

4. Where a physical rehabilitation therapist has a prior assessment that was made by a physical therapist or a medical diagnosis that is not restricted to symptoms and specifies the type of structural disorder, if applicable, with relevant medical information,

(1) the physical rehabilitation therapist may determine the list of problems, treatment objectives and contra-indications or precautions, make decisions regarding the means of treatment and provide the treatment to a patient suffering from an impairment for which an established loss of autonomy or sequelae require rehabilitation to maintain a level of autonomy or recover functional autonomy;

(2) the physical rehabilitation therapist may contribute to the development of the list of problems, determine treatment objectives and contra-indications or precautions, make decisions regarding the means of treatment and provide the treatment for a patient with an orthopedic or rheumatic disorder that does not interfere with normal growth;

(3) where the physical rehabilitation therapist also has the list of problems, treatment objectives and contra-indications or precautions, the physical rehabilitation therapist may make decisions regarding the means of treatment and provide the treatment for a patient with

(a) an orthopedic or rheumatic disorder that interferes with normal growth;

(b) a neurological disorder affecting an adult with no intensive period of functional rehabilitation or for which the intensive period of functional rehabilitation has ended;

(c) a chronic and controlled respiratory disorder;

(d) a peripheral vascular disorder;

(e) a skin disorder, pressure ulcer or burns, except a serious burn;

(f) a geriatric profile the condition of which requires an investigation;

(4) where the physical rehabilitation therapist also has the list of problems, treatment objectives and contra-indications or precautions, the physical rehabilitation therapist may apply the means of treatment prescribed by the physiotherapist or physician for a patient with a disorder or condition other than those provided for in paragraph 1, 2 or 3.

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

1642

Gouvernement du Québec

O.C. 903-2011, 7 September 2011

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

**Certified management accountant
— Practice of the profession within a partnership
or joint-stock company**

Regulation respecting the practice of the profession of certified management accountant within a partnership or joint-stock company

WHEREAS, under paragraph *p* of section 94 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 of the Code, the board of directors of a professional order must impose on its 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 comptables en management accrédités du Québec made the Regulation respecting the practice of the profession of certified management accountant within a partnership or joint-stock company;

WHEREAS, under section 95.3 of the 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 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, pursuant to the first paragraph of section 95.2 of the Code, a regulation made by the board of directors of a professional order under paragraph *g* or *h* of section 93 must be transmitted for examination to the Office, which may approve it with or without amendment;

WHEREAS the first regulation made by the board of directors of an order under paragraph *p* of section 94 of the Code must be submitted to the Government for approval;

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 management accountant within a partnership or joint-stock company was published in Part 2 of the *Gazette officielle du Québec* of 6 April 2011 with a notice that it could be submitted to the Government for approval on the expiry of 45 days following that publication;

WHEREAS the Office approved the Regulation with amendments, except Division I, sections 3 to 5, 7 and 8 of Division II and Divisions IV, V and VI;

WHEREAS the Office has examined the Regulation and made its recommendation to the Government;

WHEREAS it is expedient to approve Division I, sections 3 to 5, 7 and 8 of Division II and Divisions IV, V and VI of the Regulation with amendments;

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

THAT Division I, sections 3 to 5, 7 and 8 of Division II and Divisions IV, V and VI of the Regulation respecting the practice of the profession of certified management accountant within a partnership or joint-stock company, attached to this Order in Council, be approved.

GILLES PAQUIN,
Clerk of the Conseil exécutif

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*, and s. 94, par. *p*)

DIVISION I GENERAL

1. Members of the Ordre des comptables en management accrédités du Québec are authorized, on the conditions set out in this Regulation, to carry on their professional activities 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. Where a member 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 professional activities within the partnership or company.

DIVISION II TERMS AND CONDITIONS

3. Members of the Order may carry on their professional activities within a partnership or joint-stock company that holds itself out to be exclusively a partnership or joint-stock company of certified management accountants if all the following conditions are met:

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

(a) by members of the Order or a professional order of certified management accountants or equivalent in a Canadian province or territory who carry on their professional activities within the partnership or joint-stock company;

(b) by legal persons, trusts or any other enterprise whose voting rights attached to the units, shares, equity securities or other rights are held entirely by one or more persons referred to in subparagraph *a*;

(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, the partners or, if applicable, the directors appointed by the partners to manage the affairs of the limited liability partnership are the persons referred to in subparagraph *a* of subparagraph 1 of the first paragraph; they must constitute the majority of the quorum of the board of directors or, if applicable, internal management board;

(3) at least one member of the Order carrying on professional activities within the partnership or joint-stock company holds a voting unit or share;

(4) the chair of the board of directors of the joint-stock company or the person who performs similar duties within a limited liability partnership is a voting shareholder or partner and a member of the Order or of a professional order of certified management accountants or equivalent in a Canadian province or territory;

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

Members of the Order must ensure that those conditions are stipulated in the contract constituting the limited liability partnership or appear in the articles of incorporation of the joint-stock company, in the unanimous shareholder agreement, or in any other document relating to the constitution or operation of the partnership or joint-stock company and that the documents also stipulate that the partnership or joint-stock company is constituted for the purpose of carrying on professional activities.

