

SIXTH SESSION

THIRTY-FIRST LEGISLATURE

NATIONAL ASSEMBLY OF QUÉBEC

Bill 26

**An Act respecting the Société
du Palais des congrès de Montréal**

First reading
Second reading
Third reading



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EXPLANATORY NOTES

The object of this bill is to establish the Société du Palais des Congrès de Montréal, whose principal mandate will be to manage and operate the Palais des congrès de Montréal and carry on such commercial and other activities as may foster its development.

The affairs of the corporation will be administered by a board of directors of not over eleven members appointed by the Government, including a president and a director general of the corporation.

This bill extends the standard rules found in existing laws to conflicts of interest affecting the directors, officers and employees of the corporation.

It empowers the Government to authorize certain commitments by the corporation and to make regulations governing contracts of the corporation.

Lastly, the bill empowers the Government, on such conditions as it may determine, to guarantee the liabilities of the corporation.

Bill 26

An Act respecting the Société du Palais des congrès de Montréal

HER MAJESTY, with the advice and consent of the National Assembly of Québec, enacts as follows:

DIVISION I

ESTABLISHMENT AND COMPOSITION OF THE CORPORATION

1. A body hereinafter called the “corporation” is established under the name of “Société du Palais des congrès de Montréal”.

2. The corporation is a corporation within the meaning of the Civil Code, and has all the powers of such a corporation in addition to those conferred on it by this Act.

3. The corporation is a mandatary of the Crown in right of Québec.

The property of the corporation forms part of the public domain, but the performance of its obligations may be levied against its property.

The corporation binds none but itself when it acts in its own name.

4. The head office of the corporation is in the territory of the City of Montréal.

5. The affairs of the corporation are administered by a board of directors consisting of

(1) a president, appointed by the Government for a term of not over five years;

(2) a director general, appointed by the Government for a term of not over five years, subject to the contract contemplated in the second paragraph of section 8; and

(3) from five to nine other members, appointed by the Government for a term of not over two years, including not fewer than five appointed after consultation with those organizations that are representative of the sector concerned.

The Government may, however, designate the same person to act as both president and director general of the corporation.

6. The members of the board of directors shall elect a vice-president from among the members contemplated in subparagraph 3 of the first paragraph of section 5, to carry on the functions of the president in his absence.

7. The president shall preside over the meetings of the board, direct its operations and carry out the other functions vested in him by by-law of the corporation.

8. The director general of the corporation is responsible for its management within the scope of its by-laws and policies. He holds office on a full-time basis.

His remuneration and the other conditions on which he holds office shall be specified in a contract binding him to the corporation. The contract is without effect unless ratified by the Government.

9. The Government shall fix the remuneration of the president and vice-president and of the members contemplated in subparagraph 3 of the first paragraph of section 5.

The members of the board of directors other than the director general are indemnified or reimbursed for costs and expenses incurred in the discharge of their duties, in accordance with the scales and standards determined by by-law of the corporation.

10. Each member of the board of directors remains in office at the expiry of his term until he is replaced or reappointed.

The Government shall fill any vacancy occurring before the end of a term, in such manner and for such time as are specified in section 5.

11. If the director general is absent or unable to act, the Government may appoint a person to carry on his functions during his absence or incapacity, and fix the person's remuneration and other conditions of employment.

12. Any member of the board of directors, other than the director general, having any direct or indirect interest in any undertaking causing his interest to conflict with that of the corpo-

ration shall, under pain of forfeiture of office, disclose it in writing to the director general and abstain from participating in any decision involving the undertaking in which he has the interest.

Neither the director general nor any other officer or employee of the corporation may, under pain of forfeiture of office, have any direct or indirect interest in any undertaking causing his interest to conflict with that of the corporation. However, forfeiture is not incurred where the interest devolves to him by succession or gift, provided he renounces or disposes of it with dispatch.

