of directors constituted, as they are appointed or enter office, of the persons who sit thereon *ex officio* or who are appointed to it, the whole in accordance with the statutes.

“2d. The board of directors may make, amend or repeal statutes respecting:

(a) the organization, government and internal management of the university;

(b) the administration, management, control, use and disposal of the property of the university;

(c) the admission, exclusion, and the duration and termination of office, of the members of the university;

(d) the appointment, functions, duties and powers of the officers, agents and employees of the university;

(e) the constitution, composition, mode of appointment or election or designation, the duration of office and the management of an executive committee, of various other committees, bodies, commissions or officers that may be constituted or who may be appointed for the pursuit of the objects of the university and on or to which or whom may be conferred or delegated the exercise of certain of its powers, except those assigned exclusively to it by the statutes.

The board of directors may, by mere resolution, authorize such executive committee, other committee, body, commission or officer to sub-delegate certain of its or his powers, but only for specific objects, under specific conditions and to specified persons;

(f) the pursuit of the objects of the university.

“2e. The statutes, as well as the revocation, amendment or re-entry into force of the statutes, become effective on being ratified by the members of the university at an annual meeting or at a meeting called specially for that purpose.”

4. Section 4 of the said act is amended by replacing paragraphs *a*, *b* and *c* by the following paragraphs:

“(a) establish, maintain, [alter], abolish and [amalgamate] faculties, [departments or other structures for the providing of instruction,] schools, educational establishments, chairs, branches, [institutes and other university bodies;]

(b) [confer all] university degrees, diplomas [or certificates;]

(c) affiliate with any [institution,] faculty, school or [university body, and make with any teaching or research establishment any agreement useful or necessary for the pursuit of its objects.”]

5. Section 5 of the said act is repealed.

6. Section 6 of the said act is replaced by the following:

“6. The office of chancellor of the university is created and [the person holding the office] of Roman Catholic Archbishop of Sherbrooke shall hold such office.

[The chancellor shall exercise the powers provided for in the statutes.”]

7. Section 7 of the said act is amended by replacing paragraph *d* by the following:

“(d) [the mode of designation, resignation and removal of the rector, the duration of his term of office, and his rights, duties and responsibilities, shall be determined by the statutes.”]

8. The existing statutes and by-laws of the university that are not inconsistent with this act remain in force and continue to apply until amended, repealed or replaced in accordance with this act.

Acts done, contracts entered into and commitments and transactions made by the university, or deemed to be such, prior to the date of the coming into force of this act, are ratified to the extent that they were done, entered into or made in accordance with the statutes and by-laws then in existence.

9. This act shall come into force on the day of its sanction.