



CHAPTER 129

An Act to incorporate *L'Association professionnelle catholique des voyageurs de commerce du Canada*

[Assented to, the 8th of April, 1938]

WHEREAS Eugène Gibeau, Napoléon Latulippe, Elie ^{Preamble.}

Ducharme, Joseph E. Lusignan, Philias Chartier, all of the city of Montreal; Raymond Prud'homme, of the city of Outremont; J. W. Desjardins, Elie Rodier, Armand Taillon, L. St. Amour, Conrad Bock, Achille Bellemare, Charles E. Lavigne, all of the city of Montreal; J. A. Bernier, of the city of Outremont, all officers of the Central Council of *L'Association catholique des voyageurs de commerce du Canada* and Andréas Poulin, D. E. Marceau, Adrien Bouchard, J. M. Rochon, I. Rhéaume, L. Bédard, all of the city of Quebec, and officers or members of *L'Association catholique des voyageurs de commerce du Canada*, have, by their petition, represented:

That *L'Association catholique des voyageurs de commerce du Canada* is a civil corporation, without capital stock, incorporated on the 11th of November, 1921, by Federal letters patent, issued under the provisions of Part I of the Companies Act of Canada (R. S. C., 1927, chapter 27);

That the object of the association is the personal training of its members, grouped by regions within sections which have adhered to its general statutes and acquired the quality of an artificial person under the laws of this Province;

That many members of *L'Association catholique des voyageurs de commerce du Canada* and several from outside, wishing to provide for the defence of their interests, desire to be formed into professional syndicates;

That, in order to assure the rapid success of such organization, these travellers are appealing to *L'Association catholique des voyageurs de commerce du Canada*, stating that propaganda, already begun in the Province of Quebec by outside forces, renders the organization of such syndicates more urgent;

That, on account of its age, reputation, and its already constituted existence in the important centres of the Province, *L'Association catholique des voyageurs de commerce du Canada* constitutes, for the organizing of such a collection of syndicates, the most appropriate public body;

That in order to attain such objects, *L'Association catholique des voyageurs de commerce du Canada*, while retaining its regional groupings, has to create professional groupings, which its present constitution does not allow;

That the creation of a general corporation having under its jurisdiction regional groupings, and professional groupings of its members, each having civil personality, cannot be effected under the present laws of the Province;

Whereas the petitioners have, by their petition, prayed for the passing of an act incorporating them for the aforesaid purposes, under the name of *L'Association professionnelle catholique des voyageurs de commerce du Canada*, and it is expedient to grant such prayer;

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

Incorporation.

Name.

Corporate seat.

Acquiring, etc., of certain property, etc.

1. The petitioners above mentioned and all other persons who may hereafter become members are hereby incorporated under the name of *L'Association professionnelle catholique des voyageurs de commerce du Canada*, hereinafter referred to as "the general corporation".

2. The corporate seat of the general corporation shall be in the city of Montreal.

3. *L'Association professionnelle catholique des voyageurs de commerce du Canada* shall be entitled to acquire the moveable and immoveable property in general and all property of any kind or nature whatsoever, held by *L'Association catholique des voyageurs de commerce du Canada*, belonging to the latter, and to assume all the obligations of the latter, such acquisition to be made by notarial deed signed by the interested parties.

4. The general corporation shall have perpetual succession and all the powers, rights and privileges pertaining to ordinary civil corporations; in addition to the by-laws which may lawfully be adopted by a corporation, it may make by-laws:

a. For the maintenance of the honour and dignity of the association and discipline of its members;

b. To fix the conditions of admission, suspension, expulsion or resignation of its members, and the duties and rights of the latter;

c. To fix, if need be, the remuneration of members of the council and of its officers;

d. To organize within the purview of this act and upon the conditions specified herein the sections and syndicates hereinafter mentioned;

e. To determine the general duties of the sections and of the syndicates and of the officers of such sections and syndicates towards the general corporation and its officers.

5. The principal object of the general corporation shall be to secure for the class of travellers, insurance agents and for all those following an occupation similar to that of commercial travellers material living conditions which will conform to the requirements of equity and social justice and correspond to the full practice of their professional duties.

The general corporation shall also devote itself to secure as full a moral and cultural training as possible for its members, and to propagate its principles and ideal.

6. In order to realize its chief ends, the general corporation shall organize syndicates, as hereinafter mentioned. For the realizing of its spiritual ends and secondary objects, the general corporation shall adopt such means as it may deem expedient, provided that they conform with the religious belief of its members.

7. The general corporation shall consist of the following members:

a. Active;

b. Associate;

c. Honorary and benefactors;

The qualification required of the various members shall be determined by the by-laws of the general corporation in accordance with paragraph b of section 4 of this act.

SECTIONS

Division into
sections.

Sectional
name.

8. The general corporation shall be divided into sections, each of which, upon the conditions hereinafter mentioned, shall form a corporation under the name of "*La section de l'Association professionnelle catholique des voyageurs de commerce du Canada*".

Procedure
for sectional
incorpora-
tion.

9. 1. Ten or more members of the general corporation, residing in the same region, may draw up and sign a declaration stating their desire to be incorporated as a section.

