

**19.** If the Premier considers that, given the list of candidates, it would not be in the best interests of the proper discharge of the functions of the Commission to recommend a person for appointment, the Premier asks the President of the National Assembly to have a recruitment notice published in accordance with Chapter I.

The selection committee established after the publication of the new notice may include persons having sat on a previous committee.

## CHAPTER VI FINAL PROVISION

**20.** Committee members are entitled to the reimbursement of transportation, meal and accommodation expenses in accordance with the Directive sur les frais remboursables lors d'un déplacement et autres frais inhérents (C.T. 194603 dated 30 March 2000).

In addition to the reimbursement of those expenses, committee members who are not Members of the National Assembly, members of the Commission or employees of a government department or body are entitled to a fee of \$100 for each half-day of committee meetings they attend.

Expenses and fees are authorized by the Secretary General of the National Assembly and paid out of sums provided for that purpose in the budget of the National Assembly.

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## Draft Regulation

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

### Optometrists — Practice of the profession of optometrist in a partnership or 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 profession of optometrist in a partnership or company," adopted by the Bureau of the Ordre professionnel des optométristes du Québec, will be submitted to the government, which may approve it, with or without amendments, at the expiration of 45 days from this publication.

According to the Ordre professionnel des optométristes du Québec, this draft Regulation contains provisions specifically intended to govern the terms and conditions

for authorizing optometrists to practice in a partnership or company, particularly as concerns the administration and holding of shares in the partnership or company.

In accordance with chapter VI.3 of the Professional Code, the conditions provided also include the requirement of insurance to cover the liability of a partnership or company for errors or negligence by members in the practice of their professional activities within the partnership or company. The members will also be required to provide the Order with necessary information about the partnership or company and update it.

The Ordre professionnel des optométristes du Québec does not anticipate that this regulation will have an impact on companies or SMEs in particular.

Additional information can be obtained by contacting M<sup>e</sup> Marco Laverdière, Executive Director and Secretary, Ordre professionnel des optométristes du Québec, 1265, rue Berri, suite 700, Montréal (Québec) H2L 4X4; telephone number: 514 499-0524; fax number: 514 499-1051.

Anyone who would like to share comments should send them, before the expiration of this period, to the President of the Office des professions du Québec, 800, place D'Youville, 10<sup>e</sup> étage, Québec (Québec) G1R 5Z3. These comments will be sent by the Office to the Minister responsible for the application of professional laws; they may also be sent to the professional order that adopted the regulation as well as to interested persons, ministries and organizations.

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

## Regulation respecting the practice of the profession of optometry within a partnership or a company

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

### DIVISION I GENERAL PROVISIONS

**1.** An optometrist may, subject to the terms and conditions provided herein, carry on his professional activities within a limited liability partnership or a joint-stock company in the meaning of chapter VI.3 of the Professional Code (R.S.Q., c. C-26).

**2.** An optometrist may carry on his professional activities within a partnership or company providing optometric services if the following conditions are respected:

1. more than 50% of the shares are held by:

(a) the optometrists or persons legally authorized to practice this profession outside Quebec;

(b) legal entities, trusts or any other enterprise where the voting rights attached to the shares are held by one or more of the persons contemplated by subparagraph *a*;

(c) the persons, trusts or other enterprises contemplated by subparagraphs *a* and *b*;

2. a third party may not compel the persons, enterprises or trusts contemplated by paragraph 1 to repurchase the shares that it holds in the company;

3. more than 50% of the voting rights attached to the shares of the company are held by the persons, trusts or other enterprises contemplated by paragraph 1, and the other voting rights, where applicable, are held by:

(a) dispensing opticians or persons legally authorized to practice this profession outside Quebec;

(b) the legal entities, trusts or any other enterprise where the voting rights attached to the shares are held entirely by the persons contemplated by subparagraph *a*;

(c) the persons, trusts or other enterprises contemplated by subparagraphs *a* and *b*;

4. more than 50% of the partners or directors appointed by the partners to manage the business of the limited liability partnership and the board of directors of the joint-stock company are the persons contemplated by subparagraph *a* of paragraph 1, and the other persons, where applicable, are the persons contemplated by subparagraph *a* of paragraph 3;

The optometrist must ensure that these conditions are included, as appropriate, in the partnership agreement, articles of association, the shareholder agreement or any other document related to the constitution and operation of the partnership or company.

