

2. The following is added after section 2:

“**2.1.** The duties and obligations under the Professional Code and its regulations are not modified or diminished in any manner owing to the fact that a member practises within a partnership.”

3. The following paragraph is added at the end of section 17:

“Where the physical therapist intends to proceed with cervical manipulation, the physical therapist must, in addition to meet the obligations referred to in the preceding paragraph, obtain the written consent of the client.”

4. The following sentence is added at the end of section 22:

“They may not invoke the liability of the partnership within which they practise or that of another person also practicing as a ground for excluding their professional liability.”

5. Section 24 is replaced by the following:

“**24.** Members must subordinate their personal interests and those of the partnership within which they practise or within which they have an interest to those of their clients.”

6. The following paragraph is added at the end of section 26:

“In all cases in which members practise within a partnership, situations of conflict of interest are assessed with regard to all clients and clients of persons with whom members practise within the partnership.”

7. The following is added after section 29:

“**29.1.** Members must take reasonable measures to ensure that any person who cooperates with them or practises within the same partnership maintains professional secrecy.”

8. Section 32 is amended by replacing “or for third parties” by “, for third persons or for any partnership within which members practise”.

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

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Draft Regulation

Professional Code
(chapter C-26)

Physiotherapy — Practice within a partnership or joint-stock company

Notice is hereby given, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), that the Regulation respecting the practice of physiotherapy within a partnership or a joint-stock company, made by the board of directors of the Ordre professionnel de la physiothérapie du Québec, may be submitted to the Government which may approve it, with or without amendment, on the expiry of 45 days following this publication.

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

Further information may be obtained by contacting Marie-France Salvas, advocate at the legal service of the Ordre professionnel de la physiothérapie du Québec, 7151, rue Jean-Talon Est, bureau 1000, Anjou (Québec) H1M 3N8; telephone: 514 351-2770; toll-free number: 1 800 361-2001; fax: 514 351-2658; email: physio@oppq.qc.ca

Any person wishing to comment on the matter 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 Regulation and to interested persons, departments and bodies.

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

Regulation respecting the practice of physiotherapy 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 TERMS AND CONDITIONS OF PRACTICE

1. A member of the Ordre professionnel de la physiothérapie du Québec may 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), if

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

(a) a member of the Order, a professional governed by the Professional Code or a professional governed by a regulatory body part of the Canadian Alliance of Physiotherapy Regulators or the Association of Canadian Occupational Therapy Regulatory Organizations;

(b) a joint-stock company where 100% of the voting rights attached to the shares are held by at least one person referred to in subparagraph *a*; or

(c) a trust whose trustees are persons referred to in subparagraph *a*;

(2) a majority of the directors of the board of directors of the joint-stock company, the partners or, where applicable, the directors appointed by the partners of the limited liability partnership are persons referred to in subparagraph *a* of paragraph 1;

(3) to constitute a quorum at a meeting of the directors of a partnership or joint-stock company, a majority of the persons present must be persons referred to in subparagraph *a* of paragraph 1;

(4) the conditions set out in this section appear in the articles of constitution of the joint-stock company or are stipulated in the contract constituting the limited liability partnership and that is also provided that the partnership or joint-stock company is constituted for the purposes of the carrying on professional activities; and

(5) the articles of constitution of the joint-stock company or the contract constituting the limited liability partnership must provide for the manner in which the shares are to be sent, in the event of the death, invalidity, striking off or bankruptcy of one of the persons referred to in subparagraph *a* of paragraph 1.

2. A member who wishes to practise within a partnership or joint-stock company must provide the secretary of the Order with:

(1) the declaration referred to in section 3 with the fees prescribed by the board of directors of the Order;

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

(3) if the member practises within a joint-stock company, a written document from a competent authority certifying the existence of the joint-stock company;

(4) where applicable, a certified true copy of the declaration from the competent authority indicating that the general partnership has been continued as a limited liability partnership;

(5) a written document certifying that the partnership or joint-stock company is duly registered in Québec;

(6) a written document certifying that the partnership or joint-stock company maintains an establishment in Québec; and

(7) an irrevocable written authorization from the partnership or joint-stock company within which the member practises entitling a person, a committee, a disciplinary body or a tribunal referred to in section 192 of the Professional Code to require any person to produce a document mentioned in section 9, or a copy of such a document.

