



1ST SESSION, 40TH LEGISLATURE, ONTARIO
61 ELIZABETH II, 2012

Bill Pr9

**An Act to amalgamate The Sisters of St. Joseph of Hamilton,
The Sisters of St. Joseph of the Diocese of London, in Ontario,
The Sisters of St. Joseph of the Diocese of Peterborough in Ontario and
Sisters of St. Joseph for the Diocese of Pembroke in Canada**

Mr. Leal

Private Bill

1st Reading October 3, 2012

2nd Reading

3rd Reading

Royal Assent

Printed by the Legislative Assembly of Ontario



EXPLANATORY NOTE

The purpose of the Bill is set out in the Preamble.

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Preamble

The Sisters of St. Joseph of Hamilton, The Sisters of St. Joseph of the Diocese of London, in Ontario, The Sisters of St. Joseph of the Diocese of Peterborough in Ontario and Sisters of St. Joseph for the Diocese of Pembroke in Canada have applied for special legislation to amalgamate into one corporation.

The applicants represent as follows:

1. Sisters of St. Joseph of the Diocese of Hamilton was incorporated on December 30, 1879 under *An Act respecting Benevolent, Provident and other Societies*, being chapter 167 of the Revised Statutes of Ontario, 1877.
2. The objects and powers of Sisters of St. Joseph of the Diocese of Hamilton were amended by *An Act respecting the Sisters of Saint Joseph of the Roman Catholic Diocese of Hamilton*, being chapter 82 of the Statutes of Ontario, 1880, *An Act respecting the Sisters of St. Joseph of the Diocese of Hamilton*, being chapter 105 of the Statutes of Ontario, 1901, *The Sisters of St. Joseph (Hamilton) Act, 1932*, being chapter 104 of the Statutes of Ontario, 1932 and *The Sisters of St. Joseph (Hamilton) Act, 1938*.
3. Sisters of St. Joseph of the Diocese of Hamilton changed its name to The Sisters of St. Joseph of Hamilton by supplementary letters patent dated February 28, 1989 issued under the *Corporations Act*.
4. The *Sisters of St. Joseph of Hamilton Act, 2006* amended the corporation's objects and powers and repealed section 2 of *An Act respecting the Sisters of Saint Joseph of the Roman Catholic Diocese of Hamilton*, being chapter 82 of the Statutes of Ontario, 1880, and the other statutes listed in paragraph 2.
5. The Sisters of St. Joseph of the Diocese of London, in Ontario was incorporated on February 15, 1871 by *An Act to incorporate the Sisters of St. Joseph of the Diocese of London, in Ontario*, being chapter 92 of the Statutes of Ontario, 1870-1.
6. The powers of The Sisters of St. Joseph of the Diocese of London, in Ontario were amended by *An Act to amend the Act to Incorporate the Sisters of St. Joseph, of the Diocese of London in Ontario*,

being chapter 95 of the Statutes of Ontario, 1915, and *The Sisters of St. Joseph (London) Act, 1938*.

7. The *Sisters of St. Joseph of the Diocese of London, in Ontario Act (Tax Relief), 2009* authorized the council of the City of London to pass by-laws exempting the property municipally known as 485 Windermere Road in the City of London from taxes for municipal and school purposes, other than local improvement rates, if the property is owned, occupied and used solely for the purposes of The Sisters of St. Joseph of the Diocese of London, in Ontario and if The Sisters of St. Joseph of the Diocese of London, in Ontario is a registered charity within the meaning of the *Income Tax Act (Canada)*.
8. The Sisters of St. Joseph of the Diocese of Peterborough in Ontario was incorporated on May 1, 1893 under *An Act respecting Benevolent, Provident and other Societies*, being chapter 172 of the Revised Statutes of Ontario, 1887.
9. The rights and powers of The Sisters of St. Joseph of the Diocese of Peterborough in Ontario were amended by *The Sisters of St. Joseph (Peterborough) Act, 1932*, being chapter 105 of the Statutes of Ontario, 1932.
10. The Sisters of St. Joseph of the Diocese of Peterborough in Ontario changed its objects and powers by supplementary letters patent dated June 23, 1999 issued under the *Corporations Act*.
11. The *Sisters of St. Joseph of Peterborough Act (Tax Relief), 2010* authorized the council of the City of Peterborough to pass by-laws exempting the property municipally known as 1555 Monaghan Road in the City of Peterborough from taxes for municipal and school purposes, other than local improvement rates, if the property is occupied and used solely for the purposes of The Sisters of St. Joseph of the Diocese of Peterborough in Ontario, if The Sisters of St. Joseph of the Diocese of Peterborough in Ontario is the registered owner of the property and if The Sisters of St. Joseph of the Diocese of Peterborough in Ontario is a registered charity within the meaning of the *Income Tax Act (Canada)*.

12. Sisters of St. Joseph for the Diocese of Pembroke in Canada was incorporated by letters patent dated January 21, 1922 issued under *The Ontario Companies Act*.

It is appropriate to grant the application.

