

**27.** The Code is amended by inserting the following after section 50.5:

“**50.5.1.** A member who practices his professional activities within a partnership or joint-stock company must take all reasonable steps to ensure that the advertising of the partnership or joint-stock company or of any other person practicing activities within the partnership or joint-stock company complies with the rules set out in this Division.”.

**28.** Section 50.6 of the Code is amended:

1° by replacing “partners in” by “members practicing their profession within”;

2° by adding “or unless the other members establish that the advertising was placed without their knowledge or consent and despite the steps taken to ensure compliance with the rules” at the end.

**29.** Section 50.8 of the Code is replaced by the following:

“**50.8.** A member who uses the graphic symbol of the Order in his advertising and documents must ensure that the symbol conforms to the symbol whose use by members is permitted by the Order and that it is not presented in a way that suggests that the advertising or documents originate from or are approved by the Order.”.

**30.** 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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## Draft Regulation

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

### Certified management accountants — Practice of the profession in a partnership or 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 management accountant within a partnership or joint-stock company, made by the Ordre des comptables en management accrédités 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 provides the terms and conditions on which certified management accountants may carry on professional activities within a limited liability partnership or a joint-stock company in accordance with Chapter VI.3 of the Professional Code (R.S.Q., c. C-26), particularly with regard to the administration of the partnership or company and the holding of shares.

In accordance with Chapter VI.3 of the Professional Code, the draft Regulation also includes the obligation to take out insurance to cover any liability that the partnership or company may incur as a result of faults committed by certified management accountants while carrying on professional activities within the partnership or company. Certified management accountants will also be required to provide the Order with the necessary information about the partnership or company and to keep that information up-to-date.

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

Further information may be obtained by contacting Isabelle F. LeBlanc, Ordre des comptables en management accrédités du Québec, 715, rue du Square-Victoria, 3<sup>e</sup> étage, Montréal (Québec) H2Y 2H7; telephone: 514 849-1155 or 1 800 263-5390; fax: 514 849-9674; email: i.leblanc@cma-quebec.org

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 professional order that made the Regulation as well as 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 management accountant within a partnership or joint-stock company

Professional Code  
(R.S.Q., c. C-26, s. 93, pars. *g* and *h*, s. 94, par. *p*)

### DIVISION I GENERAL

**1.** Members of the Ordre des comptables en management accrédités du Québec are authorized, on the terms and conditions and subject to the restrictions set out in this Regulation, to practice within a limited liability partnership or joint-stock company within the meaning of Chapter VI.3 of the Professional Code (R.S.Q., c. C-26).

**2.** At all times, members must ensure that the partnership or joint-stock company allows them to comply with the Professional Code and all the regulations made under it.

A member who is struck off the roll for a period of more than 90 days or whose permit is revoked may not, while struck off or while the permit is revoked, directly or indirectly hold a voting unit or share in a partnership or joint-stock company, or act as a director, officer or representative of the partnership or joint-stock company.

## DIVISION II TERMS AND CONDITIONS

**3.** A member may practice within a limited liability partnership or joint-stock company 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 management accountants if all the following conditions are met at all times:

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

*a)* by members of the Order or by members of a professional order or equivalent body in a province or territory of Canada who practice within the partnership or joint-stock company;

*b)* by legal persons, trusts or enterprises, where 100% of the voting rights attached to the voting units, shares or equity interests or other rights are held by one or more members of the Order or of a professional order or equivalent body in a province or territory of Canada who practice within the partnership or joint-stock company;

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

2° a majority of the members of the board of directors of the joint-stock company, or a majority of the partners or, where applicable, the directors appointed by the partners to manage the affairs of the limited liability partnership, are members of the Order or of a professional order or equivalent body in a province or territory of Canada who practice within the partnership or joint-stock company;

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

4° at least one member of the Order practicing within the partnership or joint-stock company holds a voting unit or share;

5° the chair of the board of directors of the joint-stock company, or the person who performs similar duties within the limited liability partnership, is a voting partner or shareholder and a member of the Order or of a professional order or equivalent body in a province or territory of Canada;

6° only a member of the Order or of a professional order or equivalent body in a province or territory of Canada practicing within the partnership or joint-stock company is granted, by voting agreement or proxy, the voting rights attached to a share or voting unit held by a member of the Order or of a professional order or equivalent body in a province or territory of Canada or by a legal person, trust or enterprise referred to in subparagraph *b* of subparagraph 1 of the first paragraph.

