

1982, chapter 104

**AN ACT RESPECTING THE SOEURS FRANCISCAINES
MISSIONNAIRES DE L'IMMACULÉE-CONCEPTION**

Bill No. 279

Introduced by Mr Maurice Dupré

First reading: 18 December 1981

Second reading: 22 June 1982

Third reading: 22 June 1982

Assented to: 23 June 1982

Coming into force: 23 June 1982

Act replaced:

Act to incorporate the *Soeurs Franciscaines Missionnaires de l'Immaculée-Conception* (1919,chapter 135)



CHAPTER 104

An Act respecting the Soeurs Franciscaines missionnaires de l'Immaculée-Conception

[Assented to 23 June 1982]

Preamble. WHEREAS the corporation called "Soeurs Franciscaines missionnaires de l'Immaculée-Conception" was incorporated by chapter 135 of the statutes of 1919;

Whereas it is expedient to revise its charter to better define the objects, powers and internal organization of the corporation;

Whereas it has prayed for the passing of this bill on a resolution of its board of management;

HER MAJESTY, with the advice and consent of the National Assembly of Québec, enacts as follows:

Existence continued. **1.** The corporation called "Soeurs Franciscaines missionnaires de l'Immaculée-Conception" is continued in existence under the same name.

Corporate seat. **2.** The corporate seat of the corporation is in the city of Montréal, at the place determined by a resolution of the board of management.

Members. **3.** The persons who are or will become members of the congregation are members of right of the corporation as long as they remain members of the congregation.

Objects. **4.** The objects of the corporation are religion, charity, welfare and education.

Powers, rights and privileges. **5.** The corporation has the powers, rights and privileges of ordinary corporations and may, in particular,

(a) have a seal and alter it at will;

(b) appear before the courts;

(c) acquire, establish, maintain, administer and manage any work or undertaking related to its objects;

(d) acquire, establish, possess, maintain, administer and manage residences for nuns, juniorates, scholasticates, novitiates, chapels, retreat houses, refuges, rest homes, homes for the elderly, summer camps, day nurseries, workrooms, asylums, centres, teaching, educational or rehabilitation establishments, libraries, recreation centres and playgrounds, and infirmaries to receive its members or followers;

(e) bind itself and bind others towards it in any legal manner and especially by bill of exchange, note or other negotiable instrument;

(f) borrow money on its credit by any method recognized by law;

(g) hypothecate or pledge its immoveables, give in security or otherwise encumber its moveable property to secure the repayment of its loans or the carrying out of its obligations;

(h) issue bonds or other titles of indebtedness or securities and sell, exchange, mortgage or pledge the same;

(i) notwithstanding the provisions of the Civil Code, hypothecate, mortgage or pledge, while retaining possession thereof, moveable and immoveable property, present or future, 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 or pledge by trust deed in accordance with the Special Corporate Powers Act (R.S.Q., chapter P-16) or any Act that may replace it;

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

(k) assist any person pursuing any object similar to one of its own, cede any property gratuitously or not and lend money to such person and secure or guarantee the obligations and commitments of such person;

(l) accept any gift, legacy or other liberality;

(m) acquire, possess, administer, lease and alienate any moveable or immoveable property, by all legal methods and under any title;

(n) establish and maintain cemeteries and erect vaults in its chapels for the disposal of the mortal remains of its members, benefactors or any person connected in any way with the corporation, in conformity with the Burial Act (R.S.Q., chapter I-11) and cause

to be kept the registers of civil status for such burials, and disinterments by the minister of religion designated by the clergyman acting as Roman Catholic bishop of the diocese where the corporate seat of the corporation is situated;

(o) erect, hold, repair, equip, improve, transform and utilize any buildings and works suitable for the pursuit of its objects whether they are immoveables owned by the corporation or those of which it has the enjoyment only, and contribute to or aid in any manner in the erection, equipment and maintenance of such works and buildings;

(p) provide for the education, instruction, sustenance and support of its members, of persons in its service, and of those connected with it;

(q) cede or otherwise alienate all or any part of its undertakings and works gratuitously, or dispose of or sell the same for any consideration deemed sufficient;

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

(s) solicit, promote and obtain any statute, ordinance, order, regulation or other authorization or provision, 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;

(t) make with any person, society or corporation carrying on or intending to carry on enterprises, works or operations which may be advantageous to it, agreements for mutual co-operation 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;

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

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

Disposal of
immove-
ables.

6. The corporation must dispose, within a reasonable time, of immoveables which, for a period of seven consecutive years, have not been used for the pursuit of its objects.

By-laws.

7. The corporation may make, amend and repeal by-laws respecting

(a) its internal management;

(b) the appointment, functions, duties and powers of its officers, agents and servants.

Endowments.

8. The corporation may accept endowments for religious, charitable, educational or welfare purposes and accordingly receive, as depositary, trustee, legatee and donee the property given or transmitted by gift, will or otherwise by the donor and bind itself, as such, to carry out the charges established by the donor, the corporation being bound to carry out the same with the property of the endowment only and not with its own assets.

Distinct patrimony.

The property of each endowment constitutes a distinct patrimony which must be managed and administered separately and for which separate accounts shall be kept. The corporation shall exercise the rights of an owner in respect of each such patrimony.

