
NATIONAL ASSEMBLY

THIRTY-SECOND LEGISLATURE

FOURTH SESSION

Bill 37

**An Act respecting the Agence québécoise
de valorisation industrielle de la recherche**

First reading



Introduced by
Mr Gilbert Paquette
Minister responsible for Science and Technology

EXPLANATORY NOTES

The object of this bill is to establish the Agence québécoise de valorisation industrielle de la recherche.

Division I is concerned with the establishment and organization of the Agence.

Division II is concerned with the functions and powers of the Agence, the role of which is to explore the research communities in search of new products or processes showing industrial potential. The Agence must provide support to those projects at all stages of development and up to the stage where they are transferred to a firm for production and marketing purposes. The Agence must also contribute to the management of the departments' patent portfolios and see that the findings of any research carried out in educational institutions, research centres or agencies are put to profitable use.

Division III is concerned with the guarantee of any loans contracted by the Agence and with amounts the Minister of Finance may advance to it.

Division IV is concerned with the documents, accounts and reports of the Agence.

Division V enacts penalties and establishes the mode of bringing proceedings.

Division VI is concerned with the final provisions, and provides that the Minister of Science and Technology is responsible for the application of the Act.

ACT AMENDED BY THIS ACT

The Act respecting the Civil Service Superannuation Plan (R.S.Q., chapter R-12).

Bill 37

An Act respecting the Agence québécoise
de valorisation industrielle de la recherche

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

DIVISION I

ESTABLISHMENT AND ORGANIZATION

1. The “Agence québécoise de valorisation industrielle de la recherche” is hereby established.

2. The Agence is a corporation.

3. The Agence is a mandatary of the Government.

The property of the Agence forms part of the public domain but the performance of its obligations may be levied against its property.

The Agence binds only itself when it acts in its own name.

4. The Agence has its corporate seat at the place determined by the Government. Notice of the location or of any transfer of the corporate seat is published in the *Gazette officielle du Québec*.

5. The Agence is administered by a board of directors composed of a president and 11 members appointed by the Government.

One member is appointed on the recommendation of the Minister of Industry, Commerce and Tourism.

Not more than four members of the board of directors may be chosen from among the members of the bodies or agencies of the public and parapublic sectors or from their personnel.

6. The Government may appoint two observers to the Agence; they participate in the meetings of the board of directors but have no vote.

7. The members of the board of directors shall appoint a vice-president from among themselves. If the president is temporarily absent or unable to act, the vice-president shall exercise the functions of the president.

8. The president is appointed for not over five years.

The other members are appointed for four years; however, three members of the first board of directors are appointed for three years and three other members are appointed for two years.

9. At the end of their terms, the members of the board of directors remain in office until they are replaced or reappointed.

The term of office of the president and the other members may be renewed consecutively only once.

10. Any vacancy occurring during a term of office shall be filled in accordance with the mode of appointment prescribed in section 5.

Absence from a number of meetings of the board of directors determined by the by-laws of internal management of the Agence, in the cases and circumstances it indicates, constitutes a vacancy.

11. The president, who shall exercise his duties full time, has the direction and supervision of the Agence and its personnel.

The Government shall fix the remuneration, social benefits and other conditions of employment of the president.

12. Members other than the president are not remunerated. They are, however, entitled, to the extent provided by regulation of the Government and on presentation of vouchers, to an attendance allowance and to the reimbursement of reasonable expenses incurred by them in the performance of their duties.

13. In no case may the president, under pain of forfeiture of his office, have any direct or indirect interest in any undertaking causing his personal interest to conflict with that of the Agence. However, forfeiture is not incurred if such an interest devolves to him by succession or gift provided that he renounces or disposes of it with all possible dispatch.

Any other member of the board of directors who has an interest in such an undertaking must, under pain of forfeiture of office, disclose it in writing to the president and abstain from participating in any deliberation or decision concerning the undertaking.

14. The Agence may establish offices at the places it determines and hold its sittings anywhere in Québec.

Seven members are a quorum at sittings of the board of directors.

In case of division, the president has a casting vote.

15. Every decision signed by all the members of the board of directors has the same force as if it had been taken at a regular sitting.

16. The secretary and the other members of the personnel of the Agence are appointed and remunerated according to the staffing requirements, standards and scales established by by-law of the Agence.

The by-law may also determine the social benefits and other conditions of employment applicable to the secretary and other members, and make them subject to the second paragraph of section 13.

The by-law comes into force, following approval by the Government, on the date of its publication in the *Gazette officielle du Québec*, or on any later date indicated in it.

DIVISION II

FUNCTIONS AND POWERS

17. The functions of the Agence are

(1) to explore and investigate research communities, in the fields considered to be of primary importance by the Government, with a view to identifying new ideas and new technology to be applied in new products and new processes and setting up mechanisms governing their transfer and development;

(2) to promote applied research projects and provide financial support for their carrying out at all stages of the invention process up to the stage of the organization of production and marketing;

(3) to contribute to the management and exploitation of the patent portfolios of the government departments;

(4) to stimulate financial support from individuals, companies and corporations for its activities that relate to applied research;

(5) to foster leadership and control by Québec society over the development of industrial research and the development of technology in its territory.

18. For the exercise of its functions that relate to financial support, the Agence may solicit and receive donations, gifts, subsidies or other contributions; however, the Agence shall not, except with the authorization of the Government, accept any donation, gift, subsidy or other contribution to which charges or conditions are attached, except from the Gouvernement du Québec.

19. The Minister for Science and Technology may issue directives to the Agence.

The directives are subject to approval by the Government.

Following approval, the Agence is bound to comply with the directives.

The directives must be tabled in the National Assembly within 15 days of approval if the Assembly is in session or, if it is not sitting, within 15 days after the opening of the next session or resumption.