The members of the Order must ensure that these conditions appear in the contract constituting the limited liability partnership, in the articles of incorporation of the joint-stock company, in the shareholder agreement, or in any other document relating to the constitution or operation of the partnership or joint-stock company. The documents must stipulate that the partnership or joint-stock company is constituted principally for the purpose of carrying on professional activities.

**4.** In all other cases, the members of the Order are authorized to practice within a limited liability partnership or joint-stock company if:

1° more than 50% of the voting rights attached to the shares or voting units of the partnership or joint-stock company are held

*a)* by the following persons practicing within the partnership or joint-stock company:

*i.* members of a professional order governed by the Professional Code;

*ii.* certified management accountants who are members of a professional order or equivalent body in a province or territory of Canada;

*iii.* real estate brokers or mortgage brokers holding a licence issued by the Organisme d'autoréglementation du courtage immobilier du Québec;

*iv.* insurance representatives, claims adjusters and financial planners holding a certificate issued by the Autorité des marchés financiers;

v. dealers, advisers and investment fund managers registered as such in accordance with Title V of the Securities Act (R.S.Q., c. V-1.1);

vi. actuaries who are members of the Canadian Institute of Actuaries;

vii. any persons carrying on an activity similar to those mentioned in subparagraphs iii to v who are governed by the legislation of another province of Canada recognizing them and subjecting them to similar rules;

b) by legal persons, trusts or enterprises, where 100% of the voting rights attached to the voting units, shares or equity interests or other rights are held by one or more persons mentioned in subparagraph *a*; or

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

2° a majority of the members of the board of directors of the joint-stock company, or a majority of the partners or of 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 of the first paragraph; and

3° a majority of the members of the board of directors, or a majority of the partners or of the directors appointed by the partners, are persons referred to in subparagraph *a* of subparagraph 1 of the first paragraph and form a majority of the quorum of the board of directors.

The members of the Order must ensure that these conditions appear in the contract constituting the limited liability partnership, in the articles of incorporation of the joint-stock company, in the shareholder agreement, or in any other document relating to the constitution or operation of the partnership or joint-stock company. The documents must stipulate that the partnership or joint-stock company is constituted principally for the purpose of carrying on professional activities.

**5.** A member of the Order may practice within a partnership or joint-stock company if, before commencing professional activities, the member provides the Order with

1° written confirmation from a competent authority certifying that the partnership or joint-stock company has coverage in accordance with Division II;

2° where the member practices within a joint-stock company, a written document issued by a competent authority certifying the existence of the joint-stock company;

3° where applicable, a certified true copy of the attestation issued by a competent authority stating that the general partnership has been constituted as a limited liability partnership;

4° written confirmation from a competent authority 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;

6° an irrevocable written undertaking from the partnership or joint-stock company within which the member practices giving a person, committee, disciplinary body or tribunal referred to in section 192 of the Professional Code the right to require any partner or shareholder of the partnership or joint-stock company to produce any information or document mentioned in section 13;

7° a declaration under oath, taken in compliance with the provisions of section 6, together with the fees fixed by the board of directors of the Order;

8° where applicable, a certified 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) indicating that the general partnership has become a limited liability partnership.

**6.** The declaration under oath provided for in paragraph 7 of section 5 is made using the form provided for that purpose by the Order, which contains the following information:

1° the name of the entity within which the member practices, and the other names it uses in Québec, if any, together with the registration number assigned to it by a competent authority;

2° the legal form of the entity;

3° the address of the head office of the partnership or joint-stock company and the addresses of its establishments in Québec;

4° the professional activities carried on by the member within the partnership or joint-stock company;

5° the member's name, home and professional address, and status within the partnership or joint-stock company, together with a list of all the other members of the Order who practice within the partnership or joint-stock company;

6° where the member practices within a joint-stock company, the names and home addresses of the directors of the joint-stock company and, where applicable, the professional order or equivalent to which they belong;

