

NATIONAL ASSEMBLY  
Thirty-fourth Legislature, second session

1992, chapter 33  
**AN ACT RESPECTING SOCIÉTÉ INNOVATECH  
DU GRAND MONTRÉAL**

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**Bill 28**

Introduced by Mr Daniel Johnson, Minister for Administration and the Public Service  
and Chairman of the Conseil du trésor

Introduced 14 May 1992

Passage in principle 4 June 1992

Passage 22 June 1992

**Assented to 23 June 1992**

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**Coming into force: 23 June 1992, with the exception of section 45 which will come into force on  
1 April 1997**

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**Act amended:** None



## CHAPTER 33

### An Act respecting Société Innovatech du Grand Montréal

[Assented to 23 June 1992]

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

#### CHAPTER I

##### ESTABLISHMENT AND ORGANIZATION

- 1.** The “Société Innovatech du Grand Montréal” is hereby established.
- 2.** The head office of the Société is in the territory of Greater Montréal described in Schedule A.
- Notice of the location of the head office of the Société and of any change of location shall be filed with the Inspector General of Financial Institutions for publication in the *Gazette officielle du Québec*.
- 3.** The affairs of the Société are administered by a board of directors composed of nine members, appointed by the Government, representing, in particular, the research, university and college education, and business communities.
- 4.** Three persons shall be delegated to the board of directors, including two by the Minister of Industry, Trade and Technology and the Minister of Higher Education and Science from among the staff members of their respective departments, and one by the Minister responsible for the application of this Act.
- 5.** The delegates are not members of the board of directors. However, they are entitled to be called to meetings of the board of directors and to attend and speak at the meetings.

- 6.** The Government shall designate a chairman from among the members of the board of directors.
- Chairman**
- The chairman of the board of directors shall preside over the meetings of the board, oversee its operation and assume any other duties assigned to him by by-law of the Société.
- Duties of chairman**
- 7.** The members of the board of directors shall designate a vice-chairman from among themselves. The vice-chairman shall perform the duties of the chairman of the board in his absence.
- Vice-chairman**
- 8.** The members of the board of directors shall appoint a president of the Société who shall, by virtue of his office, be the Chief Executive Officer. The Chief Executive Officer shall perform his duties on a full-time basis. He is responsible for the management of the Société within the scope of its by-laws and policies.
- Chief Executive Officer**
- The board of directors shall fix the remuneration, social benefits and other conditions of employment of the Chief Executive Officer. The remuneration of the Chief Executive Officer shall be subject to approval by the Government.
- Remuneration**
- 9.** The Chief Executive Officer is not a member of the board of directors. However, he is entitled to be called to board meetings and to attend and speak at the meetings.
- Powers of Chief Executive Officer**
- 10.** The term of office of the members of the board of directors, the delegates and the Chief Executive Officer is of not more than five years.
- Term of office**
- At the end of their term, they shall remain in office until they are replaced or reappointed.
- Continuance**
- 11.** Any vacancy occurring in the course of the term of office of a member of the board of directors or of a delegate to that board shall be filled in accordance with the rules governing appointments under sections 3 and 4.
- Vacancies**
- In particular, a vacancy shall arise through absence from a number of meetings of the board of directors determined by the internal management rules of the Société, in the cases and circumstances indicated therein.
- Vacancies**
- 12.** The members of the board of directors are not remunerated, except in the cases, on the conditions and to the extent which may
- Remuneration and reimbursement of expenses**

be determined by the Société. However, they are entitled to reimbursement of expenses incurred in performing their duties, on the conditions and to the extent determined by the Société.

**Approval** The remuneration and the procedure of reimbursement of expenses of the members of the board of directors must be approved by the Government.

**Quorum** **13.** A majority of the members, including the chairman and vice-chairman, is a quorum at the meetings of the board of directors.

**Voting** **14.** The decisions of the board of directors shall be made by a majority of the votes cast by the members present.

**Tie vote** If votes are equally divided, the person presiding over the meeting has a casting vote.

**Participation by telephone** **15.** The members of the board of directors, the Chief Executive Officer and the delegates may, if they all agree, take part in a meeting using a means which allows them to communicate with one another orally, in particular by telephone. They are, in that case, deemed to have attended the meeting.