2. Such declaration must indicate:

- a. the name of the sectional corporation;
- b. the full names and addresses of the signatories;
- c. their intention to be incorporated as a section under this act;
- d. the place where the sectional corporation will have its chief seat.

Authorization
by Lt.-G. in C.

3. The Lieutenant-Governor in Council may, on a petition accompanied by the declaration and the statutes of the sectional corporation and by a certificate from the general corporation giving its approval thereto, approve such statutes and authorize the incorporation of the signatories to the declaration and of such as may join or succeed to them, as a sectional corporation.

Notice of
such author-
ization.

4. Notice that such authorization has been granted must be published by the Provincial Secretary in the *Quebec Official Gazette* and filed by the applicants, after such publication, in the office of the Superior Court of the district in which the corporate seat of the sectional corporation is situated; and, from and after such publication and filing, the sectional corporation shall enjoy civil personality.

Publication,
etc.

5. The publication, filing and registration of the notice shall be at the expense of the general corporation.

Changing of
statutes.

6. Any change in the statutes must, before coming into force, be approved by the general corporation, deposited with the Provincial Secretary and approved by the Lieutenant-Governor in Council.

Statutes.

7. The statutes shall not derogate from law and must not contain anything contrary to public order.

Corporations
which may be
deemed incor-
porated under
this act.

10. The corporations presently existing under any act whatsoever of this Province, which are known as sections of *L'Association catholique des voyageurs de commerce du Canada* and which have adhered to the general statutes of

L'Association catholique des voyageurs de commerce du Canada, shall be deemed, for all lawful future purposes, to have been incorporated in virtue of this act, as soon as a petition to that effect to the general corporation has been accepted by the latter.

11. Each sectional corporation shall have the powers, Powers, etc. of sectional corporations. rights and privileges pertaining to ordinary civil corporations and, in addition to the by-laws which may be lawfully adopted by a corporation, it may make by-laws:

- a. To fix the conditions of admission, suspension, expulsion or resignation of its members;
- b. To fix, if need be, the remuneration of its officers and employees and define their duties and functions.

PROVISIONS APPLICABLE TO ALL THE CORPORATIONS

12. The general corporation and the sectional corporations shall each have a common seal bearing as inscription Common seal. its corporate name.

13. Any suit taken against the general corporation or Serving of suits. against a sectional corporation must be served, in the ordinary manner, at the office of the corporation, and the same shall apply as regards all other services which, according to the Code of Civil Procedure and the rules of practice, have to be made upon the party personally.

14. Each corporation may:

Powers of all corporations.

- a. Appear before the courts;
- b. Accept, acquire and possess, according to law, rights, moveables and immoveables, provided the annual revenue from the immoveables belonging to each corporation and possessed by it for revenue purposes does not exceed ten thousand dollars;
- c. Administer its property and draw the revenues thereof, rent, sell, exchange, cede and alienate the same in any way whatsoever, or otherwise dispose of same;
- d. Borrow monies on the credit of the corporation.

15. Each corporation must, when thereunto required Transmitting of statement to Lt.-G. in C. by the Provincial Secretary, transmit to the Lieutenant-Governor in Council a detailed statement of its property and of the immoveables possessed by it.

FEDERAL AND CENTRAL COUNCILS

Exercising of
powers by
two councils.

16. The powers hereby conferred upon the general corporation shall be exercised, partly by a council called "federal council" and partly by another council called "central council".

A.—FEDERAL COUNCIL

Composition
of federal
council.

17. The federal council shall consist of:

a. the delegates from the sectional corporations and delegates from the central council, the representation whereof shall be restricted to one-third of the total number of delegates from the sectional corporations;

b. The president of the central council who shall *ex officio* be a member of the federal council and cannot be appointed delegate;

c. the chaplain-director and his assistant.

Restriction.

18. The members of the central council hereinafter mentioned cannot be delegates of any sectional corporation to the federal council.

Representa-
tion in federal
council.

19. Every sectional corporation in good standing with the general corporation shall have the right to be represented in the federal council.

Idem.

20. Each sectional corporation shall be represented in the federal council by one or by two delegates, according as the sectional corporation has ten or fifty active members, and one additional delegate for every additional fifty active members, provided that all such active members be in good standing with the central council prior to the 1st of December in each year or, in any case, at least one month before the meeting of the federal council.

Right of
attendance
only.

21. Every member of the general corporation, not an official delegate, may attend the federal council but may not speak thereat unless requested by the president.

Meetings of
federal
council.

22. The federal council shall meet at least once a year, on the day fixed by the central council in the month of January or, if that be impossible, in the following month. It shall also meet when asked by three sectional corporations or by two-thirds of the members of the central council.

Powers con-
fined to fede-
ral council.

23. The powers conferred upon the general corporation by this act, which are of the exclusive jurisdiction of the federal council are the following:

- a. Voting the budget of the central council and fixing contributions, as stated in section 40 of this act;
- b. Adoption of the by-laws;
- c. Election of the officers of the central council;
- d. Appointment of auditors;
- e. Generally, all powers of a legislative nature.

