

1994, chapter 27

AN ACT RESPECTING THE SOCIÉTÉ DU TOURISME DU QUÉBEC

Bill 23

Introduced by Mr Georges Farrah, Minister for Industry, Trade, Science and Technology,
responsible for Tourism

Introduced 11 May 1994

Passage in principle 1 June 1994

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Assented to 17 June 1994

Coming into force: on the date or dates fixed by the Government

Acts amended:

Act respecting assistance for tourist development (R.S.Q., chapter A-13.1)

Act to secure the handicapped in the exercise of their rights (R.S.Q., chapter E-20.1)

Act respecting the Government and Public Employees Retirement Plan (R.S.Q., chapter R-10)





CHAPTER 27

An Act respecting the Société du tourisme du Québec

[Assented to 17 June 1994]

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

ESTABLISHMENT AND ORGANIZATION

Establishment

1. The “Société du tourisme du Québec” is hereby established.

Object

2. The object of the Société is the development and support of the tourist industry in Québec.

Duties

To that end, the Société shall, within the scope of government policy in the field of tourism, identify needs for tourism development, define and implement policies, plans of action and operational strategies, and establish and manage programs.

Functions

3. The functions of the Société shall, in particular, include

(1) promoting Québec as a tourist destination;

(2) developing and promoting Québec tourism products and encouraging the marketing of such products, in particular by developing markets for those products;

(3) granting financial assistance, within the framework of the programs it establishes, especially by means of loans, subsidies or guarantees of repayment of all or part of a financial commitment;

(4) providing technical assistance and services in the field of tourism;

(5) supplying, for consideration, goods and services to interested persons, enterprises and organizations;

(6) promoting cooperation and coordination among persons or organizations, whether from the private or the public sector, involved in the development of the Québec tourist industry;

(7) ensuring and harmonizing the development and dissemination of travel information, in particular by the publication of information relating to tourism and the management of tourist reception and information services;

(8) submitting advice and recommendations to the minister responsible for the administration of this Act regarding any matter that may affect the Québec tourist industry;

(9) managing any program that it is requested to administer by the Minister, and carrying out any mandate entrusted to it by the Minister in the field of tourism or in any related field.

Functions **4.** In exercising its functions, the Société shall associate the interested persons or organizations in the determination of means to facilitate the attainment of its object and shall seek their cooperation for the implementation of those means.

Functions The Société shall promote, in particular, at the regional level, the participation of the regional tourist associations and tourist offices with which it has entered into agreements.

Agreement **5.** The Société may, according to law, enter into an agreement with any government, a department or body of such a government, an international organization, or a body of such an organization.

Mandate **6.** The Société shall carry out any mandate entrusted to it by the Minister for the purposes of outside cooperation programs in the field of tourism development.

Activities **7.** The exercise of the activities of the Société outside Québec shall be subordinated to government policies regarding Canadian intergovernmental and international affairs.

Approval **8.** The policies of the Société require the approval of the Minister and its programs require the approval of the Government.

Authoriza-
tion required **9.** The Société may not, without authorization from the Government,

(1) acquire or dispose of stocks, shares or assets in a legal person;

(2) build, acquire or alienate an immovable, transfer an immovable, by lease or otherwise, or give an immovable as security;

(3) make a financial commitment that is inconsistent with the limits and the terms and conditions determined by the Government;

(4) contract a loan that increases the aggregate of its outstanding loans to more than the amount determined by the Government;

(5) exercise a mandate relating to the negotiation of a collective labour agreement with its employees;

(6) sign a collective labour agreement with its employees.

Conditions The Government may subordinate its authorization to the conditions it determines.

Directives **10.** The Minister may, within the scope of the duties and powers entrusted to him, issue directives concerning the objectives of the Société and the carrying out of its functions.

Approval Such directives must be submitted to the Government for approval. If so approved, they bind the Société, and the Société is bound to comply with them.

Tabling Directives must be tabled before the National Assembly within 15 days of being approved by the Government or, if the Assembly is not sitting, within 15 days of resumption.

CHAPTER II

OPERATION

Legal person **11.** The Société is a legal person.

Head office **12.** The head office of the Société shall be in the territory of the Communauté urbaine de Québec, at the place determined by the Government. Notice of the location or of any change of location of the head office shall be published in the *Gazette officielle du Québec*.

