

## Regulations and other Acts

Gouvernement du Québec

### O.C. 1091-2010, 8 December 2010

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

#### **Certified translator, terminologist and interpreter — Practice within a partnership or a joint-stock company**

Regulation respecting the practice of the profession of certified translator, terminologist or interpreter within a partnership or a joint-stock company

WHEREAS, under paragraph *p* of section 94 and section 187.11 of the Professional Code (R.S.Q., c. C-26), the board of directors of a professional order may authorize the members of the order to carry on their professional activities within a limited liability partnership or a joint-stock company constituted for that purpose and, as appropriate, determine the applicable terms and conditions and restrictions;

WHEREAS, under paragraphs *g* and *h* of section 93 and section 187.11 of the Professional Code, the board of directors of a professional order must, by regulation, impose on the members who carry on their professional activities within a partnership or a joint-stock company the obligation to furnish and maintain coverage, on behalf of the partnership or company, against liabilities of the partnership or company arising from fault in the practice of their profession, and fix the conditions and procedure applicable to a declaration made to the order;

WHEREAS the board of directors of the Ordre des traducteurs, terminologues et interprètes agréés du Québec made the Regulation respecting the practice of the profession of certified translator, terminologist or interpreter 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 board of directors;

WHEREAS, pursuant to section 95 of the Professional Code and subject to sections 95.0.1 and 95.2 of the Code, every regulation made by the board of directors 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 board of directors under section 65, 88, 89, 90 or 91, paragraph *a*, *b*, *d*, *e*, *f*, *g* or *h* of section 93 or paragraph *a*, *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 if it is not the first regulation made by the board of directors 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 respecting the practice of the profession of certified translator, terminologist or interpreter within a partnership or a joint-stock company was published in Part 2 of the *Gazette officielle du Québec* of 13 January 2010 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 the Regulation with respect to paragraphs *g* and *h* of section 93 of the Professional Code;

WHEREAS it is expedient to approve the Regulation with amendments, with respect to paragraph *p* of section 94 of the Professional Code;

IT IS ORDERED, therefore, on the recommendation of the Minister of Justice:

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

GÉRARD BIBEAU,  
*Clerk of the Conseil exécutif*

## Regulation respecting the practice of the profession of certified translator, terminologist or interpreter 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*)

### DIVISION I GENERAL

**1.** A member of the Ordre des traducteurs, terminologues et interprètes agréés du Québec may, on the terms, conditions and restrictions set out in this Regulation, carry on 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.** A member of the Order may carry on professional activities within a partnership or joint-stock company that holds itself out to be exclusively a partnership or joint-stock company of certified translators, terminologists or interpreters or a combination of translators, terminologists or interpreters, if

(1) more than 50% of the voting rights attached to the company shares or partnership units are held by the following persons or trusts or a combination of persons or trusts:

(a) members of the Order;

(b) a joint-stock company where at least 90% of the voting rights attached to the shares are held by members of the Order;

(c) a trust where all the trustees are members of the Order;

(2) a majority of the directors of the board of directors of the joint-stock company, the partners or, as the case may be, the managers appointed by the partners to manage the affairs of the limited liability partnership are members of the Order;

(3) the quorum for the board of directors of the joint-stock company is formed of a majority of members of the Order; and

(4) the chair of the board of directors of the joint-stock company or the person who performs similar functions in a limited liability partnership is a member of the Order and, as the case may be, a shareholder with voting rights or a partner.

A member of the Order must ensure that the conditions listed in the first paragraph appear, as the case may be, in the articles of the joint-stock company or in the contract of the partnership and that those documents also provide that the partnership or joint-stock company is constituted for the purpose of carrying on professional activities.

**3.** In cases other than those provided for in section 2, a member of the Order is authorized to carry on professional activities within a joint-stock company or a limited liability partnership, if

(1) more than 50% of the voting rights attached to the company shares or partnership units are held by the following persons or trusts or a combination of persons or trusts:

(a) 1 or more members of a professional order governed by the Professional Code or 1 member of one of the following professional associations:

— an association of translators, terminologists or interpreters that is a member of the Canadian Translators, Terminologists and Interpreters Council;

— an order of accountants governed by the law of another Canadian province or territory;

— a law society governed by the law of another Canadian province or territory;

(b) a joint-stock company where at least 90% of the voting rights attached to the shares are held by persons referred to in subparagraph *a*;

(c) a trust where all the trustees are persons referred to in subparagraph *a*;

(2) a majority of the directors of the board of directors of the joint-stock company, the partners or, as the case may be, the managers appointed by the partners to manage the affairs of the limited liability partnership are persons referred to in subparagraph *a* of subparagraph 1; and

(3) the quorum for the board of directors of the joint-stock company is formed of a majority of persons referred to in subparagraph *a* of subparagraph 1.

