

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

**1.** The first paragraph of section 1 of the act 60 Victoria, 60 Viet., c. chapter 89, is replaced by the following paragraph: 89, s. 1, am.

“**1.** A corporation is hereby constituted in the town of Incorpora-  
Salaberry de Valleyfield, in the county and district of tion.  
Beauharnois, under the name of the “Seminary of Valley-Name.  
field”, which shall consist of the Roman Catholic Bishop of  
Valleyfield, of a superior and of not more than six other  
priests as directors, all residing in the diocese of Valley-  
field.”

**2.** The deed of agreement and undertaking between the Deed of  
said corporation of the College of Valleyfield and the school agreement,  
commissioners of the municipality of Salaberry de Valley- ratified, etc.  
field, passed on the 28th of August, 1924, before J. Donat  
Salomon Tremblay, notary, of Valleyfield, under the num-  
ber 4149 of his minutes, is ratified and confirmed for all  
legal purposes.

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

## C H A P. 122

### An Act to incorporate Lower Canada College

*[Assented to, the 4th of March, 1925]*

**W**HEREAS the St. John's School Company, of Mon-Preamble.  
treal, a body politic, hereinafter referred to as the “old  
corporation”, incorporated by Letters Patent issued of  
date September 17th, 1908, under the Quebec Companies'  
Act, 1907; Charles S. Fosbery, master of arts, school-  
master, of Montreal; the Old Boys Association of Lower  
Canada College Incorporated; Brooke Claxton, advocate;  
Frank S. B. Heward, engineer; Allan M. Mitchell, manu-  
facturer, and Harry O. Young, sales manager, all of the  
city of Montreal, have by their petition represented:

That since the year 1909 the old corporation has, under  
the headmastership of the said Charles S. Fosbery, con-  
tinuously conducted a school for boys under the name of  
Lower Canada College;

That the old corporation has acquired and owns certain  
immoveable properties in Notre-Dame-de-Grâces ward, in

the city and district of Montreal, consisting of the immovables hereinbelow mentioned, with the buildings thereon erected, and known as Lower Canada College, together with their furnishings and the other moveables garnishing the premises;

That in order that the school may be carried on as a corporation without a view to personal gain, all the shareholders of the old corporation are desirous that the old corporation should transfer all its assets and rights to the corporation hereby constituted (hereinafter referred to as the "new corporation") and that the new corporation should assume all the obligations and liabilities of the old corporation;

That, on the creation of the new corporation as prayed for, the old corporation will have no further reason for existence and, with the consent of all its shareholders, desires to surrender its charter and to be dissolved;

That in the year 1920 a memorial gymnasium was built upon part of the land belonging to the old corporation, which was paid for by means of subscriptions made to a board of trustees upon the understanding that such gymnasium was intended for the present and future use of the school known as Lower Canada College, and such board is desirous of transferring the ownership of the memorial gymnasium to the new corporation;

That the Montreal Trust Company, being the creditor of a loan secured by hypothec upon part of the immovable property, hereinafter described, has consented to the transfer to the new corporation of the property so hypothecated and to the release of the old corporation;

That the said school is exempt from the payment of municipal and school taxes;

That it is desirable and in the interests of education in the Province that a corporate body be formed for the purpose of acquiring the property and assets and assuming the liabilities and obligations of the St. John's School Company of Montreal, and of maintaining and conducting a school for boys or girls, or for both boys and girls, without pecuniary gain as its object, and in order that the said Lower Canada College, or a school of a similar character or other name, should be maintained as a school for the education of boys or girls or for both boys and girls; and that legislation be passed to give effect to the transfer and gift by the said Charles S. Fosbery and to make provision for himself and relatives; and to obtain the dissolution of the old corporation and the surrender of its charter; and the transfer of the memorial gymnasium to the new corporation;

Whereas the said petitioners have prayed for the passing of an act to that effect; and

Whereas 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:

**1.** Brooke Claxton, advocate; Frank S. B. Heward, <sup>Incorporation.</sup> engineer; Allan M. Mitchell, manufacturer; and Harry O. Young, sales manager, all of the city and district of Montreal, and such other person or persons as may hereafter become members of the new corporation under the provisions hereof, shall be and are hereby constituted a body corporate and politic without pecuniary gain as its object under the name of "Lower Canada College", and shall have <sup>Name,</sup> perpetual succession and a common seal, and may contract <sup>powers, etc.</sup> and be contracted with, and sue and be sued.

**2.** All the property and rights, moveable and immoveable, <sup>Property, etc., vested in new corporation.</sup> wheresoever situated, of the old corporation are hereby vested in the new corporation, including, but without in any way limiting the foregoing, the immoveables known and designated under the subdivision numbers 325, 326, 327, 328, 329, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 345a, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, and 376 of lot bearing cadastral number 170, and lots 2, 3, 4, 5, 6 and 7, and the un-resubdivided part of subdivision 314 of the lot bearing cadastral number 171, all on the official plan and book of reference of the parish of Montreal (the said subdivision No. 345a of lot bearing cadastral No. 170 and all the parts mentioned of subdivision 314 of lot bearing cadastral number 171, subject to a hypothec in favour of the Montreal Trust Company securing its loan to the said company), with the buildings thereon erected; together with their furnishings and the other moveables garnishing the premises; and the new corporation shall henceforth be liable for and bound by the obligations and liabilities of the said old corporation.

**3.** The old corporation is hereby dissolved.

Old corporation dissolved.

**4.** The new corporation shall have power:

Powers of corporation.