Offices The Société may establish offices at any other place in Québec.

Mandatarly **13.** The Société is a mandatarly of the Government.

Property The property of the Société forms part of the domain of the State, but the performance of the obligations of the Société may be levied against property of the latter.

Liability	The Société binds none but itself when it acts in its own name.
Board of directors	14. The affairs of the Société shall be administered by a board of directors consisting of a president and director general and of not more than ten other members, appointed by the Government on a proposal from the Minister, after consultation with bodies he considers to be representative of the sectors concerned by the activities of the Société.
Chairman	The Government shall designate one of the members of the board of directors as chairman of the board.
Term of office	15. The members of the board of directors shall hold office for a term of not more than three years, except the president and director general who shall hold office for a term of not more than five years.
Expiry	At the expiry of his term of office, a member of the board of directors shall remain in office until replaced or reappointed.
Duties	16. The chairman of the board of directors shall preside at meetings of the board, see to its operation and perform any other duties assigned to the chairman by by-law of the Société.
Vice-chairman	17. The members of the board of directors shall designate the vice-chairman of the board from among their number.
Vice-chairman	If the chairman of the board of directors is absent or unable to act, the vice-chairman shall act as chairman.
Meetings	18. The board of directors may hold its meetings at any place in Québec.
Quorum	A majority of members of the board constitutes a quorum at meetings of the board.
Tie vote	In the case of a tie vote, the chairman has a casting vote.
Remuneration	19. The members of the board of directors, other than the president and director general, shall receive no remuneration except in such cases, on such conditions and to such extent as the Government may determine. They are, however, entitled to the reimbursement of expenses incurred in the discharge of their duties on the conditions and to the extent determined by the Government.
President and director general	20. The president and director general is responsible for the management of the Société within the scope of its by-laws. The president and director general shall hold office on a full-time basis.

President
and director
general

21. The Government shall fix the remuneration, employment benefits and other conditions of employment of the president and director general.

Staffing
plan and
by-laws

22. The employees of the Société shall be appointed according to the staffing plan and the standards established by by-law of the Société. The by-law shall also determine the standards and scales of remuneration, the employment benefits and the other conditions of employment of the employees.

Approval

The by-law shall be submitted to the Government for approval.

Provisions
applicable

23. Section 32 of the Act respecting the Ministère des Affaires internationales (R.S.Q., chapter M-21.1) or section 3.16 of the Act respecting the Ministère du Conseil exécutif (R.S.Q., chapter M-30), as the case may be, shall apply to an employee of the Société acting outside Québec.

Conflict of
interest

24. Any member of the board of directors, other than the president and director general of the Société, having a direct or indirect interest in an undertaking causing his personal interest to conflict with that of the Société must, under pain of forfeiture of office, disclose it in writing to the chairman of the board or to the president and director general and abstain from participating in any discussion or decision involving the undertaking in which he has the interest or in any part of the meeting of the board of directors during which his interest is discussed.

Conflict of
interest

Neither the president and director general nor any employee of the Société may, under pain of forfeiture of office, have a direct or indirect interest in an undertaking causing his personal interest to conflict with that of the Société. However, forfeiture is not incurred where the interest devolves to him by succession or gift, provided he renounces or disposes of it with dispatch.

Rules of
ethics

25. The Société shall determine, by by-law, the rules of ethics applicable to the members of the board of directors.

Rules of
ethics

The rules must provide for accessory provisions or control measures to ensure the application of article 323 of the Civil Code of Québec with respect to the prohibition on a member's using, for his own profit or that of a third person, any information he obtains by reason of his duties.

Documents

26. No act, document or writing shall bind the Société unless it is signed by the chairman of the board of directors, the president

and director general or, to the extent determined by by-law of the Société, by an employee of the Société.

Signature The Société may allow, by by-law, subject to the conditions and for the documents it determines, that a signature be affixed by means of an automatic device or that a facsimile of the signature be engraved, lithographed or printed. However, the facsimile shall have the same force as the signature itself only if the document is countersigned by a person authorized by by-law of the Société.

