

**11.** The board of directors must send a copy of the committee's report, where applicable, and the committee's opinion to the Conference, the Minister of Higher Education, Research, Science and Technology and the Office des professions du Québec.

**12.** The annual report of the Order must contain the conclusions of the committee's report, where applicable, and of its opinions.

**13.** This Regulation replaces the Regulation respecting the committee on training of guidance counsellors and psychoeducators (chapter C-26, r. 70).

Despite sections 3 and 4, the members appointed in the division responsible for the training of guidance counsellors under the provisions replaced by this Regulation are members of the committee on training of guidance counsellors until their term expires. They are then replaced in the manner provided for in this Regulation.

**14.** 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. 221-2013**, 20 March 2013

Professional Code  
(chapter C-26)

**Geologists**  
— **Practice of the profession of geologist within  
a partnership or a joint-stock company**

Regulation respecting the practice of the profession of geologist 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 Professional 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 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 géologues du Québec made the Regulation respecting the practice of the profession of geologist 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 of the Professional Code and subject to sections 95.0.1 and 95.2 of the Code, 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 Professional Code, a regulation made by the board of directors of a professional order under paragraph *g* or *h* of section 93 of the Code 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 is 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 geologist within a partnership or a joint-stock company was published in Part 2 of the *Gazette officielle du Québec* of 21 November 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, paragraph 1 of section 4, section 5 and paragraph 1 of section 6 relating to the declaration prior to the practice of the profession of geologist within a partnership or a joint-stock company and Division III of the Regulation concerning the 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, with amendments, Division I, section 3, paragraphs 2 to 7 of section 4, paragraph 2 of section 6, section 7 and Divisions IV and V of the Regulation;

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

THAT Division I, section 3, paragraphs 2 to 7 of section 4, paragraph 2 of section 6, section 7 and Divisions IV and V of the Regulation respecting the practice of the profession of geologist 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 geologist within a partnership or a joint-stock company

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

### DIVISION I GENERAL

**1.** Geologists are authorized to carry on professional activities within a limited liability partnership or a joint-stock company within the meaning of Chapter VI.3 of the Professional Code (chapter C-26) subject to the conditions set out in this Regulation.

A geologist who becomes aware that a condition set out in Chapter VI.3 of the Professional Code is no longer being complied with must, within 15 days, take the necessary measures to ensure compliance, failing which the geologist ceases to be authorized to carry on professional activities within the partnership or joint-stock company.

**2.** A geologist who is struck off the roll for more than three months or whose permit has been revoked may not, during the period of the striking off or revocation, directly or indirectly hold any share in the partnership or joint-stock company.

The geologist may also not be a director, officer or representative of the partnership or joint-stock company during that period.

### DIVISION II TERMS AND CONDITIONS OF PRACTICE

**3.** A geologist may carry on professional activities within a limited liability partnership or a 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 by

(a) members of a professional order governed by the Professional Code or by persons subject to similar rules;

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

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

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

(3) at least one geologist carrying on professional activities within the partnership or company holds a voting share or unit.

A geologist must ensure that the conditions are stipulated in the contract constituting the limited liability partnership or appear in the articles of constitution of the joint-stock company, the unanimous shareholders' agreement or in any other document related to the constitution and operation of the partnership or company. A geologist must also ensure that it is provided that the partnership or joint-stock company is constituted for the purpose of the carrying on of professional activities.

**4.** A geologist who wishes to carry on professional activities within a partnership or joint-stock company must first provide the Order with the following documents:

(1) a sworn declaration that meets the requirements of section 5, accompanied by the fees prescribed by the board of directors of the Order;

(2) written confirmation from the competent authority that the partnership or joint-stock company complies with the professional liability coverage requirements of Division III;

(3) in the case of a joint-stock company, a written document issued by the competent authority certifying the existence of the joint-stock company;

(4) where applicable, a certified true copy of the declaration issued by a competent authority indicating that the general partnership has become a limited liability partnership;

(5) written confirmation from the competent authority that the partnership or joint-stock company is registered in Québec;

(6) written confirmation from the competent authority that the partnership or joint-stock company maintains an establishment in Québec; and

(7) irrevocable written authorization from the partnership or joint-stock company within which the geologist carries on professional activities entitling a person, a committee, a disciplinary body or a tribunal referred to in section 192 of the Professional Code to require any partner or shareholder to produce and to obtain a document referred to in section 12, or a copy of such a document.

