



BILL NO. 113

Government Bill

*2nd Session, 62nd General Assembly
Nova Scotia
64 Elizabeth II, 2015*

An Act Respecting the Nova Scotia Provincial Exhibition Commission

CHAPTER 7
ACTS OF 2015

**AS ASSENTED TO BY THE LIEUTENANT GOVERNOR
MAY 11, 2015**

The Honourable Keith Colwell
Minister of Agriculture

*Halifax, Nova Scotia
Printed by Authority of the Speaker of the House of Assembly*

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An Act Respecting the Nova Scotia Provincial Exhibition Commission

Be it enacted by the Governor and Assembly as follows:

- 1** This Act may be cited as the *Nova Scotia Provincial Exhibition Commission Act*.
- 2** In this Act,
 - (a) “Board” means the Board of Directors of the Commission;
 - (b) “by-law” means a by-law of the Commission;
 - (c) “Commission” means the Nova Scotia Provincial Exhibition Commission;
 - (d) “director” means a member of the Board of Directors;
 - (e) “Minister” means the Minister of Agriculture.
- 3** **(1)** The Nova Scotia Provincial Exhibition Commission is continued as a body corporate.
(2) The membership of the Commission comprises
 - (a) each person who, immediately before the coming into force of this Act, was a member of the Commission, for so long as the person remains a member; and
 - (b) each person who becomes a member of the Commission in accordance with this Act and the by-laws, for so long as the person remains a member.
- 4** The objects of the Commission are
 - (a) to conduct agricultural and industrial exhibitions;
 - (b) to operate a horse-racing track and betting operation, including pari-mutual and off-track betting;
 - (c) to hold outdoor concerts and other public events;
 - (d) to provide a venue for community activities; and
 - (e) to be a fiscally sound, viable, self-sustaining and profitable body corporate.
- 5** The Commission is not an agent of Her Majesty in right of the Province or a crown corporation within the meaning of the *Finance Act*.
- 6** The Commission may
 - (a) receive, acquire, take and hold real property and any interest therein;
 - (b) subject to the approval of the Governor in Council, mortgage, sell, convey or otherwise dispose of or deal with its real property and any interest therein;

- (c) receive, acquire, take, hold, sell, convey, assign as security or otherwise dispose of personal property and any interest therein;
- (d) employ and contract with such persons as it may from time to time require for the purpose of carrying out its objects and duties; and
- (e) do such other things as may be necessary for or incidental to the effective attainment of its objects and the exercise of its powers.

7 The management and control of the affairs of the Commission are vested in the Board and the Board may, subject to this Act, exercise the powers of the Commission.

- 8** (1) The Board comprises six directors, of whom
- (a) one must be a member in good standing of the Truro Harness Horse Owner's Association of Colchester County;
 - (b) one must be actively engaged in farming;
 - (c) three must each be actively engaged in the operation of a business; and
 - (d) one must be an employee of the Department of Agriculture.
- (2) The director described by clause (1)(d) is a non-voting director.

9 (1) Subject to subsection (2), the Board shall appoint the directors in accordance with the by-laws and, subject to subsection 11(1), determine each director's term of office.

(2) The Minister shall appoint the initial six directors appointed after the coming into force of this Act and, subject to subsection 11(2), determine each director's term of office.

(3) When making an appointment to the Board under subsection (1) or (2), the Board or the Minister, as the case may be, shall take into consideration a person's expertise, competence and any other factor that the Board or the Minister considers relevant.

- 10** (1) The following persons are disqualified from being a director:
- (a) a person under 19 years of age;
 - (b) a person convicted of an offence under the *Criminal Code* (Canada) or the criminal law of any jurisdiction outside of Canada
 - (i) in connection with the promotion, formation or management of a corporation, or
 - (ii) involving fraud,
- unless
- (iii) 10 years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine, if any, was imposed, or
 - (iv) the term of imprisonment and probation imposed, if any, has concluded,

whichever is the later, or unless a pardon has been granted or a record suspension has been issued;

- (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; and
- (e) a member, at any time in the preceding 10 years, of a municipal council in Canada.

11 (1) Subject to subsections (2) and (3), a person appointed as a director holds office for a term of up to three years.

(2) Subject to subsection (3), when the initial six appointments are made under subsection 9(2),

- (a) two of the persons appointed may hold office for a term of up to four years; and
- (b) two of the persons appointed may hold office for a term of up to five years.

(3) A director holds office until such time as the director's successor is appointed.

(4) No person may serve as a director for more than two consecutive terms.

12 (1) The Board may remove a director who

- (a) contravenes this Act, the regulations or the by-laws; or
- (b) ceases to be in compliance with the requirements of subsection 8(1).

(2) Where, in the opinion of the Minister, there are exceptional circumstances, the Minister may remove a director.

13 (1) Subject to subsection (2), the Board may appoint one of the directors described by clause 8(1)(c) to be the Chair of the Board.

(2) The Minister may appoint one of the directors described by clause 8(1)(c) to be the initial Chair of the Board after the coming into force of this Act.

(3) A person appointed as the Chair holds office for a term of up to three years as determined by the Board or the Minister, as the case may be.

(4) No person may serve as the Chair for more than two consecutive terms.

14 (1) A majority of the voting directors constitutes a quorum at any meeting of the Board.

(2) Notwithstanding any vacancy in the membership of the Board, a quorum of directors may exercise all the powers of the Board.

15 A voting director is entitled to receive such remuneration and to be reimbursed for such reasonable expenses as the Board determines.

16 The Board may make any by-laws 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 Commission.

17 The Board shall appoint a person who is not a director to be the General Manager of the Commission and may assign to that person such duties as may be prescribed by the by-laws.

18 The Board shall appoint an accountant licensed under the *Public Accountants Act* to audit the accounts of the Commission on an annual basis.

19 The fiscal year of the Commission is as prescribed by the by-laws.

20 (1) The Board shall annually prepare and submit to the Minister an annual report of the activities and operations of the Commission during the preceding fiscal year.

(2) An annual report must include the audited financial statements of the Commission, a narrative of the Commission's activities for the fiscal year covered by the report, an evaluation of its activities based on performance measures and confirmation of compliance with any standards adopted by the Board.

(3) An annual report must be in the form, and submitted at the time, prescribed by the Minister.

(4) Within 60 days of submitting an annual report to the Minister, the Board shall cause a copy of the report to be filed with the Clerk of the Assembly.

21 The Commission shall submit a quarterly financial report to the Minister within 30 days of the end of each fiscal quarter.

22 (1) The accounting system of the Commission must be established and maintained in accordance with generally accepted accounting principles, and is subject to the approval of the Board.

(2) The accounting system and books and records of the Commission are subject to audit by an auditor appointed under Section 18 and to any further audit that the Auditor General considers necessary or advisable.

23 The Minister may at any time inspect the corporate accounts, minute books and other records of the Commission.

24 (1) The Governor in Council may make regulations

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

(b) respecting any matter or thing 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*.

25 (1) Upon this Act coming into force,

(a) every person who, immediately before the coming into force of this Act, was a member of the Board ceases to be a member of the Board; and

(b) for greater certainty, the Interim Board ceases to exist.

(2) Within 90 days of the coming into force of this Act, the Minister may review the by-laws of the Commission that were in existence immediately before the coming into force of this Act and may revoke any of those by-laws, in whole or in part.

26 Chapter 69 of the Acts of 1992, the *Nova Scotia Provincial Exhibition Commission Act*, is repealed.

27 This Act comes into force on such day as the Governor in Council orders and declares by proclamation.
