



NATIONAL ASSEMBLY

SECOND SESSION

THIRTY-SEVENTH LEGISLATURE

Bill 50

(2006, chapter 57)

An Act respecting the Centre de la francophonie des Amériques

Introduced 15 November 2006

Passage in principle 23 November 2006

Passage 13 December 2006

Assented to 14 December 2006

**Québec Official Publisher
2006**

EXPLANATORY NOTES

This bill establishes the Centre de la francophonie des Amériques. The Centre's mission, to be achieved by reinforcing and enriching relations among francophones and francophiles in Québec, Canada and the Americas and by fostering the complementarity of their actions, is to contribute to the promotion and development of a francophone culture that will carry the French language into the future in a context of cultural diversity.

The bill specifies that the board of directors is to consist of fifteen directors, eight of whom are to be appointed by the Government and seven, elected by the general meeting of the Centre's members.

The bill establishes the Centre's operating procedure and sets out the rules governing its organization.

LEGISLATION AMENDED BY THIS BILL:

- Financial Administration Act (R.S.Q., chapter A-6.001);
- Act respecting the Government and Public Employees Retirement Plan (R.S.Q., chapter R-10);
- Act respecting the Pension Plan of Management Personnel (R.S.Q., chapter R-12.1).

Bill 50

AN ACT RESPECTING THE CENTRE DE LA FRANCOPHONIE DES AMÉRIQUES

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

ESTABLISHMENT

- 1.** The “Centre de la francophonie des Amériques” is established.
- 2.** The Centre is a legal person.
- 3.** The Centre has its head office in the territory of Ville de Québec.

CHAPTER II

MISSION AND FUNCTIONS

- 4.** The Centre’s mission, to be achieved by reinforcing and enriching relations among francophones and francophiles in Québec, Canada and the Americas and by fostering the complementarity of their actions, is to contribute to the promotion and development of a francophone culture that will carry the French language into the future in a context of cultural diversity.

The Centre is to help develop the cultural awareness and self-fulfillment of francophones and francophiles and to encourage collaboration between individuals, groups and communities interested in francophone culture.

It is to encourage exchanges, partnerships and the development of francophone networks in order to support substantive, socially-relevant projects, and is to disseminate information on francophone-related subjects.

It may provide financial or technical support for activities or projects and it must take into account the policies of the government departments and bodies concerned by its activities.

- 5.** The Minister may entrust the Centre with any mandate for the fulfillment of its mission.

6. The Centre may, subject to the applicable legislative provisions, enter into an agreement with a government other than that of Québec, a department or body of such a government, or an international organization or one of its agencies.

7. The Centre may take any measure that is useful in the fulfillment of its mission.

CHAPTER III

ADMINISTRATION

8. The Centre's affairs are to be administered by a board of directors consisting of 15 directors including a chair and a president and chief executive officer, who is a member of the board by virtue of office. The directors are appointed or elected as follows:

(1) three directors, including the chair and a person from outside Canada, are appointed by the Government on the joint recommendation of the Minister responsible for Canadian Intergovernmental Affairs and for Francophones within Canada, the Minister of International Relations and Minister responsible for La Francophonie, the Minister of Culture and Communications, and the Minister responsible for the Charter of the French language;

(2) four directors are appointed respectively by the Minister responsible for Canadian Intergovernmental Affairs and for Francophones within Canada, the Minister of International Relations and Minister responsible for La Francophonie, the Minister of Culture and Communications and the Minister responsible for the Charter of the French language;

(3) seven directors are elected from among the Centre's members by the general meeting of members.

Of the directors elected by the general meeting of the Centre's members, there must be one from each of Québec, Ontario, Acadia, and Western Canada or the Territories, one from outside Canada, one who was elected from among the leaders of pan-Canadian organizations of Canadian francophone and Acadian communities and one who is not more than 35 years of age when elected.

