



BILL NO. 224

Government Bill

*1st Session, 64th General Assembly
Nova Scotia
1 Charles III, 2022*

An Act Respecting Perennia Food and Agriculture Corporation

CHAPTER 39
ACTS OF 2022

**AS ASSENTED TO BY THE LIEUTENANT GOVERNOR
NOVEMBER 9, 2022**

The Honourable Greg Morrow
Minister of Agriculture

*Halifax, Nova Scotia
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An Act Respecting Perennia Food and Agriculture Corporation

Be it enacted by the Governor and Assembly as follows:

- 1** This Act may be cited as the *Perennia Food and Agriculture Corporation Act*.
- 2** In this Act,
 - (a) “Advisory Board” means the Advisory Board of the Corporation;
 - (b) “Corporation” means Perennia Food and Agriculture Corporation;
 - (c) “Deputy Minister” mean the Deputy Minister of Agriculture;
 - (d) “former corporation” means Perennia Food and Agriculture Incorporated, registered under the *Companies Act*;
 - (e) “Minister” means the Minister of Agriculture.
- 3** The Minister has the general supervision and management of this Act.
- 4** On the coming into force of this Act,
 - (a) Perennia Food and Agriculture Incorporated is continued as a body corporate with share capital, to be known as Perennia Food and Agriculture Corporation;
 - (b) all shares of the former corporation are cancelled;
 - (c) the registration of the former corporation under the *Companies Act* is revoked;
 - (d) all matters, affairs and actions of the former corporation are assigned to the Corporation;
 - (e) all assets of the former corporation, including the rights, titles and interests of the former corporation, are vested in the Corporation;
 - (f) all obligations and liabilities of the former corporation are the obligations and liabilities of the Corporation; and
 - (g) subject to Section 5, a reference in any enactment or document to the former corporation is to be read and construed as a reference to the Corporation, unless a contrary intention appears.
- 5**
 - (1)** Any agreement to which the former corporation is a party that is in effect immediately before this Act comes into force is assigned to the Corporation and the Corporation is bound by and may enforce the agreement as if it were the original party.
 - (2)** Where an agreement is assigned under subsection (1),
 - (a) the assignment may be carried out notwithstanding any restriction on the assignment under any agreement, contract or enactment;

(b) the assignment is not subject to any requirement for notice that may exist in any agreement, contract or enactment;

(c) the assignment is not required to be in writing notwithstanding any requirement to the contrary in any agreement, contract or enactment; and

(d) no person has or may maintain any cause of action or claim against His Majesty in right of the Province, the Minister, the Department of Agriculture or the Corporation arising from or in relation to the assignment.

6 Any act or thing done by or on behalf of the Corporation or the former corporation before this Act comes into force is ratified and confirmed.

7 The capital stock of the Corporation is one share with a par value of one dollar, to be issued and registered in the name of His Majesty in right of the Province as represented by the Minister.

8 The Corporation is an agent of His Majesty in right of the Province.

9 The objects of the Corporation are to align with and further the strategic economic policy objectives and priorities of the Government and, in doing so, to

(a) support growth, transformation and economic development in the Province's agriculture, seafood and food and beverage sectors;

(b) provide services for agriculture production extension and development services and applied research;

(c) provide services and development relating to fisheries and aquaculture initiatives;

(d) provide services and development for quality and food safety services;

(e) provide product development and commercialization services, analytical testing and training;

(f) exercise and perform the functions and duties conferred on it by this Act, the regulations, the business plan of the Corporation and the strategic plan of the Corporation; and

(g) fulfill such other roles and responsibilities as may be assigned to the Corporation by the Minister.

10 The Corporation may

(a) employ and contract with, in accordance with the *Personal Contract Service Regulations* made under the *Public Service Act*, such persons as it may require for the purpose of carrying out its objects;

(b) receive, acquire, take, hold, mortgage, sell, convey or otherwise dispose of or deal with real and personal property and any interest therein;

(c) where directed by the Minister, provide such programs and services as the Minister considers appropriate;

- (d) levy fees related to the delivery of programs and services under this Act;
 - (e) with the approval of the Minister, enter into agreements for the purpose of this Act with any person or body, including a federal, provincial or municipal government or any department or agency thereof;
 - (f) do such other things as may be incidental or conducive to carrying into effect the purpose and intent of this Act or the regulations; and
 - (g) exercise such other powers as may be prescribed by the regulations.
- 11** (1) The management and control of the affairs of the Corporation are vested in the Minister.
- (2) The Minister may exercise the powers of the Corporation subject to this Act and the regulations.
- (3) The Minister may consult with the ministers of other departments as necessary to ensure the objects of the Corporation are achieved.
- 12** (1) The Governor in Council shall appoint a Chief Executive Officer of the Corporation.
- (2) The Chief Executive Officer reports to the Deputy Minister.
- (3) The Chief Executive Officer shall perform such duties as the Minister may determine.
- 13** The Corporation has an Advisory Board that provides advice and recommendations to further the Corporation's objects.
- 14** (1) The Advisory Board consists of not more than 12 members, appointed by the Governor in Council, who represent the agriculture, seafood and food and beverage manufacturing industries and other industries as determined by the Minister.
- (2) Advisory Board members hold office for such period of time as determined by the Governor in Council and may be reappointed.
- 15** The Governor in Council shall appoint a Chair and a Vice-chair of the Advisory Board, who hold office for such period of time as determined by the Governor in Council.
- 16** A vacancy on the Advisory Board does not impair the right of the remaining members to act.
- 17** Each Advisory Board member is entitled to such remuneration and reimbursement of expenses as is determined by the Governor in Council.
- 18** Subject to the approval of the Deputy Minister, the Advisory Board may
- (a) avail itself of the services of the employees of the Corporation; and

(b) appoint an employee of the Corporation to act as the Secretary of the Advisory Board.

