



NATIONAL ASSEMBLY

FIRST SESSION

FORTIETH LEGISLATURE

Bill 38
(2013, chapter 23)

**An Act respecting the governance of
public infrastructures, establishing the
Société québécoise des infrastructures
and amending various legislative
provisions**

**Introduced 1 May 2013
Passed in principle 14 May 2013
Passed 30 October 2013
Assented to 30 October 2013**

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EXPLANATORY NOTES

This Act establishes governance rules for public infrastructure investment planning and public infrastructure management. Infrastructure Québec and the Société immobilière du Québec are amalgamated to form a joint-stock company called the “Société québécoise des infrastructures”, whose main mission is to support public bodies in managing their public infrastructure projects, and to put immovables at their disposal and deliver various related services.

More specifically, the Conseil du trésor will prepare a new Québec infrastructure plan, which will present, each year, the public infrastructure investments to be made by government bodies over the following 10-year period. Ministers will be required to draw up and submit an annual management plan for the public infrastructure investments made by each minister’s department and by the public bodies under his or her authority.

Specific planning and monitoring measures, to be implemented by government bodies designated by the Conseil du trésor, are established with respect to public infrastructure investments. In addition, the Conseil du trésor is granted the authority to determine various measures to be implemented by public bodies with respect to project planning, authorization and monitoring.

The definition of “intergovernmental agreement” in the Act respecting contracting by public bodies is broadened to include public procurement liberalization agreements to which Québec declares itself bound under the Act respecting the Ministère des Relations internationales.

Lastly, various transitional and concordance provisions are included.

LEGISLATION AMENDED BY THIS ACT:

- Financial Administration Act (chapter A-6.001);
- Tax Administration Act (chapter A-6.002);

- Public Administration Act (chapter A-6.01);
- Act respecting registry offices (chapter B-9);
- Cities and Towns Act (chapter C-19);
- Municipal Code of Québec (chapter C-27.1);
- Act respecting contracting by public bodies (chapter C-65.1);
- Act respecting the exercise of certain municipal powers in certain urban agglomerations (chapter E-20.001);
- Act respecting municipal taxation (chapter F-2.1);
- Act respecting the governance of state-owned enterprises (chapter G-1.02);
- Anti-Corruption Act (chapter L-6.1);
- Act respecting the Ministère des Relations internationales (chapter M-25.1.1);
- Act respecting the Ministère du Conseil exécutif (chapter M-30);
- Act respecting transport infrastructure partnerships (chapter P-9.001);
- 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 labour relations, vocational training and workforce management in the construction industry (chapter R-20);
- Act respecting occupational health and safety (chapter S-2.1);
- Integrity in Public Contracts Act (2012, chapter 25).

LEGISLATION REPLACED BY THIS ACT:

- Act respecting Infrastructure Québec (chapter I-8.2);
- Act to promote the maintenance and renewal of public infrastructures (chapter M-1.2);
- Act respecting the Société immobilière du Québec (chapter S-17.1).

REGULATION AMENDED BY THIS ACT:

- Regulation respecting government contracts for the acquisition of immovable property (chapter C-65.1, r. 6).

Bill 38

AN ACT RESPECTING THE GOVERNANCE OF PUBLIC INFRASTRUCTURES, ESTABLISHING THE SOCIÉTÉ QUÉBÉCOISE DES INFRASTRUCTURES AND AMENDING VARIOUS LEGISLATIVE PROVISIONS

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

PURPOSE AND SCOPE

DIVISION I

PURPOSE

1. This Act establishes governance rules for public infrastructure investment planning and public infrastructure management.

The Act defines the roles and responsibilities of the bodies it governs and establishes the Société québécoise des infrastructures, whose main mission will be to manage the public infrastructure projects of public bodies, and to put immovables at their disposal and deliver various related services.

2. The measures introduced by this Act are intended to

- (1) establish a long-term vision for government infrastructure investments;
- (2) ensure appropriate planning of public infrastructures by prescribing the rigorous and transparent administration of the amounts allocated to public infrastructures and by promoting best management practices and improved accountability;
- (3) contribute to the quality and longevity of public infrastructures, in particular by ensuring that investments are properly apportioned between asset maintenance and infrastructure development;
- (4) contribute to the prioritization of public infrastructure investments and, with the assistance of the Société québécoise des infrastructures, ensure the rigorous management of public infrastructure projects; and
- (5) ensure optimal management, by the Société québécoise des infrastructures, of rental spaces and immovable assets of public bodies.

DIVISION II

SCOPE

3. For the purposes of this Act, the following are public bodies:

- (1) government departments;
- (2) bodies whose expenditures are provided for, in whole or in part, in the budgetary estimates tabled in the National Assembly otherwise than under a transferred appropriation;
- (3) bodies whose personnel is appointed in accordance with the Public Service Act (chapter F-3.1.1);
- (4) bodies a majority of whose members or directors are appointed by the Government or by a minister and at least half of whose expenditures are borne directly or indirectly by the Consolidated Revenue Fund;
- (5) school boards, the Comité de gestion de la taxe scolaire de l'île de Montréal, general and vocational colleges, and university institutions referred to in paragraphs 1 to 11 of section 1 of the Act respecting educational institutions at the university level (chapter E-14.1);
- (6) health and social services agencies and public institutions governed by the Act respecting health services and social services (chapter S-4.2), legal persons and joint procurement groups referred to in section 383 of that Act, the Cree Board of Health and Social Services of James Bay established under the Act respecting health services and social services for Cree Native persons (chapter S-5) and health communication centres within the meaning of the Act respecting pre-hospital emergency services (chapter S-6.2);
- (7) the Agence métropolitaine de transport; and
- (8) any other body designated by the Government.

The following are considered to be public bodies:

- (1) a person appointed or designated by the Government or a minister, together with the personnel directed by the person, in the exercise of the functions assigned to the person by the Act, the Government or a minister;
- (2) a private institution under agreement governed by the Act respecting health services and social services or the Act respecting health services and social services for Cree Native persons; and
- (3) any other person, partnership or association designated as a health and social service provider by the Minister of Health and Social Services or the Government.

4. The Government may, on the recommendation of the Conseil du trésor, exempt a public body referred to in section 3 from the application, in whole or in part, of this Act.

5. The National Assembly is subject to this Act only to the extent determined by an Act.

CHAPTER II

INVESTMENT PLANNING AND INFRASTRUCTURE MANAGEMENT

DIVISION I

PUBLIC INFRASTRUCTURE INVESTMENT PLANNING

§1. — Québec infrastructure plan

6. Every year, at the time it considers appropriate, the Conseil du trésor proposes to the Government a 10-year plan for public infrastructure investments by government bodies, hereinafter called the “Québec infrastructure plan”.

The plan is accompanied by a report on how the amounts allocated in the previous fiscal year were used and a forecast of how allocated amounts will be used in the current fiscal year.

For the purposes of this division, the public bodies listed in subparagraphs 1 to 4 and 7 of the first paragraph of section 3 and any body designated by the Government are government bodies.

7. The plan specifies, within the investment limits set by the Government on the recommendation of the Minister of Finance and the Economy in accordance with section 4 of the Act respecting the Ministère des Finances (chapter M-24.01) and after consultation with the Chair of the Conseil du trésor, the amounts allocated, as applicable, for the following types of public infrastructure investments:

(1) studies on prospective infrastructure projects determined by the Government;

(2) asset maintenance related to public infrastructures and other infrastructures determined by the Conseil du trésor;

(3) the addition, improvement, replacement and demolition of public and other infrastructures determined by the Conseil du trésor; and

(4) provision for future infrastructure investments that have not yet been authorized.

The Conseil du trésor can determine the scope of the elements referred to in the first paragraph and the information that must be provided concerning them.

Any government body that intends to allocate or that allocates amounts for one or more types of investments described in the first paragraph must, according to the terms and conditions determined by the Conseil du trésor, submit to the Chair of the Conseil du trésor the information required to draw up the plan every year.

