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# NATIONAL ASSEMBLY

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FIRST SESSION

FORTIETH LEGISLATURE

Bill 36

## **An Act respecting the Banque de développement économique du Québec**

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### **Introduction**

**Introduced by  
Madam Élane Zakaïb  
Minister for Industrial Policy and the Banque  
de développement économique du Québec**

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## EXPLANATORY NOTES

*This bill establishes the Banque de développement économique du Québec, a joint-stock company. The mission of the Bank is to support, in particular through financial interventions, the economic development of Québec in accordance with the Government's economic policy. The Bank will offer financial services, ensure that enterprises are provided with assistance services, coordinate the interventions of government departments and bodies regarding any project the Government considers strategic, and draw up economic development strategies for the Capitale-Nationale administrative region, Greater Montréal, and the other administrative regions of Québec.*

*The Bank is a holding company and its subsidiaries are responsible for the interventions inherent in the successful pursuit of its mission. Some of those subsidiaries, that is, Développement économique Québec, Ressources Québec and Capital Émergence Québec, may receive mandates from the Government, including the administration and granting of financial assistance. The Economic Development Fund is continued in order to provide for those mandates and that financial assistance. Rules are established with regard to the responsibilities of the Bank's subsidiaries in carrying out those mandates, as well as the Government's responsibilities in that respect.*

*The mission of Développement économique Québec is to contribute to the economic development of Québec by stimulating investment growth and supporting employment in all regions of Québec.*

*The mission of Ressources Québec is to contribute to economic development in the sector of mineral substances in the domain of the State. Its mandate includes managing the investments of Capital Mines Hydrocarbures, a special fund established by the bill.*

*Capital Émergence Québec is established as a joint-stock company specialized in risk capital contributions. Its mission is to facilitate business startups and restarts.*

*Rules are provided with respect to the organization and operation of the Bank, Développement économique Québec, Ressources Québec and Capital Émergence Québec, and to the financing of the Bank and*

*its subsidiaries. Certain limits are placed on the powers of the Bank and its subsidiaries, and rules relating to the Bank's strategic plan, accounts and reports are defined.*

*Finally, various amending and transitional provisions, in particular relating to the transfer of some of the personnel of the Ministère des Finances et de l'Économie to the Bank and its subsidiaries, as well as final provisions, are included.*

#### **LEGISLATION AMENDED BY THIS BILL:**

- Financial Administration Act (chapter A-6.001);
- Act to establish the Northern Plan Fund (chapter F-3.2.1.1.1);
- Act respecting the governance of state-owned enterprises (chapter G-1.02);
- Taxation Act (chapter I-3);
- Act respecting the Ministère du Développement durable, de l'Environnement et des Parcs (chapter M-30.001);
- Act respecting the Ministère du Développement économique, de l'Innovation et de l'Exportation (chapter M-30.01);
- Act to ensure the occupancy and vitality of territories (chapter O-1.3);
- Act respecting the sectoral parameters of certain fiscal measures (chapter P-5.1);
- Act respecting the Régie de l'assurance maladie du Québec (chapter R-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 Civil Service Superannuation Plan (chapter R-12);
- Act respecting the Pension Plan of Management Personnel (chapter R-12.1);

- Act respecting Québec business investment companies (chapter S-29.1).

**LEGISLATION REPLACED BY THIS BILL:**

- Act respecting Investissement Québec (chapter I-16.0.1).

## **Bill 36**

### **AN ACT RESPECTING THE BANQUE DE DÉVELOPPEMENT ÉCONOMIQUE DU QUÉBEC**

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

#### **CHAPTER I**

##### **CONSTITUTION AND MISSION**

**1.** A joint-stock company called the “Banque de développement économique du Québec” (the Bank) is established.

The Bank is a mandatary of the State.

**2.** The mission of the Bank is to support, in particular through financial interventions, the economic development of all the regions of Québec, in accordance with the Government’s economic policy.

These interventions may, in particular, support

(1) the creation, establishment, growth and retention of enterprises in Québec;

(2) private investment, innovation and productivity in enterprises;

(3) the internationalization of Québec enterprises, and export trade, in accordance with the international relations policy developed by the Minister of International Relations;

(4) the cooperation and social economy sector;

(5) exploration for, and the development and processing of, the mineral substances in the domain of the State that are governed by the Mining Act (chapter M-13.1) and renewable resources, and the development of green technologies; and

(6) prospection for and attraction of foreign investments, in accordance with the mandate given to the Bank by the Government.

The Bank exercises any other function assigned to it by the Government.

**3.** The Bank, with a view to creating a single window of delivery, sees to it that assistance services are provided to enterprises for business development and support in dealings with government departments and bodies.

These services are to include coordinating the activities of government departments and bodies regarding any project the Government considers strategic.

**4.** The Bank determines the range of financial interventions it will offer.

These interventions are to include

- (1) loans;
- (2) suretyships;
- (3) investment, including seed and growth capital for enterprises; and
- (4) technical services, including financial analysis, financial packaging or portfolio management services.

The interventions offered by the Bank may, in accordance with the policy directions set out in its strategic plan, include any other financial intervention.

**5.** In determining its range of financial interventions, the Bank strives to complement the services offered by the other public bodies and private sector financial institutions.

**6.** In accordance with the financial interventions it offers, the Bank may

- (1) acquire participating securities issued by a legal person or a partnership;
- (2) acquire any other securities; and
- (3) acquire a right of ownership in the assets of an enterprise.

**7.** The board of directors of the Bank establishes a policy to govern its financial interventions that sets out or provides for, among other things,

- (1) return on investment targets;
- (2) risk tolerance limits;
- (3) qualifying activities; and
- (4) the tailoring of services to meet client needs.

**8.** The Bank, in accordance with the policy directions set out in its strategic plan, ensures that it has an establishment and can carry on its activities in all the administrative regions of Québec.

It must draw up an economic development strategy for each region in collaboration with the regional county municipalities, which, in accordance with section 91 of the Act respecting the Ministère du Développement économique, de l'Innovation et de l'Exportation (chapter M-30.01), entrust the exercise of their powers in that matter to a local development centre.

The Bank must also draw up an economic development strategy for Greater Montréal. Any elements of the regional strategies that relate to any part of the territory of an administrative region that is situated within the territory of Greater Montréal must be integrated into the Greater Montréal strategy.

The economic development strategies for Greater Montréal and the Capitale-Nationale administrative region are drawn up in collaboration with the bodies determined by the Government.

The territory of Greater Montréal is described in Schedule A to the Act respecting the Ministère des Affaires municipales, des Régions et de l'Occupation du territoire (chapter M-22.1).

The economic development strategies for the administrative regions and for Greater Montréal are submitted to the Minister for approval.

**9.** The Bank and the local development centres harmonize their interventions.

## **CHAPTER II**

### **BANK SUBSIDIARIES**

#### **DIVISION I**

##### **GENERAL PROVISIONS**

**10.** The Bank is a holding company; consequently, its subsidiaries are responsible for the interventions not carried out by the Bank but inherent in the successful pursuit of its mission.

A subsidiary also exercises any other function assigned to it by the Bank or the Government.

**11.** The Bank must coordinate the interventions of all its subsidiaries.

**12.** Développement économique Québec, Ressources Québec and Capital Émergence Québec are subsidiaries of the Bank.

The same is true of any legal person that the Government affiliates with the Bank under section 14, as well as any legal person or partnership controlled by the Bank.

**13.** A legal person is controlled by the Bank if the latter holds, directly or through subsidiaries, more than 50% of the voting rights attached to the participating securities of the legal person or is in a position to elect a majority of its directors.

