

26. The following is inserted after section 80:

“**80.1.** An agrologist must ensure that a partnership or joint-stock company within which the agrologist carries on professional activities does not use the graphic symbol of the Order in connection with its advertising or name unless all the services provided by such partnership or joint-stock company are professional services rendered by agrologists.

In the case of a partnership or joint-stock company which provides the professional services of agrologists and the professional services of persons other than agrologists with whom the agrologist is authorized to carry on professional activities, the graphic symbol of the Order may be used in connection with the name of the partnership or joint-stock company or in its advertising provided the graphic symbol identifying each of the professional orders or organizations to which such persons belong is also used.

However, the graphic symbol of the Order may always be used in connection with the name of an agrologist.”

27. 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)

Agrologists — Practice within a partnership or a 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 agrology within a partnership or a joint-stock company, made by the board of directors of the Ordre des agronomes 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 authorizes a member of the Order to carry on his or her professional activities within a joint-stock company or a limited liability partnership.

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

Further information may be obtained by contacting Louise Richard, Ordre des agronomes du Québec, 1001, rue Sherbrooke Est, bureau 810, Montréal (Québec) H2L 1L3; telephone: 514 596-3833; fax: 514 596-2974; email: agronome@oaq.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 agrology 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. An agrologist may carry on professional activities within a partnership or joint-stock company 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) at least one agrologist;

(b) a legal person, trust or any other enterprise whose voting rights attached to the shares or other rights are held wholly by at least one agrologist; or

(c) both a person, a trust or other enterprise referred to in subparagraphs a and b;

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

(3) the board of directors or, where applicable, the internal management board, is formed of a majority of agrologists who constitute at all times the majority of the quorum of such boards; and

(4) the chair of the board of directors of the joint-stock company or the person who performs similar duties within the limited liability partnership is an agrologist.

An agrologist must ensure that the conditions set out in the first paragraph appear in the articles of constitution of the joint-stock company or are stipulated in the contract constituting the limited liability partnership, in the unanimous shareholders' agreement or in any other document relating to the constitution and operation of the partnership or joint-stock company. The agrologist must also ensure that it is also provided that the partnership or joint-stock company is constituted for the purposes of carrying on professional activities.

2. An agrologist may carry on professional activities within a partnership or joint-stock company referred to in section 1 that does not hold itself out to be a partnership or joint-stock company of agrologists if

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

- (a) professionals governed by the Professional Code;
- (b) persons holding a legal authorization to practice the profession issued in another Canadian province or territory;
- (c) a legal person, trust or any other enterprise whose voting rights attached to the shares or other rights are held in a majority by a person or a number of persons referred to in subparagraphs *a* and *b*; or
- (d) both a person, a trust or other enterprise referred to in subparagraphs *a* to *c*;

(2) a majority of the directors of the joint-stock company, the partners or, where applicable, the managers appointed by the partners to manage the activities of the limited liability partnership are persons referred to in subparagraphs *a* and *b* of subparagraph 1; and

(3) the board of directors or, where applicable, the internal management board, is constituted of persons referred to in subparagraphs *a* and *b* of subparagraph 1 who constitute at all times the majority of the quorum of such boards.

An agrologist must ensure that the conditions set out in the first paragraph appear in the articles of constitution of the joint-stock company or are stipulated in the contract constituting the limited liability partnership, in the unanimous shareholders' agreement or in any other

document relating to the constitution and operation of the partnership or joint-stock company. The agrologist must also ensure that it is also provided that the partnership or joint-stock company is constituted for the purposes of carrying on professional activities.

3. An agrologist who is struck off the roll for more than 90 days or whose permit has been revoked may not, during the period of the striking off or revocation, be a director, officer or representative of the partnership or joint-stock company and may not directly or indirectly hold any share in the partnership or joint-stock company.

4. An agrologist may carry on professional activities within a partnership or joint-stock company only after transmitting to the Order:

(1) a declaration complying with the provisions of section 5 with the fees prescribed by the board of directors of the Order;

(2) 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;

(3) an irrevocable written authorization from the partnership or joint-stock company 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 13;

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

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

(6) a written document from a competent authority certifying that the partnership or joint-stock company maintains an establishment in Québec.

