

### DIVISION III SECURITY AGAINST PROFESSIONAL LIABILITY

**10.** A notary who engages in professional activities within a non-profit legal person must furnish and maintain security to cover professional liability for the non-profit legal person by subscribing to the professional liability insurance fund of the Chambre des notaires du Québec for professional liability that the non-profit legal person may incur through the fault or negligence of the notary in the practice of the notarial profession.

**11.** The security under the insurance fund must be at least \$1,000,000 per claim and for all claims filed against the non-profit legal person within a coverage period not exceeding 12 months, regardless of the number of notaries who engage in professional activities within the non-profit legal person.

**12.** The rules governing the conduct of the professional liability insurance decision-making committee's affairs provided for in a regulation made under section 86.3 and paragraph *d* of section 93 of the Professional Code (chapter C-26) apply when the committee is addressing the security provided for in this Division.

### DIVISION IV DOCUMENT ACCESSIBILITY

**13.** The information and documents that may be required from a non-profit legal person pursuant to subparagraph 7 of the first paragraph of section 5 are as follows:

(1) the complete and up-to-date book or register of articles and by-laws of the non-profit legal person;

(2) the complete and up-to-date book or register of the directors of the non-profit legal person and, if applicable, the order or similar organization to which they belong;

(3) written confirmation by the competent authority that the non-profit legal person is duly registered in Québec, and updates concerning the registration;

(4) the names and residential addresses of the principal officers.

### DIVISION V FINAL

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

106085

## Draft Regulation

Professional Code  
(chapter C-26)

### Advocates

#### — Practice of the profession of advocate within a non-profit legal person

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 the profession of advocate within a non-profit legal person, made by the board of directors of the Barreau du Québec and appearing below, is published as a draft and may be examined by the Office des professions du Québec then submitted to the Government which may approve it, with or without amendment, on the expiry of 45 days following this publication.

The draft Regulation determines the terms, conditions and restrictions applicable to the practice of the profession of advocate within a non-profit legal person, as well as the terms, conditions and restrictions under which a retired advocate may engage in certain professional activities within a non-profit legal person.

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

Further information on the draft Regulation may be obtained by contacting Nicolas Le Grand Alary, lawyer, Secretariat of the Order and Legal Affairs, Barreau du Québec, 445, boulevard Saint-Laurent, Montréal (Québec) H2Y 3T8; telephone: 514 954-3400, extension 5163, or 1 800 361-8495; email: [nlegrandalary@barreau.qc.ca](mailto:nlegrandalary@barreau.qc.ca).

Any person wishing to comment on the draft Regulation is requested to submit written comments within the 45-day period to Roxanne Guévin, Secretary, Office des professions du Québec, 800, place D'Youville, 10<sup>e</sup> étage, Québec (Québec) G1R 5Z3; email: [secretariat@opq.gouv.qc.ca](mailto:secretariat@opq.gouv.qc.ca). The comments will be forwarded by the Office to the Minister Responsible for Government Administration and Chair of the Conseil du trésor and may also be sent to the Barreau du Québec and to interested persons, departments and bodies.

ROXANNE GUÉVIN

*Secretary, Office des professions du Québec*

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## Regulation respecting the practice of the profession of advocate within a non-profit legal person

Act respecting the Barreau du Québec  
(chapter B-1, s. 131.1)

Act to improve access to justice by broadening the range of legal services provided free of charge or at a moderate cost  
(2022, chapter 26, s. 5)

### DIVISION I GENERAL

**1.** A member of the Barreau may, subject to the terms, conditions and restrictions determined in this Regulation, carry on professional activities within a non-profit legal person.

If any term, condition or restriction set out in Division XIII.1 of the Act respecting the Barreau du Québec (chapter B-1) or in this Regulation is no longer met, the member must, within 30 days after becoming aware of the non-compliance or within 30 days after being notified of it by the Barreau, whichever occurs first, take the necessary measures to comply, failing which the member may no longer engage in professional activities within the non-profit legal person.

**2.** The member must at all times ensure that the non-profit legal person within which the member engages in professional activities permits the member to comply with the Act respecting the Barreau du Québec (chapter B-1), the Professional Code (chapter C-26) and the regulations made for their application.

**3.** If a member is struck off the roll or has had his or her permit revoked or right to engage in professional activities suspended or limited, the member may not, during the period of the striking off, revocation, suspension or limitation, act as director, officer or representative of the non-profit legal person.

### DIVISION II TERMS, CONDITIONS AND RESTRICTIONS

**4.** A member may engage in professional activities within a non-profit legal person only if the Barreau has received the undertaking and the documents provided for in section 7 and the fees payable prescribed by the board of directors have been paid.

**5.** A member who begins or ceases to engage in professional activities within a non-profit legal person must send the Barreau a declaration, on the form provided by the Barreau, and pay the fees payable prescribed by the board of directors.

The declarations must be sent within 15 days following the date on which the member begins or ceases to practise, as the case may be.

