

A pharmacist may, inside a pharmacy, indicate on a fixed sign the price of a medicine referred to in the first paragraph, provided that the price includes the fees charged for filling or renewing a prescription for the medicine. The sign must also indicate the professional services included in the fees.”

18. Section 5.09 is amended

(1) by replacing “allows the advertisement on his behalf of a non-prescription medicine,” in the part preceding subparagraph 1 of the first paragraph by “permits the advertising of a non-prescription medicine on his behalf or on behalf of the joint-stock company or partnership of pharmacists within which he practises;”;

(2) by replacing “advertisement” in subparagraphs 1, 2 and 3 of the first paragraph by “advertising”.

19. Section 5.10 is amended

(1) by striking out “or a partnership of pharmacists”;

(2) by replacing “de sa pharmacie” in the French text by “de la pharmacie”;

(3) by replacing “relatifs” in the French text by “concernant”.

20. Section 5.11 is amended

(1) by striking out “or a partnership of pharmacists”;

(2) by striking out “or itself”.

21. Section 5.12 is amended

(1) by striking out “or a partnership of pharmacists”;

(2) by inserting “including advertising by the joint-stock company or partnership of pharmacists in which the pharmacist has an interest,” after “in its original form,”.

22. The following is inserted after section 5.12:

“**5.13.** A pharmacist who practises within a joint-stock company or partnership of pharmacists must ensure that advertising by the joint-stock company or partnership conforms to the rules set out in this Division.”.

23. The following is added after section 6.02:

“**6.03.** A pharmacist may use or permit the use of the graphic symbol of the Order in the pharmacist’s advertising or in the advertising of the joint-stock company or partnership of pharmacists within which the pharmacist practises to the extent that the symbol is not represented in a manner that gives the impression that the advertising comes from the Order.

A pharmacist may not permit the use of the Order’s graphic symbol by a joint-stock company or partnership of pharmacists that does not meet the requirements of section 27 of the Pharmacy Act and the requirements of the Regulation respecting the practice of pharmacy within a joint-stock company or a partnership.”.

24. This Regulation comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec*.

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Draft Regulation

Professional Code
(R.S.Q., c. C-26)

Pharmacists — Practice of pharmacy within a partnership or a joint-stock company

Notice is hereby given in accordance with sections 10 and 11 of the Regulations Act (R.S.Q., c. R-18.1) that the Regulation respecting the practice of pharmacy within a partnership or a joint-stock company, the text of which appears below, may be submitted to the Government for approval, with or without amendment, on the expiry of 45 days following this publication.

The draft Regulation contains provisions specifically intended to govern the terms and conditions on which pharmacists are authorized to practise within partnerships or joint-stock companies, in particular as concerns the administration of the partnership or joint-stock company and the holding of shares.

In accordance with Chapter VI.3 of the Professional Code, the conditions include the requirement for a pharmacist to maintain liability insurance to cover liability incurred by the partnership or joint-stock company arising from fault or negligence on the part of the pharmacist. Members will also have to provide the Order with the required information concerning the partnership or joint-stock company and maintain the information current.

The Regulation has no impact on businesses.

Further information may be obtained by contacting Pierre Ducharme, Secretary General of the Ordre des pharmaciens du Québec, 266, rue Notre-Dame Ouest, bureau 301, Montréal (Québec) H2Y 1T6; telephone: (514) 284-9588 or 1 800 363-0324; fax: (514) 284-2285.

Any person having comments to make on the matter is asked to send them before the expiry of the 45-day period to the Chair of the Office des professions du Québec, 800, place D'Youville, 10^e étage, Québec (Québec) G1R 5Z3. The comments will be forwarded by the Office to the Minister responsible for the administration of legislation respecting the professions and may also be sent to the professional order that has made the Regulation and to interested persons, departments and bodies.

GAÉTAN LEMOYNE,
*Chair of the Office des
professions du Québec*

Regulation respecting the practice of pharmacy within a partnership or a joint-stock company

Professional Code
(R.S.Q., c. C-26, s. 93, pars. *g* and *h*, and s. 94, par. *p*)

DIVISION I GENERAL

1. Pharmacists may carry on their professional activities within a joint-stock company or limited liability partnership within the meaning of Chapter VI.3 of the Professional Code (R.S.Q., c. C-26) provided the following terms and conditions and restrictions set out in this Regulation are met.

Pharmacists must at all times ensure that the company or partnership allows them to comply with the Pharmacy Act (R.S.Q., c. P-10), the Professional Code and the regulations made under that Act or that Code.

DIVISION II CONDITIONS

§1. *Limited liability partnership*

2. A pharmacist may practise pharmacy within a limited liability partnership provided the following conditions are met at all times:

(1) the partnership is constituted exclusively for the practice of pharmacy and all the shares in the partnership are held by pharmacists;

(2) all the shares of a partner are automatically and mandatorily redeemed by the other partners or the partnership in accordance with the terms and conditions set out in the contract of partnership if

(a) the partner dies, ceases to be a pharmacist, becomes bankrupt or makes an assignment of property for the benefit of all the creditors;

(b) the partner is under protective supervision and as a consequence is struck from the roll of the Order; or

(c) a movable security charged on the partner's shares is realized or the shares are seized as movable property and release from such realization, security or seizure is not obtained within 30 days;

(3) no share or part thereof is transferred to any person who is not a pharmacist;

(4) the management of the partnership is under the responsibility of a pharmacist; and

(5) the pharmacist has provided for professional liability coverage conforming to Division V on behalf of the partnership.

