



BILL NO. 139

Private Bill

*4th Session, 61st General Assembly
Nova Scotia
61 Elizabeth II, 2012*

**An Act to Amend Chapter 141
of the Acts of 1918,
An Act to Amend and Consolidate
the Acts Respecting the Sisters of Saint Martha**

CHAPTER 70
ACTS OF 2012

**AS ASSENTED TO BY THE LIEUTENANT GOVERNOR
DECEMBER 6, 2012**

The Honourable Maurice Smith
Antigonish

*Halifax, Nova Scotia
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**An Act to Amend Chapter 141
of the Acts of 1918,
An Act to Amend and Consolidate
the Acts Respecting the Sisters of Saint Martha**

Be it enacted by the Governor and Assembly as follows:

1 Sections 1 to 4 of Chapter 141 of the Acts of 1918, *An Act to Amend and Consolidate the Acts Respecting the Sisters of Saint Martha*, are repealed and the following Sections substituted:

- 1 In this Act, unless the context otherwise requires,
 - (a) “Congregation” means the Congregation of the Sisters of St. Martha of Antigonish;
 - (b) “Corporation” means the corporation of the Sisters of Saint Martha constituted and continued by this Act;
 - (c) “original corporation” means the corporation of the Sisters of Saint Martha constituted by the Chapter 183 of the Acts of 1907, *An Act to incorporate the Sisters of Saint Martha*;
 - (d) “qualified donee” has the same meaning as in subsection 248(1) of the *Income Tax Act* (Canada);
 - (e) “rule” includes a by-law and regulation.
- 2 The Corporation consists of the members of the Congregation.
- 3 The objects of the Corporation are
 - (a) the relief of poverty, including by
 - (i) providing for the members of the Congregation, during their lifetimes, all of whom have taken a vow of poverty,
 - (ii) working towards the alleviation of poverty by visiting, counselling, consoling and companioning persons who are disadvantaged or who live in poverty, and
 - (iii) providing resources, through qualified donees, for basic needs of persons living in poverty or victims of disasters in Canada and in developing nations;
 - (b) the advancement of education, including by
 - (i) advancing education and the development of persons through leadership, teaching and providing scholarships, bursaries, awards and other forms of assistance through the institutions of qualified donees that they are attending, and
 - (ii) advancing education of the public about social justice, environment and sustainability issues;
 - (c) the advancement of religion, including by

(i) maintaining and supporting a place of worship, at the Corporation's Motherhouse or other facilities, and retreat centres, with services conducted in accordance with the tenets and doctrines of the Roman Catholic faith,

(ii) operating and maintaining formation residences and a program for the spiritual development of new members of the Congregation,

(iii) advancing the Roman Catholic faith and providing spiritual leadership to the faithful through the operation and maintenance of retreat centres, through spiritual direction and counselling and through the provision of resources to spiritual and religious care departments in hospitals and nursing homes,

(iv) providing hospitality in the Corporation's facilities to those who desire healing and spiritual renewal, and

(iv) advancing the Roman Catholic religion by collaborating and sharing resources with other religious congregations and groups working for the advancement of religion; and

(d) other purposes beneficial to the community, including by

(i) providing counselling and support services to promote physical health and emotional and spiritual well-being of communities,

(ii) assisting persons with addiction issues, involving either themselves or other persons in their families, and to provide follow-up support and guidance, and

(iii) continuing to promote charitable activities by the direct participation of members in charitable activities and through financial donations to qualified donees.

4 (1) Subject to this Act, the Corporation has the capacity, rights, powers and privileges of a natural person necessary to carry out its objects in accordance with this Act.

