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# NATIONAL ASSEMBLY

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SECOND SESSION

THIRTY-FOURTH LEGISLATURE

Bill 147

**An Act respecting Société  
Innovatech Québec et  
Chaudière-Appalaches**

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**Introduction**

**Introduced by  
Mr Gérald Tremblay  
Minister of Industry, Trade and Technology**

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#### EXPLANATORY NOTES

*This bill establishes the Société Innovatech Québec et Chaudière-Appalaches. The mission of the Société will be to promote and support initiatives capable of increasing the capacity for technological innovation in the territory of the regions of Québec and Chaudière-Appalaches and thus to improve the competitiveness and economic growth of Québec.*

*The bill establishes the method of operation of the Société, particularly those relating to the composition of its board of directors and the remuneration and other terms of employment of its directors.*

*It provides that, for the carrying out of its mission, the Société will dispose of an amount not exceeding 60 million dollars apportioned over the next five years.*

*Finally, this bill provides for the dissolution of the Société at the end of the five-year period and for the modalities of its dissolution.*

#### **ACT AMENDED BY THIS BILL:**

– Act respecting Société Innovatech du Grand Montréal (1992, chapter 33).

# Bill 147

## An Act respecting Société Innovatech Québec et Chaudière-Appalaches

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

### CHAPTER I

#### ESTABLISHMENT AND ORGANIZATION

**1.** The “Société Innovatech Québec et Chaudière-Appalaches” is hereby established.

**2.** The head office of the Société is in the territory of the Québec and Chaudière-Appalaches regions described in Schedule A.

Notice of the location of the head office of the Société and of any change of location shall be sent to 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, college 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 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 receive notice of the 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.

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.

**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.

**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.

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 must be approved by the Government.

**9.** The chief executive officer is not a member of the board of directors. However, he is entitled to receive notice of the meetings of the board and to attend and speak at the meetings.

**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.

At the end of their term, they remain in office until they are replaced or reappointed.

**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.

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.

**12.** The members of the board of directors are not remunerated, except in the cases, on the conditions and to the extent which may

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

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

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

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

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

**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.

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

**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 by-law of the Société, are authentic. The documents or copies emanating from the Société or forming part of its records are authentic if they are so certified.

**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 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 such an interest.

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 as chairman.

**19.** The chief executive officer may not, on pain of forfeiture of 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.

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 office, disclose his interest in writing to the chairman of the board of directors.

**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.

**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 by-law of the Société. This by-law must be approved by the Government.

**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

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

**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 the Québec and Chaudière-Appalaches regions;

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

(3) participate financially in the realization of such initiatives;

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

(5) sensitize the population of the Québec and Chaudière-Appalaches regions to the importance of initiatives supported by the Société by informing it of the achievements being made possible;

(6) advise the Minister with regard to policies and strategies related to technological innovation in the territory of the Québec and Chaudière-Appalaches regions and propose means of implementing them.

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

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

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

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

**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.

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

However, it may not hold more than 50 % of the voting rights attached to the shares of a legal person or of the rights allowing it to elect a majority of the directors.

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

The by-law may prescribe the methods of administering and disposing of the sums collected by the Société.

**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.

It may also enter, as provided by law, 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.

**33.** The Société, the Communauté urbaine de Québec 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

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

**35.** The Minister of Finance is authorized to pay to the Société, for the carrying out of its mission, a contribution not exceeding 60 million dollars for the period from (*insert here the date of assent to this Act*) to 31 March 1999. This contribution is payable in several instalments, the dates, amounts and conditions of which are determined by the Government.

**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

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

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

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

**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.

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

**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.

**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.

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

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

## CHAPTER V

### FINAL PROVISIONS

**44.** The Société shall be dissolved on 31 March 1999, unless authorized by the Government to pursue its activities beyond that date, for the period and on the conditions determined by the Government. From the dissolution of the Société, the Government shall assume its rights and obligations, and its property devolves to the public domain.

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 administration of this Act.

**47.** Section 32 of the Act respecting Société Innovatech du Grand Montréal (1992, chapter 33) is amended by replacing the words “, with the authorization of the Government and on the conditions the latter determines, enter” in the first and second lines of the second paragraph by the words “enter, as provided by law,”.

**48.** This Act comes into force on (*insert here the date of assent to this Act*), with the exception of section 45 which will come into force on 1 April 1999.

## SCHEDULE A

### TERRITORY OF QUÉBEC AND CHAUDIÈRE-APPALACHES

*– Territory of the Communauté urbaine de Québec:*

Ville de Beauport, Ville de Cap-Rouge, Ville de Charlesbourg, Municipalité de Lac-Saint-Charles, Ville de L’Ancienne-Lorette, Ville de Loretteville, Ville de Québec, Paroisse de Saint-Augustin-de-Desmaures, Ville de Sainte-Foy, Ville de Saint-Émile, Ville de Sillery, Ville de Val-Bélair, Ville de Vanier.

*– Territory of the regional county municipalities in the region of Québec:*

Charlevoix, Charlevoix-Est, La Côté-de-Beaupré, La Jacques-Cartier, Ile-d’Orléans, Portneuf.

*– Territory of the regional county municipalities in the region of Chaudière-Appalaches:*

Beauce-Sartigan, Bellechasse, Desjardins, L’Amiante, La Nouvelle-Beauce, Les Chutes-de-la-Chaudière, Les Etchemins, L’Islet, Lotbinière, Montmagny, Robert-Cliche.