

Where a dentist carries on his professional activities within a limited liability partnership or a joint-stock company, the income resulting from the professional services that he has rendered within the foregoing entity and on the behalf thereof, then belongs to this limited liability partnership or joint-stock company, unless otherwise agreed upon.

**3.05.08.** The dentist shall not participate in any agreement whereby the nature and the extent of the professional expenditures may influence the quality of his practice.

In like manner, the dentist shall not participate in any agreement with another dental health care professional whereby the nature and the extent of the professional expenditures of the latter may influence the quality of his practice

Any agreement entered into by a dentist for the use of an immovable or a location for the carrying on of his professional activities shall be fully documented in writing and shall include a statement certifying that the obligations issuing therefrom respect the provisions of this Code as well as a clause authorizing the disclosure of this agreement to the Ordre des dentistes upon request.”

**5.** The Code is amended by inserting the following section after section 3.06.07:

“**3.06.08.** The dentist shall ensure that any person for whom he is liable in the carrying on of his profession shall not disclose to any third party the confidential information of which such person may be aware.”

**6.** The Code is amended by inserting the following section after section 3.09.11:

“**3.09.12.** The dentist who carries on his professional activities within a limited liability partnership or a joint-stock company shall not allow such entity by any means whatsoever to propagate false, deceitful, incomplete or misleading advertising.”

Articles 3.09.01 to 3.09.11 shall apply *mutadis mutandi* to the dentist who carries on his professional activities within a limited liability partnership or a joint-stock company.”

**7.** The Code is amended by inserting the following section after section 3.10.03:

“**3.10.04.** Where the dentist uses the graphic symbol of the Order for advertising purposes, he shall ensure that such advertising is not to be understood as advertising for the Order, nor that it engages the Order.”

**8.** The Code is amended by inserting the following subparagraphs after section 4.02.01:

“x) carrying on his professional activities within a limited liability partnership or a joint-stock company or having interests in such an entity with a person who, to the dentist’s knowledge, performs acts that prejudice the dignity of the dental profession;

y) carrying on his professional activities within a limited liability partnership or a joint-stock company, or having interests in such an entity, when a partner, shareholder, director, officer, or employee of such limited liability partnership or joint-stock company has been struck off the roll for more than 3 months or whose permit has been revoked, except insofar as the partner, shareholder, director, officer, or employee:

i. ceases to act in the performance of his duties as a director or officer within the limited liability partnership or joint-stock company within ten (10) days of the date on which the mandatory striking off or revocation of permit has become effective;

ii. ceases, if applicable, to attend any meeting of shareholders and to exercise his right to vote within ten (10) days of the date on which the mandatory striking off or revocation of permit has become effective;

iii. disposes of his voting shares or turns them over to a trustee within ten (10) days of the date on which the mandatory striking off or revocation of permit has become effective.”

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

7935

## Draft Regulation

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

### Dentists

#### — Practice of the dental profession within a limited liability 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 dental profession within a limited liability partnership or a joint-stock company”, made by the Bureau of the Ordre

des dentistes 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 dentist profession within a partnership or joint-stock company, in particular as regards the management of the partnership or joint-stock company and the holding of shares or units.

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 Ordre with the required information on the partnership or joint-stock company and keep it up-to-date.

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

Further information may be obtained by contacting Caroline Daoust, Director General and Secretary, Ordre des dentistes du Québec, 625, boulevard René-Lévesque Ouest, 15<sup>e</sup> étage, Montréal (Québec) H3B 1R2; telephone: 514 875-8511 or 1 800 361-4887; fax: 514 393-9248.

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<sup>e</sup> 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*

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## **Regulation respecting the practice of the dental profession within a limited liability partnership or a joint-stock company**

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

### **DIVISION I GENERAL**

**1.** A member of the Ordre des dentistes du Québec may, based upon the terms, conditions and restrictions set forth under this regulation, practise his profession within a limited liability partnership or a joint-stock company within the meaning of Division VI.3 of the Professional Code (R.S.Q., c. C-26).

A member who no longer satisfies one of the conditions set out in this Regulation or in Chapter VI.3 of the Professional Code, shall immediately cease to be authorized to practise the profession within a partnership or company.

**2.** If a person referred to under section 1 is struck from the roll for a period in excess of one month or has been the subject of a revocation of his professional permit, such person may not, during the period of being struck from the roll or having a revoked permit, hold either directly or indirectly any share(s) in the partnership or company.

During this period, such person may not hold the position of director, officer or representative of the partnership or company.

