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## **AN ACT RESPECTING THE SOCIÉTÉ QUÉBÉCOISE DE RÉCUPÉRATION ET DE RECYCLAGE**

### **CHAPTER I ESTABLISHMENT AND ORGANIZATION**

Establishment.

**1.** The “Société québécoise de récupération et de recyclage” is hereby established.

Name.

The Société may be designated by the name “RECYC-QUÉBEC”.

1990, c. 23, s. 1; 1999, c. 40, s. 300.

Legal person.

**2.** The Société is a legal person.

1990, c. 23, s. 2; 1999, c. 40, s. 300.

Mandatory.

**3.** The Société is a mandatory of the State.

Domain of the State.

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

Liability.

The Société binds only itself when it acts in its own name.

1990, c. 23, s. 3; 1999, c. 40, s. 300.

Head office.

**4.** The head office of the Société is in the territory of Ville de Québec; however, it may be moved to any other place with the approval of the Government. A notice of the location or any change of location of the head office is published in the *Gazette officielle du Québec*.

Offices.

The Société may also establish an office or offices at any other place in Québec.

Sittings.

The Société may hold its sittings at any place in Québec.

1990, c. 23, s. 4; 1999, c. 40, s. 300; 2000, c. 56, s. 220.

Board of directors.

**5.** The Société is administered by a board of directors composed of 11 members including the chair of the board and the president and chief executive officer.

Appointment.

The Government shall appoint the members of the board of directors, other than the chair of the board and the president and chief executive officer, taking into consideration the expertise and experience profiles approved by the board.

Term.

The members, at least three of which must be representative of or come from the different sectors concerned by the activities of the Société, are appointed for a term of up to four years.

1990, c. 23, s. 5; 1999, c. 40, s. 300; 2002, c. 59, s. 5; 2008, c. 5, s. 15.

Chair of the board.

**6.** The Government shall appoint the chair of the board of directors for a term of up to five years.

1990, c. 23, s. 6; 1999, c. 40, s. 300; 2002, c. 59, s. 5; 2008, c. 5, s. 16.

President and chief executive officer.

**7.** On the recommendation of the board of directors, the Government shall appoint the president and chief executive officer, taking into consideration the expertise and experience profile approved by the board.

Term.

The president and chief executive officer is appointed for a term of up to five years. The office of president and chief executive officer is a full-time position.

1990, c. 23, s. 7; 2002, c. 59, s. 5; 2008, c. 5, s. 17.

Appointment.

**7.1.** If the board of directors does not recommend a candidate for the position of president and chief executive officer in accordance with section 7 within a reasonable time, the Government may appoint the president and chief executive officer after notifying the board members.

2008, c. 5, s. 17.

Absence.

**7.2.** If the president and chief executive officer is absent or unable to act, the board of directors may designate an officer of the Société to exercise the functions of that position.

2008, c. 5, s. 17.

Expiry of term.

**8.** On the expiry of their terms, the members of the board of directors shall remain in office until replaced or reappointed.

1990, c. 23, s. 8; 1999, c. 40, s. 300; 2002, c. 59, s. 5; 2008, c. 5, s. 18.

Vacancy.

**9.** Any vacancy on the board of directors, other than in the position of president and chief executive officer, shall be filled in accordance with the rules of appointment set out in this Act.

Absence.

Absence from the number of board meetings determined in the internal by-laws of the Société, in the cases and circumstances specified therein, constitutes a vacancy.

1990, c. 23, s. 9; 2002, c. 59, s. 5; 2008, c. 5, s. 19.

Conditions of employment.

**10.** The Government shall determine the remuneration, employment benefits and other conditions of employment of the president and chief executive officer of the Société.

Remuneration and expenses.

The other members of the board of directors shall receive no remuneration, except in such cases, on such conditions and to such extent as may be determined by the Government. They are, however, entitled to the reimbursement of expenses incurred in the exercise of their functions, on the conditions and to the extent determined by the Government.

1990, c. 23, s. 10; 1999, c. 40, s. 300; 2002, c. 59, s. 5; 2008, c. 5, s. 20.

