HEC MONTRÉAL

Loi sur la Corporation de l’École des Hautes Études Commerciales de Montréal

An Act Respecting the Corporation de l’École des hautes études commerciales de Montréal

Sanctionné :

Le 17 décembre 1987

Coming into force :

17 December 1987

CHAPTER 136

An Act respecting the Corporation de l'École des Hautes Études Commerciales de Montréal

[*Assented to 17 December 1987*]

Preamble

WHEREAS the École des hautes études commerciales de Montréal, the first institution of its kind in Canada, was established in 1907 at the instigation of the Chambre de Commerce du District de Montréal as an instrument for stimulating the economy;

Whereas the École des hautes études commerciales de Montréal was incorporated by chapter 152 of the statutes of 1956-57;

Whereas the École des hautes études commerciales de Montréal fulfilled its mission by providing sound university training to several generations of students in every field of business administration; in this manner, it gave French-speaking Quebeckers access to a career in accounting and trained a great number of the executives that were needed in enterprises, private organizations and public bodies;

Whereas building upon that tradition, the various programs now offered at the École des hautes études commerciales de Montréal enable students from Québec, Canada and other countries to pursue undergraduate and graduate studies in fields of endeavour related to all facets of business administration;

Whereas through the research carried out by its professors and their involvement in enterprises, organizations and bodies, the École des hautes études commerciales de Montréal makes a contribution to the economic development of Québec and to the general welfare of its citizens;

Whereas the École des hautes études commerciales de Montréal acknowledges the faculty members right to the academic and research freedom prevailing in public universities, and whereas it wishes to allow faculty members, alumni and students to take part in its administration;

Whereas the École des hautes études commerciales de Montréal has expanded considerably since its establishment and incorporation and whereas it is expedient to adapt its charter to new conditions resulting from the growth and development of the school in order to enable it to pursue its mission;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

DIVISION I

DEFINITIONS

Interpretation

1. In this Act and in the by-laws passed under this Act, unless the context indicates otherwise, the following words and expressions mean:

"corporation"

(1) "**corporation**": the Corporation de l'École des Hautes Études Commerciales de Montréal;

"school"

(2) "**school**": the École des Hautes Études Commerciales de Montréal;

"board"

(3) "**board**": the board of management of the Corporation de l'École des Hautes Études Commerciales de Montréal;

"students' association"

(4) "**students' association**": an association grouping the students enrolled in one of the programs of the school, each association representing the students of one program or several programs of the same program's management unit. Two separate associations may, for each program or each program's management unit, represent the students attending day time classes and those attending night time classes.

DIVISION II

CORPORATION

Existence and succession

2. The existence and succession of the corporation, incorporated by the Act to constitute the corporation of the École des hautes études commerciales de Montréal (1956-57, chapter 152), shall be maintained

and continued under the name of "Corporation de l'École des Hautes Études Commerciales de Montréal".

Object

3. The object of the corporation is to provide higher education in the various fields of business administration, to promote research and to provide to the community the services it is prepared to furnish in the areas falling within its competence.

Composition

4. The corporation is composed of the members of its board.

Corporate seat

The corporate seat of the corporation shall be located in the city of Montréal.

Rights and duties

5. The corporation shall exercise all the rights of the school and perform every duty necessary for its administration and development.

Powers

6. The corporation has all the powers of a corporation and, except where inconsistent with this Act, the provisions of Part II of the Companies Act (R.S.Q., chapter C-38) and of the Special Corporate Powers Act (R.S.Q., chapter P-16) apply to the corporation.

Powers

The corporation may, in particular,

(1) acquire and own by purchase, gift, legacy and generally by any legal instrument, by gratuitous or onerous title, any movable and immovable property;

(2) hypothecate its movable and immovable property, alienate it and perform all acts of ownership in respect thereof;

(3) receive, hold and administer in trust movable and immovable property for any purpose connected with the objects of the corporation.

Mortmain Act

The corporation is not subject to the Mortmain Act (R.S.Q., chapter M-1).

Gifts of movable and immovable property

7. The corporation may receive gifts of movable and immovable property, in kind or in money, by way of subscription, grants, remuneration, security or otherwise, from any person or public body and organize public subscription campaigns.

