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c. T-5, r.5.1

## Regulation respecting the practice of the profession of radiology technologist within a partnership or a joint-stock company

### Professional Code

(R.S.Q., c. C-26, ss. 93 and 94)

### DIVISION I

#### TERMS AND CONDITIONS

- 1.** A member of the Ordre des technologues en radiologie du Québec is authorized to practise within a joint-stock company or a limited liability partnership within the meaning of Chapter VI.3 of the Professional Code (R.S.Q., c. C-26), if
- (1) the shares or units of the partnership or joint-stock company are held
    - (a) by members of the Order;
    - (b) by legal persons, trusts or any other enterprise whose voting rights attached to the shares, units, equity securities or other rights are held entirely by members of the Order; or
    - (c) by the spouse, parents or relatives of a member of the Order;
  - (2) more than 50% of the voting rights attached to the shares or units of the partnership or joint-stock company are held
    - (a) by members of the Order;
    - (b) by legal persons, trusts or any other enterprise whose voting rights attached to the shares, units, equity securities or other rights are held entirely by members of the Order; or
    - (c) by a combination of persons, trusts or enterprises referred to in subparagraphs *a* and *b*;
  - (3) a majority of the directors of the board of directors of the joint-stock company, the partners or, if applicable, the directors appointed by the partners to manage the affairs of the limited liability partnership are members of the Order; they must constitute the majority of the quorum of such boards;
  - (4) the chair of the board of directors of the joint-stock company or, as the case may be, the person who performs similar functions in a limited liability partnership is a shareholder with voting rights or a partner and a member of the Order; and
  - (5) only a member of the Order practising within the partnership or joint-stock company is granted, by agreement or proxy, the voting right attached to a share or unit held by another member of the Order.

A member of the Order must ensure that the conditions listed in the first paragraph appear in the articles of the joint-stock company or in the written contract of the limited liability partnership and that the documents stipulate that the partnership or joint-stock company is constituted for the purpose of carrying on professional activities.

O.C. 433-2009, s. 1.

- 2.** If a member of the Order is struck off the roll for a period in excess of 3 months or has had his or her permit revoked, the member may not, during the period of the striking off or revocation, directly or indirectly hold any voting share or unit in the partnership or the joint-stock company.

During that period, the member may not hold the position of director, officer or representative of the partnership or joint-stock company.

O.C. 433-2009, s. 2.

**3.** A member of the Order may practise within a partnership or joint-stock company if the member

(1) provides the Order with a written document from a competent authority certifying that the partnership or joint-stock company is covered by security in compliance with Division II;

(2) provides the Order with a written document from a competent authority certifying the existence of the joint-stock company where the member practises within a joint-stock company;

(3) provides the Order, where applicable, with a certified true copy of the declaration from the competent authority stating that the general partnership has been continued as a limited liability partnership;

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

(5) provides the Order with a written document certifying that the partnership or joint-stock company has an establishment in Québec; and

(6) provides the Order with an irrevocable written authorization from the partnership or joint-stock company within which the member practises allowing a person, committee, council or tribunal referred to in section 192 of the Code to require disclosure of and obtain any document listed in section 15 from a person or to obtain a copy of such a document.

O.C. 433-2009, s. 3.

**4.** In addition, the member sends to the Order a declaration duly filled out on the form provided by the Order that contains

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

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

(3) the professional activities carried on by the member within the partnership or joint-stock company;

(4) the name, home and business address of the member and the member's status within the partnership or joint-stock company;

(5) where a member practises within a joint-stock company, the address of the head office of the joint-stock company and of its establishments in Québec, the names and home addresses of the directors of the joint-stock company and the names and home addresses of the shareholders referred to in subparagraph 1 of the first paragraph of section 1 and the percentage of voting rights held by each shareholder;

(6) where a member practises within a limited liability partnership, the addresses of the establishments in Québec of the partnership specifying the address of the principal establishment, the names and home addresses of all partners domiciled in Québec and, where applicable, the names and home addresses of the directors appointed to manage the affairs of the partnership, whether or not they are domiciled in Québec; and

(7) a written document provided by the member certifying that the shares or units held and the rules respecting the management of the partnership or joint-stock company satisfy the conditions set out in this Regulation.