8. For the purposes of this Act, “public infrastructure investment” means

(1) any investment made for the maintenance, improvement, replacement, addition or demolition of an immovable, facility or civil engineering structure that belongs to a public body or that is used to deliver public services of the State; and

(2) any similar investment not excluded by the Conseil du trésor regarding an immovable, facility or civil engineering structure not described in paragraph 1 and to which a government body contributes financially, directly or indirectly.

9. The plan is attached to the budgetary estimates tabled in the National Assembly in accordance with section 45 of the Public Administration Act (chapter A-6.01).

Attached to the plan is a detailed list of the public infrastructure projects contemplated in subparagraphs 1 to 3 of the first paragraph of section 7 whose individual cost included in the Québec infrastructure plan is equal to or exceeds the amount determined by the Conseil du trésor.

The investment estimates of the plan are examined by the competent committee of the National Assembly during examination of the appropriations.

10. For the purpose of planning and monitoring public infrastructure investments, the Conseil du trésor designates the government bodies that must comply with one or more of the following measures:

(1) draw up an investment management framework;

(2) compile and keep up to date a complete inventory of the infrastructures under their responsibility, including an evaluation of their condition, asset maintenance deficit and replacement value; and

(3) file a status report on the infrastructure projects they carry out or to which they contribute financially and that are determined by the Chair of the Conseil du trésor among the projects included in the plan.

The Conseil du trésor may determine terms and conditions for the measures prescribed in the first paragraph, including their required content and form and,

if applicable, the deadlines by which they must be presented to the Chair of the Conseil du trésor and the intervals at which they must be reviewed.

For the purposes of this section, any person, partnership or association that receives a financial contribution from a government body for an investment referred to in the plan must, at the request of the body and with the necessary modifications, comply with the requirements set out in subparagraphs 2 and 3 of the first paragraph, taking into account the terms and conditions determined under the second paragraph.

§2.—*Annual investment management plan*

11. An annual management plan for public infrastructure investments must be drawn up and submitted to the Chair of the Conseil du trésor, no later than the date determined by the Conseil du trésor, by each minister for the investments made by the minister’s department and by the public bodies under his or her authority.

12. An annual management plan for public infrastructure investments must contain the following information:

(1) the anticipated impact of public infrastructure investments, in particular on the achievement of each public body’s infrastructure objectives and the implementation of its infrastructure policies as well as on government expenditures, the elimination of the asset maintenance deficit, and infrastructure longevity;

(2) a status report on how amounts allocated to public infrastructure investments included in the plan have been used;

(3) a status report on the elements in the annual investment management plans for the last complete fiscal year and the current fiscal year; and

(4) any other element determined by the Conseil du trésor.

The Conseil du trésor may establish terms and conditions for the elements determined under the first paragraph, including their required content and form.

For the purposes of this section, any person, partnership or association that receives a financial contribution from a government body for an investment referred to in the Québec infrastructure plan must, at the request of the minister responsible for the body, submit to the minister any document and information required to draw up the annual investment management plan.

13. No later than one month after the Québec infrastructure plan has been tabled in accordance with section 9, the Chair of the Conseil du trésor tables in the National Assembly the annual investment management plans drawn up in accordance with this subdivision and posts them on the website of the Secrétariat du Conseil du trésor.

DIVISION II

PUBLIC INFRASTRUCTURE PROJECT MANAGEMENT

14. To ensure rigorous management of public infrastructure projects, a public body must comply with the measures determined by the Conseil du trésor regarding, among other things, needs assessment, required authorizations, documents to be submitted in support of those authorizations, and public infrastructure project closure.

The Conseil du trésor may establish terms and conditions for the measures referred to in the first paragraph, including their required content and form and, if applicable, the intervals at which they must be reviewed.

15. For the purposes of this Act, “public infrastructure project” means any project whose purpose is to maintain, improve, replace, add or demolish an immovable or a civil engineering structure belonging to a public body or used to deliver public services of the State.

“Public infrastructure project” also includes any similar project regarding a facility or regarding an immovable or civil engineering structure not described in the first paragraph, for which a public body contributes financially, directly or indirectly, and to which the Conseil du trésor makes applicable the measures made under section 14.

16. A public infrastructure project considered major cannot be included in the Québec infrastructure plan before being authorized by the Government within the framework of the implementation of the measures established by the Conseil du trésor for public infrastructure project management.

A public infrastructure project is considered major if it meets the criteria determined by the Conseil du trésor or if the Conseil du trésor expressly qualifies it as such.

Decisions made by the Conseil du trésor under the second paragraph are published in the *Gazette officielle du Québec*.

17. The deputy minister or the chief executive officer of a public body must, at the request of the Conseil du trésor, designate a person from among the members of its personnel to be responsible for coordinating the work of a team that the public body must set up to ensure centralized governance of the management of the public infrastructure project portfolio.

Within the scope of its work, the team referred to in the first paragraph advises the deputy minister or the chief executive officer on the following aspects of public infrastructure projects:

- (1) identifying, selecting and prioritizing projects;
- (2) coordinating and monitoring projects; and

(3) any other aspect determined by the Conseil du trésor.

DIVISION III

RESPONSIBILITIES

§1. — *Directives*

18. The Conseil du trésor may, in exercising the powers conferred on it by this chapter, prepare a directive with respect to investment planning and public infrastructure management within public bodies or a class of public bodies.

Without limiting the generality of the foregoing, the directive may

(1) specify policies regarding prioritization criteria for a body's public infrastructure projects;

(2) establish rules to ensure centralized governance of public infrastructure project portfolio management;

(3) determine, based on a project's costs, the authorizations required and the content of the documents required at the various management stages of the project, or allow the Société québécoise des infrastructures to determine the content of those documents;

(4) establish rules for compiling and updating the inventory of public infrastructures under a public body's responsibility;

(5) establish procedural policies for assessing the condition of a public infrastructure, its replacement value and the asset maintenance deficit; and

(6) harmonize the concepts and establish the parameters and standards applicable to asset maintenance and to the improvement, replacement, addition and demolition of public infrastructures.

A directive prepared under this section must be approved by the Government, which may do so with or without modification. It becomes applicable on the date specified in the directive and, once approved, is binding on the public bodies concerned.

§2. — *Audits*

19. The Chair of the Conseil du trésor may, if the Chair considers it advisable, conduct an audit to determine if a public body's public infrastructure investment planning and public infrastructure management are consistent with the rules prescribed under this Act. The audit may verify, among other things, whether the public body's actions comply with this Act and with the directives issued under it to which the body is subject.

The Chair of the Conseil du trésor may designate a person in writing to conduct the audit.

20. At the request of the Chair of the Conseil du trésor or the person designated to conduct the audit, a public body being audited under this subdivision must send or otherwise make available to the Chair or, as applicable, the designated person all documents and information the Chair or the designated person considers necessary to conduct the audit.

21. The Chair of the Conseil du trésor makes any recommendations the Chair considers appropriate to the Conseil du trésor. The latter may then require the public body to take corrective and appropriate follow-up measures and to comply with any other measure determined by the Conseil du trésor, including oversight or monitoring measures.

CHAPTER III

SOCIÉTÉ QUÉBÉCOISE DES INFRASTRUCTURES

DIVISION I

ESTABLISHMENT

22. Infrastructure Québec and the Société immobilière du Québec are merged as of (*insert the date of coming into force of section 22*).

As of that date, those legal persons are continued as a joint-stock company under the name “Société québécoise des infrastructures”, hereinafter called the “Société”, and their patrimonies are joined to form that of the Société thus established.

23. The Société is a mandatory of the State.

Its property forms part of the domain of the State but the performance of its obligations may be levied against its property.

The Société binds none but itself when it acts in its own name.

24. The head office of the Société is located in the territory of Ville de Québec, at the place determined by the Société. Notice of the location or of any change in location of the head office is published in the *Gazette officielle du Québec*.

