

An Act to Incorporate “BRANDON COLLEGE INCORPORATED”

[Assented to April 17th, 1939]

Preamble

WHEREAS Arthur Gordon Buckingham, Edmund Fotheringham, Francis Reginald Longworth, Nettleton Whitby Kerr, Patrick Angus Kennedy, and Frederick H. Young, of the city of Brandon, in the Province of Manitoba, have by their petition represented that Brandon college, incorporated by chapter 64 of the statutes of Manitoba, 1900, being unable to carry on the work for which it was incorporated, has agreed to transfer its assets to such petitioners, to be used in the interests of education in western Manitoba-

AND WHEREAS to advance the usefulness of the said institution and promote the purposes for which the college was established they should become incorporated.

NOW THEREFORE HIS MAJESTY, by and with the advice and consent of the Legislative Assembly of Manitoba, enacts as follows:

Constitution and objects of corporation.

1. There shall be, and there is hereby constituted and established within this province a body politic and corporate under the name of “Brandon college Incorporated,” which corporation shall consist of the persons hereinbefore mentioned and such other persons as may from time to time become members of the corporation in the manner hereinafter provided, and the objects of the corporation shall be to promote education of the youth of both sexes through the operation of a college in the various branches of higher education. The college shall at all times be a non-denominational college.

Perpetual succession and seal.

2. The corporation shall have a perpetual succession and a common seal, and by such name may from time to time and at all times take and receive for them, and their successors, any lands, tenements and hereditaments, real and immovable property and estate within this province necessary for actual use and occupation as college buildings, offices and residences for professors, tutors, students and officers, with gardens and pleasure grounds pertaining thereto, and the same hypothecate, alienate and dispose of, and others in their stead purchase, acquire and hold for the purposes aforesaid.

Acquisition of other real estate.

3. The corporation may, by the name aforesaid, acquire any other real estate or interest, therein by gift, devise, bequest or otherwise, and may sell, mortgage, hypothecate or dispose of the same as to them may seem fit or expedient, and the proceeds of such property so disposed of and any other moneys belonging to the corporation may be invested in any securities authorized by law for the investment of trust funds, and may further take, hold and dispose of any real or personal property, or any interest therein, for the uses and purposes of the corporation.

Board of Directors.

4. The affairs of the corporation shall be managed by a board of at least nine directors; and Arthur Gordon Buckingham, Edmund Fotheringham, Francis Reginald Longworth, Nettleton Whitby Kerr, Patrick Angus Kennedy, Albert Edward McKenzie, Donald G.

McKenzie, Henry Oliver McDiarmid and Frederick H. Young shall constitute the provisional Board of Directors, and shall continue to hold office until their successors are appointed as hereinafter mentioned. The President of the college shall be a member ex officio of the board in addition to the above directors.

Board of Directors to have sole management of affairs of college.

5. The Board of Directors shall have the sole management of the financial affairs of the corporation, and shall receive and dispose of its money; control, keep and manage its property and transact all business relating to property and assets; and the government, conduct, management and control of the corporation, the removal and appointment of professors, tutors and all officers and servants of the corporation, and of the property business and affairs thereof are hereby vested in the Board of Directors; Provided always that the board may delegate any of such duties to committees appointed for any of such purposes.

Senate.

6. The professors in the college, together with three members of the Board of Directors, nominated by the board for such purpose, shall constitute the Senate, to whom shall be entrusted the reception, academical superintendence, and discipline of the students and of all other persons within the college.

Membership of corporation. Record of annual membership.

7. The membership of the corporation shall consist of all persons who contribute such yearly sum as the Board of Directors may by resolution determine, to the funds of the corporation and the names of all annual members of the corporation shall be recorded in a book kept for that purpose, and such members shall have the right to take part in the annual meeting of the corporation.

Life Membership.

8. The board may grant a Life Membership to any person who contributes the sum of one hundred hollers to the funds of the corporation.

Qualification of members of the board.

9. All members who have paid the annual subscription fee and all life members shall be eligible for election as members of the board.

Annual Meeting. Board to continue re annual meeting not held.

10. A general annual meeting of the members of the corporation shall be convened at such time and place, in the City of Brandon, as the board shall appoint. Notice thereof shall be given in a newspaper published in the City of Brandon at least fourteen days previous to the date of such meeting. Provided that if for any cause such general meeting shall not be held, the Board of Directors shall continue in office until such general annual meeting is held and their successors duly appointed.

Annual report of board.

11. A yearly report shall be submitted by the board to such general annual meeting for their consideration, showing the condition of affairs of the corporation and including the treasurer's report, receipts, disbursements and all other matters bearing on the interests of the corporation.

No personal liability on members of directors.

12. No member of the corporation and no director thereof shall be individually liable, answerable or accountable for the debts, damages, liabilities, contracts or obligations of the corporation.

Power of annual meeting to make rules and by-laws.

13. The annual meeting may from time to time make rules or by-laws for the government of the corporation and the guidance of the Board of Directors and may alter, amend, and annul the said rules and by-laws; Provided always the said rules or by-laws be not contrary to this Act or repugnant to the laws of this Province.

Provisions of Companies Act apply.

14. In all matters of procedure all relative provisions of "The Companies Act" and any amendments thereto shall apply to the conduct of the corporation.

Transfer of assets, etc., of Brandon College to Corporation.

15. Brandon College is hereby empowered to dispose of its assets, properties, rights and credit to the corporation and the corporation is empowered to take over such assets, properties, rights and credits upon such terms as the Board of Directors may agree.

Corporation to render account on demand of L.-G.-in C.

16. It shall be the duty of the corporation at all times when they may be called upon by the Lieutenant-Governor-in-Council of this province to render an account in writing of their property, in which shall be set forth in particular the income by the corporation derived from property held under this Act, and the source from which the same has been derived, and also the number of tutors employed in the various branches of instruction and the course of instruction pursued, and such other detail as may be required.

Coming into force.

17. This Act shall come into force on the day it is assented to.