A limited partnership is controlled by the Bank when the Bank or a legal person the Bank controls is the general partner of the partnership; any other partnership is controlled by the Bank when the Bank holds, directly or through subsidiaries, more than 50% of the participating securities.

**14.** The Government may affiliate any legal person with the Bank provided not less than the majority of the legal person's directors are appointed or elected by the Government and its mission complements that of the Bank.

Conversely, the Government may disaffiliate a legal person it affiliated with the Bank.

**15.** A legal person's affiliation with the Bank does not affect the Government's power to appoint or elect the legal person's directors and president and chief executive officer. The Government may, however, delegate that power to the Bank.

The Government may, when it delegates that power to the Bank or withdraws it from the Bank, terminate the term of office of the directors or the president and chief executive officer then in office.

The term of office of the directors or the president and chief executive officer of a legal person who are in office at the time the Government disaffiliates the legal person from the Bank is not by that sole fact terminated. However, the Government may terminate it.

**16.** When the Government terminates a director's term of office under section 15, the latter is not entitled to any compensation.

When the Government terminates the term of office of a president and chief executive officer, the latter is not entitled to any compensation other than that provided for in section 22 of the Règles concernant la rémunération et les autres conditions de travail des titulaires d'un emploi supérieur à temps plein, enacted by Order in Council 450-2007 (2007, G.O. 2, 2723, French only).



## **DIVISION II**

### **MANDATES AND ECONOMIC DEVELOPMENT FUND**

**17.** The Government may designate Développement économique Québec, Ressources Québec or Capital Émergence Québec as a mandatory

(1) to administer financial assistance programs developed or designated by the Government;

(2) to grant and administer any one-time financial assistance the Government determines for projects that are of major economic interest for Québec; and

(3) to carry out any other mandate.

The administration of the sectoral parameters provided in Schedule A to the Act respecting the sectoral parameters of certain fiscal measures (chapter P-5.1) is considered to be a mandate given to Développement économique Québec by the Government.

**18.** When administering a program, the mandatory has, in addition to the powers conferred on it under this division, the powers conferred on it by this Act in connection with the pursuit of its mission, unless the Government restricts or withdraws those powers.

When carrying out a mandate given to it by the Government, the mandatory may not change the amount or the terms of the financial assistance determined by the Government if the costs borne by the Government would increase as a result.

**19.** The Government may, in a program, reserve to the Minister it designates and the Minister of Finance and the Economy the power to authorize the mandatory to grant financial assistance.

The Government may also provide for the creation of a committee responsible for advising those ministers on the granting of any financial assistance subject to their authorization.

The Government determines, in the program, the conditions under which financial assistance is not subject to the authorization of either minister.

**20.** The Government is responsible for the financial assistance programs administered by the mandatory, for the financial assistance granted by the mandatory in carrying out its mandate and the other mandates the Government gives it, and for the revenues and losses of the Economic Development Fund.

The mandatory answers to the Government, however, for the administration of these programs and for the other mandates the Government gives it to carry out.

The mandatory is required to comply with the Minister's directives in administering the financial assistance programs and carrying out the other mandates given to it by the Government.

The mandatory keeps a detailed register of the directives it receives under this section during a fiscal year; the register is made public when the Bank's activity report for that year is laid before the National Assembly.

**21.** The mandatory submits to the Minister, according to the form, content and timetable determined by the Minister, any information relating to the administration of the financial assistance programs and the performance of the other mandates given to it by the Government.

**22.** The Economic Development Fund is established within the Ministère des Finances et de l'Économie.

The Fund is dedicated to administering and paying financial assistance under programs developed or designated by the Government and any financial assistance granted by the mandatory in carrying out a mandate it is given by the Government, and to carrying out any other mandate the Government gives the mandatory.

**23.** The following are credited to the Fund:

(1) the revenues and other sums collected by the mandatory under financial assistance programs developed or designated by the Government or in carrying out the other mandates it is given by the Government;

(2) the sums transferred to it by a minister out of the appropriations granted for that purpose by Parliament;

(3) the sums transferred to it by the Minister of Finance and the Economy under sections 53 and 54 of the Financial Administration Act (chapter A-6.001);

(4) the sums transferred to it by the Minister of Finance and the Economy in accordance with section 6 of the Act to establish the Northern Plan Fund (chapter F-3.2.1.1.1);

(5) the sums transferred by the Minister of Sustainable Development, Environment, Wildlife and Parks in accordance with section 15.4.1 of the Act respecting the Ministère du Développement durable, de l'Environnement et des Parcs (chapter M-30.001);

(6) the gifts, legacies and other contributions paid into it to further the achievement of its objects;

(7) the value of the securities and other assets acquired with the sums credited to it; and

(8) the revenues generated by the assets credited to it.

**24.** After consultation with the Bank, the Government sets a remuneration for the mandatary that the Government considers reasonable for administering the financial assistance programs the Government develops or designates under this Act and for carrying out the other mandates it gives the mandatary.

The remuneration is debited from the Fund.

When setting the remuneration of Développement économique Québec, the Government takes into account the revenue from the investment of the sums paid to Développement économique Québec or to one of the Bank's subsidiaries under the Regulation respecting the selection of foreign nationals (chapter I-0.2, r. 4).

The Government determines, in the same manner, the other sums allocated to the administration of the financial assistance programs and the performance of the other mandates it gives the mandatary that the latter may debit from the Fund.

The Government may set the conditions on which that remuneration and those sums may be debited from the Fund. The Minister then ensures compliance with any conditions set by the Government.

The Government may delegate the powers conferred on it by this section to the Minister.

**25.** The mandatary may debit from the Fund the sums needed to pay financial assistance under programs developed or designated by the Government or the sums needed to pay financial assistance granted by the mandatary in carrying out another mandate given to it by the Government.

**26.** Despite paragraph 5 of section 4 of the Act respecting the Ministère des Finances (chapter M-24.01), the management of the sums credited to the Fund is entrusted to Développement économique Québec.

For the proper management of the Fund, Développement économique Québec has the powers provided for in sections 79 and 80 of the Financial Administration Act.

**27.** Any surplus accumulated by the Fund is transferred to the general fund on the dates and to the extent determined by the Government.

**28.** The books and accounts of the Fund are audited every year by the Auditor General.

## **DIVISION III**

### **DÉVELOPPEMENT ÉCONOMIQUE QUÉBEC**

**29.** A joint-stock company called “Développement économique Québec” is established.

The company is a mandatary of the State.

**30.** In addition to any other mandate the Government may give it under section 17, the mission of Développement économique Québec is to contribute to the economic development of Québec by stimulating investment growth and supporting employment in all regions of Québec.

To that end, Développement économique Québec supports the creation and development of enterprises of all sizes through customized financial solutions, interventions other than financial interventions, and investments. In accordance with the mandate it is given by the Government, Développement économique Québec conducts foreign investment prospecting and strategic interventions.

Except when their purpose is to attract foreign investments or foster enterprise retention, the financial solutions and investments of Développement économique Québec must be intended to complement the services delivered by financial institutions in the private sector.

**31.** Développement économique Québec provides assistance services to enterprises for business development and support in dealings with government departments and bodies.

**32.** Développement économique Québec must be present and able to carry on its activities in all the administrative regions of Québec.

**33.** The services of Développement économique Québec are available to enterprises, whatever their juridical form.

## **DIVISION IV**

### **RESSOURCES QUÉBEC**

§1.—*Establishment and mission*

**34.** A joint-stock company called “Ressources Québec” is established.

The company is a mandatary of the State.