Appointment and remuneration.

**11.** The secretary and the other members of the personnel of the Société are appointed and remunerated in accordance with the staffing plan established by by-law of the Société.

Standards and scales of remuneration.

Subject to the provisions of a collective agreement, the Société shall determine, by by-law, the standards and scales of remuneration of the members of its personnel in accordance with the conditions defined by the Government.

1990, c. 23, s. 11; 1999, c. 40, s. 300; 2002, c. 59, s. 5.

Quorum.

**12.** The quorum at meetings of the board is the majority of its members.

1990, c. 23, s. 12; 1999, c. 40, s. 300; 2002, c. 59, s. 5; 2008, c. 5, s. 21.

Internal by-laws.

**13.** The Société may make internal by-laws.

1990, c. 23, s. 13; 1999, c. 40, s. 300; 2000, c. 8, s. 217; 2002, c. 59, s. 5; 2008, c. 5, s. 22.

Authenticity of minutes.

**14.** The minutes of the meetings of the board of directors, approved by it and certified by the president and chief executive officer, the chair or the secretary of the board, are authentic. The same applies to documents and copies of documents emanating from the Société or forming part of its records, where so certified.

1990, c. 23, s. 14; 1999, c. 40, s. 300; 2002, c. 59, s. 5; 2008, c. 5, s. 23.

Signature.

**15.** No document binds the Société or may be attributed to it unless it is signed by the president and chief executive officer, the chair of the board, the secretary or another member of the personnel of the Société but, in the last case, only to the extent determined in the internal by-laws of the Société.

1990, c. 23, s. 15; 1999, c. 40, s. 300; 2002, c. 59, s. 5; 2008, c. 5, s. 24.

Signature.

**16.** The internal by-laws of the Société may allow, on the conditions and to the documents determined therein, that a signature be affixed by means of an automatic device, that the signature be electronic or that a facsimile of a signature be engraved, lithographed or printed. However, the facsimile shall have the same force as the signature itself only if the document is countersigned by a person referred to in section 15.

1990, c. 23, s. 16; 1999, c. 40, s. 300; 2002, c. 59, s. 5.

**17.** *(Replaced).*

1990, c. 23, s. 17; 1999, c. 40, s. 300; 2000, c. 8, s. 218; 2002, c. 59, s. 5.

## CHAPTER II OBJECTS AND POWERS

Objects.

**18.** The objects of the Société are to promote, develop and foster the reduction, re-use, recovery and recycling of containers, packaging, materials or products and their valorization with a view to conserving resources.

Powers.

For these purposes, it may, in particular, alone or with partners,

- (1) administer any consignment system;
- (2) carry out any research or development work and perfect or implement technologies;
- (3) using any appropriate technical or financial measure, foster the creation and development of enterprises engaging in reduction, re-use, recovery, recycling or valorization;
- (4) promote, develop and maintain markets for the containers, packaging, materials or products which are recovered and for the products resulting from recycling or valorization;
- (5) through appropriate educational projects, promote measures of conservation of resources, reduction, re-use, recovery, recycling or valorization;
- (6) administer any program of the Government or a government department or body, in any field related to its objects, or provide assistance in developing those programs.

Responsibilities.

The Société shall also exercise the responsibilities entrusted to it under another Act, in particular the responsibilities entrusted to it under the Environment Quality Act (chapter Q-2).

Implementation of policy.

The Société shall promote the implementation of the policy adopted by the Government pursuant to section 53.4 of the Environment Quality Act.

1990, c. 23, s. 18; 1999, c. 40, s. 300; 2002, c. 59, s. 6.

## Agreements.

**19.** The Société may make an agreement with any person, municipality, partnership or body within the scope of its objects.

## Agreement.

The Société may also make an agreement with a government in Canada or a foreign government, a department or agency of such a government, an international organization or a body of that organization in accordance with the requirements of section 24 of the Act respecting the Ministère des Relations internationales (chapter M-25.1.1) and section 3.12 of the Act respecting the Ministère du Conseil exécutif (chapter M-30).