9. The chair of the board of directors is appointed for a term of up to five years, and the other directors, excluding the president and chief executive officer, for a term of up to three years.

The duration of the terms of elected directors is determined by the general meeting of the Centre's members.

However, the expiry of the terms of directors must be staggered in such a way that they do not all end in the same year.

10. On expiry of their term, the members of the board of directors remain in office until replaced, reappointed or re-elected.

11. The members of the board of directors, excluding the president and chief executive officer, are not remunerated except in the cases, under the conditions and to the extent determined by the Government. However, they are entitled to be reimbursed for expenses incurred in the exercise of their functions, under the conditions and to the extent determined by the Government.

12. The offices of chair of the board of directors and of president and chief executive officer may not be held concurrently.

13. The chair of the board of directors presides at meetings of the board and sees to the smooth operation of the board and the board committees.

In the case of a tie vote, the chair has a casting vote.

The chair also assumes any other responsibility assigned by the board.

14. The board of directors must designate a vice-chair from among its members.

If the chair of the board is absent or unable to act, the vice-chair acts as chair.

15. On the recommendation of the board of directors, the Government appoints the president and chief executive officer based on the expertise and experience profile established by the Centre.

The president and chief executive officer is appointed for a term of up to five years.

The Government determines the remuneration, employment benefits and other conditions of employment of the president and chief executive officer.

16. If the board of directors does not recommend a president and chief executive officer for appointment in accordance with section 15 within a reasonable time, the Government may appoint a president and chief executive officer after notifying the board members.

17. If the president and chief executive officer is absent or unable to act, the board of directors may designate a member of the Centre's personnel to exercise the president and chief executive officer's functions.

18. The president and chief executive officer is responsible for the direction and management of the Centre within the framework of its by-laws and policies. The president and chief executive officer proposes strategic directions, action plans and overall development priorities to the board of directors.

The president and chief executive officer assumes any other responsibilities assigned by the board.

The office of president and chief executive officer is a full-time position.

19. A vacancy on the board of directors must be filled in accordance with the rules of appointment provided in this Act.

Non-attendance at a number of board meetings determined by the Centre's internal by-laws constitutes a vacancy in the cases and circumstances indicated in the by-laws.

20. The responsibilities of the board of directors include

(1) approving the strategic directions, action plans and overall development priorities proposed by the president and chief executive officer;

(2) establishing the Centre's annual activities program after consultation with the Minister responsible for Canadian Intergovernmental Affairs and for Francophones within Canada, the Minister of International Relations and Minister responsible for La Francophonie, the Minister of Culture and Communications and the Minister responsible for the Charter of the French language, as regards the mission of each;

(3) approving the Centre's financial statements, annual report and annual budget;

(4) approving the standards and scales of remuneration and other conditions of employment of the Centre's personnel;

(5) approving the governance rules of the Centre and the rules of ethics and professional conduct applicable to board members and personnel; and

(6) approving the expertise and experience profiles to be used in appointing the board members, including the president and chief executive officer.

21. The Centre's personnel are appointed according to the staffing plan established by by-law of the Centre.

Subject to a collective agreement, the Centre determines by by-law the standards and scales of remuneration, employee benefits and other conditions of employment of its personnel in accordance with the conditions defined by the Government.

22. The quorum at meetings of the board of directors is the majority of board members including the chair.

The board's decisions are made on the basis of the majority of votes cast by the members present.

23. The members of the board of directors may waive notice of a meeting. Attendance at a meeting of the board constitutes a waiver of notice, unless the members are present to contest the legality of the meeting.

24. If all agree, the members of the board of directors may take part in a meeting by means of equipment enabling all participants to communicate directly with one another.

25. Written resolutions, signed by all members of the board of directors entitled to vote, have the same value as if they had been adopted during a meeting of the board.

A copy of all such resolutions is to be kept with the minutes of the proceedings or other equivalent record book.