19 A majority of Advisory Board members constitutes a quorum.

20 The Deputy Minister and the Chief Executive Officer of the Corporation may attend meetings of the Advisory Board, but the Deputy Minister and the Chief Executive Officer

- (a) are not members of the Advisory Board; and
- (b) may not vote at meetings of the Advisory Board.

21 On the coming into force of this Act, each director of the former corporation becomes a member of the Advisory Board until the earlier of

- (a) the expiry of the current term of that member; or
- (b) the date on which the member's appointment is revoked by the Governor in Council.

22 A member of the Advisory Board shall, when exercising the powers or performing the duties of the member's position,

- (a) act honestly and in good faith with a view to the best interests of the Corporation;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) act in accordance with this Act and the regulations.

23 The Advisory Board shall

- (a) report to the Minister through the Chief Executive Officer;
- (b) advise the Minister on matters related to agriculture production, agri-food processing and seafood and aquaculture products as are referred to the Advisory Board for consideration by the Minister; and
- (c) bring to the attention of the Minister matters that are of interest and concern to the public, agriculture producers, agri-food processors, seafood processors and aquaculture producers respecting agriculture and seafood products.

24 The Advisory Board may pass resolutions to document its recommendations to the Minister but, for greater certainty, the Minister is not bound by any recommendation or resolution of the Board.

25 The Minister may make by-laws, not inconsistent with this Act, respecting the internal organization and procedures of the Advisory Board, subject to the approval of the Governor in Council.

26 (1) The Minister may issue such policy directions to the Advisory Board as are consistent with this Act if, in the opinion of the Minister, it is in the public interest to do so.

(2) The Advisory Board shall comply with a direction issued under subsection (1).

27 The fiscal year of the Corporation is the same as the fiscal year of the Province.

28 The Corporation's system of accounting is subject to the approval of the Minister of Finance and Treasury Board.

29 The Corporation, its property and its assets are not subject to taxation.

30 (1) Annually as required by the Minister, the Corporation shall submit to the Minister for approval a detailed business plan for the Corporation for the following fiscal year.

(2) The business plan must contain such information as required by the Minister.

31 When required by the Minister, the Corporation shall submit to the Minister for approval a multi-year strategic plan for the operation of the Corporation.

32 The Advisory Board is a department for the purpose of the definition of "department" in the *Conflict of Interest Act* and, for greater certainty, Section 22 of that Act applies to Advisory Board members.

33 The Corporation is a public body as defined in the *Freedom of Information and Protection of Privacy Act* and, for greater certainty, that Act applies to the Corporation.

34 Section 44A of the *Civil Service Act* applies with necessary changes to the Corporation and the Advisory Board.

35 (1) The *Proceedings against the Crown Act* applies to actions and proceedings against the Corporation.

(2) For the purpose of this Section, a reference in the *Proceedings against the Crown Act* to

(a) the Crown is to be construed as a reference to the Corporation; and

(b) the General Revenue Fund of the Province is to be construed as a reference to the funds of the Corporation.

(3) In proceedings under this Section, an action must be brought against the Corporation in the name of the Corporation.

(4) Where a document or notice is to be served upon or given to the Corporation pursuant to this Section or the *Proceedings against the Crown Act*, it may be served by delivering a copy to the office of the Attorney General or the Deputy Attorney General or any other lawyer employed in the Department of the Attorney General or by delivering a copy to a lawyer desig-

nated for that purpose by the Attorney General and such service is deemed to be service on the Corporation.

36 (1) The Minister may make regulations prescribing fees that may be levied by the Corporation.

(2) The exercise by the Minister of the authority contained in subsection (1) is a regulation within the meaning of the *Regulations Act*.

37 (1) The Governor in Council may make regulations

- (a) respecting the powers, duties and activities of the Corporation;
- (b) respecting the duties and activities of the Advisory Board;
- (c) respecting any matter authorized by this Act to be done by regulation;
- (d) defining any word or expression used but not defined in this Act;
- (e) 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*.

38 (1) On the coming into force of this Act, every employee of the former corporation

- (a) ceases to be an employee of the former corporation and becomes an employee of the Corporation;
- (b) is employed by the Corporation on the same or equal terms and conditions of employment as those under which the employee was employed by the former corporation, until changed by contract of employment;
- (c) 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 the former corporation; and
- (d) is entitled to all vacation leave accumulated, less any vacation arrears that accrued, while the employee was employed by the former corporation.

(2) The continuity of employment of an employee transferred under this Section is not broken by the effect of this Section.

(3) The obligations and liabilities of the former corporation in respect of its employees are the obligations and liabilities of the Corporation, including all employee benefits and entitlements.

(4) For greater certainty, the operation of this Section is deemed not to

- (a) constitute a termination, constructive dismissal or layoff of any employee;
- (b) constitute a breach, termination, repudiation or frustration of any contract;

(c) constitute an event of default or *force majeure* under any contract; or

(d) give rise to a breach, termination, repudiation or frustration of any licence, permit or other right, or to any right to terminate or repudiate a contract, licence, permit or other right, or to any estoppel.

39 The *Civil Service Act* and the regulations made under that Act and the *Civil Service Collective Bargaining Act* do not apply to employees of the Corporation.

40 This Act has effect on and after on December 1, 2022.