5. The declaration provided for in subparagraph 1 of the first paragraph of section 4 must be made on the form provided by the Order and contain

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

(2) the agrologist's name and home address, member number and status within the partnership or joint-stock company;

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

(4) 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 shareholders with voting rights, the names and home addresses of the directors and officers of the joint-stock company, and the professional order or equivalent body of which they are members, if applicable;

(5) 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, where applicable, the names and home addresses of the managers appointed by the partners to manage the partnership, whether or not they reside in Québec, and the professional order or equivalent body of which they are members, if applicable; and

(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.

6. To retain the right to carry on professional activities within a partnership or joint-stock company, an agrologist must update the declaration referred to in subparagraph 1 of the first paragraph of section 4 and provide the declaration to the Order, before 31 March of each year.

The agrologist must also inform the Order without delay of any change in the security under Division III or in the information provided in the declaration under section 4 that may affect compliance with the conditions set out in this Regulation.

DIVISION II **REPRESENTATIVE**

7. If two or more agrologists carry on professional activities within the same partnership or joint-stock company, a representative must be designated to act on behalf of all the agrologists in order to comply with the terms and conditions provided for in sections 4 and 6.

The representative must be a member of the Order carrying on professional activities within the partnership or joint-stock company and be a shareholder and director of the board of directors or a partner and a manager appointed to manage the partnership or joint-stock company.

Except for the information provided for in paragraph 2 of section 5, the representative must ensure the accuracy of the information provided in the declaration.

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

8. Where an agrologist becomes aware that a condition set out in section 1 or 2 is no longer met, the agrologist must, within 21 days, make sure the situation is remedied, failing which the agrologist is no longer authorized to carry on activities within the partnership or joint-stock company.

DIVISION III **PROFESSIONAL LIABILITY COVERAGE**

9. To be authorized to carry on professional activities within a partnership or joint-stock company in accordance with this Regulation, an agrologist must furnish and maintain security for that partnership or joint-stock company, by an insurance or suretyship contract, by participation in group insurance contracted by the Order or by subscribing to a professional liability insurance fund established in accordance with section 86.1 of the Professional Code, against the liability that the partnership or joint-stock company may incur as the result of a fault on the part of the agrologists committed while practising within the partnership or joint-stock company.

10. The security must include the following minimum conditions:

(1) coverage of at least \$1,000,000 per claim and of at least \$3,000,000 for all claims filed against the partnership or joint-stock company during a coverage period of 12 months; the amount must be of at least \$4,000,000 when the partnership or joint-stock company has four or more agrologists;

(2) an undertaking by the insurer or surety to pay in lieu of the partnership or joint-stock company, up to the amount of the security, any sum that the partnership or joint-stock company may be legally bound to pay in damages to a third person on a claim filed during the coverage period and arising from fault on the part of the agrologist committed while practising within the partnership or joint-stock company;

(3) 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 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;

(4) an undertaking by the insurer or surety to extend the security to any claim filed against the partnership or joint-stock company within 5 years following the end of the coverage;

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

11. 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 security 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 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, agrologists who carry on professional activities within the partnership or joint-stock company must, on the date of the constitution or continuation, send a notice to their clients informing them of the nature and effects of the status change of the partnership or joint-stock company, in particular with respect to the agrologist's professional liability and that of the partnership or joint-stock company.

13. The documents that may be required from the partnership or joint-stock company pursuant to subparagraph 3 of the first paragraph of section 4 are the following:

(1) if the agrologist carries on professional activities within a joint-stock company:

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

(b) any unanimous shareholder's agreement, voting agreements and amendments;

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

(d) an up-to-date register of the securities of the joint-stock company;

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

(f) an up-to-date list of the principal officers of the joint-stock company and their home addresses;

(2) if the agrologist carries on activities within a limited liability partnership:

(a) the partnership agreement and amendments;

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

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

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

(e) a list of the principal officers of the partnership and their home addresses.

DIVISION V TRANSITIONAL AND FINAL

14. An agrologist carrying on professional activities within a joint-stock company constituted for the purpose 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.

15. 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

— Certain professional activities in physiotherapy — Amendment

Notice is hereby given, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), that the Regulation to amend the Regulation respecting certain professional activities in physiotherapy, adopted 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.