3. A pharmacist who is a partner or officer within the partnership must ensure that the contract constituting the partnership contains the conditions set out in section 2. The pharmacist must also ensure that the written contract constituting the partnership or allowing the continuance of the general partnership as a limited liability partnership contains the following particulars:

(1) the full name, status and home address of all partners, the number of their permit issued by the Order and the address of the head office of the partnership;

(2) the date of constitution of the partnership or, as the case may be, of continuance of the existing general partnership as a limited liability partnership; and

(3) the name of the partnership, which must comply with the requirements of section 187.13 of the Professional Code, section 25 of the Pharmacy Act and section 13 of the Regulation respecting the keeping of pharmacies, approved by Order in Council 57-94 dated 10 January 1994 (1994, *G.O.* 2, 694).

§2. Joint-stock company

4. A pharmacist may practise pharmacy within a joint-stock company provided the following conditions are met at all times :

(1) the company is constituted exclusively for the practice of pharmacy ;

(2) the name of the company does not consist of a designating number and includes only the name of one or more shareholder pharmacists, preceded by the word “pharmacie”, followed by the word “pharmacien(s)” or “pharmacienne(s), in accordance with the requirements of section 25 of the Pharmacy Act and section 13 of the Regulation respecting the keeping of pharmacies ;

(3) the company does not use any assumed name ;

(4) every director, manager or officer of the company is a pharmacist ;

(5) no powers of the board of directors are delegated or entrusted to a person who is not a pharmacist holding shares in the company ;

(6) the shares of the capital stock of the company are held and are the exclusive property of pharmacists and at no time are held in trust in a nominee account or in the name of a mandatary ;

(7) no shareholder votes or transfers his or her shares of the capital stock of the company according to the instructions or in favour of one or more persons who are not pharmacists holding shares in the company, or transfers to such persons the voting rights attached to the shares, by proxy or otherwise ;

(8) no person votes by proxy at the meetings of shareholders, unless the mandatary is a pharmacist holding shares in the company ;

(9) where the company has several shareholders, all the shares of a shareholder are automatically and mandatorily redeemed by the other shareholders or the company in accordance with the terms and conditions set out in a shareholder agreement if

(a) the shareholder dies, ceases to be a pharmacist, becomes bankrupt or makes an assignment of property for the benefit of all the creditors ; or

(b) the shareholder is under protective supervision and as a consequence is struck from the roll of the Order ; and

(10) the pharmacist has provided for professional liability coverage conforming to Division V on behalf of the company.

A pharmacist who is a shareholder, director or officer of the company must ensure that the agreement between the shareholders of the company contains the clause mentioned in subparagraph 9 of the first paragraph and that the other conditions set out in the first paragraph appear in the articles of the company.

5. Despite subparagraph 5 of the first paragraph of section 4, if a pharmacist is the sole shareholder of the company, the following provisions apply :

(1) if the pharmacist dies, the heir, liquidator or trustee of the succession may, in that capacity, hold the shares of the deceased shareholder for a period of 3 years if the company places all the company’s pharmacies under the personal supervision of a pharmacist ;

(2) if the pharmacist is placed under protective supervision, the tutor or curator may, in that capacity, be the registered holder of the shareholder’s shares for a period of 3 years if the company places all the company’s pharmacies under the personal supervision of a pharmacist ; or

(3) if the pharmacist becomes bankrupt or makes an assignment of property for the benefit of all the creditors, or if a movable security charged on the shares is realized or the shares are seized as movable property, the provisional custodian, the interim receiver, the trustee in bankruptcy, the secured creditor, the seizing creditor or the mandatary may hold the shares until the liquidation is closed or the shares are sold, if the company places all the company’s pharmacies under the personal supervision of a pharmacist.

DIVISION III DECLARATIONS

6. A pharmacist wishing to practise within a partnership or company referred to in section 1 must, before the commencement of the partnership’s or company’s activities, file a declaration under oath with the Order on a form furnished by the Order and that contains

(1) the name of the partnership or company and the registration number assigned by the competent authority ;

(2) the juridical form of the partnership or company ;

(3) where applicable, the date on which the general partnership will become a limited liability partnership ;

(4) the address of the head office and of the places of business in Québec;

(5) a list of all the partners and shareholders, directors and officers, their name, home address and the number of their permit issued by the Order;

(6) the designation, from among the partners or shareholders, of a representative and confirmation from the representative that he or she accepts the mandate, undertakes to ensure the accuracy of the information provided to the Order and to immediately notify the Order of the termination of the mandate; and

(7) confirmation from the partners, shareholders and directors that

(a) the documents filed with the declaration are true to the originals, have not been modified in any manner and that the information therein is complete and accurate; and

(b) all issued and outstanding shares are held in compliance with this Regulation.

