

(6) the number of persons paid and volunteers assigned to the project and their respective duties.

4. An application for financial assistance made to promote research projects on any matter regarding access to justice, as well as the development and implementation of informational, educational and training programs must contain the following information:

- (1) a description of the project;
- (2) the clientele covered;
- (3) a statement of its objectives;
- (4) a plan of operations, including a description of the activities and the deadlines to be met for each activity in relation to the objectives of the project;
- (5) a budget, including an estimate of the expenses to be incurred and the expected revenues;
- (6) the number of persons paid and volunteers assigned to the project and their respective duties;
- (7) the other applications for financial assistance made by the person or body, the amount requested and, where applicable, the amount received;
- (8) other sources of financing or contributions to the carrying out of the project;
- (9) a letter in support of the project or program from the sector concerned.

5. The applicant person or body must pledge in writing to use the financial assistance only for the purpose for which it was granted and to report on its use.

DIVISION II

CATEGORIES OF EXEMPTED PERSONS OR BODIES

6. Government bodies are exempted from the application of this Regulation.

Government bodies include bodies to which the Government or a minister appoints the majority of the members, to which, by law, the personnel are appointed in accordance with the Public Service Act (chapter F-3.1.1) or whose capital stock forms part of the domain of the State.

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

Draft Regulation

Professional Code
(chapter C-26)

Chartered administrators — Code of ethics

Notice is hereby given, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), that the Code of ethics of chartered administrators, made by the board of directors of the Ordre des administrateurs agréés du Québec, appearing below, may be submitted to the Government which may approve it, with or without amendment, on the expiry of 45 days following this publication.

The purpose of the Code is to update the Code of ethics of chartered administrators and to reinforce the duties and obligations of chartered administrators in order to ensure better protection of the public.

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

Further information may be obtained by contacting Nicolas Handfield, Director, Affaires juridiques, Ordre des administrateurs agréés du Québec, 910, rue Sherbrooke Ouest, bureau 100, Montréal (Québec) H3A 1G3; telephone: 514 499-0880, extension 235 or 1 800 465-0880; fax: 514 499-0892; email: nhandfield@adma.qc.ca

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^e 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 Code as well as to interested persons, departments and bodies.

JEAN PAUL DUTRISAC,
*Chair of the Office des
professions du Québec*

Code of ethics of chartered administrators

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 chartered administrators, regardless of the context or manner in which they carry on their professional activities or the nature of their contractual relationship with clients.

2. Chartered administrators must take reasonable means to ensure compliance with the Professional Code and its regulations, including this Code, by any person, other than a chartered administrator, who cooperates with chartered administrators in carrying on their professional activities or by any partnership or joint-stock company within which chartered administrators carry on their professional activities.

3. The duties and obligations of chartered administrators under the Professional Code and its regulations are in no way modified or reduced by the fact that

(1) chartered administrators carry on their professional activities within a partnership or a joint-stock company;

(2) chartered administrators use an electronic means of communication, in particular social media or a virtual network.

CHAPTER II DUTIES AND OBLIGATIONS TOWARDS THE PUBLIC

4. No chartered administrator may commit acts which are contrary to law, nor advise, recommend or induce anyone to do so.

5. In the practice of the profession, chartered administrators must bear in mind all the foreseeable consequences of their work, interventions or research in respect of the public.

6. Chartered administrators must promote measures of education and information in the fields in which they practise.

Chartered administrators must also promote measures likely to encourage the integration of ethics in decision-making processes.

CHAPTER III DUTIES AND OBLIGATIONS TOWARDS THE CLIENT

DIVISION I GENERAL

7. Chartered administrators must ensure that they continually update their knowledge. They must always remain informed of developments in the fields in which they practise and maintain their skills in those fields.

8. Chartered administrators must act at all times in the best interest of the client so as to establish and maintain a relationship of mutual trust.

9. Chartered administrators must practise in keeping with good practice and the generally accepted standards of practice.

10. Before accepting to provide professional services, chartered administrators must take into account the limits of their skills, knowledge, professional experience, and the means available to them. In particular, no chartered administrator may

(1) offer to perform or perform professional services for which they are not sufficiently prepared or do not have the skills, knowledge or means required without obtaining the necessary assistance;

(2) offer to perform or perform professional services without having the possibility to exercise the personal intervention required by the nature of the services and the place where they are to be carried out.

11. Chartered administrators must at all times respect the client's right to consult another chartered administrator, a member of another professional order or any other competent person.

