



NATIONAL ASSEMBLY

SECOND SESSION

THIRTY-SIXTH LEGISLATURE

Bill 88
(2002, chapter 57)

**An Act to amend the Religious
Corporations Act**

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Passage in principle 13 June 2002
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Assented to 18 December 2002

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EXPLANATORY NOTES

This bill amends the Religious Corporations Act, in particular to review the powers of the visitor and to enable the visitor to delegate such powers.

In addition, the bill provides that the affairs of a corporation whose objects are to organize, administer and maintain a congregation may be administered by the person exercising the function of superior of the congregation.

Lastly, the bill enables any corporation constituted under a special Act or general law to be continued under the Religious Corporations Act to the extent that its objects are not inconsistent with that Act.

Bill 88

AN ACT TO AMEND THE RELIGIOUS CORPORATIONS ACT

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS :

1. Section 1 of the Religious Corporations Act (R.S.Q., chapter C-71) is amended by replacing paragraph *f* by the following paragraph :

“(f) “visitor”: the person designated by the competent religious authority or any person exercising the visitor’s powers in accordance with section 9.”

2. The said Act is amended by inserting the following section after section 5.1 :

“5.2. A church or a congregation may, by written notice, with a copy thereof transmitted to the work, inform the Inspector General of the fact that the work incorporated under this Act has ceased to be connected with it.

If, within 90 days of receiving the notice, the work has not furnished the Inspector General with evidence that it is connected with another church or congregation, the work is deemed to apply for new letters patent in accordance with section 221 of the Companies Act. The Inspector General shall, in that case, issue new letters patent, taking into account the information already furnished by the work at the time of its incorporation pursuant to this Act.

If the work furnishes the Inspector General with evidence that it is connected with another church or congregation, the Inspector General shall accept the evidence and deposit it in the register.

The church, the congregation or any interested person may apply to the Inspector General for the issuance of supplementary letters patent to change the corporate name of the new legal person constituted under the second paragraph if it is not in compliance with section 9.1 of the Companies Act.”

3. Section 8 of the said Act is amended by adding the following paragraph after the first paragraph :

“Such corporations may exercise all the powers of a legal person thus constituted, including, in particular, the following powers :

- (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 object similar to one of its own, cede any property gratuitously or not and lend money to such 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 the corporation, in conformity with the Burial Act (chapter I-11);

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

4. The said Act is amended by inserting the following section after section 8 :

"3.1. The letters patent constituting a corporation whose objects are to organize, administer and maintain a congregation may provide that the affairs of the corporation shall be administered by the person exercising the function of superior of the congregation or any equivalent function.

In such a case, the letters patent may provide that the corporation must first be authorized by a board of consultors to exercise its power to pass by-laws and to perform any act specified therein."

5. Section 9 of the said Act is amended

(1) by replacing subsection 1 by the following subsection :

"9. (1) The letters patent may provide for a visitor; the visitor shall be designated therein by the office by which he is recognized by the competent religious authority.

The letters patent may also provide that the visitor may delegate his function to any person.

A delegation or the revocation of a delegation must be made in writing. Notice thereof shall be given to the Inspector General, who shall deposit it in the register."

(2) by replacing subsection 3 by the following subsection :

"(3) If the corporation has a visitor, it must be previously authorized by the visitor to exercise the powers set out in subparagraphs *a*, *b*, *c* and *d* of the second paragraph of section 8 and to accept the endowments referred to in section 12."

(3) by inserting the following subsection after subsection 4 :

“(5) The letters patent may also provide restrictions to the powers of the visitor.”

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

“**11.** If there is a visitor, the by-laws of the corporation may not provide for classes of voting members. If there is no visitor or if the powers of the visitor referred to in subsection 2 of section 9 have been restricted under subsection 5 of that section, the by-laws must provide for at least one class of members entitled to vote, and the annual and special general meetings of the members shall consist of those voting members.”

7. The said Act is amended by inserting the following sections after section 14 :

“**14.1.** Where no mandate is given in accordance with article 2166 of the Civil Code by a member of a congregation in anticipation of the member’s incapacity, the corporation whose objects are to organize, administer and maintain the congregation shall have the mandate and responsibility to fully ensure the care and administer the property of the member for as long as the member remains a member of the congregation.

The corporation shall appoint one of its officers to carry out the mandate.

“**14.2.** The performance of the mandate is subordinate to the occurrence of the incapacity and to homologation by the court, on the application of the corporation.

The application for homologation or the revocation of the mandate of the corporation shall be effected in accordance with the provisions of the Code of Civil Procedure (chapter C-25). The application for homologation must identify the officer appointed to carry out the mandate.

Proof that the mandator is a member of the congregation is proof of the mandate of the corporation.”

8. Section 15 of the said Act is amended

(1) by replacing “constituting its members a corporation governed by this Act” in the third and fourth lines of the first paragraph by “continuing the corporation under this Act” ;

(2) by replacing the second paragraph by the following paragraph :

“The Inspector General shall deposit the letters patent in the register and, subject to such deposit but from the date of the letters patent, the corporation

shall be continued under this Act. The rights, obligations and deeds of the corporation are not affected by such continuance.”

9. Section 17 of the said Act, amended by section 153 of chapter 42 of the statutes of 2000, is again amended by replacing “sections 15 and” in the second line by “section”, and by replacing “these sections” in the fifth line by “that section”.

10. This Act comes into force on 18 December 2002.