**35.** In addition to any other mandate the Government may give it under section 17, the mission of Ressources Québec, to the exclusion of Développement économique Québec and Capital Émergence Québec, is to contribute to

economic development in the sector of mineral substances in the domain of the State, in particular through financial interventions and the mobilization of resources dedicated to prospecting, business development and investment.

It may also provide support other than financial support.

**36.** The mandate of Ressources Québec is to analyze investment proposals for sums credited to Capital Mines Hydrocarbures, invest those sums and manage the investments.

§2. — *Capital Mines Hydrocarbures*

**37.** A fund called “Capital Mines Hydrocarbures” (the Fund) is established within the Ministère des Finances et de l’Économie.

The purpose of the Fund is to expand and grow the endowment credited to it by investing in participations in enterprises that mine mineral substances in the domain of the State.

**38.** For the purposes of this subdivision,

(1) a participation includes the acquisition of a right of ownership in the assets of an enterprise, but excludes claims that can be converted into participations; and

(2) the mining of a mineral substance includes conducting work to prove the existence of economically workable mineral substances with a view to beginning mining operations.

**39.** The following are credited to the Fund:

(1) the endowment transferred to it by the Minister of Finance and the Economy under section 40;

(2) the sums transferred to it by a minister out of the appropriations granted for that purpose by Parliament;

(3) the gifts, legacies and other contributions paid into it to further the achievement of its objects;

(4) the income and growth resulting from the investment of the sums credited to it; and

(5) other income generated by the sums credited to it.

**40.** The Minister of Finance and the Economy transfers to the Fund, out of the sums credited to the general fund and to the extent and on the dates determined by the Government, an endowment of \$750,000,000.

**41.** The sums credited to the Fund must be invested with a view to promoting increased processing in Québec of the mineral substances mined in Québec.

Of those sums, \$500,000,000 must be invested in participations in enterprises that mine mineral substances in the area covered by the Northern Plan, defined by section 1 of the Act to establish the Northern Plan Fund.

**42.** The Minister of Finance and the Economy, the Minister of Natural Resources and any other minister that the Government may designate jointly develop an investment policy and other directives applicable to the investment of the sums credited to the Fund.

The policy is submitted to the Government for approval; Ressources Québec is required to comply with the policy and with the other directives it receives.

The policy may set out the cases and circumstances in which the authorization of those ministers is not required for an investment.

In such cases, 25% of the investment must be paid out of the assets of Ressources Québec.

**43.** All investments, except those made in accordance with the investment policy established under section 42, require the joint authorization of the ministers referred to in the first paragraph of that section.

The following investments, however, require the authorization of the Government:

- (1) an investment of more than \$50,000,000 in a single enterprise; and
- (2) an investment of over \$10,000,000 that represents more than 30% of the capital of a project.

**44.** Ressources Québec makes investments that may be requested by the Government or jointly by the ministers referred to in the first paragraph of section 42.

However, those ministers may not request that Ressources Québec make an investment that requires the authorization of the Government.

Ressources Québec compiles, for each fiscal year, a list of all the investments it made pursuant to a request that was not made public; the list is made public when the Bank's activity report for that year is laid before the National Assembly.

**45.** The Government may place conditions on any investment it authorizes or requests.

The same applies to the ministers referred to in the first paragraph of section 42.

**46.** After consultation with Ressources Québec, the Government sets a remuneration for Ressources Québec that the Government considers reasonable for analyzing, making and managing investments.

**47.** The following are debited from the Fund:

- (1) the sums needed to acquire a participation; and
- (2) the remuneration set under section 46.

The remuneration debited from the Fund for a fiscal year cannot exceed the income credited to the Fund for that year. The portion of the remuneration that exceeds the income must be debited from the Economic Development Fund.

**48.** The Minister of Finance and the Economy is responsible for the Fund.

**49.** The Government may determine the dates on which and the extent to which the surplus accumulated by the Fund is transferred to the general fund.

**50.** The books and accounts of the Fund are audited by the Auditor General every year.

**51.** Sections 15 and 53, the first paragraph of section 54 and section 55 of the Financial Administration Act do not apply to the Fund.

## **DIVISION V**

### **CAPITAL ÉMERGENCE QUÉBEC**

**52.** A joint-stock company called “Capital Émergence Québec” is established.

The company is a mandatary of the State

**53.** In addition to any other mandate the Government may give it under section 17, the mission of Capital Émergence Québec, to the exclusion of Développement économique Québec, is to facilitate business startups and restarts by contributing risk capital, by investing in a group of persons or property whose object is to facilitate business startups and restarts or by financing such a group.

It can also provide support other than financial support.

Risk capital contributions must be made by acquiring participations and do not include debt securities that can be converted into participations.

## CHAPTER III

### ORGANIZATION AND DEVELOPMENT

**54.** In this chapter as well as in Chapters IV to VI, unless the context indicates another meaning, “company” means any of the following: the Bank, Développement économique Québec, Ressources Québec and Capital Émergence Québec.

**55.** A company’s property forms part of the domain of the State, but the execution of its obligations may be levied against its property.

A company binds only itself when it acts in its name. When it acts in accordance with a mandate under section 17 or 36, it binds only the State.

**56.** The head office of a company is in the territory of Ville de Québec; however, it can move its head office to another location with the authorization of the Government.

Notice of the location of a head office must be published in the *Gazette officielle du Québec*.

**57.** The Bank and Développement économique Québec are administered by a board of directors. The chairs of their respective boards and the president and chief executive officer of the Bank are members of the board.

The board of directors of the Bank is composed of 13 members, and that of Développement économique Québec, 11 members.

Capital Émergence Québec and Ressources Québec do not have a board of directors. They are administered by the board of directors of Développement économique Québec. A reference to the board of directors of either of those companies is a reference to the board of directors of Développement économique Québec.

**58.** The Government appoints the members of the board of directors of the Bank and of Développement économique Québec, other than their respective chairs and the Bank’s president and chief executive officer, based on the expertise and experience profiles approved by the Bank’s board of directors.

Board members are appointed for a term of up to four years.

**59.** The Government appoints the chair of the Bank’s board of directors for a term of up to five years.

The Bank’s board of directors appoints the chair of the board of directors of Développement économique Québec after consulting the Minister.

**60.** On the expiry of their term, the members of a company’s board of directors remain in office until replaced or reappointed.



**61.** A vacancy on a company's board of directors is filled in accordance with the rules of appointment to the board.

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

**62.** The members of a company's board of directors other than the Bank's president and chief executive officer receive no remuneration except in the cases, on the conditions and to the extent determined by the Government. 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 Government.

**63.** The Government, on the recommendation of the Bank's board of directors, appoints the Bank's president and chief executive officer based on the expertise and experience profile approved by the board.

The Bank's president and chief executive officer is, by virtue of office, the president and chief executive officer of Développement économique Québec and appoints the executive directors of the other companies.

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

A company's board of directors determines the remuneration and other conditions of employment of its president and chief executive officer or its executive director, as the case may be, in keeping with the parameters set by the Government.

**64.** If the Bank's board of directors does not recommend a candidate for the position of president and chief executive officer in accordance with section 63 within a reasonable period, the Government may appoint the president and chief executive officer after notifying the board members.

**65.** If the president and chief executive officer or the executive director, as the case may be, of a company is absent or unable to act, the company's board of directors may designate a member of its personnel to exercise the functions of that position.

**66.** The quorum at meetings of a company's board of directors is the majority of its members, including the chair of the board or, as the case may be, the president and chief executive officer or the executive director.