(2) The Corporation's powers include the power to

(a) acquire by way of deed, grant, gift, purchase or bequest, devise or otherwise, real and personal property, enter into any agreements, contracts or undertakings incidental thereto, and apply such property to the realization of the objects of the Corporation;

(b) buy, build, own, hold, lease, mortgage, sell or otherwise convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Corporation;

(c) borrow money and raise or secure the payment of such money by the issue of mortgages, debentures or promissory notes, bonds or otherwise, and enter into any agreements, contracts or undertakings incidental thereto as may be necessary in carrying out the objects of the Corporation;

(d) lend assets and enter into any agreements, contracts or undertakings incidental thereto, and demand, claim and collect by process of

law all amounts of money due to the Corporation, if the loans are consistent with the objects of the Corporation and reasonable, prudent and cautious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;

(e) convey or transfer by way of gift, or sell, mortgage, lease, convey or otherwise dispose of real or personal property without consideration or without full consideration, if the real or personal property is transferred to another religious, educational or charitable corporation, association, foundation, order or entity that the Corporation determines has religious, educational or charitable objects or purposes similar to those of the Corporation;

(f) invest and re-invest the funds of the Corporation in the manner determined by the Corporation;

(g) employ and pay such employees and personnel, maintain such offices and other facilities and incur such reasonable expenses as may be necessary;

(h) draw, make, endorse, execute and issue cheques and other negotiable or transferable instruments;

(i) co-operate, liaise and contract with other charitable organizations, institutions or agencies that carry on objects similar to those of the Corporation;

(j) make, amend and repeal by-laws respecting the conduct, control and management of its affairs and the attainment of its objects and any purpose incidental to its objects;

(k) exercise its operations as a corporation in and outside the Province;

(l) amalgamate with any company or other body of persons; and

(m) do all things ancillary and incidental to the attainment of the objects of the Corporation.

(3) In making investments pursuant to clause (2)(f), the directors are not limited to investments authorized by law for trustees if the investments are reasonable, prudent and cautious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest.

2 Section 5 of Chapter 141 is amended by striking out “the purposes of a training school for nurses, hospitals, orphanages, infants’ homes, infirmaries, sanatoria, reformatories, refuges and other charitable and eleemosynary institutions” in the third to seventh lines and substituting “educational, charitable or religious uses”.

3 Sections 9 and 10 of Chapter 141 are repealed and the following Sections substituted:

9 (1) The Corporation shall have a Board of Directors consisting of the President, Vice-president, Secretary and Treasurer of the Corporation and not fewer than two other directors.

(2) The General Superior, Assistant General Superior and General Councillors elected at a General Chapter of the Congregation are *ex officio* the President, Vice-president and directors of the Corporation, respectively, and hold office until the next General Chapter of the Congregation.

(3) The General Superior shall, with the consent of the General Council, appoint a General Secretary and a General Treasurer from among the members of the Congregation, who are *ex officio* the Secretary and the Treasurer of the Corporation, respectively.

(4) The President, Vice-president, Secretary and Treasurer of the Congregation are the officers of the Corporation.

(5) The Corporation shall not pay any remuneration to the members of the Board of Directors for acting in any capacity whatsoever.

10 The Board of Directors may exercise the powers of the Corporation.

4 Section 13 of Chapter 141 is repealed and the following Section substituted:

13 Any deed, mortgage, lease or other conveyance of land made by the Corporation under the authority of this Act shall be under the seal of the Corporation and signed by the President or Vice-president and by the Secretary or Treasurer of the Corporation, in the presence of a witness.

5 Sections 17 to 21 of Chapter 141 are repealed and the following Sections substituted:

17 To be effective, the approval by a majority of two thirds of the members of the Board of Directors is required for by-laws, resolutions and decisions of the Board pertaining to

- (a) the amendment of this Act or the by-laws of the Corporation;
- (b) the changing of the method of election or appointment of members of the Board of Directors or officers of the Corporation;
- (c) the appointment of the auditor of the Corporation;
- (d) the setting of financial policies;
- (e) the disposal, transfer or alienation of property owned by the Corporation; or
- (f) the dissolution of the Corporation.

18 In the event of the dissolution or winding up of the Corporation, the Board of Directors shall direct to which of the following the Corporation's assets that remain after payment of its liabilities are to be distributed, taking into account the following order of priority:

- (a) Sophia Provident Fund Inc.;
 - (b) a successor to the Congregation that is operating in Canada;
 - (c) a qualified donee that is operating in Canada and has, in the opinion of the Board of Directors, a mission that is similar to that of the Congregation;
 - (d) a qualified donee that is operating in Canada.
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