



CHAPTER 92

An Act to amend the charter of The Wales Home

[Assented to, the 20th of March, 1941]

WHEREAS The Wales Home has, by its petition, Preamble.
represented:

That it was incorporated by the act 10 George V, chapter 139, assented to on the 14th day of February, 1920, for the purpose of providing a home for Protestant old people;

That amendments to the said act are necessary because of the merger of the Congregational Church and the Methodist Church in The United Church of Canada and to meet various needs disclosed by the experience gained in the operation of the said The Wales Home; and

Whereas it is expedient to grant the prayer of the said petition;

Therefore, His Majesty, with the advice and consent of the Legislative Council and of the Legislative Assembly of Quebec, enacts as follows:

1. Section 3 of the act 10 George V, chapter 139, 10 Geo. V, c. 139, s. 3, replaced.
is replaced by the following:

“ 3. The intents and purposes for which this corporation is hereby created are declared to be:

a. the admission, care of and maintenance of old people who are Protestants, and who are desirous of being admitted to, maintained and cared for in the said home, the whole in accordance with the regulations provided for by the by-laws to be enacted, and subject to such limitations and charges as may hereafter be determined on and settled by such by-laws;

b. the care of such people as may fall sick while in the home and providing for them such nursing and care only as may be available.”.

10 Geo. V,
c. 139, s. 4,
replaced.
General
corporate
powers.

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

“**4.** The corporation shall have a perpetual succession and may have a common seal and alter it at will and may contract and be contracted with, sue and be sued, plead and be impleaded in all courts and places whatsoever.”

10 Geo. V,
c. 139, s. 5,
replaced.
Right to
possess and
dispose of
moveable and
immoveable
property.

3. Section 5 of the said act is replaced by the following:

“**5.** The corporation shall have power to purchase, take by way of gift *inter vivos* or by will or otherwise acquire, possess, enjoy, improve, develop, turn to account and otherwise deal with, sell, exchange and otherwise dispose of moveable and immoveable property of whatsoever kind and wheresoever situate, provided always that the immoveable property held by the corporation for permanent purposes shall not exceed the annual value of seventy-five thousand dollars.”

10 Geo. V,
c. 139, s. 6,
replaced.
Right to
borrow, etc.

4. Section 6 of the said act is replaced by the following:

“**6.** 1. If authorized by by-law passed by the board of governors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members of the corporation called for considering such by-law, the board of governors may from time to time:

a. borrow money upon the credit of the corporation;
b. issue debentures or other securities of the corporation;

c. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;

d. mortgage, hypothecate, charge or pledge all or any of the moveable and immoveable property of the corporation to secure any such debentures or other securities or the repayment of any money borrowed or the performance of any other obligation of the corporation.

Delegation of
powers.

2. Any such by-law may provide for the delegation of such powers by the board of governors to such

officers or governors of the corporation to such extent and in such manner as may be set out in such by-law.

3. Nothing in this section contained shall limit or restrict the power of the corporation to borrow money on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.”

Bills of exchange, etc.

5. Section 7 of the said act is replaced by the following:

10 Geo. V, c. 139, s. 7, replaced.

“7. The corporation shall be composed of life members.”

Membership.

6. Section 8 of the said act is replaced by the following:

10 Geo. V, c. 139, s. 8, replaced.

“8. The following shall be life members:

Life members.

a. The United Church of Canada, Presbyterian and Anglican clergymen of the village of Melbourne and the town of Richmond and their successors in office; should it come to pass that any one or more of the said denominations has no clergyman in office in or for the village of Melbourne or the town of Richmond, the board of governors may from time to time appoint a clergyman of each such denomination to be a life member;

b. all donors to the corporation of one hundred dollars or upwards; and

c. persons elected life members at a meeting of the members of the corporation.

Any life member of the corporation may resign at any time by written resignation delivered to the corporation.”

Resignation.

7. Section 9 of the said act is replaced by the following:

10 Geo. V, c. 139, s. 9, replaced.

“9. Annual and special general meetings of the members of the corporation may be held from time to time in accordance with the by-laws of the corporation. At any such meeting whenever any matter is to be determined by ballot it shall be determined by a majority of the votes cast by the members, who may vote either in person or by proxy, and each member shall have one vote except that the person presiding at the meeting shall have a casting vote in case of an equality of votes.”

Meetings of the corporation.

10 Geo. V, c. 139, s. 10, replaced.
 Board of governors.

8. Section 10 of the said act is replaced by the following:

“**10.** The affairs of the corporation shall be managed and administered by a board of governors which may make or cause to be made for the corporation any description of contract which the corporation may enter into.”.

10 Geo. V, c. 139, s. 11, replaced.
 Composition of the board.

9. Section 11 of the said act is replaced by the following:

“**11.** The clergymen referred to in paragraph *a* of section 8 of this act shall *ex officio* be members of the board of governors. The remaining members of the board of governors, whose number and qualifications shall be fixed from time to time by the by-laws of the corporation, shall be elected annually from amongst the members of the corporation.”.

10 Geo. V, c. 139, s. 12, replaced.
 Representative and honorary governors, etc.

10. Section 12 of the said act is replaced by the following:

“**12.** The board of governors may appoint as representative governors any persons nominated by a municipality, society or other organization which has contributed to the funds of the corporation; and may also appoint as honorary governors, patrons or patronesses, such persons as it sees fit. Such representative or honorary governors, patrons or patronesses shall have the right to attend meetings of the corporation or of the board of governors, but shall have no right to vote thereat.”.

10 Geo. V, c. 139, s. 14, replaced.
 Power to make by-laws.

11. Section 14 of the said act is replaced by the following:

“**14.** The board of governors may from time to time make, repeal and amend by-laws of the corporation providing for the management and administration of the affairs of the corporation in all things; the drawing, making, acceptance, endorsement, discount, execution and issue of promissory notes, bills of exchange and other negotiable or transferable instruments; the appointment, functions, duties and removal of all agents, officers and servants of the corporation; the calling of meetings of the members of the corporation and of the board of governors, the time and place for the holding thereof, the quorum thereat, the requirements as to proxies, and the procedure in all things to

be followed thereat; the filling of vacancies which may occur in the board of governors; the manner in which the books of account of the corporation shall be kept and audited; and the appointment of an executive committee, a finance committee and all such other committees as it may deem necessary or desirable for the efficient management and administration of the affairs of the corporation, and every such committee shall have and may exercise all such rights and powers as the board of governors may delegate to it from time to time, and, unless otherwise provided by the board of governors, shall have the right to fix its quorum. Members of any such committee need not be members of the corporation.”.

12. Section 15 of the said act is replaced by the following: 10 Geo. V. c. 139, s. 15, replaced.

“**15.** The head office of the corporation shall be at the town of Richmond or at such other place in the Province of Quebec as the board of governors may determine from time to time. Whenever a change is made in the location of the head office, notice thereof shall be published in the *Quebec Official Gazette* and the change shall take effect on the date of the publication of such notice.”. Head office.

13. The provisions of this act, with the exception of section 6 hereof, shall be deemed to have taken effect on the 14th day of February, 1920; provided, however, that nothing heretofore done in accordance with any provision hereby amended or replaced shall be thereby invalidated. Retroactive effect. Proviso.

All the powers by this act conferred upon the board of governors of the corporation may be exercised by the board of governors now in office until the election of a new board of governors. Exercise of certain powers.

14. This act shall come into force on the day of its sanction. Coming into force.