For the purposes of this section, a company providing optometric services is a company whose partnership or company name includes the titles, abbreviations or initials reserved for optometrists or a partnership or company within which an optometrist offers services including the examination or functional analysis of the eyes, assessment of visual disorders, orthoptics or prescription of ophthalmic lenses or medication.

**3.** In all other cases than those contemplated by section 2, an optometrist is authorized to carry on his professional activities in a partnership or company if he complies with following conditions:

1. more than 50% of the shares of the partnership or company are held by:

(a) optometrists, dispensing opticians or persons legally authorized to practice these professions outside Quebec;

(b) legal entities, trusts or any other enterprise where the voting rights attached to the shares of the partnership or company are held entirely by one or more of the persons contemplated by subparagraph *a*;

(c) the persons, trusts or other enterprises contemplated by subparagraphs *a* and *b*;

2. a third party may not compel the persons, enterprises or trusts contemplated by paragraph 1 to repurchase the shares that it holds in the partnership or company;

3. 50% or more of the voting rights attached to the shares of the partnership or company are held by the persons, trusts or other enterprises contemplated by paragraph 1 of section 2 and the other voting rights, where applicable, are held by the persons, trusts or other enterprises contemplated by paragraph 3 of section 2;

4. 50% or more of the partners or directors appointed by the partners to manage the business of the limited liability partnership and the board of directors of the joint-stock company are the persons contemplated by subparagraph *a* of paragraph 1, and other persons, where applicable, are the persons contemplated by subparagraph *a* of paragraph 3;

The optometrist must ensure that these conditions are stipulated, as appropriate, in the partnership agreement, articles of association, shareholder agreement or any other document related to the constitution and operation of the partnership or company.

**4.** An optometrist must at all times ensure that the partnership or company allows him to comply with the provisions of the Professional Code, the Optometrists Act (R.S.Q., c. O-6) and the regulations adopted in accordance with these laws.

**5.** If he notices that one of the conditions prescribed in this Regulation or chapter VI.3 of the Professional Code is no longer met, the optometrist must, within 15 days, take the necessary measures to comply, failing which, he shall no longer be authorized to carry on his professional activities within the partnership or company.

**6.** The partnership or company name must not be a number name.

**7.** When an optometrist practices professional activities within a joint-stock company, the income resulting from professional services rendered by him within that company and on its behalf belongs to that company, unless otherwise agreed.

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

**8.** To be authorized to carry on his professional activities in accordance with this Regulation, an optometrist who practices his professional activities within a partnership or company must provide and maintain on behalf of the partnership or company, either by means of an insurance or suretyship contract or by joining a group insurance plan, coverage for liabilities of the partnership or company arising from the fault or negligence of an optometrist in the course of the practice of his professional activities within such partnership or company.

**9.** Such coverage must particularly provide the following minimum conditions:

1. an undertaking by the insurer or the surety to pay on behalf of the partnership or company, over and above the amount of coverage that the optometrist must provide pursuant to the Regulation respecting professional liability insurance of members of the Order des optométristes du Québec, taken by a decision of December 16, 1998, or any amount that the partnership or company may legally be liable to pay to a third party regarding a claim submitted during the period of coverage as a result of a fault or negligence of an optometrist in the course of the practice of his professional activities within the partnership or company, up to the amount of the coverage;

2. an undertaking by the insurer or the surety to hold the partnership or company harmless and to defend the partnership or company in any lawsuit launched against it and to pay, apart from the amounts covered, all the costs and expenses of the lawsuits launched against the partnership or company, including investigation and defense costs and interest on the amount of coverage;