If the interest of the client so requires, chartered administrators must, with the client's authorization, consult another chartered administrator, a member of another professional order or another competent intervener, or refer the client to one of those persons.

12. Chartered administrators must refrain from practising in a condition or in a state likely to compromise the quality of their services and the dignity of the profession.

13. Chartered administrators must refrain from interfering in the personal affairs of their client in matters that are not relevant to the profession or that are not relevant to the reasons for which the client retained their services.

14. Chartered administrators must, in the practice of their profession, identify themselves in relation to the client as chartered administrators. They must, in particular, sign and make known their capacity as chartered administrators on any report or document produced in the practice of their profession.

DIVISION II INTEGRITY AND OBJECTIVITY

15. Chartered administrators must discharge professional duties with integrity and objectivity.

16. No chartered administrator may, by whatever means or for any purpose, make false, misleading or incomplete representations, in particular as to the chartered administrator's level of competence or the effectiveness of the chartered administrator's services or of those generally offered by members of his or her profession or by persons who carry on their professional activities within the same partnership or joint-stock company as chartered administrators.

17. No chartered administrator may use any subterfuge, trick, pretension, declaration or other misleading means intended to induce a person to require their professional services, whether or not that person has required their services.

No chartered administrator may exert any undue, abusive or repeated pressure when inducing a person to use their professional services.

18. No chartered administrator may, in any manner whatsoever, unduly influence or attempt to influence persons who may be physically or emotionally vulnerable because of their age, state of health or the occurrence of a specific event.

19. Chartered administrators must inform their client on

- (1) the objectives of the professional services required;
- (2) the nature and scope of the services required;
- (3) the extent and terms for carrying out their services;
- (4) the possible interventions by other professionals or other interveners;
- (5) the methods and frequencies of the rendering of accounts;
- (6) the billing method and terms of payment.

Chartered administrators must take reasonable measures to ensure that the client understands and agrees with those points.

20. Chartered administrators must avoid performing professional acts that are not justified by the nature of the professional services required by the client.

21. Chartered administrators must

(1) endeavour to gain sufficient knowledge of all the elements necessary to carry out their professional services, before expressing an opinion, advice, recommendation, or make and communicate a decision to the client;

(2) ensure that their interventions, professional opinions, recommendations and advice are based on an objective analysis of the facts and relevant information relating to the client's situation;

(3) expose to their client in an objective and clear manner the nature and extent of the problem or opportunity, from the relevant information on the client's situation;

(4) inform the client of the inherent and foreseeable risks associated with a proposed solution to the problem;

(5) refrain from expressing opinions or giving advice that is contradictory or incomplete.

22. Chartered administrators who consider that the client's interest requires a change in the professional services agreed on must notify the client and obtain the client's written consent to that effect before acting, no matter the possible consequences that may result from the performance of such services.

23. Chartered administrators must inform as soon as possible their client of any event likely to have, or that has had, a significant impact on their professional services and take, where applicable, the necessary measures to remedy the situation.

24. Chartered administrators must take reasonable care of the property entrusted to them by clients and they may not lend or use it for purposes other than those for which it was entrusted to them.

25. Chartered administrators must submit to the client any offer received for the client.

DIVISION III AVAILABILITY AND DILIGENCE

26. In the practice of their profession, chartered administrators must display reasonable availability, attention and diligence.

27. In addition to opinions and advice, chartered administrators must provide their client with any explanation necessary to the understanding and appreciation of the services provided to the client.

28. Chartered administrators must render accounts to their client according to the agreed methods and frequencies or when so requested by them.

29. Unless they have a serious reason for doing so, chartered administrators may not cease or refuse to act for the account of a client.

The following, in particular, constitute serious reasons:

(1) loss of trust between the chartered administrator and the client;

(2) being misled by the client or the client's failure to cooperate;

(3) inducement by the client to perform illegal, unfair or fraudulent acts;

(4) the fact that the chartered administrator is in a situation of conflict of interest or in a situation such that the chartered administrator's professional independence could be questioned;

(5) where the chartered administrator has reasonable grounds to suspect that he or she is assisting or may assist in the commission of an illegal or fraudulent act;

(6) refusal by the client to recognize an obligation for the fees and expenses or, after being given reasonable notice, to pay an amount to the chartered administrator to cover such fees and expenses;

(7) the fact that the foreseeable consequences of the work, interventions or research are such as to go against or be detrimental for the public.

30. Before ceasing their professional activities with a client, chartered administrators must inform the client in writing within a reasonable time and take the steps necessary to minimize any prejudice to the client.

