



NATIONAL ASSEMBLY OF QUÉBEC

FIRST SESSION

FORTY-SECOND LEGISLATURE

Bill 15
(2020, chapter 10)

**An Act respecting the Société de
développement et de mise en valeur
du Parc olympique**

**Introduced 28 May 2019
Passed in principle 19 September 2019
Passed 2 June 2020
Assented to 2 June 2020**

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EXPLANATORY NOTES

This Act establishes the Société de développement et de mise en valeur du Parc olympique, which replaces the Régie des installations olympiques.

Under the Act, the Société's mission is to develop, manage, promote and operate the Olympic Park and highlight the Olympic heritage and legacy.

Among other things, the Act allows the Société to provide services related to its expertise and experience.

The Act establishes the Société's organizational and operational rules, including those regarding the composition of its board of directors and the governance measures the Société is required to implement in constituting a capital expenditures committee, in particular. Rules for the Société's financing, accounts and reports are also established.

Lastly, the Act includes the transitional and consequential provisions required, among other things, to create the Société.

LEGISLATION AMENDED BY THIS ACT:

- Financial Administration Act (chapter A-6.001);
- Act respecting the governance of state-owned enterprises (chapter G-1.02);
- Hydro-Québec Act (chapter H-5);
- Act respecting the process of negotiation of the collective agreements in the public and parapublic sectors (chapter R-8.2);
- Act respecting the Government and Public Employees Retirement Plan (chapter R-10);
- Act respecting the Pension Plan of Management Personnel (chapter R-12.1).

LEGISLATION REPLACED BY THIS ACT:

- Act respecting the Régie des installations olympiques (chapter R-7).

REGULATIONS REPEALED BY THIS ACT:

- Regulation respecting leases and leasing and concession contracts of the Régie des installations olympiques (chapter R-7, r. 1);
- Regulation respecting contracts for the alienation of surplus movable property (chapter R-7, r. 2).

Bill 15

AN ACT RESPECTING THE SOCIÉTÉ DE DÉVELOPPEMENT ET DE MISE EN VALEUR DU PARC OLYMPIQUE

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

CONSTITUTION

1. The Société de développement et de mise en valeur du Parc olympique (Société) is established.

The Société may be designated as “Olympic Park”.

2. The Société is a legal person and a mandatary of the State.

The Société’s property forms part of the domain of the State, but the execution of the Société’s obligations may be levied against its property.

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

3. The Société has its head office in the territory of Ville de Montréal. A notice of the location of the head office, and of any change in its location, must be published in the *Gazette officielle du Québec*.

CHAPTER II

MISSION AND POWERS

4. The Société’s mission is

(1) to develop, manage, promote and operate the Olympic Park, in particular to allow sports, cultural and community events, exhibitions, as well as tourist and recreational activities to be held there, in complementarity with its partners and the surrounding community; and

(2) to highlight the Olympic heritage and legacy.

The Société carries out its mission taking into account the sustainable development principles set out in the Sustainable Development Act (chapter D-8.1.1).

For the purposes of this Act, the Olympic Park includes the Olympic Stadium, the Montréal Tower, the Esplanade and any other immovable owned by the Société and located within the geographic area bounded by Sherbrooke street and Pierre-De Coubertin avenue, and Pie-IX boulevard and Viau street.

5. In pursuing its development, management, promotion and operation mission, the Société's functions are to seek out, in particular through missions and participation in exhibitions and trade shows, in Québec, elsewhere in Canada and abroad, cultural productions, sports events and any other type of event that could be held at the Olympic Park and, if applicable, to collaborate in developing and holding such events.

6. In pursuing its enhancement mission, the Société's functions are

(1) to protect, maintain and enhance the Olympic Park's heritage, in particular the architectural and historical heritage, including its technical components;

(2) to maintain and improve the Olympic Park's infrastructures and the capacity to use the Olympic Park's facilities; and

(3) to promote the Olympic heritage.

7. The Société may provide services related to its expertise and the experience it has acquired in the fields in which it carries out its activities.

