

NATIONAL ASSEMBLY
Thirty-fourth Legislature, third session

1994, chapter 69

AN ACT RESPECTING THE MUNICIPALITÉ RÉGIONALE DE COMTÉ DU HAUT-RICHELIEU

Bill 211

Introduced by Mr Michel Charbonneau, Member for Saint-Jean

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 69

An Act respecting the Municipalité régionale de comté du Haut-Richelieu

[Assented to 17 June 1994]

Preamble WHEREAS it is in the interest of the regional county municipality known as “Municipalité régionale de comté du Haut-Richelieu” that it be granted certain powers;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

Power to act as incorporator **1.** The regional county municipality known as “Municipalité régionale de comté du Haut-Richelieu” 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.

Authorized 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 regional county municipality shall be in the majority at all times on the board of directors of the company and only they may assume its chairmanship. The regional county municipality 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.

Agreements

3. The regional county municipality 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 the field of waste management.

Jurisdiction

For the purposes of the first paragraph, the jurisdiction of the regional county municipality in the field of waste management extends to the following activities:

(1) designing and manufacturing products from materials recovered in the course of its waste management activities, and marketing such products;

(2) establishing research groups and laboratories for the development of technologies relating to waste management, recovery and recycling;

(3) acquiring, holding and exercising patents for the abovementioned purposes;

(4) entering into agreements with universities or research centres.

Content of agreement

4. The agreement referred to in section 3 must include

(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) the duration of the agreement and, where applicable, the terms and conditions for its renewal.

**Authoriza-
tion**

5. Before awarding a contract to a third person for the management of all or part of the agreement referred to in section 3, the company referred to in section 1 shall obtain the authorization of the Minister of Municipal Affairs.

Applicability

The first paragraph does not apply to a contract awarded by the company in carrying out its day-to-day administration.

Estimate of costs

6. The company must, before 1 October each year, transmit to the regional county municipality an estimate of the costs relating to the implementation of the agreement and the financial participation required for that purpose from the regional county municipality for its next fiscal year.

Budget estimates, financial statements

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

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

Disqualification

8. Any member of the council of the regional county municipality 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.

Duration

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).

Non-applicability of provision

9. Section 8 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

10. 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 regional county municipality other than that of an employee within the meaning of the Labour Code (R.S.Q., chapter C-27).

- 11.** 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 waste management or to a related field. No such shares or interest may be acquired without the authorization of the regional county municipality.
- 12.** The company referred to in section 1 is deemed to be a legal person established for a private interest.
- 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.
- 13.** With the authorization of the Minister of Municipal Affairs, the regional county municipality may stand surety for the company referred to in section 1 up to the value of the shares it holds in the company.
- Before granting his authorization, the Minister may order the regional county municipality to submit for approval the resolution or by-law authorizing the suretyship to the qualified voters in the local municipalities whose territories are under the jurisdiction of the regional county municipality in the field of waste management under articles 678.0.1 to 678.0.4 of the Municipal Code of Québec (R.S.Q., chapter C-27.1).
- The Act respecting elections and referendums in municipalities, adapted as required, applies to the approval referred to in the second paragraph.
- 14.** For the purposes of this Act, the regional county municipality may acquire immovables, by agreement or expropriation, in order to transfer or lease them to the company referred to in section 1.
- 15.** This Act applies notwithstanding the Municipal Aid Prohibition Act (R.S.Q., chapter I-15).
- Articles 14.1, 935 and 936 of the Municipal Code of Québec (R.S.Q., chapter C-27.1) do not apply to the agreement referred to in section 3.
- 17.** This Act comes into force on 17 June 1994.