Decisions of the board are made by a majority vote of the members present. In the case of a tie vote, the chair of the meeting has a casting vote.

**67.** The members of a company's board of directors may waive notice of a board meeting. Their attendance at such a meeting constitutes a waiver of notice

unless they are present for the sole purpose of contesting the legality of the meeting.

**68.** A company's board of directors may sit anywhere in Québec.

**69.** Unless otherwise provided in a company's by-laws, the members of its board may, if all consent, participate in a board meeting by means of equipment enabling all participants to communicate directly with one another.

In such a case, they are deemed to be present at the meeting.

**70.** A written resolution signed by all the members of a company's board of directors entitled to vote on that resolution has the same value as if adopted during a board meeting.

A copy of the resolution must be kept with the minutes of board meetings or another equivalent record book.

**71.** The minutes of the meetings of a company's board of directors, approved by the board and certified true by the chair of the board, the president and chief executive officer or, as the case may be, the executive director or any other person so authorized by the by-laws, are authentic.

The same is true of the documents and copies emanating from the company or forming part of its records if signed or certified true by one of those persons.

**72.** No act or document binds a company 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, as the case may be, the executive director or, to the extent determined in the company's by-laws, another member of the company's personnel.

The by-laws may provide for subdelegation and outline the mechanics of it.

Unless otherwise provided in the by-laws, a signature may be affixed on a document by any means.

**73.** A company may, in its by-laws, 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 by-laws may also provide for the delegation of the powers of the board of directors to a member of the company's personnel.

**74.** In addition to the committees it must establish under the Act respecting the governance of state-owned enterprises (chapter G-1.02), the Bank's board of directors must establish a risk management committee.

The committee must include one member with accounting expertise and another with financial expertise.

At least one committee member must be a member of the Ordre professionnel des comptables professionnels agréés du Québec referred to in the Professional Code (chapter C-26).

**75.** The risk management committee must make sure that a risk management process is put in place.

Paragraph 4 of section 24 of the Act respecting the governance of state-owned enterprises does not apply to the Bank's audit committee.

**76.** The secretary and the other members of a company's personnel are appointed in accordance with the staffing plan established by the board of directors.

Subject to the provisions of a collective agreement, the Bank and its subsidiaries each determine the standards and scales of remuneration and the employee benefits and other conditions of employment of the members of their personnel in accordance with the conditions defined by the Government.

**77.** A member of a company's personnel who has a direct or indirect interest in an enterprise causing the personnel member's personal interest to conflict with that of the company must, on pain of forfeiture of office, disclose the interest in writing to the president and chief executive officer.

**78.** If a member of a company's personnel is sued by a third party for an act carried out in the exercise of the functions of office, the company assumes the person's defence and pays any damages awarded as compensation, unless the person committed a gross fault or a personal fault separable from those functions.

In penal or criminal proceedings, however, the company pays the defence costs of a member of its personnel only if the person is acquitted or if the company considers that the person acted in good faith.

**79.** A company fulfils the obligations set out in section 78 of this Act and in sections 10 and 11 of the Act respecting the governance of state-owned enterprises in respect of any person who acted at its request as a director of a legal person of which the company is a shareholder or a creditor.

**80.** For the application of the Act respecting the governance of state-owned enterprises to Développement économique Québec, Ressources Québec and Capital Émergence Québec,

(1) the Bank's board of directors is substituted for the Government for the purposes of the second paragraph of section 14 of that Act;

(2) the functions and powers provided for in sections 15 to 18 and 31 of that Act are exercised by the Bank's board of directors rather than that of those subsidiaries;

(3) the functions and duties provided for in sections 22 to 27 of that Act are exercised by the committees established by the Bank's board of directors, in accordance with section 19 of that Act, rather than such committees established by the board of directors of those subsidiaries;

(4) "president and chief executive officer" includes the executive director of Ressources Québec and of Capital Émergence Québec.

Sections 13, 19 and 33 of that Act do not apply to those subsidiaries, but section 34 and Chapter VI of that Act apply to them to the extent provided for in sections 105 and 110, respectively.

**81.** Sections 142, 159 to 162, 179 and 184, subparagraph *b* of paragraph 2 of section 185 and sections 188 and 189 of the Companies Act (chapter C-38) do not apply to a company.

The Bank's by-laws are not subject to ratification by the shareholders.

## **CHAPTER IV**

### **FINANCING**

**82.** The authorized capital of a company is unlimited.

The shares issued by the Bank have a par value of \$10 each, and those issued by Développement économique Québec, Ressources Québec and Capital Émergence Québec have a par value of \$1,000 each.

**83.** Shares are subscribed in a company after the company's board of directors has made its offer.

Only the Minister of Finance and the Economy may subscribe shares in the Bank; however, the Minister must first obtain the authorization of the Government.

Only the Bank may subscribe shares in another company.

**84.** If a legal person affiliated with the Bank under section 14 issues shares allotted to the Minister of Finance and the Economy, the Minister transfers those shares to the Bank, which in return issues to the Minister shares of an equal value and certificates attesting their existence.

This section applies despite any legislative provision under which the shares issued by such a legal person are allotted to the Minister of Finance and the Economy.

The shares issued by such a legal person are allotted to the Bank for as long as the legal person is affiliated with it.

**85.** The shares issued by the Bank are allotted to the Minister of Finance and the Economy and form part of the domain of the State.

Unless shares are issued under section 84, the Minister pays the par value of the shares allotted to the Minister, after which the certificates are issued.

[[To pay for those shares, the Minister of Finance and the Economy may debit from the Consolidated Revenue Fund a sum not exceeding \$1,926,660,000.]]

**86.** The total par value of the shares issued by the Bank's subsidiaries and held by the Bank may not exceed the total par value of the shares the Bank has issued.

**87.** Following a reduction in the share capital of the Bank and a corresponding reimbursement of capital to the Minister of Finance and the Economy pursuant to the Act respecting the reduction of the share capital of legal persons established in the public interest and of their subsidiaries (chapter R-2.2.1), the Minister of Finance and the Economy is authorized, with the authorization of the Government and subject to the conditions it determines, to subscribe shares of the Bank the value of which may not exceed the amount of the reimbursement.

**88.** When, under section 14, the Government disaffiliates a legal person whose shares have been allotted to the Bank because of the third paragraph of section 84, the Bank transfers those shares to the Minister of Finance and the Economy, who in return transfers to the Bank the shares issued by the Bank at the time of the affiliation.

**89.** The dividends paid by the Bank are set by the Government.

**90.** In accordance with the policy directions set out in the Bank's strategic plan, a company may determine a tariff of administrative, standby and professional fees for financial interventions for enterprises.

**91.** A company finances its operations out of the revenue it derives from its financial interventions for enterprises, the fees it charges and the other monies to which it is entitled.

## **CHAPTER V**

### **EXERCISE OF CERTAIN POWERS OF THE BANK AND ITS SUBSIDIARIES**

**92.** The Bank and its subsidiaries must advise the Minister on any matter the Minister submits to them.

**93.** The Bank and its subsidiaries provide their financial services under normal conditions of profitability in light of, among other things, their mission, the nature of the services offered, the average cost of government loans and the economic spinoff expected from them.

**94.** The Bank and its subsidiaries may invest in any group of persons or assets whose object is to finance enterprises, whatever its legal form, grant loans to the group, and guarantee the payment of the principal and interest of its loans and the performance of its other obligations.

**95.** The Bank and its subsidiaries may make the delivery of services subject to the conditions or contractual obligations they determine.

They may also require a surety or financial compensation for the risk associated with the delivery of a service.

