

NATIONAL ASSEMBLY  
Thirty-fourth Legislature, second session

1993, chapter 34

## AN ACT RESPECTING THE SOCIÉTÉ DU CENTRE DES CONGRÈS DE QUÉBEC

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### **Bill 99**

Introduced by Mr André Vallerand, Minister of Tourism

Introduced 13 May 1993

Passage in principle 2 June 1993

Passage 15 June 1993

**Assented to 15 June 1993**

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**Coming into force: 1 July 1993, except section 32 which will come into force on the date to be fixed by the Government**

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### **Act amended:**

Act to amend the Charter of the City of Québec (1984, chapter 61)





## CHAPTER 34

### An Act respecting the Société du Centre des congrès de Québec

[Assented to 15 June 1993]

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

#### CHAPTER I

##### ESTABLISHMENT AND ORGANIZATION

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|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Establishment  | <b>1.</b> A corporation known as the “Société du Centre des congrès de Québec” is hereby established.                                                                                                                                                                           |
| Powers         | <b>2.</b> The corporation is a corporation within the meaning of the Civil Code. It has all the powers of such a corporation in addition to those conferred on it by this Act.                                                                                                  |
| Mandatory      | <b>3.</b> The corporation is a mandatory of the Government.                                                                                                                                                                                                                     |
| Property       | The property of the corporation forms part of the public domain, but the performance of its obligations may be levied against its property.                                                                                                                                     |
| Responsibility | The corporation binds none but itself when it acts in its own name.                                                                                                                                                                                                             |
| Head office    | <b>4.</b> The head office of the corporation shall be in the territory of the city of Québec, at the place determined by the Government. Notice of the location or of any change in location of the head office shall be published in the <i>Gazette officielle du Québec</i> . |
| Administration | <b>5.</b> The affairs of the corporation shall be administered by a board of directors consisting of not more than nine members appointed by the Government, including a president and a vice-president.                                                                        |

- President**      **6.** The president shall preside over the meetings of the board of directors, direct its operations and carry out the other functions vested in him by by-law of the corporation.
- Appointment**      **7.** The president of the board of directors is appointed for a term of not over five years, and the other members of the board are appointed for a term of not over three years.
- Term of office**      At the expiry of their terms of office, the members of the board of directors shall remain in office until replaced or reappointed.
- Vacancy**      **8.** Any vacancy occurring in the course of a term of office shall be filled according to the mode of appointment set out in section 5.
- Vacancy**      Absence from the number of meetings of the board of directors determined by an internal by-law of the corporation shall constitute a vacancy in the cases and circumstances specified in the by-law.
- Director general**      **9.** The Government may appoint a director general for a term of not over five years.
- President and director general**      The Government may appoint the same person to hold office as president of the board of directors and as director general.
- Director general**      **10.** The director general is responsible for the management of the corporation within the scope of its by-laws. He shall hold office on a full-time basis.
- Remuneration**      **11.** The Government shall fix the remuneration, social benefits and other conditions of employment of the director general.
- Remuneration**      The members of the board of directors shall receive no remuneration except in such cases, on such conditions and to such extent as the Government may determine. They are, however, entitled to the reimbursement of expenses incurred in the discharge of their duties on the conditions and to the extent the Government determines.
- Quorum**      **12.** At meetings of the board of directors, a majority of members constitutes a quorum.
- Decision**      **13.** A decision of the board of directors signed by all its members has the same value as if made during an ordinary meeting.
- Secretary**      **14.** The secretary and the other members of the personnel of the corporation shall be appointed and remunerated in accordance

with the scales, standards and staffing plan established by by-law of the corporation. Such by-law is subject to approval by the Government.

**Conflict of interest**      **15.** Any member of the board of directors having any direct or indirect interest in any undertaking causing his interest to conflict with that of the corporation shall, under pain of forfeiture of office, disclose it in writing to the director general and abstain from participating in any discussion or decision involving the undertaking in which he has the interest or in any meeting during which his interest is discussed.

**Conflict of interest**      Neither the director general nor any other member of the personnel 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.

**By-laws**      **16.** The corporation may make any by-law respecting the exercise of its powers and its internal management.

**Coming into force**      Such a by-law shall come into force on the date of its approval by the Government or on any other date the Government determines.

## CHAPTER II

### OBJECTS AND POWERS OF THE CORPORATION

**Objects**      **17.** The corporation has the following objects:

- (1) to manage and operate the Centre des congrès de Québec;
- (2) to draw up development or operational plans for the Centre des congrès;
- (3) to carry on such commercial and other activities as may foster the development of the Centre des congrès and take up their operation, promotion and management.

