

1988, chapter 32

**AN ACT RESPECTING THE SOCIÉTÉ DE PROMOTION
ÉCONOMIQUE DU QUÉBEC MÉTROPOLITAIN AND
AMENDING THE ACT RESPECTING THE SOCIÉTÉ
INTER-PORT DE QUÉBEC**

Bill 27

Introduced by Mr Daniel Johnson, Minister of Industry and Commerce

Introduced 12 May 1988

Passage in principle 7 June 1988

Passage 17 June 1988

Assented to 17 June 1988

Coming into force: on the date fixed by the Government

— 31 August 1988: ss. 1 to 45

G.O., 1988, Part 2, p. 3351

Act amended:

Act respecting the Société Inter-Port de Québec (R.S.Q., chapter S-18)



CHAPTER 32

An Act respecting the Société de promotion économique du Québec métropolitain and amending the Act respecting the Société Inter-Port de Québec

[Assented to 17 June 1988]

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

DIVISION I

ESTABLISHMENT AND ORGANIZATION

- 1.** A non-profit corporation is hereby established under the name of “La Société de promotion économique du Québec métropolitain”.
- 2.** The territory in which the Société shall exercise its activities shall consist of the territory described in Schedule A to the Act respecting the Communauté urbaine de Québec (R.S.Q., chapter C-37.3) and that of the regional county municipalities of Desjardins and Chutes-de-la-Chaudière.
- 3.** The head office of the Société shall be situated in the territory described in section 2. Notice of the location or of any change of location of the head office shall be published in the *Gazette officielle du Québec*.
- 4.** The Société shall be administered by a board of directors composed of
- (1) ten members having the right to vote, six of whom appointed by the urban community and two by each regional county municipality;

(2) six members appointed as observers who do not have the right to vote, including the president and general manager of the Société and five other members appointed as observers by the city of Québec, the Société Inter-Port de Québec, the Société du Parc technologique du Québec métropolitain, the Minister of Regional Industrial Expansion of Canada and the Minister of Industry and Commerce of Québec, respectively.

- Substitute** The urban community and the regional county municipalities may designate a substitute for each member appointed by them. Where a member is unable to act, the substitute may replace him at a meeting of the board of directors of the Société and shall, in such case, be deemed to be a member of the board.
- Term** **5.** The members of the board of directors and the members appointed as observers, except the president and general manager, shall be appointed for a maximum term of three years.
- End of term** At the end of their terms, the members and the members appointed as observers shall remain in office until they are replaced or reappointed.
- Vacancy** **6.** Any vacancy occurring during a term shall be filled as in section 4.
- Chairman** **7.** The members of the board of directors shall designate the chairman from among the members referred to in subparagraph 1 of the first paragraph of section 4.
- Duties** **8.** The chairman shall preside over meetings of the board of directors, see to its proper management and assume all other duties assigned to him under the by-laws of the Société.
- Replacement** Where the chairman is absent or unable to act, the members of the board of directors shall designate one of their number to replace him.
- President, general manager** **9.** The president and general manager of the Société shall be appointed by the members of the board of directors, after consultation with the Minister, for a maximum term of five years.
- Responsibility** **10.** The president and general manager shall be responsible for the management of the Société within the scope of its by-laws. He shall devote his full time to his duties of office.
- Remuneration** **11.** The board of directors shall fix the remuneration, social benefits and other conditions of employment of the president and general manager.

- Quorum** **12.** The quorum for meetings of the board of directors shall be a majority of its members in office.
- Decisions** **13.** Decisions of the board of directors shall be made by a majority of the votes cast, which must include the votes of at least one-half of the members present appointed by the regional county municipalities.
- Casting vote** **14.** The board of directors may adopt a by-law granting, on determined conditions, a casting vote to the chairman of the board of directors in the case of a tie-vote.
- Decision** **15.** A decision of the board of directors signed by all its members has the same force as if it had been made at a meeting.
- Executive committee** **16.** The board of directors may establish an executive committee and delegate powers to it.
- Composition** **17.** The executive committee shall be composed of the president and general manager and of two other members designated by the board of directors. One of these two members shall be chosen from among the members appointed by the urban community, and the other from among the members appointed by the regional county municipalities.
- Internal management** **18.** The board of directors may adopt any by-law concerning the exercise of its powers and the internal management of the Société.
- Expenses** **19.** The members of the board of directors, the members appointed as observers and the members of the executive committee, except the president and general manager, shall receive no remuneration. They are, however, entitled, on the conditions and to the extent determined by the board of directors, to the reimbursement of expenses incurred in the performance of their duties.
- Conflict of interest** **20.** Any member of the board of directors or any member appointed as an observer, other than the president and general manager, 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 it in writing to the chairman of the board and abstain from taking part in any deliberation or voting on any decision bearing upon the enterprise in which he has an interest.
- Conflict of interest** On pain of forfeiture of office, the president and general manager and the staff members of the Société shall not have any direct or indirect interest in an enterprise placing their personal interest in conflict with

that of the Société. However, forfeiture is not incurred if such an interest devolves to them by succession or gift, provided they renounce or dispose of it with diligence.

Immunity **21.** No member of the board of directors nor any member appointed as an observer may be prosecuted by reason of acts performed in good faith in performing his duties.