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

Amalgamation

1. (1) The Sisters of St. Joseph of Hamilton, The Sisters of St. Joseph of the Diocese of London, in Ontario, The Sisters of St. Joseph of the Diocese of Peterborough in Ontario and Sisters of St. Joseph for the Diocese of Pembroke in Canada are hereby amalgamated into one corporation without share capital under the name Congregation of the Sisters of St. Joseph in Canada.

Same

(2) The amalgamated corporation possesses all the property, rights, privileges and franchises and is subject to all the liabilities, contracts, disabilities and debts of each of the amalgamating corporations, on and from the date of the amalgamation.

Same

(3) Section 314 of the *Corporations Act* applies, with necessary modifications, to the amalgamated corporation if this Act receives Royal Assent before subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force and section 113 of the *Not-for-Profit Corporations Act, 2010* applies, with necessary modifications, to the amalgamated corporation if this Act receives Royal Assent on or after the day subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force.

Amalgamated corporation deemed incorporated under general corporate statute

(4) The amalgamated corporation is deemed not to be a special Act corporation, and is deemed to have been incorporated,

- (a) under the *Corporations Act*, if this Act receives Royal Assent before subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force;
- (b) under the *Not-for-Profit Corporations Act, 2010*, if this Act receives Royal Assent on or after the day subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force.

Same

- (5) Sections 2 to 5 of this Act,
 - (a) are deemed to be provisions in the amalgamated corporation's letters patent, if this Act receives Royal Assent before subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force, and may be amended as such;
 - (b) are deemed to be provisions in the amalgamated corporation's articles, if this Act receives Royal Assent on or after the day subsection 4 (1) of the

Not-for-Profit Corporations Act, 2010 comes into force, and may be amended as such.

Objects

2. The objects of the amalgamated corporation are to advance and manifest the Gospel of Jesus Christ in accordance with the Roman Catholic faith to members of the faith community and to the general public in Canada and throughout the world by,

- (a) establishing and maintaining a religious order of vowed women in the Roman Catholic Church;
- (b) establishing, maintaining, operating and supporting programs to alleviate human suffering and to respond to persons in need in the local community, in Canada and the world at large in order to demonstrate Christ's love and compassion;
- (c) providing, on the basis of financial need or merit, scholarships, bursaries, awards and other forms of financial assistance to those participating in religious education, theological studies, faith development and relief of poverty programs that are consistent with the charitable purpose and mission of the Roman Catholic religious order of the Congregation of the Sisters of St. Joseph in Canada; and
- (d) establishing and maintaining accommodation and providing for the needs of the members and those studying to be members of the Roman Catholic religious order of the Congregation of the Sisters of St. Joseph in Canada.

Financial matters

Borrowing power

3. (1) The borrowing power of the amalgamated corporation pursuant to any by-law passed by it shall be limited to borrowing money for current operating expenses, unless the corporation borrows on the security of real or personal property.

Investment power

(2) The amalgamated corporation shall invest its funds in accordance with the *Trustee Act*.

Head office

4. The head office of the amalgamated corporation shall be in the City of Peterborough in the province of Ontario or at such other place in the province as may be determined from time to time by by-law.

Distribution of property on dissolution or winding-up

5. Upon the dissolution or winding-up of the amalgamated corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more charities in Canada that are registered as such under the *Income Tax Act (Canada)* and have similar charitable objects to those of the amalgamated corporation at the time of dissolution or winding-up, provided that any special or restricted purposes trust funds held by the amalgamated corporation shall be transferred to one or more new trustees that are charities in Canada that are registered as such under the

Income Tax Act (Canada) and have been appointed by the directors of the amalgamated corporation in accordance with the applicable terms of trust.

Continuing application of private Acts granting tax relief

6. (1) The following Acts apply to the amalgamated corporation:

1. *Sisters of St. Joseph of the Diocese of London, in Ontario Act (Tax Relief), 2009.*
2. *Sisters of St. Joseph of Peterborough Act (Tax Relief), 2010.*

Same

(2) For the purposes of subsection (1), references in the Acts listed in subsection (1) to The Sisters of St. Joseph of the Diocese of London, in Ontario and to The Sisters of St. Joseph of the Diocese of Peterborough, in Ontario shall be read, on and after the date this Act comes into force, as references to the amalgamated corporation.

Repeals

7. The following Acts are repealed:

1. *An Act respecting the Sisters of Saint Joseph of the Roman Catholic Diocese of Hamilton, being chapter 82 of the Statutes of Ontario, 1880.*
2. *Sisters of St. Joseph of Hamilton Act, 2006.*
3. *An Act to incorporate the Sisters of St. Joseph of the Diocese of London, in Ontario, being chapter 92 of the Statutes of Ontario, 1870-1.*
4. *An Act to amend the Act to Incorporate the Sisters of St. Joseph, of the Diocese of London in Ontario, being chapter 95 of the Statutes of Ontario, 1915.*
5. *The Sisters of St. Joseph (London) Act, 1938.*
6. *The Sisters of St. Joseph (Peterborough) Act, 1932, being chapter 105 of the Statutes of Ontario, 1932.*

Commencement

8. **This Act comes into force on the day it receives Royal Assent.**

Short title

9. **The short title of this Act is the *Congregation of the Sisters of St. Joseph in Canada Act, 2012.***