



NATIONAL ASSEMBLY

FIRST SESSION

FORTY-FIRST LEGISLATURE

Bill 58

(2015, chapter 20)

An Act to group the Commission administrative des régimes de retraite et d'assurances and the Régie des rentes du Québec

**Introduced 11 June 2015
Passed in principle 16 September 2015
Passed 6 October 2015
Assented to 7 October 2015**

**Québec Official Publisher
2015**

EXPLANATORY NOTES

This Act provides for the grouping of the activities of the Régie des rentes du Québec and the Commission administrative des régimes de retraite et d'assurances and renames the latter "Retraite Québec".

It also makes consequential amendments in light of this grouping and contains transitional provisions, in particular as concerns the senior officers of the grouped bodies.

Until Retraite Québec is established, the Act gives the Minister of Labour, Employment and Social Solidarity a temporary power to issue directives in respect of the grouped bodies.

LEGISLATION AMENDED BY THIS ACT:

- Financial Administration Act (chapter A-6.001);
- Act respecting the Commission administrative des régimes de retraite et d'assurances (chapter C-32.1.2);
- Taxation Act (chapter I-3);
- Act respecting the Québec Pension Plan (chapter R-9);
- Act respecting the Pension Plan of Peace Officers in Correctional Services (chapter R-9.2);
- Act respecting the Pension Plan of Elected Municipal Officers (chapter R-9.3);
- Act respecting the Government and Public Employees Retirement Plan (chapter R-10);
- Act respecting the Pension Plan of Management Personnel (chapter R-12.1);
- Supplemental Pension Plans Act (chapter R-15.1);
- Voluntary Retirement Savings Plans Act (chapter R-17.0.1).

Bill 58

AN ACT TO GROUP THE COMMISSION ADMINISTRATIVE DES RÉGIMES DE RETRAITE ET D'ASSURANCES AND THE RÉGIE DES RENTES DU QUÉBEC

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

FINANCIAL ADMINISTRATION ACT

1. Section 77.6 of the Financial Administration Act (chapter A-6.001) is amended by replacing subparagraph 3 of the first paragraph by the following subparagraph:

“(3) the loans, investments and financial commitments of Retraite Québec referred to in the second paragraph of section 65 of the Act respecting Retraite Québec (chapter C-32.1.2);”.

ACT RESPECTING THE COMMISSION ADMINISTRATIVE DES RÉGIMES DE RETRAITE ET D'ASSURANCES

2. The title of the Act respecting the Commission administrative des régimes de retraite et d'assurances (chapter C-32.1.2) is replaced by the following title:

“ACT RESPECTING RETRAITE QUÉBEC”.

3. The Act is amended by inserting the following section after the heading of Chapter II:

“3.1. The functions of Retraite Québec are to administer the pension plan governed by the Act respecting the Québec Pension Plan (chapter R-9) and to encourage financial planning for retirement. To that end, it promotes the establishment and improvement of pension plans other than those referred to in section 4. In addition, Retraite Québec may carry out any mandate and exercise any other function conferred on it by the Government. The costs arising out of such a mandate or function are borne by the Government.

Retraite Québec may conduct or commission research and studies and make recommendations to the Minister under whose responsibility it acts, subject to section 6.”

4. Section 4 of the Act is amended

(1) by replacing “The function of the Commission is” in the introductory clause of the first paragraph by “The function of Retraite Québec is also”;

(2) by replacing “The function of the Commission is also” in the second paragraph by “A further function of Retraite Québec is”;

(3) by adding the following paragraph at the end:

“The second paragraph does not apply to the Québec Pension Plan, the plans administered by Retraite Québec under the Supplemental Pension Plans Act (chapter R-15.1) and the Voluntary Retirement Savings Plans Act (chapter R-17.0.1), and plans whose provisional administration is entrusted to another administrator it designates under any of those Acts.”

5. Section 5 of the Act is amended

(1) by replacing “The Commission” by “Retraite Québec”;

(2) by inserting “it administers under section 4” after “pension plans”.