20. The Agence may, on the conditions it determines and within such limits as it may fix, grant subsidies for the carrying out of applied research projects in the sectors of activities it determines.

The financial support of the Agence may consist, in special cases, of interests in limited liability partnerships.

The Agence may also provide financial support by way of grants, loans or advances with or without interest.

The Agence may also provide financial support by any other means authorized by the Government.

21. However, the Agence shall not, in such cases, on such conditions or on such circumstances as the Government may determine by regulation, grant any financial support unless authorized by the Government or the Minister, as the regulation may determine.

Every regulation made under the first paragraph comes into force 10 days after its publication in the *Gazette officielle du Québec*, or on any later date indicated in it.

22. The Agence may require, as consideration for its financial support, the payment of royalties or any other form of duties authorized by the Government.

23. The Agence shall acquire no immovables.

Except with the authorization of the Government, the Agence shall not

(1) contract a loan that would increase its total outstanding borrowings to more than the amount determined by the Government;

(2) make a contract for a term or amount exceeding that determined by the Government;

(3) own a greater interest in a limited liability partnership than that determined by regulation under section 21.

An order of the Government authorizing the Agence to hold a greater interest in a limited liability partnership than that provided for in subparagraph 3 of the second paragraph must be tabled in the National Assembly within 15 days if it is in session or, if it is not sitting, within 15 days after the opening of the next session or resumption.

24. The Agence, with the authorization of the Government and according to law, may enter into any agreement with any government other than that of Québec, any department of such a government, any international organization or any agency of such a government or organization, in order to carry out its functions.

25. The Agence may make

(1) internal management by-laws;

(2) by-laws to determine the methods of administering and disposing of the amounts received as royalties or in any other form of duties resulting from the granting of financial support.

Every by-law made under this section comes into force from the date of its approval by the Government.

DIVISION III

FINANCIAL PROVISIONS

[[**26.** The Government may, on the conditions it determines,

(1) guarantee any loan contracted by the Agence as well as any obligation of the Agence;

(2) authorize the Minister of Finance to advance to the Agence any amount deemed necessary for the carrying out of its functions.

Any sums the Government may be called to pay under the guarantee or to advance to the Agence are taken out of the consolidated revenue fund.]]

DIVISION IV

DOCUMENTS, ACCOUNTS AND REPORTS

27. No deed, document or writing binds the Agence unless it is signed by the president, the secretary or a member of the personnel of the Agence and, in the case of such a member, only to the extent determined by regulation of the Agence.

The Agence may, by regulation and on the conditions it determines, allow a signature to be affixed by means of an automatic device to the documents it determines or that a facsimile of a signature be engraved, lithographed or printed on. However, the facsimile has the same force as the signature itself only if the document is countersigned by a person authorized by the chairman of the Agence.

Every regulation made pursuant to this section comes into force ten days after the date of its publication in the *Gazette officielle du Québec* or on any later date indicated in it.

28. A document or a copy of a document emanating from the Agence or forming part of its records and signed or certified true by a person referred to in section 27 is authentic.

29. The fiscal year of the Agence ends on 31 March each year.

30. The Agence shall each year submit its budget for the ensuing fiscal year to the Government for approval, in the form and tenor and at the time determined by the Government.

31. The Agence shall, not later than 31 July each year, forward to the Minister for Science and Technology a report of its activities for the preceding fiscal year.

The report must also contain any information the Minister may prescribe.

32. The Minister shall table the report of the Agence in the National Assembly within 30 days of receiving it if the Assembly is in session or, if it is not sitting, within 30 days after the opening of the next session or after resumption.

33. The Agence must furnish to the Minister any information he may require on its activities.

34. The books and accounts of the Agence shall be audited every year by the Auditor General and also whenever so ordered by the Government.

The auditor's report must accompany the annual report of the Agence.

DIVISION V

PENALTIES

35. Every person who gives false or misleading information in view of obtaining or procuring financial support provided for by this Act is guilty of an offence and liable, on summary proceedings, to a fine of not more than \$5 000.

36. Where a corporation commits an offence against section 35, every director or representative of that corporation who was aware of the offence is deemed to be a party to the offence and is liable, on summary proceedings, to a fine of not more than \$5 000 unless he proves to the satisfaction of the court that he did not acquiesce to the commission of the offence.

37. Proceedings under section 35 or 36 are brought by the Attorney General or by any person generally or specially authorized by him for that purpose.

38. No person found guilty of an offence against section 35 or 36, or against article 338 of the Criminal Code in connection with financial support contemplated under this Act, may, unless he has been pardoned, obtain financial support under this Act for a period of two years from the conviction.

DIVISION VI

FINAL PROVISIONS

39. Section 55 of the Act respecting the Civil Service Superannuation Plan (R.S.Q., chapter R-12), amended by section 96 of chapter 51, section 220 of chapter 52 and section 233 of chapter 63 of the statutes of 1982, is amended by inserting, after paragraph 18, the following paragraph:

“(18.1) the president and the employees of the Agence québécoise de valorisation industrielle de la recherche;”.

40. The Minister for Science and Technology is responsible for the administration of this Act.

[[**41.** The sums required for the application of this Act are taken, for the fiscal year 1983-84, out of the consolidated revenue fund to the extent determined by the Government and for subsequent years, out of the sums granted annually for that purpose by the Parliament.]]

42. This Act shall operate notwithstanding the provisions of sections 2 and 7 to 15 of the Constitution Act, 1982 (Schedule B of the Canada Act, chapter 11 in the 1982 volume of the Acts of the Parliament of the United Kingdom).

43. This Act will come into force on the date to be fixed by proclamation of the Government, with the exception of the provisions excluded by that proclamation, which will come into force on any later dates fixed by proclamation of the Government.

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