3. The member must also send to the secretary of the Order a sworn declaration duly made on the form provided by the Order and containing

(1) the name of the partnership or joint-stock company and any other names used in Québec by the partnership or joint-stock company within which the member practises and the business number assigned to it by the competent authority;

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

(3) in the case of a joint-stock company, the address of the head office of the company and establishments in Québec, the names and home addresses of the directors and officers, and the order or professional association of which they are members, if applicable;

(4) in the case of 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 the partners and directors, and the order or professional association of which they are members, if applicable;

(5) the member's name, member number, status within the partnership or joint-stock company and professional activities carried on within the partnership or joint-stock company;

(6) an attestation certifying that the shares held and the rules of administration of the partnership or joint-stock company comply with the conditions set out in this Regulation.

4. Members must

(1) update the declaration referred to in section 3 and provide the declaration to the Order, accompanied by the fees prescribed by the board of directors of the Order, before 31 March of each year;

(2) inform the Order without delay of any change in the coverage under Division III or in the information provided in the declaration provided pursuant to section 3 that may affect compliance with the conditions set out in this Regulation.

5. A member immediately ceases to be authorized to practise within a partnership or joint-stock company if the member no longer complies with the conditions set out in this Regulation or in Chapter VI.3 of the Professional Code.

The member who is struck off the roll for more than 3 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 member may also not be a director, officer or representative of the partnership or joint-stock company during that period.

DIVISION II REPRESENTATIVE

6. If two or more members practise within the same partnership or joint-stock company, a representative must be designated to act on behalf of all the members practising in the partnership or joint-stock company in order to comply with the terms and conditions provided in sections 3 and 4.

The representative must ensure the accuracy of the information provided to the Order.

The representative is also designated by the members practising within a partnership or joint-stock company to reply to requests made by the syndic, an inspector or any other representative of the Order and to provide, where applicable, the documents that the members are required to submit.

The representative must be a member of the Order who practises in Québec within the partnership or joint-stock company and be a partner or a director and shareholder with voting rights of the partnership or joint-stock company.

DIVISION III PROFESSIONAL LIABILITY COVERAGE

7. To be authorized to practise within a partnership or joint-stock company, members must furnish and maintain for that partnership or joint-stock company, by an insurance contract or by participation in group insurance contracted by the Order, security against the liability that the partnership or joint-stock company may incur as the result of a fault on the part of the members committed while practising within the partnership or joint-stock company.

8. The security must include the following minimum conditions:

(1) an undertaking by the insurer to pay in lieu of the partnership or joint-stock company 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 on the part of the member committed while practising within the partnership or joint-stock company;

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

(4) an amount of security of at least \$1,000,000 per claim filed against the partnership or joint-stock company, subject to a limit of \$3,000,000 for all claims filed against the partnership or joint-stock company during a coverage period not exceeding 12 months, regardless of the number of members in the partnership or joint-stock company;

(5) an undertaking by the insurer to provide the secretary of the Order with a 30-day notice prior to any cancellation or amendment to the insurance contract if the amendment affects a condition set out in this Regulation or to any non-renewal of the contract.

DIVISION IV
ADDITIONAL INFORMATION

9. The documents that may be required pursuant to paragraph 7 of section 2 are the following:

(1) if the member practises within a joint-stock company:

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

(b) an up-to-date register of the shares of the joint-stock company;

(c) an up-to-date register of the directors of the joint-stock company;

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

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

(f) a list of the company's principal officers and their home addresses;

(2) if the member practises within a limited liability partnership:

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

(b) the partnership agreement and amendments;

(c) an up-to-date register of the partners;

(d) where applicable, an up-to-date register of the directors of the partnership; and

(e) a complete and up-to-date list of the partnership's principal officers and their home addresses.

DIVISION V
TRANSITIONAL AND FINAL

10. A member of the Order who practises within a joint-stock company constituted before the date of coming into force of this Regulation must comply with the requirements set out in this Regulation at the latest within 1 year following that date.

11. 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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