### **DIVISION II CONDITIONS FOR PRACTISING**

**3.** A member is authorized to carry on his professional activities within a partnership or company if the following conditions are respected at all times:

(1) The aggregate of voting rights attached to partnership or company shares is held:

(a) by at least one member of the Ordre;

(b) by a legal person, trust or any other enterprise whose voting rights attached to the shares of the partnership or company, or to equity shares or other entitlements are held wholly by at least one member of the Order;

(c) by both a person, a trust or other enterprise referred to under subsections *a* and *b*;

(2) In the case of a joint-stock company, the aggregate of non-voting shares is held by:

(a) by at least one member of the Order;

(b) by a relative, either by direct or indirect line of descent, of a member of the Order, who holds the shares referred under paragraph 1;

(c) by the spouse of a member of the Order, who holds the shares referred under paragraph 1;

(d) by a legal person, trust or any other enterprise whose voting rights attached to the shares of the partnership or company, or to equity shares or other entitlements are held wholly by a person referred to under subsections *a*, *b* or *c*;

(e) by both a person, a trust or other enterprise referred to under subparagraphs *a*, *b*, *c*, or *d*;

(3) Only members of the Order may be appointed to carry out management duties within the partnership or company, including, if applicable, the duty of a director, representative and officer;

(4) Share capital in the partnership or company may not be transferred without the consent of its board of directors;

(5) The conditions set out in subsections 1 to 4 hereunder are included in the articles of incorporation of the joint-stock company or stipulated in the contract creating the limited liability partnership and these documents also stipulate that this partnership or company is constituted for the purpose of carrying on professional activities.

To ensure the application of subparagraph 2 of the first paragraph, the word “spouse” designates a person bound to a member by marriage or civil union. A de facto spouse is deemed to be a spouse. A de facto spouse includes any person of the same or opposite gender of the member, who cohabits with the member and appears in public together as forming a couple, regardless of the duration of their cohabitation. If any controversy arises concerning the existence of their cohabitation, the latter is presumed when the person has been living for at least one year with the member, or from the time that such person and the member become the parents of a child.

**4.** A member may carry on his professional activities within a partnership or company if he provides prior to the exercising of his activities:

(1) The declaration referred to in section 5 along with a \$100.00 fee;

(2) A written document from a competent authority attesting that the partnership or company has taken out coverage in accordance with Division III;

(3) In the event that he practices within a joint-stock company, a written confirmation from a competent authority attesting to the existence of the joint-stock company;

(4) Where applicable, that he has provided a certified true copy of the declaration from the competent authority attesting to the continuance of the general partnership as a limited liability partnership;

(5) A written confirmation attesting that the partnership or company is duly registered in Quebec;

(6) A written confirmation attesting that the partnership or company maintains a place of business in Quebec;

(7) An irrevocable written authorization from the partnership or company within which the member practises, allowing a person, committee, disciplinary body, or tribunal referred to in section 192 of the Professional Code to obtain from any partner or shareholder any document referred to in section 13 or a copy thereof;

The member shall, however, be exempt from satisfying the conditions set out in the first paragraph if a respondent of the partnership or company with which he has become associated has already fulfilled these conditions with the Order.

**5.** The member shall complete a sworn statement duly completed on the form provided by the Order, which shall include the following information:

(1) The name of the partnership or company as well as those used in Québec by the partnership or company in which the member practises his profession and the business number granted by the competent authority for each of these partnerships or companies;

(2) The legal form of the partnership or company;

(3) The list of all member of the Order who practise within the partnership or company;

(4) His name, place of residence and the place where he mainly practises his profession;

(5) In the case where the member practises within a limited liability partnership, the addresses of the establishments in Québec of the partnership, while specifying the main address, the names and residential addresses of all partners, their percentage of shares as well as some indication of their managerial duties, if applicable;

(6) In the case where the member practises within a joint-stock company, the address of the company's corporate seat and its establishments in Québec, the names and residential addresses of all shareholders, their percentage of voting and non-voting shares as well as some indication of their duties as directors, representatives and officers, if applicable;

(7) A written confirmation provided by the member attesting that the holding of company or partnership shares and that the administrative rules of the partnership or company satisfy the conditions set out in this Regulation.

**6.** The member shall:

(1) Update and provide, before March 31 of each year, the declaration prescribed in section 5;

(2) Promptly notify the Order of any change in the coverage prescribed in division III or in the information given in the declaration prescribed in section 5 that might violate the conditions set out in section 3.

**7.** Where more than one member carries on professional activities within a partnership or company, one respondent and a substitute shall be appointed to act on behalf of all members practising therein in order to satisfy the conditions provided in sections 4 and 6.

The respondent and the substitute shall be members of the Order and carry on their professional activities in Québec within the partnership or company.

**8.** The respondent shall provide the information and documents that the member is required to transmit to the Order and respond to requests made by the syndic, an inspector, an investigator or any other Order representative.