1990, c. 23, s. 19; 1999, c. 40, s. 300; 2002, c. 59, s. 7.

## Deposits.

**20.** The Société shall receive and administer the deposits collected, either under an agreement made between the Minister, the Société and any person, partnership or body, or under a regulation adopted pursuant to section 53.30 of the Environment Quality Act (chapter Q-2), subject to any provision to the contrary in the agreement or regulation.

## Non-refundable and unclaimed deposits.

It shall use, for the achievement of its objects, the non-refundable part of the deposits and any unclaimed deposits as well as any sums assigned to it for that purpose under a regulation or agreement referred to in the first paragraph.

1990, c. 23, s. 20; 1999, c. 40, s. 300; 1999, c. 75, s. 41; 2000, c. 47, s. 1.

## Other mandates.

**21.** The Société shall also carry out any other mandate related to its objects entrusted to it by the Government or the Minister and the costs of which may be assumed in whole or in part by the Government or the Minister.

1990, c. 23, s. 21; 1999, c. 40, s. 300; 2002, c. 59, s. 8.

### CHAPTER III FINANCING AND ADMINISTRATION

## Restrictions.

**22.** The Société and any subsidiary of which it holds more than 50% of the shares or stocks shall not, without the authorization of the Government,

- (1) enter into contracts for a duration or an amount exceeding those determined by the Government;
- (2) accept any gift or legacy to which a condition or charge is attached;
- (3) contract any loan which takes the aggregate of its current unpaid loans above the amount determined by the Government;
- (4) grant loans or make any other financial commitment beyond the limits or contrary to the modalities determined by the Government;
- (5) acquire or dispose of property, shares or stocks beyond the limits or contrary to the modalities determined by the Government.

## Scope of restrictions.

The amounts, limits and modalities fixed under this section may apply to the group formed by the Société and its subsidiaries or to one or more of them.

Exception.

This section does not apply to transactions between the Société and its subsidiaries or between the subsidiaries.

1990, c. 23, s. 22; 1999, c. 40, s. 300.

Powers of the Government.

**23.** The Government may, on the conditions it determines,

(1) guarantee the payment in capital and interest of any loan of the Société or of a subsidiary in which the Société holds more than 50% of the shares or stocks, and the performance of any obligation of the Société or any such subsidiary;

(2) authorize the Minister of Finance to advance to the Société or to a subsidiary referred to in subparagraph 1 any amount deemed necessary to permit the Société or subsidiary to exercise its powers, at such rate of interest, for such period of time and on such other conditions as the Government shall determine.

Source of funds.

The sums required for the carrying out of this section are taken out of the consolidated revenue fund.

1990, c. 23, s. 23; 1999, c. 40, s. 300.

Interest.

**23.1.** The Société shall keep the interest earned on the sums received in trust under the regime established to compensate municipalities pursuant to sections 53.31.1 and following of the Environment Quality Act (chapter Q-2).

2002, c. 59, s. 9.

**24.** *(Repealed).*

1990, c. 23, s. 24; 1999, c. 40, s. 300; 2008, c. 5, s. 25.

Budgets.

**25.** The Société shall, not less than 60 days before the beginning of each fiscal year, prepare an investment budget and an operating budget and submit them to the Minister for approval.

1990, c. 23, s. 25; 1999, c. 40, s. 300.

**26.** *(Repealed).*

1990, c. 23, s. 26; 1999, c. 40, s. 300; 2008, c. 5, s. 26.

#### **CHAPTER IV** **ACCOUNTS AND REPORTS**

Fiscal year.

**27.** The fiscal year of the Société ends on 31 March each year.

1990, c. 23, s. 27; 1999, c. 40, s. 300.

Report and financial statements.

**28.** The Société must, not later than 30 September each year, file its financial statements with the Minister together with a report of its activities for the preceding fiscal year.

Contents.

The financial statements and report of activities shall contain all the information required by the Minister.

1990, c. 23, s. 28; 1999, c. 40, s. 300.

Tabling.

