

(2) has not been found guilty by the committee on discipline of the Order or the Professions Tribunal or been required to complete a refresher course or period of refresher training or had his right to engage in professional activities restricted or suspended or been struck off the roll by the Bureau pursuant to a provision of the Professional Code, within the past five years.

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

7861

Draft Regulation

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

Land surveyor — Practice of the profession 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 the land surveying profession within a partnership or a joint-stock company”, made by the Bureau of the Ordre des arpenteurs-géomètres du Québec, may be submitted to the Government which could approve it with or without amendment, on the expiry of 45 days following this publication.

The draft Regulation contains specific provisions to set the terms and conditions authorizing the practice of the land surveying profession within a partnership or joint-stock company, alone or with members of certain professional orders governed by the Professional Code (R.S.Q., c. C-26), in particular as regards the management of the partnership or joint-stock company and the holding of shares or units. Special rules are made for partnerships or joint-stock companies which are exclusively land surveying partnerships or joint-stock companies.

In accordance with Chapter VI.3 of the Professional Code, the conditions proposed include the obligation to subscribe liability insurance for the partnership or joint-stock company to cover faults or negligence on the part of the partners in the practice of the profession within the partnership or joint-stock company. The partners must also provide the Order with the required information on the partnership or joint-stock company and keep it up-to-date.

The Ordre des arpenteurs-géomètres du Québec foresees no impact on enterprises, including small and medium-sized businesses.

Further information may be obtained by contacting Luc St-Pierre, Director General and Secretary, Ordre des arpenteurs-géomètres du Québec, 2954, boulevard Laurier, bureau 350, Québec (Québec) G1V 4T2; telephone: 418 656-0730 or 1 800 243-6490; fax: 418 656-6952.

Any interested person having comments to make 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 sent by the Office to the Minister responsible for the administration of legislation respecting the professions; they may also be sent to the professional order which adopted the Regulation and to interested persons, departments and bodies.

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

Regulation respecting the practice of the land surveying profession 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*)

CHAPTER I GENERAL

1. Land surveyors may practise 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) alone or with one or more members of a professional order governed by the Professional Code and listed in the Schedule.

2. Land surveyors may practise within a partnership or a joint-stock company referred to in section 1 provided the following conditions are met at all times:

(1) more than 50% of the voting rights attached to the shares of the joint-stock company, the status of partner or units of the limited liability partnership are held by the following persons or trust patrimonies, or a combination thereof:

(a) one or more members of a professional order governed by the Professional Code and listed in the Schedule or persons governed by an Act of another Canadian province recognizing them and subjecting them to similar rules;

(b) a joint-stock company where at least 90% of the voting rights attached to the shares are held by one or more persons referred to in subparagraph *a*; or

(c) a trust whose trustees are persons referred to in subparagraph *a*; and

(2) a majority of the directors of the board of directors of the joint-stock company or of the partners or directors of the limited liability partnership are persons referred to in subparagraph *a* of paragraph 1. To constitute a quorum at a meeting of the board of directors of a partnership or joint-stock company, a majority of the members present to act on its behalf must be persons referred to in subparagraph *a* of paragraph 1.

Land surveyors must ensure that the conditions listed in the first paragraph appear in the articles of the joint-stock company or in the contract of the limited liability partnership and that the documents stipulate that the partnership or joint-stock company is constituted for the purposes of the carrying on of professional activities.

3. Land surveyors may practice within a partnership or a joint-stock company referred to in section 1 that holds itself out exclusively as a partnership or joint-stock company of land surveyors, provided the following conditions are met at all times:

(1) more than 50% of the voting rights attached to the shares of the joint-stock company, the status of partner or units of the limited liability partnership are held by the following persons or trust patrimonies, or a combination thereof:

(a) a land surveyor or land surveyors;

(b) a joint-stock company where at least 90% of the voting rights attached to the shares are held by one or more land surveyors practising, in all cases, within the joint-stock company; or

(c) a trust all the trustees of which are land surveyors practising, in all cases, within the partnership or joint-stock company; and

(2) a majority of the directors of the board of directors of the joint-stock company or of the partners or directors of the limited liability partnership are land surveyors practising within the partnership or joint-stock company. To constitute a quorum at a meeting of the board of directors of a partnership or joint-stock company, a majority of the members present to act on its behalf must be land surveyors; and

(3) the chair of the board of directors of the joint-stock company or the person performing similar functions in a limited liability partnership is a partner or shareholder with voting rights and a land surveyor.

Land surveyors must ensure that the conditions listed in the first paragraph appear in the articles of incorporation of the joint-stock company or in the contract constituting the limited liability partnership and that the documents stipulate that the partnership or joint-stock company is constituted for the purposes of the carrying on of professional activities.