DIVISION II

MISSION AND ACTIVITIES

25. The mission of the Société is to support public bodies in managing their public infrastructure projects and to develop, maintain and manage immovable

assets that meet their needs, mainly by putting immovables at their disposal and providing related construction, operation and management services.

§1.—*Support to public bodies*

26. In order to support public bodies in the management of their public infrastructure projects, the Société

(1) develops and provides expert project management services to public bodies;

(2) provides strategic, financial, contractual and other advice and services;

(3) participates in drawing up documents public bodies must file in support of applications for the authorizations determined by the Conseil du trésor;

(4) participates in project monitoring as regards the actions specified in the documents filed and particularly with respect to scheduling, budget controls and project content;

(5) cooperates in the close-out phase of each project to assess whether the actions specified in the documents filed were carried out during the project; and

(6) exercises any other activity determined by the Conseil du trésor.

§2.—*Development, maintenance and management of immovable assets*

27. For the purpose of developing, maintaining and managing the immovable assets of public bodies, the Société may, subject to section 28,

(1) acquire by agreement any immovable, part of an immovable or real right;

(2) build, lease, maintain and hold any immovable;

(3) sell, alienate or give as security any movable or immovable property and any rights in such property; and

(4) equip and furnish immovables and, for that purpose, acquire, lease, maintain and hold any movable property.

28. In respect of health and social service providers, the objects of the Société are to

(1) own movable and immovable property used or to be used by health and social service providers;

(2) provide financial support to health and social service providers for carrying out projects, activities or particular operations falling within the scope of their mission;

(3) at the request of the Minister of Health and Social Services, transfer the ownership of any vacant immovable or other unused asset owned by the Société under subparagraph 1, subject to the conditions agreed between that Minister and the Société; and

(4) carry out any other mandate the Minister of Health and Social Services entrusts to it.

For those purposes, it may, among other things, exercise its powers under paragraphs 1 to 3 of section 27, except the power to maintain an immovable occupied by a public or private institution under agreement within the meaning of the Act respecting health services and social services and the Act respecting health services and social services for Cree Native persons.

Section 260, paragraph 3 of section 263 and sections 263.1 and 264 of the Act respecting health services and social services apply, with the necessary modifications, to the immovable property operations the Société carries out under this section.

For the purposes of this Act, public health and social services institutions, agencies and regional councils governed by the Act respecting health services and social services or the Act respecting health services and social services for Cree Native persons and any other person or entity referred to in subparagraphs 2 and 3 of the second paragraph of section 3 are health and social service providers.

§3. — *Other activities*

29. As part of its mission, the Société also

(1) advises the Government on any matter related to public infrastructure projects;

(2) carries out, on the basis of an agreement concluded with a public body, asset maintenance work consisting in ensuring the security of persons and property, stopping the deterioration of immovables and ensuring their conservation;

(3) delivers the services required by public bodies to acquire or dispose of an immovable described in section 41;

(4) develops property management expertise within the framework of partnerships with the private sector;

(5) operates a documentation centre accessible to all interested persons on matters related to the management of public infrastructure projects; for that purpose, the Société collects and analyzes information on similar experiences in Canada and abroad; and

(6) exercises any other function assigned to it by the Government.

An agreement provided for in subparagraph 2 must be authorized by the minister responsible for the public body concerned if it is intended to carry out all or most of the asset maintenance work of an immovable.

DIVISION III

RESPONSIBILITIES OF THE SOCIÉTÉ

§1. — Responsibilities regarding certain public bodies

30. Any public body determined by the Government must deal exclusively with the Société to satisfy its requirements in terms of rental space and the construction, maintenance, operation and management of immovables. However, the Government may, with respect to a body or one of its administrative entities, exclude certain related activities and certain services from that obligation.

31. The Société manages and exercises control over any public infrastructure project considered major under section 16 of a public body other than a health and social service provider. In that capacity, it may carry out any call for tenders or enter into any contract arising from such a project.

However, the first paragraph does not apply in the case of a road infrastructure project or when the Conseil du trésor authorizes a public body to retain responsibility for or control over a project. In such cases, the public body is required to work with the Société to comply with Divisions II and III of Chapter II and the resulting measures. It may also work with the Société to monitor and manage contracts arising from the public infrastructure project and for any other operation related to the project that they agree on.

For the purposes of this section, “road infrastructure project” means a project whose purpose is to maintain, improve, replace, add or demolish any civil engineering structure or any immovable related to highway transportation, including roads, bridges, lookouts, rest areas, service areas or inspection stations, or parking areas in the right of way of a road.

32. A public body, other than a health and social service provider, that is not required to deal with the Société under section 30 for a public infrastructure project it is planning may, if the project is not considered major under section 16, work with the Société to carry out any operation related to the project.

33. If a public body planning a public infrastructure project is a body referred to in subparagraph 5 of the first paragraph of section 3 or a body under the responsibility of the Minister of Transport, a request under the second paragraph of section 31 or under section 32 to work with the Société must originate from the minister responsible for the public body. In all cases, the latter minister must also be involved in carrying out the project.

34. A public body that works with the Société under section 31 or 32 remains responsible for the project and retains control over it, subject to an agreement in that regard with the Société or a decision of the Conseil du trésor that expressly entrusts such responsibility and control to the Société.

35. A municipal body referred to in the first paragraph of section 5 of the Act respecting Access to documents held by public bodies and the Protection of personal information (chapter A-2.1) that is planning any public infrastructure project may work with the Société to carry out the operations referred to in sections 31 and 32.

In such a case, the municipal body remains responsible for the project and retains control over it, subject to an agreement to that effect with the Société.

§2. — *Responsibilities in respect of health and social service providers*

36. The Société manages and exercises control over any public infrastructure project requiring authorization from the Minister of Health and Social Services or the Conseil du trésor and described in subparagraph 2 of the first paragraph of section 260 of the Act respecting health services and social services or subparagraph 1 of the first paragraph of section 72 of the Act respecting health services and social services for Cree Native persons, when the project concerns a public institution or a private institution under agreement. It exercises the same responsibilities with respect to any public infrastructure project concerning a health and social services agency requiring approval from that Minister.

The Conseil du trésor may, however, on the recommendation of the Minister of Health and Social Services and if circumstances warrant it, authorize the health and social service provider to remain responsible for and retain control over a project. In such a case, the service provider so authorized must work with the Société to comply with the measures determined by the Conseil du trésor under Chapter II.

37. The Société and the Minister of Health and Social Services must enter into a management agreement applicable to the immovable property operations that the Société carries out under this Act in respect of health and social service providers.

38. When the Société exercises its activities in respect of health and social service providers, the Société must comply with the orientations determined by the Minister of Health and Social Services under section 431 of the Act respecting health services and social services and the management agreement provided for in section 37.

39. The rent of an immovable belonging to the Société and of which the lessee is a health and social service provider is based on the actual costs the Société assumes for the immovable. As of the total repayment of the debt service, the rent of an immovable corresponds to the amount required to repay

the actual costs assumed from then on by the Société in respect of the immovable.

The composition of the actual costs referred to in the first paragraph is determined in the management agreement entered into under section 37.

40. If a public health and social services institution governed by the Act respecting health services and social services or the Act respecting health services and social services for Cree Native persons must provide for the financing of major expenditures resulting from a public infrastructure project, the Government may, on the recommendation of the Minister of Health and Social Services, if it considers that the circumstances so warrant and on the terms and conditions it determines, authorize the institution, despite any provision to the contrary,

(1) to transfer ownership of any property it owns to the Société in order to enable the Société to carry out any planned project, and to receive, as consideration, any amount necessary to pay any debt relating to the transferred property;

(2) to lease any property transferred to the Société in return for a rent that ensures repayment of the principal of and interest on any amount transferred to the institution by the Société or paid by the Société to carry out a project; and

(3) to resume, if necessary, ownership of the property on expiry of a lease entered into under subparagraph 2.