**6.** A member may engage in professional activities within a non-profit legal person if

(1) the non-profit legal person is constituted under any of the following statutes:

(a) Part III of the Companies Act (chapter C-38);

(b) the Cooperatives Act (chapter C-67.2);

(c) the Canada Not-for-profit Corporations Act (S.C. 2009, c. 23);

(d) the Canada Cooperatives Act (S.C. 1998, c. 1);

(2) at least one of the directors of the board of directors is a practising advocate or notary, and that condition is set out in the constituting documents of the legal person;

(3) the constituting documents of the non-profit legal person stipulate that it is constituted for the purpose of providing, mainly or in part, legal services; and

(4) to the member's knowledge, no director or officer of the non-profit legal person is the subject, or was the subject in the 5 years preceding the date on which the member began to engage in professional activities within the legal person, of

(a) a decision of a Canadian court finding the director or officer guilty of a criminal offence related to the function of director or officer of a non-profit legal person that provides legal services, unless he or she has obtained a pardon; or

(b) a decision of a foreign court finding the director or officer guilty of an offence which, if committed in Canada, could have led to criminal proceedings, and which is related to the function of director or officer of a non-profit legal person that provides legal services, unless he or she has obtained a pardon.

**7.** The undertaking of the non-profit legal person, required under section 4 and provided using the document established by the Barreau, contains

(1) the names and membership numbers of all members who engage in professional activities within the non-profit legal person and, for each of them, an indication whether they practice within it exclusively;

(2) all the names used in Québec by the non-profit legal person as well as the Québec business number assigned by the enterprise registrar;

(3) the juridical form of the non-profit legal person and whether it complies with the conditions set out in section 6;

(4) the address of the head office of the non-profit legal person and the addresses of its establishments;

(5) the names and residential addresses of all directors and officers of the non-profit legal person and, if applicable, the order or similar organization to which they belong and their membership or permit numbers;

(6) the names of the respondent or respondents and, if applicable, the replacement appointed under section 9.

The undertaking must also be accompanied with the following documents:

(1) a copy of the constituting documents of the non-profit legal person issued by the competent authority attesting that the non-profit legal person exists;

(2) a copy of all the by-laws of the non-profit legal person;

(3) written confirmation by the competent authority attesting that the non-profit legal person is duly registered in Québec;

(4) written confirmation by the competent authority attesting that the non-profit legal person is exempt, if applicable, from paying income tax or has registered charity status;

(5) written confirmation by the competent authority attesting that the non-profit legal person is covered by security in compliance with Division IV; and

(6) an undertaking by the legal person within which the member engages in professional activities to allow the Barreau and the persons, committees or tribunal mentioned in section 192 of the Professional Code (chapter C-26), in the exercise of their functions, to require any person to produce information or a document mentioned in this section, or a true copy thereof.

**8.** A retired advocate who engages in professional activities within a non-profit legal person may receive no remuneration, except for the reimbursement of any expenses and fees related to the carrying on of his or her activities.

### DIVISION III RESPONDENT

**9.** A member may engage in professional activities within a non-profit legal person if the legal person designates one or two respondents or, if applicable, one respondent and one replacement.

One respondent or one replacement, as the case may be, must be a practising advocate who engages in professional activities in Québec within the non-profit legal person.

**10.** The respondent is mandated by the non-profit legal person to provide any record, document or information required by the Barreau or by any person, committee or tribunal mentioned in section 192 of the Professional Code (chapter C-26) and to reply to their requests.

The respondent is also mandated to receive all communications from the Barreau intended for the non-profit legal person, including any notice of non-compliance notified to the legal person or to a member who engages in professional activities within it.

**11.** The respondent must send to the Barreau, before 1 April each year and on the form provided by the Barreau, a declaration indicating any changes made to the undertaking or to the documents provided for in section 7. The declaration must be accompanied with the fees payable prescribed by the board of directors.

If any term, condition or restriction set out in section 6 is no longer met, the respondent must, within 15 days, notify the Barreau, except if the situation has been remedied.

### DIVISION IV SECURITY AGAINST PROFESSIONAL LIABILITY

**12.** A member who engages in professional activities within a non-profit legal person must furnish and maintain security to cover professional liability for the non-profit legal person by subscribing to the professional liability insurance fund of the Barreau du Québec for professional liability that the non-profit legal person may incur through the fault or negligence of the member in the practice of the profession.

**13.** The security under the insurance fund must be at least \$5,000,000 per claim filed against the non-profit legal person, subject to a limit of that same amount for all claims filed within a coverage period not exceeding 12 months, regardless of the number of members who engage in professional activities within the non-profit legal person.

Despite the first paragraph, the minimum amount of the security must be at least \$1,000,000 in cases where a member who holds a special permit or a solicitor engages in professional activities within a non-profit legal person.

**14.** The rules governing the conduct of the professional liability insurance decision-making committee's affairs provided for in subdivision 2 of Division III of the Règlement sur l'assurance de la responsabilité professionnelle des membres du Barreau du Québec (chapter B-1, r. 1.2) apply when the committee is addressing the security provided for in this Division.

#### **DIVISION V** **FINAL**

**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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