**Documents binding if signed** **16.** No document binds the Société unless it is signed by the chairman of the board or by the person authorized to sign it by a by-law of the Société, in the cases determined therein.

**Authentication of minutes and documents** **17.** The minutes of the meetings of the board of directors, approved by it and certified by the chairman of the board or by any other person authorized to do so by a by-law of the Société, are authentic. The documents or copies emanating from the corporation or forming part of its records are authentic if they are certified in the same way.

**Conflict of interest** **18.** Any member of the board of directors having a direct or indirect interest in an enterprise which places his personal interest in conflict with that of the Société shall, on pain of forfeiture of his office, disclose his interest and withdraw from the meeting for the duration of the debate and for the decision bearing upon any question relating to the enterprise in which he has an interest.

**Withdrawal of chairman** When the chairman and vice-chairman of the board of directors must withdraw from the meeting, the other members of the board shall designate from among themselves a person to act in the capacity of chairman.

Conflict of  
interest

**19.** The Chief Executive Officer may not, on pain of forfeiture of his office, have any direct or indirect interest in an enterprise which places his personal interest in conflict with that of the Société. However, forfeiture is not incurred if such an interest devolves to him by succession or gift, provided he renounces or disposes of it with diligence.

Disclosure  
of interest

Any member of the staff of the Société who has a direct or indirect interest in an enterprise which places his personal interest in conflict with that of the Société must, on pain of forfeiture of his office, disclose it in writing to the chairman of the board of directors.

Immunity

**20.** The members of the board of directors may not be prosecuted by reason of official acts performed in good faith in the exercise of their duties.

Employees

**21.** The secretary and other members of the staff of the Société are appointed and remunerated in accordance with the scales, standards and staffing plan established by a by-law of the Société. This by-law shall be subject to approval by the Government.

Internal  
management

**22.** The Société may, by by-law, determine the exercise of its powers and the other aspects of its internal management. It may form an executive committee.

## CHAPTER II

### MISSION AND POWERS

Mission

**23.** The mission of the Société is to promote and support initiatives likely to increase the capacity for technological innovation in the territory of Greater Montréal and thus to improve the competitiveness and economic growth of Québec.

Powers

**24.** In order to carry out its mission, the Société may, in particular, within the scope of governmental objectives,

(1) elicit, receive and evaluate initiatives which may increase the capacity for technological innovation in the territory of Greater Montréal;

(2) associate partners from the private and public sectors with the initiatives and foster action between them;

(3) participate financially in the realization of initiatives;

(4) promote the financial participation of individuals, corporations and legal persons in the initiatives;

(5) sensitize the population of Greater Montréal to the importance of the initiatives supported by the Société by informing it of the achievements being made possible;

(6) advise the Minister in regard to policies and strategies related to technological innovation in the territory of Greater Montréal and propose means of implementing them.

Eligibility  
criteria  
and finan-  
cial parti-  
cipation

**25.** The Société shall determine, by by-law subject to approval by the Government, the eligibility criteria for initiatives which are presented to it, and the form, modalities and, where applicable, the limits of its financial participation.

Applica-  
tions

**26.** The Société shall determine the form of applications for financial participation, the information they must contain and the documents that must accompany them.

Approval of  
Minister

**27.** The Société must obtain the approval of the Minister when the amount of its financial participation in an initiative, taken out of the contribution paid to it by the Minister of Finance, is more than 5 million dollars, or that of the Government, when the amount is more than 10 million dollars.

Ministers  
to be  
informed

**28.** The Société shall inform the Minister of Industry, Trade and Technology, the Minister of Higher Education and Science and any other Minister concerned of the initiatives it intends to support among those which are admissible.

Gifts and  
other con-  
tributions

**29.** The Société may solicit and receive gifts, legacies, grants or other contributions to the extent that no charge or condition is attached to them. Where there is a charge or condition, the Société may exercise these rights only in the cases and on the conditions determined by the Government.

Securities

**30.** The Société may acquire and hold shares, bonds and other securities of legal persons and may sell or otherwise dispose of them.

Restriction

However, it may not hold more than 50 % of the voting rights attached to the shares of a legal person nor the rights allowing it to elect a majority of the directors.

Compensa-  
tion

**31.** The Société may require, in consideration of its financial participation, dues or any other form of compensation that it determines by by-law.