Signature **27.** The minutes of the meetings of the board of directors, approved by the board and signed by the chairman of the board or by any other person so authorized by by-law of the Société, are authentic, as are documents and copies emanating from the Société or forming part of its records if signed or certified true by an authorized person.

Internal management **28.** The Société may, by by-law, provide for its internal management. Such a by-law may, in particular, provide for the establishment of an executive committee.

CHAPTER III

FINANCIAL PROVISIONS AND REPORTS

Fiscal year **29.** The fiscal year of the Société ends on 31 March each year.

Financial statements **30.** The Société must, not later than four months after the end of its fiscal year, forward its financial statements to the Minister together with an annual report for the preceding fiscal year.

Information The financial statements and annual report must contain all the information required by the Minister.

Tabling **31.** The Minister shall table the financial statements and the annual report before the National Assembly within 30 days of receiving them or, if the Assembly is not sitting, within 30 days of resumption.

Audit **32.** The books and accounts of the Société shall be audited each year and whenever so ordered by the Government, by the Auditor General or, with government approval, by an auditor designated by the Société.

Auditor's report The report of the auditor must accompany the annual report and the financial statements of the Société.

Budget estimates

33. Each year, the Société shall submit its budget estimates for the following fiscal year to the Government for approval at the time, in the form and with the contents determined by the Government.

Development plan

34. The Société shall establish a development plan in the form, with the content and for the time fixed by the Government.

Approval

The development plan must be submitted to the Government for approval.

Information

35. The Société must furnish to the Minister any report or information on its activities the Minister requires.

Powers

36. The Government may, on the conditions and in the manner it determines,

(1) guarantee the payment in capital and interest of any loan contracted by the Société and guarantee the performance of the other obligations of the Société;

(2) authorize the Minister of Finance to advance to the Société any amount considered necessary for the pursuit of its objectives.

Consolidated revenue fund

The sums that the Government may be called upon to pay under the first paragraph shall be taken out of the consolidated revenue fund.

Financing of activities

37. The Société shall finance its activities out of sums received and appropriations granted annually for that purpose by the Parliament. Any surplus shall be retained by the Société unless otherwise decided by the Government.

CHAPTER IV

AMENDING PROVISIONS

c. A-13.1, s. 8, am.

38. Section 8 of the Act respecting assistance for tourist development (R.S.Q., chapter A-13.1), amended by section 7 of chapter 16 of the statutes of 1994, is again amended by replacing the words "Tourist Establishments Act (chapter E-15.1)" by the words "Act respecting the Société du tourisme du Québec".

c. A-13.1, s. 9, am.

39. Section 9 of the said Act, amended by section 8 of chapter 16 of the statutes of 1994, is again amended

(1) by replacing the words “minister responsible for the administration of the Tourist Establishments Act” in the first paragraph by the words “Société du tourisme du Québec”;

(2) by replacing the words “minister responsible for the administration of the Tourist Establishments Act” in the second paragraph by the words “Société du tourisme du Québec”;

(3) by replacing the words “minister responsible for the administration of the Tourist Establishments Act” in the third paragraph by the words “Société du tourisme du Québec”;

(4) by replacing the words “minister responsible for the administration of the Tourist Establishments Act” in the fourth paragraph by the words “Société du tourisme du Québec”, and by replacing the word “his” wherever it occurs in that paragraph by the word “its”.

40. Section 37 of the said Act, amended by section 10 of chapter 16 of the statutes of 1994, is again amended by replacing the words “Tourist Establishments Act” in the second paragraph by the words “Act respecting the Société du tourisme du Québec”.

41. Section 7 of the Act to secure the handicapped in the exercise of their rights (R.S.Q., chapter E-20.1), amended by section 34 of chapter 51 of the statutes of 1993, section 39 of chapter 12 of the statutes of 1994, section 13 of chapter 14 of the statutes of 1994, section 22 of chapter 16 of the statutes of 1994, section 76 of chapter 17 of the statutes of 1994 and section 40 of chapter 18 of the statutes of 1994, is again amended by inserting the words “, the president and director general of the Société du tourisme du Québec” before the words “or their representatives” in the last line.