No transfer duties provided for in the Act respecting duties on transfers of immovables (chapter D-15.1) are payable in the case of a transfer or resumption of ownership of property under this section.

DIVISION IV

OTHER FUNCTIONS AND POWERS

41. Despite any provision to the contrary, a public body must exclusively use the services of the Société to acquire or dispose of an immovable that is neither a transport infrastructure nor related to such an infrastructure or to a project involving such an infrastructure.

In addition, if the public body is a body referred to in any of subparagraphs 1 to 4 of the first paragraph of section 3, the potential use of the immovable to be acquired or the current use of the immovable to be disposed of must correspond to a use determined by the Government, on the recommendation of the Conseil du trésor after consultation with the Minister of Transport, for which the Société's services are required.

42. The Société may put at the disposal of any person, partnership or body that is not required to deal with the Société under section 30, premises it considers surplus that are not included in the immovables referred to in section 44.

The Société may also, in the cases determined by the Conseil du trésor, enter into agreements with the person, partnership or body respecting the other activities referred to in section 27.

43. A public body referred to in the first paragraph of section 3, other than a public health and social services institution referred to in the first paragraph of section 40, that is planning to carry out a public infrastructure project may, according to the terms and conditions agreed upon with the Société, transfer to the Société the ownership of any property belonging to it in order to enable the Société to carry out the project, and resume ownership on the expiry of the period agreed on at the time of the transfer.

No transfer duties provided for in the Act respecting duties on transfers of immovables are payable in the case of a transfer or resumption of ownership of property under this section.

44. On the recommendation of the Chair of the Conseil du trésor and the Minister of Health and Social Services, the Government may, subject to the terms and conditions it determines, transfer to a health and social service provider an immovable, including any liabilities affecting it, that has become the property of the Société under sections 22 and 144 and that was transferred to the Société immobilière du Québec under Chapter XVII of the Act to abolish the Ministère des Services gouvernementaux and to implement the Government's 2010-2014 Action Plan to Reduce and Control Expenditures by abolishing or restructuring certain bodies and certain funds (2011, chapter 16). Such a transfer has effect from the date the order is published in the *Gazette officielle du Québec*.

Sections 260 and 264 of the Act respecting health services and social services do not apply to transfers under this section.

No transfer duties provided for in the Act respecting duties on transfers of immovables are payable by a provider for a transfer of property under this section.

Within 90 days after an order of transfer is published, the health and social service provider concerned must file with the registrar a statement that announces the transfer, refers to this section and the order, and includes the description of the immovable and the date of publication of the order in the *Gazette officielle du Québec*.

45. The Conseil du trésor may establish control and monitoring mechanisms for managing public infrastructure projects of public bodies, particularly in

order to ensure that the operations referred to in sections 31 and 32 are carried out in a rigorous manner.

The Conseil du trésor may entrust the Société or the public body with the implementation of those mechanisms and require that it report back on that implementation. When the Société is given such a mandate by the Conseil du trésor, it may require any relevant documents and information from the public body.

46. The Conseil du trésor may entrust the Société with any mandate related to the management of a public infrastructure project included in the Québec infrastructure plan, but that is not carried out by a public body.

In carrying out the mandate, the Société may require any relevant documents and information from the entity that carries out the project.

47. The Société advises the Chair of the Conseil du trésor on any question the Chair submits to it.

48. Subject to the applicable legislative provisions, the Société may enter into an agreement with a government other than the Gouvernement du Québec, with a department of such a government, with an international organization or with a body of such a government or organization.

Likewise, the Société may enter into an agreement with a department or a body of the Gouvernement du Québec, as well as any person, partnership or body, and participate in joint projects with them.

49. With the authorization of the Government, the Société may acquire or establish any subsidiary that may be useful in the pursuit of its mission.

A legal person, a partnership or a limited partnership is a subsidiary of the Société if the Société holds more than 50% of the voting rights attached to all the issued and outstanding shares of the legal person or more than 50% of the interests in the partnership, if the Société is a general partner of the limited partnership, or if the Société may elect a majority of the directors of the legal person or partnership.

50. Section 23 and the second paragraph of section 78 apply, with the necessary modifications, to subsidiaries all of whose shares are held, directly or indirectly, by the Société. Such subsidiaries are considered mandataries of the State.

The Act respecting Access to documents held by public bodies and the Protection of personal information applies to all subsidiaries of the Société.

51. The Société may not, without the Government's authorization,

(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 contrary to the conditions determined by the Government;

(3) enter into a contract for a term and an amount exceeding those determined by the Government;

(4) acquire, hold or dispose of shares in a legal person or an interest in a partnership in excess of the limits or contrary to the conditions determined by the Government;

(5) acquire, lease or dispose of other assets in excess of the limits or contrary to the conditions determined by the Government;

(6) accept a gift or legacy to which a charge or condition is attached; or

(7) expropriate property of any kind that is necessary to carry out its mandates and achieve its objects.

The Government may determine that one of the subparagraphs of the first paragraph applies to all the Société's subsidiaries or to only one of them.

However, the first paragraph does not apply to the transactions between the Société and its subsidiaries or between the subsidiaries.

52. The Conseil du trésor may issue directives to the Société on the policies and general objectives to be pursued by the Société. It may do likewise for any aspect of any project for the construction or lease of an immovable when it considers it warranted by the nature of the project or the development of the area concerned.

Directives issued under this section are binding on the Société.

Such directives must be tabled in the National Assembly within 15 days of their adoption or, if the Assembly is not sitting, within 15 days of resumption.

53. The Government may, subject to the conditions it determines, transfer the ownership of any property forming part of the domain of the State to the Société.

The Société assumes the obligations and acquires the rights of the Government regarding the property.

No transfer duties provided for in the Act respecting duties on transfers of immovables are payable for a transfer of property under this section.

54. The Government determines the value of the property transferred under section 53, except the sums receivable and the sums payable, which are transferred at their book value on the date of transfer.

The net value of the sums receivable and payable referred to in the first paragraph is covered by an acknowledgement of debt between the Société and the Minister of Finance and the Economy.

The amount of the acknowledgement of debt is payable within 180 days of the date of transfer. The other conditions are determined by the Government.

55. The Société signs, in favour of the Minister of Finance and the Economy, a promissory note in the amount of the value of the property transferred, excluding the value of sums receivable and payable.

The amount of the note decreases the net debt of the Government, as defined in the public accounts prepared under the Financial Administration Act (chapter A-6.001).

The note is payable on demand to the Minister of Finance and the Economy, including by the delivery of shares of the Société or by deduction from any sum the Government may owe the Société, and includes any other conditions determined by the Government.

56. The Société may file with the registrar a statement including the description, in accordance with Chapter I of Title Four of Book Nine of the Civil Code, of any immovable of which the Société has become the owner under section 53.

57. The Société is required to deposit in the deposit office referred to in the Deposit Act (chapter D-5) an amount equal to the sum of money paid annually by the Government to municipalities to stand in lieu of

(1) municipal real estate taxes in respect of an immovable owned by the Société;

(2) business taxes in respect of a business establishment in which the Société carries on its activities in an immovable owned by the Société; and

(3) taxes other than real estate taxes, compensations and tariffs imposed by a municipality on the Société as the owner of an immovable.

The Minister of Finance and the Economy pays those sums to municipalities at the request of the person designated under subparagraph *d* of paragraph 2 of section 262 of the Act respecting municipal taxation (chapter F-2.1) and in the manner specified by the person.

The sums paid by the Minister of Finance and the Economy stand in lieu of the sums paid by the Government under sections 254 and 257 of the Act

respecting municipal taxation for the immovables and business establishments owned by the Société.

58. The Société pays to every school board an amount of money to stand in lieu of school taxes in respect of an immovable owned by the Société, unless the immovable is used or intended to be used by a public body that is a person mentioned in subparagraph *a* of paragraph 14 of section 204 of the Act respecting municipal taxation or if the immovable is intended to be used by another public body referred to in that section provided the immovable was transferred to the Société by that other public body under section 43 of this Act. The amount paid is equal to the aggregate of the school taxes that would be exigible if the immovable were not exempt from school taxes.

