



CHAPTER 96

An Act respecting the Séminaire de Québec

[Assented to 17 May 1979]

Preamble. WHEREAS the Séminaire de Québec, a community of priests, is an institution founded by Bishop Laval, the first bishop of Canada, on 26 March 1663, and the said institution was confirmed by letters patent issued by Louis XIV in April 1663;

Whereas the Séminaire de Québec existed at the time of the cession of Canada and has thenceforth maintained the pursuit of the purposes assigned to it by its founder;

Whereas its existence was confirmed, for all civil purposes, by the act 7 Victoria, chapter 55;

Whereas its powers and structures are no longer adequate to meet present needs and must be changed, completed or perfected;

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

Corporation.

1. The institution generally known as the “Séminaire de Québec”, founded by Bishop Laval on 26 March 1663, incorporated in April 1663 by Louis XIV, and the existence of which was civilly confirmed by the act 7 Victoria, chapter 55, is a corporation, hereinafter called “the corporation”, designated as the “Séminaire de Québec”.

Objects.

2. The objects of the corporation are the establishment and advancement of religion, the forming of clerics, the preparation of candidates for the various ministries in the Church, the teaching of christian doctrine, teaching, general education, instruction and such other works as may be determined by its visitor.

Corporate seat.

3. The corporate seat of the corporation is in the City of Québec.

Members. **4.** The persons who are presently or who become assigned to the work of the corporation by the visitor are members of the corporation for as long as they remain so assigned in conformity with the by-laws of the corporation. The rights of the members are personal rights and are not transferable. A certificate of the Archdiocesan Chancery of Québec constitutes proof, for all purposes, that a person is a member of the corporation.

Powers. **5.** The corporation shall have 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 necessary or suitable for the pursuit of its objects or related thereto, more particularly a seminary (Grand Séminaire) and a secondary school and junior college (Petit Séminaire);
- (d) bind itself and bind others towards it in any legal manner and especially by bill of exchange, note or other negotiable instrument;
- (e) acquire, possess, lease, hold, administer, alienate and dispose of any moveable or immoveable property, by all legal methods and under any title, without being subject to the Mortmain Act (Revised Statutes, 1964, chapter 276);
- (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, or sell, exchange, mortgage or pledge the same;
- (i) notwithstanding the provisions of the Civil Code, hypothecate, mortgage, pledge, transfer or transport, while retaining possession thereof, its 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, pledge, transfer or transport by trust deed in accordance with the Special Corporate Powers Act (Revised Statutes, 1964, chapter 275);
- (j) invest its funds in any manner deemed suitable, either in its own name or in the name of trustees;
- (k) be a member of a savings or credit union and deposit all or part of its funds therein;

(l) contribute to a pension fund or to a group insurance plan for the benefit of its members or employees;

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

(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 (Revised Statutes, 1964, chapter 310);

(o) erect, hold, repair, equip, improve, transform or utilize any buildings and works suitable for the pursuit of its objects whether on immoveables owned by the corporation 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 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) sell, cede or otherwise alienate all or any part of its undertakings or works, gratuitously or onerously, for any consideration deemed sufficient;

(r) assist any person, including any of its members, transfer any property to him, gratuitously or onerously, grant loans to him and stand security for or secure his obligations or liabilities;

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

(t) solicit, promote, approve and obtain any statute, ordinance, order, regulation or other authorization or provision, legislative or administrative, which may seem 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;

(u) 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;

(v) 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;

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

(x) do any other things related, conducive, necessary or appropriate to the pursuit of its objects and the exercise of its powers.

Board.

6. The rights and powers of the corporation shall be exercised by its board. The composition of the board, the mode of appointment and the term of office of the members shall be determined by the by-laws of the corporation. The present members of the board of the Séminaire de Québec shall remain in office until they are reappointed or replaced in accordance with the by-laws made under this act.

By-laws.

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

- (a) its organization, direction and internal management;
- (b) the categories of members, and the rights, privileges, obligations and responsibilities of each category;
- (c) the administration, management, control, use and disposal of its property, works and undertakings;
- (d) the appointment and dismissal, the functions, duties and powers of its officers, agents, servants and employees;
- (e) the constitution and composition, the mode of appointment, election or designation, the terms of office and the management of executive committees, special committees, organizations, boards or officers who or which may be constituted or appointed for the pursuit of its objects and entrusted or charged with the exercise of all or any of its powers;
- (f) generally, the pursuit of its objects.

Coming
into force.

Such by-laws come into force on the date of their approval by the visitor of the corporation.

Change in
corporate
seat.

8. The corporation may, by by-law, change its name or the place of its corporate seat, which must be located in the Province; notice of such change shall be published in the *Gazette officielle du Québec*.

Endow-
ments.

9. The corporation may accept endowments for religious, charitable, artistic, educational, philanthropic or welfare purposes and accordingly receive, as legal depositary, fiduciary agent, legatee or donee the property given or transferred by gift, will or otherwise by the donor and bind itself 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.

Property
of an
endow-
ment.

