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# NATIONAL ASSEMBLY

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FIRST SESSION

THIRTY-THIRD LEGISLATURE

Bill 234  
(Private)

## **An Act respecting the “Quebec Furniture Retailers Corporation”**

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**Introduction**

Introduced by  
**Mr Jean-Claude Gobé**  
Member for Lafontaine



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# Bill 234

(Private)

## An Act respecting the “Quebec Furniture Retailers Corporation”

WHEREAS the “Quebec Furniture Retailers Corporation” is a corporation incorporated under Part III of the Companies Act;

Whereas the “Quebec Furniture Retailers Corporation” is a corporation which endeavours to ensure consumers all the protection to which they are entitled by increasing the supervision of the technical and administrative skills of its members;

Whereas the “Quebec Furniture Retailers Corporation” is seeking to create, in the furniture business, a more orderly and better disciplined market for furniture retailers, having regard to the economic conditions prevailing in that sphere of activity;

Whereas the corporation has requested the passage of this Act by a resolution of its board;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

**1.** In this Act, unless the context indicates otherwise,

(a) “corporation” means the Quebec Furniture Retailers Corporation created by letters patent on 26 March 1969 under Part III of the Companies Act (R.S.Q., chapter C-38);

(b) “board” means the board of directors of the corporation;

(c) “manager” means the manager of the corporation;

(d) “member in good standing” means any member of the corporation who meets the criteria fixed by by-law, is not under suspension and is not indebted to the corporation for any fine or costs nor for any contribution more than three months in arrears;

(e) “member of the Furniture Retailers Corporation” means a natural or legal person engaged in the furniture retail business in Québec, who is a voluntary member of the corporation and who undertakes to comply with the criteria established by by-law;

(f) “by-laws” means the by-laws of the corporation.

**2.** The corporation shall continue to be governed by Part III of the Companies Act, except the amendments made by this Act.

**3.** The corporation shall have perpetual succession and a common seal with the power to change or alter it at will; under its corporate name it may appear before the courts, acquire, hold or possess movable or immovable property and alienate or hypothecate it, except that the value of its immovable property must not exceed \$200 000.

**4.** The corporation may make, amend or repeal by-laws respecting

(a) its internal management;

(b) the upholding of the honour, dignity and discipline of its members;

(c) the determination of the conditions of admission, suspension, expulsion and readmission of members of the corporation; and

(d) any other matter which this Act empowers it to regulate.

**5.** The by-laws are enacted, and amended or repealed, as the case may be, by decision of the board, but no by-law, amendment or repeal may have effect until after ratification by a vote of the majority of the members of the corporation present at their annual meeting or at a special meeting called for such purpose and at which there is a quorum.

**6.** The corporation has the exclusive right to confer on those of its members who have fulfilled the conditions established for such purpose in its by-laws the title of “member of the Furniture Retailers Corporation”.

**7.** The following are members of the corporation:

(a) every natural person who has applied for membership and meets the conditions of admission determined by by-law;

(b) every corporation which has applied for membership and meets the conditions of admission determined by by-law. Each of the member corporations is authorized to designate one of its directors, members or employees to represent it at meetings of the corporation and vote in its name; each of these representatives may also be elected a member of the board of directors.

**8.** The corporation may, by resolution of the board, create classes of special or associate members. The board shall, by by-law, determine the conditions of admission for special or associate members as well as their privileges and obligations and the contributions they are required to pay. No special or associate member may vote at meetings of the corporation.

**9.** (1) The members of the corporation shall meet for an annual meeting at least once a year on the date and at the place fixed by the by-laws.

(2) They shall also hold a special meeting whenever the business of the corporation so requires, at the call of the directors sent in accordance with the by-laws, at the request of the chairman upon a resolution of the board or the written requisition of thirty members in good standing, addressed to the manager and stating the object of the meeting.

(3) On failure by the directors to call the special meeting within ten days of receipt of the resolution or requisition, the meeting is called by the secretary of the board if it is required by resolution of the board and by the petitioners in all other cases.