59. Sections 142, 159 to 162, 179 and 184, paragraph *b* of subsection 2 of section 185, and sections 188 and 189 to 196 of the Companies Act (chapter C-38) do not apply to the Société.

DIVISION V

ORGANIZATION AND OPERATION

60. The Société is administered by a board of directors composed of a minimum of 9 and a maximum of 11 members, including the chair of the board and the president and chief executive officer of the Société.

Two of the board members are from the public sector, as defined in Schedule I to 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), two have a profile relevant to health and social services, one is a member of the Ordre des ingénieurs du Québec, one is a member of the Ordre des comptables professionnels agréés du Québec and one is a member of the Ordre des architectes du Québec.

61. The following persons cannot be appointed to the board of directors of the Société:

- (1) persons not domiciled in Québec;
- (2) persons who have been found guilty of an offence listed in Schedule I to the Act respecting contracting by public bodies (chapter C-65.1) in the 10 years before their appointment; and
- (3) persons against whom criminal proceedings are brought for an offence under that Schedule.

62. The Government appoints the members of the board of directors, other than the chair of the board and the president and chief executive officer, based on the expertise and experience profiles approved by the board.

Those profiles must ensure that the board members collectively have suitable expertise and experience in the following fields:

- (1) governance of projects and project portfolios;
- (2) project management;
- (3) property management;
- (4) financial management;
- (5) human resources management, labour relations and organizational development; and
- (6) ethics and governance.

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

63. The Government appoints the chair of the board of directors for a term of up to five years.

64. The president and chief executive officer is appointed by the Government and is assisted by one or more vice-presidents, also appointed by the Government.

They are appointed for a term of up to five years.

The offices of president and chief executive officer and of vice-president are full-time positions.

65. The Government determines the remuneration, employee benefits and other conditions of employment of the president and chief executive officer and the vice-presidents.

66. If the president and chief executive officer is absent or unable to act, the Chair of the Conseil du trésor may designate a vice-president to act in the president and chief executive officer's place.

67. The members of the board of directors, other than the president and chief executive officer and the board members who are employed by a public sector body as defined in Schedule I to the Règles concernant la rémunération et les autres conditions de travail des titulaires d'un emploi supérieur à temps plein, are remunerated on the conditions and to the extent determined by the Government.

The board members are entitled to the reimbursement of expenses incurred in the exercise of their functions on the conditions and to the extent determined by the Government.

The board members are paid out of the revenues of the Société.

68. At the end of their term of office, the board members and the vice-presidents remain in office until they are replaced or reappointed.

69. A board member who, during his or her term of office, loses the qualifications required for appointment ceases to be a member, without further formality.

70. A vacancy among the members of the board of directors and the vice-presidents is filled in accordance with the rules of appointment to those positions.

A member's absence from the number of board meetings determined in the Société's by-laws, in the cases and circumstances specified, constitutes a vacancy.

71. The board of directors designates a vice-chair from among its members who qualify as independent directors to act as chair if the chair of the board is absent or unable to act.

72. The quorum at meetings of the board of directors is the majority of its members, including the president and chief executive officer or the chair of the board.

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.

73. The board of directors must, among other things, establish a joint committee on client services composed of members of the board and representatives of certain public bodies.

The functions of the committee consist, in particular, in developing policies concerning the services delivered to public bodies, submitting those policies to the board of directors and ensuring the related follow-up.

74. The board of directors must see to it that the board committees exercise their functions properly.

75. The minutes of meetings of the board of directors, approved by the board and certified true by the chair of the board, the president and chief executive officer or any other person so authorized by the by-laws of the Société, are authentic, as are the documents and copies emanating from the Société or forming part of its records if so certified.

76. No document binds the Société 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, to the extent determined in the by-laws of the Société, by another member of the Société's personnel.

77. The Société may make any by-law concerning the exercise of its powers and its internal management.

By-laws made in accordance with this division, except by-laws made under section 78 and internal management by-laws, come into force on the date of their approval by the Government or on any later date it determines.

Such by-laws do not require confirmation by the shareholder.

78. The members of the Société's personnel are appointed in accordance with the staffing plan established by the by-laws of the Société.

Subject to the provisions of a collective agreement, the Société determines, by by-law, the standards and scales of remuneration and the employee benefits and other conditions of employment of the members of its personnel in accordance with the conditions defined by the Government.

79. If a member of the Société's personnel is sued by a third person for an act or omission in the exercise of his or her functions, the Société will take up the personnel member's defence unless he or she has committed a gross fault.

80. In no case may a member of the Société's personnel, on pain of forfeiture of office, have a direct or indirect interest in any undertaking that causes his or her personal interest to conflict with their duties of office.

Where such an interest devolves to a personnel member by succession or gift, it must be renounced or disposed of with all possible dispatch.

DIVISION VI

FINANCING

81. The authorized capital of the Société is \$300,000,000. It is divided into 300,000 shares with a par value of \$1,000 each.

Only the Minister of Finance and the Economy may subscribe shares in the Société.

82. After the board of directors of the Société has made its offer, the Minister of Finance and the Economy may, with the authorization of the Government, subscribe shares in the Société.

83. The shares of the Société are allotted to the Minister of Finance and the Economy and form part of the domain of the State.

The Minister pays, out of the Consolidated Revenue Fund, the par value of the shares allotted to the Minister; the certificates are then issued.

84. The dividends paid by the Société are set by the Government.

85. When the Société exercises its activities in respect of health and social service providers, it may deposit with the Minister of Finance and the Economy, to be managed by that Minister, sums intended for the payment of the principal of any loan, in order to constitute a sinking fund for the purpose of repaying the principal at the maturity dates of the loan.

The second paragraph of section 469 of the Act respecting health services and social services applies to the use of the revenues of the sinking fund.

86. The Government may, subject to the terms and conditions it determines,

(1) guarantee payment of the principal and interest on any loan contracted by the Société or one of its subsidiaries and the execution of any of their other obligations; and

(2) authorize the Minister of Finance and the Economy to advance to the Société or one of its subsidiaries any amount considered necessary to pursue its mission.

The sums required for the purposes of subparagraphs 1 and 2 of the first paragraph are taken out of the Consolidated Revenue Fund.

87. The Société determines the tariff of professional and other fees and other forms of remuneration payable for the use of its goods and services.

The tariff and other forms of remuneration must be submitted to the Conseil du trésor for approval.

88. The activities of the Société are financed by the revenues it derives from the professional and other fees and other types of remuneration it charges and the other monies it receives.

DIVISION VII

ACCOUNTS AND REPORTS

89. The fiscal year of the Société ends on 31 March.

90. Not later than 30 September each year, the Société must file its financial statements and an activity report for the preceding fiscal year with the Chair of the Conseil du trésor.

The financial statements and activity report must contain all the information required by the Chair of the Conseil du trésor regarding the Société and, if applicable, its subsidiaries.

91. The Chair of the Conseil du trésor lays the financial statements and activity report of the Société before the National Assembly within 15 days of receiving them or, if the Assembly is not sitting, within 15 days of resumption.

92. The books and accounts of the Société are audited each year by the Auditor General and whenever ordered by the Government.

The Auditor General's report must be submitted with the activity report and financial statements of the Société.

93. Before the beginning of each fiscal year, the Société must prepare an operating budget and a capital budget and submit them to the Conseil du trésor for approval.

The Conseil du trésor determines the form, tenor and timetable of the budgets.

94. The Société must also provide the Chair of the Conseil du trésor with any information the Chair requires concerning the Société or its subsidiaries.

CHAPTER IV

AMENDING PROVISIONS

FINANCIAL ADMINISTRATION ACT

95. Schedule 2 to the Financial Administration Act (chapter A-6.001) is amended

(1) by striking out “Infrastructure Québec” and “Société immobilière du Québec”;

(2) by inserting “Société québécoise des infrastructures” in alphabetical order.

