

**72.** Despite section 71, the name of a partnership or company within which architects practise their profession may include the name of a deceased or retired architect provided that the architect was a member of that partnership or company during the 3 years preceding the architect's death or retirement and provided that the architect or, as the case may be, the architect's heirs or successors have concluded an agreement to that effect.

## CHAPTER VIII FINAL

**73.** This Regulation replaces the Code of ethics of architects (R.R.Q., 1981, c. A-21, r.3).

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

9817

### Draft Regulation

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

#### Architects — Practice of the profession 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 architect within a partnership or a joint-stock company, made by the board of directors of the Ordre des architectes 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 sets out terms and conditions under which the members of the Order are authorized 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 the shares or units.

The conditions also include the obligation to contribute to an insurance fund covering the liability of the partnership or joint-stock company arising from fault or negligence on the part of a member in carrying on professional activities within the partnership or joint-stock company, as well as the obligation to provide the Order with the necessary information on the partnership or joint-stock company and update that information.

The draft Regulation is not likely to have an impact on enterprises, including small and medium-sized businesses.

Further information may be obtained by contacting Jean-Pierre Dumont, Ordre des architectes du Québec, 1825, boulevard René-Lévesque Ouest, Montréal (Québec) H3H 1R4; telephone: 514 937-6168 or 1 800 599-6168; fax: 514 933-0242.

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 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 architect 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 TERMS AND CONDITIONS FOR THE PRACTICE

**1.** Architects may carry on their 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) if

(1) 100% of the voting rights attached to the company shares or partnership units are held

(a) by architects;

(b) by legal persons, trusts or any other enterprise if the voting rights attached to the shares or units are held exclusively by architects; or

(c) in any combination by persons, trusts or any other enterprise referred to in subparagraphs *a* and *b*;

(2) in the case of a joint-stock company, 100% of the shares that have no voting rights are held

(a) by architects;

(b) by parents or relatives of an architect holding shares referred to in paragraph 1;

(c) by the spouse of an architect holding shares referred to in paragraph 1;

(d) by employees of the company;

(e) by legal persons, trusts or any other enterprise if the voting rights attached to the shares, units or other equity securities are held exclusively by persons referred to in subparagraphs *a, b, c* or *d*; or

(f) in any combination by persons, trusts or any other enterprise referred to in subparagraphs *a, b, c, d* or *e*;

(3) no manufacturer or wholesaler of materials and no person holding a majority of the shares of such a manufacturer or wholesaler holds shares or units of the partnership or joint-stock company;

(4) the majority of the directors of the board of directors of the joint-stock company or the directors of the limited liability partnership are architects. To constitute a quorum at a meeting of the directors of a partnership or joint-stock company, a majority of the directors present to act on its behalf must be architects;

(5) the chair of the board of directors of the joint-stock company or the person exercising similar functions in a limited liability partnership is an architect and, as the case may be, a shareholder with voting rights or a partner; and

(6) only an architect is granted, by agreement or proxy, the voting right attached to a share or unit held by an architect or a legal person, a trust or any other enterprise referred to in subparagraph *b* of paragraph 1.

Architects 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 professional activities.

**2.** If an architect is struck off the roll for a period in excess of 3 months or has had his or her permit revoked, the architect may not, during the period of the striking off or revocation, directly or indirectly hold any voting share or unit in a joint-stock company or partnership.

**3.** An architect who wishes to carry on professional activities within a partnership or joint-stock company must provide the secretary of the Order with the following:

(1) a written document from the Fonds d'assurance-responsabilité professionnelle of the Ordre des architectes du Québec certifying that the partnership or joint-stock company has complied with the security requirements as provided in Division III;

(2) if the architect carries on professional activities within a joint-stock company, a written document from a competent authority certifying the existence of the joint-stock company;

(3) where applicable, 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) a written document certifying that the partnership or joint-stock company is duly registered in Québec;

(5) a written document certifying that the partnership or joint-stock company has an establishment in Québec; and

(6) an irrevocable written authorization from the partnership or joint-stock company within which the architect carries on professional activities allowing a person, committee, disciplinary body or tribunal referred to in section 192 of the Professional Code to require disclosure of and obtain any document listed in section 12 from a person, or to obtain a copy of such a document.

**4.** In addition, the architect 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 the partnership or joint-stock company within which the architect carries on professional activities and the Québec business number assigned by the competent authority;

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

(3) if the architect carries on professional activities within a joint-stock company, the address of the head office of the joint-stock company and the addresses of its establishments in Québec, and the names and home addresses of the directors and officers of the joint-stock company;

(4) if the architect carries on professional activities within a limited liability partnership, the addresses of the establishments in Québec indicating the principal establishment, the names and home addresses of the partners and, where applicable, the names and home addresses of the directors appointed to manage the affairs of the partnership;

(5) the architect's name, home address and professional address, and status within the partnership or joint-stock company; and

(6) a certificate to the effect that the shares or units held and the rules of administration of the partnership or joint-stock company comply with the conditions set out in this Regulation.

