

(j) entering into an agreement or permitting an agreement to be entered into within a partnership or joint-stock company in which a member is authorized to carry on professional activities, including a unanimous shareholders' agreement, if the agreement operates to threaten the independence, objectivity and integrity required for the practice of the profession or compliance by the members with the Professional Code and its regulations.”.

7. Section 37 is amended by inserting “particularly within a partnership or joint-stock company where the member carries on professional activities,” after “use of,”.

8. Section 39 is revoked.

9. Section 41 is amended by replacing “firm name” by “name”.

10. The heading of Division V is replaced by the following “NAME”.

11. Sections 45 and 46 are replaced by the following:

“**45.** Members may not practise the profession within a partnership or joint-stock company under a name that is misleading, deceptive or contrary to the honour or dignity of the profession or that is a number name.

Only partnerships or companies where all services are offered by members may use the titles reserved for members in their names.

46. Where a member retires from a partnership or joint-stock company, or dies, the member's name must no longer appear in the name or advertising of the partnership or company after 1 year following retirement or death unless an agreement to the contrary has been entered into with the member or with the member's successors and assigns.”.

12. The heading of Division VI is amended by replacing “ORDRE PROFESSIONNEL DES TRADUCTEURS ET INTERPRÈTES AGRÉÉS DU QUÉBEC” by “ORDER”.

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

9611

Draft Regulation

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

Certified translators, terminologists and interpreters — Practice within a partnership or a joint-stock 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 certified translator, terminologist or interpreter within a partnership or a joint-stock company, adopted by the board of directors of the Ordre des traducteurs, terminologues et interprètes 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 conditions for the practice within a partnership or a joint-stock company of the professional activities of members of the Order, 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 take out insurance against the liability of the partnership or joint-stock company arising from fault on the part of a member in the carrying on of professional activities 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 is not likely to have any impact on enterprises, including small and medium-sized businesses.

Further information may be obtained by contacting Claude Laurent, Director General and Secretary, Ordre des traducteurs, terminologues et interprètes agréés du Québec, 2021, avenue Union, bureau 1108, Montréal (Québec) H3A 2S9; telephone: 514 845-4411 or 1 800 265-4815; fax: 514 845-9903.

Any person wishing to comment on the draft Regulation is requested to submit comments within the 45-day period to the Chair of the Office des professions du Québec, 800, place D'Youville, 10^e étage, Québec (Québec) G1R 5Z3. The comments will be forwarded by the Office to the Minister of Justice 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 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*;
2008, c. 11, s. 61)

DIVISION I TERMS AND CONDITIONS OF PRACTICE

1. A member of the Ordre des traducteurs, terminologues et interprètes agréés du Québec may 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) 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) 1 or more members of the Order;

(b) a joint-stock company where at least 90% of the voting rights attached to the shares are held by 1 or more members of the Order carrying on their professional activities within the joint-stock company; or

(c) a trust where all the trustees are members of the Order carrying on their professional activities within the partnership or joint-stock company;

(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 directors appointed by the partners to manage the affairs of the limited liability partnership are members of the Order carrying on their professional activities within the partnership or joint-stock company;

(3) 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 must be 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 limited liability partnership and that the documents also stipulate that the partnership or joint-stock company is constituted for the purpose of carrying on professional activities.

2. In cases other than those in section 1, a member of the Order is authorized to 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, 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 1 or more persons referred to in subparagraph *a*; or

(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 directors appointed by the partners to manage the affairs of the limited liability partnership are persons referred to in subparagraph *a* of subparagraph 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 must be persons referred to in subparagraph *a* of subparagraph 1.

A member of the Order must ensure that the conditions 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 the documents also stipulate that the partnership or joint-stock company is constituted for the purpose of carrying on professional activities.

3. 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 of \$100.00, 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 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, in all cases, 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;

(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 articles of association 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 10 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.

4. A member of the Order must

(1) update and provide, before 31 March of each year, the declaration prescribed in paragraph 1 of section 3; 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 3, violating or likely to violate the conditions set out in sections 1 and 2.

5. 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 of the Order must, within 15 days, take the necessary measures to comply, failing which, the member of the Order is no longer authorized to carry on activities within the partnership or joint-stock company.

