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# NATIONAL ASSEMBLY

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FIRST SESSION

THIRTY-NINTH LEGISLATURE

**Bill 214**

(Private)

**An Act to amend the charter of  
L'Abbaye de Saint-Benoît-du-Lac**

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## Bill 214

(Private)

### AN ACT TO AMEND THE CHARTER OF L'ABBAYE DE SAINT-BENOÎT-DU-LAC

AS Les Pères Bénédictins de Saint-Benoît-du-Lac were constituted as a legal person by chapter 111 of the statutes of 1927;

AS the charter of the legal person was amended by chapter 149 of the statutes of 1939, chapter 68 of the statutes of 1943, in particular to create the municipality of Saint-Benoît-du-Lac, and chapter 134 of the statutes of 1955, in particular to allow the legal person to be called “L'Abbaye des Moines Bénédictins de Saint-Benoît-du-Lac” or “L'Abbaye de Saint-Benoît-du-Lac”;

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

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

#### THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

**1.** Section 3 of the Act to incorporate *Les Pères Bénédictins de Saint-Benoît-du-Lac* (1927, chapter 111), amended by section 1 of chapter 68 of the statutes of 1943 and section 6 of chapter 134 of the statutes of 1955, is replaced by the following sections:

**3a.** The legal person shall have 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.

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

(a) its internal management;

(b) the appointment, functions, duties and powers of its officers and employees;

(c) the constitution, appointment and management of executive committees, special committees, bodies 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.”

**2.** Section 3a of the Act, enacted by section 2 of chapter 68 of the statutes of 1943, is renumbered and becomes section 3c, and is amended by striking out “erect such buildings as are suitable for such purposes in each locality where it has an establishment, and establish upon its properties, in conformity with the conditions and formalities required by law and the regulations of the Board of Health of the Province of Quebec, cemeteries, vaults or crypts for the disposal of the mortal remains of the members or benefactors of the corporation or of any other person in any way connected with the corporation;” in the sixth to seventeenth lines.

**3.** Section 4 of the Act, replaced by section 11 of chapter 149 of the statutes of 1939 and section 4 of chapter 134 of the statutes of 1955, is again replaced by the following section:

**“4.** The affairs of the legal person shall be administered in accordance with the Declarations and Constitutions of the Benedictine congregation of Solesmes, by the person holding the office of Abbot of the abbey or any equivalent function.”

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

**“6.** The legal person may change its name or transfer its head office to another place within Québec by by-law, in accordance with the Act respecting the special powers of legal persons (R.S.Q., chapter P-16), with the necessary modifications.”

- 5.** Section 7 of the Act is repealed.
- 6.** Section 8 of the Act is renumbered and becomes section 12.
- 7.** The Act is amended by inserting the following sections after section 7:

**“8.** On an application by the legal person, the enterprise registrar may, on the conditions the enterprise registrar determines, 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 (R.S.Q., chapter P-45).

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 application for dissolution and that previously accepted the property so vested.

**“9.** 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.

**“10.** On an application by the legal person, the enterprise registrar may, by way of letters patent under the enterprise registrar’s hand and seal, constitute as a legal person any monastery, retreat, model farm, agricultural development or other body or undertaking related to the legal person.

The letters patent have the same effect as if they were issued by the Lieutenant-Governor under the Great Seal.

A legal person thus constituted has all the rights under section 3*a*.

The application must contain the following particulars:

- (a) the proposed name of the legal person;
- (b) the purposes for which constitution as a legal person is sought;

(c) the place within Québec where its head office is to be situated; and

(d) the rules for exercising its powers, for appointing its members and its visitor, if applicable, and for determining the number of directors, which may be set at one.

The enterprise registrar, on an application by such a legal person authorized by the legal person, may issue supplementary letters patent to modify its constituting documents.

Such a legal person may, by by-law, change its name or transfer its head office to another place within Québec in the manner described in section 6.

The enterprise registrar, on an application by such a legal person authorized by the legal person, may agree to dissolve it in the manner described in section 8.

**“11.** With the authorization of the legal person, legal persons constituted under section 10 may apply to the enterprise registrar for amalgamation into one single legal person. If the application is granted, the enterprise registrar shall issue letters patent and deposit them in the register.

Subject to such deposit, but from the date of the letters patent, the amalgamating legal persons are continued as one legal person and, as of that time, their patrimonies are joined together to form the patrimony of the amalgamated legal person. The rights and obligations of the amalgamating legal persons become rights and obligations of the amalgamated legal person and the latter becomes a party to any judicial or administrative proceeding to which the amalgamating legal persons were parties.”

**8.** The preamble and sections 1 and 2 of chapter 111 of the statutes of 1927, the preamble and sections 3 to 7 of chapter 149 of the statutes of 1939, the preamble and sections 2 to 4 of chapter 68 of the statutes of 1943 and the preamble and sections 1 and 3 of chapter 134 of the statutes of 1955 are amended by replacing “incorporated” by “constituted as a legal person”, by replacing “corporation”, except in the expression “municipal corporation”, and “civil corporation” by “legal person”, and by replacing “ordinary legal corporations” by “legal persons”, wherever they appear.

**9.** The second paragraph of the preamble of chapter 134 of the statutes of 1955 is amended by striking out “corporate” and the fourth paragraph of that preamble is amended by replacing “officiers” in the French text by “dirigeants”.

**10.** Section 3 of chapter 68 of the statutes of 1943 and section 2 of chapter 134 of the statutes of 1955 are amended by replacing “municipal corporation” by “municipality”.

**11.** This Act comes into force on 4 December 2009.