6. Section 8 of the Act is amended, in the first paragraph,

(1) by replacing “The Commission” by “Retraite Québec”;

(2) by adding “under section 4. Such an agreement must be mentioned in the service statement of Retraite Québec” after “it administers”.

7. Section 10 of the Act is replaced by the following section:

“10. Chapter II of the Public Administration Act (chapter A-6.01) applies to Retraite Québec.”

8. Section 11 of the Act is replaced by the following section:

“11. Retraite Québec is administered by a board of directors composed of 17 members appointed by the Government, including the chair of the board and the president and chief executive officer. At least seven members of the board, including the chair, must qualify as independent directors in the opinion of the Government.

The Government appoints the members of the board other than the chair of the board and the president and chief executive officer taking into consideration the expertise and experience profiles approved by the board of directors. The members include

(1) two members representing the Government;

(2) three members representing the employees who are members of the pension plans administered by Retraite Québec under section 4, including two

representing the employees covered by the Government and Public Employees Retirement Plan, appointed after consultation with the unions and associations referred to in subparagraph 1 of the first paragraph of section 164 of the Act respecting the Government and Public Employees Retirement Plan (chapter R-10), and one representing the employees covered by the Pension Plan of Management Personnel, appointed after consultation with the associations referred to in subparagraph 1 of the first paragraph of section 196.3 of the Act respecting the Pension Plan of Management Personnel (chapter R-12.1);

(3) one member representing the pensioners of one of the pension plans administered under section 4 and appointed after consultation with the associations that are the most representative of the pensioners under those plans, unless a different consultation process is determined by the Government; and

(4) nine members appointed after consultation with bodies the Minister considers representative, including four from the business sector, three who are workers, one from the socio-economic sector and one representing retired persons.

A member of the board may not be a member of the pension committee of a pension plan administered by Retraite Québec under section 4.”

9. Section 12 of the Act is replaced by the following section:

“12. In addition to being required to comply with the independence rules prescribed by the Act respecting the governance of state-owned enterprises (chapter G-1.02), an independent member may not be in the employ of a body some of whose employees are members of a pension plan administered under section 4 or have been in such employ in the three years preceding appointment to office, or be in the employ or be an officer of an association of employees or an association of managers representing those employees or have been in such employ or have been such an officer during that period.”

10. Sections 13 and 14 of the Act are repealed.

11. Section 15 of the Act is amended by replacing “the Commission” and “six” by “Retraite Québec” and “seven”, respectively.

12. Sections 16 to 20 of the Act are repealed.

13. Section 21 of the Act is replaced by the following section:

“21. On the recommendation of the board of directors, the Government appoints the president and chief executive officer taking into consideration the expertise and experience profile approved by the board.

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

14. Section 26 of the Act is repealed.

15. Section 27 of the Act is replaced by the following section:

“27. In addition to the functions prescribed by the Act respecting the governance of state-owned enterprises (chapter G-1.02), the responsibilities of the board of directors include

(1) adopting the service statement;

(2) approving the service agreements entered into under section 8; and

(3) approving the financial statements of the pension plans administered by Retraite Québec under section 4 unless that function has been assigned to a pension committee under the provisions of an Act or of a pension plan and the pension committee has exercised it within the time prescribed by those provisions.”

16. Section 33 of the Act is replaced by the following section:

“33. The board of directors establishes an investment policy committee and a client services committee in addition to the governance and ethics committee, the audit committee and the human resources committee prescribed by section 19 of the Act respecting the governance of state-owned enterprises (chapter G-1.02).

The governance and ethics committee, the human resources committee, the investment policy committee and the client services committee must be chaired by an independent director and may not include the president and chief executive officer. The second paragraph of section 19 of the Act respecting the governance of state-owned enterprises does not apply to those committees.”

