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# NATIONAL ASSEMBLY

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SECOND SESSION

THIRTY-FIFTH LEGISLATURE

**Bill 447**

(1998, chapter 47)

**An Act respecting certain facilities  
of Ville de Montréal**

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**Introduced 29 May 1998**  
**Passage in principle 5 June 1998**  
**Passage 19 June 1998**  
**Assented to 20 June 1998**

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## EXPLANATORY NOTES

*This bill creates the Société de gestion Marie-Victorin, a legal person with share capital whose mission will be to operate certain facilities acquired from Ville de Montréal. The board of directors of the Société will consist of seven directors, four of whom are to be appointed by the executive committee of Ville de Montréal and three by the Government.*

*The bill provides that the facilities to be acquired by the Société are the Biodôme, the Jardin botanique and the Planétarium, and determines the amount to be given in return for the acquisition. It also provides that all the shares of the Société are attributed to Ville de Montréal.*

*Under the bill, the Government may agree with a legal person not established for pecuniary gain on the acquisition by such legal person from Ville de Montréal of shares of the Société. The Government will pay the legal person a subsidy, out of the sums voted annually for such purpose by the Parliament, to provide for the payment of the capital of and interest on any loan necessary for the acquisition.*

*The bill also contains financial, transitional and final provisions.*

## Bill 447

### AN ACT RESPECTING CERTAIN FACILITIES OF VILLE DE MONTRÉAL

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS :

#### CHAPTER I

#### ESTABLISHMENT AND ORGANIZATION

1. A legal person with share capital is hereby established under the name “Société de gestion Marie-Victorin”.
2. The head office of the Société shall be situated in the territory of Ville de Montréal. Notice of any change of location shall be published in the *Gazette officielle du Québec*.
3. The board of directors of the Société shall be composed of seven members, including four appointed by the executive committee of Ville de Montréal and three appointed by the Government.
4. The members of the board of directors shall designate the chair from among their number. The chair shall preside at meetings of the board, oversee its operation and assume all other functions assigned to the chair by by-law of the Société.
5. The members of the board of directors shall designate a vice-chair from among their number. The vice-chair shall exercise the functions of the chair when the latter is absent or unable to act.
6. The board of directors shall appoint a director and fix the director’s remuneration, employment benefits and other conditions of employment. The director shall be responsible for the management of the Société within the scope of its by-laws and policies.
7. The director is not a member of the board of directors, but is entitled to be called to, attend and speak at meetings of the board.
8. The term of office of the members of the board of directors shall not exceed three years.

On the expiry of their term, the board members shall remain in office until replaced or reappointed.

9. Any vacancy occurring in the course of the term of office of a member of the board of directors shall be filled in accordance with the rules governing appointment set out in section 3.

Absence from the number of board meetings determined by the internal management rules of the Société, in the cases and circumstances specified, constitutes a vacancy.

10. The members of the board of directors shall receive no remuneration. They are, however, entitled to the reimbursement of expenses incurred in the exercise of their functions, on the conditions and to the extent determined by the Société.

11. The quorum at meetings of the board is the majority of its members, including the chair or, as the case may be, the vice-chair and at least one member appointed by the Government.

12. Decisions of the board of directors are made by a majority vote of the members present.

In the case of a tie-vote, the person chairing the meeting has a casting vote.

13. The board members and the director may, if they all agree, take part in a meeting using means which allow them to communicate with each other orally, such as the telephone. In such a case, the participating members are deemed to have attended the meeting.

14. The members of the board of directors may not be prosecuted for any official act performed in good faith in the exercise of their functions.

15. A member of the board of directors who has a direct or indirect interest in an enterprise causing the member's personal interest to conflict with that of the Société must, on pain of forfeiture of office, disclose the interest and withdraw from a meeting during a discussion or vote concerning any matter relating to the enterprise in which the interest is held.

16. The director may not, on pain of forfeiture of office, have a direct or indirect interest in an enterprise causing the director's personal interest to conflict with that of the Société. However, forfeiture of office is not incurred if the interest devolves by succession or gift, provided it is renounced or disposed of with dispatch.

17. The Société may, by by-law, determine the exercise of its powers and the other aspects of its internal management.

18. The by-laws of the Société are not subject to ratification by the shareholder.

## CHAPTER II

### MISSION AND POWERS

19. The mission of the Société is

- (1) to operate the facilities acquired from Ville de Montréal;
- (2) to pursue commercial and such other activities as may contribute to the operation, development and exposure of such facilities.

20. In the pursuit of its mission, the Société shall acquire the Biodôme, the Jardin botanique and the Planétarium of Ville de Montréal, as well as any other property needed for the operation of those facilities, without warranty of quality, on the date and subject to the conditions determined by the Government.

The Government may, for the purposes of this Act, draw up the technical description of the immovable property referred to in this section, and an inventory of the other property the ownership of which is to be transferred.

21. For the purposes of the transaction provided for in the first paragraph of section 20, the property is valued at \$65,000,000.