**29.** The Minister shall table the report of activities and the financial statements before the National Assembly within 15 days of his receiving them or, if the Assembly is not sitting, within 15 days of resumption.

1990, c. 23, s. 29.

Audit.

**30.** The books and accounts of the Société are audited by the Auditor General every year and whenever ordered by the Government. The audit report must accompany the Société's report of activities and financial statements.

1990, c. 23, s. 30; 1999, c. 40, s. 300; 2008, c. 5, s. 27.

Duty of the Société.

**31.** The Société must provide the Minister with any information he requires on its activities.

1990, c. 23, s. 31; 1999, c. 40, s. 300.

## **CHAPTER V** **MISCELLANEOUS PROVISIONS**

Successor to FQR.

**32.** The Société succeeds to the Fonds québécois de récupération, a legal person not established for pecuniary gain constituted under Part III of the Companies Act (chapter C-38) by letters patent issued by the Inspector General of Financial Institutions on 4 July 1984 and registered on 6 July 1984, in libro C-1166, folio 33; it acquires the assets and rights and assumes the obligations of that legal person, which is dissolved.

1990, c. 23, s. 32; 1999, c. 40, s. 300.

Continuance of by-laws and resolutions.

**33.** To the extent that they are consistent with this Act, the decisions, by-laws or resolutions adopted or passed by the Fonds québécois de récupération remain in force until they are amended, repealed or replaced by the decisions, by-laws or resolutions adopted or passed under this Act.

1990, c. 23, s. 33.

**34.** *(Omitted).*

1990, c. 23, s. 34.

Rights and obligations.

**35.** The Société assumes the rights and obligations of the Fonds québécois de récupération arising from the Agreement relating to the consignment, the recuperation and the recycling of non-refillable beer and soft drink containers made on 15 July 1987 between the Minister and the signatories of the agreement, in accordance with the Act respecting beer and soft drink distributors' permits (chapter P-9.2). Notwithstanding the provisions of this agreement and any notice of cancellation which may have ended it, it shall remain in force and shall bind the parties until 31 December 1990.

1990, c. 23, s. 35; 1999, c. 40, s. 300.

Temporary directors.

**36.** The Government may, upon the recommendation of the Minister, appoint temporary directors, one of whom shall act as chairman of the board, to administer the affairs of the Société from 22 June 1990 until 31 December 1990 or any other date it determines. The president of the Société, upon appointment, shall be a member of the board.

1990, c. 23, s. 36; 1999, c. 40, s. 300.

Nullity of certain transactions.

**37.** Any acquisition, transfer or alienation of property, rights or assets by the Fonds québécois de récupération shall be null and absolutely null, as shall any gift, loan or aid made or granted by it from 9 May 1990 until 22 June 1990, except where they have been unanimously authorized by the members of the board of directors of the Fonds québécois de récupération.

Exception.

The first paragraph does not apply with respect to any system of aid in the recovery of non-returnable containers for beer and soft drinks established for retailers before 9 May 1990.

1990, c. 23, s. 37.

**38.** *(Amendment integrated into c. P-9.2, s. 3).*

1990, c. 23, s. 38.

**39.** *(Amendment integrated into c. P-9.2, s. 4).*

1990, c. 23, s. 39.

**40.** *(Omitted).*

1990, c. 23, s. 40.

**41.** *(Amendment integrated into c. Q-2, s. 70).*

1990, c. 23, s. 41.

## CHAPTER VI FINAL PROVISIONS

Minister responsible.

**42.** The Minister of Sustainable Development, Environment and Parks is responsible for the carrying out of this Act.



1990, c. 23, s. 42; 1994, c. 17, s. 77; 1999, c. 36, s. 158; 2006, c. 3, s. 35.

**43.** *(Omitted).*

1990, c. 23, s. 43.

**REPEAL SCHEDULE**

In accordance with section 9 of the Act respecting the consolidation of the statutes and regulations (chapter R-3), chapter 23 of the statutes of 1990, in force on 1 September 1990, is repealed, except sections 34 and 43, effective from the coming into force of chapter S-22.01 of the Revised Statutes.