TAX ADMINISTRATION ACT

96. Section 69.1 of the Tax Administration Act (chapter A-6.002) is amended by replacing “the Associate Commissioner” in subparagraph y of the second paragraph by “the Associate Commissioners”.

97. Section 69.4.1 of the Act is amended by replacing “The Associate Commissioner for Audits appointed under section 8 of the Anti-Corruption Act (chapter L-6.1)” by “An Associate Commissioner for Audits appointed under section 8 of the Anti-Corruption Act (chapter L-6.1), who exercises the function provided for in paragraph 1.1 of section 10 of that Act.”.

PUBLIC ADMINISTRATION ACT

98. Section 21 of the Public Administration Act (chapter A-6.01) is amended by replacing the second paragraph by the following paragraph:

“The minister responsible for the administration of the Act respecting the governance of public infrastructures, establishing the Société québécoise des

infrastructures and amending various legislative provisions (2013, chapter 23) may also intervene in a management agreement to provide for the delegation of the property management powers conferred on the Société québécoise des infrastructures under the Act.”

99. Section 42 of the Act is amended by inserting “and those of Division I of Chapter II of the Act respecting the governance of public infrastructures, establishing the Société québécoise des infrastructures and amending various legislative provisions (2013, chapter 23)” after “body”.

100. Section 77 of the Act is amended by adding “, or agreements to which Québec has, in accordance with the Act respecting the Ministère des Relations internationales (chapter M-25.1.1), declared itself bound” at the end of paragraph 10.

ACT RESPECTING REGISTRY OFFICES

101. Section 12 of the Act respecting registry offices (chapter B-9) is amended by replacing “a declaration of transfer of ownership under the Act respecting the Société immobilière du Québec (chapter S-17.1);” by “a declaration concerning a transfer of ownership under the Act respecting the governance of public infrastructures, establishing the Société québécoise des infrastructures and amending various legislative provisions (2013, chapter 23);”.

CITIES AND TOWNS ACT

102. Section 29 of the Cities and Towns Act (chapter C-19) is amended by replacing subparagraph 2 of the first paragraph by the following subparagraph:

“(2) of the Société québécoise des infrastructures, so that they may be occupied by a health and social service provider within the meaning of the fourth paragraph of section 28 of the Act respecting the governance of public infrastructures, establishing the Société québécoise des infrastructures and amending various legislative provisions (2013, chapter 23);”.

MUNICIPAL CODE OF QUÉBEC

103. Article 7 of the Municipal Code of Québec (chapter C-27.1) is amended by replacing subparagraph 2 of the first paragraph by the following subparagraph:

“(2) of the Société québécoise des infrastructures, so that they may be occupied by a health and social service provider within the meaning of the fourth paragraph of section 28 of the Act respecting the governance of public infrastructures, establishing the Société québécoise des infrastructures and amending various legislative provisions (2013, chapter 23);”.

ACT RESPECTING CONTRACTING BY PUBLIC BODIES

104. Section 2 of the Act respecting contracting by public bodies (chapter C-65.1) is amended by adding “, or an agreement to which Québec has, in accordance with the Act respecting the Ministère des Relations internationales (chapter M-25.1.1), declared itself bound” at the end of the second paragraph.

105. Section 3 of the Act is amended by replacing “carried out under a public-private partnership within the meaning of the Act respecting Infrastructure Québec (chapter I-8.2)” in subparagraph 1 of the second paragraph by “for which a public body brings in a contractor to participate in designing, building and operating the infrastructure”.

106. Section 21.30 of the Act is amended by replacing “the Associate Commissioner for Audits appointed under section 8 of the Anti-Corruption Act (chapter L-6.1) the information obtained so that the audit the Associate Commissioner considers necessary may be conducted” by “the Associate Commissioners for Audits appointed under section 8 of the Anti-Corruption Act (chapter L-6.1), who exercise the function provided for in paragraph 1.1 of section 10 of that Act, the information obtained so that one of them may conduct the audit he or she considers necessary”.

107. Section 21.31 of the Act is amended by replacing “the Associate Commissioner for Audits” in the first paragraph by “an Associate Commissioner referred to in section 21.30”.

108. Section 21.32 of the Act is amended

(1) by replacing “the Associate Commissioner” in the first sentence by “an Associate Commissioner referred to in section 21.30”;

(2) by replacing “Si le commissaire associé” in the second sentence in the French text by “S’il”.

109. Section 21.33 of the Act is amended by replacing “the Associate Commissioner” by “an Associate Commissioner referred to in section 21.30”.

110. Section 21.34 of the Act is amended by replacing “the Associate Commissioner” by “the Associate Commissioners referred to in section 21.30”.

111. Section 21.39 of the Act is amended by replacing “the Associate Commissioner” in the first paragraph by “the Associate Commissioners referred to in section 21.30”.

ACT RESPECTING THE EXERCISE OF CERTAIN MUNICIPAL POWERS IN CERTAIN URBAN AGGLOMERATIONS

112. Section 100 of the Act respecting the exercise of certain municipal powers in certain urban agglomerations (chapter E-20.001) is amended by replacing “in any of the last three paragraphs” in paragraph 3 by “in the second, third or fourth paragraph”.

ACT RESPECTING MUNICIPAL TAXATION

113. Section 208 of the Act respecting municipal taxation (chapter F-2.1) is amended

(1) by replacing “Société immobilière du Québec” in the first paragraph by “Société québécoise des infrastructures”;

(2) by replacing the second sentence of the second paragraph by the following sentence: “That rule also applies in the case of an immovable referred to in subparagraph 1 of the second paragraph of section 255 or in the fifth paragraph of that section.”

114. Section 253.49 of the Act is amended by replacing “any of the last three paragraphs” in subparagraph 5 of the second paragraph and “the first three paragraphs” in the third paragraph by “the second, third or fourth paragraph”.

115. Section 254.1 of the Act is amended by replacing “any of the last three paragraphs” in the second paragraph by “the second, third or fourth paragraph”.

116. Section 255 of the Act is amended

(1) by inserting “and to the fifth paragraph” after “subparagraph 1 of the second paragraph” in the first paragraph;

(2) by replacing “Société immobilière du Québec” in subparagraph 1 of the second paragraph by “Société québécoise des infrastructures”;

(3) by adding the following paragraph after the fourth paragraph:

“In the case of an immovable whose owner is the Société québécoise des infrastructures and of which ownership was transferred to the Société, by a person mentioned in section 204, under section 43 of the Act respecting the governance of public infrastructures, establishing the Société québécoise des infrastructures and amending various legislative provisions (2013, chapter 23) to make possible the carrying out of a project referred to in that section, the amount payable under the first paragraph of section 254 for the immovable, including any building built on the immovable during the project, is, while the project is being carried out, equal to the amount that would have been

determined if that person were still the owner. In such a case, the paragraph of this section that mentions that person continues to apply to the immovable.”

ACT RESPECTING THE GOVERNANCE OF STATE-OWNED ENTERPRISES

117. Schedule I to the Act respecting the governance of state-owned enterprises (chapter G-1.02) is amended

(1) by striking out “Société immobilière du Québec”;

(2) by inserting “Société québécoise des infrastructures” in alphabetical order.

ANTI-CORRUPTION ACT

118. Section 8 of the Anti-Corruption Act (chapter L-6.1) is replaced by the following section:

“8. The Government also appoints Associate Commissioners for Audits. The Associate Commissioners exercise the functions conferred on them under this Act, with the independence provided for in this Act.

Sections 5 and 6 apply, with the necessary modifications, to the Associate Commissioners.

The Associate Commissioners, who may not be peace officers, must take the oath set out in Schedule II before a judge of the Court of Québec.”

119. Section 10 of the Act is amended by replacing the introductory clause by “To the extent authorized by the Commissioner, the Associate Commissioners exercise the following functions:”.