7° where the member practices within a limited liability partnership, the addresses of the establishments of the partnership in Québec, specifying the main establishment, the names and home addresses of all the partners domiciled in Québec and, where applicable, the names and home addresses of the directors appointed to manage the affairs of the partnership, whether or not they are domiciled in Québec, as well as the professional order or equivalent to which they belong;

8° an attestation that the shares or voting units held and the rules of administration of the partnership or joint-stock company comply with the conditions set out in this Regulation;

9° the names of the holders of shares or voting units referred to in subparagraph 1 of the first paragraph of section 3, with the percentage of voting rights held by each;

10° in the case of the holders of shares or voting units referred to in subparagraph *b* of subparagraph 1 of the first paragraph of section 3, an attestation that the conditions of that subparagraph are met;

11° an attestation that the partnership or joint-stock company has undertaken to ensure that the voting shareholders in the partnership or joint-stock company, the partners, directors and officers, as well as the members of its personnel who are not members of the Order, are aware of and comply with the Code of ethics of certified management accountants (C-26, r. 21.1).

**7.** To retain the right to practice within a limited liability partnership or joint-stock company, the member must:

1° update the documents referred to in paragraphs 1, 4 and 5 of section 5 and submit them before 31 March each year;

2° inform the Order without delay of any change to the coverage provided for in Division II, to any document referred to in section 5, or to the information included in the declaration referred to in section 6, including the striking off, dissolution, assignment of property, bankruptcy, voluntary or forced liquidation of the partnership or joint-stock company or any other cause likely to prevent the partnership or joint-stock company from carrying on its activities in compliance with the conditions set out in section 3 or 4.

**8.** When more than one member practices within the same partnership or joint-stock company, a single declaration may be made by a representative or substitute for all the members at the partnership or joint-stock company.

The representative and the substitute must be members of the Order, practice in Québec within the partnership or joint-stock company and be voting partners or shareholders.

The declaration made by the representative is deemed to be the declaration of each member at the partnership or joint-stock company. Such members remain responsible for the accuracy of the information provided in the declaration.

## **DIVISION II** **PROFESSIONAL LIABILITY COVERAGE**

**9.** A member practicing within a partnership or joint-stock company must, to be authorized to practice within that partnership or joint-stock company, provide and maintain coverage for the partnership or joint-stock company against the liabilities of the partnership or joint-stock company arising from fault on the part of the member in the practice of the profession within the partnership or joint-stock company, in accordance with paragraph *g* of section 93 of the Professional Code.

**10.** The following minimum conditions for the coverage must be set out in a specific rider or contract:

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 coverage to be furnished by the member pursuant to the Regulation respecting the professional liability insurance of certified management accountants of Québec, approved by Order in Council 166-93 dated 10 February 1993, or any other coverage taken out by a member if it is greater, up to the amount of the coverage, any sum that the partnership or joint-stock company may be legally bound to pay to an injured third person on a claim filed during the coverage period and arising from fault on the part of the member in the practice of the profession;

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 coverage, 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 coverage;

3° coverage of at least \$1,000,000 per claim for all claims filed against the partnership or joint-stock company during a 12-month coverage period;

4° maintenance of coverage for the period set out in paragraph *g* of section 93 of the Professional Code if the member is no longer required to hold professional liability coverage or ceases to be a member of the Order;

5° an undertaking by the insurer or surety to provide the secretary of the Order with a 30-day notice of intent to cancel the insurance or suretyship contract or to amend it with regard to one of the conditions set out in this section;

6° an undertaking by the insurer or surety to provide the secretary of the Order with notice if the insurance or suretyship contract has not been renewed; the notice must be sent within 15 days following the expiry of the contract; and

7° an undertaking by the insurer to notify the Order when it has paid a sum of money by reason of a fault committed by a member practicing within a partnership or joint-stock company, setting out, in particular, the name of the partnership or joint-stock company and of the member involved, the nature of the damage and of the fault, and the sum paid.

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

The surety must undertake to provide coverage in accordance with the conditions of this Division and to pay, on behalf of the partnership or joint-stock company and waiving the benefit of division and discussion, up to the amount of the suretyship coverage.