17. Sections 34 and 35 of the Act are repealed.

18. Section 36 of the Act is amended

(1) by replacing the first paragraph and the introductory clause of the second paragraph by the following:

“36. In addition to the functions prescribed by the Act respecting the governance of state-owned enterprises (chapter G-1.02), the functions of the audit committee include”;

(2) by striking out subparagraph 1 of the second paragraph;

(3) by replacing subparagraph 2 of that paragraph by the following subparagraph:

“(2) examining with the Auditor General the financial statements of the pension plans administered by Retraite Québec under section 4;”;

(4) by replacing “pension plan financial statements” in subparagraph 3 of that paragraph by “the financial statements of those pension plans”;

(5) by replacing “of the Commission and of the” in subparagraph 4 of that paragraph by “of those”;

(6) by inserting “administered by Retraite Québec under section 4” after “of a plan” in the third paragraph.

19. Sections 37 to 39 of the Act are repealed.

20. Section 40 of the Act is replaced by the following sections:

“**40.** The functions of the client services committee include

(1) assessing the strategies and general policy directions of Retraite Québec in the area of client services;

(2) following up on Retraite Québec’s policy directions in that area;

(3) recommending the approval by the board of directors of the service agreements entered into under section 8; and

(4) seeing to the adequate implementation of the service agreements.

“**40.1.** The functions of the investment policy committee include

(1) formulating and submitting to the board of directors a policy for investing the sums deposited with the Caisse de dépôt et placement du Québec under the Act respecting the Québec Pension Plan (chapter R-9);

(2) making recommendations on the investment policy to the board of directors; and

(3) reporting to the board of directors on the implementation of the investment policy by the Caisse de dépôt et placement du Québec, the yield of the sums deposited and any other issue concerning the investment policy.”

21. Section 41 of the Act is replaced by the following section:

“**41.** The president and chief executive officer must see that the decisions of the pension committees of the plans administered by Retraite Québec under section 4 are carried out.”

22. Section 42 of the Act is amended by replacing “the board of directors and the pension committees” by “the pension committees of the plans administered by Retraite Québec under section 4”.

23. Section 43 of the Act is amended

(1) by striking out “two” in the first paragraph;

(2) by replacing “Government” in the second paragraph by “board of directors”.

24. Section 44 of the Act is amended by adding the following paragraph at the end:

“If a vice-president is absent or unable to act, the president and chief executive officer designates a member of Retraite Québec’s personnel to exercise the vice-president’s functions.”

25. The Act is amended by inserting the following sections after section 48:

“48.1. Except on a question of jurisdiction, no extraordinary recourse within the meaning of the Code of Civil Procedure (chapter C-25) may be exercised or any injunction granted against Retraite Québec or the members of its board of directors acting in their official capacity.

“48.2. A judge of the Court of Appeal may, on a motion, annul by a summary proceeding any judgment rendered or order or injunction made contrary to section 48 or 48.1.”

26. Section 49 of the Act is amended

(1) by replacing all occurrences of “the Commission” by “Retraite Québec”;

(2) by adding the following paragraph at the end:

“However, Retraite Québec may also, subject to the conditions it sets, allow a document to be binding on it or attributed to it without it being signed.”

27. Section 50 of the Act is amended

(1) by replacing “the Commission” and “The Commission” by “Retraite Québec”;

(2) by striking out “if the document is countersigned by a person referred to in section 32”.

28. The Act is amended by inserting the following sections after section 51:

“51.1. Retraite Québec may delegate any of its powers under the laws it administers to a member of its board of directors or of its personnel. It may also, in the instrument of delegation, authorize the subdelegation of the delegated powers. It identifies the member of its board of directors or of its personnel to whom a power may be subdelegated, when that is the case. The instrument of delegation is posted on Retraite Québec’s website.

“51.2. Every internal by-law of Retraite Québec comes into force on the date of its publication on Retraite Québec’s website or on any later date specified in it.”

29. Chapter IV of the Act, comprising sections 52 to 56, is repealed.

30. Section 57 of the Act is amended

(1) by replacing “The Commission’s annual budget” in the introductory clause of the first paragraph by “The annual budget of Retraite Québec”;

(2) by adding “administered by Retraite Québec under section 4” at the end of subparagraph 3 of the first paragraph.

31. Section 61 of the Act is amended by replacing “pension plans” in the first paragraph by “the pension plans referred to in section 4”.