Resolution

8. Notwithstanding any general or special legislative provision inconsistent with this Act, any public body is authorized to grant and make to the corporation such gifts as it deems appropriate, without other formality than a resolution passed to that effect; where an

authorization is necessary under a legislative provision, the resolution comes into force upon being approved by the authority concerned.

Presumption

Any gift to the corporation shall be deemed accepted from such time as the writing evidencing it is signed by the donor or, with respect to public bodies, on the coming into force of the resolution authorizing it, and it cannot thereafter be revoked or cancelled except with the consent of the corporation, subject to the provisions of articles 991 to 1012 of the Civil Code of Lower Canada.

Want of consideration

No gift to the corporation may be cancelled for want of consideration, even if it is made with a term, in the form of a promissory note, cheque, subscription, promise or other undertaking, unless otherwise agreed upon between the donor and the corporation.

Private agreement

Notwithstanding article 776 of the Civil Code of Lower Canada, any gift to the corporation may be made by private agreement.

Exemption

9. All the property of the corporation, movable or immovable, shall be exempt from all taxes, assessments or imposts of any nature whatsoever, from the day it is acquired by the corporation.

Water supply

The city of Montréal is obliged to furnish at all times to the corporation all the water required for the use of the corporation and protection against fire. The corporation shall pay to the city the price fixed for such service following an agreement with the city which, notwithstanding any general or special provision inconsistent with this Act, shall be authorized for the purposes of such an agreement.

By-laws

10. The corporation may make by-laws respecting

(1) the discipline of students and the establishment of the tuition and other charges payable by students;

(2) the terms and conditions governing the employment, remuneration and duties of the director, the members of the teaching staff and the members of the non-teaching staff of the school;

(3) the organization of teaching and research activities;

(4) the curricula and norms of discipline and pedagogical standards appropriate for each curriculum;

(5) the nomenclature of university degrees, diplomas and certificates and the conduct of examinations;

(6) the criteria and procedures for the appointment and promotion of professors;

(7) the conduct of the affairs of the corporation, the internal management and, generally, any thing which may facilitate the carrying out of this Act.

University degrees

11. The corporation shall award university degrees, diplomas or certificates to the students of the school in accordance with the by-law respecting the nomenclature of degrees, diplomas and certificates passed under section 10.

Contract of affiliation

Throughout the term of a contract of affiliation entered into between the corporation and the Université de Montréal, the university degrees, diplomas and certificates shall be awarded by the Université de Montréal on the recommendation of the academic council and countersigned by the corporation.

Contract of affiliation

12. The corporation may, with the authorization of the Minister of Higher Education and Science, enter into or amend a contract of affiliation with the Université de Montréal.

Terms and conditions

The contract of affiliation shall establish, in particular, the terms and conditions of approval, by the Université de Montréal, of the by-laws passed under paragraphs 4 and 5 of section 10.

Coming into force

A contract of affiliation entered into under this section and any amendment to the contract shall come into force upon being approved by the Minister of Higher Education and Science.

Termination

The corporation may terminate a contract of affiliation entered into pursuant to this section only with the approval of the Minister of Higher Education and Science.

Financial report

13. Each year, the corporation must transmit its annual financial report to the Minister of Higher Education and Science in the form determined by him.

DIVISION III

BOARD OF MANAGEMENT

Board of management

14. The corporation shall be administered by a board of management composed of the following persons:

(1) the director of the school;

(2) six graduates of the school;

(3) one person appointed by the Conseil de l'Université de Montréal;

(4) two persons appointed by the Government;

(5) one person appointed by the school faculty;

(6) one student appointed by a resolution of the board on the recommendation of the students' associations.

Appointments

The board may, by a resolution adopted by the vote of at least seventy-five percent of the members referred to in subparagraphs 1 to 6, appoint one or two persons in addition to the persons mentioned in the said subparagraphs.

Appointment

15. The six graduates of the school shall be appointed as follows:

(1) two persons appointed by the Association des Diplômés de l'École des Hautes Études Commerciales de Montréal;

(2) two persons appointed by the Chambre de Commerce du District de Montréal;

(3) one person appointed by the Government;

(4) one person appointed by the school faculty.

Resolution

The Chambre de Commerce du District de Montréal and the Association des Diplômés de l'École des Hautes Études Commerciales de Montréal may proceed to the appointments under this section by a mere resolution of their board of management.

