

THE CONVENTION CENTRE CORPORATION

DRAFT

ACT

BILL 114 - CHAPTER 7

(AS AMENDED TO APRIL 27, 2004)

Fourth Session, Twenty-Ninth
Legislature, 21 Elizabeth II, 1972

BILL 114

The Convention Centre Corporation Act

DRAFT

Received and Read the First Time.

Second Reading.

Third Reading

Mr. Shafransky

(Includes all amendments assented to July 5, 1994)

BILL 114

THE CONVENTION CENTRE CORPORATION ACT

CHAPTER 7

DRAFT

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

Definitions.

1 In this Act,

(a) "board" means the board of directors referred to in section 11;

(b) "members" means those people nominated pursuant to section 11, to be directors of the corporation.

(c) "officers" means those directors elected by the board to the executive committee.

(d) "convention centre" means the **Winnipeg Convention Centre** situated on land owned by The City of Winnipeg, within the area bounded by Edmonton Street, by York Avenue, by Carlton Street, and by St. **Mary** Avenue, and used or held for the purposes of the convention centre, and includes all buildings, structures, walks, gardens and open spaces situated thereon and pertaining to the **Winnipeg Convention Centre**;

(e) "corporation" means The Convention Centre Corporation.

Continuation.

2 The persons who are members of the board are continued as a body corporate under the name: "The Convention Centre Corporation".

Object.

3 The object of the corporation is to operate and promote the Winnipeg Convention Centre.

No pecuniary gain.

4(1) The corporation shall be carried on without the purpose of gain for its members.

Disposal of Profits

4(2) Any profits or other accretions to the corporation shall be used in promoting its objects and no part of the income of the corporation shall be payable to, or otherwise available for the personal benefit of any member as such of the corporation.

General Powers.

5 In addition to the powers vested in the corporation under The Interpretation Act and any other Act of the Legislature, the corporation may

(a) promote, establish, own, maintain, organize, operate, conduct, and manage a convention centre and other buildings and facilities for the promotion of The City of Winnipeg as a North American convention centre;

(b) acquire by purchase, lease, or otherwise howsoever, build, erect, lay out, prepare, maintain, provide, own and operate parks, grounds, grand or other stands, booths, garages, sheds, refreshment rooms, and other erections, buildings, and conveniences, whether of a permanent or temporary nature, and use them, or permit them or any part thereof to be used, on such terms as the corporation sees fit, for any purposes, public or private, and in particular, for any kind of conventions and other public gatherings, or meetings or exhibitions and performances;

(c) charge to, and collect from, the public rentals, charges, entrance and other fees for conventions, gatherings, meetings, exhibitions, performances, shows, entertainments, meetings, and for any of the activities of the corporation;

(d) draw, make, accept, endorse, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable or transferable instruments;

(e) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with, all or any part of its property and rights;

(f) acquire, hold, improve, alienate, and convey, real estate requisite for the carrying on of the business corporation;

(g) sell or dispose of the undertaking of the corporation, or any part thereof, for such consideration as the corporation thinks fit, and in particular, for shares, debentures, or securities, of any other company having objects altogether or in part similar to those of the corporation;

(h) carry on any other business that seems, to the corporation, capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of, or render profitable, any of the property or rights of the corporation;

(i) enter into any arrangement with any authorities, public, private, governmental, municipal, local or otherwise, that seems conducive to the objects of the corporation, or any of them, and obtain from any such authority, any rights, privileges, and concessions that the corporation thinks it desirable to obtain, and carry out, exercise, and comply with, any such arrangement, rights, privileges and concessions;

(j) purchase, take on lease or in exchange, hire, or otherwise acquire, any personal property and any rights or privileges that the corporation thinks necessary or convenient for the purposes of its business;

(k) apply for, secure, acquire by assignment, transfer, purchase, or otherwise, and exercise, carry out, and enjoy any charter, license, power, authority, franchise, concession, right, or privilege, that any government or authority or any corporation or other public body is empowered to grant, and pay for, aid in, and contribute towards carrying it into effect;

DRAFT

(l) receive gifts, donations and grants of money and other property from, and make gifts, donations and grants of money or other property to, a person, firm, corporation, association, or government for the purpose of enabling the corporation to carry out and attain the purposes of this Act;

(m) carry on all or any of the objects of the corporation as principal, agent, contractor, or otherwise, and either alone or in conjunction with others;

(n) do all such other things as are incidental or conducive to the attainment of the objects of the corporation.