32. Section 65 of the Act is amended

(1) by replacing “The Commission” in the introductory clause by “Retraite Québec”;

(2) by adding the following paragraph at the end:

“However, the first paragraph does not apply if the loan or financial commitment charges a pension or insurance plan, including the Québec Pension Plan, that is administered, even provisionally, by Retraite Québec. The same is true of the transfer, acquisition or holding of shares, stock or other assets for such a plan and the acceptance of a gift or a legacy if the charge or condition attached relates to such a plan.”

33. Section 66 of the Act is amended

(1) by inserting “referred to in the first paragraph of section 65 that is” after “loan” in subparagraph 1 of the first paragraph;

(2) by replacing both occurrences of “the Commission” by “Retraite Québec”.

34. Section 68 of the Act is replaced by the following section:

“68. The annual management report required to be prepared under section 24 of the Public Administration Act (chapter A-6.01) must be produced before 30 June and must also include the financial statements of Retraite Québec, those of the pension plans it administers under section 4 and any other information required by the Minister.

The report must also include or provide information on

- (1) the mandates conferred on Retraite Québec;
- (2) the service agreements entered into under section 8; and
- (3) the programs placed under the administration of Retraite Québec.”

35. Section 138 of the Act is amended by replacing “14 December 2011” and “the Commission’s mission” in the first paragraph by “1 January 2021” and “the mission of Retraite Québec”, respectively.

36. Section 139 of the Act is repealed.

TAXATION ACT

37. Section 1029.8.61.50 of the Taxation Act (chapter I-3) is amended

- (1) by replacing “the Board” in the first paragraph by “Retraite Québec”;
- (2) by replacing “the Board” and “division” in the second paragraph by “Retraite Québec” and “division, the powers under the Act respecting Retraite Québec (chapter C-32.1.2)”, respectively.

ACT RESPECTING THE QUÉBEC PENSION PLAN

38. The heading of Title II of the Act respecting the Québec Pension Plan (chapter R-9) is replaced by the following title:

“FUNCTIONS AND POWERS OF RETRAITE QUÉBEC”.

39. Section 11 of the Act is replaced by the following section:

“11. For the purposes of the administration of the Québec Pension Plan, Retraite Québec exercises, in addition to its functions and powers under this Act, those conferred on it by the Act respecting Retraite Québec (chapter C-32.1.2).”

40. Sections 12, 13 to 25.3, 27 to 29, 32 and 33 of the Act are repealed.

41. Section 34 of the Act is amended

(1) by replacing “the Board” in the first paragraph by “Retraite Québec”;

(2) by replacing “The Board” and “in its possession, except whatever is necessary for its current administration” in the second paragraph by “Retraite Québec” and “received under the first paragraph, except whatever is necessary for the current administration of the Québec Pension Plan”, respectively.

42. Sections 35 to 37 of the Act are repealed.

43. Section 216 of the Act is amended by replacing “the Board shall cause”, “state of the Board’s account” and “the Board’s revenue and expenditures” in the first paragraph by “Retraite Québec shall cause”, “state of the Québec Pension Plan’s account” and “the Québec Pension Plan’s revenue and expenditures”, respectively.

44. Section 218.1 of the Act is amended by replacing “the state of the Board’s account” by “the state of the Québec Pension Plan’s account”.

ACT RESPECTING THE PENSION PLAN OF PEACE OFFICERS IN
CORRECTIONAL SERVICES

45. Section 139.4 of the Act respecting the Pension Plan of Peace Officers in Correctional Services (chapter R-9.2) is amended by replacing “12 to 18” in the last paragraph by “4 to 7 and 9 to 11 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) and section 12”.

46. Section 139.13 of the Act is replaced by the following section:

“139.13. Retraite Québec shall designate from among its employees other than its secretary the person who is to act as secretary of the committee.”

ACT RESPECTING THE PENSION PLAN OF ELECTED MUNICIPAL
OFFICERS

47. Section 70.6 of the Act respecting the Pension Plan of Elected Municipal Officers (chapter R-9.3) is amended by replacing “12 to 18” by “4 to 7 and 9 to 11 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) and section 12”.

