

C H A P. 112

An Act to incorporate The Study Corporation

[Assented to, the 29th of December, 1922]

Preamble.

WHEREAS Margaret Gascoigne, spinster, of the full age of majority and enjoying civil rights; David N. C. Hogg, manager; James Colin Kemp, engineer; William Leggat, broker; Ernest A. Macnutt, treasurer; George C. McDonald, chartered accountant; Percy E. Nobbs, architect; Dame Ellen M. Peck, widow of T. Esmond Peck; Gilbert S. Stairs, advocate; and Robert O. Sweezy, engineer, all of the city and district of Montreal, in the Province of Quebec, have by their petition represented that it is desirable in the interests of education in this Province, and particularly in the said city of Montreal, that a corporate body should be formed for the purpose of acquiring, maintaining and conducting the school for girls at present conducted by the said Margaret Gascoigne at Seaforth Avenue, in the said city, with all appropriate powers and rights but without pecuniary gain as its object, and in order that the said school, or one of a generally similar character, should be permanently maintained as a school or seminary for the elementary and higher education of girls, and in order to obtain perpetual duration and other advantages of corporate organization; and 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:

Incorporation of "The Study Corporation."

1. The persons named in the preamble to this act, and such other person or persons as may hereafter become associated with them under the provisions hereof, shall be and they are hereby constituted a body corporate and politic by the name of "The Study Corporation", and by such name shall have perpetual succession and a common seal, and may contract and be contracted with, sue and be sued, implead and be impleaded, and answer and be answered.

Powers of the corporation.

2. The said corporation shall have power:

(a) To acquire for such price and upon such conditions as may be agreed upon between the said Margaret Gascoigne and the corporation, and to maintain and conduct, as a boarding or day school, or as both combined, on the property situated on the northwest corner of Seaforth Avenue

and Cote des Neiges Road, in Montreal, or elsewhere, the school or seminary for the elementary and higher education of girls now conducted by the said Margaret Gascoigne, and to affiliate or amalgamate with any other school or educational, musical or artistic institution on such terms and conditions as the corporation may deem fit;

(b) To employ and remunerate a principal and assistant teachers and all 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, without license in mortmain, lease, mortgage, hypothecate, sell, exchange, alienate or otherwise dispose of any land, or interest in land, and any immoveable property, buildings, servitudes or rights, useful or desirable for the purposes of the corporation, and to construct, alter and improve buildings useful or desirable for such purposes, the whole in conformity with the provisions of article 6113 of the Revised Statutes, 1909;

(e) To acquire by any legal title, hold, possess, pledge, sell, exchange, alienate or otherwise dispose of moveable property of all kinds, useful or desirable for the purposes of the corporation;

(f) To accept and receive gifts of money or securities and subscriptions, donations or endowments of all kinds;

(g) To invest the moneys 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 and 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, and 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 immoveable or moveable property, or both, by trust deed, in accordance with articles 6119*b* and 6119*c* of the Revised Statutes, 1909;

(j) To hypothecate or pledge the immoveables, 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 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 or artistic way.

Property and revenues of the corporation.

3. All property acquired and all revenues received shall be the exclusive property of the corporation, and shall be used solely for the purposes of the corporation. No member shall be liable upon or for any contract, debt or obligation of the corporation.

Power of the corporation to make by-laws and regulations.

4. The said corporation shall have the power to make by-laws and regulations concerning the management and conduct of the affairs, moneys, effects and property of the corporation, the government of the institution, election and qualification and expulsion, if any, of members, 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 principal, teachers, officers, agents, 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.

Board of governors.

5. The affairs of the corporation shall be managed by a board of not more than nine and not less than three governors, who shall be entitled to exercise all rights of election and expulsion of members and administer the affairs of the corporation in all things and may make or cause to be made for it, in its name, any kind of contract that it may lawfully enter into, and may exercise any of the powers conferred upon the corporation by section 4 of this act, which may, by by-law of the said corporation, be delegated to them.

Members of the corporation.

6. The said corporation shall consist of not more than twenty-five members, subject to increase or decrease of that number, from time to time, by resolution of the said corporation passed by the vote of at least a majority of the members for the time being. Additional members may be added or members may resign or be removed or ex-

Additional members.

pelled in accordance with the provisions of this act and any by-laws made hereunder.

Members desiring to withdraw from the corporation shall deliver their resignations in writing to the secretary of the corporation, and, upon acceptance thereof by resolution of the board of governors, members so resigning shall *ipso facto* cease to be members and shall cease to have any right to or interest in the corporation or its property. Resignation of members.

Membership in the corporation and all rights to or interest in the corporation or its property, shall cease upon a member dying, becoming interdicted, or removing his residence permanently from the Province of Quebec (unless, in the last event, membership be specially continued by resolution of the governors). When membership to cease.

The number of members shall not be allowed to fall below ten, but should it, by reason of death, resignation or otherwise, fall below ten, the corporation shall not thereby be dissolved, but it shall be the duty of the governors to elect sufficient new members to fill any vacancy or vacancies. Minimum number of members.

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. In the event of such a resolution being passed, 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 powers at an end. Dissolution of the corporation; procedure thereto.

8. The said William Leggat, Ernest A. Macnutt, George C. McDonald, Dame Ellen M. Peck and Gilbert S. Stairs shall be the first or provisional board of governors, and, as such, they 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. Provisional board of governors. First meeting.

9. The said corporation shall be governed by Part III of The Quebec Companies' Act, 1920, in so far as applicable. Provisions applicable.

Head office. **10.** The head office of the said corporation shall be in the city and district of Montreal.

Coming into force. **11.** This act shall come into force on the day of its sanction.

C H A P. 113

An Act to incorporate The Quebec Golf Club

[Assented to, the 29th of December, 1922]

Preamble. **W**HEREAS The Quebec Golf Club has, by its petition, represented that it was incorporated as a club under the provisions of the Revised Statutes, 1888, articles 5487 and following; and that it is in the interest of the club that it be granted incorporation under Part III of The Quebec Companies' Act, 1920, and prays accordingly; and further prays for the enactment as part of its charter of the divers provisions hereinafter set out, in view of the consent of the municipality of the village of Boischatel with respect to the valuation for the purposes of the municipal taxation of the club's properties to be situate in that municipality; 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:

The Quebec Golf Club, incorporated. **1.** The Quebec Golf Club, as now existing in virtue of an incorporation effected under the Revised Statutes, 1888, article 5487, is constituted a corporation, and the provisions of Part III of The Quebec Companies' Act, 1920, shall govern said corporation.

Property, etc. **2.** The property, assets, rights, liabilities and obligations now existing shall attach to the new corporation and shall continue.

Head office. **3.** The head office of the club shall be in the city of Quebec. The location of the same shall be fixed as provided in the Revised Statutes, 1909, article 5976.

Objects of the club. **4.** The objects of the club shall be to own and maintain for the use and benefit of its members suitable grounds for the purposes of golf and other outdoor exercises, together with a club-house, out-buildings and accessories.