7. The declaration required under section 6 must be signed by all the pharmacists who are partners, shareholders, directors or officers of the partnership or company and be filed with the following documents and the fees prescribed by section 11:

(1) in the case of a limited liability partnership, a copy of the agreement referred to in the first paragraph of section 187.15 of the Professional Code and of the contract referred to in paragraph 2 of section 2, and a copy of any amendment to the agreement or contract; or

(2) in the case of a joint-stock company, a copy of the articles of incorporation, of amendments to the articles and, where applicable, a copy of the shareholder agreement.

The declaration must be renewed every 3 years or whenever requested by the syndic, the assistant syndic, an inspector, an investigator, the secretary or other representative of the Order.

8. The representative must be appointed from among the partners or shareholders, and is to have a mandate

(1) to reply to requests made by the syndic, the assistant syndic, an inspector, an investigator, the secretary or any other representative of the Order;

(2) to provide the documents that pharmacists are required to send to the Order under the Pharmacy Act, the Professional Code and the regulations made thereunder; and

(3) to receive all correspondence from the Order, including any notice of non-compliance addressed to the partnership or company or to a pharmacist.

The representative accepting the mandate must ensure the accuracy of all information provided to the Order and immediately notify the Order of the termination of the mandate. Should the representative fail to notify the Order, a pharmacist, partner or shareholder must send that notice to the Order.

9. To retain the right to practise within a partnership or company, the partners, shareholders, directors and officers must update the information and documents filed pursuant to sections 6 and 7, except the home address of the partners, shareholders, directors and officers.

The representative must file with the secretary of the Order, within 30 days of any change, an amending declaration under oath describing the amendment, accompanied where applicable by the documents attesting to the amendments, and by the fees prescribed by section 11.

The amending declaration and accompanying documents stand in lieu of the declaration referred to in paragraph 3 of section 187.11 of the Professional Code.

10. Where an amendment is made to add a pharmacist as a partner or shareholder, the pharmacist must also sign the amending declaration, which in such a case must contain the designation and confirmation referred to in subparagraphs 6 and 7 of the first paragraph of section 6.

11. The fees payable to the Order are \$500 for the declaration required by section 6 and \$300 for the amending declaration to be filed pursuant to section 9.

DIVISION IV OTHER TERMS AND CONDITIONS AND RESTRICTIONS

12. On a general partnership being continued as a limited liability partnership, or on a limited liability partnership or joint-stock company being constituted, the pharmacist must inform his or her clients of the consequences associated with the nature of the partnership or company as regards the pharmacist's professional liability and the liability of the partnership or company.

To that end, the pharmacist must post in a conspicuous place inside the pharmacy a notice containing the information referred to in the first paragraph for a period of at least 90 days following the date of continuance or constitution.

13. A provisional custodian, an interim receiver, a curator, a trustee in bankruptcy, a liquidator, a bank holding security, a hypothecary or prior creditor or their mandataries may administer the property of a partnership or company until the liquidation or realization is completed, by placing the property under the personal supervision of a pharmacist,

(1) if the partnership or company becomes bankrupt, makes an assignment of property or is liquidated or dissolved; or

(2) upon realization on a security under section 427 of the Bank Act (S.C. 1991, c. 46), a hypothec or a prior claim.

14. The pharmacist or the representative must immediately inform the Order of the dissolution, assignment of property, bankruptcy, voluntary or forced liquidation of the partnership or company or any other cause likely to prevent the partnership or company from carrying on its activities.

15. A pharmacist immediately ceases to be authorized to practise within a partnership or company if the pharmacist no longer meets any of the terms and conditions or restrictions set out in this Regulation or in Chapter VI.3 of the Professional Code.

DIVISION V **PROFESSIONAL LIABILITY COVERAGE**

16. To be authorized to practise in accordance with this Regulation, a pharmacist practising within a partnership or company must furnish and maintain security on behalf of the partnership or company by contributing to the Fonds d'assurance responsabilité professionnelle de l'Ordre des pharmaciens du Québec, against liabilities of the partnership or company arising from fault or negligence on the part of the pharmacist in the practice of the profession within the partnership or company.

The security must contain the following minimum conditions as regards any and all claims and damages covered:

(1) an undertaking by the insurer to pay in lieu of the partnership or company, over and above the amount of security to be furnished by the pharmacist pursuant to the Règlement sur la souscription obligatoire au Fonds d'assurance de la responsabilité professionnelle de l'Ordre des pharmaciens du Québec, approved by the Office des professions du Québec as stated in a notice published in the *Gazette officielle du Québec* of 16 August

2000, up to the amount of the security, any amount that the partnership or company may be legally bound to pay to an injured third person on a claim arising from fault or negligence on the part of the pharmacist in the practice of the profession within the partnership or company;

(2) an undertaking by the insurer to take up the cause of the partnership or company and defend it in any lawsuit against it and to pay all amounts related to the inquiry, defence and interest on the amount of the security; and

(3) an amount of at least \$1,000,000 per claim and \$2,000,000 for all claims filed against the partnership or company during a 12-month coverage period.

17. This Regulation comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec*.

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