The respondent shall receive all forms of communications from the Order addressed to the partnership or company.

### **DIVISION III** SECURITY AGAINST THE PROFESSIONAL FAULT OF PARTNERSHIP OR COMPANY MEMBERS

**9.** The member who carries on his professional activities within a partnership or company must furnish and maintain, for the partnership or company, security against the professional liability of the partnership or company that may arise from fault or negligence on the part of the member in the practice of his profession within the partnership or company, by contributing to the professional liability insurance fund of the Ordre des dentistes du Québec.

**10.** The security shall provide the following minimum conditions:

(1) An undertaking by the insurer to pay on behalf of the partnership or company, over and above the amount of coverage the member must take out in accordance with the Regulation respecting compulsory contribution to the professional liability insurance fund of the Ordre des dentistes du Québec, approved by order-in-council No. 1750-89 on November 15 1989 and up to the amount of the coverage, any amount that the partnership or company may be legally bound to pay to third parties on a claim made during the period of coverage and arising from the member's fault or negligence in the practice of his profession with 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 launched against it and to pay, in addition to the amounts covered by the liability insurance, all legal costs of lawsuits against the partnership or company, including the investigation and defence costs and interest on the amount of the coverage;

(3) An undertaking that the coverage shall be not less than \$1,000,000 per incident and shall be for all claims against the partnership or company in the course of a secured period of not more than 12 months, regardless of the number of members in the partnership or company;

(4) The coverage shall be at least \$1,000,000 per claim and for the aggregate of claims made against the partnership or company in a 12-month period of coverage;

### **DIVISION IV** NAME OF THE PARTNERSHIP OR COMPANY

**11.** The dentist who carries on his profession within a joint-stock company is authorized to include in or after its name the words "firm of professionals governed by the Professional Code" or the abbreviation "FPGPC".

**12.** The name of a limited liability partnership shall comply with section 187.13 of the Professional Code and section 36 of the Dental Act (R.S.Q., c. D-3).

#### SECTION V ADDITIONAL INFORMATION

**13.** The documents which the member has been authorized by the partnership or company to communicate or copy in accordance with subsection 7 of section 4 are as follows:

(1) If the member practises within a limited liability partnership:

- (a) the partnership agreement and amendments;
- (b) the declaration of registration and any update thereof;
- (c) the up-to-date register of partners;
- (d) the complete and up-to-date register and domicile of the partners carrying on the duties of management within the partnership or company;

(2) If the member practises within a joint-stock company:

- (a) the up-to-date register of the company's articles and by-laws;
- (b) the declaration of registration and any update thereof;
- (c) the complete and up-to-date register of securities;
- (d) any shareholder agreement, voting agreement and related amendments;
- (e) the up-to-date register of directors;
- (f) The name and domicile of the directors, representatives or officers of the partnership or company.

**14.** When a general partnership is continued as a limited liability partnership or when a joint-stock company is incorporated, the member of the Order shall, within 15 days of the continuation or the incorporation, publish a notice in a newspaper having general circulation in each place where the professional has a place of business. The notice shall specify the nature and consequences of the partnership's or company's change in status, particularly as concerns the member's professional liability and the liability of the partnership or company.

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

7934

### Draft Regulation

Nurses Act  
(R.S.Q., c. I-8)

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

#### Nurses

— **Terms and conditions for the issue of permits by the Ordre**  
— **Amendment**

Notice is hereby given, in accordance with the Regulations Act (R.S.Q., c. R-18.1), that the Bureau of the Ordre des infirmières et infirmiers du Québec passed the Regulation to amend the Regulation respecting terms and conditions for the issue of permits by the Ordre des infirmières et infirmiers du Québec.

The Regulation, the text of which is attached below, will be examined by the Office des professions du Québec pursuant to section 95 of the Professional Code. It will then be submitted, with the recommendation of the Office, to the Government which may approve it with or without amendment, upon the expiry of 45 days following this publication.

The purpose of the Regulation is to extend for a period of five years the application of the Regulation respecting the terms and conditions for the issue of permits by the Ordre des infirmières et infirmiers du Québec. According to the Bureau of the Ordre des infirmières et infirmiers du Québec, the object of the amendment is to maintain the current Regulation in force to allow the Bureau to complete its review of the regulations that pertain to admission to the profession.

The Bureau foresees the regulation will have no impact on businesses, in particular small and medium-sized businesses.

Further information concerning the Regulation may be obtained by contacting M<sup>c</sup> Carmelle Marchessault, Director, Legal Services Department, Ordre des infirmières et infirmiers du Québec, 4200, boulevard Dorchester Ouest, Montréal (Québec) H3Z 1V4; telephone 514 935-2501; fax: 514 935-3147.