As consideration for such acquisition, the city shall hold a claim in the amount of \$65,000,000 against the Société, which shall become due on the date determined by the Government but not later than five years from the date of acquisition. If the claim is not settled by the due date, the property of the Société shall devolve to the city.

The amount of the claim shall be increased by the amount of any contribution made by the city to the Société to finance capitalizable capital expenditure relating to the property referred to in the first paragraph of section 20.

22. The accounts receivable and accounts payable on the date of acquisition of the property referred to in section 20 shall be received or, as the case may be, paid by the Société.

## CHAPTER III

### FINANCIAL PROVISIONS

23. The authorized capital of the Société shall be \$450,000,000, divided into shares without par value.

24. All the shares of the Société shall be attributed to Ville de Montréal for \$1.

25. Ville de Montréal may, subject to the conditions and in the manner it determines,

(1) guarantee the payment of the capital of and interest on any loan contracted by the Société;

(2) guarantee the performance of any other obligation of the Société;

(3) advance to the Société any amount considered necessary for the pursuit of its mission.

Ville de Montréal shall pay to the Société the amounts needed to ensure that it has a balanced budget.

26. The Société may not, without the authorization of Ville de Montréal,

(1) acquire or transfer assets in excess of the limits or in contravention of the terms and conditions determined by the city;

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

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

(4) acquire or hold shares issued by a legal person or a share in a partnership.

27. The Société may enter into an agreement with any person or body, or with the Government, a government department or a government body.

The Société may also enter into an agreement according to law with a government in Canada or elsewhere, a department or body of such a government, an international organization or a body of such an organization.

28. The Société and Ville de Montréal may enter into any agreement.

The Société and Ville de Montréal shall enter into an agreement for the purpose of conferring on the city the exclusive authority to operate the facilities owned by the Société.

Any agreement entered into pursuant to this section may depart from the provisions of the Municipal Aid Prohibition Act (R.S.Q., chapter I-15).

## **CHAPTER IV**

### **ACCOUNTS AND REPORTS**

29. The fiscal year of the Société shall end on 31 December.

30. The Société shall, before 30 September each year, submit its budgetary estimates for the following fiscal year to Ville de Montréal for approval, together with a statement of its financial commitments.

31. On or before 31 March each year, the Société shall produce its financial statements and its annual report for the preceding fiscal year.

32. Every year the books and accounts of the Société shall be audited by an auditor designated by the Société.

The auditor's report must be submitted with the report of operations and the financial statements of the Société.

33. No act, document or writing shall bind the Société or be attributed to it unless it is signed by the chair, the director or, to the extent determined by by-law of the Société, by a member of its personnel.

The by-law may allow, subject to the conditions and on the documents it determines, that a signature be affixed by means of an automatic device. It may also allow that a facsimile of a signature be engraved, lithographed or printed on the documents it determines. Such a facsimile shall have the same force as the signature itself.

34. The minutes of the meetings of the board of directors, approved by the board and signed by the chair, by the secretary or by any other person so authorized by the Société, are authentic, as are documents and copies emanating from the Société or forming part of its records if so certified by any such person.

## **CHAPTER V**

### **FINAL PROVISIONS**

35. The names "Jardin botanique de Montréal" and "Planétarium de Montréal" may not be used to designate any immovable property, enterprise or body without the written authorization of the Société.

36. The Société is not a mandatory body of Ville de Montréal for the purposes of Division XIII.1 of the Cities and Towns Act (R.S.Q., chapter C-19), the Act respecting the Pension Plan of Elected Municipal Officers (R.S.Q., chapter R-9.3) or the Act respecting the remuneration of elected municipal officers (R.S.Q., chapter T-11.001). The Société is not a municipal body for the purposes of sections 304 to 306 of the Act respecting elections and referendums in municipalities (R.S.Q., chapter E-2.2) or Division II of Chapter XII of Title I of that Act.

37. A transfer pursuant to section 20 shall be registered in the land register on presentation of the order in council authorizing the transfer, containing a description of the immovable property and the effective date of the transfer. The provisions of the Act respecting duties on transfers of immovables (R.S.Q., chapter D-15.1) do not apply to such a transfer.

38. The Société is exempted from any municipal and school tax.

39. A legal person not established for pecuniary gain may agree with the Government to borrow \$160,800,000 for the purpose of acquiring from Ville de Montréal fully paid shares of the capital of the Société, as follows:

(1) for the year 1998, \$53,600,000;

(2) for the year 1999, \$53,600,000;

(3) for the year 2000, \$53,600,000.

The Government may, on the terms and conditions it determines, grant a subsidy to the legal person for the payment, in whole or in part, out of the funds voted for such purpose by the Parliament, of the capital of or interest on such loan.

40. Notwithstanding section 8, the first members of the board of directors and the first director shall be appointed for a term of six months.

41. The Société shall cease its operations and be dissolved on the dates and subject to the conditions determined by the Government by agreement with Ville de Montréal.

42. The Minister of State for Greater Montréal is responsible for the administration of this Act.

43. This Act comes into force not later than 31 December 1998.

However, the Government may, before that date, bring into force on the date or dates it fixes the provisions it indicates.