Despite the foregoing, where the client induces chartered administrators to perform illegal, unfair or fraudulent acts and after having advised the client, they must immediately cease to act for a client.

DIVISION IV LIABILITY

31. Chartered administrators must, in the practice of their professional activities, assume full civil liability. No chartered administrator may include in a declaration, an advertisement or a professional service contract, any clause that, directly or indirectly, fully or partially, excludes that liability.

Chartered administrators may not invoke the liability of the partnership or company within which they carry on their professional activities or that of another person also carrying on activities as a ground for excluding or limiting their personal liability.

DIVISION V INDEPENDENCE AND CONFLICT OF INTEREST

32. Chartered administrators must subordinate their personal interests, those of the partnership or joint-stock company within which they carry on their professional activities or in which they have an interest and those of any other person carrying on activities within the partnership or joint-stock company, to those of the client.

33. Chartered administrators must at all times safeguard their professional independence.

34. Chartered administrators must generally only act, in the same matter, for a party representing similar interests. If their professional duties require that they act otherwise, chartered administrators must specify the nature of their duties or responsibilities and must keep all the interested parties informed that they will cease to act if the situation becomes irreconcilable with their duty to be independent.

35. Chartered administrators must at all times avoid any situation likely to place them in a conflict of interest.

Without restricting the generality of the foregoing, chartered administrators are in a conflict of interest

(1) when in such a situation that they might tend to favour certain interests over those of their client or where their judgment, objectivity, professional independence, integrity or loyalty towards the client might be unfavourably affected;

(2) when they could derive from it a direct or indirect, real or possible, personal benefit, in addition to the fees agreed upon.

36. As soon as chartered administrators become aware that they are in a situation of conflict of interest, they must enter the conflict in their record, disclose the conflict in writing to the persons involved and ask them if they allow the chartered administrators to act or continue to act. They must obtain, where applicable, written authorization from the persons involved.

37. A chartered administrator may share his or her fees only with a chartered administrator or another person, a trust or an enterprise referred to in paragraph 1 of section 4 of the Regulation respecting the practice of the profession of chartered administrator within a partnership or a joint-stock company (chapter C-26, r. 17.1).

Such sharing corresponds to a distribution of services and responsibilities.

38. No chartered administrator may accept a benefit relating to the practice of the profession, in addition to the fees to which the chartered administrator is entitled. Customary tokens of appreciation and gifts of small value may, however, be accepted.

No chartered administrator may pay, offer to pay or undertake to pay a benefit to any person in relation to the practice of the profession.

39. For a given service, chartered administrators may accept fees from only one source, unless explicitly agreed otherwise by all the parties concerned. Chartered administrators may accept payment of their fees only from the client or the client's representative, unless the client gives different instructions.

DIVISION VI **PROFESSIONAL SECRECY AND** **CONFIDENTIALITY**

40. Chartered administrators must preserve the secrecy of all confidential information that becomes known to them in the practice of their profession. They must take reasonable means to ensure that the personnel working with them and any person collaborating with them preserve professional secrecy.

41. No chartered administrator may make use of confidential information to the detriment of a client or with a view to obtaining, directly or indirectly, a benefit for themselves or another person.

42. Chartered administrators may be released from their obligation of professional secrecy only with the written authorization of their client or where so ordered by law.

43. Chartered administrators may communicate information that is protected by professional secrecy, in order to prevent an act of violence, including a suicide, where they have reasonable cause to believe that there is an imminent danger of death or serious bodily injury to a person or an identifiable group of persons.

Despite the foregoing, chartered administrators may only communicate the information to a person exposed to the danger or that person's representative, or to the persons who can come to that person's aid. Chartered administrators may only communicate such information as is necessary to achieve the purposes for which the information is communicated.

Chartered administrators who communicate such information may do so orally or in writing, provided the method chosen will not prejudicially delay the communication of the information.

44. Chartered administrators who, pursuant to section 43, communicate information that is protected by professional secrecy in order to prevent an act of violence must, as soon as possible,

(1) if the information was communicated orally, send a written confirmation to the person to whom it was communicated;

(2) enter the following particulars in the client's record:

(a) the date and time that the information was communicated and the name of every person to whom the information was given;

(b) the means of communication;

(c) the content of the information;

(d) the circumstances under which the information became known to the chartered administrator;

(e) the reasons supporting the decision to communicate the information, including the name of the person who caused the chartered administrator to communicate the information and the name of the person exposed to a danger;

(3) send the syndic of the Order a notice regarding the communication that includes the particulars referred to in paragraph 2.