42. Schedule I to the Act respecting the Government and Public Employees Retirement Plan (R.S.Q., chapter R-10), amended by order in council 327-93 dated 17 March 1993, order in council 1202-93 dated 1 September 1993, order in council 1573-93 dated 17 November 1993, order in council 1728-93 dated 8 December 1993 and order in council 555-94 dated 20 April 1994, and by section 153 of chapter 68 of the statutes of 1992, section 65 of chapter 40 of the statutes of 1993, section 31 of chapter 41 of the statutes of 1993, section 6 of chapter 50 of the statutes of 1993, section 13 of chapter 74 of the statutes of 1993 and section 79 of chapter 2 of the statutes of 1994, is again amended by inserting, in alphabetical order, the words “Société du tourisme du Québec” in paragraph 1.

CHAPTER V

TRANSITIONAL AND FINAL PROVISIONS

Personnel

43. The employees, including the managerial personnel, assigned to the tourism sector of the Ministère de l'Industrie, du Commerce, de la Science et de la Technologie, the employees of the Ministère des Affaires internationales, de l'Immigration et des Communautés culturelles and those of the Ministère du Conseil exécutif who act outside Québec in the field of tourism shall become the employees of the Société, subject to the provisions of the collective agreements applicable to them, to the extent set out in the order in council providing for their transfer and provided that such order in council is made before (*insert here the date occurring one year after the date of coming into force of this section*).

Status

Such employees shall have the position and perform the duties assigned to them by the Société, subject to the provisions of collective agreements applicable to them.

Public service

44. Every employee transferred to the Société under section 43 who, at the time of transfer, was a public servant with permanent tenure may apply for a transfer to a position in the public service or enter a competition for promotion to such a position in accordance with the Public Service Act (R.S.Q., chapter F-3.1.1).

Provisions applicable

Section 35 of the said Act applies to any employee referred to in the first paragraph who enters such a competition for promotion.

Classification

45. Where an employee referred to in section 44 applies for a transfer or enters a competition for promotion, he may require the Office des ressources humaines to give him an assessment of the classification that would be assigned to him in the public service. The assessment must take account of the classification of the employee in the public service on the date of the transfer, as well as the years of experience and the formal training acquired in the course of his employment with the Société.

Classification

If the employee is transferred, the deputy minister or the chief executive officer shall assign to him a classification compatible with the assessment referred to in the first paragraph.

Classification

If an employee is promoted, his new classification must take account of the criteria set out in the first paragraph.

Surplus employees

46. Where some or all of the activities of the Société are discontinued or if there is a shortage of work, an employee referred

to in section 44 is entitled to be placed on reserve in the public service with the classification he had before he was transferred to the Société.

Classification In such a case, the Office des ressources humaines shall, where applicable, establish his classification taking account of the criteria set out in the first paragraph of section 45.

Employee placed on reserve **47.** An employee placed on reserve pursuant to section 46 shall remain at the Société until placed by the Office des ressources humaines.

Appeal **48.** Subject to the recourses available under a collective agreement, an employee referred to in section 44 who is dismissed may bring an appeal under section 33 of the Public Service Act.

Associations of employees **49.** The associations of employees certified in accordance with the provisions of Chapter IV of the Public Service Act that represented groups of employees on the date on which the employees were transferred in accordance with section 43, continue to represent those employees at the Société until the date of expiration of the collective agreements in force on the date of transfer.

Associations of employees The associations of employees shall also represent the other employees of the Société, according to the groups to which they belong, until the date of expiration of the collective agreements referred to in the first paragraph.

Collective agreements The provisions of the collective agreements continue to apply to the employees of the Société, so far as they are applicable, until the date of expiration.

Collective agreements However, the provisions of the collective agreements concerning job security do not apply to the employees referred to in the second paragraph.

Material resources **50.** The Government shall determine the material resources, records and other documents of the Ministère de l'Industrie, du Commerce, de la Science et de la Technologie that shall be transferred to the Société.

Appropriations **51.** The appropriations granted to the Ministère de l'Industrie, du Commerce, de la Science et de la Technologie for the fiscal year during which this section comes into force are, to the extent and according to the terms and conditions determined by the Government, transferred to the Société.

Minister
responsible

52. The Minister designated by the Government is responsible for the administration of this Act.

Coming into
force

53. The provisions of this Act will come into force on the date or dates fixed by the Government.