**96.** If a company fails to comply with the conditions attached to the delivery of a service by the Bank or one of its subsidiaries or fails to fulfil its obligations toward the Bank or the subsidiary, the Bank or the subsidiary, as the case may be, may either suspend or, if necessary, terminate delivery of the service.

For the same reasons, the Bank or the subsidiary may increase or reduce its obligations towards the company, change the terms of those obligations, or take any other step it considers necessary to preserve its rights.

**97.** The Bank and its subsidiaries may establish any subsidiary whose object is limited to exercising activities the Bank itself can exercise.

The new subsidiary has the same powers as the Bank, or as the subsidiary establishing it, in exercising its activities, unless its constituting act withdraws or restricts those powers. The new subsidiary exercises its activities in accordance with the provisions of this Act that apply to it.

The establishment of a subsidiary by the Bank or one of its subsidiaries must be authorized by the Government, on the conditions it determines, unless the object of the subsidiary is a special investment or financing.

**98.** The Bank and its subsidiaries may not, out of their assets, alone or jointly in groups of two or more, acquire a participation in an enterprise that mines mineral substances in the domain of the State or finance such a participation with a claim that can be converted into participations without analyzing the possibility of an equivalent investment, in participations, of sums from Capital Mines Hydrocarbures.

The possibility of making such an investment and any analysis, recommendation or decision relating to the delivery of any financial service to an enterprise that mines mineral substances must be communicated to the ministers referred to in the first paragraph of section 42 within a reasonable period.

**99.** The Bank and its subsidiaries may not, without the Government's authorization, alone or jointly in groups of two or more, acquire control of a legal person or a partnership.

The Bank and its subsidiaries may not, without the Minister's authorization, alone or jointly in groups of two or more, acquire more than 30% of the participating securities of a partnership or of the participating securities of a legal person carrying more than 30% of the voting rights.

The first and second paragraphs do not apply when the acquisition of control or the acquisition of participating securities results from the establishment of a subsidiary. Nor does the second paragraph apply to the acquisition of participating securities valued at less than \$10,000,000.

The Government or, as the case may be, the Minister may place conditions on such authorizations.

**100.** Neither the Bank nor its subsidiaries may invest more than 2.5% of the net value of the Bank's assets without the Government's authorization.

**101.** Subject to section 100, a subsidiary of the Bank may not invest an amount exceeding that determined by the Government without the authorization of the Government or, if the Government so determines, of the Bank's board of directors.

Government authorization is also required for any investment or financial service in the sector of mineral substances in the domain of the State by the Bank or its subsidiaries that causes the total of the sums paid for that investment or service out of the assets of the Bank or one of its subsidiaries and those debited from Capital Mines Hydrocarbures or, if applicable, the Economic Development Fund to exceed the amount determined by the Government.

**102.** The Bank and its subsidiaries may not, alone or jointly in groups of two or more, acquire a right of ownership in the assets of an enterprise that represent at least \$10,000,000 and more than 30% of the net value of all the assets of the enterprise without the Minister's authorization; when that right applies to the assets of an enterprise that represent more than 50% of the net value of all the assets of the enterprise, the acquisition must be authorized by the Government.

The Government or, as the case may be, the Minister may place conditions on such authorizations.

The first paragraph does not apply when the acquisition of a right of ownership in the assets of an enterprise results from the acquisition of participating securities of a partnership, if that acquisition is authorized under section 98, if such an authorization is not required under that section or if the acquisition of such a right results from the exercise of a creditor's rights.

**103.** A company may not, without 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 terms determined by the Government;

(3) acquire, hold or dispose of securities or other assets in excess of the limits or in contravention of the terms determined by the Government; or

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

The amounts, limits and terms determined under this section may also apply to the group formed by a company and, if applicable, its subsidiaries or to one or more members of that group.

**104.** The Government may, on the conditions and in the manner it determines,

(1) guarantee the payment of the principal and interest of any loan contracted by a company or, if applicable, one of its subsidiaries and the performance of their obligations;

(2) make any commitment in relation to the realization or financing of a project of a company or, if applicable, one of its subsidiaries; and

(3) authorize the Minister of Finance and the Economy to advance to a company or, if applicable, one of its subsidiaries any amount considered necessary for the pursuit of its mission.

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

## **CHAPTER VI**

### **STRATEGIC PLAN, ACCOUNTS AND REPORTS**

**105.** The Bank establishes, according to the form, content and timetable determined by the Government, a strategic plan that must include the nature of its proposed activities, the policy governing its financial interventions, and the activities of the other enterprises and all its subsidiaries.

The Bank's strategic plan must also include the particulars required under section 34 of the Act respecting the governance of state-owned enterprises regarding the other companies.

The Minister submits the strategic plan to the Government for approval, after consultation with the other ministers as regards the sectors of activity of



the Bank, its subsidiaries and the other companies under each minister's responsibility.

**106.** The Minister lays the strategic plan of the Bank before the National Assembly within 15 days after approval of the plan or, if the Assembly is not sitting, within 15 days of resumption.

The competent parliamentary committee of the National Assembly examines the plan and for that purpose hears the representatives designated by the company.

After the committee has examined the plan, the Government specifies any amendments the Bank must make.

The Minister lays the amended plan before the National Assembly.

**107.** A strategic plan approved by the Government applies until it is replaced by another plan so approved.

**108.** The fiscal year of a company ends on 31 March.

**109.** Within 30 days after the beginning of its fiscal year, the Bank sends its annual financial forecasts to the Minister.

**110.** Not later than 30 June each year, the Bank must file its financial statements and a report on its activities for the preceding fiscal year with the Minister.

The Bank's activity report presents information regarding the activities of its subsidiaries, including the information required under Chapter VI of the Act respecting the governance of state-owned enterprises, to the extent that the information relates to the provisions of that Act that apply to those subsidiaries.

The financial statements and the activity report must contain all the information required by the Minister. The report must also contain the information the directors are required to provide annually to the shareholders under the Companies Act.

**111.** The Bank sets out, in a special section of its annual activity report,

- (1) the directives given under section 20;
- (2) the investments made during the fiscal year that were requested under section 44; and
- (3) the measures taken to comply with the investment policy and carry out the other directives given under section 42.

**112.** A company must also provide the Minister with any information the Minister requires regarding the company and its subsidiaries.

**113.** The Minister lays the Bank’s financial statements and activity report before the National Assembly within 15 days after receiving them or, if the Assembly is not sitting, within 15 days of resumption.

**114.** Every year, the books and accounts of the Bank are audited jointly by the Auditor General and an external auditor appointed by the Government. The remuneration of the external auditor is paid out of the revenues of the Bank. The joint report must accompany the Bank’s activity report.

The Auditor General’s report on the Economic Development Fund and Capital Mines Hydrocarbures must be submitted with the company’s activity report.

## **CHAPTER VII**

### **IDENTIFICATION OF THE BANK AND ITS SUBSIDIARIES**

**115.** The Bank may operate under and identify itself by the abbreviation “BDEQ”. The group it forms with its subsidiaries may also operate under and identify itself by that abbreviation as well as the name of the Bank.

Each subsidiary of the group may operate under and identify itself by a name that comprises its own and the acronym “BDEQ”.

**116.** The Bank, each of its subsidiaries and the group they form may not claim to be a bank governed by the Bank Act (Statutes of Canada, 1991, chapter 46).

## **CHAPTER VIII**

### **AMENDING PROVISIONS**

#### **FINANCIAL ADMINISTRATION ACT**

**117.** Section 5.1 of the Financial Administration Act (chapter A-6.001) is amended by adding the following subparagraph at the end of the second paragraph:

“(4) Capital Mines Hydrocarbures, established by section 37 of the Act respecting the Banque de développement économique du Québec (*insert the year and chapter number of this Act*).”