**5.** The sworn declaration required by paragraph 1 of section 4 must be made on the form provided for that purpose by the Order and contain

(1) the geologist's name, domicile address, status within the partnership or joint-stock company and professional activities carried on therein;

(2) the name of the partnership or joint-stock company and any other names used in Québec and its business number assigned by the competent authority;

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

(4) in the case of a joint-stock company, the address of its head office and establishments in Québec, the name of all shareholders and their domicile address, the percentage of voting and non-voting shares they hold, the name of the directors and officers and their domicile address and the professional order or equivalent to which they belong, if any;

(5) in the case of a limited liability partnership, the address of its establishments in Québec, indicating its principal establishment, the name of all partners and their domicile address, and, where applicable, the name and domicile address of the directors appointed by the partners to manage the partnership, domiciled or not in Québec, and the professional order or equivalent to which they belong, if any;

(6) where applicable, the date on which the general partnership became a limited liability partnership or a joint-stock company; and

(7) an indication that the holding of shares or units and the rules governing the administration of the partnership or joint-stock company comply with the conditions set out in this Regulation.

**6.** To maintain the right to carry on professional activities within a partnership or joint-stock company, a geologist must

(1) update and submit, before 31 March of each year, the documents referred to in paragraphs 1, 2, 3 and 5 of section 4 and pay the fees prescribed by the board of directors; and

(2) inform the secretary of the Order without delay of any change in or cancellation of the coverage under Division III, of the striking off, dissolution, assignment of assets, bankruptcy, voluntary or forced liquidation of the partnership or joint-stock company or of any other cause likely to prevent the partnership or joint-stock company from pursuing its activities, as well as of any change in the information provided in the declaration provided for in paragraph 1 of section 4 that may affect compliance with the conditions set out in section 3.

**7.** If more than one geologist carries on professional activities within the same partnership or joint-stock company, a representative must be designated who is to act on behalf of all the geologists in the partnership or joint-stock company to meet the requirements of sections 4 to 6. The representative must reply for all the geologists to requests made by the syndic, an inspector, an investigator or any other representative of the Order and submit, as applicable, the documents and information that the geologists are required to submit.

The representative must be a geologist, carry on professional activities in Québec within the partnership or joint-stock company and be a partner or shareholder of the partnership or joint-stock company with voting rights.

The declaration by the representative is deemed to be the declaration of each of the geologists of the partnership or joint-stock company. Except for paragraph 1 of section 6, the representative must ensure the accuracy of the information given in the declaration.

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

**8.** A geologist who carries on professional activities within a partnership or joint-stock company must furnish and maintain for that partnership or joint-stock company, either by an insurance or suretyship contract or by participation in group insurance contracted by the Order, or by contributing to a professional liability insurance

fund established in accordance with section 86.1 of the Professional Code, security against professional liability that the partnership or joint-stock company may incur as the result of fault or negligence on the part of geologists committed while carrying on professional activities within the partnership or joint-stock company.

