

Halifax Convention Centre Act

CHAPTER 8 OF THE ACTS OF 2014



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An Act Respecting the Halifax Convention Centre

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Short title

1 This Act may be cited as the *Halifax Convention Centre Act*. 2014, c. 8, s. 1.

Interpretation

2 In this Act,

- (a) “Board” means the Board of Directors of the Corporation;
- (b) “by-laws” means the by-laws of the Corporation;
- (c) “Chair” means the Chair of the Board;
- (d) “Chief Administrative Officer” means the Chief Administrative Officer of the Municipality or his or her designate;
- (e) “Convention Centre” means the Halifax Convention Centre;
- (f) “Corporation” means the Halifax Convention Centre Corporation;
- (g) “Council” means the Council of the Municipality;
- (h) “Deputy Minister” means the Deputy Minister of Economic and Rural Development and Tourism or his or her designate;
- (i) “designate” of the Chief Administrative Officer or the Deputy Minister means a person designated in writing by the Chief Administrative Officer or the Deputy Minister, respectively;
- (j) “economic development” includes the promotion and attraction of institutions, industries and businesses and the stabilization and expansion of employment opportunities;
- (k) “Minister” means the Minister of Economic and Rural Development and Tourism;
- (l) “Municipality” means the Halifax Regional Municipality;
- (m) “Principal Shares” means the Principal Shares issued pursuant to this Act. 2014, c. 8, s. 2.

Supervision and management

3 The Minister has the general supervision and management of this Act and the regulations. 2014, c. 8, s. 3.

Halifax Convention Centre Corporation

4 There is hereby established a body corporate to be known as the Halifax Convention Centre Corporation. 2014, c. 8, s. 4.

Object of Corporation

5 (1) The object of the Corporation is to operate, maintain and manage the activities of the Halifax Convention Centre in a manner that will promote and develop economic development, tourism and industry in the Province generally, and the Municipality in particular, in accordance with strategic directions established by the Board and approved by the Chief Administrative Officer and the Minister.

(2) The object of the Corporation includes other activities as approved by the Chief Administrative Officer and the Minister. 2014, c. 8, s. 5.

Management of Corporation

6 The management and control of the affairs of the Corporation is vested in a Board of Directors and the Board may, subject to this Act, exercise the powers of the Corporation. 2014, c. 8, s. 6.

First Board

- 7** (1) The first Board consists of
- (a) the Deputy Minister; and
 - (b) the Chief Administrative Officer.

(2) The Deputy Minister is the chair of the first Board and remains as the Chair until a Chair is elected pursuant to Section 13. 2014, c. 8, s. 7.

Board members

- 8** (1) Subject to Section 7, the Board consists of
- (a) up to four members appointed by the Governor in Council;
 - (b) up to four members appointed by the Council;
 - (c) the Deputy Minister; and
 - (d) the Chief Administrative Officer.

(2) The members of the Board appointed pursuant to clauses (1)(a) and (b) hold office for a term not exceeding four years.

(3) In making the appointments to the Board, the Governor in Council and the Council shall take into consideration expertise, competency and other factors as may be set out in the by-laws.

(4) A member of the Board is not required to hold shares issued by the Corporation.

(5) A member of the Board may be removed by the Chief Administrative Officer and the Minister. 2014, c. 8, s. 8.

Persons disqualified from being Board members

9 (1) The following persons are disqualified from being a member of the Board:

- (a) a person under nineteen years of age;
- (b) a person found by a court in Canada or elsewhere to be of unsound mind;
- (c) an undischarged bankrupt;
- (d) a member, at any time in the preceding 10 years, of the Parliament of Canada or the legislature of a province of Canada;
- (e) a member, at any time in the preceding 10 years, of a municipal council in Canada.

(2) A person who becomes disqualified to be a member of the Board ceases to be a member of the Board. 2014, c. 8, s. 9.

Resignation

10 A member of the Board may resign his or her office by giving to the Board a written resignation, which resignation is effective at the later of

- (a) when the resignation is received by the Board; and
- (b) the time specified in the resignation. 2014, c. 8, s. 10.

Vacancy

11 Where a person ceases to be a member of the Board before the expiration of his or her term, the vacancy must be filled in accordance with subsection 8(1). 2014, c. 8, s. 11.

Limits on terms of office

12 No person, other than the Deputy Minister or the Chief Administrative Officer, may be a member of the Board for more than two consecutive terms. 2014, c. 8, s. 12.

Chair

13 (1) The Board shall elect a Chair for a term not exceeding two years.

(2) The Chair may serve no more than two consecutive terms. 2014, c. 8, s. 13.

Vice-chair

14 (1) The Board may elect a Vice-chair for a term not exceeding one year.

(2) The Vice-chair may serve no more than three consecutive terms. 2014, c. 8, s. 14.

Quorum

15 A majority of the members of the Board constitutes a quorum. 2014, c. 8, s. 15.

Votes

16 Each member of the Board, including the Chair, has a vote and no member, including the Chair, has a casting vote. 2014, c. 8, s. 16.

Effect of vacancy

17 A vacancy on the Board does not impair the right of the remaining members to Act. 2014, c. 8, s. 17.

Remuneration and expenses

18 (1) Subject to subsection (3) and with the approval of the Chief Administrative Officer and the Minister, each member of the Board is entitled to receive such remuneration and such reasonable expenses as determined from time to time by the Board.

(2) In determining the entitlement to remuneration and expenses pursuant to subsection (1), the Board shall consider the policies of the Municipality and the Government of the Province.

(3) Where remuneration is determined on the basis of attendance at a meeting of the Board, the *per diem* rate applies for each day during which there are one or more meetings of the Board or of a committee at which minutes are taken and at which a quorum is present or participating.

(4) The Chief Administrative Officer and the Deputy Minister are not entitled to remuneration. 2014, c. 8, s. 18.

President of Corporation and other officers

19 (1) Subject to Section 21, the Board

(a) shall appoint a person who is not a member of the Board to be the President and Chief Executive Officer of the Corporation and may assign to that person such duties as the by-laws of the Corporation may determine; and

(b) may appoint an acting President and Chief Executive Officer whose term of office, including renewals, may not exceed one year and whose compensation may not exceed that of the President and Chief Executive Officer whom he or she replaces.

(2) Subject to Section 21 and the by-laws, the Board may appoint such other officers as it from time to time deems necessary. 2014, c. 8, s. 19.

Corporation deemed department and public body

20 (1) The Corporation is deemed to be a department for the purpose of the *Conflict of Interest Act* and, for greater certainty, Section 22 of that Act applies to the members of the Board.

(2) The Corporation is deemed to be a public body within the meaning of the *Freedom of Information and Protection of Privacy Act*. 2014, c. 8, s. 20.

Powers of Corporation

21 (1) The Corporation may

(a) subject to clause (b) and the approval of the Board, receive, acquire, take, hold, mortgage, lease, sell or otherwise dispose of or deal with real or personal property and any interest therein;

(b) with the consent of the Governor in Council and the Council, mortgage, pledge, charge against, sell or otherwise dispose of or deal with real property or any interest therein;

- (c) pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Corporation;
- (d) establish advisory boards;
- (e) subject to the approval of the Board, and with the written consent of the Chief Administrative Officer and the Minister, make by-laws as it considers necessary for the effective attainment of its objects and the exercise of its powers and for the internal control, management and administration of the Corporation;
- (f) employ and contract with such persons as it may from time to time require for the purpose of carrying out its objects and duties;
- (g) levy fees related to the provision of services provided by the Corporation; and
- (h) do such matters and things as may be necessary or incidental for the effective attainment of its objects and the exercise of its powers.

(2) An agreement or contract that will result in compensation, including benefits, or payments, excluding applicable consumption taxes, that total in aggregate over the term of the agreement or contract, including through any renewal or option periods, in excess of \$250,000, require the prior written approval of the Chief Administrative Officer and the Minister.

(3) Except as otherwise provided in this Act or from time to time by written directive of the Council and the Minister, the Corporation has all the powers of a company incorporated pursuant to the *Companies Act*.

(4) Subject to subsection (5), the Corporation may not, without the prior written consent of the Council and the Minister,

- (a) distribute any of its property in specie among its shareholders;
- (b) amalgamate or merge with one or more other companies;
- (c) continue itself in a jurisdiction other than the Province;
- (d) enter into any compromise or arrangement with its creditors or any class of creditors or its shareholders or any class of its shareholders;
- (e) allot or issue shares in its capital stock;
- (f) borrow money, finance or re-finance the Corporation or give security;
- (g) appoint, remunerate or remove its President and Chief Executive Officer, a vice-president, its chief financial officer or its chief operating officer;
- (h) apply the income, revenues and profits earned by the Corporation to a matter unconnected to the furtherance of the object of the Corporation;

- (i) declare or pay dividends on the shares of the Corporation; or
- (j) consolidate, convert, subdivide, exchange, cancel or otherwise alter or reorganize the share capital of the Corporation.

(5) Any approval or consent pursuant to this Section is not effective until it is evidenced by an instrument in writing that is addressed to the Corporation, to the attention of its secretary or such other officer as the Chief Administrative Officer and the Minister determine, and that is signed by the Chief Administrative Officer and the Minister.

(6) The Corporation may not, without the consent of the Governor in Council and the Council,

- (a) sell all or substantially all of its business or assets;
- (b) wind up or dissolve; or
- (c) carry out any voluntary act of bankruptcy or make a general assignment for the benefit of its creditors or other acknowledgment of insolvency or make any application pursuant to the *Bankruptcy and Insolvency Act* (Canada), the *Companies Creditors' Arrangement Act* (Canada) or any similar legislation. 2014, c. 8, s. 21.

Fiscal year

22 The fiscal year of the Corporation is the same as the fiscal year of the Province. 2014, c. 8, s. 22.

Capital stock

23 (1) With the written consent of the Council and the Minister, the Governor in Council may, by order, declare that the Corporation has a capital stock in the amount set out in the order and divided into such number of shares and of such value as set out in the written consent of the Council and the Minister and in the order.

(2) Where an order is made pursuant to subsection (1),

(a) the Corporation has capital stock in the amount set out in the order divided into the number of shares set out in the order, each share having the value set out in the declaration; and

(b) the capital stock consists of

(i) Class A common voting shares in such number as determined in the order,

(ii) Class B non-voting shares in such number as determined in the order, and

(iii) two shares, to be known as the "Principal Shares", one of each to be issued to the Municipality and one to the Minister on behalf of the Province.

(3) No share may be beneficially owned in whole or in part by any person not ordinarily resident in the Province.

(4) Notwithstanding any other enactment, the municipality may, with no restrictions except as provided herein, subscribe for, purchase, sell, hold, transfer, vote, manage and deal with any capital stock contemplated or issued under this Act or as may be otherwise issued from time to time.

(5) The holding and disposition of shares under this Act by the Municipality is deemed to be for a purpose of the Municipality.

(6) The Principal Shares are to be beneficially owned by the Municipality and Her Majesty in right of the Province respectively. 2014, c. 8, s. 23.

Increase of capital stock

24 With the written consent of the Chief Administrative Officer and the Minister, the capital stock of the Corporation may be increased from time to time and in accordance with the written request by the Governor in Council. 2014, c. 8, s. 24.

Effect of mortgage, pledge or charge

25 Notwithstanding any provision of this Act or any special or general Act, no mortgage, pledge or charge against the real and personal property of the Corporation is or is deemed to be a mortgage, pledge or charge against any real and personal property of the Municipality or Her Majesty in right of the Province. 2014, c. 8, s. 25.

System of accounting and audits

26 The system of accounting and the books and records of the Corporation are subject to the approval of the Council and the Minister of Finance, and to audit by an auditor approved by the audit committee of the Board, and such further audit as the Auditor General of either the Municipality or the Province determines. 2014, c. 8, s. 26.

Financial statements and reports

27 (1) The Corporation shall, not later than June 30th in each year, prepare and submit for approval of the holders of the Principal Shares to the Council and the Minister audited financial statements setting forth, as a minimum, the assets and liabilities of the Corporation, and the revenues and expenses of the Corporation for the previous fiscal year, together with a report concerning the work of the Corporation during the previous fiscal year.

(2) In addition to the report referred to in subsection (1), the Corporation shall provide a report to the Council and the Minister, in conjunction with other stakeholders, assessing on an annual basis the effectiveness and competitiveness of the operations of the Convention Centre as measured against other jurisdictions to identify and regularly re-evaluate the Corporation's strategic plan. 2014, c. 8, s. 27.

Strategic plan

28 On or before a date to be established by the regulations and every five years thereafter, the Corporation shall submit to the Council and the Minister for approval a five-year strategic plan, including estimates of budgetary requirements, for the operation of the Corporation. 2014, c. 8, s. 28.

Business plan

29 (1) On or before a date to be established by the regulations and annually thereafter, the Corporation shall submit to the Council and the Minister for approval a detailed business plan for the following fiscal year, including estimates of budgetary requirements, for the operation of the Corporation.

(2) The plan must include an outline and the extent of those aspects of operating, maintaining and managing the Convention Centre to be performed by employees, including the President and Chief Executive Officer of the Corporation and those aspects to be performed by persons, organizations and entities external to the Corporation.

(3) For purpose of subsection (2), the Municipality and the Province are to be considered external to the Corporation. 2014, c. 8, s. 29.

Evaluation and strategic plan

30 (1) On or before a date to be established by the regulations, the Corporation shall submit for the approval of the Council and the Minister a detailed and independent third-party evaluation of its activities compared to the previous five-year strategic plan, including any recommendations for modifications to the mandate of the Corporation.

(2) In addition to the evaluation referred to in subsection (1), the Corporation shall, within the same time periods referred to in that subsection, submit a five-year strategic plan for the continued operation of the Corporation to the Council and the Minister for their approval. 2014, c. 8, s. 30.

Status of Corporation and employees

31 (1) The Corporation is not an agent of the Municipality or Her Majesty in right of the Province.

(2) A person employed or engaged by the Corporation is not an officer, servant or agent of the Municipality or Her Majesty in right of the Province. 2014, c. 8, s. 31.

Public Procurement Act

32 The Corporation is deemed to be a public sector entity for the purpose of the *Public Procurement Act*. 2014, c. 8, s. 32.

Municipality may expend money for Convention Centre

33 Notwithstanding any other enactment, the Municipality may expend money for

- (a)** the construction, operation, maintenance or use of the Convention Centre;
- (b)** a grant or contribution to the Corporation for the construction, operation, maintenance or use of the Convention Centre; or
- (c)** any combination of clauses (a) and (b). 2014, c. 8, s. 33.

In camera meetings

34 The Council may meet *in camera* to discuss any matter arising under this Act. 2014, c. 8, s. 34.

Regulations

35 (1) Upon the written request of the Council and the Minister, and in accordance with the request, the Governor in Council may make regulations

(a) respecting any matter authorized by this Act to be done by regulation;

(b) respecting the management of the Corporation;

(c) defining any word or expression used but not defined in this Act;

(d) respecting any matter the Governor in Council considers necessary or advisable to effectively carry out the intent and purpose of this Act.

(2) The exercise by the Governor in Council of the authority contained in subsection (1) is a regulation within the meaning of the *Regulations Act*. 2014, c. 8, s. 35.

Designated persons and employees

36 (1) In this Section,

(a) “designated person” means an employee of Trade Centre Limited who is determined by the Minister and the Municipality to become an employee of the Corporation;

(b) “employee of Trade Centre Limited” means a person employed by Trade Centre Limited immediately before this Section comes into force.

(2) On the coming into force of this Section, the Minister and Chief Administrative Officer may determine who is a designated person.

(3) Every designated person becomes an employee of the Corporation and ceases to be a person employed by Trade Centre Limited.

(4) The continuity of employment of a designated person is not broken by the effect of this Section.

(5) Every designated person is employed by the Corporation on the same or equal terms and conditions of employment as those under which the employee was employed as an employee by Trade Centre Limited until changed by collective agreement or contract of employment.

(6) Every designated person is deemed to have been employed with the Corporation for the same period of employment that the employee was credited with as an employee of Trade Centre Limited.

(7) Benefits accumulated by a designated person while employed at Trade Centre Limited are vested in the designated person, and the designated person is entitled to receive those benefits from the Corporation.

(8) The Corporation is bound by a collective agreement concluded by Trade Centre Limited in relation to the designated person as if it were a party to the collective agreement as the employer and as if the collective agreement were concluded pursuant to the *Trade Union Act* by a bargaining agent certified pursuant to the *Trade Union Act*.

(9) For greater certainty, the Corporation is a transferee for the purpose of Section 31 of the *Trade Union Act* and, without limiting the generality of the foregoing, the Corporation is bound by successor rights as determined pursuant to the *Trade Union Act*.

(10) Each designated person who was an employee within the meaning of the *Public Service Superannuation Act* before this Section came into force and each designated person in a bargaining unit whose collective agreement provided for participation in the Public Service Superannuation Plan before the coming into force of this Section is deemed to continue to be an employee for the purpose of the *Public Service Superannuation Act*, and employment with the Corporation by a designated employee is deemed to be employment for the purpose of the *Public Service Superannuation Act*.

(11) Subject to any applicable collective agreement or contract of employment, each designated person who was covered by the Nova Scotia Public Service Long Term Disability Plan before this Section came into force or was included in a bargaining unit whose collective agreement provided for long term disability benefits under the Nova Scotia Public Service Long Term Disability Plan is deemed to continue to be a person to whom the Nova Scotia Public Service Long Term Disability Plan applies.

(12) Subject to the approval of the Board the Corporation may, prior to the date on which designated persons become employees of the Corporation, establish or arrange to make available group life, medical, dental, pension, employee assistance, short-term illness and long-term disability plans to provide benefits to employees who are not designated persons.

(13) The obligations and liabilities of Trade Centre Limited in respect of designated persons are the obligations and liabilities of the Corporation, including all employee benefits and entitlements.

(14) Notwithstanding anything contained in this Section, Section 71 of the *Labour Standards Code* does not apply to a period of employment that an employee was credited with as an employee of Trade Centre Limited or as an employee appointed in accordance with the *Civil Service Act*.

(15) Notwithstanding the *Freedom of Information and Protection of Privacy Act*, Trade Centre Limited shall transfer to the Corporation on the date a designated person becomes an employee of the Corporation all personnel files and similar material in the possession or control of Trade Centre Limited relating to that designated person, and such transfer does not constitute a disclosure of personal information within the meaning of that Act. 2014, c. 8, s. 36.

Effective date

37 This Act comes into force on such day as the Governor in Council orders and declares by proclamation. 2014, c. 8, s. 37.

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| Proclaimed | - | March 31, 2016 |
| In force | - | April 1, 2016 |