8. The Société carries out any other mandate entrusted to it by the Government.

9. In pursuing its mission, as provided by law, the Société may enter into agreements with governments other than that of Québec, with departments or bodies of such governments or with international organizations or bodies of such organizations.

The Société may, for the same purpose, enter into agreements with departments or bodies of the Gouvernement du Québec, as well as any person, partnership or body, and participate in joint projects with them.

10. The Société may, with Government authorization, acquire or establish any subsidiary that may be useful in pursuing its mission.

A subsidiary has the same powers as the Société in exercising its functions.

11. For the purposes of this Act, a legal person or partnership controlled by the Société is a subsidiary of the Société.

A legal person is controlled by the Société when the Société holds, directly or through legal persons it controls, more than 50% of the voting rights attached to the legal person's equity securities or is in a position to elect a majority of its directors.

A partnership is controlled by the Société when the Société holds, directly or through legal persons it controls, more than 50% of the equity securities. However, a limited partnership is controlled by the Société when the Société or a legal person it controls is a general partner of the partnership.

12. Subject to the provisions of a collective agreement, subsidiaries of the Société shall determine the standards and scales of remuneration, employment benefits and other conditions of employment of their staff members in accordance with the conditions approved by the Government.

13. The Société or a subsidiary of the Société may not, without the Government's authorization,

(1) contract loans that cause its total current outstanding loans to exceed the amount determined by the Government;

(2) make financial commitments in excess of the limits determined by the Government;

(3) alienate immovables that are part of the Olympic Park;

(4) acquire, hold or dispose of assets, other than those referred to in subparagraph 3, in excess of the limits determined by the Government; or

(5) accept gifts or legacies to which charges or conditions are attached.

The Government may make its authorization subject to the conditions it determines.

The amounts, limits and conditions determined under this section may also apply to the group formed by the Société and its subsidiaries or to one or more members of that group.

However, Government authorization is not required in the case of transactions between the Société and its subsidiaries, or between subsidiaries.

14. The designation "Olympic Park" may not be used in Québec to designate an immovable, business, body or territory of any kind without permission in writing from the Société.

CHAPTER III

ORGANIZATION AND OPERATION

DIVISION I

BOARD OF DIRECTORS

15. The Société is administered by a board of directors composed of 13 members, including the chair of the board and the president and chief executive officer.

16. The Government appoints the members of the board of directors, other than the chair and the president and chief executive officer, based on expertise and experience profiles approved by the board.

Those members, of whom one is appointed after consultation with Ville de Montréal and the councils of the boroughs adjacent to the Olympic Park and at least two others are appointed after consultation with bodies the Minister considers representative of the sectors concerned by the Société's mission, are appointed for a term of up to four years.

Two of the members appointed after consultation with bodies the Minister considers representative of the sectors concerned by the Société's mission must come from the tourism, business, sports, cultural or community sectors.

17. The Government appoints the chair of the board of directors for a term of up to five years.

18. The members of the board of directors, other than the president and chief executive officer, are not remunerated, except in the cases, on the conditions and to the extent that may be determined by the Government. However, they are entitled to the reimbursement of expenses incurred in the exercise of their functions, on the conditions and to the extent determined by the Government.

19. The Government appoints the president and chief executive officer on the recommendation of the board of directors, based on the expertise and experience profile approved by the board.

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

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

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

21. If the board of directors does not recommend a candidate for the position of president and chief executive officer in accordance with section 19 within a reasonable time, the Government may appoint the president and chief executive officer after notifying the board members.

22. If the president and chief executive officer is absent or unable to act, the board of directors may designate a Société staff member to provisionally exercise the duties of that position.

23. When their term expires, members of the board of directors remain in office until they are replaced or reappointed.

24. Vacancies on the board of directors are filled in accordance with the rules of appointment to the board.

Absence from the number of board meetings determined by the Société's internal by-laws constitutes a vacancy, in the cases and circumstances indicated in the by-laws.

25. The quorum at board meetings is the majority of the members, including the president and chief executive officer or the chair of the board of directors.

Board decisions are made by a majority vote of the members present. In the case of a tie vote, the person presiding at the meeting has a casting vote.