4. A land surveyor may practise within a partnership or a joint-stock company if the land surveyor

(1) provides the Order with a written document from a competent authority certifying that the partnership or joint-stock company is covered by security in compliance with Chapter II;

(2) provides the Order, if the land surveyor practises within a joint-stock company, with a written document from the competent authority certifying the existence of the joint-stock company;

(3) provides the Order, where applicable, with a certified true copy of the declaration from the competent authority stating that the general partnership has been continued as a limited liability partnership;

(4) provides the Order with a written document certifying that the partnership or joint-stock company has an establishment in Québec;

(5) provides the Order with an irrevocable written authorization from the partnership or joint-stock company within which the land surveyor practises allowing a person, committee, disciplinary body or tribunal referred to in section 192 of the Professional Code to obtain from a person any document listed in section 15 or a copy thereof; and

(6) pays a fee of \$150.

5. In addition, the land surveyor must send to the Order a sworn declaration, duly completed on the form provided by the Order, containing

(1) the partnership or joint-stock company name and any other names used in Québec by every partnership or joint-stock company within which the land surveyor practises and the registration number assigned to them by the competent authority;

(2) the legal form of the partnership or joint-stock company;

(3) the address of the head office of the partnership or joint-stock company and the addresses of its establishments in Québec;

(4) the professional activities carried on by the land surveyor within the partnership or joint-stock company;

(5) the land surveyor's name, home address and status within the partnership or joint-stock company;

(6) where the land surveyor practises within a joint-stock company, the names and home addresses of the directors of the joint-stock company and, where applicable, the professional order or equivalent to which they belong;

(7) where the land surveyor practises within a limited liability partnership, the names and home addresses of all the partners domiciled in Québec and, where applicable, the names and home addresses of the directors appointed to manage the affairs of the partnership, whether or not they are domiciled in Québec, as well as the professional order or equivalent to which they belong;

(8) a written document provided by the land surveyor certifying that the shares or units held and the rules of administration of the partnership or joint-stock company satisfy the conditions set out in this Regulation; and

(9) where applicable, the date on which the general partnership became a limited liability partnership.

6. In the case of a partnership or joint-stock company within which more than one land surveyor practises, a representative may act on behalf of all the land surveyors of the partnership or joint-stock company to satisfy the conditions set out in sections 4 and 5. The representative must be mandated by the land surveyors to reply to requests made pursuant to this Regulation by the syndic, an inspector, an investigator or any other representative of the Order and to provide any documents the land surveyors are required to submit.

In the case of a partnership or a joint-stock company referred to in section 3, a representative must be designated.

The representative must be a land surveyor and a partner or a director and shareholder of the joint-stock company with voting rights.

Except for paragraphs 4 and 5 of section 5, the representative must ensure the accuracy of the information given in the declaration.

7. A land surveyor is exempt from satisfying the conditions set out in sections 4 and 5 if a land surveyor or a representative of the partnership or joint-stock company within which the land surveyor is to practise has already provided the Order with the relevant information.

8. The documents referred to in paragraphs 1, 2 and 4 of section 4 and the declaration referred to in section 5 must be updated every year by the land surveyor or the representative of the partnership or joint-stock company by 31 March at the latest.

9. A land surveyor immediately ceases to be authorized to practise within a partnership or joint-stock company if at any time the land surveyor no longer satisfies the conditions set out in this Regulation or in Chapter VI.3 of the Professional Code.

10. A land surveyor or the representative of the partnership or the joint-stock company must immediately inform the secretary of the Order of the cancellation of the insurance coverage required by Chapter II, the striking off, dissolution, assignment of property, bankruptcy, voluntary or forced liquidation of the partnership or joint-stock company or any other cause likely to prevent the partnership or joint-stock company from carrying on its activities and any change in the information given in the declaration that is contrary to the conditions set out in section 2 or 3.

CHAPTER II PROFESSIONAL LIABILITY COVERAGE

11. To be authorized to practise in accordance with this Regulation, a land surveyor practising within a partnership or joint-stock company must furnish and maintain security on behalf of the partnership or joint-stock company by means of an insurance or suretyship contract or by joining a group plan contract entered into by the Order, or by contributing to a professional liability insurance fund established in accordance with section 86.1 of the Professional Code, against liabilities of the partnership or joint-stock company arising from fault or negligence on the part of the land surveyor in the practice of the profession within the partnership or joint-stock company.

12. The following minimum conditions for the security must be set out in a specific rider or contract:

(1) an undertaking by the insurer or surety to pay in lieu of the partnership or joint-stock company, over and above the amount of the security to be furnished by the land surveyor pursuant to the Ordre des arpenteurs-géomètres du Québec Liability Insurance Regulation,

approved by Order in Council 255-84 dated 1 February 1984 or the coverage taken out by a land surveyor if it is greater, up to the amount of the security, any sum that the partnership or joint-stock company may be legally bound to pay to an injured third person on a claim filed during the coverage period and arising from fault or negligence on the part of the land surveyor in the practice of the profession within the partnership or joint-stock company;

(2) an undertaking by the insurer or surety to take up the cause of the partnership or joint-stock company and defend it in any action against it and to pay, in addition to the amounts covered by the security, all legal costs of actions against the partnership or joint-stock company, including the costs of the inquiry and defence and interest on the amount of the security;