26. A member of the Centre's personnel who has a direct or indirect interest in an enterprise that places his or her personal interest in conflict with the interest of the Centre must, on pain of dismissal, disclose the interest in writing to the president and chief executive officer.

27. The board of directors may set the amount of dues to be paid by each class of member of the Centre as well as the contributions to be paid for certain activities.

28. The board of directors may make by-laws

(1) to regulate the exercise of its powers and the other aspects of its internal management;

(2) to define rules governing the admission, suspension, expulsion and disciplining of members and to establish various classes of members; and

(3) to establish committees to facilitate the smooth operation of the Centre.

29. The chair of the board of directors may take part in committee meetings.

CHAPTER IV

FINANCIAL PROVISIONS AND REPORTS

30. The Centre may impose fees or charges or require other payment for the services it provides.

31. The Centre may not, except with the authorization of the Government,

(1) contract a loan that causes the total of its current outstanding loans to exceed the amount determined by the Government;

(2) make a financial commitment in excess of the limits or in contravention of the conditions determined by the Government;

(3) acquire or hold shares in a legal person or an interest in a partnership in excess of the limits or in contravention of the conditions determined by the Government;

(4) transfer shares in a legal person or an interest in a partnership in excess of the limits or in contravention of the conditions determined by the Government;

(5) acquire or transfer other assets in excess of the limits or in contravention of the conditions determined by the Government; or

(6) accept a gift or legacy to which a charge or condition is attached.

32. The sums received by the Centre must be used to finance its activities and perform its obligations. Any surplus is retained by the Centre unless the Government decides otherwise.

33. The Government may, subject to the conditions it determines,

(1) guarantee the payment of the capital of and interest on any loan contracted by the Centre and the performance of its obligations; and

(2) authorize the Minister of Finance to advance to the Centre any amount considered necessary to meet its obligations and fulfill its mission.

The sums required for the purposes of this section are taken out of the consolidated revenue fund.

34. The fiscal year of the Centre ends on 31 March.

35. The books and accounts of the Centre are to be audited by the Auditor General every year and whenever ordered by the Government.

The Auditor General's report must accompany the financial statements and annual report of the Centre.

36. Not later than 31 July each year, the Centre must file with the Minister its financial statements and annual report for the preceding fiscal year.

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

The Minister tables the financial statements and annual report in the National Assembly within 30 days of their receipt or, if the Assembly is not sitting, within 30 days of resumption.

37. Each year the Centre files with the Minister, in the manner determined by the Minister, its estimates for the following fiscal year.

38. The Centre must communicate to the Minister any information required by the Minister concerning its operations.

CHAPTER V

MISCELLANEOUS AND TRANSITIONAL PROVISIONS

39. In accordance with the rules set out in the second paragraph of section 8, the Government may appoint provisional directors who remain in office until directors are elected by the general meeting of the Centre's members.

40. Schedule 2 to the Financial Administration Act (R.S.Q., chapter A-6.001) is amended by inserting in alphabetical order the following:

“Centre de la francophonie des Amériques”.

41. Schedule I to the Act respecting the Government and Public Employees Retirement Plan (R.S.Q., chapter R-10) is amended by inserting in alphabetical order the following:

“the Centre de la francophonie des Amériques”.

42. Schedule II to the Act respecting the Pension Plan of Management Personnel (R.S.Q., chapter R-12.1) is amended by inserting in alphabetical order the following:

“the Centre de la francophonie des Amériques”.

43. Not later than 14 December 2011, and subsequently every 10 years, the Centre must report to the Government on the application of this Act as concerns the mission entrusted to the Centre, and on the advisability of amending the Act.

The report is tabled in the National Assembly within 30 days or, if the Assembly is not sitting, within 30 days of resumption.

44. The Minister responsible for Canadian Intergovernmental Affairs and for Francophones within Canada is responsible for the administration of this Act.

45. The provisions of this Act come into force on the date or dates to be set by the Government.