A vote by board members may be held using any means of communication enabling votes to be cast in a way that both allows the votes to be verified afterwards and protects the secrecy of the ballot, where such a ballot has been requested.

26. The Société's board of directors may hold its meetings anywhere in Québec.

27. Unless otherwise provided in the internal by-laws, the board members may, if all consent, participate in board meetings by means of equipment enabling all participants to communicate directly with one another. In such cases, they are deemed to be present at the meeting.

28. The minutes of board meetings, approved by the board and certified true by the chair, the president and chief executive officer or any other person so authorized by the Société's internal by-laws, are authentic, as are the documents and copies emanating from the Société or forming part of its records, provided they are signed or certified true by one of those persons.

29. No document binds the Société or may be attributed to it unless it is signed by the chair of the board of directors, the president and chief executive officer or, to the extent determined in the Société's internal by-laws, by a Société staff member.

The internal by-laws may provide for subdelegating the power to sign acts and documents and determine particulars as to how that power is to be exercised.

Unless otherwise provided in the internal by-laws, a signature may be affixed on a document by any means, including any technology-based process.

By-laws made under this section are published in the *Gazette officielle du Québec*.

30. The Société may, in its internal by-laws, provide for its internal management and, in particular, determine a framework of operation for the board of directors, establish an executive committee or any other committee and delegate the exercise of its powers to such a committee.

The internal by-laws may also provide for delegating the powers of the board of directors to a Société staff member.

DIVISION II

CAPITAL EXPENDITURES COMMITTEE

31. In addition to the committees it must establish under the Act respecting the governance of state-owned enterprises (chapter G-1.02), the board of directors must establish a capital expenditures committee.

The capital expenditures committee must include members who have expertise in project management, architecture, engineering, construction, and major works maintenance, as well as heritage and urban planning.

32. The duties of the capital expenditures committee are as follows:

(1) in the context of infrastructure asset maintenance projects and projects to eliminate the asset infrastructure maintenance deficit that the Société qualifies as major,

(a) follow up on the projects' progress the entire time they are being carried out and report on that follow-up, in writing, to the board of directors; and

(b) study all files related to the projects;

(2) examine the capital expenditures plan and annual budget estimates for maintaining and upgrading Olympic Park infrastructures, recommend that the board of directors approve them and monitor them;

(3) follow up on the board of directors' decisions regarding all Olympic Park infrastructure construction, maintenance and upgrading projects;

(4) examine contracts related to capital expenditures and recommend that the board of directors approve them;

(5) study all files related to maintenance and security of the Société's facilities and recommend any decision in that regard to the board of directors;

(6) examine files on leasing spaces involving leasehold improvements that require major investments or commitments of a technical nature and make recommendations to the board of directors in that regard;

(7) follow up on the Société's sustainable development action plan with regard to protection of the immovable heritage and to infrastructure construction, maintenance and upgrading activities; and

(8) carry out any other mandate entrusted to it by the board of directors.

DIVISION III

SECRETARY GENERAL AND OTHER STAFF MEMBERS

33. The secretary general and other Société staff members are appointed in accordance with the staffing plan established by the board of directors.

Subject to the provisions of a collective agreement, the Société determines the standards and scales of remuneration, employee benefits and other conditions of employment in accordance with the conditions defined by the Government.

34. A member of the Société's staff who has a direct or indirect interest in a business causing the staff member's personal interest to conflict with that of the Société must, on pain of dismissal, disclose the interest in writing to the president and chief executive officer.

Where applicable, the disclosure must be made at the time the member takes office, and promptly if such an interest appears while the member is employed by the Société.

CHAPTER IV

FINANCIAL PROVISIONS, ACCOUNTS AND REPORTS

35. The Société finances its activities out of the revenue it derives from the duties, fees, dues and other types of remuneration it collects and the other monies to which it is entitled.

36. Each year, the Société must submit its budget estimates for the following fiscal year to the Minister, according to the form, content and schedule determined by the Minister.

The budget estimates require the Government's approval.

