

“3° where it concerns a vaccine covered under the last paragraph of section 52;”

4. This regulation comes into force fifteen days following its publication in the *Gazette officielle du Québec*.

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Gouvernement du Québec

O.C. 498-2008, 21 May 2008

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

Dentists

— Practice of the dental profession within a limited liability partnership or a joint-stock company

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

WHEREAS, under paragraph *p* of section 94 of the Professional Code (R.S.Q., c. C-26), the Bureau of a professional order may make a regulation respecting the practice of a profession within a partnership or a joint-stock company and, under paragraphs *g* and *h* of section 93 of the Code, the Bureau must then, by regulation, 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 dentistes du Québec made the Regulation respecting the practice of the dental profession within a limited liability 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;

WHEREAS, pursuant to 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 must be transmitted to the Office des professions du Québec for examination and be submitted, with the recommendation of the Office, to the Government which may approve it with or without amendment;

WHEREAS, pursuant to the first paragraph of section 95.2 of the Professional Code, a regulation made by the Bureau under section 90 or 91, paragraph *d*, *g* or *h* of section 93, or paragraph *j*, *n* or *o* of section 94 of the Code must 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 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 17 January 2007 with a notice that it could be submitted to the Government for approval on the expiry of 45 days following that publication;

WHEREAS, in accordance with section 95 of the Professional Code, the Office has examined the Regulation and made its recommendation;

WHEREAS the Office approved Division III of the Regulation comprising sections 9 and 10 concerning security of the partnership or company and subparagraph 1 of the first paragraph of section 4 of the Regulation concerning the fee applicable to the declaration;

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 dental profession within a limited liability partnership or a joint-stock company, attached to this Order in Council, be approved.

GÉRARD BIBEAU,
Clerk of the Conseil executive

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, s. 93, pars. *g* and *h* and s. 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.

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

(1) The declaration referred to in section 5, duly completed on the form provided by the Order, 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 representative of the partnership or company with which he has become associated has already fulfilled these conditions with the Order.

5. The declaration to be provided under subparagraph 1 of the first paragraph of section 4 shall contain 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 names of the members 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, specifying the address of the principal establishment, 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 document certifying 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 representative 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 representative shall ensure the accuracy of the information given in the declaration other than the information provided pursuant to paragraph 4 of section 5.

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

8. The representative 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 representative 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 residential address of the partners carrying on the duties of management within the partnership;

(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 of the principal officers of the company and their residential address.

14. When a general partnership is continued as a limited liability partnership or the member’s activities are pursued within a joint-stock company, the member of the Order shall, within 15 days of the continuation or the constitution of the joint-stock company, 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*.

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Gouvernement du Québec

O.C. 499-2008, 21 May 2008

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

Dentists

— Code of ethics
— Amendments

Regulation to amend the Code of ethics of dentists

WHEREAS, under section 87 of the Professional Code (R.S.Q., c. C-26), the Bureau of a professional order must make, by regulation, a code of ethics governing the general and special duties of the professional towards the public, the clients and the profession, particularly the duty to discharge professional obligations with integrity;

WHEREAS the Bureau of the Ordre des dentistes du Québec made the Regulation to amend the Code of ethics of dentists;