### **DIVISION III** ADDITIONAL INFORMATION

**12.** When a general partnership is continued as a limited liability partnership or when a joint-stock company is constituted, members of the Order must notify their clients, on the date of the continuation or constitution, of the nature and effects of the change of status of the partnership or joint-stock company, in particular with respect to their professional liability and the professional liability of the partnership or joint-stock company.

### **DIVISION IV** ACCESS TO DOCUMENTS

**13.** The documents that a partnership or joint-stock company may be required to produce pursuant to paragraph 6 of section 5 are the following:

1° if the member practices within a joint-stock company,

*a)* a complete and up-to-date register of the statutes and by-laws of the joint-stock company ;

*b)* a complete and up-to-date register of the shares in the joint-stock company;

*c)* a complete and up-to-date register of the directors of the joint-stock company;

*d)* a complete and up-to-date register of the shareholders in the joint-stock company;

*e)* any shareholders' agreement or voting agreement and any amendments;

*f)* the declaration and certificate of registration of the joint-stock company and any updates;

*g)* a complete and up-to-date list of the officers of the joint-stock company, with their home addresses;

2° if the member practices within a limited liability partnership:

*a)* the declaration of registration of the partnership or joint-stock company and any updates;

*b)* the partnership agreement and any amendments;

*c)* a complete and up-to-date register of the partners in the partnership;

*d)* where applicable, a complete and up-to-date register of the directors of the partnership;

*e)* the names of the principal officers of the partnership with their home addresses.

### **DIVISION V** INCOME

**14.** Where a member carries on professional activities within a joint-stock company, the income derived from the professional services rendered within and on behalf of the company belongs to the company, unless it has been agreed otherwise.

The determination, billing and receipt of fees is subject to the conditions set out in the Code of ethics of certified management accountants and the member is personally responsible for seeing to their application.

## DIVISION VI

### TRANSITIONAL AND FINAL PROVISIONS

**15.** A member who practices within a joint-stock company constituted for the purposes of the practice of the profession before the date of coming into force of this Regulation must comply with this Regulation no later than one year following that date.

**16.** 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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## Draft regulation

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

### Engineers

#### — Diplomas giving access to permits — Amendment

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 1.21 of the “Regulation respecting the diplomas issued by designated educational institutions which give access to permits or specialist’s certificates of professional orders” to strike out diplomas, to replace the designation of certain diplomas and to add new diplomas issued by certain Québec universities.

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

The draft Regulation will be submitted to the Office des professions du Québec and the Ordre des ingénieurs du Québec 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 and other bodies concerned.

Further information may be obtained by contacting Céline Martineau, Director, Legal Affairs, Ordre des ingénieurs du Québec, Gare Windsor, 1100, rue De La Gauchetière Ouest, bureau 350, Montréal (Québec) H3B 2S2; telephone: 514 845-6141, extension 3155 or 1 800 461-6141; fax: 514 840-2088.

Any person wishing to comment on the draft Regulation is requested to submit written comments within the 45-day period to Jean Paul Dutrisac, 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 professional order as well as to interested persons, departments and bodies.

JEAN-MARC FOURNIER,  
*Minister of Justice*

## 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\*

Professional Code  
(R.S.Q., c. C-26, s. 184, 1st par.)

**1.** The Regulation respecting the diplomas issued by designated educational institutions which give access to permits or specialist’s certificates of professional orders is amended in section 1.21

(1) in paragraph *a*

(*a*) by replacing “ès sciences appliquées (B.Sc.A.)” by “en ingénierie (B.Ing.)”;

(*b*) by inserting “— Baccalauréat coopératif en génie du bois, awarded after 1 April 2002; — Baccalauréat en génie agroenvironnemental;” before “— Baccalauréat en génie chimique”;

(*c*) by inserting “— Baccalauréat en génie des eaux;” after “— Baccalauréat en génie civil;”;

\* The Regulation respecting the diplomas issued by designated educational institutions which give access to permits or specialist’s certificates of professional orders, made by Order in Council 1139-83 dated 1 June 1983 (1983, *G.O.* 2, 2369), was last amended by the regulations made by Orders in Council 894-2010 dated 27 October 2010 (2010, *G.O.* 2, 2933) and 1162-2010 dated 15 December 2010 (2011, *G.O.* 2, 5). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Québec Official Publisher, 2010, updated to 1 October 2010.