Term of office

16. Except the director of the school who is *ex officio* a member of the board, board members are appointed for a term of three years renewable more than once.

Continuance in office

Board members remain in office until they are replaced or reappointed.

Vacancy

17. Any vacancy on the board shall be filled in accordance with the mode of appointment prescribed for the member to be replaced, but only for the remainder of his term.

Chairman

18. The board shall appoint its chairman from among its members.

Term of office

19. The term of office of the chairman is one year and may be renewed.

Chairman

20. The chairman shall preside over the sittings of the board and act as president of the corporation.

Replacement

21. If the chairman is absent from a sitting, the board shall designate one of its members to replace the chairman.

Quorum

22. Seven members of the board shall constitute a quorum.

Decisions

23. Unless otherwise prescribed by the internal management by-laws of the corporation, the decisions of the board shall be made by a majority vote of the members present.

Casting vote

In the case of a tie-vote, the chairman has a casting vote. Where the chairman is absent, the person designated to replace him does not, however, have a casting vote.

Executive committee

24. The board may establish an executive committee.

Composition

The executive committee shall be composed of the following members:

(1) the chairman of the board, who shall be president;

(2) the director of the school;

(3) at least three other members of the board appointed by the board.

Administrative duties

25. The executive committee shall perform such administrative duties as the board of management may delegate to it by by-law.

Operating rules

26. The operating rules of the executive committee are established by by-law of the board of management.

DIVISION IV

ACADEMIC COUNCIL

Academic council

27. The board of management is required to establish, by by-law, an academic council.

Composition

The academic council shall be composed of at least the following members:

(1) the director of the school who shall be the chairman of the council;

(2) the directors of teaching services;

(3) the programs directors;

(4) the research director;

(5) the director of the Centre de perfectionnement des Hautes Études Commerciales;

(6) three professors of the school appointed for that purpose by the faculty.

Duties

28. Notwithstanding section 14, the academic council shall perform the duties of the corporation in respect of every academic matter.

Duties

The academic council shall perform, in particular, the duties described in paragraphs 3 to 6 of section 10.

Rules of internal management

29. The academic council shall establish, by by-law, its rules of internal management.

DIVISION V

FACULTY

Assembly of the faculty

30. The board of management shall set up, by by-law, the assembly of the faculty on the application of a majority of the full professors, associate professors and assistant professors of the school.

Composition

The faculty consists of all the full professors, associate professors and assistant professors of the school.

President

31. The faculty shall appoint its president from among its members.

Term of office

32. The term of office of the president is one year and may be renewed.

Report

33. The president of the faculty shall convene the members of the faculty at least twice during the school year for the filing, by the director of the school, of a report on the management and academic orientation of the school.

President

The president shall preside over the meetings of the faculty.

Duties

34. The duties of the faculty shall consist in

(1) discussing every matter raised by the report of the director of the school or connected with the report;

(2) giving its advice to the director of the school on any academic matter.

Financial position

35. The president of the corporation or the person designated by him for that purpose shall, each year, inform the faculty on the financial position of the school.

Operating rules

36. The faculty shall determine the operating rules of its meetings.

DIVISION VI

PERMANENT COMMITTEE

Permanent committee

37. The board of management shall establish, by by-law, a permanent committee of the presidents of the students' associations on the application of a majority of the presidents of the students' associations.

Composition

The permanent committee shall be composed of the following members:

(1) the presidents of the students' associations;

(2) the secretary-general of the school;

(3) the director of the school who shall be the chairman of the committee.

Meetings

38. The chairman of the permanent committee shall convene the members of the committee at least twice during the school year to discuss any matter of interest to the students.

Meetings

The chairman shall also, at the request of three members, convene the members of the committee for any additional meeting.

Agenda

39. The permanent committee shall establish the agenda of its meetings and the procedure to be followed.

Minutes

The director of the school shall transmit the minutes of the meetings of the permanent committee to the academic council and to the board of management.

Joint meeting

40. The chairman of the academic council and the chairman of the permanent committee shall, once during the school year, call a joint meeting of the academic council and permanent committee to study any matter submitted by those bodies that is within the competence of the academic council.

DIVISION VII

DIRECTOR

Appointment

41. The director of the school shall be appointed by the board of management on the recommendation of an appointment committee.