(3) an undertaking that the security extends to all claims submitted in the five years after the date on which a land surveyor in the partnership or joint-stock company dies, withdraws from the partnership or joint-stock company or ceases to be a member of the Order, in order to maintain coverage for the partnership or joint-stock company for fault or negligence on the part of the land surveyor in the practice of the profession within the partnership or joint-stock company;

(4) an undertaking that the security is at least \$1,000,000 per claim subject to a limit of the same amount for all claims filed against the partnership or joint-stock company within a 12-month coverage period;

(5) where a land surveyor is a sole practitioner and sole shareholder of a joint-stock company in which no other land surveyor is an employee, an undertaking that the security is at least \$500,000 per claim subject to a limit of the same amount for all claims filed against the joint-stock company within a 12-month coverage period; and

(6) an undertaking by the insurer or surety to provide the secretary of the Order with a 30-day notice of intent to cancel or not renew the insurance or suretyship contract or to amend the contract in such a manner as to affect a condition of this section.

13. The suretyship under this Division must be with a bank, savings and credit union, trust or insurance company that undertakes to provide the coverage required by section 12, waiving the benefit of division and discussion; the institution must be domiciled in Canada and maintain sufficient property in Québec to meet the coverage required under this Division.

CHAPTER III ADDITIONAL INFORMATION

14. On a general partnership being continued as a limited liability partnership or a joint-stock company being constituted, a land surveyor practising within a partnership or joint-stock company must, on the date of the occurrence, send a notice to his or her clients informing them of the nature and effects of the change of status of the partnership or joint-stock company, in particular with respect to the land surveyor's professional liability and that of the partnership or joint-stock company.

15. The documents for which the land surveyor obtains an authorization from the partnership or joint-stock company to communicate or obtain copies pursuant to paragraph 5 of section 4 are the following:

(1) if the land surveyor practises within a joint-stock company,

(a) the up-to-date register of the articles and by-laws of the joint-stock company;

(b) the up-to-date register of the securities of the joint-stock company;

(c) the up-to-date register of the shareholders of the joint-stock company;

(d) the up-to-date register of the directors of the joint-stock company;

(e) any shareholders' agreement and voting agreement and amendments;

(f) any agreement concerning a stock option with voting or other rights, even if they are conditional;

(g) the declaration of registration of the joint-stock company and any update; and

(h) the names and home addresses of the company's principal officers;

(2) if the land surveyor practises within a limited liability partnership,

(a) the declaration of registration of the partnership and any update;

(b) the partnership contract and amendments;

(c) the up-to-date register of the partners;

(d) where applicable, the up-to-date register of the directors; and

(e) the names and home addresses of the partnership's principal officers.

CHAPTER IV DESIGNATIONS

16. In addition to the mention required under section 187.13 of the Professional Code, a land surveyor who practises within a limited liability partnership is authorized to include in or after the limited liability partnership name the words “société de professionnels régie par le Code des professions” or the abbreviation “SPRCP”.

A land surveyor who practises within a joint-stock company is also authorized to include those words in or after the joint-stock company name or to use that abbreviation.

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

SCHEDULE

(ss. 1 and 2)

- Ordre professionnel des agronomes du Québec;
- Ordre professionnel des architectes du Québec;
- Ordre professionnel des arpenteurs-géomètres du Québec;
- Ordre professionnel des avocats du Québec;
- Ordre professionnel des évaluateurs agréés du Québec;
- Ordre professionnel des géologues du Québec;
- Ordre professionnel des ingénieurs du Québec;
- Ordre professionnel des ingénieurs forestiers du Québec;
- Ordre professionnel des notaires du Québec;
- Ordre professionnel des urbanistes du Québec.

7862

Draft Regulation

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

Physicians — Code of ethics — Amendments

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 to amend the Code of ethics of physicians”, adopted by the Bureau of the Collège des médecins du Québec on March 31, 2006, may be submitted to the government, which may approve it with or without amendment upon the expiry of 45 days following this publication.

According to the Collège des médecins du Québec, the main purpose of the draft regulation is to adapt certain rules of ethics to the realities of the practice of the medical profession within a partnership or a company as provided by the Regulation respecting the practice of the medical profession within a partnership or a company.

This draft notably amends the Code of ethics of physicians to prohibit the physician to accept any commission, rebate or material benefit except customary presents.

This draft also amends the Code of ethics of physicians to require the professional to introduce into any lease a statement certifying that the obligations arising from it comply with ethical standards and make that lease available at the Collège's request.

The Collège does not expect these amendments to have any impact on businesses, including small to medium-sized businesses.

Further information may be obtained by contacting Mre Christian Gauvin, Director at the Direction des services juridiques of the Collège des médecins du Québec, 2170, boulevard René-Lévesque Ouest, Montréal (Québec) H3H 2T8; telephone: 514 933-4441 or 1 888 633-3246; fax: 514 933-3276.

Any interested person having comments to make is requested to send them, before the expiry of the 45-day period, to the Chairman 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 governing the professions. They may