

**19.** The following shall be substituted for section 84:

“**84.** A chartered administrator shall not carry on his profession within a company under a name, designation or registered name which is misleading, derogatory to the honour or dignity of the profession or which is a numeral name or numeral registered name.

Only where chartered administrators render all services offered by the company that it may use titles exclusive to this profession in its registered company name”.

**20.** Section 85 of this Code is repealed.

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

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## Draft Regulation

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

### Chartered administrators — Practice of the profession within a partnership or a joint-stock company and in multidisciplinary

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 chartered administrators within a partnership or a joint-stock company and in multidisciplinary, made by the board of directors of the Ordre des administrateurs agréés du Québec, may be submitted to the Government, which may approve it, with or without amendment, on the expiry of 45 days following this publication.

The draft Regulation prescribes terms and conditions for authorizing members of the Order to carry on professional activities within a partnership or a joint-stock company, particularly regarding the administration of the partnership or joint-stock company and the holding of company shares or partnership units.

Those conditions also include the obligation to contribute to an insurance fund that covers the liability of the partnership or joint-stock company arising from fault or negligence on the part of a member in the practice of his or her profession within the partnership or joint-stock company, as well as the obligation to provide the Order with the required information on the partnership or joint-stock company and to keep it up-to-date.

The draft Regulation has no impact on enterprises, including small and medium-sized businesses.

Further information may be obtained by contacting Denise Brosseau, Director General and Secretary, Ordre des administrateurs agréés du Québec, 910, rue Sherbrooke Ouest, bureau 100, Montréal (Québec) H3A 1G3; telephone: 514 499-0880, extension 230, or 1 800 465-0880; fax: 514 844-0892; e-mail: dbrosseau@adma.qc.ca

Any person wishing to comment on the draft Regulation is requested to submit written comments within 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 forwarded by the Office to the Minister of Justice and Minister responsible for the administration of legislation respecting the professions and may also be sent to the Order and to interested persons, departments and bodies.

JEAN PAUL DUTRISAC,  
*Chair of the Office des  
professions du Québec*

## Regulation respecting the practice of the profession of chartered administrators within a partnership or a joint-stock company and in multidisciplinary

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

### DIVISION I GENERAL PROVISIONS

**1.** A member of the Ordre des administrateurs agréés du Québec may, subject to the terms, conditions and restrictions established in this Regulation, carry on his or her professional activities within a joint-stock company or a limited liability partnership within the meaning of Chapter VI.3 of the Professional Code (R.S.Q., c. C-26).

**2.** Where a person is struck off the roll for a period in excess of 3 months or has had his or her professional license revoked, such person may not, during the period of the striking off or revocation, directly or indirectly hold any share in the partnership or joint-stock company.

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

**3.** Where a member notices that the conditions set out in this Regulation or in Chapter VI.3 of the Professional Code is no longer satisfied, the member shall,

within 15 days, take the necessary measures to comply, failing which, the member shall no longer be authorized to carry on his or her professional activities within the partnership or company.

## DIVISION II TERMS AND CONDITIONS

**4.** A member may practice his professional activities within a partnership or a company if the following conditions are met:

1° more than 50% of the voting rights attached to the shares of the company or partnership are held:

*a)* by members of a professional order governed by the Professional Code or by persons subject to similar rules;

*b)* by legal persons, trusts or any other enterprises where the voting rights attached to the shares of the company, partnership units, equity interests or other rights wholly owned by one or more persons referred to in subparagraph *a*;

*c)* at once by persons, trusts or enterprises referred to in subparagraphs *a* and *b*;

2° the voting rights attached to the shares of the company or partnership units which are not referred to in paragraph 1° shall not be held solely by a legal person which is not referred to in paragraph 1°.

3° a majority of directors of the board of directors or, as the case may be, the partners or directors appointed by the partners are persons referred to in subparagraph *a* of paragraph 1° and constitute the majority of the quorum of such councils;

4° a minimum of one director of the joint-stock company or director appointed by the partners to manage the business of the limited liability partnership shall be a member of the Order;

5° a minimum of one member of the Order must hold one share with voting rights or one partnership unit;

The member of the Order must ensure that these conditions 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 purpose of carrying on professional activities.

**5.** A member can carry on his professional activities within a partnership or joint-stock company, if he provides the Order with the following documents:

1° a sworn declaration in compliance with section 6, accompanied by the fees payable prescribed by the board of directors of the Order;

2° a written document from the competent authority to the effect that the partnership or joint-stock company is covered by security in compliance with Division III;

3° in the case of a joint-stock company, a copy of the incorporating instrument issued by the competent authority, certifying the existence of the joint-stock company;

4° a written document from the competent authority to the effect that the partnership or joint-stock company is registered in Québec;

5° an irrevocable written undertaking from the partnership or joint-stock company allowing a person, committee, council or tribunal referred to in section 192 of the Professional Code to require disclosure of any document listed in section 12 from a person; and;

6° where 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), stating that the general partnership has become a limited liability partnership.

**6.** The sworn declaration in paragraph 1° of section 5 is made on the form provided for that purpose by the Order and contains:

1° the authorized administrator's name, member number and status within the partnership or joint-stock company;

2° the name of the partnership or joint-stock company as well as the business number assigned to it by the enterprise registrar;

3° the legal form of the partnership or joint-stock company and the confirmation that the conditions referred to in section 4 are met;

4° in the case of a limited liability partnership, the address of the head office of the company and the address of all other establishments of the partnership located in the province of Québec, as well as the names and home addresses of all the partners, the percentage of partnership units they own along with the position they hold in management, where applicable;

5° in the case of a joint-stock company, the address of the head office of the company and the address of its other establishments in the province of Québec, the names and home addresses of all shareholders, the number of shares they hold with voting rights along with an indication of their functions as administrator, director and officer, where applicable; and

6° where applicable, the date on which the general partnership is continued as a limited liability partnership or a joint-stock company.

