



NATIONAL ASSEMBLY

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Bill 283
(Private)

An Act to amend the Charter of the Université Laval

Introduction

Introduced by
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Bill 283

(Private)

An Act to amend the Charter of the Université Laval

WHEREAS the Université Laval deems it expedient, in order to better fulfil its mission, that the powers of the present Council of the University be divided between a board of directors and a university council and, to foster interaction between the University and other sectors of society, that provisions be made to ensure the presence on the board of directors of a significant number of members from outside the university community;

Whereas it is necessary for such purposes to amend the Charter of the Université Laval, chapter 78 of the statutes of 1970;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

1. Section 1 of the Charter of the Université Laval (1970, chapter 78) is amended by striking out paragraph *b*.

2. Section 4 of the said Act is replaced by the following section:

4. The members of the Corporation shall be the rector, the members of the Board of directors, the members of the University Council, the members of the teaching staff, the students, the administrators and the administrative staff of the University.”

3. Section 6 of the said Act is amended

(1) by replacing subparagraph *i* of the first paragraph by the following subparagraph:

“(i) receive gifts of movable and immovable property, in kind or in money, by way of subscription, grants, remuneration, security or

otherwise, from any person or public body and organize public subscription campaigns;”;

(2) by inserting, after the second paragraph, the following paragraphs:

“Notwithstanding any general or special legislative provision inconsistent with this Act, any public body is authorized to grant and make to the University such gifts as it deems appropriate, with no other formality than a resolution passed to that effect; where an authorization is necessary under any legislative provision, the resolution comes into force upon approval by the authority concerned.

Any gift to the University shall be deemed accepted from such time as the document evidencing it is signed by the donor or, with respect to public bodies, on the coming into force of the resolution authorizing it, and it cannot thereafter be revoked or cancelled except with the consent of the University, subject to the provisions of articles 991 to 1012 of the Civil Code of Lower Canada.

No gift to the University may be cancelled for want of consideration, even future, in the form of a promissory note, cheque, subscription, promise or other undertaking, unless otherwise agreed upon between the donor and the University.

Notwithstanding article 776 of the Civil Code of Lower Canada, any gift to the University may be made by private writings.”

4. Section 7 of the said Act is replaced by the following sections :

“7. The rights and powers of the University, except those rights and powers exercised by the University Council under the provisions of section 7.8, shall be exercised by the Board of directors.

“7.1 The Board of directors shall consist of the following members:

- (a) the rector;
- (b) one vice-rector designated as such by the Statutes;
- (c) one dean;
- (d) four members of the teaching staff;
- (e) three students;
- (f) one service director;

- (g) two members of the administrative staff;
- (h) one graduate of the University appointed by the Association des diplômés de l'Université Laval or any successor association;
- (i) one person appointed by the Fondation de l'Université Laval;
- (j) seven persons appointed by the Board of directors on the proposal of a nomination committee consisting of members of the Board of directors and the University Council;
- (k) three persons appointed by the Government.

Only persons who are not members of the University may be appointed to the Board of directors under subparagraphs *h*, *i*, *j* and *k*.

“7.2 The following persons, although they do not have voting rights, are also members of the Board of directors:

- (a) the vice-rectors other than the vice-rector designated under subparagraph *b* of the first paragraph of section 7.1;
- (b) the secretary-general;
- (c) any other person designated by the Statutes.

“7.3 The Statutes shall prescribe the procedure of appointment or election, as the case may be, of the members listed in subparagraphs *c*, *d*, *e*, *f*, *g* and *j* of the first paragraph of section 7.1 and the term of office of the members of the Board of directors. The rules may vary according to the groups referred to in the said subparagraphs.

“7.4 Each member of the Board of directors shall remain in office after the expiry of his term until replaced, reappointed or re-elected. The Statutes may nevertheless prescribe that this rule does not apply when a term expires by reason of dismissal, loss of qualification for appointment or election, loss of the position giving automatic entitlement to a seat on the Board of directors or, as regards certain members, failure to attend a given number of sittings of the Board of directors.

“7.5 A member of the Board of directors who has a direct or indirect interest in an undertaking or contract which places his personal interest in conflict with that of the University must disclose his interest in writing to the Board of directors and abstain from participating in the debate and any decision involving the matter in which he has an interest.

No member of the Board of directors may take part in deliberations or vote on a question in which he has a separate personal interest.