4. Members of the Order may carry on their professional activities within a partnership or joint-stock company that does not hold itself out to be exclusively a partnership or joint-stock company of certified management accountants if

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

(a) by the following persons practising 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 of certified management accountants or equivalent in a Canadian province or territory;

iii. real estate brokers or mortgage brokers holding a licence issued by the Organisme d'autorégulation du courtage immobilier du Québec under the Real Estate Brokerage Act (R.S.Q., c. C-73.2);

iv. insurance representatives, claims adjusters and financial planners holding a certificate issued by the Autorité des marchés financiers under the Act respecting the distribution of financial products and services (R.S.Q., c. D-9.2);

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 person carrying on activities similar to those referred to in subparagraphs iii to v under an Act of another Canadian province or territory setting out rules similar to those that apply to members of the Order;

(b) by a legal person, trust or any other enterprise whose voting rights attached to the units, shares, equity securities or other rights are held entirely by one or more persons referred to in subparagraph *a*; or

(c) by a combination of the persons referred to in subparagraphs *a* and *b*;

(2) a majority of the members of the board of directors of the joint-stock company and the partners or, if applicable, the directors appointed by the partners to manage the affairs of the limited liability partnership are the 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 of the joint-stock company, the partners or directors appointed by the partners to manage the affairs of the limited liability partnership are the persons referred to in subparagraph *a* of subparagraph 1 of the first paragraph; they must constitute the majority of the quorum of the board of directors or, if applicable, internal management board.

Members of the Order must ensure that those conditions are stipulated in the contract constituting the limited liability partnership or appear in the articles of

incorporation of the joint-stock company, in the unanimous shareholder agreement, or in any other document relating to the constitution or operation of the partnership or joint-stock company and that the documents also stipulate that the partnership or joint-stock company is constituted for the purpose of carrying on professional activities.

5. Members of the Order may carry on their professional activities within a partnership or joint-stock company if, before carrying on those activities, they provide the Order with the following documents:

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

(2) where the member 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) if 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 from a competent authority certifying that the partnership or joint-stock company is registered in Québec;

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

(6) an irrevocable written authorization from the partnership or joint-stock company within which the member 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 information and obtain any document listed in section 13 from any partner or shareholder or to obtain a copy of such a document;

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

(8) where shareholders referred to in subparagraph *b* of subparagraph 1 of the first paragraph of section 3 are concerned, a confirmation that the conditions set out in that subparagraph are met; and

(9) a written document certifying 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.

6. The sworn declaration provided for in paragraph 7 of section 5 must be made using the form provided for that purpose by the Order and contain the following information:

(1) the name of the partnership or joint-stock company within which the member carries on professional activities, and any other names used in Québec, if any, together with the business number assigned to it by the competent authority;

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

(3) where the member carries on professional activities within a joint-stock company, 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 carry on their professional activities within the partnership or joint-stock company;

(6) where the member carries on professional activities within a joint-stock company, the names and home addresses of the directors of the joint-stock company and, if any, the professional order of certified management accountants or equivalent to which they belong;

(7) where the member carries on professional activities within a limited liability partnership, the addresses of the establishments of the partnership in Québec, specifying the address of its principal establishment, the names and home addresses of all the partners domiciled in Québec and, if any, 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 of certified management accountants or equivalent to which they belong; and

(8) the names of the holders of shares or units referred to in subparagraph 1 of the first paragraph of section 3, with the percentage of voting rights held by each shareholder.

7. To retain the right to carry on professional activities within a partnership or joint-stock company, the member of the Order must

(1) update and provide, before 31 March of each year, the documents referred to in paragraphs 1, 4 and 5 of section 5 and pay the fees payable prescribed by the board of directors;

(2) promptly inform the Order of any change to the coverage provided for in Division II, the cancellation of the coverage and changes to any document referred to in section 5 and 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. Where 2 members of the Order or more carry on their professional activities within the same partnership or joint-stock company, a single declaration may be made by a representative or substitute for all the members.

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

The representative's declaration is deemed to be each member's declaration of the partnership or joint-stock company. Each member remains fully responsible for the accuracy of the information provided in the declaration.

DIVISION III **PROFESSIONAL LIABILITY COVERAGE**

9. A member of the Order carrying on professional activities within a partnership or joint-stock company must, to be authorized to carry them on within that partnership or joint-stock company, provide and maintain, by insurance contract or specific rider, or by suretyship contract, 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.

10. The coverage must include the following conditions:

(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 a member in accordance with the regulation made pursuant to paragraph *d* of section 93 of the Professional Code 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 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 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) an undertaking to maintain coverage for all claims submitted in the 5 years following the period of coverage during which a member of the Order in the partnership or joint-stock company dies, withdraws from the partnership or joint-stock company 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, within 15 days of the end of the insurance or suretyship contract, with a notice that the insurance or suretyship contract has not been renewed; 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 setting out 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. The surety must also maintain sufficient property in Québec to honour the coverage provided for in this Division.

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

DIVISION IV ADDITIONAL INFORMATION

12. Where a general partnership is continued as a limited liability partnership or where a joint-stock company is constituted, members of the Order must send to their clients, on the date of the continuation or constitution, a notice informing them 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.

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

(1) if the member of the Order carries on professional activities within a joint-stock company,

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

(b) a complete and up-to-date register of the securities of 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 of the joint-stock company;

(e) any unanimous shareholder agreement, voting agreement and any amendments;

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

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

(2) if the member of the Order carries on professional activities within a limited liability partnership,

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

(b) the partnership agreement and any amendments;

(c) a complete and up-to-date register of the partners;

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

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

DIVISION V INCOME

14. Where a member of the Order 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 are 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

15. Members of the Order who carry on professional activities within a joint-stock company constituted for those purposes before the date of coming into force of this Regulation must comply with this Regulation not 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*.

1641

Gouvernement du Québec

O.C. 904-2011, 7 September 2011

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

Certified management accountants — Code of ethics — Amendment

Regulation to amend the Code of ethics of certified management accountants

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 comptables en management accrédités du Québec made the Regulation to amend the Code of ethics of certified management accountants;