13. The corporation, by by-law, may establish an executive committee, determine its functions and powers, and fix the term of office of its members.

14. The corporation may appoint a secretary and any other officer or employee necessary for its operations.

The secretary and the other officers or employees of the corporation are appointed and remunerated in accordance with the scales and standards and the staffing plan established by by-law of the corporation.

15. The corporation may make any by-law respecting the exercise of its powers and its internal management.

16. The by-laws of the corporation come into force upon approval by the Government.

17. The minutes of the sittings of the board of directors, approved by the board and certified true by the president or by the secretary, are authentic, as are documents or copies emanating from the corporation or forming part of its records, if certified true by the secretary.

DIVISION II

OBJECTS AND POWERS OF THE CORPORATION

18. The corporation has the following objects:

(1) to manage and operate the Palais des congrès de Montréal contemplated in section 17 of the Act respecting the Société de développement immobilier du Québec (R.S.Q., c. S-11);

(2) to draw up development or operational plans for the Palais des congrès;

(3) to carry on such commercial and other activities as may foster the development of the Palais des congrès and take up their operation, promotion and management; and

(4) to replace the Société de développement immobilier du Québec in respect of the development and improvement of the Palais des congrès to such extent, on such conditions and on such date as are fixed by the Government.

19. To attain its objects, the corporation shall, from such date and on such conditions as are determined by the Government, rent or acquire the moveable and immoveable property owned by the Société de développement immobilier du Québec.

20. The corporation may associate or contract with any person to attain its objects.

21. In no case may the corporation, without the authorization of the Government,

(1) contract a loan that increases the aggregate of its outstanding loans to over \$500 000;

(2) build, acquire or dispose of immoveables;

(3) make a financial commitment for a greater amount than that determined by the Government;

(4) acquire or hold stocks or shares of another corporation.

22. The Government may make regulations respecting the conditions governing contracts of the corporation and determine in what cases such contracts are subject to the approval of the Government or the Conseil du trésor.

Any regulation made under this section comes into force on the day of its publication in the *Gazette officielle du Québec* or on any later date fixed therein.

DIVISION III

GOVERNMENT GUARANTY

23. The Government may

(1) undertake, on such conditions as it may fix, to meet the temporary needs of the corporation for liquid assets in such a manner as to enable it to ensure, at maturity, the repayment of the capital and the payment of the interest on any loan contracted by the corporation;

(2) authorize the Minister of Finance to advance to the corporation any amount deemed necessary to carry out this Act, at such rate of interest, for such period of time, and on such other conditions as it may fix;

(3) guarantee, on such conditions as it may fix, the payment in capital and interest of any loan or other obligation contracted by the corporation.

[[**24.** The sums required for the application of section 23 are taken out of the consolidated revenue fund.]]

[[**25.** The sums received by the corporation are used to meet its obligations and the balance is paid, on the motion of the Government, into the consolidated revenue fund.]]

DIVISION IV

ACCOUNTS AND REPORTS

26. The fiscal period of the corporation ends on 31 March each year.

27. The corporation must, not later than 31 July each year, make a report of its activities for the preceding fiscal period to the Minister of Industry, Commerce and Tourism.

The report must further contain all the information prescribed by the Minister.

The report must be tabled before the National Assembly if it is in session or, if it is not sitting, within thirty days after the opening of the next session or, as the case may be, within thirty days after resumption.

28. The Auditor General or an auditor designated by the Government shall audit the books and accounts of the corporation every year and also whenever so ordered by the Government. The auditor's report must accompany the annual report of the corporation.

29. The corporation must furnish to the Minister any information that he requires on its activities.

DIVISION V

FINAL PROVISIONS

30. The Minister of Industry, Commerce and Tourism is responsible for the carrying out of this Act.

31. This Act will come into force on a date to be fixed by proclamation of the Government, except the provisions excluded by that proclamation, which will come into force in whole or in part on a later date to be fixed by proclamation of the Government.