



NATIONAL ASSEMBLY

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Bill 202

(Private)

An Act to amend the Act to incorporate Les Soeurs de Sainte-Anne

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Assented to 23 December 1996

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(Private)

AN ACT TO AMEND THE ACT TO INCORPORATE LES SOEURS DE SAINTE-ANNE

WHEREAS the legal person under the name Les Soeurs de Sainte-Anne was incorporated under chapter 160 of the statutes of 1956-57, amended by chapter 103 of the statutes of 1977;

Whereas the said legal person succeeded a corporation incorporated in 1860 by chapter 136 of the statutes of 1860, amended by chapter 56 of the statutes of 1888;

Whereas the religious congregation of Les Soeurs de Sainte-Anne (hereinafter called “the congregation”) has developed extensively throughout the world and now has several religious provinces or divisions canonically created both in Québec and outside Québec and Canada;

Whereas the legal person includes both the administration of the generalate and that of the religious provinces or divisions of the congregation having a head office in Québec;

Whereas it is expedient to separate the administration of the generalate of the congregation from that of the religious provinces or divisions having a head office in Québec;

Whereas to that end, the superior general of the congregation and the members of her council of advisers have incorporated a legal person called “La Congrégation des Soeurs de Sainte-Anne” under the Religious Corporations Act (R.S.Q., chapter C-71), its letters patent bearing the date of 24 September 1996;

Whereas on the application of the superior general of the congregation and her council of advisers, it is expedient to amend the charter of Les Soeurs de Sainte-Anne in such manner that its main object is the organization, administration and maintenance of the religious provinces and divisions of the congregation having a head office in Québec;

Whereas to that end, it is expedient to change the name of the legal person, the location of its head office and the qualifications required of its directors, to establish a board of directors and to amend certain powers;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS :

1. The name of the corporation incorporated under chapter 160 of the statutes of 1956-57, amended by chapter 103 of the statutes of 1977, is changed to that of “Les Soeurs de Sainte-Anne du Québec” whose head office shall be established in the Communauté urbaine de Montréal.

A notice of such changes shall be sent to the Inspector General of Financial Institutions who shall deposit it in the register constituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45). The changes shall come into force on the date of deposit of the notice in the register.

2. Section 3 of the said Act, replaced by section 2 of chapter 103 of the statutes of 1977, is again replaced by the following section :

“3. The persons who are or who become members of the congregation and who are canonically attached to a province or a canonic division of the congregation having a head office in Québec are members of the legal person incorporated by this Act, but only as long as they remain thus attached.”

3. Section 5 of the said Act is amended by replacing paragraphs *g*, *h* and *i* by the following paragraphs :

“*g.* to hypothecate the immovables and movables or encumber in any manner or pledge the movable property of the legal person ;

“*h.* to issue bonds or other titles of indebtedness or securities, and sell, exchange or pledge the same ;

“*i.* notwithstanding the provisions of the Civil Code of Québec, grant a hypothec, even a floating hypothec, on a universality of property, movable or immovable, present or future, corporeal or incorporeal, in accordance with section 34 of the Special Corporate Powers Act (R.S.Q., chapter P-16).”

4. Section 7 of the said Act is amended

(1) by striking out the words “, previously authorized by its council of advisers hereinafter mentioned,” in the first, second and third lines ;

(2) by replacing the word “officiers” in the second line of the French text by the word “dirigeants”, and by replacing the word “servants” in the third line of paragraph *b* by the word “employees”.

5. Section 10 of the said Act is replaced by the following section :

“10. The legal person may, with the authorization of the Lieutenant-Governor in Council, change its name ; it may also change the location, in Québec, of its head office ; notice of every such change shall be given to the

Inspector General of Financial Institutions who shall deposit it in the register constituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

6. Section 16 of the said Act, amended by section 3 of chapter 103 of the statutes of 1977, is replaced by the following section :

“**16.** The rights and powers of the legal person shall be exercised by a board of directors. As regards the directors, their number, required qualifications, appointment, election, term of office, powers and duties shall be determined by the by-laws of the legal person.

The persons holding the office of superior general and of member of her council of advisers, namely the superior general and the members of the general council of the congregation, shall be the members of the board of directors until otherwise provided by a by-law passed by the board of directors.”

7. Section 17 of the said Act is repealed.

8. Subparagraphs *c*, *d* and *e* of the first paragraph of section 18 of the said Act are replaced by the following subparagraphs :

“*c.* the name of every member of the legal person, the date of her member’s admission and the date when she ceased to be a member ;

“*d.* the name of every member of the board of directors, the date of her entry into office and the date when she ceased to hold office ;

“*e.* the name of the chairman, vice-chairman, secretary and treasurer of the legal person, the date of her entry into office and the date when she ceased to hold office ;”.

9. Section 19 of the said Act is amended by replacing the words “council of advisers” in the eighth line by the words “board of directors”.

10. Section 20 of the said Act is replaced by the following section :

“**20.** The Inspector General of Financial Institutions may, upon petition by the legal person approved by the superior general of the congregation, declare the legal person dissolved and fix the date of its dissolution. A copy of the declaration shall be deposited by him in the register constituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.

In case of dissolution, the property of the legal person, after payment of its obligations, shall revert to the body designated in the petition for dissolution and which had previously accepted the property thus devolved.”

11. Section 23 of the said Act is replaced by the following section :

“23. The Lieutenant-Governor, upon petition by the legal person, may issue letters patent under the Great Seal of the Province incorporating, for one or more of the purposes mentioned in section 4, including the rights, powers and privileges mentioned therein in the petition and on the conditions therein mentioned, any house, province, council, committee, officer, board or undertaking of the said congregation ; a copy of the letters patent shall be sent to the Inspector General who shall deposit it in the register constituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.

The petition shall state the object or objects of the legal person, its head office, the powers, rights and privileges mentioned in this Act which it is to possess, the rules for the exercise of its powers and for the designation of its members, administrators and visitor.

The Lieutenant-Governor, upon the petition of a legal person incorporated under the authority of this section and authorized by its visitor or, if it has no visitor, by the superior general of the congregation, may by supplementary letters patent change the name and the head office, the objects and powers of such legal person as well as the rules established for exercising the same ; a copy of such letters patent shall be sent to the Inspector General who shall deposit it in the register constituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.

The Inspector General of Financial Institutions, upon the petition of a legal person incorporated under the authority of this section and authorized by its visitor or, if it has no visitor, by the superior general of the congregation, may declare such legal person dissolved and fix the date of its dissolution ; a copy of the declaration shall be deposited in the register constituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons. In case of dissolution, the property of such legal person, after payment of its obligations, shall revert to the legal person incorporated under this Act or to the legal person designated in the petition for dissolution and which had previously accepted the property thus devolved.”

12. The said Act is amended

(1) by replacing the word “corporation”, wherever it appears, by the words “legal person” ;

(2) by replacing the words “corporate seat”, wherever they appear, by the words “head office” ;

(3) by replacing the words “corporate name”, wherever they appear, by the word “name”.

13. The members of the said religious congregation who are not canonically attached to a province or to a canonic division of the congregation having a head office in Québec, shall cease to be members of the legal person incorporated under the said Act.

14. This Act comes into force on 23 December 1996.