**118.** Schedule 3 to the Act is amended

(1) by inserting “Banque de développement économique du Québec” in alphabetical order;

(2) by striking out “Investissement Québec”.

#### ACT TO ESTABLISH THE NORTHERN PLAN FUND

**119.** Section 2 of the Act to establish the Northern Plan Fund (chapter F-3.2.1.1.1) is amended by replacing “Investissement Québec” in the second paragraph by “Développement économique Québec”.

**120.** Section 6 of the Act is amended by replacing “Act respecting Investissement Québec (chapter I-16.0.1)” and “to Investissement Québec” in subparagraph 2 of the first paragraph by “Act respecting the Banque de développement économique du Québec (*insert the year and chapter number of this Act*)” and “to Développement économique Québec”, respectively.

#### ACT RESPECTING THE GOVERNANCE OF STATE-OWNED ENTERPRISES

**121.** Section 15 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) is amended by replacing “Investissement Québec” in paragraph 15 by “Développement économique Québec”.

**122.** Schedule I to the Act is amended

(1) by inserting in alphabetical order:

(a) “Banque de développement économique du Québec”;

(b) “Développement économique Québec”;

(c) “Ressources Québec”; and

(d) “Capital Émergence Québec”;

(2) by striking out “Investissement Québec”.

#### TAXATION ACT

**123.** Section 21.20.9 of the Taxation Act (chapter I-3) is amended

(1) by inserting the following paragraph after paragraph *a*:

“(a.1) the Banque de développement économique du Québec”;

(2) by striking out paragraph *f*.

**124.** Section 771.1 of the Act is amended

(1) by replacing “by Investissement Québec” in the definition of “biotechnology development centre” in the first paragraph by “in accordance

with Division II of Chapter IX of Schedule A to the Act respecting the sectoral parameters of certain fiscal measures (chapter P-5.1)”;

(2) by replacing “by Investissement Québec” in the definition of “new economy centre” in the first paragraph by “in accordance with Division II of Chapter IX of Schedule A to the Act respecting the sectoral parameters of certain fiscal measures (chapter P-5.1)”;

(3) by replacing “by Investissement Québec” in the second paragraph by “by Développement économique Québec”;

(4) by striking out the third paragraph.

**125.** Section 771.8.5 of the Act is amended by replacing “fourth paragraph” in subparagraph *i* of subparagraph *a* of the second paragraph by “third paragraph”.

**126.** Section 1029.8.36.0.17 of the Act is amended

(1) by replacing, with the necessary modifications, “Investissement Québec” by “Développement économique Québec” in the following provisions:

—the portion of the definition of “specified activity” in the first paragraph before subparagraph *a*;

—the definition of “eligible employee” in the first paragraph;

—the definition of “specified employee” in the first paragraph;

—the definition of “eligible facility” in the first paragraph;

—paragraph *c* of the definition of “specified corporation” in the first paragraph;

—the second paragraph;

—the fourth paragraph;

—the tenth paragraph;

(2) by replacing paragraph *e* of the definition of “qualified property” in the first paragraph by the following paragraph:

“(e) in respect of which Développement économique Québec has issued a certificate for the purposes of this division;”;

(3) by replacing “by Investissement Québec” in the definition of “Centre national des nouvelles technologies de Québec” in the first paragraph by “in

accordance with Division II of Chapter IX of Schedule A to the Act respecting the sectoral parameters of certain fiscal measures (chapter P-5.1)”;

(4) by replacing “fourth paragraph” in the sixth paragraph by “third paragraph”.

**127.** Section 1029.8.36.0.25 of the Act is amended, in the first paragraph,

(1) by replacing subparagraph *b* by the following subparagraph:

“(b) a copy of the certificate issued to it by Développement économique Québec in respect of the qualified property for the purposes of this division; and”;

(2) by replacing “Investissement Québec” in subparagraphs *i* and *ii* of subparagraph *c* by “that Développement économique Québec”.

**128.** Section 1138.2.1 of the Act is amended by replacing “fourth paragraph” in subparagraph *i* of subparagraph *a* of the second paragraph by “third paragraph”.

**129.** The Act is amended by replacing, with the necessary modifications, “Investissement Québec” wherever it appears in the following provisions by “Développement économique Québec”:

—section 737.18.9.1;

—the definition of “foreign specialist” in the first paragraph of section 737.22.0.1;

—subparagraph *ii* of subparagraph *f* of the first paragraph of section 771.13;

—subparagraph *g* of the first paragraph of section 771.13;

—section 1029.8.36.0.3.8;

—section 1029.8.36.0.3.9;

—section 1029.8.36.0.3.18;

—section 1029.8.36.0.3.19;

—the definitions of “eligible activity” and “eligible employee” in the first paragraph of section 1029.8.36.0.3.46;

—section 1029.8.36.0.3.48;

—section 1029.8.36.0.3.72;

- section 1029.8.36.0.3.73;
- section 1029.8.36.0.3.79;
- section 1029.8.36.0.3.80;
- section 1029.8.36.0.18.2;
- section 1029.8.36.0.19;
- section 1029.8.36.0.22;
- section 1029.8.36.0.25.1;
- the definitions of “eligible employee” and “recognized business” in the first paragraph of section 1029.8.36.0.38;
- the third paragraph of section 1029.8.36.0.38;
- section 1029.8.36.0.38.1;
- section 1029.8.36.0.55;
- subparagraph v of paragraph a of the definition of “qualified property” in the first paragraph of section 1029.8.36.0.72;
- subparagraph iv of paragraphs c and d of the definition of “qualified property” in the first paragraph of section 1029.8.36.0.72;
- the third paragraph of section 1029.8.36.0.72;
- the definition of “strategic building” in the first paragraph of section 1029.8.36.0.84;
- section 1029.8.36.0.87;
- the definitions of “eligible employee” and “recognized business” in the first paragraph of section 1029.8.36.72.82.1;
- the third paragraph of section 1029.8.36.72.82.1;
- the definitions of “eligible employee” and “recognized business” in the first paragraph of section 1029.8.36.72.82.13;
- the third paragraph of section 1029.8.36.72.82.13;
- section 1129.4.0.23;
- section 1129.4.0.24;

— section 1129.4.2;  
— section 1129.4.3.23.1;  
— section 1129.4.3.27;  
— section 1129.4.3.28;  
— section 1129.4.3.32;  
— section 1129.4.3.33;  
— section 1129.4.10.3;  
— section 1129.4.30.1;  
— section 1129.45.3.10.1;  
— section 1129.45.3.18.1;  
— section 1129.45.3.22.1;  
— section 1129.45.3.23;  
— section 1129.45.3.27;  
— section 1129.45.3.30.2;  
— section 1129.45.3.30.3;  
— section 1129.45.3.30.7;  
— section 1129.45.3.30.8;  
— section 1129.45.3.32;  
— section 1129.45.3.33.

ACT RESPECTING THE MINISTÈRE DU DÉVELOPPEMENT  
DURABLE, DE L'ENVIRONNEMENT ET DES PARCS

**130.** The Act respecting the Ministère du Développement durable, de l'Environnement et des Parcs (chapter M-30.001) is amended by inserting the following section after section 15.4:

“**15.4.1.** The Minister transfers to the Economic Development Fund established by section 22 of the Act respecting the Banque de développement économique du Québec (*insert the year and chapter number of this Act*) the sums determined by the Government for the carrying out of the mandates it

gives under section 17 of that Act to support the development of new green technologies and clean energies, reinforce actions to electrify the transportation of persons and goods and promote the adoption of new processes and technologies that reduce the carbon footprint of enterprises.

