



NATIONAL ASSEMBLY

SECOND SESSION

THIRTY-SEVENTH LEGISLATURE

Bill 212

(Private)

**An Act to again amend the charter of La
Communauté des Sœurs de Charité de la
Providence**

Introduced 9 November 2006

Passage in principle 14 December 2006

Passage 14 December 2006

Assented to 14 December 2006

**Québec Official Publisher
2006**

Bill 212

(Private)

AN ACT TO AGAIN AMEND THE CHARTER OF LA COMMUNAUTÉ DES SŒURS DE CHARITÉ DE LA PROVIDENCE

AS the charter of La Communauté des Sœurs de Charité de la Providence was consolidated by chapter 53 of the statutes of 1884;

AS the charter of that legal person was amended by chapter 136 of the statutes of 1925, chapter 171 of the statutes of 1958, chapter 176 of the statutes of 1959 and chapter 83 of the statutes of 1970;

AS it is expedient to again amend the internal structure as well as certain powers, rights and privileges of that legal person so as to better reflect its current needs;

AS it is in the interest of that legal person that its charter be amended accordingly;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

1. Section 2 of the Act to consolidate and amend the acts relating to Les Sœurs de l'Asile de la Providence de Montréal (1884, chapter 53) is amended by replacing “corporate seat” in the second line by “head office”.

2. Section 3 of the Act, replaced by section 1 of chapter 83 of the statutes of 1970, is again replaced by the following section:

“3. The legal person may make, amend and repeal by-laws respecting

(a) its internal management;

(b) the number, qualifications required, method of election or appointment, functions, term of office, duties and powers of its directors, agents, officers and employees;

(c) the constitution, appointment and management of executive committees, special committees, boards and officers that may be constituted or appointed for the pursuit of its purposes and charged with the exercise of all or some of its powers;

(d) the administration, management and control of its property, works and undertakings; and

(e) the pursuit of its purposes generally.”

3. Section 4 of the Act is repealed.

4. Section 5 of the Act, replaced by section 1 of chapter 136 of the statutes of 1925 and section 3 of chapter 171 of the statutes of 1958, is again replaced by the following section:

“**5.** The legal person has all the rights conferred on a legal person by the Civil Code. It may, in particular, in the exercise of its rights,

(a) acquire and alienate property by gratuitous or onerous title;

(b) carry out new constructions;

(c) invest its funds in its own name or as depositary and administrator;

(d) assist any person, including its members, pursuing any purpose similar to one of its own, transfer any property gratuitously or not to such a person, lend money to such a person and secure or guarantee the person’s obligations or commitments;

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

(f) provide for the education, instruction, sustenance and support of its members, persons in its service and persons connected in any way with it.”

5. Section 6 of the Act, amended by section 2 of chapter 171 of the statutes of 1958, is replaced by the following section:

“**6.** The objects of the legal person shall be to organize, administer and maintain the congregation of the Sœurs de la Providence, whose purposes are religion, charity, instruction, education and welfare.”

6. Section 7 of the Act is replaced by the following section:

“**7.** The persons who made a religious profession according to the rules of the congregation of the Sœurs de la Providence are members of the legal person as long as they remain members of that congregation.”

7. Section 12 of the Act is amended by replacing “La Communauté des Sœurs de Charité de la Providence” by “the legal person constituted under this Act”.

8. Section 14 of the Act is amended

(1) by replacing “of the community” in the fifth and sixth lines of the first paragraph by “described in section 6”;

(2) by inserting “vice-province,” after “any house,” in the eighth and ninth lines of the first paragraph;

(3) by replacing “notice of the issuing of such letters patent shall be published in the *Quebec Official Gazette*” at the end of the first paragraph by “a copy of the letters patent must be forwarded to the enterprise registrar, who shall deposit it in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45)”;

(4) by replacing “corporate seat” in the third line of the second paragraph by “head office”;

(5) by replacing “its member or members, as the case may be, and of its administrators” in the seventh and eighth lines of the second paragraph by “its members, directors and visitor, if it has a visitor, the latter being the nun who holds the office of superior general of the congregation of the Sœurs de la Providence or any person she has appointed as visitor”;

(6) by replacing “community and her council” in the fifth line of the third paragraph by “congregation of the Sœurs de la Providence and her council, or the visitor, if there is one”;

(7) by striking out “the corporate name and the corporate seat,” in the sixth and seventh lines of the third paragraph;

