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c 39 Technology Centres Act, 1982

Ontario

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CHAPTER 39

An Act to establish Technology Centres

Assented to July 7th, 1982

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1. In this Act,

Interpre-
tation

- (a) "Board" means the Board of Directors of a Centre;
- (b) "Centre" means a corporation established under section 3;
- (c) "industrial property" means a patent of invention, copyright, industrial design or other intellectual or industrial property right, whether existing within or outside Ontario, and includes an application and a right to make an application for industrial property;
- (d) "Minister" means the Minister of Industry and Trade or such other member of the Executive Council as the Lieutenant Governor in Council designates to administer this Act.

2. The *Corporations Act* does not apply to a Centre.

R.S.O. 1980,
c. 95
does not apply

3.—(1) The Lieutenant Governor in Council may make regulations,

Creation of
Centres

- (a) establishing corporations without share capital as Centres;
- (b) subject to this Act, providing for the constitutions, management and operation of Centres;
- (c) specifying the industrial, commercial or technological sector or sectors in which a Centre shall pursue its object;

- (d) governing transfers of the assets, rights, obligations and liabilities of Centres to Her Majesty in right of Ontario or to an agency of the Crown;
- (e) requiring the approval of the Lieutenant Governor in Council to the exercise of any or all of the powers of any Centre;
- (f) respecting any matter necessary or advisable to carry out effectively the intent and purpose of this Act, or to implement the object of Centres.

Sunset provisions

(2) Where the Lieutenant Governor in Council establishes a Centre under clause (1) (a), the Lieutenant Governor in Council shall prescribe its operational period.

Idem

(3) The Lieutenant Governor in Council may by regulation extend the operational period of a Centre from time to time.

Winding up

(4) A Centre shall be wound up at the expiry of its operational period or extended operational period, as the case may be, and in winding up the assets of the Centre shall be,

- (a) liquidated or sold as a going concern and the proceeds paid into the Consolidated Revenue Fund; or
- (b) transferred to Her Majesty in right of Ontario or to an agency of the Crown,

as the Minister may direct.

Board of Directors

4.—(1) A Centre shall have a Board of Directors consisting of not fewer than five and not more than fifteen members who shall be appointed by the Lieutenant Governor in Council for a term of not more than three years.

Idem

(2) The Lieutenant Governor in Council shall designate one of the directors as Chairman of the Board.

Remuneration

(3) A Centre may pay those of its directors who are not officers in the public service of Ontario such remuneration and expense allowance as is fixed from time to time by the Lieutenant Governor in Council.

Members not disqualified
R.S.O. 1980,
c. 235

(4) Despite the *Legislative Assembly Act*, a member of the Assembly who is appointed a director of a Centre is not thereby rendered ineligible as a member of the Assembly or disqualified from sitting or voting in the Assembly.

(5) Where a vacancy occurs on the Board, the Lieutenant Governor in Council may appoint a person to serve the remainder of the term. Vacancies

5.—(1) The Chairman shall preside at all meetings of a Board and, in the Chairman's absence or if the office of Chairman is vacant, a director present at the meeting who is chosen to act by the directors present at the meeting has all the powers and duties of the Chairman. Chairman

(2) A Board may make by-laws regulating its proceedings and generally for the conduct and management of the affairs of the Centre. By-laws

(3) A by-law or resolution in writing signed by all the directors of a Centre is as valid as if it had been passed at a meeting of the Board. Idem

6. Upon consultation with a Board, the Minister shall appoint a chief executive officer of the Centre who shall have such powers and duties as the Minister and the Board prescribe from time to time. Chief executive officer

7. The affairs of a Centre shall be managed and supervised by its Board, in accordance with the policies of the Government of Ontario relating to technology and innovation, but the Board shall comply with any directions given to it from time to time in writing by the Lieutenant Governor in Council or the Minister. Duties of Board

8. A Centre shall indemnify a director or officer of the Centre, a former director or officer of the Centre, and such person's heirs and legal representatives, against any liability arising from the person's performance of his or her duties if the person acted honestly and in good faith with a view to the best interests of the Centre. Indemnification of directors and officers

9.—(1) The object of each Centre is to promote and enhance the application of technology in order to improve the productivity and competitiveness of Ontario industry and commerce. Object

(2) A Centre, for the object set out in subsection (1), may, Powers

- (a) adapt and demonstrate technology applicable to industry and commerce;
- (b) disseminate and encourage the dissemination of technical and market information;
- (c) acquire, develop and deal with industrial property, licences, inventions, processes and the royalties and benefits that arise therefrom;

