

Draft Regulation

Professional Code
(chapter C-26)

Practice of members of the Ordre professionnel des diététistes-nutritionnistes du Québec 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 members of the Ordre professionnel des diététistes-nutritionnistes du Québec within a partnership or a joint-stock company, as adopted by the board of directors of the Ordre des diététistes-nutritionnistes du Québec and appearing below, is published as a draft and may be examined by the Office des professions du Québec and 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 authorizes members of the Ordre professionnel des diététistes-nutritionnistes du Québec to carry on their activities within a joint-stock company or a limited liability partnership.

The 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 Josée De La Durantaye, Director General and Secretary, Ordre des diététistes-nutritionnistes du Québec, 550, rue Sherbrooke Ouest, Tour Ouest, bureau 1855, Montréal (Québec) H3A 1B9; telephone: 514 393-3733 or 1 888 393-8528; email: secretaire@odnq.org.

Any person wishing to comment on the draft Regulation is requested to submit written comments within the 45-day period to Annie Lemieux, Secretary, Office des professions du Québec, 800, place D'Youville, 10^e étage, Québec (Québec) G1R 5Z3; email: secretariat@opq.gouv.qc.ca. The comments may 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 Ordre des diététistes-nutritionnistes du Québec and to interested persons, departments and bodies.

ANNIE LEMIEUX
Secretary, Office des professions du Québec

Regulation respecting the practice of members of the Ordre professionnel des diététistes-nutritionnistes du Québec within a partnership or a joint-stock company

Professional Code
(chapter C-26, s. 93, pars. g and h, and s. 94, 1st par., subpar. p).

DIVISION I

TERMS, CONDITIONS AND RESTRICTIONS FOR PRACTISING

1. Members of the Ordre professionnel des diététistes-nutritionnistes du Québec may carry on professional activities within a joint-stock company or a limited liability partnership referred to in Chapter VI.3 of the Professional Code (chapter C-26), subject to the following conditions:

(1) more than 50% of the voting rights attached to the company shares or partnership units are held by the following persons or trust patrimonies or combination of persons or trusts:

(a) a member of the Order or of another professional order in the health and social services sector governed by the Professional Code;

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

(c) a trust where all trustees are persons referred to in subparagraph a;

(2) no shareholder, partner, director, officer or representative of the partnership or joint-stock company assumes responsibilities or performs duties incompatible with the practice of the profession of dietitian, as provided in section 14 of the Code of ethics of dietitians approved by Order number (*insert the number and date of the Order approving the Code*);

(3) a majority of the directors of the board of directors of the joint-stock company or, as the case may be, of the partners or directors appointed by the partners to manage the affairs of the limited liability partnership are persons referred to in subparagraph a of paragraph 1;

(4) to constitute a quorum for a meeting of the board of directors of the joint-stock company or the internal management board of the limited liability partnership, a majority of the members present must be persons referred to in subparagraph a of paragraph 1;

(5) the articles of the joint-stock company or the contract of the limited liability partnership must provide

- (a) the conditions listed in paragraphs 1 to 4;
- (b) a statement that the joint-stock company is established in order to carry on professional activities; and
- (c) the conditions to transfer company shares or partnership units in the event of the death, disability, striking off, revocation of permit or bankruptcy of one of the persons referred to in subparagraph *a* of paragraph 1.

2. A member who is struck off the roll for more than 3 months may not, during the period of the striking off, directly or indirectly hold any share or unit in the partnership or joint-stock company or be a director, officer or representative of the partnership or joint-stock company. The same applies if the member has had his or her permit revoked.

