

## Regulations and other acts

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Gouvernement du Québec

**O.C. 627-2007**, 7 August 2007

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

### Land surveying — Practice of the profession within a partnership or a joint-stock company

Regulation respecting the practice of the land surveying profession within a partnership or a joint-stock company

WHEREAS, under paragraph *p* of section 94 of the Professional Code (R.S.Q., c. C-26), the Ordre des arpenteurs-géomètres du Québec may make a regulation respecting the practice of the profession of land surveyor within a limited liability partnership or a joint-stock company and, under paragraphs *g* and *h* of section 93 of the Code, the Order must then impose on its members the obligation to furnish and maintain security, on behalf of the partnership or company, against liabilities of the partnership or company arising from fault or negligence in the practice of their profession and fix the conditions and procedure and, as appropriate, any fees applicable to a declaration made to the Order;

WHEREAS the Bureau of the Ordre des arpenteurs-géomètres du Québec made the Regulation respecting the practice of the land surveying profession within a partnership or a joint-stock company;

WHEREAS, under section 95.3 of the Professional Code, a draft of the Regulation was sent to every member of the Order at least 30 days before being made by the Bureau of the Ordre des arpenteurs-géomètres du Québec;

WHEREAS, under section 95 of the Professional Code and subject to sections 95.1 and 95.2 of the Code, every regulation made by the Bureau of a professional order under the Code or an Act constituting a professional order shall be transmitted to the Office des professions du Québec for examination and submitted, with the recommendation of the Office, to the Government which may approve it with or without amendment;

WHEREAS, under the first paragraph of section 95.2 of the Professional Code, a regulation made by the Bureau of a professional order under section 90 or 91, paragraph *d*, *g* or *h* of section 93, or paragraph *j*, *n* or *o* of section 94 shall be transmitted for examination to the Office, which may approve it with or without amendment and the same applies to any regulation under paragraph *p* of section 94 of the Code if it is not the first regulation made by the Bureau of an order under that paragraph;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (R.S.Q., c. R-18.1), a draft of the Regulation was published in Part 2 of the *Gazette officielle du Québec* of 29 November 2006 with a notice that it could be submitted to the Government for approval on the expiry of 45 days following that publication;

WHEREAS the Office has examined the Regulation and made its recommendation;

WHEREAS the Office approved, with amendments, Chapter II of the Regulation comprising sections 12 to 14 and, without amendment, paragraph 6 of section 5 of the Regulation;

WHEREAS it is expedient to approve the Regulation with amendments;

IT IS ORDERED, therefore, on the recommendation of the Minister responsible for the administration of legislation respecting the professions:

THAT the Regulation respecting the practice of the land surveying profession within a partnership or a joint-stock company, attached to this Order in Council, be approved.

GÉRARD BIBEAU,  
*Clerk of the Conseil exécutif*

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## 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 1 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.

**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 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 practise 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 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.** If a person referred to in section 1 is struck off the roll for a period in excess of three months or has had his or her permit revoked, the person may not, during the period of the striking off or revocation, directly or indirectly hold any units in the partnership or shares in the joint-stock company.

During that period, the person may not hold the position of director, officer or representative of the partnership or joint-stock company.

**5.** 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 16 or a copy thereof; and

(6) pays a fee of \$150.

**6.** 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.

**7.** 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 5 and 6. 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 6, the representative must ensure the accuracy of the information given in the declaration.

**8.** A land surveyor is exempt from satisfying the conditions set out in sections 5 and 6 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.

**9.** The documents referred to in paragraphs 1, 2 and 4 of section 5 and the declaration referred to in section 6 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.

**10.** 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.

**11.** 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

**12.** 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.

**13.** 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) a stipulation 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.

**14.** 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 13, 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

**15.** 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.

**16.** The documents for which the land surveyor must obtain an authorization from the partnership or joint-stock company to communicate or obtain copies pursuant to paragraph 5 of section 5 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

**17.** 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 "firm of professionals governed by the Professional Code" or the acronym "FPGPC".

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 acronym.

**18.** 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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Gouvernement du Québec

### O.C. 628-2007, 7 August 2007

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

#### Agrologists

#### — Professional activities which may be engaged in by persons other than agrologists

Regulation respecting the professional activities which may be engaged in by persons other than agrologists

WHEREAS, under paragraph *h* of section 94 of the Professional Code (R.S.Q., c. C-26), the Bureau of a professional order may, by regulation, determine, among the professional activities that may be engaged in by members of the order, those that may be engaged in by the persons or categories of persons indicated in the regulation, and the terms and conditions on which such persons may engage in such activities;

WHEREAS, under section 95 of the Code and subject to sections 95.1 and 95.2 of the Code, every regulation made by the Bureau under the Code or an Act constituting a professional order shall be transmitted to the Office des professions du Québec for examination and submitted, with the recommendation of the Office, to the Government which may approve it with or without amendment;

WHEREAS the Bureau of the Ordre des agronomes du Québec made the Regulation respecting the activities contemplated in section 24 of the Agrologists Act which may be engaged in by classes of persons other than agrologists;