
Regulations and other Acts

Gouvernement du Québec

O.C. 162-2013, 7 March 2013

Professional Code
(chapter C-26)

Chiropractor —Practice of the profession of chiropractor within a partnership or a joint-stock company

Regulation respecting the practice of the profession of chiropractor within a partnership or a joint-stock company

WHEREAS, under paragraph *p* of section 94 of the Professional Code (chapter C-26), the board of directors of a professional order may, by regulation, 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, by regulation, 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 chiropraticiens du Québec made the Regulation respecting the practice of the profession of chiropractor 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 and subject to section 95.2 of the Code, every regulation made by the board of directors of a professional order under the Code 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 a professional 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 (chapter R-18.1), a draft of the Regulation respecting the practice of the profession of chiropractor within a partnership or a joint-stock company was published in Part 2 of the *Gazette officielle du Québec* of 19 September 2012 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, with amendments, sections 4 to 6 of Chapter II related to the declaration and all of Chapter III, including sections 10 to 12 concerning professional liability coverage;

WHEREAS the Office has examined the Regulation and submitted it to the Government with its recommendation;

WHEREAS it is expedient to approve Chapter I, sections 2, 3 and 7 to 9 of Chapter II and Chapters IV and V of the Regulation with amendments;

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

THAT Chapter I, sections 2, 3 and 7 to 10 of Chapter II and Chapters IV and V of the Regulation respecting the practice of the profession of chiropractor within a partnership or a joint-stock company, attached to this Order in Council, be approved.

JEAN ST-GELAIS,
Clerk of the Conseil exécutif

Regulation respecting the practice of the profession of chiropractor within a partnership or a joint-stock company

Professional Code
(chapter C-26, s. 93, pars. *g* and *h*, and s. 94, par. *p*)

CHAPTER I GENERAL

1. Chiropractors are authorized, subject to the conditions set out in this Regulation, 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 (chapter C-26).

Chiropractors must ensure that the company or partnership makes it possible for them to comply at all times with the requirements of the Professional Code, those of the Chiropractic Act (chapter C-16) and their regulations.

CHAPTER II TERMS AND CONDITIONS OF PRACTICE

2. Chiropractors are authorized to carry on professional activities within a limited liability partnership or joint-stock company 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 at least one chiropractor;

(b) by a legal person or trust whose voting rights attached to the shares or units are held exclusively by one or more chiropractors; or

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

(2) a majority of the directors of the joint-stock company, or the partners or, where applicable, the managers appointed by the partners to manage the affairs of the limited liability partnership, are chiropractors; and

(3) the board of directors of the joint-stock company or, as the case may be, the internal management board of the partnership is comprised of a majority of chiropractors, who constitute the majority of the quorum of such boards at all times.

Chiropractors 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 provide that the partnership or joint-stock company is constituted for the purpose of carrying on professional activities.

3. Chiropractors who wish to carry on professional activities within a partnership or joint-stock company must, beforehand, send the following documents to the secretary of the Order:

(1) a written document from a competent authority certifying that the partnership or joint-stock company is covered by security complying with Chapter III of this Regulation;

(2) if the chiropractor intends to carry on professional activities within a joint-stock company, a written document issued by a competent authority certifying the existence of the joint-stock company;

(3) if applicable, a certified true copy of the declaration made by the competent authority, stating that the general partnership was 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 allowing a person, committee, disciplinary body or tribunal referred to in section 192 of the Professional Code to require disclosure of a document listed in section 14 from a person or a copy of such a document.

4. Chiropractors must also send to the secretary of the Order, using the form provided by the Order, a sworn declaration 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 chiropractor intends to carry on professional activities and the business number assigned to it by the competent authority;

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

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

(4) if the chiropractor intends to carry on professional activities within a joint-stock company, the address of the head office and the address of its establishments in Québec, and the names and home addresses of the directors and officers of the joint-stock company;

(5) if the chiropractor intends to carry on professional activities within a limited liability partnership, the address of the establishments of the partnership in Québec, specifying the address of the principal establishment, the names and home addresses of all the partners domiciled in Québec and, where applicable, the names and home addresses of the managers appointed to manage the affairs of the partnership, whether or not they are domiciled in Québec;

(6) 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;

(7) the names of the holders of shares or units referred to in subparagraph 1 of the first paragraph of section 2 with the percentage of voting rights held by each shareholder; and

(8) in the case of holders of shares or units referred to in subparagraph *b* of subparagraph 1 of the first paragraph of section 2, a document certifying that the conditions of that subparagraph are complied with.

Chiropractors must, together with their declaration, pay the fees prescribed by the board of directors of the Order.

5. If two or more chiropractors carry on professional activities within the same partnership or joint-stock company, a representative must be designated to act in their place and stead for the purposes of the conditions set out in sections 3 and 10.

The representative must be a chiropractor who is either a partner, or a director or shareholder with voting rights of the partnership or joint-stock company.

The representative is also appointed to reply to requests made by the syndic, an inspector, an investigator or any other representative of the Order and to submit, where applicable, the documents that the chiropractors are required to submit.

Except for the information referred to in paragraph 3 of section 4, the representative must ensure the accuracy of the information given in the declaration.

6. Not later than 31 March of each year, the declaration referred to in section 4 must be updated and sent to the Order along with payment of the fees prescribed by the board of directors of the Order.

7. Chiropractors must immediately inform the Order of any change in the security provided for in Chapter III or in the information given under section 3 that might compromise compliance with the conditions set out in this Regulation.

