

NATIONAL ASSEMBLY
Thirty-fourth Legislature, third session

1994, chapter 61
AN ACT RESPECTING VILLE DE SAINT-ROMUALD

Bill 237

Introduced by Madam Denise Carrier-Perreault, Member for Chutes-de-la-Chaudière

Introduced 12 April 1994

Passage in principle 16 June 1994

Passage 16 June 1994

Assented to 17 June 1994

Coming into force: 17 June 1994

Act amended: None



CHAPTER 61

An Act respecting Ville de Saint-Romuald

[Assented to 17 June 1994]

Preamble WHEREAS it is in the interest of the town known as “Ville de Saint-Romuald” that it be granted certain powers;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

Incorporator **1.** Ville de Saint-Romuald, hereinafter referred to as “the town”, may act as incorporator of a company pursuant to section 123.9 of the Companies Act (R.S.Q., chapter C-38). The articles of incorporation of the company as well as its articles of amendment, if any, shall be submitted for approval to the Minister of Municipal Affairs; once so approved, they shall be filed with the Inspector General pursuant to section 123.11 or 123.104 of the said Act by the Minister.

Restricted activities The activities of the company referred to in the first paragraph shall be restricted to the carrying out of the agreement referred to in section 3. Members of the council of the town shall be in the majority at all times on the board of directors of the company and only they may assume its chairmanship. The town may hold shares in the company; it shall at all times hold the majority of voting shares.

Prohibition In no case may the company make a public distribution of shares.

Approval **2.** The by-laws passed by the company referred to in section 1 under section 91, 92 or 93 of the Companies Act, as well as any shareholders’ agreement, must be approved by the Minister of Municipal Affairs.

Agreement **3.** The town may, with the authorization of the Minister of Municipal Affairs, enter into an agreement with the company referred to in section 1 relating to the exercise of its jurisdiction in respect of the acquisition, development, management and disposal of immovables for industrial purposes.

Agreement **4.** The agreement referred to in section 3 must contain:

- (1) a detailed description of its object;
- (2) the obligations of the parties including the obligations relating to their financial participation;
- (3) the procedure for determining the cost of carrying out the agreement;
- (4) the obligations of the parties in case of total or partial non-execution of the agreement;
- (5) mention of the duration of the agreement and, where applicable, the terms and conditions for its renewal.

Estimate **5.** The company must, before 1 October each year, transmit to the town an estimate of the costs relating to the implementation of the agreement and the financial commitment required for that purpose from the town for its next fiscal year.

Information on financial situation Moreover, for each of the five fiscal years following the year of its incorporation, the company must send in good time to the Minister of Municipal Affairs its budget estimates, its financial statements and any other information pertaining to its financial situation requested by the Minister.

Insurance **6.** The company must take out insurance, and maintain it in force, to cover the liability of its directors and other representatives.

Disqualification **7.** Any member of the council of the town who, during his term of office as council member, directly or indirectly acquires or holds shares issued by the company referred to in section 1 or by any of its subsidiaries or has a direct or indirect interest in a contract with any of those companies is disqualified from holding the office of member of the council of any municipality.

Disqualification The disqualification persists until the expiry of a period of five years after the day on which the judgment declaring the person disqualified becomes *res judicata*.

Declaration of disqualification	The declaration of disqualification may be sought by means of an action for declaration of disqualification under sections 308 to 312 of the Act respecting elections and referendums in municipalities (R.S.Q., chapter E-2.2).
Exception	8. Section 7 does not apply in the cases described in paragraphs 1 and 2.1 to 9 of section 305 of the Act respecting elections and referendums in municipalities.
Disqualification	9. Any person who directly or indirectly acquires or holds shares issued by the company referred to in section 1 or by any of its subsidiaries or has a direct or indirect interest in a contract with any of those companies is disqualified from holding any position as an officer or employee of the town other than that of an employee within the meaning of the Labour Code (R.S.Q., chapter C-27).
Prohibition	10. The company may not acquire shares in another company or acquire an interest in a partnership unless the activities of that company or partnership are limited to the acquisition, development and management of immovables for industrial purposes within the limits of the territory of the town, or to a related field. No such shares or interest may be acquired without the authorization of the town.
Presumption	11. The company referred to in section 1 is deemed to be a legal person established for a private interest.
Provisions applicable	Notwithstanding section 142 of the Act respecting the implementation of the reform of the Civil Code (1992, chapter 57), the second paragraph of article 2847 of the Civil Code of Québec applies to the presumption enacted in the first paragraph.
Surety	12. With the authorization of the Minister of Municipal Affairs, the town may stand surety for the company referred to in section 1 up to the value of the shares it holds in the company.
Approval	The Minister may require that the resolution or by-law authorizing suretyship be submitted to the qualified voters for approval in accordance with the procedure set out in the Act respecting elections and referendums in municipalities.
Restriction	13. For the purposes of this Act, only immovables designated as being for “industrial purposes” in the planning program of the town may be acquired, developed and managed by the company.
Uses for industrial purposes	Uses compatible with and complementary to industrial uses provided for in the planning program and zoning by-law of the town are also considered to be uses for industrial purposes.

- Applicability **14.** This Act applies notwithstanding the Act respecting municipal industrial immovables (R.S.Q., chapter I-0.1) and the Municipal Aid Prohibition Act (R.S.Q., chapter I-15).
- Exception **15.** Sections 29.3, 573 and 573.1 of the Cities and Towns Act (R.S.Q., chapter C-19) do not apply to the agreement referred to in section 3.
- Coming into force **16.** This Act comes into force on 17 June 1994.