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# NATIONAL ASSEMBLY OF QUÉBEC

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FIRST SESSION

FORTY-THIRD LEGISLATURE

Bill 212  
(Private)

**An Act to amend the Act to  
incorporate Foyer Wales—  
The Wales Home**

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**Introduction**

**Introduced by  
Mr. André Bachand  
Member for Richmond**

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## **Bill 212**

(Private)

### **AN ACT TO AMEND THE ACT TO INCORPORATE FOYER WALES–THE WALES HOME**

AS Foyer Wales–The Wales Home was incorporated on 14 February 1920 by the Act to incorporate Foyer Wales–The Wales Home (1920, 10 George V, chapter 139), amended by the Act to amend the charter of The Wales Home (1941, 5 George VI, chapter 92) and the Act to amend the Act to incorporate The Wales Home (2009, chapter 77);

AS Foyer Wales–The Wales Home is a non-profit legal person with, in particular, a social purpose and whose object is to operate a private seniors' residence;

AS Foyer Wales–The Wales Home wishes to be continued as a legal person governed by Part III of the Companies Act (chapter C-38) or by any other law designated at a meeting called for that purpose by the directors of Foyer Wales–The Wales Home;

AS the constituting act of Foyer Wales–The Wales Home does not provide that the corporation may be continued under another legal status;

#### **THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:**

**1.** The Act to incorporate Foyer Wales–The Wales Home (1920, 10 George V, chapter 139), amended by the Act to amend the charter of The Wales Home (1941, 5 George VI, chapter 92) and the Act to amend the Act to incorporate The Wales Home (2009, chapter 77), is again amended by inserting the following sections after section 16:

**“16.1.** In addition to being continued under section 221 of the Companies Act (chapter C-38), the corporation may be continued as a legal person governed by any other Act of Québec.

**“16.2.** The corporation may, if so authorized by its members and by the enterprise registrar, apply to the appropriate authority of a jurisdiction other than Québec requesting that the corporation be continued as if it had been constituted under the laws of that other jurisdiction, if those laws allow such a continuance.

**“16.3.** The board of governors shall prepare a plan of continuance that contains the provisions necessary to complete the continuance and to ensure the management and organization of the corporation. The plan of continuance shall provide, in particular,

- (1) the juridical form and the Act which will govern the corporation;
- (2) the constitution of the corporation’s capital, if applicable, and the rights attached to the shares making up the capital;
- (3) a proposal for the corporation’s articles, for any other constituting act and for its operating rules; and
- (4) any amendments to the rights of the members of the corporation and, in respect of those rights,
  - (a) the manner in which they are to be converted into rights in shares or debt obligations issued by the corporation as well as the rights and, if applicable, restrictions attached to those shares or obligations; and
  - (b) the amount of money or any other form of payment that the members of the corporation are to receive, if applicable, in addition to or instead of those shares or obligations.

**“16.4.** If the corporation is continued as a business corporation, the plan of continuance must provide that the property which, in the case of dissolution, would have been delivered to a group sharing objectives similar to those of the corporation be delivered to such a group or that corporation shares be issued to the group as consideration for that property.

**“16.5.** The board of governors shall submit the plan of continuance to the members of the corporation for approval.

A copy or summary of the plan of continuance must be attached to the notice calling the meeting.

**“16.6.** The members of the corporation shall approve the plan of continuance by a resolution of at least two-thirds of the votes. By that resolution, the members also authorize a director or an officer of the corporation to sign the documents required for its continuance.

**“16.7.** To obtain the authorization of the enterprise registrar, a request for authorization must be filed with

- (1) a declaration, signed by the director or officer authorized to sign it, attesting that the members of the corporation will not suffer prejudice as a result of the continuance;

(2) a certified copy of the members' resolution authorizing the corporation to apply for continuance;

(3) any other document the enterprise registrar may require; and

(4) the fee set out in the Act respecting the legal publicity of enterprises (chapter P-44.1).

**“16.8.** The enterprise registrar shall grant a request for authorization if

(1) the corporation shows in the request that, once continued, it will remain a legal person, retain its rights and obligations as such and remain a party to any judicial or administrative proceeding to which it is a party; and

(2) the corporation has complied with its obligations under the Act respecting the legal publicity of enterprises (chapter P-44.1).

**“16.9.** The enterprise registrar shall issue an authorization certificate to the corporation if the enterprise registrar authorizes its continuance.

**“16.10.** In the case of continuance under section 16.2, the enterprise registrar shall, on receipt of a document from the appropriate authority of a jurisdiction other than Québec attesting the continuance of the corporation under those laws, deposit the document in the enterprise register.

The enterprise registrar shall issue a certificate of discontinuance attesting that the corporation is continued under the laws of that other jurisdiction, stating the date shown on the document received from the authority. The enterprise registrar shall deposit the certificate in the enterprise register and send a copy to the corporation.

**“16.11.** This Act ceases to apply to the corporation as of the date shown on the certificate of continuance or, as the case may be, the certificate of discontinuance issued by the enterprise registrar.”

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