**7.** Where more than one member carries on professional activities within a partnership or joint-stock company, one representative may make a declaration for all other members in the partnership or company.

The representative's declaration is each member's declaration of the partnership or company. Each member remains fully responsible for the accuracy of the information provided pursuant to section 6.

The representative must be a member of the Order and act as a partner, director, officer or shareholder of the partnership or company.

**8.** The member or representative must:

1° update and provide, before March 31 of each year, the declaration prescribed in section 6;

2° promptly notify the Order of any change in the security coverage specified in Division III or if the information given in the declaration pursuant to section 6 may violate the conditions set out in section 4.

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

**9.** A member who carries on professional activities within a partnership or joint-stock company must provide and maintain on behalf of the partnership or company, either by means of an insurance contract or a suretyship or by joining a collective insurance 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, security coverage against the professional liability of the partnership or company that may arise from the fault of the members in the course of carrying on professional activities within the partnership or joint-stock company.

**10.** The security must include the following conditions:

1° an undertaking by the insurer or the surety to pay on behalf of the partnership or joint-stock company, over and above the amount of the security to be supplied by the member pursuant to the Règlement sur l'assurance de la responsabilité professionnelle des membres de l'Ordre des administrateurs agréés du Québec, approved by the Office des professions on September 22, 2008, up to the amount of the security, any sum that the partnership or joint-stock company may legally be liable to pay to an injured third party regarding a claim filed during the coverage period and arising from fault on the part of the member in the carrying on of professional activities within the partnership or joint-stock company;

2° an undertaking by the insurer or the surety to indemnify and hold the partnership or joint-stock company harmless in any legal action launched against the partnership or company and to pay, in addition to the amounts covered by the security, all the costs and expenses of legal actions brought against the partnership or company, including the costs and expenses of investigation and defence as well as interest on the amount of the security;

3° an undertaking by the insurer or the surety that the security is not less than \$1,000,000.00 per incident and will be for all claims during a period of coverage of 12 months;

4° an undertaking by the insurer to give the Order a 30-day prior notice of intent to terminate or modify the coverage when the modification refers to a condition set out in this Regulation;

5° an undertaking by the insurer to notify the Order when the coverage is not to be renewed, this notice must be given within 15 days prior to the termination date.

### **DIVISION IV ADDITIONAL INFORMATION**

**11.** The information referred to in paragraph 5 of section 5 are as follow:

1° in the case of a limited liability partnership:

- a) the partnership agreements and all amendments;
- b) the declaration of registration of the partnership and any update;
- c) the names and home addresses of the company's directors holding positions in management

- d) a complete and updated register of the partners;
- e) a complete and updated register of the directors;
- 2° in the case of a joint-stock company:
  - a) a complete and updated register of the articles and by-laws;
  - b) a complete and updated securities register;
  - c) a complete and updated register of shareholders;
  - d) a complete and updated register of directors;
  - e) all shareholders' agreement and voting agreements, and all corresponding amendments;
  - f) any agreement concerning stock options with voting rights or concerning any other right, even if conditional, granted to a person and enabling the person to be issued such stocks;
  - g) the declaration of registration of the joint-stock company and updates; and
  - h) the names and home addresses of the company's principal officers;

**12.** Where members carrying on professional activities within a general partnership which is continued as a limited liability partnership or where a joint-stock company or a limited liability partnership is constituted, members practicing their profession within the company or partnership shall, within 15 days of the continuance or constitution, send a notice informing their clients of the nature and effects of the continuance or constitution for the partnership or joint-stock company, in particular with respect to the member's professional liability and that of the partnership or joint-stock company.

## DIVISION V FINAL PROVISIONS

**13.** A member carrying on professional activities within a joint-stock company constituted before the effective date of the present Regulation shall, at the latest within the year following this date, comply in accordance with the requirements set out in the present Regulation.

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

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## Draft Regulation

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

### Medical imaging and radiation oncology technologists — Diplomas giving access to permits

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 Regulation respecting the diplomas issued by designated educational institutions which give access to permits or specialist's certificates of professional orders, appearing below, may be made by the Government on the expiry of 45 days following this publication.

The draft Regulation amends section 2.05 of the Regulation respecting the diplomas issued by designated educational institutions which give access to permits or specialist's certificates of professional orders to add the new diploma obtained upon completion of the training program in radiodiagnosis technology at Collège Laflèche and to remove the diploma issued following studies completed at the Sherbrooke general and vocational college, given that that institution does not offer the program.

No impact is foreseen on enterprises, including small and medium-sized businesses.

The draft Regulation will be submitted to the Office des professions du Québec and the Order for their opinion. The Office will seek the opinion of the Order and forward it with its own opinion to the Minister of Justice after consultation with the educational institutions concerned.

Further information may be obtained by contacting Emmanuelle Duquette, Assistant Secretary General and Counsel, Ordre des technologues en imagerie médicale et en radio-oncologie du Québec, 6455, rue Jean-Talon Est, Bureau 401, Saint-Léonard (Québec), H1S 3E8; telephone: 514 351-0052 or 1 800 361-8759, extension 240; fax: 514 355-2396.

Any person wishing to comment on the draft Regulation is requested to submit written comments within 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 of Justice; they may also be sent to the professional order concerned and to interested persons, departments and bodies.

JEAN-MARC FOURNIER,  
*Minister of Justice*