48. Section 70.7 of the Act is replaced by the following section:

“70.7. Retraite Québec shall designate from among its employees other than its secretary the person who is to act as secretary of the committee.”

ACT RESPECTING THE GOVERNMENT AND PUBLIC EMPLOYEES
RETIREMENT PLAN

49. Section 126 of the Act respecting the Government and Public Employees Retirement Plan (chapter R-10) is amended

(1) by replacing “the Commission a copy of the annual report required by the Régie des rentes du Québec” in the first paragraph by “Retraite Québec a copy of the annual statement required”;

(2) by replacing “the Commission” in the second paragraph by “Retraite Québec”.

50. The Act is amended by inserting the following section after the heading of Chapter I of Title III:

“**135.1.** This Title may only apply to a pension plan referred to in section 4 of the Act respecting Retraite Québec (chapter C-32.1.2).”

51. Section 164 of the Act is amended by replacing “12 to 18” in the last paragraph by “4 to 7 and 9 to 11 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) and section 12”.

52. Section 170 of the Act is replaced by the following section:

“**170.** Retraite Québec shall designate from among its employees other than its secretary the person who is to act as secretary of the committee.”

ACT RESPECTING THE PENSION PLAN OF MANAGEMENT
PERSONNEL

53. Section 196.3 of the Act respecting the Pension Plan of Management Personnel (chapter R-12.1) is amended by replacing “12 to 18” in the last paragraph by “4 to 7 and 9 to 11 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) and section 12”.

54. Section 196.13 of the Act is replaced by the following section:

“**196.13.** Retraite Québec shall designate from among its employees other than its secretary the person who is to act as secretary of the committee.”

SUPPLEMENTAL PENSION PLANS ACT

55. Section 2 of the Supplemental Pension Plans Act (chapter R-15.1) is amended

(1) by replacing subparagraph 4 of the first paragraph by the following subparagraph:

“(4) a pension plan established by an Act, the Government or the Office of the National Assembly, unless the Act, the Government or the Office of the National Assembly renders the plan subject to this Act;”;

(2) by striking out subparagraph 5 of that paragraph.

56. Section 246 of the Act is amended by inserting “, the Act respecting *Retraite Québec* (chapter C-32.1.2)” after the second occurrence of “this Act” in the introductory clause of the first paragraph.

57. Sections 250 and 251 of the Act are repealed.

VOLUNTARY RETIREMENT SAVINGS PLANS ACT

58. Section 97 of the Voluntary Retirement Savings Plans Act (chapter R-17.0.1) is amended by inserting “, the Act respecting *Retraite Québec* (chapter C-32.1.2)” after “this Act” in the introductory clause of the first paragraph.

59. Section 99 of the Act is repealed.

60. Section 144 of the Act is amended by replacing “37 of the Act respecting the Québec Pension Plan (chapter R-9)” and “the Régie des rentes du Québec” by “68 of the Act respecting *Retraite Québec* (chapter C-32.1.2)” and “*Retraite Québec*”, respectively.

OTHER AMENDING PROVISIONS

61. Unless the context indicates otherwise, in any other Act, including any Act amended by this Act, and in any regulation,

(1) the expressions “Commission administrative des régimes de retraite et d’assurances”, “the Commission administrative des régimes de retraite et d’assurances” and “the Commission”, when the latter designates the Commission administrative des régimes de retraite et d’assurances, are replaced by the expression “*Retraite Québec*”, with the necessary modifications;

(2) the expressions “Régie des rentes du Québec”, “the Régie des rentes du Québec”, “the Régie des rentes”, “the Régie” and “the Board”, when the two latter designate the Régie des rentes du Québec, are replaced by the expression “*Retraite Québec*”, with the necessary modifications;

(3) the expression “Act respecting the Commission administrative des régimes de retraite et d’assurances” is replaced by the expression “Act respecting *Retraite Québec*”.