DIVISION VII ACCESSIBILITY OF RECORDS

45. Chartered administrators must respond within a reasonable time to any request made by a client to consult documents that concern the client in any record made in his or her respect.

Chartered administrators must also respond promptly to any request made by a client to obtain a copy of the documents referred to in the first paragraph.

46. Chartered administrators who grant a request made under section 45 must give the client access to the documents, free of charge, in their presence or in the presence of a person they authorized.

Chartered administrators may, with respect to a request made under the second paragraph of section 45, charge the client a reasonable fee not exceeding the cost of transmitting, transcribing or reproducing documents.

Chartered administrators charging such fees must inform the client of the approximate amount to be paid before incurring them.

47. Chartered administrators must respond within a reasonable time to any request made by a client

(1) to cause to be corrected any information that is inaccurate, incomplete or ambiguous with regard to the purposes for which it was collected, contained in a document concerning the client in any record established in the client's respect;

(2) to cause to be deleted any information that is outdated or not justified by the object of the record established in the client's respect;

(3) to prepare written comments and file them in the record established in the client's respect.

48. Chartered administrators who respond to a request made under section 47 must, in addition to the requirements provided for in the second paragraph of article 40 of the Civil Code, give the applicant a copy free of charge of the corrected information or, as the case may be, an attestation that the information has been deleted or that comments have been filed in the record.

49. Chartered administrators must respond promptly to any written request made by a client, whose purpose is to take back a document or object entrusted to them by the client, even if their fees have not been paid.

Chartered administrators may, with respect to the request, charge the client reasonable fees not exceeding the cost of transmitting the document or object requested.

DIVISION VIII DETERMINATION AND PAYMENT OF FEES

50. Chartered administrators must charge and accept fair and reasonable fees warranted under the circumstances, and proportional to the services provided.

To determine their fees, chartered administrators must consider the following factors:

(1) the time devoted to the performance of the professional services;

(2) the complexity and extent of the services;

(3) their experience or expertise;

(4) the importance of the responsibility assumed;

(5) the result to be obtained;

(6) the performance of professional services that are unusual or require exceptional competence or celerity.

51. Chartered administrators may not charge fees to a client for interviews, communications or correspondence with the syndic or assistant syndic following requests made by the assistant syndic for information or explanations about a matter concerning them.

52. Chartered administrators may not charge fees for professional acts that were not performed or provide a receipt or another document that falsely indicates that services have been provided.

53. Chartered administrators who practise within a partnership or joint-stock company must ensure that the fees relating to the professional services provided by chartered administrators are always indicated separately on every invoice or statement of fees that is sent to the client by the partnership or joint-stock company.

54. Where chartered administrators carry on their professional activities within a joint-stock company, the professional fees relating to the professional services they have rendered within and on behalf of the company belong to the company, unless otherwise agreed.

55. Chartered administrators may collect interest on outstanding accounts only after notifying the client in writing. The interest thus charged must be at a reasonable rate.

56. Chartered administrators who entrust the collection of their fees to a third person must ensure that that person will act with tact and moderation.

CHAPTER IV DUTIES AND OBLIGATIONS TOWARDS THE PROFESSION

DIVISION I DEROGATORY ACTS

57. In addition to the derogatory acts referred to in the Professional Code or that may be determined pursuant to subparagraph 1 of the second paragraph of section 152 of the Code, the following acts are derogatory to the dignity of the profession of chartered administrator:

(1) communicating with the plaintiff without the prior written permission of the syndic or assistant syndic once informed of an investigation into the chartered administrator's professional conduct or a complaint has been served on the chartered administrator;

(2) refusing or neglecting to fulfill the requirements of the syndic or assistant syndic;

(3) continuing to act in violation of a provision of this Code, the Professional Code or a regulation made under the Code or a resolution of the board of directors;

(4) carrying on professional activities within a partnership or joint-stock company or having interest in a partnership or joint-stock company, where a partner, shareholder, director, officer or employee of the partnership or joint-stock company has been struck off the roll for more than 3 months or has had his or her professional permit revoked, unless the partner, shareholder, director, officer or employee

(a) ceases to hold the position of director or officer within 15 days of the date on which the striking off the roll or permit revocation becomes executory;

(b) ceases, if applicable, to attend all shareholders meetings and to exercise his or her voting right within 15 days of the date on which the striking off the roll or permit revocation becomes executory;

(c) disposes of his or her company shares with voting rights or leaves them in the care of a trustee within 15 days of the date on which the striking off the roll or permit revocation becomes executory.