Administration of sums      The by-law may prescribe the methods of administration and disposition of the sums collected by the Société.

Agreements      **32.** The Société may enter into an agreement with any person, association, partnership or body and with the Government or one of its departments or agencies.

Agreements requiring authorization      It may also, with the authorization of the Government and on the conditions the latter determines, enter into an agreement with a government in Canada or abroad, or a department or agency thereof, or with an international organization or an agency of such an organization.

Agreements      **33.** The Société, the Communauté urbaine de Montréal and every municipality whose territory is included in the territory described in Schedule A, may enter into an agreement. Such an agreement may derogate from the Municipal Aid Prohibition Act (R.S.Q., chapter I-15).

### CHAPTER III

#### FINANCING

Financing      **34.** The Société shall finance its activities out of the sums it receives.

Payment of contribution      **35.** The Minister of Finance is authorized to pay to the Société, for the carrying out of its mission, a contribution not exceeding 300 million dollars for the period from 23 June 1992 to 31 March 1997. This contribution is payable in several instalments, the dates, amounts and conditions of which shall be determined by the Government.

Financial commitments      **36.** The Société may not, without the authorization of the Government, contract any loan or other financial commitment which brings the amount of its commitments beyond the limits determined by the Government or which does not meet the conditions determined by the Government.

### CHAPTER IV

#### ACCOUNTS AND REPORTS

Fiscal year      **37.** The fiscal year of the Société ends on 31 March.

Development plan

**38.** The Société shall submit to the Minister, before 15 December each year, its development plan for the following fiscal year.

Budget forecasts

**39.** The Société shall, before 15 December each year, submit to the Minister, for approval by the Government, its budget forecasts for the following fiscal year and the statement of its financial commitments, in accordance with the form and tenor that the Minister determines.

Report and financial statements

**40.** The Société must, not later than 30 September each year, file with the Minister its financial statements and a report of its activities for the preceding fiscal year.

Additional information

The financial statements and report of activities shall contain, in addition, any information that may be required by the Minister.

Tabling

**41.** The Minister shall table the report of activities and the financial statements of the Société before the National Assembly within 15 days of receiving them if the Assembly is in session or, if it is not sitting, within 15 days of resumption.

Audit

**42.** 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 the approval of the Government, by an auditor designated by the Société.

Auditor's report

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

Additional information

**43.** The Société must, in addition, provide the Minister with any information he requires on its activities.

## CHAPTER V

### FINAL PROVISIONS

Dissolution

**44.** The Société shall be dissolved on 31 March 1997, unless authorized by the Government to pursue its activities beyond that date, for the period and on the conditions determined by the Government. From dissolution of the Société, the Government shall assume its rights and obligations, and its property devolves to the public domain.

Continuance

The Government may, however, authorize a body or legal person with objects similar to those of the Société to continue the mission of

the Société under this Act, in which case the body or legal person so authorized assumes the rights and obligations of the Société and is vested with all its property.

**45.** This Act will cease to have effect on the date determined by the Government.

**46.** The Minister designated by the Government shall be responsible for the application of this Act.

**47.** This Act comes into force on 23 June 1992, with the exception of section 45 which will come into force on 1 April 1997.

## SCHEDULE A

### TERRITORY OF GREATER MONTRÉAL

– *Territory of the Communauté urbaine de Montréal:*

The cities and towns of:

Anjou, Baie-d'Urfé, Beaconsfield, Côte-Saint-Luc, Dollard-des-Ormeaux, Dorval, Hampstead, Kirkland, L'Île-Dorval, Lachine, LaSalle, Montréal, Montréal-Est, Montréal-Nord, Montréal-Ouest, Mont-Royal, Outremont, Pierrefonds, Pointe-Claire, Roxboro, Sainte-Anne-de-Bellevue, Sainte-Geneviève, Saint-Laurent, Saint-Léonard, Saint-Pierre, Verdun, Westmount; parish of Saint-Raphaël-de-l'Île-Bizard; Village of Senneville.

– *Territory of the regional county municipalities:*

Laval, Champlain, Roussillon, La Vallée-du-Richelieu, Thérèse-De Blainville, Les Moulins, L'Assomption, Lajemmerais, Vaudreuil-Soulanges, Deux-Montagnes, Mirabel, Beauharnois-Salaberry.