

NATIONAL ASSEMBLY  
Thirty-fourth Legislature, second session

1993, chapter 80  
**AN ACT RESPECTING SOCIÉTÉ INNOVATECH QUÉBEC  
ET CHAUDIÈRE-APPALACHES**

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**Bill 147**

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

Introduced 10 December 1993

Passage in principle 10 December 1993

Passage 16 December 1993

**Assented to 17 December 1993**

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**Coming into force: 17 December 1993, with the exception of section 45 which will come into force on 1 April 1999**

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**Act amended:**

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



## CHAPTER 80

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

[Assented to 17 December 1993]

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

#### CHAPTER I

##### ESTABLISHMENT AND ORGANIZATION

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

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

**Notice**      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*.

**Board of directors**      **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.

**Delegates to board of directors**      **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.

**Delegates**      **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.

Chairman **6.** The Government shall designate a chairman from among the members of the board of directors.

Chairman 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.

Vice-chairman **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.

President **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.

Chief executive officer 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.

Chief executive officer **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.

Term of office **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.

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

Vacancy **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.

Vacancy 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.

Remuneration **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.

Approval by  
Government

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

Quorum

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

Majority  
vote

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

Casting vote

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

Participa-  
tion by  
telephone

**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.

Documents

**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.

Minutes of  
meetings

**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.

Conflict of  
interest

**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.

Person to  
act as  
chairman

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.

Conflict of  
interest

**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.

Conflict of  
interest

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.

Prosecution  
of members

**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.

Appoint-  
ment and  
remunera-  
tion

**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.

Internal  
management

**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

Mission

**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.

Powers

**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.

Criteria of eligibility

**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.

Applications

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

Approval

**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.

Ministers informed

**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.

Gifts, legacies, grants

**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.

Shares, bonds, securities

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

Exception

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.

Dues

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

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

Agreements      **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.

Agreements      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.

Agreements      **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

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

Contribution to be paid to Société      **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 17 December 1993 to 31 March 1999. This contribution is payable in several instalments, the dates, amounts and conditions of which are determined by the Government.

Loans, financial commitments      **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

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

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

Budget  
estimates

**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.

Financial  
statement  
and annual  
report

**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.

Additional  
information

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

Tabling

**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.

Audit

**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.

Auditor's  
report

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

Information

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

## CHAPTER V

### FINAL PROVISIONS

Dissolution

**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.

Continuance  
of mission  
of Société

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.



Cessation  
of effect

**45.** This Act will cease to have effect on the date determined by the Government.

Minister  
responsible

**46.** The Minister designated by the Government shall be responsible for the administration of this Act.

1992, c. 33,  
s. 32, am.

**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,”.

Coming into  
force

**48.** This Act comes into force on 17 December 1993, 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 Côte-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.