DIVISION II RELATIONS WITH THE ORDER

58. Chartered administrators must ensure the accuracy and integrity of the information they provide to the Order. They must, at all times, honour their commitments to the Order in respect of the supervision of the practice of the profession.

59. Chartered administrators must promptly reply to all requests and correspondence from the secretary of the Order, a syndic, an inspector, an investigator or a member of the professional inspection committee and make themselves available for any meeting required by any of them.

60. At the request of the board of directors, chartered administrators must, to the extent possible for them to do so, participate in a council of arbitration of accounts, a disciplinary council, a review committee or a professional inspection committee. Chartered administrators may request an exemption for exceptional reasons.

DIVISION III RELATIONS WITH CHARTERED ADMINISTRATORS AND OTHER PERSONS

61. Chartered administrators must, in their relations with other chartered administrators, and any person who has dealings with them in the practice of their profession, conduct themselves with dignity, courtesy, respect and integrity. They must also

(1) collaborate with other chartered administrators or any person who has dealings with them in the practice of their profession, and endeavour to establish and maintain harmonious relations;

(2) when consulted by other chartered administrators, give their opinion and recommendations to them as soon as possible;

(3) refrain from denigrating other chartered administrators or any person who has dealings with them in the practice of their profession, breaching their trust, voluntarily misleading them, betraying good faith or engaging in disloyal practices;

(4) refrain from soliciting the clientele of another chartered administrator with whom they are called upon to collaborate;

(5) avoid claiming credit for work which rightfully belongs to another chartered administrator or any other person;

(6) refrain from harassing, intimidating or threatening another chartered administrator or any person who has dealings with them in the practice of their profession;

(7) avoid taking advantage of their position as employer or executive to limit in any way the professional independence of a chartered administrator in their employ or under their supervision, in particular as regards the use of the title of chartered administrator or the obligation of every chartered administrator to assume professional liability.

62. Chartered administrators must immediately inform the syndic when they are aware that a derogatory act has been committed by another chartered administrator.

DIVISION IV CONTRIBUTION TO THE ADVANCEMENT OF THE PROFESSION

63. Chartered administrators must, to the extent possible, participate in the advancement of their profession by sharing their knowledge and experience with the public, other chartered administrators and students.

CHAPTER V ADVERTISEMENT

DIVISION I GENERAL

64. No chartered administrator may make or allow to be made, by whatever means, false or misleading advertisement or advertisement likely to mislead or go against the honour or dignity of the profession.

65. No chartered administrator may claim to possess specific qualities or skills, in particular as to their level of competence or the scope or effectiveness of their services, unless they can substantiate such claim.

66. Chartered administrators who advertise the cost of their services must provide such explanations and information that are necessary to appropriately inform a person with no specific knowledge of the field of practice about the professional services being offered and the cost of such services. The following information must be available:

- (1) whether expenses are included in the cost;
- (2) whether additional services might be required for which an additional sum could be charged.

Any offer on the cost of services must remain in force for a reasonable period after it was last broadcast or published.

In their advertisement, no chartered administrator may, by whatever means, give more importance to the professional fees than to the professional services offered.

67. Chartered administrators must refrain from using an endorsement or statement of gratitude in advertising for the public.

DIVISION II GRAPHIC SYMBOLS OF THE PROFESSION

§1. *Graphic symbol of the Order*

68. The Ordre des administrateurs agréés du Québec is represented by a graphic symbol complying with the original held by the secretary of the Order.

69. Chartered administrators who use the graphic symbol of the Order in advertising must ensure that it complies with the graphic symbol authorized by the Order.

Where chartered administrators use the graphic symbol of the Order in their advertising, they may not suggest that such advertising emanates from the Order.

§2. *Graphic symbol of management consultants*

70. Chartered administrators who use the graphic symbol of the Canadian Association of Certified Management Consultants must ensure that its use complies with the licence held by the Order.

DIVISION III NAME OR CORPORATE NAME

71. No chartered administrator may practise the profession within a partnership or joint-stock company under a name or corporate name that is misleading, deceptive or contrary to the honour or dignity of the profession or which is a number name.

Only a partnership or joint-stock company in which all the services are provided by chartered administrators may use in its name the titles reserved for the profession.

CHAPTER VI FINAL

72. This Code replaces the Code of ethics of chartered administrators (chapter C-26, r. 14).

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