B.—CENTRAL COUNCIL

24. The central council holds mandate from the federal council and consists of the chaplain-director and his assistant, the president, first vice-president, second vice-president, recording secretary and his assistant, treasurer and his assistant, corresponding secretary and his assistant and sixteen councillors and the retiring president. Composition, etc., of central council.

In addition, each sectional corporation may have a representative, as associate member, who shall be summoned to the meetings, without being obliged to attend and who can only speak thereat with the president's permission. The associate members shall have no other privileges. Associate members.

25. The elections of the officers of the central council shall be effected in accordance with the by-laws to that effect adopted by the general corporation. Elections of officers.

26. The central council shall exercise all the powers of an executive nature conferred upon the general corporation which are not reserved for the exclusive jurisdiction of the federal council. Powers of central council.

27. The president of the central council shall be the president of the general corporation *ex officio*. President.

28. The present officers of *L'Association catholique des voyageurs de commerce du Canada* shall, as soon as such association shall have been absorbed by the general corporation created by this act, be deemed for all lawful purposes, to be the officers of the said general corporation and shall remain in office until the date of expiry of their original mandate. Term of office, etc., of present officers.

SECTIONAL CORPORATIONS

29. The sectional corporations shall be governed and administered according to the rules adopted by them in conformity with the powers conferred upon them by this Administration, etc., of sectional corporations.

act, and they shall have full autonomy in everything not contrary to the spirit and purpose of the general corporation and to the powers and rights conferred upon the latter by this act.

By-laws.

30. The by-laws of any sectional corporation must not conflict with the by-laws of the general corporation.

Expulsion
from general
corporation
in certain
case.

31. In the case where a sectional corporation does not comply with the by-laws of the general corporation, the central council shall send it, by registered letter, a demand in writing that it conform thereto, and upon the refusal of the said sectional corporation to obey such demand the case shall be submitted to the federal council which shall have the right to expel the said sectional corporation from the general corporation upon a motion presented according to the by-laws and adopted by two-thirds of the members present.

How sectional
corporations
governed.

32. The sectional corporations mentioned in section 10 of this act shall be governed:

a. By their present by-laws which shall remain in force in so far as they do not conflict with the provisions of this act;

b. By their present officers, whose term of office shall expire on the day on which their original mandate would end.

SYNDICATES

Constituting
of professional
syndicates.

33. The members of the general corporation who carry on the same occupation to which the interests to be defended or promoted are common, for example, travellers in shoes, travellers in candies, insurance agents, bond salesmen, etc., shall constitute, when grouped into one of the classes fixed by the central council, so many distinct corporations known under the name of "Professional Syndicate of"

Prior formalities, etc.

34. Such syndicates, however, may not exist unless a petition to that effect from the general corporation, accompanied by the statutes of the syndicate, has been presented to and approved by the Lieutenant-Governor in Council and unless the formalities contemplated in subsections 4, 5, 6 and 7 of section 9 of this act have been fulfilled.

Optional
membership.

35. The members of the general corporation shall not be obliged to be members of the syndicates.

36. The classification of the members of the general corporation into various syndicates shall be made by the central council. Classification.

37. The syndicates shall be administered by a council elected, according to the by-laws established to that effect, and, as long as they wish to remain affiliated to the general corporation, they shall be subject, as to their public or official acts, to the approval of the central council. Administering of syndicates.

38. Any syndicate created under this act may, by the vote of the absolute majority of its members and in following the formalities prescribed by this act for an amendment to its statutes, decide to discontinue its affiliation to the general corporation, and, from and after such decision and the accomplishment of the said formalities, such syndicate shall continue to have civil personality and shall be deemed, for all lawful purposes, to have been created under the Professional Syndicates Act (Revised Statutes of Quebec, 1925, chapter 255 and its amendments), to which it shall be subject. Discontinuing of affiliation to general corporation.

39. The provisions of the Professional Syndicates' Act (Revised Statutes of Quebec, 1925, chapter 255), as amended from time to time, shall apply to the syndicates created by this act, except where derogated from by this act. Provisions applicable to syndicates.

CONTRIBUTIONS AND ASSESSMENTS

40. Every year, before the first day of November, all the sectional corporations must remit to the central council an assessment for each of their active members, the number of the latter being determined by the declaration used as a basis for representation in the federal council. A like assessment shall be fixed by the said federal council but must not exceed ten dollars for each active member. Remitting of assessments.

41. The federal council may, by the vote of two-thirds at least of its members present, impose, in addition, upon every sectional corporation, special contributions to help in the financial carrying on of the general corporation and according to the needs of such corporation. Imposing of special contributions.

LIQUIDATION

42. In the event of the extinction of the general corporation or of any sectional corporation created under this act, the property thereof shall devolve, after payment of Disposal of property in event of extinction.

its debts, to the work named by the Bishop of the Roman Catholic diocese in which the corporate seat of such corporation is situated. The formalities contemplated in articles 371 to 373j, inclusively, of the Civil Code of the Province of Quebec, shall govern, in so far as applicable, the liquidation of the affairs of such corporation.

Coming into
force.

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