The following sums are transferred:

- (1) the sums referred to in paragraph 3.1 of section 15.4;
- (2) the sums credited to the Fund under paragraph 5 of section 15.4 and referred to in section 46.16 of the Environment Quality Act (chapter Q-2).

The sums referred to in this section must be used exclusively to provide for measures intended for the purposes set out in section 46.16 of the Environment Quality Act.”

#### ACT RESPECTING THE MINISTÈRE DU DÉVELOPPEMENT ÉCONOMIQUE, DE L’INNOVATION ET DE L’EXPORTATION

**131.** Section 89 of the Act respecting the Ministère du Développement économique, de l’Innovation et de l’Exportation (chapter M-30.01) is amended

(1) by replacing “the regional county municipality concerning its role and responsibilities” in the first paragraph by “the Banque de développement économique du Québec, established by the Act respecting the Banque de développement économique du Québec (*insert the year and chapter number of this Act*), and a regional county municipality concerning their roles and responsibilities”;

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

“The Minister may designate a member of the personnel of the Bank to administer an agreement.”

**132.** Section 90 of the Act is amended

(1) by inserting the following subparagraph after subparagraph 4 of the second paragraph:

“(5) agree with the Banque de développement économique du Québec on mechanisms of cooperation to ensure that services offered to enterprises are complementary and to implement those mechanisms.”;

(2) by inserting the following paragraph after the second paragraph:

“The regional county municipality participates in the development and implementation of the economic development strategy of the administrative region in which it is located.”



**133.** Section 94 of the Act is amended by inserting “a representative designated by the Banque de développement économique du Québec,” after “social economy” in the second paragraph.

**134.** Section 178 of the Act is repealed.

#### ACT TO ENSURE THE OCCUPANCY AND VITALITY OF TERRITORIES

**135.** Section 4 of the Act to ensure the occupancy and vitality of territories (chapter O-1.3) is amended by replacing “Investissement Québec” in paragraph 2 by “Développement économique Québec”.

#### ACT RESPECTING THE SECTORAL PARAMETERS OF CERTAIN FISCAL MEASURES

**136.** Section 2 of the Act respecting the sectoral parameters of certain fiscal measures (chapter P-5.1) is amended by replacing “Investissement Québec” in paragraph 1 by “Développement économique Québec”.

**137.** The heading of Schedule A to the Act is replaced by the following heading:

“DÉVELOPPEMENT ÉCONOMIQUE QUÉBEC”.

**138.** Section 1.1 of Schedule A to the Act is amended by replacing “Investissement Québec” in the portion before paragraph 1 by “Développement économique Québec”.

**139.** Schedule A to the Act is amended by replacing “Investissement Québec”, wherever it appears in any other provision and with the necessary modifications, by “the body”.

**140.** Section 10.2 of Schedule C to the Act is amended by replacing “Investissement Québec” in the third paragraph by “the Minister”.

#### ACT RESPECTING THE RÉGIE DE L'ASSURANCE MALADIE DU QUÉBEC

**141.** Section 33 of the Act respecting the Régie de l'assurance maladie du Québec (chapter R-5) is amended by replacing “fourth paragraph” in the second paragraph by “third paragraph”.

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

**142.** 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 inserting, in alphabetical order, “Banque de développement économique du Québec and its subsidiaries, within the meaning of the Act respecting the Banque de développement économique du Québec (*insert the year and chapter number of this Act*)”;

(2) by striking out “Investissement Québec”.

## ACT RESPECTING THE GOVERNMENT AND PUBLIC EMPLOYEES RETIREMENT PLAN

**143.** Schedule I to the Act respecting the Government and Public Employees Retirement Plan (chapter R-10) is amended, in paragraph 1,

(1) by inserting in alphabetical order:

(a) “Banque de développement économique du Québec”;

(b) “Développement économique Québec”;

(c) “Ressources Québec”; and

(d) “Capital Émergence Québec”;

(2) by striking out “Investissement Québec, in respect of employees who were members of this plan on 31 March 2011 or who were hired after that date”.

## ACT RESPECTING THE CIVIL SERVICE SUPERANNUATION PLAN

**144.** Schedule II to the Act respecting the Civil Service Superannuation Plan (chapter R-12) is amended, in paragraph 1, by striking out “Investissement Québec”.

## ACT RESPECTING THE PENSION PLAN OF MANAGEMENT PERSONNEL

**145.** Schedule II to the Act respecting the Pension Plan of Management Personnel (chapter R-12.1) is amended, in paragraph 1,

(1) by inserting in alphabetical order:

(a) “Banque de développement économique du Québec”;

(b) “Développement économique Québec”;

(c) “Ressources Québec”; and

(d) “Capital Émergence Québec”;

(2) by striking out “Investissement Québec, in respect of employees who participated in this plan on 31 March 2011 or who were hired after that date”.

## ACT RESPECTING QUÉBEC BUSINESS INVESTMENT COMPANIES

**146.** Section 17 of the Act respecting Québec business investment companies (chapter S-29.1) is replaced by the following section:

“**17.** The Minister of Finance and the Economy is responsible for the administration of this Act.”

## CHAPTER IX

### TRANSITIONAL AND FINAL PROVISIONS

#### DIVISION I

#### CONTINUANCE OF INVESTISSEMENT QUÉBEC, RESSOURCES QUÉBEC AND THE ECONOMIC DEVELOPMENT FUND

**147.** Investissement Québec, an enterprise established under section 1 of the Act respecting Investissement Québec (chapter I-16.0.1), is continued within Développement économique Québec, a company established by section 29.

**148.** Ressources Québec, a business corporation established by Investissement Québec in accordance with Order in Council 381-2012 dated 18 April 2012 (2012, G.O. 2, 2310, French only), is continued within Ressources Québec, a company established by section 34.

The Business Corporations Act (chapter S-31.1) therefore ceases to apply to it.

**149.** The continuance of Investissement Québec and Ressources Québec does not affect their rights, obligations and acts.

They remain, without continuance of suit, a party to any proceeding to which they were a party before being continued.

The State holds the rights to the name “Investissement Québec”.

**150.** The Economic Development Fund established under section 22 of this Act continues the Economic Development Fund established under section 25 of the Act respecting Investissement Québec.

## **DIVISION II**

### **ORGANIZATION**

**151.** The Minister of Finance and the Economy must, before (*insert the date that is 45 days after the date of coming into force of section 1*), transfer to the Bank the shares of the share capital of Développement économique Québec allotted to the Minister, and the Bank in return issues to the Minister shares of its own share capital of an equal value and certificates attesting their existence.

Following the transfer of shares under the first paragraph, Développement économique Québec must transfer the shares it holds, issued by Ressources Québec, to the Bank, which in return issues to Développement économique Québec shares of Développement économique Québec of an equal value.

The shares transferred to the Bank by the Minister, as well as those issued by the Bank to Développement économique Québec, must be cancelled by the company that issued them.

**152.** When appointing the first members of the board of directors of the Bank, other than the chair of the board and the president and chief executive officer, the Government takes into account the expertise and experience profiles approved by the board of directors of Investissement Québec.

**153.** The terms of office of the board members of Investissement Québec in office at the time of its continuation within Développement économique Québec end, without compensation, on the appointment of the first members of the Bank’s board of directors.