A member of the Board of directors listed in any of subparagraphs *a, b, c, d, f* or *g* of the first paragraph of section 7.1 or any of paragraphs *a, b* or *c* of section 7.2 must withdraw from a sitting for the duration of the deliberations or vote on any question relating to his engagement or conditions of employment.

“7.6 The University Council is hereby established, and shall consist of the following members:

- (a) the rector;
- (b) members of the teaching staff;
- (c) students;
- (d) members of the administrative staff;
- (e) persons holding administrative positions in the fields of teaching, research or administration, including the vice-rector or vice-rectors;
- (f) any other person appointed by the University Council.

“7.7 The Statutes shall determine the number of members from each group enumerated in section 7.6, ensuring a majority of elected members on the University Council, indicate the positions which give automatic entitlement to a seat on the Council, and, where applicable, prescribe the procedure of appointment or election of the members, and their terms of office.

“7.8 The University Council shall, to the exclusion of the Board of directors, exercise the rights and powers of the University over academic matters; those rights and powers shall be defined in the Statutes.

“7.9 The Statutes shall provide for the formation of a committee, consisting of members of the Board of directors and members of the University Council, responsible for making recommendations on any dispute which may arise between the Board of directors and the University Council over their respective jurisdictions under sections 7 and 7.8. The Board of directors has authority to make the final decision.”

5. Section 9 of the said Act is amended by replacing the word “Council” in the second line by the words “Board of directors”.

6. Section 10 of the said Act is amended

(1) by replacing the word “council” in the first line by the word “committee”;

(2) by replacing the words “Council’s policies and decisions” in the second line by the words “policies and decisions of the Board of directors and the University Council”.

7. Section 11 of the said Act is amended by replacing the word “council” in the third line by the word “committee”.

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

“12. The Board of directors may adopt Statutes respecting

(1) the terms and conditions of application of this Act;

(2) the administration and internal management of the University;

(3) the constitution and functions of the various organs of the University and the appointment and duties of executive officers.”

9. Section 13 of the said Act is replaced by the following section:

“13. No amendment may be made to the Statutes except by the Board of directors, by a resolution passed by a majority vote of two-thirds of the members present at a special sitting called for such purpose. In addition, no amendment to the Statutes concerning a matter mentioned in section 7.6 or 7.8, the composition of the electoral college referred to in section 8 or any other matter specified in the Statutes may be adopted by the Board of directors unless it is approved by a majority vote of two-thirds of the members of the University Council present at a special sitting called for such purpose.”

10. Section 15 of the said Act is replaced by the following section:

“15. Once a year, the Board of directors and the University Council shall render an account of their administration to a meeting of the members of the University and report on the activities of the University; the Board of directors shall also, at the same meeting, make public the financial statements of the University.”

11. The members of the Council of the University in office on *(insert here the date of assent to this Act)* shall remain in office until *(insert here the date falling 90 days after the date of assent to this Act)* and they alone shall exercise the rights and powers of the University until that date.

12. The Statutes in force on 11 February 1991 shall remain in force until *(insert here the date falling 90 days after the date of assent to this Act)*, to the extent that they are consistent with the Charter of the Université Laval as it read on 11 February 1991.

13. The amendments to the Statutes adopted by the Council of the University on 12 February 1991 are deemed to have been adopted under the Charter of the Université Laval as amended by this Act, to the extent that they are consistent with the said Charter. Those amendments will come into force on *(insert here the date falling 90 days after the date of assent to this Act)*.

However, the amendments relating to the composition and formation of the Board of directors and the University Council as set out in sections 7 to 7.9 of the Charter of the Université Laval enacted by section 4 of this Act shall come into force on *(insert here the date of assent to this Act)* in order to ensure that the first Board of directors and the first University Council may be formed on *(insert here the date falling 90 days after the date of assent to this Act)*.

Notwithstanding the second paragraph, the Council of the University alone and to the exclusion of any other group or body, shall make, within 90 days from the date of assent to this Act, every appointment provided for in subparagraph *j* of the first paragraph of section 7.1 and paragraph *f* of section 7.6 of the Charter of the Université Laval as enacted by section 4 of this Act.

The failure of a group enumerated in any of the subparagraphs of section 7.1 or paragraphs of section 7.6 to appoint or elect a representative within 90 days from the date of assent to this Act shall not prevent the formation of the Board of directors or the University Council.

14. This Act comes into force on *(insert here the date of assent to this Act)*.