



NATIONAL ASSEMBLY

FIRST SESSION

THIRTY-EIGHTH LEGISLATURE

Bill 210

(Private)

An Act to establish the Société du chemin de fer de la Gaspésie

Introduced 14 November 2007

Passed in principle 19 December 2007

Passed 19 December 2007

Assented to 21 December 2007

**Québec Official Publisher
2007**

Bill 210

(Private)

AN ACT TO ESTABLISH THE SOCIÉTÉ DU CHEMIN DE FER DE LA GASPÉSIE

AS the Corporation du chemin de fer de la Gaspésie (C.C.F.G.) inc. was established under Part III of the Companies Act (R.S.Q., chapter C-38) by letters patent dated 21 October 1996, as amended by supplementary letters patent dated 27 May 1997 and 10 June 1997;

AS the Corporation du chemin de fer de la Gaspésie (C.C.F.G.) inc. currently owns the railway line between Matapédia and Gaspé;

AS it is expedient to establish a new legal person to operate the railway line between Matapédia and Gaspé;

AS it is expedient that municipal institutions play a leading role in the new legal person;

AS the Corporation du chemin de fer de la Gaspésie (C.C.F.G.) inc. is requesting that a new legal person be established to that end, and as it is preferable to establish such a legal person by law;

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

1. A non-profit legal person is established under the name “Société du chemin de fer de la Gaspésie” (“the Société”).

2. The Société’s head office is to be at a location in Québec determined by the board of directors.

3. The Société’s objects are

(1) to bring together persons with an interest in the maintenance, operation and development of the Gaspésie region railway network;

(2) to promote the economic and social development of the Gaspésie region through the railway network;

(3) to operate the railway line between Matapédia and Gaspé;

(4) to promote any other mode of transport in the Gaspésie region or to promote tourist and recreational activities in the region if the Société ceases to operate the railway network; and

(5) incidentally, to receive and manage funds of any kind,

all with no intention of pecuniary gain to its members.

4. The Société may

(1) acquire movable and immovable property without limit as to its value;

(2) lease, sublease, lend or trade all or part of the movable and immovable property so acquired, allow all or part of such property to be operated by a third party, or grant a contract or subcontract with regard to all or part of such property;

(3) enter into any type of agreement for the operation and maintenance of the movable and immovable property so acquired;

(4) acquire and hold shares, bonds or other securities of companies, partnerships or other legal persons, and sell or otherwise dispose of them;

(5) borrow on the credit of the Société;

(6) issue bonds or other securities of the Société, and pledge or sell bonds or other securities for such sums and at such prices as are deemed appropriate;

(7) hypothecate its movable or immovable property or otherwise encumber it; and

(8) despite the provisions of the Civil Code of Québec, grant a hypothec, even a floating hypothec, on a universality of its present or future, corporeal or incorporeal, movable or immovable property, in accordance with section 34 of the Act respecting the special powers of legal persons (R.S.Q., chapter P-16).

5. Part III of the Companies Act (R.S.Q., chapter C-38) applies to the Société, subject to the provisions of this Act.

6. The persons acting as directors of the Corporation du chemin de fer de la Gaspésie (C.C.F.G.) inc. become the provisional directors of the Société.

They remain in office until all the directors are appointed under section 7, and are deemed to be the founding members of the Société.

7. The Société is administered by a board consisting of nine directors appointed as follows during pleasure:

(1) two appointed by the Municipalité régionale de comté de La Côte-de-Gaspé;

(2) two appointed by the Municipalité régionale de comté du Rocher-Percé;

(3) two appointed by the Municipalité régionale de comté d'Avignon;

(4) two appointed by the Municipalité régionale de comté de Bonaventure; and

(5) one appointed by the Conférence régionale des élu(e)s de la Gaspésie et des Îles-de-la-Madeleine.

Appointments are to be made every two years in January, with the first appointments being made not later than 31 January 2008. The term of a director must not end later than the end of the calendar year following that in which the director was appointed.

8. If a position on the board of directors becomes vacant in the course of a calendar year, a new appointment must be made for the remainder of the unexpired term. The new appointment must be made by the person that appointed the director whose position became vacant.

9. The board of directors may create an executive committee consisting of at least three but not more than five directors. The executive committee has all the powers delegated to it by the board.

10. The board of directors may also create any other committee, delegate powers to it, and determine its composition.

11. The Société has two categories of members. The category A members are

(1) the Municipalité régionale de comté de La Côte-de-Gaspé;

(2) the Municipalité régionale de comté du Rocher-Percé;

(3) the Municipalité régionale de comté d'Avignon;

(4) the Municipalité régionale de comté de Bonaventure; and

(5) the Conférence régionale des élu(e)s de la Gaspésie et des Îles-de-la-Madeleine.

Category B members are appointed under the Société's by-laws.

12. The dissolution of the Société, the disposition of all or part of the railway line between Matapédia and Gaspé, or the cessation of its operation as a railway has effect only if authorized by a resolution and all the directors of the Société vote in favour of it.

13. The Corporation du chemin de fer de la Gaspésie (C.C.F.G.) inc. is dissolved and all its rights, property and obligations are transferred to the Société.

14. Property transfers under section 13 are not deemed to be transfers under the Act respecting duties on transfers of immovables (R.S.Q., chapter D-15.1).

15. The validity of the acts performed by the member municipalities of the Corporation du chemin de fer de la Gaspésie (C.C.F.G.) inc. in the course of their participation in the Société's activities, including their standing surety for the Société, cannot be contested on the grounds that the municipalities did not have the powers required by law when the acts were performed, or on the grounds that they failed to obtain the required authorizations.

16. This Act comes into force on 21 December 2007.