62. Unless the context indicates otherwise, in any other document, a reference to the Commission administrative des régimes de retraite et d'assurances or to the Régie des rentes du Québec is a reference to Retraite Québec and a reference to the Act respecting the Commission administrative des régimes de retraite et d'assurances is a reference to the Act respecting Retraite Québec.

TRANSITIONAL AND FINAL PROVISIONS

63. The Minister of Labour, Employment and Social Solidarity is responsible for the administration of the Act respecting Retraite Québec (chapter C-32.1.2).

64. Retraite Québec replaces the Régie des rentes du Québec; Retraite Québec acquires the rights of the Régie des rentes du Québec and assumes its obligations.

65. Retraite Québec becomes, without continuance of suit, a party to all proceedings to which the Régie des rentes du Québec was a party.

66. A regulation or by-law made by the Régie des rentes du Québec, other than an internal by-law, is deemed to be a regulation or by-law made by Retraite Québec.

67. The terms of office of the members of the board of directors of the Commission administrative des régimes de retraite et d'assurances other than the president and chief executive officer end on (*insert the date preceding the date of coming into force of section 64*) without compensation.

68. The term of office of the president and chief executive officer of the Commission administrative des régimes de retraite et d'assurances ends on (*insert the date preceding the date of coming into force of section 64*) with no compensation other than the allowance provided for in the instrument of appointment.

69. The terms of office of the vice-presidents of the Commission administrative des régimes de retraite et d'assurances end on (*insert the date preceding the date of coming into force of section 64*).

The vice-presidents are reintegrated into the public service under the conditions governing an eventual return to the public service set out in their instruments of appointment.

70. The terms of office of the members of the board of directors of the Régie des rentes du Québec other than the president and chief executive officer end on (*insert the date preceding the date of coming into force of section 64*) without compensation.

71. The term of office of the president and chief executive officer of the Régie des rentes du Québec ends on *(insert the date preceding the date of coming into force of section 64)*.

The president and chief executive officer is reintegrated into the public service under the conditions governing an eventual return to the public service set out in the instrument of appointment.

72. The terms of office of the vice-presidents of the Régie des rentes du Québec end on *(insert the date preceding the date of coming into force of section 64)*.

The vice-presidents are reintegrated into the public service under the conditions governing an eventual return to the public service set out in their instruments of appointment or receive the allowance provided for in their instruments of appointment without any other compensation.

73. The Government appoints the first president and chief executive officer of Retraite Québec without taking into consideration the requirements under section 21 of the Act respecting Retraite Québec, enacted by section 13.

74. When appointing the first members of the board of directors of Retraite Québec, other than the chair of the board and the president and chief executive officer, the Government takes into consideration the expertise and experience profiles approved by the respective boards of directors of the Régie des rentes du Québec and the Commission administrative des régimes de retraite et d'assurances.

75. The Minister of Labour, Employment and Social Solidarity may issue any directive on the management of the human, budgetary, physical or information resources of the Commission administrative des régimes de retraite et d'assurances or the Régie des rentes du Québec to facilitate the establishment of Retraite Québec. A directive may also specify the information that must be sent to the Minister and the time limit for doing so. A directive is binding on the body concerned and the body must comply with it.

76. The Minister may cancel any decision of the Commission administrative des régimes de retraite et d'assurances or the Régie des rentes du Québec if the decision affects its human, budgetary, physical or information resources in a manner that the Minister deems contrary to the future interests of Retraite Québec.

Such a cancellation may apply to any decision made between 11 June 2015 and the date on which Retraite Québec begins to operate. The cancellation must be ordered not later than *(insert the date occurring 60 days after the date of coming into force of section 64)* and has effect from the date on which it is ordered.

77. The Minister may, for the purposes of sections 75 and 76, establish committees to advise the Minister on any matter the Minister submits to them.

78. The Government may, by regulation and before (*insert the date occurring 18 months after the date of coming into force of section 64*), take any measure necessary or useful for carrying out this Act or fully achieving its purpose.

Such a regulation may, if it so provides, apply from a date not prior to 7 October 2015.

79. This Act comes into force on the date or dates to be determined by the Government, except sections 75 to 78, which come into force on 7 October 2015.