A member of the Order must ensure that the conditions listed in the first paragraph appear, as the case may be, in the articles of the joint-stock company or in the contract of the limited liability partnership and that those documents also provide that the partnership or joint-stock company is constituted for the purpose of carrying on professional activities.

**4.** A member of the Order who wishes to carry on professional activities within a partnership or joint-stock company must, before carrying on those activities, provide the secretary of the Order with

(1) a declaration made on the form provided by the Order, accompanied by the fees set by the board of directors, containing

(a) the member's name, number and status within the partnership or joint-stock company;

(b) the partnership or joint-stock company name and any other names used in Québec by the partnership or joint-stock company and the registration number assigned to it by the enterprise registrar;

(c) the legal form of the partnership or joint-stock company;

(d) in the case of a joint-stock company, the address of the head office of the company and of its establishments in Québec, the names and home addresses of all the shareholders, their percentage of shares with voting rights and of shares without voting rights, the names and home addresses of the directors and officers, and the Order or professional association of which they are members, if applicable;

(e) in the case of a limited liability partnership, the address of the establishments of the partnership in Québec, specifying the address of the principal establishment, names and home addresses of the partners, and, if applicable, the names and home addresses of the directors appointed by the partners to manage the partnership, whether or not they reside in Québec and the Order or professional association of which they are members, if applicable; and

(f) if applicable, the date on which the general partnership has become a limited liability partnership or a joint-stock company;

(2) a document issued by a competent authority certifying that the partnership or joint-stock company is covered by security in compliance with Division II;

(3) in the case of a joint-stock company, a copy of its constituting act and a document issued by a competent authority certifying that the company exists;

(4) a document issued by a competent authority certifying that the partnership or joint-stock company is registered in Québec;

(5) an irrevocable authorization from the partnership or joint-stock company within which the member practises allowing a person, committee, council or tribunal referred to in section 192 of the Professional Code to require disclosure of and obtain any document listed in section 11 from a person or to obtain a true copy of such a document; and

(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), stating that the general partnership has become a limited liability partnership.

**5.** A member of the Order must

(1) update and provide, before 31 March of each year, the declaration prescribed in paragraph 1 of section 4; and

(2) promptly notify the secretary of the Order of any change in the security prescribed in Division II or in the information given under paragraph 1 of section 4 which would entail a violation of the conditions set out in section 2 or 3.

**6.** Where a member of the Order becomes aware that a condition set out in this Regulation or in Chapter VI.3 of the Professional Code is no longer met, the member must, within 15 days, take the necessary measures to comply, failing which, the member is no longer authorized to carry on activities within the partnership or joint-stock company.

**7.** If 2 or more members of the Order carry on professional activities within a partnership or joint-stock company, they may designate a representative to act on behalf of all the members of the Order in that partnership or company, to meet the conditions set out in section 4 or 5. The representative must provide the information and documents that the members of the Order must send to the Order and reply to requests made by the syndic, an inspector, an investigator or any other representative of the Order.

The representative must be a member of the Order who carries on professional activities in Québec within the partnership or joint-stock company.

The representative must ensure the accuracy of the information indicated in the declaration referred to in section 4, except the home addresses of partners, directors, managers, and officers of the partnership or joint-stock company.

## DIVISION II PROFESSIONAL LIABILITY COVERAGE

**8.** A member of the Order carrying on professional activities within a partnership or joint-stock company must, to be authorized to carry on professional activities in accordance with this Regulation, 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 taken out by the Order, against the liability of the partnership or joint-stock company arising from fault on the part of their members in the carrying on of their professional activities within the partnership or joint-stock company.