**Objects**      **18.** To attain its objects, the corporation shall, alone or with others, from such date and on such conditions as are determined by the Government, rent or acquire such of the movable and immovable property owned by the Société immobilière du Québec as is required for the operation of the Centre des congrès.

Rights and  
obligations

The corporation shall acquire, in the same manner, any right granted by, and any obligation contracted by, the Société immobilière du Québec for the realization of the Centre des congrès de Québec.

Objects

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

Prohibition

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

(1) build, acquire, alienate, transfer, by lease or otherwise, or pledge an immovable;

(2) make a financial commitment that is incompatible with the limits and the terms and conditions determined by the Government;

(3) contract a loan that increases the aggregate of its outstanding loans to more than the amount determined by the Government.

### CHAPTER III

#### DOCUMENTS, ACCOUNTS AND REPORTS

Signature

**21.** No act, document or writing shall bind the corporation unless it is signed by the president of the board of directors, the director general or, to the extent determined by by-law of the corporation, by a member of its personnel.

Signature

The corporation may allow, by by-law, subject to the conditions and on the documents it determines, that a signature be affixed by means of an automatic device or that a facsimile signature be engraved, lithographed or printed. However, the facsimile shall have the same force as the signature itself only if the document is countersigned by a person authorized by by-law of the corporation.

Minutes

**22.** The minutes of the meetings of the board of directors, approved by the board and signed by the president or by any other person so authorized by by-law of the corporation, are authentic, as are documents and copies emanating from the corporation or forming part of its records if signed or certified true by an authorized person.

Fiscal year

**23.** The fiscal year of the corporation ends on 31 March each year.

Financial  
statements

**24.** The corporation must, not later than four months after the end of its fiscal year, remit its financial statements to the Minister together with an annual report for the preceding fiscal year.

Financial statements      The financial statements and annual report must contain all the information required by the Minister.

Tabling      **25.** The Minister shall table the financial statements and the annual report before the National Assembly within thirty days of receiving them if it is in session or, if it is not sitting, within thirty days of resumption.

Information      **26.** The corporation must, in addition, provide the Minister with any other information he requires concerning its activities.

Budgetary estimates      **27.** Each year, the corporation shall submit its budgetary estimates for the ensuing fiscal year to the Minister for approval at the time, in the form and with the contents determined by the Minister.

Audit      **28.** The books and accounts of the corporation shall be audited by the Auditor General each year and whenever so ordered by the Government; the Auditor General may, with government approval, designate another auditor.

Report      The report of the Auditor General or of the auditor designated by him must accompany the annual report and the financial statements of the corporation.

## CHAPTER IV

### FINANCIAL PROVISIONS

Powers      **29.** The Government may, on the conditions and according to the terms and conditions it determines,

(1) guarantee the payment in capital and interest of any loan contracted by the corporation and the performance of its other obligations;

(2) authorize the Minister of Finance to advance to the corporation any amount considered necessary for the pursuit of its objects;

(3) grant a subsidy to the corporation to provide for its obligations.

Consolidated revenue fund      The sums that the Government may be called upon to pay under subparagraphs 1 and 2 of the first paragraph shall be taken out of the consolidated revenue fund.

Sums  
received

**30.** The sums received by the corporation are used to meet its obligations and the balance is paid into the consolidated revenue fund at the Government's request.

## CHAPTER V

### TRANSITIONAL AND FINAL PROVISIONS

Provisions  
not appli-  
cable

**31.** The Act respecting duties on transfers of immovables (R.S.Q., chapter D-15.1) does not apply to transfers of immovables to the corporation and to the Société immobilière du Québec for the realization of the Centre des congrès de Québec.

1984, c. 61,  
s. 76,  
replaced

**32.** Section 76 of the Act to amend the Charter of the City of Québec (1984, chapter 61) is replaced by the following section:

Prohibition

**"76.** No provision of a zoning, subdivision or building by-law passed after 12 June 1984 may be amended before 1 September 2067 to prohibit the addition to the business centre known as Place Québec of an office building 23 250 square metres in area, excluding mechanical and electrical equipment and the structures in which it is located, the maximum height of which, excluding mechanical and electrical equipment and the structures in which it is located, does not exceed 60 metres between the average level of the ground adjacent to the building and a horizontal plane passing through the highest point of the roof of the building, on an area of land of approximately 2 400 square metres located at the northeast corner of the Place Québec business centre, at the junction of Saint-Joachim and Dufferin streets, without it being necessary to provide parking spaces in addition to those existing on 12 June 1984."

Minister  
responsible

**33.** The Minister of Tourism is responsible for the administration of this Act.

Coming into  
force

**34.** This Act will come into force on 1 July 1993, except section 32 which will come into force on the date to be fixed by the Government.