Borrowing powers.

6(1) With the approval of the Council of The City of Winnipeg, the corporation, upon terms and conditions determined by the corporation may,

(a) issue bonds, debentures, debenture stock or other securities of the corporation, and pledge or sell them for such sums, and at such prices, as are deemed expedient;

(b) from time to time, borrow or raise money for temporary purposes by way of overdraft, line of credit, or loan, or otherwise upon the credit of the corporation from a bank, in such amounts not exceeding in the aggregate the sum of **two hundred and fifty thousand dollars ($250,000.00)** of principal outstanding at any one time, and for such periods, as are deemed expedient;

(c) hypothecate, mortgage, or pledge the real or personal property of the corporation, or both, to secure any such bonds, debentures, debenture stock or other securities, and any money borrowed from the bank.

Guarantee.

6(2) The City of Winnipeg, may on such terms as may be approved by the Council of the City of Winnipeg, guarantee the payment of all or any of the borrowings of the corporation, and of the interest thereon, under this section.

Officers and Employees.

7 The corporation may appoint and employ such officers and employees as it deems necessary for the purpose of carrying out its duties and functions.

Ownership.

8(1) The ownership of the convention centre is vested in the corporation.

Self-Supporting Business.

8(2) The corporation shall manage and operate the convention centre as a self-supporting business.

DRAFT

Management.

8(3) The Council of The City of Winnipeg may direct that the corporation turn over the management and operation of any part of the convention centre to The City of Winnipeg or its nominees if the Council of The City of Winnipeg so considers fit; and the corporation shall comply with the direction.

Re-acquisition.

8(4) The Council of The City of Winnipeg may direct that the corporation transfer or otherwise re-convey to The City of Winnipeg or its nominees, without receiving any consideration therefore, all or any portion of the assets and undertaking of the corporation, if the Council of The City of Winnipeg so considers fit; and the corporation shall comply with the direction.

DRAFT

Exemption from Taxation.

9(1) Notwithstanding any other Act of the Legislature, the corporation and the convention centre and the land described in section 1 are not liable to taxation or to be taxed by The City of Winnipeg, whether for municipal purposes, school purposes, or local improvements, or other purposes.

Non-application of subsection (1).

9(2) Subsection (1) does not apply to a tax imposed on a person attending a performance, exhibition or display in the convention centre and based on the amount of fee or charge paid by the person in respect of his attendance.

No Grants in Lieu of Taxes.

9(3) Notwithstanding any other Act of the Legislature, the government shall not make any grant in lieu of taxes to The City of Winnipeg in respect of the convention centre.

Grant in lieu of taxes.

9(4) The corporation shall, in each year, pay to The City of Winnipeg, a grant in lieu of taxes calculated by the city assessor as an amount equal to the amount assessable in that year against the occupiers of the convention centre and the land described in section 1 in accordance with subsections 155(1) and 158(11) of The City of Winnipeg Act.

Exemption from Municipal Tax.

9(5) Where, in any year, the corporation pays a grant in lieu of taxes under subsection (4), the occupiers of the convention centre and the land described in section 1 are exempt in that year from the payment of any tax assessed or levied against them under subsection 155(1) and 158(11) of The City of Winnipeg Act.

Members.

10(1) The persons appointed by the Lieutenant Governor in Council, as well as the persons appointed by the Council of The City of Winnipeg as members, from time to time, shall always be included as members of the corporation.

Powers of board as to memberships.

10(2) The number and qualifications of members, the conditions of, rights, obligations, circumstances, and manner of entry into and termination of membership shall be such as may be determined, from time to time, by bylaw of the board of directors hereinafter referred to.

Directors.

11(1) Subject to subsection (2), the property, business, and affairs of the corporation shall be managed by a board of directors consisting of **fifteen (15)** members of the Corporation.

DRAFT

Change in numbers of directors.