Endowments.

9. Settlements constituted by or for its members shall be considered as endowments made under section 8, as long as they have not become the permanent property of the corporation.

Change of name.

10. The Minister of Financial Institutions and Cooperatives, on an application of the corporation, may change its name or the place of its corporate seat in the Province. Such changes come into force on the day a notice to that effect is published in the *Gazette officielle du Québec*.

Sinking-fund.

11. The corporation must establish a sinking-fund for all issues of its bonds or debentures not payable by annual instalments.

Keeping of documents.

The corporation must keep at its corporate seat an authentic copy of every trust deed to which it has become a party, and any person interested may refer to such copy and make extracts therefrom at any time and without cost.

Engagement.

12. Any member of the corporation and the postulants, novices, nuns under simple vows and professed nuns of the congregation may engage their activities gratuitously in the service of the corporation and agree to convey to it any wage, remuneration or other benefit from their work as long as they remain members of the corporation, postulants, novices, nuns under simple vows or professed nuns.

Exercise of civil rights.

13. The corporation represents its members and may, in its name but for their benefit, exercise their civil rights respecting the property they may own or acquire; it may, either as plaintiff or as defendant or in any other capacity,

(a) exercise their judicial recourse when proceedings have not already been instituted;

(b) of its own motion and at any stage of the proceedings, continue any suit commenced by them, despite their capacity to continue the same.

Recourses. The corporation may also exercise for its benefit and in conjunction with the other beneficiaries, if any, the recourses provided by law in case of the accidental death of any of its members.

Board of management. **14.** The rights and powers of the corporation shall be exercised by its board of management.

Members. The number, qualifications required, appointment, election, term of office, powers and duties of the members of such board shall be determined by the by-laws of the corporation.

Members. The members of the council of the province of Notre-Dame-de-Lourdes of the congregation are the members of the board of management of the corporation until a board of management is in office in accordance with the by-laws to be made by the corporation.

Registers. **15.** The corporation must keep at its corporate seat one or more registers containing

(a) a copy of this Act;

(b) the by-laws made in virtue of the powers conferred by this Act;

(c) the surname, given names, nationality and domicile of every member of the corporation indicating, as regards each, her name in religion, the date of her admission to the corporation and the date when she ceased to be a member thereof;

(d) the surname, given names and occupation of every member of its board of management indicating, as regards each, the date of her entry into office and the date when she ceased to hold it;

(e) a summary of the provisions of the endowments and settlements accepted under sections 8 and 9;

(f) the debts secured by hypothec on its immoveables, indicating for each, the principal, a summary description of the immoveables hypothecated and the name of the creditor or, as regards bond issues, the name of the trustee.

Proof. Such registers shall make *prima facie* proof of their contents, as shall extracts under the seal of the corporation and certified by the secretary of the corporation.

Access. Any person interested may consult them and obtain a certified extract therefrom at his own expense.

Proof of
mem-
bership.

16. A certificate of the chancellor of the diocese where the corporate seat of the corporation is situated constitutes proof for all purposes that a person is a member of the corporation or a member of its board of management or holds an office contemplated by this Act or the by-laws of the corporation.

Dissolu-
tion.

17. The Minister of Financial Institutions and Cooperatives, on a petition by the corporation, may declare such corporation dissolved.

Effect.

Such dissolution takes effect from the date mentioned in the notice thereof published by the Minister in the *Gazette officielle du Québec*.

Devolution
of prop-
erty.

In case of dissolution, except as regards reserve or retirement funds established to meet any justified future need of the members, no member of the corporation may participate in the partition of the property of the corporation and such property shall vest in the non-profit corporation designated in the petition for dissolution.

Rights and
obliga-
tions.

The corporation which has accepted the property so vested is seized, from the date of the dissolution, of the rights, property and obligations of the dissolved corporation, and all proceedings that might have been commenced or continued by or against the dissolved corporation may be commenced or continued by or against the succeeding corporation.

Registra-
tion.

The succeeding corporation shall cause to be registered in conformity with the laws governing registration, at the registry offices of the places where the immoveables are situated, a declaration showing the transmission of immoveables resulting from this section and describing according to law the immoveables so transmitted.

Donations.

18. The corporations constituted under the laws of the Province are authorized to grant and to make to the corporation such gifts as they deem expedient and to pay the proceeds thereof to help defray the cost of construction and maintenance of its establishments, dependencies and branches, and this by resolution passed by a majority of the directors present at a meeting called for the purpose, provided that there be a quorum at such meeting.

Restric-
tion.

19. This Act is not to the effect of granting the corporation the power to operate an establishment within the meaning of the Act respecting health services and social services (R.S.Q., chapter S-5) or any educational institution within the meaning of the Act respecting private education (R.S.Q., chapter E-9) otherwise than in conformity with the said Acts and the regulations thereunder or any other Act or regulation applicable.

1919,
c. 135,
replaced.

20. This Act replaces chapter 135 of the statutes of 1919. Notwithstanding section 2 of the said Act, all acquisitions of immoveables made by the corporation prior to the coming into force of this Act are not invalid for the sole reason that the price of the immoveables acquired by the corporation then exceeded \$300 000.

Coming
into force.

21. This Act comes into force on the day of its sanction.