**154.** The Government appoints the first president and chief executive officer of the Bank.

**155.** From the moment the Bank’s president and chief executive officer takes office, the term of office of the president and chief executive officer of Investissement Québec at the time of its continuation within Développement économique Québec ends, with no compensation other than the compensation provided for in section 22 of the Règles concernant la rémunération et les autres conditions de travail des titulaires d’un emploi supérieur à temps plein, enacted by Order in Council 450-2007 (2007, G.O. 2, 2723, French only).

**156.** Until the Government appoints the president and chief executive officer and board members of the Bank, those functions are exercised respectively by

the president and chief executive officer and the board members of Développement économique Québec.

### **DIVISION III**

#### **ACTIVITIES AND PROGRAMS**

**157.** The appropriations granted to the Minister of Finance and the Economy by Parliament for the purposes of the programs determined by the Government are, to the extent determined by the Government, allocated to the Economic Development Fund.

The same applies to the appropriations granted by Parliament for the remuneration of the personnel transferred under section 160.

**158.** The mandate given to Investissement Québec under Order in Council 501-2012 dated 16 May 2012 (2012, G.O. 2, 3049, French only) becomes a mandate given to Capital Émergence Québec under section 17.

**159.** The participating securities of Investissement Québec in the following groups become the participating securities of Capital Émergence Québec:

(1) Anges Québec Capital s.e.c., a limited partnership referred to in Order in Council 277-2012 dated 28 March 2012 (2012, G.O. 2, 1940, French only), and Gestion Anges Québec Capital commandité inc.;

(2) IQ FIER inc., a business corporation whose establishment is provided for by Order in Council 1171-2004 dated 15 December 2004 (2005, G.O. 2, 55, French only);

(3) TERALYS CAPITAL FONDS DE FONDS, S.E.C., a limited partnership referred to in Order in Council 955-2009 dated 2 September 2009 (2009, G.O. 2, 4931, French only);

(4) FONDS CYCLE CAPITAL I, s.e.c., a limited partnership referred to in Order in Council 470-2008 dated 14 May 2008 (2008, G.O. 2, 2954, French only); and

(5) Fonds d'amorçage Cycle-C3E, s.e.c., Fonds d'investissement Réal, s.e.c., and AmorChem, limited partnerships established for the purposes of Order in Council 532-2010 dated 23 June 2010 (2010, G.O. 2, 3095, French only).

The rights and obligations of Investissement Québec in the advances provided for by those Orders in Council become the rights and obligations of Capital Émergence Québec, and the latter is substituted for Investissement Québec in any order, agreement or other document made or drawn up to give effect to those Orders in Council.

The capital issued by Investissement Québec must be adjusted to reflect that transfer. The same is true for the capital issued by Capital Émergence Québec.

**160.** The appropriations granted by Parliament to a minister other than the Minister of Finance and the Economy to provide for transfers to the local development centres which, before (*insert the date of coming into force of section 134*), were not under the other authority, are transferred to that minister.

## **DIVISION IV**

### **HUMAN RESOURCES**

**161.** Subject to the applicable conditions of employment, the employees of the Government who are assigned to functions entrusted to the Bank or one of its subsidiaries under this Act and who are specified by the Conseil du trésor before (*insert the date that is one year after the date of coming into force of this section*) become employees of the Bank or of a subsidiary of the Bank designated by the Conseil du trésor.

**162.** An employee of the Bank or of a subsidiary referred to in section 161 who was a permanent public servant the day before being transferred to the Bank or subsidiary may request a transfer to a position in the public service or take part in a promotion competition for such a position in accordance with the Public Service Act (chapter F-3.1.1).

The same applies to an employee of the Bank or one of its subsidiaries who was a permanent public servant when hired, before 1 April 2011, by Investissement Québec or by La Financière du Québec, established by section 50 of the Act respecting Investissement Québec and La Financière du Québec (chapter I-16.1).

**163.** Section 35 of the Public Service Act applies to an employee referred to in section 162 who enters a competition for promotion to a position in the public service.

**164.** An employee referred to in section 162 who applies for a transfer or enters a promotion competition may request an assessment from the Chair of the Conseil du trésor of the classification that would be assigned to the employee in the public service. The assessment must take into account the classification the employee had in the public service on the date the employee ceased to be a public servant, as well as the experience and formal training acquired in the course of employment with the Bank or one of its subsidiaries.

If an employee is transferred subsequent to the application of section 162, the deputy minister of the department or the chief executive officer of the body assigns to the employee a classification in keeping with the assessment under the first paragraph.

If an employee is promoted under section 162, the employee's classification must take account of the criteria set out in the first paragraph.

**165.** If some or all of the operations of the Bank or one of its subsidiaries are discontinued, an employee referred to in section 162 who had permanent status at the time of the employee's transfer is placed on reserve in the public service with the classification the employee had at that time.

If only some of the operations are discontinued, the employee continues to exercise the same functions within the Bank or subsidiary until the Chair of the Conseil du trésor is able to assign the employee a position in accordance with section 100 of the Public Service Act.

When assigning a position to an employee concerned by this section, the Chair of the Conseil du trésor establishes the employee's classification, taking into account the criteria set out in the first paragraph of section 164.

**166.** Subject to any remedy available under a collective agreement, an employee referred to in section 162 who is dismissed may bring an appeal under section 33 of the Public Service Act.

**167.** The conditions of employment of the employees referred to in section 161 who are not governed by a collective agreement continue to apply, with the necessary modifications, until changed by the Bank or its subsidiary.

## **DIVISION V**

### **OTHER PROVISIONS**

**168.** For the 2013-2014 fiscal year, the total remuneration paid under section 24 is \$3,383,333 per month.

**169.** Unless the context indicates otherwise, in any document, a reference to the Act respecting Investissement Québec (chapter I-16.0.1) or one of its provisions is a reference to this Act or the corresponding provision of this Act, if any.

**170.** Unless the context indicates otherwise, in any document or procedure, a reference to Investissement Québec is a reference to Développement économique Québec.

**171.** Order in Council 1207-2011 dated 30 November 2011 (2011, G.O. 2, 5659, French only), concerning an advance by the Minister of Finance to the Economic Development Fund for the purpose of purchasing participations within the framework of the Northern Plan, is repealed.

**172.** The expenditure and investment estimates of Capital Mines Hydrocarbures, presented in Schedule I, are approved for the 2013-2014 fiscal year.

**173.** The Government may, by a regulation made before (*insert the date that is one year after the date of coming into force of section 147*), enact any other transitional measure required for the carrying out of this Act.

A regulation made under the first paragraph is not subject to the publication requirement set out in section 8 of the Regulations Act (chapter R-18.1) and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date set in the regulation. The regulation may also, if it so provides, apply from any date not prior to (*insert the date of coming into force of section 147*).

## **DIVISION VI**

### **FINAL PROVISIONS**

**174.** This Act replaces the Act respecting Investissement Québec (chapter I-16.0.1).

**175.** The Minister of Finance and the Economy is responsible for the administration of this Act.

**176.** This Act comes into force on the date or dates to be set by the Government.



SCHEDULE I  
(Section 172)

**CAPITAL MINES HYDROCARBURES**

|  | <b>2013-2014</b>     |
|--|----------------------|
| <b>Income</b>                                  | <b>0</b>             |
| <b>Expenditures</b>                            | <b>0</b>             |
| Surplus (deficit) for the fiscal year          | 0                    |
| Cumulative surplus (deficit)                   | 0                    |
| <b>Investments</b>                             | <b>\$150,000,000</b> |
| Total amount borrowed or advanced <sup>1</sup> | 0                    |

<sup>1</sup> From/to the Financing Fund and the general fund.