**10.** (1) The quorum at annual or special meetings is fixed by by-law.

(2) A vote by proxy is valid if the proxy is a member of the corporation.

(3) Only members in good standing may vote at meetings of the corporation, according to the modalities fixed by by-law.

**11.** (1) Every member shall pay to the corporation the contribution fixed by the by-laws; the contribution shall form part of the general funds of the corporation.

(2) Any member who fails to pay the contribution within three months from the date on which it falls due is automatically suspended.

(3) Any member so suspended may terminate such suspension by paying to the corporation, with interest at 10% per annum, the contribution for the non-payment of which he was suspended and any

other contribution which he would have had to pay if the suspension had not taken place, or by complying with the conditions imposed by the corporation and paying thereto any lesser amount established by by-law.

**12.** The affairs of the corporation shall be managed by a board of directors of not fewer than four and not more than fifteen members.

**13.** The members of the board shall be elected each year at the annual meeting of the corporation and shall remain in office for one year from their election and until their successors are elected.

**14.** The corporation, by by-law, may provide for the election of the members of the board for three years, one-third of the board to be replaced each year at the annual meeting, and order that all or some of the members of the board must reside and carry on business in certain specified regions of Québec.

**15.** Only a member in good standing may be elected a member of the board.

**16.** The office of member of the board becomes vacant if the holder

(a) dies;

(b) ceases to be a member in good standing;

(c) incurs a disciplinary penalty of expulsion, suspension or fine imposed by the corporation;

(d) is interdicted or provided with a judicial adviser;

(e) goes bankrupt or is a director of a corporation which does business as a furniture retailer and becomes insolvent or bankrupt;

(f) forwards to the manager his resignation in writing.

**17.** The board may fill any vacancy occurring among its members.

**18.** The majority of the members of the board present, or any greater number fixed by the by-laws, constitute a quorum.

**19.** The board shall meet as often as the business of the corporation requires and at any meeting any member of the board who is present is entitled to one vote.

**20.** (1) At its first meeting after each annual meeting, the board shall elect from among its members a chairman, a vice-chairman and a secretary and treasurer; these officers shall remain in office until their successors are elected.

(2) The board shall appoint a manager, fix his remuneration and his term of office. It may dismiss him only on the affirmative vote of at least two-thirds of its members.

(3) The board may also appoint any other officers or employees of the corporation, fix their remuneration and dismiss them.

**21.** (1) The board shall establish, by by-law, a committee on discipline and a committee on professional ethics.

(2) The board may also establish, by by-law, an executive committee and determine the powers thereof, as well as any other committee or commission it deems expedient.

(3) Each committee has as chairman a member of the board appointed by the board; except in the case of the executive committee, all the members of which must be members of the board, any member in good standing may become a member of a committee.

(4) The office of a member of a committee becomes vacant in the same circumstances as that of a member of the board.

**22.** (1) The committee on discipline shall hear in first instance any complaint made against a member of the corporation for violation of the by-laws or this Act.

(2) For the purpose of deciding a complaint, the committee on discipline shall hear the parties or afford them a reasonable opportunity to be heard, the procedure for such purpose to be established by by-law.

**23.** The committee on discipline shall be composed of not fewer than five members, a majority of which constitutes a quorum.

**24.** When the board sits in appeal from a decision of the committee on discipline, neither the complainant nor any member of the committee on discipline or of the committee on professional ethics shall be permitted to sit thereon.

**25.** (1) The duties of the committee on professional ethics are to investigate and report to the board on any question pertaining to professional ethics, discipline or the good name of the corporation and its members; it also has the duty to examine the conduct of the members of the corporation and, if necessary, instruct one of its members to lodge a complaint before the committee on discipline.

(2) The committee on professional ethics shall be composed of not fewer than five members, a majority of whom constitutes a quorum.

**26.** The corporation may exercise before any court of justice all the rights of its members respecting acts directly or indirectly prejudicial to the collective interest of the members represented by the corporation.

**27.** This Act comes into force on (*insert here the date of assent to this Act*).