The corporation shall keep separate accounts for the property of each endowment and exercise on each of them the rights of absolute owner.

Endow-
ments and
gifts.

10. Corporations constituted under the laws of the Province are authorized to constitute endowments jointly with the corporation or make gifts to the corporation and carry out the obligations involved in such endowments or gifts, provided it is so decided by a majority vote of the directors of such corporations at a meeting called for such purpose, at which there is a quorum.

Dissolu-
tion.

11. No member of the corporation may demand its dissolution.

Authoriz-
ation of a
visitor.

12. The corporation shall obtain the prior and special authorization of its visitor:

- (a) to admit or exclude a member;
- (b) to exercise the powers mentioned in paragraphs *g*, *h* and *i* of section 5 and in subparagraph *b* of section 7;
- (c) to accept the endowments contemplated in section 9.

Financial
state-
ments.

13. The corporation shall transmit every year to its visitor on such date as he may prescribe, a financial statement for the past year and a budget for the following financial year. Such budget becomes effective only upon its approval by the visitor and no expense or liability may be incurred before such approval.

Expenses
not provid-
ed for.

In case of need or urgency, the visitor may specially authorize the corporation to incur the expenses not provided for in the approved budget.

Powers of
visitor.

14. The visitor of the corporation may, at any time, visit the corporation and satisfy himself as to all matters respecting the pursuit of its works and undertakings; he may, but without affecting the rights of third persons, require the corporation to do whatever he deems useful or necessary for the improvement of such works and undertakings and to discontinue anything which he deems inappropriate or unnecessary for such purposes.

Visitor.

15. The visitor of the corporation is the clergyman acting as Roman Catholic Archbishop of the diocese of Québec.

Register.

16. The corporation must keep at its corporate seat a register 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, address and occupation of every member of the corporation indicating, as regards each, the date of his admission and the date when he ceased to be a member;

(d) the surname, given names and occupation of every member of the board of the corporation, the date of his entry into office and the date when he ceased to be a member of the board;

(e) a summary of the provisions of the endowments accepted under section 9;

(f) the list of the debts secured by hypothec on its immovables, the capital of each of them, a summary description of the immovables hypothecated and the name of the creditor or, as regards issues of bonds, 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 any authorized officer of the corporation.

Dissolu-
tion. **17.** Upon petition by the corporation, approved by its board and by its visitor, the *Ministre des consommateurs, coopératives et institutions financières* may declare the corporation dissolved; such dissolution shall take effect from the sixtieth day following the publication of a notice in the *Gazette officielle du Québec*. In the case of dissolution, the property of the corporation, subject to payment of its debts and the carrying out of its obligations, shall revert to the Roman Catholic Archbishop of the diocese of Québec.

By-laws
for auxilia-
ry corpora-
tion. **18.** 1. The corporation may make general by-laws applicable to "Le Petit Séminaire de Québec", a corporation constituted by letters patent issued on 19 March 1969 under the provisions of Part III of the Companies Act (Revised Statutes, 1964, chapter 271), hereinafter referred to as "the auxiliary corporation", regarding:

(a) the appointment and the term of office of its members;

(b) the composition of its board of directors and the term of office, not exceeding six years, of the members thereof;

(c) the constitution of an executive committee, special committees and organizations or the appointment of officers necessary or useful for the achievement of its purposes and upon which or whom the exercise of the powers of its board of directors may be wholly or partly conferred.

Coming
into force. Such by-laws come into force on the date of their approval by the visitor of the corporation.

Report and
budget.

(2) The auxiliary corporation shall submit every year to the corporation, before the date prescribed by the latter, a report of its activities and its budget for the following financial year. Such budget becomes effective only upon its approval by the corporation and its visitor, and no expense or liability shall be incurred before such approvals.

Expenses
not provid-
ed for.

In the case of need or urgency, the corporation and the visitor may specially authorize the auxiliary corporation to incur expenses not provided for in the approved budget.

Charter
annulled.

(3) The charter of the auxiliary corporation may be annulled only on the recommendation of the corporation and its visitor. In case of dissolution, the property of the auxiliary corporation, subject to payment of its debts and the carrying out of its obligations, shall revert to the corporation.

Sections
declara-
tory.

19. Sections 1 and 5 are declaratory and, should this act be inconsistent with the letters patent issued by Louis XIV or the act 7 Victoria, chapter 55, this act shall prevail.

By-laws
continued
in force.

20. The present by-laws of the institution, as amended to make them consistent with this act and as approved by the visitor, are the by-laws of the corporation and shall remain so until they are amended, repealed or replaced pursuant to this act.

Acts
ratified.

21. The acts done, contracts made, engagements entered into and transactions effected to the date of the sanction of this act by the institution designated as the "Séminaire de Québec" and, occasionally, as the "Séminaire des Missions Étrangères de Québec" or as the "Petit Séminaire de Québec", in the latter case until the constitution of the auxiliary corporation, or by any other name referring to the institution, are ratified and are attributed to the corporation to the extent that they have been so effected pursuant to the by-laws existing at that time.

Coming
into force.

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