3. an undertaking that this coverage shall extend to all claims submitted in the five years following the period of coverage during which one of the members of the partnership or company dies, leaves the partnership or company or ceases to be a member of the Order, in order to maintain a coverage for the partnership or company against the faults or negligence of a member in the practice of his professional activities within the partnership or company;

4. an undertaking that the amount of coverage shall be at least \$1,000,000 per claim and \$2,000,000 per year for all claims submitted against the partnership or company in the period of coverage of 12 months;

5. an undertaking by the insurer or the surety to give the secretary of the Order 30-day prior notice of intent to terminate or modify the insurance contract or surety when said modification concerns a condition prescribed in this Regulation;

6. an undertaking by the insurer or the surety to immediately notify the secretary of the Order when the insurance contract or surety is not renewed;

The suretyship contemplated by the second subparagraph must be obtained from a bank, a savings and credit union, a trust company or insurance company and guarantee that the surety will provide the coverage in accordance with the conditions set out in this Regulation and pay, by waiving the benefits of division and discussion, on behalf of the partnership or company up to the amount of the suretyship.

## DIVISION III EXCHANGE OF DOCUMENTS AND INFORMATION

**10.** Within 15 days of the continuance of a general partnership as a limited liability partnership, an optometrist practicing in said partnership must publish a notice in the locality in which the partnership has a place of business that informs his patients, in general terms, of the nature, scope and effects of the change of status particularly on his and the partnership's professional liability.

**11.** The optometrist who wants to carry on his professional activities within a partnership or company must, before beginning such activities and after having paid the required fees, corresponding to 20% of the amount of the annual membership dues fixed by the Bureau in accordance with paragraph *k* of section 86 of the Professional Code, submit to the secretary of the Order:

1. the declaration prescribed in section 12;
2. written confirmation by a competent authority that the partnership or company is secured in accordance with division II;
3. in the case of a joint-stock company, a copy of the articles of association, issued by a competent authority, certifying that the company exists;
4. written confirmation by a competent authority that the company is duly registered in Quebec;

5. an undertaking from the partnership or company within which he practices his professional activities to allow the persons, committees or tribunal mentioned in section 192 of the Professional Code to require any person to produce and obtain a document mentioned in section 15, or a true copy thereof;

6. if applicable, a true copy of the declaration required under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., c. P-45) indicating that the general partnership has become a limited liability partnership;

7. A statement under oath of office according to which none of the partners, shareholders or officers of the company or partnership have direct or indirect interest in a company that manufactures or sells ophthalmic lenses, frames, medication or other products linked to the practice of optometry.

**12.** The optometrist must make a declaration under professional oath on a form provided exclusively by the secretary of the Order that contains the following information:

1. the optometrist's name and membership number and his status within the partnership or company;

2. the principal and all other names used in Quebec, and the registration number given by Enterprise Registrar, of the partnership or company within which the optometrist practices his professional activities;

3. the legal form of the partnership or company and the fact that this partnership or company complies with the conditions prescribed in section 1 and, as applicable, section 2 or 3;

4. the head office address of the partnership or company and the addresses of its establishments in Quebec;

5. in the case of a limited liability partnership, the names and residential addresses of all partners domiciled in Quebec, as well as, where applicable, the names and residential addresses of the directors appointed by the partners to manage the partnership or company, whether the directors are domiciled in Quebec or not, and, in all cases, the orders or professional associations to which they belong, where applicable;

6. in the case of a joint-stock company, the names and residential addresses of the directors, officers and managers of the company and the orders or professional associations to which they belong, where applicable;

7. where applicable, the date on which the general partnership became a limited liability partnership.

**13.** Where more than one optometrist practices their professional activities within the same partnership or company, one respondent may make the declaration for all the optometrists in the partnership or company.

The respondent's declaration is deemed to be each optometrist's declaration and each optometrist remains fully responsible for the accuracy of the information provided pursuant to paragraphs 1 and 2 of section 12.

The respondent must be an optometrist who is a partner, director, manager, officer or shareholder of the partnership or company.