8. A chiropractor who is struck off the roll for a period in excess of three months may not, during the period of the striking off, directly or indirectly hold any units in a partnership or shares in a joint-stock company or hold the position of director, officer or representative of a partnership or joint-stock company.

9. Chiropractors must immediately inform the Order of the cancellation of the insurance coverage referred to in Chapter III, the striking off the roll, 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. Chiropractors must also inform the Order of any change in the information provided in the declaration that is contrary to the conditions set out in section 2.

CHAPTER III PROFESSIONAL LIABILITY COVERAGE

10. To be authorized to carry on their professional activities within a partnership or joint-stock company in accordance with this Regulation, chiropractors 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 insurance contract entered into by the Order, or by contributing to a professional liability insurance fund established in accordance with section 86.1 of the Professional Code, against the liability of the partnership or joint-stock company arising from fault on the part of the chiropractors in the practice of the profession within the partnership or joint-stock company.

11. The security must include the following minimum conditions:

(1) an undertaking by the insurer or surety to pay in lieu of the partnership or joint-stock company, over and above the minimum amount of the security to be furnished by the chiropractor pursuant to the Regulation respecting professional liability insurance of the Ordre des chiropraticiens du Québec (chapter C-16, r. 3), up to the amount of the security, 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 a chiropractor 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 to defend it in any action against it and to pay, in addition to the amounts covered by the security, all costs and expenses of actions against the partnership or joint-stock company, including the costs and expenses of the investigation and defence and interest on the amount of the security;

(3) an undertaking that the security extends to all claims submitted in the 5 years following the coverage period during which a chiropractor of the partnership or joint-stock company dies, withdraws from the partnership or joint-stock company or ceases to be on the roll of the Order, in order to maintain coverage for the partnership or joint-stock company for fault on the part of the chiropractor while carrying on professional activities within the partnership or joint-stock company;

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

(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 security, to amend a condition of this section or not to renew the security.

12. The suretyship contract must be entered into with a bank, savings and credit union, trust or insurance company domiciled in Canada. The surety must also maintain sufficient property in Québec to honour the coverage provided for in this Chapter.

The surety must undertake to provide coverage in accordance with the conditions of this Chapter 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.

CHAPTER IV ADDITIONAL INFORMATION

13. Where a general partnership is continued as a limited liability partnership or where a limited liability partnership or a joint-stock company is constituted, chiropractors who carry on professional activities within the partnership or joint-stock company must, within 15 days after the date of the constitution or continuation, send a notice to their clients whose records are active, informing them of the nature and effects of the continuation or constitution of the partnership or joint-stock company, in particular with respect to the chiropractor's professional liability and that of the partnership or joint-stock company.

The notice may be sent directly to the clients or published in a newspaper circulated in the location where the partnership or joint-stock company carries on its activities.

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

(1) if the chiropractor practises within a joint-stock company,

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

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

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

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

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

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

(g) the names and home addresses of the company's principal officers;

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

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

(b) the partnership contract and amendments;

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

(d) where applicable, a complete and up-to-date register of the managers; and

(e) the names and home addresses of the partnership's principal officers.

CHAPTER V TRANSITIONAL AND FINAL

15. Chiropractors who carry on professional activities within a joint-stock company constituted before the date of coming into force of this Regulation must comply with this Regulation at the latest within 1 year after 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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Gouvernement du Québec

O.C. 163-2013, 7 March 2013

Professional Code
(chapter C-26)

Chiropractors — Code of ethics of chiropractors

Code of ethics of chiropractors

WHEREAS, under section 87 of the Professional Code (chapter 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 chiropraticiens du Québec made the Code of ethics of chiropractors;

WHEREAS, under section 95.3 of the Professional Code, a draft of the Code of ethics of chiropractors 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 and subject to sections 95.0.1 and 95.2 of the Professional Code, every regulation made by the board of directors of a professional order under the Code 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 (chapter R-18.1), a draft of the Code of ethics of chiropractors was published in Part 2 of the *Gazette officielle du Québec* of 19 September 2012 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 has examined the Regulation and submitted it to the Government with its recommendation;

WHEREAS it is expedient to approve the Regulation with amendments;

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

THAT the Code of ethics of chiropractors, attached to this Order in Council, be approved.

JEAN ST-GELAIS,
Clerk of the Conseil exécutif

Code of ethics of chiropractors

Professional Code
(chapter C-26, s. 87)

CHAPTER I GENERAL

1. This Code determines, pursuant to section 87 of the Professional Code (chapter C-26), the duties of every member of the Ordre des chiropraticiens du Québec towards the public, patients and the profession.

2. Chiropractors must take reasonable measures to ensure that each person, employee, shareholder or partner who collaborates with them in the practice of the profession complies with the Chiropractic Act (chapter C-16), the Professional Code and their regulations.

Chiropractors who practise their profession within a partnership within the meaning of the Civil Code of Québec or a partnership or joint-stock company referred to in Chapter VI.3 of the Professional Code and are partners, shareholders, directors or officers must take reasonable measures to ensure that the partnership or joint-stock company complies with the Chiropractic Act, the Professional Code and their regulations.

3. Chiropractors may not allow other persons to perform acts on their behalf which, if performed by chiropractors, would be in contravention of the Chiropractic Act, the Professional Code or their regulations.

4. A chiropractor's duties and obligations under the Chiropractic Act, the Professional Code and their regulations are in no way changed or reduced by the fact that the chiropractor practises the profession within a partnership or joint-stock company.

5. Chiropractors must ensure that their obligations towards the partnership or company within which they practise as director or officer are not incompatible with their obligations towards their patient.