**9.** The security must provide the following minimum terms:

(1) an undertaking by the insurer or the 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 geologist pursuant to the Règlement sur l'assurance de la responsabilité professionnelle des membres de l'Ordre des géologues du Québec (chapter G-1.01, r. 2), or of any other coverage taken out by the geologist 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 geologist committed while carrying on professional activities within the partnership or joint-stock company;

(2) an undertaking by the insurer or the 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 costs and expenses of proceedings against the partnership or joint-stock company, including the costs of the inquiry and defence and the interest on the amount of the security;

(3) an undertaking to maintain the security against all claims filed during the 5 years following the coverage period during which a geologist of the partnership or joint-stock company dies, leaves the partnership or joint-stock company or ceases to be a member of the Order;

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

(5) where a geologist is a sole practitioner, as the unique shareholder of a joint-stock company in which no other geologist is an employee, the coverage must be at least \$250,000 per claim and \$500,000 for all claims filed against the company in a 12-month coverage period; and

(6) an undertaking by the insurer or surety to give 30 days' notice to the secretary of the Order prior to any cancellation or non-renewal of the insurance or suretyship contract or any amendment to the contract if the amendment affects a condition set out in this Regulation.

**10.** The suretyship contract must be with a bank, savings and credit union or trust company or insurance company domiciled in Canada. The surety must also maintain sufficient property in Québec to satisfy the coverage under this Division.

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

#### **DIVISION IV** **ADDITIONAL INFORMATION**

**11.** On a general partnership being continued as a limited liability partnership, or a joint-stock company being constituted, a geologist must send a notice to clients, on the date of the continuation or constitution, informing them of the nature and effects of the continuation or constitution, including as regards the geologist's professional liability and that of the partnership or joint-stock company.

**12.** The information and documents that may be required from the partnership or joint-stock company to which paragraph 7 of section 4 refers are the following:

(1) if the geologist carries on professional activities 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 securities of the joint-stock company;

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

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

(e) any shareholders' agreement or voting agreement and any attendant amendments;

(f) any agreement concerning the granting of share purchase options with voting rights or concerning any other right, even conditional, conferred on a person and allowing that person to be issued such shares;

(g) the registration declaration and the certificate of constitution of the joint-stock company and any update; and

(h) the names and domicile addresses of the principal officers of the joint-stock company;

(2) if the geologist carries on professional activities within a limited liability partnership,

- (a) the registration declaration of the partnership and any update;
- (b) the partnership agreement and any amendments;
- (c) a complete and up-to-date register of partners;
- (d) where applicable, a complete and up-to-date register of the directors of the partnership; and
- (e) the names and domicile addresses of the principal officers of the partnership.

## DIVISION V TRANSITIONAL AND FINAL PROVISIONS

**13.** A geologist carrying on professional activities within a joint-stock company constituted before the 18 April 2013 must comply with the requirements of this Regulation at the latest within one year after that date.

**14.** 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. 222-2013, 20 March 2013

Professional Code  
(chapter C-26)

#### **Specialist's certificates of professional orders — diplomas issued by designated educational institutions which give access to permits or specialist's certificates of professional orders — Amendment**

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

WHEREAS, under the first paragraph of section 184 of the Professional Code (chapter C-26), after obtaining the advice of the Office des professions du Québec in accordance with subparagraph 7 of the third paragraph of section 12 of the Code, and of the order concerned, the Government may, by regulation, determine the diplomas issued by the educational institutions it indicates which give access to a permit or specialist's certificate;

WHEREAS, under subparagraph 7 of the third paragraph of section 12 of the Professional Code, the Office must, before advising the Government, consult the educational institutions and the order concerned, the Conference of Rectors and Principals of Quebec Universities in the case of a university-level diploma, and the Minister of Higher Education, Research, Science and Technology;

WHEREAS the Office carried out the consultation;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), a draft of 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 was published in Part 2 of the *Gazette officielle du Québec* of 5 December 2012 with a notice that it could be made by the Government on the expiry of 45 days following that publication;

WHEREAS the Government obtained the opinion of the Office and that of the Ordre des orthophonistes et audiologistes du Québec;

WHEREAS it is expedient to make the Regulation without amendment;

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

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, attached to this Order in Council, be made.

JEAN ST-GELAIS,  
*Clerk of the Conseil exécutif*

#### **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  
(chapter 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 (chapter C-26, r. 2) is amended by replacing section 1.12 by the following: