



CHAPTER 8

An Act to amend the Québec Wood Salvage, Logging and Forest Development Company Act

[Assented to 17 May 1979]

HER MAJESTY, with the advice and consent of the Assemblée nationale du Québec, enacts as follows:

1973, c. 21,
s. 10, re-
placed.

1. Section 10 of the Québec Wood Salvage, Logging and Forest Development Company Act (1973, chapter 21) is replaced by the following section:

Board of
directors.

“10. The Company’s affairs are administered by a board of directors composed of the president of the Company and of not fewer than six nor more than eight other members.

Directors.

The members of the board of directors are the directors of the Company within the meaning of the Companies Act.”

1973, c. 21,
s. 11, re-
placed.

2. Section 11 of the said act is replaced by the following section:

Contract
fixing term
and
remunera-
tion.

“11. The members of the board of directors, including the president, may be elected for a term exceeding two years but not exceeding five years; in such a case, they shall not hold office nor be remunerated except in accordance with the conditions of a contract binding them with the Company for the whole duration of their term of office. Such a contract has effect only if it is ratified by the Lieutenant-Governor in Council.”

1973, c. 21,
s. 11a,
added.

3. The said act is amended by inserting, after section 11, the following section:

Salary.

“11a. Where the members of the board of directors are elected for two years or less, the Lieutenant-Governor in Council shall fix the salary of the president and the indemnities and

allowances to which the president and the other members are entitled.

No reduction. Once fixed, the salary of the president cannot be reduced.”

1973, c. 21, s. 12, replaced. **4.** Section 12 of the said act is replaced by the following section:

Vacancy. **“12.** In the case of a vacancy or where a member is unable to act, his duties shall be temporarily assumed by a person appointed by the Lieutenant-Governor in Council, who shall fix his indemnities and allowances.”

1973, c. 21, s. 13, replaced. **5.** Section 13 of the said act is replaced by the following section:

Qualification. **“13.** At least two-thirds of the directors must be domiciled in Québec. A person need not be a shareholder to be a director of the Company.”

1973, c. 21, s. 14, replaced. **6.** Section 14 of the said act is replaced by the following section:

Conflict of interest. **“14.** A member of the board of directors having an interest in an undertaking putting his personal interest in conflict with the Company’s interest shall, under pain of forfeiture of office, disclose it in writing to the president and refrain from participating in any decision dealing with the undertaking in which he has an interest.

Conflict of interest. Neither the president of the Company nor any other officer or employee of the Company may, under pain of forfeiture of office, have a direct or indirect interest in an undertaking putting his personal interest in conflict with the Company’s interest. Such forfeiture does not occur, however, if such an interest devolves to him by succession or gift, provided that he renounces or disposes of it with all possible dispatch.”

1973, c. 21, s. 15, replaced. **7.** Section 15 of the said act is replaced by the following section:

Responsibility of president. **“15.** The president of the Company, who may also be the chairman of the board of directors, is responsible for the administration and the direction of the Company within the scope of its by-laws.”

1973, c. 21, s. 16, repealed. **8.** Section 16 of the said act is repealed.

1973, c. 21, s. 19, am. **9.** Section 19 of the said act is amended by adding, after paragraph *c*, the following paragraph:

“(d) make agreements with any person and any public or private body, to promote the establishment and development of the forest industry and the creation of new employments.”

1973, c. 21,
s. 19a,
added.

10. The said act is amended by inserting, after section 19, the following section:

Guidelines.

“**19a.** The Ministre des terres et forêts may, within the scope of the responsibilities and powers entrusted to him, issue guidelines on the objectives and orientation of the Company in the carrying out of the duties entrusted to it by law.

Approval.

Those guidelines must be submitted to the Lieutenant-Governor in Council for approval. If they are thus approved, they are binding upon the Company, which must comply with them.

Tabling.

Every guideline issued under this section must be tabled before the Assemblée nationale, if it is in session, within fifteen days of its approval by the Lieutenant-Governor in Council. If the guideline is issued while the Assemblée nationale is not in session, the guideline must be tabled within fifteen days of the opening of the next session or within fifteen days of resumption, as the case may be.”

1973, c. 21,
s. 22, am.

11. Section 22 of the said act is amended:

(a) by replacing subparagraph *a* of the first paragraph by the following subparagraph:

“(a) guarantee the payment in principal and interest of any loan of the Company or of a subsidiary of which it holds more than fifty per cent of the shares, and the carrying out of any of the obligations of the Company or of any such subsidiary;”;

(b) by replacing subparagraph *c* of the first paragraph by the following subparagraph:

“(c) authorize the Ministre des finances to advance to the Company or to a subsidiary contemplated in subparagraph *a* any amount considered necessary for the exercise of the powers of the Company or of such a subsidiary, at such rate of interest, for such period and on such other conditions as the Lieutenant-Governor in Council determines.”;

(c) by replacing the last paragraph by the following paragraph:

Sums
required.

“The sums that the Government may be called upon to pay under those guarantees or that the Ministre des finances advances to the Company or to a subsidiary are taken out of the consolidated revenue fund.”

1973, c. 21,
s. 24a,
added.

12. The said act is amended by inserting, after section 24, the following section:

Develop-
ment plan.

“24a. The Company must also submit each year its development plan and that of its subsidiaries to the Lieutenant-Governor in Council for approval.

Form and
tenor.

The Lieutenant-Governor in Council determines the form and tenor of the development plan and the time when it must be presented.”

Coming
into force
(18 Sept.
1979, *G.O.*,
p. 6531).

13. This act comes into force on the day of its sanction, except sections 1, 2 and 3, which will come into force on the date to be fixed by proclamation of the Government.