Term of office

42. The term of office of the director is four years and may be renewed.

Committee

43. The chairman of the board shall establish a committee for the appointment of the director of the school.

Composition

The committee shall be composed of the following members:

(1) the chairman of the board who shall be the chairman of the committee;

(2) three other members of the board appointed by the board, including one of the two persons appointed by the faculty as members of the board;

(3) four professors appointed by the faculty.

Quorum

44. A majority of the members of the appointment committee shall constitute a quorum.

Duties

45. The duties of the appointment committee shall consist in

(1) preparing the list of candidates for the office of director of the school, on the basis of the proposals made by the board of management and by the faculty;

(2) recommending the candidate of its choice to the board of management.

Recommendation

The appointment committee must make a recommendation within 60 days after the committee is set up.

Selection

46. The appointment committee shall select the candidate it recommends to the board of management from among the candidates supported by at least six members of the committee.

Selection

47. If none of the candidates is supported by at least six members of the appointment committee, the committee chooses a candidate from among the candidates supported by a majority of each of the following groups:

(1) the chairman of the appointment committee and the two other members of the committee designated by the board of management, except the person designated by the faculty as member of the board;

(2) the five remaining members of the committee.

Time limit

48. If, 60 days after the committee is set up, the members of the committee have not agreed on the choice of the person for recommendation to the board, the faculty shall choose the candidate it recommends to the board, within the next 30 days.

Procedure

The faculty determines the procedure for selecting the candidate, after consultation with the board of management.

Appointment by the Government

49. If, 30 days after the sixty-day period prescribed in section 48, the faculty has not recommended a candidate or if the professors of the school have not availed themselves of their right to set up an assembly of the faculty, the Government shall appoint the director of the school on the recommendation of the board of management.

Selection by the board

50. If the candidate recommended by the faculty is not accepted by the board of management, the latter shall select a candidate itself.

Government approval

The board of management shall submit to the Government the name of the candidate recommended by the faculty and the name of the candidate selected by the board.

Appointment by Government

The Government shall then appoint one of the persons so designated.

Director

51. The director of the school shall be responsible for the general management of the school and see to its proper operation.

Duties

The duties of the director of the school shall include

(1) implementing the programs of studies;

(2) exercising direction over the faculty and staff of the school;

(3) making recommendations to the board of management for appointments to teaching, research and management positions.

DIVISION VIII

TRANSITIONAL AND FINAL PROVISIONS

Pension plans

52. The director, the professors and the staff of the school shall continue to participate in the Government and Public Employees Retirement Plan or in the Civil Service Superannuation Plan, as the case may be.

Continuance in office

53. The director of the school in office on the day this Act is assented to shall remain in office for the remainder of his term.

Term of office

The term of office of the other members of the board of management shall expire within sixty days of the day this Act is assented to but they shall remain in office until they are replaced or reappointed in accordance with this Act.

Appointments by the Government

54. If, 60 days after the day this Act is assented to, the Chambre de Commerce du District de Montréal or the Association des Diplômés de l'École des Hautes Études Commerciales de Montréal has failed to designate the members it is entitled to appoint pursuant to section 15, the appointments shall be made by the Government.

Appointments by the Government

55. If the assembly of the faculty is not set up pursuant to section 30 or if, 60 days after the day this Act is assented to, the faculty has failed to designate the members of the board of management it is entitled to appoint under sections 14 and 15, the appointments shall be made by the Government.

1956-57, c. 152, replaced

56. This Act replaces the Act to constitute the corporation of the École des hautes études commerciales de Montréal (1956-57, chapter 152) and any prior Act respecting the establishment and administration of the Corporation de l'École des Hautes Études Commerciales de Montréal.

By-laws, resolutions, agreements in force

The by-laws, resolutions or ordinances passed, the contract of affiliation entered into with the Université de Montréal, the agreements or deeds signed and the undertakings made by the corporation shall remain in force to such extent as they are consistent with this Act until their object is attained or until they are amended, replaced, cancelled or repealed pursuant to this Act.

Applicability

57. Sections 1 and 37 of this Act apply notwithstanding the Act respecting the accreditation and financing of students' associations (R.S.Q., chapter A-3.01).

Dissolution

58. Notwithstanding any general law or special Act, the corporation cannot be dissolved except by way of an Act passed for that purpose by the Parliament of Québec.

Coming into force

59. This Act comes into force on 17 December 1987.