(a) To maintain and conduct in Montreal or elsewhere a school for boys or girls or for boys and girls, as a boarding or day school or both boarding and day school, under the name of Lower Canada College, or other name, and to affiliate or amalgamate with any other educational,

scientific, musical, artistic or athletic institution on such terms and conditions as the corporation may see fit;

(b) To employ and remunerate a headmaster and masters and all officers, agents, servants and employees of the corporation, and to establish or provide, for the benefit of any or all of them, pensions, pension funds, retiring allowances and sick benefits;

(c) To provide prizes in kind or money, scholarships or bursaries or tuition or board, either free or at reduced rates, or other benefits for scholars or pupils;

(d) To acquire by purchase, gift, devise, bequest, exchange or any other legal title, and to hold, possess, use, enjoy, lease, mortgage, hypothecate, sell, exchange, alienate, or otherwise dispose of any land, or interest in land, and other immovable property, buildings, servitudes and rights, useful or desirable for the purpose of the corporation, and to maintain, construct, alter and improve the same;

(e) To acquire by any legal title, hold, possess, pledge, sell, exchange, alienate or otherwise dispose of moveable property of all kinds, including the shares, debentures, bonds and notes of other corporations;

(f) To accept and receive gifts, whether *inter vivos* or by will, of property, moveable and immovable, and subscriptions, donations or endowments of all kinds;

(g) To invest the monies of the corporation in any manner deemed best, and to vary and change investments;

(h) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable and transferable instruments;

(i) To borrow money for the purposes of the corporation; to create and issue bonds, debentures or debenture stock, and issue, pledge or sell the same for such sums or consideration and at such prices as may be deemed expedient; to secure any loan or any such bonds, debentures or debenture stock by hypothec, mortgage, or pledge of the whole or any part of the corporation's immovable or moveable property, or both, by trust deed;

(j) To hypothecate or pledge the immovables, or give in pledge, or otherwise affect with any charge whatsoever, the moveables of the corporation, or give these various kinds of security to assure the payment of any loans made otherwise than by the issue of bonds, as well as the payment or execution of other debts, contracts or agreements of the corporation;

(k) To publish, buy, and sell school books and stationery, pamphlets, text books and other publications in any way conducive to the advancement of the objects of the corporation;

(l) To advertise the corporation and its undertakings and purposes;

(m) To exercise all powers implied or to be implied from the foregoing, and to do all things not contrary to law which are calculated to promote the interests of the corporation, its employees or pupils, or of the general public, in an educational, scientific, musical, artistic or athletic way.

**5.** The said new corporation shall have the power to make by-laws and regulations concerning the management and conduct of the affairs, monies, effects and property of the corporation, the government of the institution, and election and qualification and expulsion of members, the number, election, qualification and term of office of governors, the studies, lectures, exercises and religious observances of the scholars and pupils, the fees payable by them, the qualification, appointment, residence and removal of the headmaster, masters, officers, agents and servants of the corporation, their salaries and emoluments, and touching and concerning any other matter or thing which to the said corporation may seem good, fit or useful for the institution. <sup>Additional powers.</sup>

**6.** The affairs of the new corporation shall be managed by a board of not more than fifteen and not less than three governors, who shall administer the affairs of the corporation in all things and may make or cause to be made for it, in its own name, any kind of contract that it may lawfully enter into, and may exercise any of the powers conferred upon the corporation by sections 4 and 5 of this act, except such of these powers, as the corporation may by by-laws provide, shall be exercised only with the approval of the members of the corporation. <sup>Management.</sup>

**7.** The corporation may be dissolved and its affairs wound up, if a resolution for that purpose is passed by two-thirds of the members for the time being, and if, during his connection with the school as Headmaster, the said Charles S. Fosbery shall consent thereto. In the event of such a resolution being passed and consented to, a liquidator or liquidators shall be appointed by the same or like resolution, and, after discharge of or provision for all the debts and obligations of the corporation, any surplus assets shall be devoted to educational objects, selected by vote of the majority of the members at the time of the passing of such resolution, and, after the passing thereof, the said corporation shall, except for the purpose of being wound up, be dissolved and its power at an end. <sup>Dissolution by resolution.</sup>

**8.** The said Brooke Claxton; Frank S. B. Heward; Allan M. Mitchell and Harry O. Young shall be the first board of governors, and, as such, they, or, in the event of their failure to act, their successors appointed by the remaining governors, may exercise all the powers hereby conferred upon such corporation or governors, but they shall, within six months after the passing of this act, convene a meeting of the corporation for the purpose of adopting by-laws and appointing a board of governors.

**9.** The new corporation is empowered to enter into a contract with the said Charles S. Fosbery by which he may be appointed Headmaster of the said school at a salary to be determined and a pension to be paid to him should he retire and to certain of his relatives after his death, and to secure such salary and pension by hypothec upon the immoveable property of the corporation, with power to the said new corporation to delegate to the said Charles S. Fosbery as such Headmaster such of the powers of the new corporation as it may deem expedient, except those of alienating and hypothecating its immoveable property, ceasing to carry on the school and regulating the organization and conduct of the new corporation in matters which do not relate to the management and administration of the school.

**10.** The registrar for the division of Montreal is hereby authorized to register this act.

**11.** The ownership of the memorial gymnasium erected upon the property of the St. John's School Company of Montreal is vested in the new corporation, and the board of trustees in which the ownership of the memorial gymnasium was vested are relieved from the trust implied in the terms of subscriptions given for building the gymnasium.

**12.** The new corporation shall be governed by Part III of The Quebec Companies' Act, 1920, insofar as applicable.

**13.** The head office of the said corporation shall be in the city and district of Montreal.

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