120. Sections 11 and 11.1 of the Act are amended by replacing “the Associate Commissioner” wherever it appears by “an Associate Commissioner”, and section 16.1 of the Act is amended by replacing “Associate Commissioner” by “an Associate Commissioner”.

121. Section 13 of the Act is amended by replacing “Associate Commissioner’s duties and responsibilities” by “duties and responsibilities entrusted to the Associate Commissioners”.

122. Section 13.1 of the Act is amended by replacing both occurrences of “the Associate Commissioner” in the introductory clause of the first paragraph by “an Associate Commissioner”.

123. Section 15 of the Act is amended

(1) by replacing “on the Associate Commissioner’s request” in paragraph 1 by “at the request of an Associate Commissioner”;

(2) by replacing “the Associate Commissioner” in paragraph 3 by “an Associate Commissioner”.

124. Sections 17, 20, 21, 30 and 31 of the Act are amended by replacing “the Associate Commissioner” by “the Associate Commissioners”.

125. Section 19 of the Act is amended by replacing “the Associate Commissioner” by “an Associate Commissioner”.

126. Section 29 of the Act is amended by replacing “the Associate Commissioner” in the second paragraph by “an Associate Commissioner”.

ACT RESPECTING THE MINISTÈRE DES RELATIONS
INTERNATIONALES

127. Section 30 of the Act respecting the Ministère des Relations internationales (chapter M-25.1.1) is amended by replacing “sections 18 and 19 of the Act respecting the Société immobilière du Québec (chapter S-17.1)” in the first paragraph by “sections 27 and 30 of the Act respecting the governance of public infrastructures, establishing the Société québécoise des infrastructures and amending various legislative provisions (2013, chapter 23)”.

ACT RESPECTING THE MINISTÈRE DU CONSEIL EXÉCUTIF

128. Section 3.17 of the Act respecting the Ministère du Conseil exécutif (chapter M-30) is amended by replacing “sections 18 and 19 of the Act respecting the Société immobilière du Québec (chapter S-17.1)” in the first paragraph by “sections 27 and 30 of the Act respecting the governance of public infrastructures, establishing the Société québécoise des infrastructures and amending various legislative provisions (2013, chapter 23)”.

ACT RESPECTING TRANSPORT INFRASTRUCTURE PARTNERSHIPS

129. Section 1.1 of the Act respecting transport infrastructure partnerships (chapter P-9.001) is replaced by the following section:

“**1.1.** Section 31 of the Act respecting the governance of public infrastructures, establishing the Société québécoise des infrastructures and amending various legislative provisions (2013, chapter 23) applies, with the necessary modifications, to a transport infrastructure project carried out under a partnership agreement if the project is a public infrastructure project within the meaning of that Act, except in the cases and subject to the conditions determined by the Government.”

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

130. 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 striking out “Infrastructure Québec” and “The Société immobilière du Québec”;

(2) by inserting “The Société québécoise des infrastructures” in alphabetical order.

ACT RESPECTING THE GOVERNMENT AND PUBLIC EMPLOYEES
RETIREMENT PLAN

131. Schedule I to the Act respecting the Government and Public Employees Retirement Plan (chapter R-10) is amended

(1) by striking out “Infrastructure Québec” in paragraph 1;

(2) by inserting “the Société québécoise des infrastructures” in alphabetical order in paragraph 1.

132. Schedule III to the Act is amended by striking out “the Société immobilière du Québec”.

ACT RESPECTING THE CIVIL SERVICE SUPERANNUATION PLAN

133. Schedule II to the Act respecting the Civil Service Superannuation Plan (chapter R-12) is amended by striking out “the Société immobilière du Québec” in paragraphs 1 and 3.

134. Schedule IV to the Act is amended by striking out “the Société immobilière du Québec”.

ACT RESPECTING THE PENSION PLAN OF MANAGEMENT
PERSONNEL

135. Schedule II to the Act respecting the Pension Plan of Management Personnel (chapter R-12.1) is amended

(1) by striking out “Infrastructure Québec” in paragraph 1;

(2) by inserting “the Société québécoise des infrastructures” in alphabetical order in paragraph 1.

136. Schedule V to the Act is amended by striking out “the Société immobilière du Québec”.

ACT RESPECTING LABOUR RELATIONS, VOCATIONAL TRAINING AND WORKFORCE MANAGEMENT IN THE CONSTRUCTION INDUSTRY

137. Section 15.2 of the Act respecting labour relations, vocational training and workforce management in the construction industry (chapter R-20) is amended by replacing “the Associate Commissioner for Audits appointed” by “the Associate Commissioners for Audits appointed”.

138. Section 15.7 of the Act is amended by replacing “the Associate Commissioner” by “an Associate Commissioner”.

139. Section 123.4.4 of the Act is amended by replacing “the Associate Commissioner for Audits appointed under the Anti-Corruption Act (chapter L-6.1)” by “the Associate Commissioners for Audits appointed under section 8 of the Anti-Corruption Act (chapter L-6.1), who exercise the function provided for in paragraph 1.1 of section 10 of that Act,”.

ACT RESPECTING OCCUPATIONAL HEALTH AND SAFETY

140. Section 176.0.1 of the Act respecting occupational health and safety (chapter S-2.1) is amended by replacing “, section 10 of the Act respecting the Centre de services partagés du Québec (chapter C-8.1.1) in the case of services other than those relating to information resources and the Act respecting the Société immobilière du Québec (chapter S-17.1)” by “ and section 10 of the Act respecting the Centre de services partagés du Québec (chapter C-8.1.1) in the case of services other than those relating to information resources”.

INTEGRITY IN PUBLIC CONTRACTS ACT

141. Section 74 of the Integrity in Public Contracts Act (2012, chapter 25) is amended by replacing “to the Associate Commissioner for Audits appointed under the Anti-Corruption Act (chapter L-6.1)” in paragraph 1 by “to the Associate Commissioners for Audits appointed under section 8 of the Anti-Corruption Act (chapter L-6.1), who exercise the function provided for in paragraph 1.1 of section 10 of that Act,”.

REGULATION RESPECTING GOVERNMENT CONTRACTS FOR THE ACQUISITION OF IMMOVABLE PROPERTY

142. Section 4 of the Regulation respecting government contracts for the acquisition of immovable property (chapter C-65.1, r. 6) is replaced by the following section:

“**4.** Any estimate or negotiation for the acquisition, by mutual agreement, of an immovable by the Government or for a transaction at the time of an expropriation made by the Government must be conducted by the Ministère des Transports when

(1) the immovable is a transport infrastructure or related to such an infrastructure or to a project involving such an infrastructure; and

(2) the potential use of the immovable does not correspond to a use for which the services of the Société québécoise des infrastructures are required under section 41 of the Act respecting the governance of public infrastructures, establishing the Société québécoise des infrastructures and amending various legislative provisions (2013, chapter 23).

In all other cases but subject to the third paragraph, the operations referred to in the first paragraph are conducted by the Société québécoise des infrastructures.

However, the first and second paragraphs do not apply to the Ministère des Ressources naturelles et de la Faune for the acquisition of forest land or of cutting rights, to the Ministère de l'Agriculture, des Pêcheries et de l'Alimentation for the acquisition of immovables within the framework of carrying out a plan, program or project approved under section 24 of the Act respecting the Ministère de l'Agriculture, des Pêcheries et de l'Alimentation (chapter M-14), or to the Société d'habitation du Québec.”

CHAPTER V

TRANSITIONAL AND FINAL PROVISIONS

DIVISION I

EFFECTS OF AMALGAMATION

§1. — Property, rights and obligations

143. The amalgamation of the patrimonies of Infrastructure Québec and the Société immobilière du Québec under section 22 has effect despite the non-fulfilment, at the time of the amalgamation, of an obligation or a condition provided in an Act or contract.

No proceedings may be brought against the Government, the Société québécoise des infrastructures or any of their members, employees or officers solely because the immovables and other assets of Infrastructure Québec and of the Société immobilière du Québec have become those of the Société or because such an obligation or condition has not been fulfilled.