11(2) The corporation may, from time to time, in general meeting, increase or decrease the number of directors; and it may also determine in what rotation any such increased or reduced number is to go out of office.

Qualifications.

11(3) Any person over the age of eighteen years and normally resident in The City of Winnipeg is eligible for election as a director of the corporation.

City of Winnipeg nominees.

11(4) **Repealed**

Directors.

11(5) Until otherwise determined under this Act, the board shall comprise the following members of the Corporation:

(a) **two persons** of the Council of The City of Winnipeg, appointed annually by the Council of The City of Winnipeg;

(b) seven persons from The City of Winnipeg, appointed by the Council of The City of Winnipeg;

(c) **four persons** appointed by the board; and

(d) two persons appointed by the Lieutenant Governor in Council.

Term of councillors.

11(6) Directors who are appointed under clause (5)(a) shall be appointed to hold office for a term of one year.

Term of other directors.

11(7) Except as provided in subsections (6) and (11), every director shall be appointed to hold office for a term of two years.

Incomplete term of office.

11(8) A successor shall be appointed to replace a director for the remainder of his or her term of office, if the director is unable or unwilling to complete that term.

Maximum consecutive years of service.

11(9) Except as provided in subsection (10).

a) a director appointed under clause (5)(a) is eligible to serve on the board for a maximum of six consecutive years; and

b) a director appointed under clause (5)(b), (c) or (d) is eligible to serve on the board for a maximum of three consecutive terms or six consecutive years, whichever is less.

DRAFT

Reappointment after period of absence.

11(10) A member or person who has served the maximum consecutive years of service as a director is eligible to be reappointed as a director after a period of absence from the board of one term.

Transitional: staggered terms of appointment.

11(11) **Repealed**

Transitional: present directors.

11(12) **Repealed**

NOTE: *A new "Transitional" section to be implemented after consultation with counsel for the corporation and the legislative counsel at the time of passing the amendments to this act.*

No personal liability.

12 No member of the corporation, or of the board, or any officer, for the time being of the corporation, is personally liable or answerable for any debt, liability, or obligation of the corporation, or in respect of any act or omission of the corporation, its directors, officers, employees, servants or agents, or for any other loss or damages whatsoever, which may occur in the execution of the duties of his respective office or in any relation thereto.

Passing of bylaws.

13(1) The board may make such bylaws, rules and regulations, not contrary to law, as it deems necessary or advisable for the due carrying out of the purposes and objects of the corporation; and, without restricting the generality of the foregoing, may make bylaws, rules and regulations, not contrary to law, with respect to

(a) the adoption of a common seal;

(b) the appointment, functions, duties, and removal of all officers, servants, and agents of the corporation and their remuneration;

(c) the election or appointment of directors and their term of office;

(d) the time and place of the calling and holding of all meetings of the board of the corporation, and the quorum and the procedure in all things to be followed at such meetings; and

(e) the conduct in all other particulars of the affairs of the corporation;

Effect of bylaws.

13(2) Subject to subsection (3), every bylaw, rule, and regulation, and every repeal, amendment, or re-enactment, made subsequent to any annual **general** meeting of members, shall have force and effect until the next ensuing **annual general meeting of the members** of the Corporation and, in default of confirmation thereat, shall at and from that time cease to have validity, force or effect.

DRAFT

Rights of members preserved.

13(3) Nothing herein detracts from the rights, powers, and privileges of the members in general meeting to make such bylaws, rules, or regulations with respect to any of the affairs of the corporation as the members see fit.

Head Office.

14 The head office of the corporation shall be in The City of Winnipeg.

Audit.

15(1) The corporation shall cause an annual audit of its accounts to be made at least once in every fiscal year by an independent auditor who shall be a chartered accountant, and who shall be appointed at the annual meeting of the members of the corporation.

Assistance to auditor.

15(2) The board shall give full information to the auditor and permit necessary inspections to enable the audits to be made, and shall cause a certified statement of each audit, showing the receipts and expenditures of the corporation for the proceeding fiscal year and investments, if any, held by the corporation at a time of the audit for that year, to be laid before the first meeting of the members of the corporation held after completion of that audit, and to be published in a newspaper published in The City of Winnipeg.