The architect must include with the declaration the fees payable prescribed by the board of directors of the Order.

#### **5. Architects must**

(1) update the declaration referred to in section 4 and provide the declaration to the Order, accompanied by the fees payable prescribed by the board of directors of the Order, before 31 March of each year;

(2) promptly notify the Order of any change in the surety provided for in Division III or in the information given in the declaration prescribed in section 4 that would affect compliance with the conditions set out in this Regulation.

**6.** An architect immediately ceases to be authorized to carry on professional activities within a partnership or joint-stock company if the architect no longer complies with the conditions set out in this Regulation or the conditions in Chapter VI.3 of the Professional Code.

#### **DIVISION II REPRESENTATIVE**

**7.** If two or more architects carry on professional activities within a partnership or joint-stock company, a representative must be designated who is to act on behalf of all the architects in the partnership or joint-stock company to satisfy the terms and conditions of sections 3 to 5.

The representative must ensure the accuracy of the information given in the declaration except the information referred to in paragraph 5 of section 4.

The representative is also designated by the architects carrying on their professional activities within a partnership or joint-stock company to reply to requests made, under this Regulation, by the syndic, an inspector, an investigator or any other representative of the Order and to submit, as applicable, the documents that the architects are required to submit.

**8.** The representative must be an architect and be a partner or a director and shareholder with voting rights of the partnership or joint-stock company.

#### **DIVISION III PROFESSIONAL LIABILITY COVERAGE**

**9.** To be authorized to carry on professional activities in accordance with this Regulation, an architect 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 contributing to the Fonds d'assurance-responsabilité professionnelle of the Ordre des architectes du Québec, against liabilities of the partnership or company arising from fault on the part of the architect in carrying on professional activities within the partnership or joint-stock company.

**10.** The security must contain the following minimum conditions:

(1) an undertaking by the Fonds d'assurance-responsabilité professionnelle of the Ordre des architectes du Québec to pay in lieu of the partnership or joint-stock company, 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 the architect in the carrying on of professional activities within the partnership or joint-stock company;

(2) an undertaking by the Fonds d'assurance-responsabilité professionnelle of the Ordre des architectes du Québec 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; and

(3) an amount of security of at least \$1,125,000 per claim and at least \$2,500,000 for all claims filed against the partnership or joint-stock company during coverage period not exceeding 12 months, regardless of the number of members in the partnership or joint-stock company; for any damage caused by the presence of fungi, fungi derivatives or any other form of mold, an amount of security of at least \$100,000 per claim and at least \$2,500,000 for all claims filed against the partnership or joint-stock company during a coverage period not exceeding 12 months, regardless of the number of members in the partnership or joint-stock company.

**DIVISION IV**  
ADDITIONAL INFORMATION

**11.** Where a general partnership is continued as a limited liability partnership or where a joint-stock company or a limited liability partnership is established, the architect must ensure, within 15 days of the occurrence, that the partnership or company so notifies its clients.

The notice must specify in general terms the effects of the continuation or establishment, in particular with respect to the architect's professional liability.

**12.** The documents that may be required pursuant to paragraph 6 of section 3 are the following:

(1) if the architect practises the profession 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 shares of the joint-stock company;

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

(d) any shareholders' agreement and voting agreement and amendments;

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

(f) a list of the company's principal officers and their home addresses;

(2) if the architect practises the profession within a limited liability partnership,

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

(b) the partnership agreement and amendments;

(c) an up-to-date register of the partners;

(d) where applicable, an up-to-date register of the directors; and

(e) a complete and up-to-date list of the partnership's principal officers and their home addresses.

**DIVISION V**  
FINAL

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

9816

**Draft Regulation**

An Act respecting immigration to Québec  
(R.S.Q., c. I-0.2)

**Selection of foreign nationals**  
— **Amendment**

Notice is hereby given that the Regulation to amend the Regulation respecting the selection of foreign nationals, appearing below, may be made by the Government on the expiry of 45 days following this publication.

The draft Regulation extends from 36 to 48 months the maximum period of validity of a certificate of acceptance issued to a foreign national who wishes to stay temporarily in Québec to work and who is referred to in section 110 of the Immigration and Refugee Protection Regulations (SORS/2002-227). The proposed amendment harmonizes Québec regulations with the recent amendments made to the federal regulations increasing from 3 to 4 years the period granted to live-in caregivers to acquire the experience required to obtain the status of permanent resident.

The draft Regulation does not result in administrative or financial costs for enterprises, including small and medium-sized businesses.

Further information may be obtained by contacting Lucy Wells, Assistant Deputy Minister for Immigration, 360, rue McGill, 4<sup>e</sup> étage, Montréal (Québec) H2Y 2E9; telephone: 514 873-0706, extension 21262; fax: 514 873-0453.

Any person wishing to comment on the draft Regulation is requested to submit written comments within the 45-day period to the Minister of Immigration and Cultural Communities, 360, rue McGill, 4<sup>e</sup> étage, Montréal (Québec) H2Y 2E9.

YOLANDE JAMES,  
*Minister of Immigration and  
Cultural Communities*

---