(8) by replacing “notice of the issuing of such letters patent shall also be published in the *Quebec Official Gazette*” at the end of the third paragraph by “a copy of the supplementary letters patent must be forwarded to the enterprise registrar, who shall deposit it in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons”;

(9) by adding the following paragraph after the third paragraph:

“A legal person constituted under this section may make a by-law changing its name or transferring its head office to another place within Québec; a copy of the by-law must be forwarded to the enterprise registrar for approval. If the by-law is approved, the enterprise registrar shall deposit a notice to that effect in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons. The by-law so approved comes into force on the date of deposit of the notice in the register.”;

(10) by replacing “Provincial Secretary” in the first line of the last paragraph by “enterprise registrar”;

(11) by replacing “community and her council” in the fifth line of the last paragraph by “congregation of the Sœurs de la Providence and her council, or the visitor, if there is one”;

(12) by replacing “declare such corporation dissolved; such dissolution shall take effect only from and after the sixtieth day following the publication of a notice to that effect in the *Quebec Official Gazette*” in the last paragraph by “agree to dissolve the legal person and set the date of its dissolution. The enterprise registrar shall dissolve the legal person by drawing up an act of dissolution and depositing it in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons. The legal person is dissolved from the date set by the enterprise registrar”.

9. Section 15 of the Act is amended

(1) by replacing “éteinte” in the seventh line of the first paragraph and the third line of the third paragraph in the French text by “dissoute”;

(2) by replacing “approved by the community” in the third and fourth lines of the second paragraph by “with the authorization of the superior general of the congregation of the Sœurs de la Providence and her council, or the visitor, if there is one”;

(3) by adding the following at the end of the third paragraph: “Any disposal of property made in favour of the legal person dissolved is considered as made in favour of the legal person succeeding it and all proceedings commenced by or against the legal person dissolved may validly be undertaken or continued by or against the legal person succeeding it.”;

(4) by replacing “register, in conformity with the laws of registration, at the registry offices of the places where” in the last paragraph by “cause to be published, in the land register of the registry office of the registration division in which”.

10. Section 16 of the Act is replaced by the following section:

“16. The legal person may make a by-law changing its name or transferring its head office to another place within Québec; a copy of the by-law must be forwarded to the enterprise registrar for approval. If the by-law is approved, the enterprise registrar shall deposit a notice to that effect in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

11. Section 17 of the Act is amended

(1) by striking out “juniors,” in the second line;

(2) by striking out “juniors or” in the tenth and eleventh lines;

(3) by inserting “of the Sœurs de la Providence” after “congregation” in the third and last lines.

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

“20. The enterprise registrar may, upon petition by the legal person, agree to dissolve the legal person, determine the conditions of dissolution and set the date of its dissolution. The enterprise registrar shall dissolve the legal person by drawing up an act of dissolution and depositing it in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.

The legal person is dissolved from the date set by the enterprise registrar.

The property of the dissolved legal person, after payment of any obligations, is vested in the body that is designated in the petition for dissolution and that previously accepted the property so vested.”

13. Section 24 of the Act is amended by replacing “corporate seat” in the second line by “head office”.

14. The Act is amended by inserting the following section before section 25, which is renumbered as section 26:

“25. In the absence of a mandate given by its members under article 2166 of the Civil Code, the legal person shall have the mandate and responsibility to fully ensure the care and administer the property of its members for as long as they remain members of the legal person. The legal person shall appoint one of its officers to execute the mandate.

The execution of the mandate is subordinate to the occurrence of incapacity and to homologation by the court, on the application of the legal person. An application for homologation or revocation of the mandate of the legal person is effected in accordance with the Code of Civil Procedure. The application for homologation must identify the officer appointed to execute the mandate. Proof that the mandator is a member of the legal person is proof of the mandate.”

15. Sections 8, 10, 13, 14, 15, 17 to 19 and 21 to 24 of the Act are amended by replacing “corporation” and “corporations” wherever they appear by “legal person” and “legal persons”, by replacing “incorporated” wherever it appears in sections 13, 14 and 15 by “constituted”, by replacing “incorporating” in the first paragraph of section 14 by “constituting as a legal person” and “incorporating” in the first paragraph of section 15 by “constituting”, and by replacing “administrators” and “administrator” wherever they appear in sections 14 and 15 by “directors” and “director”.

16. This Act comes into force on 14 December 2006.