DIVISION II

OBJECTS AND POWERS OF THE SOCIÉTÉ

Promotion of economic development **22.** The object of the Société shall consist in promoting, at the national and international levels, the economic development of the territory described in section 2.

Powers **23.** To achieve its object, the Société may, among other activities,

- (1) promote the establishment of enterprises and new investments within its territory and further the realization of projects having significant economic impact;
- (2) promote the goods and services produced within its territory on markets outside its territory;
- (3) establish relations with agencies engaged in the economic development of its territory;
- (4) set up concerted action groups for various sectors with a view to establishing priorities for intervention;
- (5) inform the population on the importance of economic promotion for the territory of the Société.

DIVISION III

FINANCIAL PROVISIONS AND REPORTS

Fiscal year **24.** The fiscal year of the Société ends on 31 December each year.

Gifts, subsidies, etc. **25.** For the purposes of the exercise of its powers, the Société may solicit and receive gifts, legacies, subsidies or any other contributions.

Contributions under Canada-Québec agreement **26.** Until 31 March 1993, the Société shall receive, for its operation, the contributions provided for under the provisions of the Entente auxiliaire Canada-Québec sur la Société Inter-Port de Québec.

Budget estimates

27. The budget estimates of the Société must show revenues at least equal to its expenditures.

Contribution of urban community and municipalities

28. The sums shown as revenues in the budget estimates which are not otherwise provided for shall constitute the contribution of the urban community and regional county municipalities. The share of each shall be fixed pro rata to the standardized assessment of the taxable immovables of its territory, within the meaning of subsection 2 of section 205.1 of the Act respecting land use planning and development (R.S.Q., chapter A-19.1) on 15 September of the year preceding the fiscal year of the Société.

Budget estimates

29. Before 15 September each year, the Société must submit its budget estimates for the next fiscal year to the urban community and the regional county municipalities. It must also submit to them a statement of their share before 15 October each year.

Approval

The budget estimates and the statement of the shares must be approved by the urban community and the regional county municipalities not later than 31 October.

Renewal

If, on 15 December, the budget estimates of the Société for the next fiscal year have not been approved by the urban community and the regional county municipalities, the budget estimates for the preceding fiscal year shall be renewed.

Payment of share

30. The urban community and the regional county municipalities shall each pay their share to the Société within 30 days of the beginning of its fiscal year or at any other date and according to such terms and conditions as may be determined by the board of directors after consultation with the urban community and the regional county municipalities.

Surplus or deficit

31. Any surplus or deficit for a fiscal year constitutes, as the case may be, revenues or expenditures for the next fiscal year.

Activity report

32. Not later than 1 May each year, the Société must submit a report of its activities and a copy of its audited financial statements to the urban community and to the regional county municipalities.

Audit

33. The books and accounts of the Société shall be audited each year.

Orientations **34.** Before 1 September each year, the Société shall transmit its orientations and the means of action envisaged for the next fiscal year to the urban community and the regional county municipalities.

DIVISION IV

TRANSITIONAL AND FINAL PROVISIONS

Minister responsible **35.** The Minister of Industry and Commerce is responsible for the administration of this Act.

President and general manager **36.** The first president and general manager of the Société shall be appointed by the Minister after consultation with the board of directors.

c. S-18, title, replaced **37.** The title of the Act respecting the Société Inter-Port de Québec (R.S.Q., chapter S-18) is replaced by the following title: "Act respecting the Société du parc industriel et portuaire Québec-Sud".

c. S-18, s. 1, am. **38.** Section 1 of the said Act is amended by replacing paragraph c by the following paragraph:

"Société" "(c) "Société": the Société du parc industriel et portuaire Québec-Sud incorporated by section 2."

c. S-18, s. 2, replaced **39.** Section 2 of the said Act is replaced by the following section:

Incorporation **"2.** A joint-stock company is hereby incorporated under the name of "Société du parc industriel et portuaire Québec-Sud"."

c. S-18, s. 3, replaced **40.** Section 3 of the said Act is replaced by the following section:

Head office **"3.** The head office of the Société is situated within the territory of the city of Lauzon."

c. S-18, s. 4, replaced **41.** Section 4 of the said Act is replaced by the following section:

Objects **"4.** The objects of the Société are:

(1) to further the development of an industrial park with harbour installations, within the territory of the city of Lauzon, designed for major industrial projects;

(2) to manage the park contemplated in paragraph 1;

(3) to acquire, sell or exchange parcels of land situated within the territory of the city of Lauzon."

c. S-18, s. 5,
am. **42.** Section 5 of the said Act is amended by replacing the words “described in the schedule”, in the third line, by the words “of the city of Lauzon”.

c. S-18, s. 7,
replaced **43.** Section 7 of the said Act is replaced by the following section:

Board of
directors **“7.** The board of directors of the Société shall consist of five members who are the directors of the Société within the meaning of the Companies Act.

Reimburse-
ment of
expenses The members of the board of directors shall receive no remuneration, except in the cases, on the conditions and to the extent agreed upon jointly by the Ministers. The members are, however, entitled to the reimbursement of expenses incurred in the performance of their duties, subject to such conditions and to such extent as may be determined by the board of directors.”

c. S-18,
schedule,
repealed **44.** The schedule to the said Act is repealed.

Coming into
force **45.** This Act comes into force on the date fixed by the Government.