37. The Government may, subject to the terms and conditions it determines,

(1) guarantee payment of the principal of and interest on any loan contracted by the Société or one of its subsidiaries and the performance of its obligations; and

(2) authorize the Minister of Finance to advance to the Société or one of its subsidiaries any amount considered necessary for pursuing its mission.

The sums required for the purposes of this section are taken out of the Consolidated Revenue Fund.

38. The Société’s fiscal year ends on 31 March.

39. Not later than 30 September each year, the Société must submit its financial statements and a report on its activities for the previous fiscal year to the Minister.

The financial statements and activity report must contain all the information required by the Minister and be accompanied by the separate financial statements of each of the Société’s subsidiaries.

40. The Minister must table the Société’s financial statements and activity report as well as the separate financial statements of each of its subsidiaries in the National Assembly within 15 days of receiving them or, if the Assembly is not sitting, within 15 days of resumption.

41. The Société’s books and accounts must be audited by the Auditor General every year and whenever the Government so orders.

The Auditor General’s report must be attached to the financial statements.

42. The strategic plan established by the Société under section 34 of the Act respecting the governance of state-owned enterprises must include the activities of its subsidiaries.

43. The Société must give the Minister any information the Minister requires concerning the Société or its subsidiaries.

CHAPTER V

AMENDING PROVISIONS

FINANCIAL ADMINISTRATION ACT

44. Schedule 2 to the Financial Administration Act (chapter A-6.001) is amended

(1) by striking out “Régie des installations olympiques”;

(2) by inserting “Société de développement et de mise en valeur du Parc olympique” in alphabetical order.

ACT RESPECTING THE GOVERNANCE OF STATE-OWNED ENTERPRISES

45. Schedule I to the Act respecting the governance of state-owned enterprises (chapter G-1.02) is amended

(1) by striking out “Régie des installations olympiques”;

(2) by inserting “Société de développement et de mise en valeur du Parc olympique” in alphabetical order.

HYDRO-QUÉBEC ACT

46. Section 39.12 of the Hydro-Québec Act (chapter H-5) is repealed.

ACT RESPECTING THE PROCESS OF NEGOTIATION OF THE COLLECTIVE AGREEMENTS IN THE PUBLIC AND PARAPUBLIC SECTORS

47. Schedule C to the Act respecting the process of negotiation of the collective agreements in the public and parapublic sectors (chapter R-8.2) is amended

(1) by striking out “— The Régie des installations olympiques”;

(2) by inserting “— The Société de développement et de mise en valeur du Parc olympique” in alphabetical order.

ACT RESPECTING THE GOVERNMENT AND PUBLIC EMPLOYEES RETIREMENT PLAN

48. Schedule I to the Act respecting the Government and Public Employees Retirement Plan (chapter R-10) is amended

(1) by striking out “Régie des installations olympiques” in paragraphs 1 and 3;

(2) by inserting “Société de développement et de mise en valeur du Parc olympique” in paragraphs 1 and 3 in alphabetical order.

ACT RESPECTING THE PENSION PLAN OF MANAGEMENT PERSONNEL

49. Schedule II to the Act respecting the Pension Plan of Management Personnel (chapter R-12.1) is amended

(1) by striking out “Régie des installations olympiques” in paragraphs 1 and 4;

(2) by inserting “Société de développement et de mise en valeur du Parc olympique” in paragraphs 1 and 4 in alphabetical order.

REGULATION RESPECTING LEASES AND LEASING AND CONCESSION CONTRACTS OF THE RÉGIE DES INSTALLATIONS OLYMPIQUES

50. The Regulation respecting leases and leasing and concession contracts of the Régie des installations olympiques (chapter R-7, r. 1) is repealed.

REGULATION RESPECTING CONTRACTS FOR THE ALIENATION OF SURPLUS MOVABLE PROPERTY

51. The Regulation respecting contracts for the alienation of surplus movable property (chapter R-7, r. 2) is repealed.

CHAPTER VI

TRANSITIONAL AND FINAL PROVISIONS

52. The Société de développement et de mise en valeur du Parc olympique replaces the Régie des installations olympiques, acquires its rights and assumes its obligations.