6. If 2 or more members of the Order carry on professional activities within a partnership or joint-stock company, they must designate a representative who is a member of the Order and who carries on professional activities within the partnership or joint-stock company, to satisfy, on behalf of all the members, the conditions set out in section 3, that is, to provide the information and documents that the members of the Order must send to the Order, and to 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.

DIVISION II

PROFESSIONAL LIABILITY COVERAGE

7. A member of the Order carrying on professional activities 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 taken out by the Order, against the liability of the partnership or joint-stock company arising from fault or negligence on the part of their members in the carrying on of professional activities within the partnership or joint-stock company.

8. 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 12 February 1997 (1997, G.O. 2, 951), 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 or negligence 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 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 is a sole practitioner 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 that the security extends to all claims submitted in the 5 years following the coverage period during which a member of 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 security for the partnership or joint-stock company for fault or negligence on the part of the member in the carrying on of professional activities within the partnership or joint-stock company; and

(6) 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.

9. The suretyship contract referred to in section 7 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 undertake to provide the coverage in accordance with the conditions of this Division and must waive the benefit of division and discussion.

DIVISION III DOCUMENT ACCESSIBILITY

10. The documents that may be required from a partnership or joint-stock company pursuant to paragraph 5 of section 3 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 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 amendments;

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

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

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

DIVISION IV TRANSITIONAL AND FINAL

11. 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.

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

SCHEDULE A

LIST OF PROFESSIONAL ORGANIZATIONS THAT EXERCISE THE SAME CONTROL AS A PROFESSIONAL ORDER

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

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

— Any law society governed by the law of another Canadian province or territory.

9610

Draft Regulation

Real Estate Brokerage Act
(2008, c. 9)

Regulation

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 enact transitional measures for the application of the Real Estate Brokerage Act, appearing below, may be made by the Government on the expiry of 45 days following this publication.

The draft Regulation ensures a smooth transition between the current system and the system that will apply once the Real Estate Brokerage Act (2008, c. 9) comes into force. The draft Regulation contains provisions related to the training of brokers, trust accounts, various committees and directors of the Association des courtiers et agents immobiliers du Québec.

Further information on the draft Regulation may be obtained by contacting Pierre Rhéaume, Director General, Encadrement du secteur financier et des personnes morales, Ministère des Finances, 8, rue Cook, 4^e étage, Québec (Québec) G1R 0A4; telephone: 418 646-7572; fax: 418 646-5744; e-mail: pierre.rheaume@finances.gouv.qc.ca

Any person wishing to comment on the draft Regulation is requested to submit written comments within the 45-day period to the Minister of Finance, 12, rue Saint-Louis, 1^{er} étage, Québec (Québec) G1R 5L3.

RAYMOND BACHAND,
Minister of Finance

Regulation to enact transitional measures for the application of the Real Estate Brokerage Act

Real Estate Brokerage Act
(S.Q. 2008, c. 9, s. 157)

1. A person who, on (*insert the date of the day before the date of coming into force of the Real Estate Brokerage Act (2008, c. 9)*), holds a chartered real estate broker's certificate, chartered real estate agent's certificate or affiliated real estate broker's certificate issued by the Association des courtiers et agents immobiliers du Québec under the Real Estate Brokerage Act (R.S.Q., c. C-73.1), and who, on that date, represents a partnership or a legal person that holds a chartered real estate broker's certificate, in accordance with section 7 of that Act, or manages an establishment or acts as an assistant to that person who manages an establishment, in accordance with section 13 of that Act, is deemed to have the competence in management of professional activities of brokers and agencies required to be an executive officer of the agency under the Real Estate Brokerage Act (2008, c. 9).

2. A real estate broker's licence is issued to a natural person who, on (*insert the date of the day before the date of coming into force of the Real Estate Brokerage Act (2008, c. 9)*), represents a partnership or a legal person that holds a chartered real estate broker's certificate, in accordance with section 7 of the Real Estate Brokerage Act (R.S.Q., c. C-73.1), on that date, manages an establishment or acts as an assistant to that person, in accordance with section 13 of the Real Estate Brokerage Act (R.S.Q., c. C-73.1), without holding a certificate issued by the Association des courtiers et agents immobiliers du Québec.