3. To carry on professional activities within a partnership or joint-stock company, a member must provide the Order with the following documents, accompanied by the fees payable prescribed by the Order's board of directors:

(1) a sworn declaration completed on the form provided by the Order containing the following information:

(a) the partnership or joint-stock company name and any other names used in Québec by the partnership or joint-stock company within which the member carries on professional activities, and the registration number assigned to it by the competent authority;

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

- (c) in the case of a joint-stock company,
 - i. the address of the head office of the company and the addresses of its establishments in Québec;
 - ii. the names of the shareholders, their percentage of shares with voting rights and, where applicable, the Order of which they are members and their permit number;
 - iii. the names of the directors of the joint-stock company and, where applicable, the Order of which they are members and their permit number;

- (d) in the case of a limited liability partnership,
 - i. the addresses of the establishments of the partnership in Québec, specifying the address of its principal establishment;
 - ii. the names of the partners, their percentage of partnership units and, where applicable, the Order of which they are members and their permit number;
 - iii. the names of the directors of the partnership and, where applicable, the Order of which they are members and their permit number;

(e) the member's name, permit number, and status within the partnership or joint-stock company;

(f) an attestation that the holding of shares or partnership units, the rules of administration of the partnership or joint-stock company, and the articles of the joint-stock company or the contract of the limited liability partnership comply with the conditions set out in this Regulation;

(2) an insurance certificate indicating that the member is covered by security in compliance with Division III with respect to the partnership or joint-stock company;

(3) an irrevocable written authorization from the partnership or joint-stock company within which the member carries on professional activities allowing a person, committee, disciplinary body or tribunal mentioned in section 192 of the Professional Code (chapter C-26) to require from any person a document referred to in this section or in section 11, or a true copy of such a document.

4. Members must

(1) before March 31 of each year, update and provide the Order with the declaration provided for in paragraph 1 of section 3, accompanied by an insurance certificate indicating that the member is covered by security in compliance with Division III with respect to the partnership or joint-stock company, and by the fees payable prescribed by the Order's board of directors;

(2) where applicable, promptly notify the Order that, under the Bankruptcy and Insolvency Act (R.S.C., 1985, c. B-3), the partnership or joint-stock company has made an assignment of its property, is the subject of a receiving order, or has made a proposal that has been rejected by its creditors or dismissed or annulled by the court; and

(3) promptly notify the Order of any change in the information given in the declaration provided for in paragraph 1 of section 3 that would compromise compliance with the conditions set out in this Regulation.

5. At all times, members must ensure that the partnership or joint-stock company within which they carry on professional activities allows them to comply with the provisions of the Professional Code (chapter C-26) and its regulations.

6. Where members become aware, or are notified by the Order, that one of the terms, conditions or restrictions set out in this Regulation or in Chapter VI.3 of the Professional Code (chapter C-26) is no longer met, they must, within 15 days, take the necessary measures to comply, failing which members are no longer authorized to carry on their activities within the partnership or joint-stock company.

7. The name of the partnership or joint-stock company must not be a numbered name.

DIVISION II REPRESENTATIVE

8. If a number of members carry on professional activities within the same partnership or joint-stock company, a representative must be designated to act on their behalf in order to comply with the terms and conditions provided for in sections 3 and 4.

The representative must ensure the accuracy of the information provided.

The representative must reply to requests made by a representative of the Order and provide, where applicable, the information or documents that the members are required to submit.

The representative must be a member of the Order who carries on professional activities in Québec within the partnership or joint-stock company and be a partner or a director and shareholder of the partnership or joint-stock company.

DIVISION III PROFESSIONAL LIABILITY COVERAGE

9. In order to carry on professional activities within a partnership or joint-stock company, members must join the professional liability group insurance plan contract entered into by the Order, providing security against the liability that the partnership or joint-stock company may incur as the result of any fault on the part of the members committed in the practice of their profession.

The Order must make the contract accessible to members.

10. The professional liability group insurance plan contract must include an amount of security of at least \$2,000,000 per claim and at least \$2,000,000 for all claims filed within the coverage period or filed before that coverage period but for which a claim was filed against the partnership or joint-stock company within the coverage period.

DIVISION IV ADDITIONAL INFORMATION

11. The documents that may be required pursuant to paragraph 3 of section 3 are the following:

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

(a) written confirmation by the competent authority attesting that the joint-stock company exists;

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

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

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

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

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

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

(h) a complete and up-to-date list of the joint-stock company's principal officers and representatives and their home addresses;

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

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

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

(c) the partnership agreement and amendments;

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

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

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

(3) written confirmation by the competent authority attesting that the partnership or joint-stock company is duly registered in Québec;

(4) an attestation that the partnership or joint-stock company maintains an establishment in Québec.

DIVISION V FINAL

12. 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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