53. The Société becomes, without continuance of suit, a party to all proceedings to which the Régie des installations olympiques was a party.

54. Publication in the land register is not required for the rights and obligations that have become those of the Société under section 52.

However, the Société may, with regard to an immovable for which it holds a right of ownership, and if it deems it appropriate, publish a notice that announces the replacement, refers to this Act and contains a description of the immovable. Only one copy of the notice is required and it need not be certified.

55. The Act respecting duties on transfers of immovables (chapter D-15.1) does not apply to the transfer of immovables from the Régie des installations olympiques to the Société under section 52.

56. Régie des installations olympiques staff members employed on 31 October 2020 become, without further formality, Société staff members.

Their conditions of employment continue to apply until they are modified by the Société.

57. Régie des installations olympiques board members, including the president and chief executive officer, in office on 31 October 2020 continue in office under the same conditions for the unexpired portion of their term, until replaced or reappointed under this Act.

For the purposes of section 12 of the Act respecting the governance of state-owned enterprises (chapter G-1.02), the terms served by the members of the board of directors of the Régie referred to in the first paragraph are taken into account for their renewal.

58. Régie des installations olympiques vice-presidents in office on 31 October 2020 continue in office under the same conditions for the unexpired portion of their term.

59. A declaration by the Société in an application for registration or cancellation of an entry in the register of personal and movable real rights or the land register, stating that the Société is, by the effect of the replacement made under section 52, the holder of the rights that are the subject of the application and that were formerly registered in favour of the Régie des installations olympiques, is sufficient to establish with the registrar that the Société is the holder of those rights.

60. The strategic plan of the Régie des installations olympiques is, with the necessary modifications, applicable to the Société until it is replaced by the Société's first strategic plan.

61. The directives, policies and other decisions made regarding the Régie des installations olympiques by the Cabinet or the Conseil du trésor under the powers and prerogatives devolved to them continue to have effect with regard to the Société until their object is attained or they are repealed or amended by the competent authority.

62. Until section 2 of chapter 20 of the Statutes of 2018 comes into force, section 34 of the Act respecting liquor permits (chapter P-9.1) is to be read as follows:

“34. A “Man and his World” permit and an “Olympic Grounds” permit authorize, for consumption on the premises, the sale of alcoholic beverages specified in the permit.

A “Man and his World” permit authorizes the sale of alcoholic beverages at the place specified in the permit situated on any part of the site of the Universal and International Exhibition of 1967 where the manifestations and activities called “Man and his World” take place.

An “Olympic Grounds” permit authorizes the sale of alcoholic beverages at the place specified in the permit when it is situated on any part of the site contemplated in the third paragraph of section 4 of the Act respecting the Société de développement et de mise en valeur du Parc olympique (2020, chapter 10).”

63. Until section 4 of chapter 20 of the Statutes of 2018 comes into force, subparagraph 1 of the first paragraph of section 39 of the Act respecting liquor permits is to be read as follows:

“(1) be the owner or the lessee of the establishment or be specially authorized by the owner or the lessee of the establishment to use the permit or, in the case of a “Man and his World” permit or an “Olympic Grounds” permit, have obtained a concession, respectively, from Ville de Montréal or the Société de développement et de mise en valeur du Parc olympique;”.

64. Unless otherwise indicated by the context and with the necessary modifications,

(1) in any law or regulation, the designation “Régie des installations olympiques” is replaced by “Société de développement et de mise en valeur du Parc olympique”; and

(2) in any other document, a reference to the Act respecting the Régie des installations olympiques (chapter R-7) or any of its provisions is a reference to this Act or the corresponding provision of this Act, if applicable, and a reference to the Régie des installations olympiques is a reference to the Société de développement et de mise en valeur du Parc olympique.

65. The Société must, not later than 30 September 2021, file the last activity report and financial statements of the Régie des installations olympiques required under sections 28 and 31 of the Act respecting the Régie des installations olympiques, respectively; the Société must attach them to its own activity report.

This section applies despite any incompatible provision.

66. This Act replaces the Act respecting the Régie des installations olympiques.

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

68. This Act comes into force on 1 November 2020.