**9.** The security must include

(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 member pursuant to the *Règlement sur l'assurance responsabilité professionnelle de l'Ordre des traducteurs, terminologues et interprètes agréés du Québec*, approved by the Office des professions du Québec on 23 January 1997, or the coverage actually taken out by the member 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 a third person on a claim filed during the coverage period and arising from fault on the part of a member in the carrying on of professional activities 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 by the insurer or surety that the security is at least \$1,000,000 per claim and for all claims filed against the partnership or joint-stock company within a 12-month coverage period;

(4) where a member of the Order carries on professional activities as sole shareholder of a joint-stock company, an undertaking by the insurer or surety that the security is at least \$500,000 per claim and for all claims filed against the company within a 12-month coverage period;

(5) an undertaking by the insurer or surety to give the secretary of the Order a 30-day prior notice of intent to terminate the security, to modify any of the conditions set out in this section or not to renew the security.

**10.** The suretyship contract referred to in section 8 must be with a bank, a savings and credit union, trust or insurance company domiciled in Canada and having and maintaining sufficient property in Québec to meet the coverage required under this Division.

The surety must waive the benefit of division and discussion.

## DIVISION III DOCUMENT ACCESSIBILITY

**11.** The documents that may be required from a partnership or joint-stock company pursuant to paragraph 5 of section 4 are the following:

(1) if the member of the Order practises within a joint-stock company,

(a) an up-to-date register of the articles and by-laws of the joint-stock company;

(b) an up-to-date register of the securities of the joint-stock company;

(c) an up-to-date register of the shareholders of the joint-stock company;

(d) an up-to-date register of the directors of the joint-stock company;

(e) any shareholders' agreement or voting agreement, and subsequent amendments;

(f) any agreement concerning a stock option with voting or concerning any other rights, even if conditional, granted to a person to be issued such stock;

(g) the declaration of registration of the joint-stock company and any update; and

(h) an up-to-date list of the joint-stock company's principal officers and their home addresses;

(2) if the member of the Order practises within a limited liability partnership,

(a) the partnership contract and subsequent amendments;

(b) the declaration of registration of the partnership and any update;

(c) an up-to-date list of the managers appointed by the partners to manage the partnership and their home addresses; and

(d) an up-to-date register of the partners.

## DIVISION IV TRANSITIONAL AND FINAL

**12.** A member of the Order who practises within a joint-stock company constituted for the purpose of carrying on professional activities before the date of coming into force of this Regulation must comply with this Regulation not later than one year following that date.

**13.** 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. 1092-2010, 8 December 2010

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

#### Traducteurs, terminologues et interprètes agréés — Code of ethics of the Ordre — Amendments

Regulation to amend the Code of ethics of the Ordre des traducteurs, terminologues et interprètes agréés du Québec

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

WHEREAS the board of directors of the Ordre des traducteurs, terminologues et interprètes agréés du Québec made the Regulation to amend the Code of ethics of the Ordre des traducteurs, terminologues et interprètes agréés du Québec;

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 board of directors;

WHEREAS, pursuant to section 95 of the Professional Code and subject to sections 95.0.1 and 95.2, every regulation made by the board of directors 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, in accordance with sections 10 and 11 of the Regulations Act (R.S.Q., c. R-18.1), a draft of the Regulation to amend the Code of ethics of the Ordre des traducteurs, terminologues et interprètes agréés du Québec was published in Part 2 of the *Gazette officielle du Québec* of 13 January 2010 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 it is expedient to approve the Regulation without amendment;

IT IS ORDERED, therefore, on the recommendation of the Minister of Justice:

THAT the Regulation to amend the Code of ethics of the Ordre des traducteurs, terminologues et interprètes agréés du Québec, attached to this Order in Council, be approved.

GÉRARD BIBEAU,  
*Clerk of the Conseil exécutif*

### Regulation to amend the Code of ethics of the Ordre des traducteurs, terminologues et interprètes agréés du Québec\*

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

**1.** The Code of ethics of the Ordre des traducteurs, terminologues et interprètes agréés du Québec is amended by inserting the following after section 2:

“**2.1.** Members must take reasonable measures to ensure that the partnership or joint-stock company within which they carry on professional activities, as well as the employees, shareholders, directors, partners and any other person collaborating with them in the carrying on of professional activities, comply with the Professional Code (R.S.Q., c. C-26) and its regulations.

\* The Code of ethics of the Ordre des traducteurs, terminologues et interprètes agréés du Québec, approved by Order in Council 929-94 dated 22 June 1994 (1994, *G.O.* 2, 2372), was last amended by Order in Council 832-2003 dated 20 August 2003. For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Québec Official Publisher, 2010, updated to 1 October 2010.