**14.** To retain his right to carry on his professional activities in a partnership or company, an optometrist or respondent must:

1. update and provide, before March 31 of every year, the declaration contemplated by section 12;

2. promptly notify the secretary of the Order of any change in the surety prescribed in division II or in the information given in the declaration prescribed in section 12 that may violate the conditions prescribed in sections 2 and 3.

#### **DIVISION IV** **DOCUMENT ACCESSIBILITY**

**15.** The documents that may be required from the partnership or company under paragraph 5 of section 11 are the following:

1. if the optometrist practices within a limited liability partnership:

(a) the partnership agreement as amended;

(b) the partnership registration and updates thereof;

(c) the names and residential addresses of the principal officers;

(d) the complete and updated register of partners.

2. if he practices within a joint-stock company:

(a) the complete and updated register of articles of association and by-laws of the company;

(b) the complete and updated register of securities;

(c) the complete and updated register of shareholders;

(d) the complete and updated register of directors;

(e) all shareholder agreements and voting agreements as amended;

(f) any agreement concerning a stock option with voting or any other rights, even if they are conditional, given to a person to have such shares issued to himself;

(g) the registration certificate of the companies and updates thereof;

(h) the names and residential addresses of the principal officers.

## SECTION V TRANSITIONAL

**16.** The optometrist who carries on his professional activities within a joint-stock company formed before the date on which this Regulation came into force, at the latest in the year following this date, must comply with the requirements prescribed in this regulation.

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

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## Draft Regulation

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

### Optometrists — 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 amending the Code of ethics of optometrists,” adopted by the Bureau of the Ordre professionnel des optométristes du Québec, will be submitted to the government, which may approve it, with or without amendments, at the expiration of 45 days from this publication.

According to the Ordre professionnel des optométristes du Québec, the purpose of this draft regulation is to adapt certain ethical rules to the reality of the practice of the profession of optometrist in a partnership or company, as provided in the draft Regulation respecting the practice of the profession of optometrist in a partnership or company.

This draft Regulation is also intended to provide details about conflicts of interests.

This draft Regulation also clarifies the rules applicable to optometrists, particularly as concerns the terms and conditions of exercising the right to access and correct information entered in their records.

The Ordre professionnel des optométristes du Québec does not anticipate that this regulation will have any impact on companies or SMEs in particular.

Additional information can be obtained by contacting M<sup>e</sup> Marco Laverdière, Executive Director and Secretary, Ordre professionnel des optométristes du Québec, 1265, rue Berri, suite 700, Montréal (Québec) H2L 4X4; telephone number: 514 499-0524; fax number: 514 499-1051.

Anyone who would like to share comments should send them, before the expiration of this period, to the President of the Office des professions du Québec, 800, place D’Youville, 10<sup>e</sup> étage, Québec (Québec) G1R 5Z3. These comments will be sent by the Office to the Minister responsible for the application of professional laws; they may also be sent to the professional order that adopted the regulation as well as to interested persons, ministries and organizations.

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

## Regulation amending the Code of ethics of optometrists\*

Optometry Act  
(R.S.Q., c. O-7)

Professional Code  
(R.S.Q., c. C-26, a. 87)

**1.** Section 14 of the Code of Ethics of optometrists is amended by adding, at the end, the following paragraphs:

“The optometrist must ensure that the Optometry Act (R.S.Q., c. O-7), the Professional Code (R.S.Q., c. C-26) and the regulations thereunder are respected by employees, students, trainees, shareholders, partners and all other persons he works with in the practice of the profession.

\* The latest amendments to the Code of ethics of optometrists, approved by Order in Council 643-91 of May 8, 1991 (1991, *G.O.* 2, 2428), have been made by the regulation approved by Order in Council 24-2004 of January 14, 2004 (2004, *G.O.* 2, 913). For later amendments, see the *Tableau des modifications et Index sommaire*, Quebec Official Publisher, 2007, as amended on March 1st, 2007.