- (d) advise the Minister on issues related to the application of technology and the granting of assistance to promote the application of technology;
- (e) buy, hold, own, hire, maintain, control, take, lease, sell, assign, exchange, transfer, manage, improve, develop or otherwise deal in and dispose of, either absolutely or by way of security or otherwise, any property real and personal and any right or privilege that, in the opinion of the Board, is necessary or convenient for the purposes of the Centre;
- (f) draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments;
- (g) temporarily invest any surplus moneys not immediately required for the object of the Centre in,
 - (i) securities issued by or guaranteed as to principal and interest by the Province of Ontario, any other province of Canada, or Canada,
 - (ii) guaranteed investment certificates of any trust company that is registered under the *Loan and Trust Corporations Act*,
 - (iii) deposit receipts, deposit notes, certificates of deposits, acceptances and other similar instruments issued or endorsed by a bank named in Schedule A or B to the *Bank Act* (Canada), and
 - (iv) term deposits accepted by a credit union as defined in the *Credit Unions and Caisses Populaires Act*;
- (h) contract and sue and be sued in its own name;
- (i) carry on its affairs or identify itself to the public under a name and style other than its corporate name;
- (j) enter into partnership or into any arrangement for profit sharing, union of interest, co-operation, joint venture, reciprocal concession or any similar arrangement with any person carrying on or engaged in any business or transaction that the Centre is authorized to carry on or engage in or that is capable of being carried on or engaged in so as to further the object of the Centre;

R.S.O. 1980,
c. 249

1980-81,
c. 40 (Can.)

R.S.O. 1980,
c. 102

- (k) do anything incidental or conducive to the attainment of the object of the Centre, whether similar in nature to the powers enumerated in clauses (a) to (j) or otherwise.

10.—(1) No act of a Centre, including any transfer of property to or by a Centre, is invalid by reason only that the act is not authorized by this Act. Rights preserved

(2) No person is affected by or is deemed to have notice of the contents of a document concerning a Centre by reason only that the document is available to the public. No deemed notice

(3) A Centre or a guarantor of an obligation of a Centre may not assert against a person dealing with the Centre or with a person who has acquired rights from the Centre that, Indoor management rule

(a) this Act, an order in council, a direction of the Lieutenant Governor in Council or the Minister, the policies of the Government of Ontario, or the by-laws of the Centre have not been complied with;

(b) a person held out by a Centre as a director, an officer or an agent of a Centre has not been duly appointed or has no authority to exercise the powers and perform the duties that are the customary business of the Centre or usual for such director, officer or agent;

(c) a document issued by any director, officer or agent of a Centre with actual or usual authority to issue the document is not valid or not genuine,

except where the person has or ought to have, by virtue of a position with or relationship to the Centre, knowledge to that effect.

11.—(1) A Centre may engage such persons as are considered necessary from time to time for the proper conduct of the affairs of the Centre. Staff

(2) A Centre may make use of such services and facilities, including the services of a public servant on secondment, as are provided to it by a ministry, board, commission or agency of the Government of Ontario. Use of Government facilities

12.—(1) A Centre shall have a seal, which shall be adopted by a resolution or by-law of the Board. Seal

(2) The fiscal year of a Centre begins on the 1st day of April in each year and ends on the 31st day of March in the following year. Fiscal year

Annual
report

13.—(1) A Centre shall, after the close of each fiscal year, deliver to the Minister an annual report upon the affairs of the Centre signed by the chairman of the Board and one other director, and the Minister shall submit the report to the Lieutenant Governor in Council.

Additional
reports

(2) In addition to making an annual report under subsection (1), a Centre shall promptly upon request deliver to the Minister such other reports on its affairs as the Minister from time to time may require.

Contents
of annual
report

(3) At least in every second annual report made under subsection (1), a Centre shall report to the Minister on whether or not it should continue in existence.

Idem

(4) Subject to subsection 3 (2), where a Centre reports under subsection (3) that it should not continue in existence, it shall also recommend the most expeditious means by which its business and affairs may be terminated.

Annual
report

14. The Minister shall, after the close of each fiscal year, submit to the Lieutenant Governor in Council an annual report upon the affairs of the Centres, which shall include their audited financial statements, and shall then lay the report before the Assembly if it is in session or, if not, at the next ensuing session.

Audit

15. The accounts and financial transactions of a Centre shall be audited annually, and reports of the audit shall be made to the Centre and to the Minister.

Crown agency
R.S.O. 1980,
c. 106

16. A Centre is a Crown agency within the meaning of the *Crown Agency Act*.

Commence-
ment

17. This Act comes into force on the day it receives Royal Assent.

Short title

18. The short title of this Act is the *Technology Centres Act, 1982*.