144. The rights and obligations of Infrastructure Québec and those of the Société immobilière du Québec become the rights and obligations of the Société and the latter becomes, without continuance of suit, a party to all proceedings to which either of those legal persons was a party.

145. Publication in the land register is not required for the immovables, rights and obligations that have become those of the Société under sections 22 and 144.

The Société may, however, in relation to an immovable referred to in the first paragraph and if it deems it appropriate, publish a notice that announces the amalgamation, refers to this Act and contains a description of the immovable.

146. The amalgamation involves, by operation of law, the conversion of the shares issued by the Société immobilière du Québec into shares of the Société.

The certificates for the shares thus converted are issued to the Minister of Finance and the Economy immediately.

147. The debt securities of the Société immobilière du Québec become those of the Société.

§2. — *Human resources*

148. Sections 46 to 51 of the Act respecting the Société immobilière du Québec (chapter S-17.1) and section 63 of the Act respecting Infrastructure Québec (chapter I-8.2), as they read on (*insert the date preceding the date of coming into force of section 22*), and section 209 of the Act to abolish the Ministère des Services gouvernementaux and to implement the Government's 2010-2014 Action Plan to Reduce and Control Expenditures by abolishing or restructuring certain bodies and certain funds (2011, chapter 16) continue to apply until (*insert the date that is two years after the date preceding the date of coming into force of section 22*) to employees transferred to the Société as a result of the amalgamation under section 22 who, on (*insert the date preceding the date of coming into force of section 22*), could avail themselves of the rights under those sections.

149. The terms of office of the board members of Infrastructure Québec and Société immobilière du Québec end on (*insert the date preceding the date of coming into force of section 22*) without compensation.

The president and chief executive officer of Infrastructure Québec is returned to the public service in accordance with his or her instrument of appointment.

150. The terms of office of the secretary, the vice-presidents and the assistant vice-president of the Société immobilière du Québec end on (*insert the date preceding the date of coming into force of section 22*) without any compensation other than the compensation provided for in their contract of employment.

If applicable, the other conditions of their contract of employment that are applicable in the event of termination without cause continue to apply.

151. The terms of office of the vice-presidents of Infrastructure Québec end on (*insert the date preceding the date of coming into force of section 22*) without any compensation other than the compensation provided for in their contract of employment.

However, a person referred to in the first paragraph who has received or who receives severance pay and who holds an office, an employment or any other remunerated position in the public sector as defined in Schedule I to 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) during the period corresponding to the period covered by that severance pay must refund the part of the severance pay covering the period for which the person receives a salary, or cease to receive it during that period.

However, if the salary the person receives is lower than the salary the person received previously, the person is required to refund the severance pay only up to the amount of the new salary, or the person may continue to receive the part of the severance pay that exceeds the new salary.

The period covered by the severance pay corresponds to the period that would have been covered by the same amount if the person had received it as a salary when the person held the office of vice-president.

152. The provisions of section 62 regarding the expertise and experience profiles do not apply when the first members of the board of directors of the Société are appointed.

However, when appointing those members, the Government must make sure that, collectively, they meet the expertise and experience requirements set out in the second paragraph of that section.

§3. — *Registers, documents and miscellaneous measures*

153. A declaration by the Société or the Chair of the Conseil du trésor in an application for registration in the register of personal and movable real rights or the land register, stating that the Société or the Chair is, by the effect of the amalgamation under section 22, the holder of the rights that are the subject of the application and that were formerly registered in favour of the Société immobilière du Québec, is sufficient to establish with the registrar that the Société or the Chair is the holder of those rights.

An application for registration in the land register is made in the form of a notice. In addition to the provisions of this section and the requirements of the regulation made under Book Nine of the Civil Code, the notice must indicate the legislative provision under which it is given. Only one copy of the notice is required and it need not be certified.

154. The files, records and other documents of Infrastructure Québec and Société immobilière du Québec become files, records and other documents of the Société.

155. The strategic plan of Infrastructure Québec and that of the Société immobilière du Québec are, with the necessary modifications, applicable to the Société until they are replaced by the Société's first strategic plan.

156. The terms of the management agreement entered into by the Société immobilière du Québec and the Minister of Health and Social Services under section 20.4 of the Act respecting the Société immobilière du Québec apply, with the necessary modifications, to the Société within the framework of the immovable property management operations that the Société carries out under this Act in respect of health and social service providers within the meaning of the fourth paragraph of section 28 of this Act, until such terms are struck out, replaced or amended by an agreement entered into by the Société and the Minister of Health and Social Services under section 37.

157. The directives, policies and other decisions made regarding Infrastructure Québec or the Société immobilière du Québec by the Cabinet, the Conseil du trésor or the Chair of the Conseil du trésor under the powers and prerogatives devolved to them continue to have effect with regard to the Société until their object is attained or until they are repealed, replaced or amended under this Act; those directives, policies and decisions are deemed to have been made by the competent authority under this Act.

158. The by-laws and policies adopted by Infrastructure Québec and the Société immobilière du Québec continue to apply to the extent that they are compatible with this Act until they are repealed, replaced or amended by the Société.

When provisions of the by-laws and administrative policies of Infrastructure Québec and those of the Société immobilière du Québec are incompatible, the Société's board of directors determines which provisions prevail.

159. The list established by the Government under section 19 of the Act respecting the Société immobilière du Québec identifying the public bodies required to deal with the Société immobilière du Québec continues to apply until it is amended or replaced in accordance with section 30 of this Act.

160. The criteria established in Order in Council 148-2010 (2010, G.O. 2, 1171, French only) for determining major projects for the purposes of the Act respecting Infrastructure Québec continue to apply until they are replaced by the Conseil du trésor under the second paragraph of section 16 of this Act.

161. The Politique-cadre sur la gouvernance des grands projets d'infrastructure publique adopted by the Cabinet on 10 March 2010 (Decision CM-2010-024, French only) remains in force until it is replaced by a directive prepared under section 18 of this Act.

162. The public infrastructure projects considered major under Order in Council 148-2010 and the other public infrastructure projects determined by the Conseil du trésor and included in the most recent multi-year capital budget tabled in the National Assembly under section 6 of the Act to promote the maintenance and renewal of public infrastructures (chapter M-1.2) may be included in the Québec infrastructure plan even though they have not been authorized by the Government within the framework of the implementation of

the measures established by the Conseil du trésor for public infrastructure project management.

163. The tariff of professional and other fees and other forms of remuneration applied by Infrastructure Québec and the Société immobilière du Québec, respectively, for their goods and services continues to apply until they are amended or replaced by a tariff made and approved under this Act.

164. In any law or regulation, “Société immobilière du Québec” and “Infrastructure Québec” are replaced, wherever they appear and with the necessary modifications, by “Société québécoise des infrastructures”.

Unless otherwise indicated by the context and with the necessary modifications, in any other document,

(1) a reference to the Act respecting Infrastructure Québec or the Act respecting the Société immobilière du Québec or to any of their provisions is a reference to this Act or the corresponding provision of this Act, if applicable;

(2) a reference to Infrastructure Québec or the Société immobilière du Québec is a reference to the Société québécoise des infrastructures.

DIVISION II

OTHER PROVISIONS

165. The Government may, by a regulation made before (*insert the date that is one year after the date of coming into force of this section*), 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, have effect from any date not prior to (*insert the date of coming into force of this section*).

DIVISION III

FINAL PROVISIONS

166. This Act replaces the Act respecting Infrastructure Québec (chapter I-8.2), the Act to promote the maintenance and renewal of public infrastructures (chapter M-1.2) and the Act respecting the Société immobilière du Québec (chapter S-17.1).

167. This Act may be cited as the Public Infrastructure Act.

168. The minister who is the Chair of the Conseil du trésor is responsible for the administration of this Act.

169. The provisions of this Act come into force on the date or dates to be set by the Government.