The member must enclose the fees payable prescribed by the board of directors of the Order with the declaration.

O.C. 433-2009, s. 4.

**5.** A member who fails to satisfy the conditions set out in sections 3 and 4, before practising within a partnership or joint-stock company, is not authorized to practise within a partnership or joint-stock company.

O.C. 433-2009, s. 5.

**6.** If more than one member of the Order carries on professional activities within a partnership or joint-stock company referred to in section 1, one representative must be designated to act on behalf of all the members of the Order who carry on their professional activities in the partnership or joint-stock company.

The representative must be a member of the Order who is either a partner, or a director and shareholder with voting rights

in the partnership or joint-stock company.

O.C. 433-2009, s. 6.

**7.** Except for subparagraphs 3 and 4 of the first paragraph of section 4, the member or, if applicable, the representative must ensure that the information provided in the declaration is accurate.

O.C. 433-2009, s. 7.

**8.** The documents referred to in paragraphs 1, 2, 4 and 5 of section 3 and the declaration referred to in section 4 must be updated every year by the member or, if applicable, the representative by 31 March at the latest.

O.C. 433-2009, s. 8.

**9.** A member of the Order or the member's representative must immediately inform the Order of any amendment or cancellation of the insurance coverage required by Division II, the striking off, dissolution, assignment of property, bankruptcy, voluntary or forced liquidation of the partnership or joint-stock company or any other cause likely to prevent the partnership or joint-stock company from carrying on in its activities and any change in the information given in the declaration that is contrary to the conditions set out in section 1.

O.C. 433-2009, s. 9.

**10.** A member immediately ceases to be authorized to practise within a partnership or joint-stock company if at anytime the member no longer satisfies the conditions set out in this Regulation or Chapter VI.3 of the Code.

O.C. 433-2009, s. 10.

## **DIVISION II**

### **PROFESSIONAL LIABILITY COVERAGE**

**11.** To be authorized to practise in accordance with this Regulation, a member of the Order practising within a partnership or joint-stock company must furnish and maintain security on behalf of the partnership or joint-stock company by means of an insurance or suretyship contract or by joining a group plan contract entered into by the Order, or by contributing to a professional liability insurance fund established in accordance with section 86.1 of the Code, against liabilities of the partnership or joint-stock company arising from fault on the part of members of the Order in the practice of the profession within the partnership or joint-stock company.

O.C. 433-2009, s. 11.

**12.** The following minimum conditions for the security must be set out in a contract or specific rider:

(1) an undertaking by the insurer or surety to pay in lieu of the partnership or joint-stock company, over and above the amount of the security to be furnished by the member pursuant to the Règlement sur l'assurance de la responsabilité professionnelle des technologues en radiologie du Québec (Décision 97-10-30) or the coverage actually taken out by the member if it is greater, up to the amount of the security, any sum that the partnership or joint-stock company may be legally bound to pay to an injured third person on a claim filed during the coverage period and arising from fault on the part of the member in the practice of the profession;

(2) 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 legal costs of actions against the partnership or joint-stock company, including the costs of the inquiry and defence, and interest on the amount of the security;

(3) the security must be at least \$1,000,000 per claim and for all claims filed against the partnership or joint-stock company within a 12-month coverage period;

(4) where a member is a sole practitioner and sole shareholder of a joint-stock company in which no other member of the Order is an employee, the security must be at least \$500,000 per claim and for all claims filed against the company within a 12-month coverage period;

(5) an undertaking by the insurer or surety to give the secretary of the Order a 30-day prior notice of intent to terminate the insurance or suretyship contract, to modify it with respect to any of the conditions set out in this section; and

(6) an undertaking by the insurer or surety to give the secretary of the Order a notice that the insurance or suretyship

contract has not been renewed; the notice must be sent within 15 days following the expiry of the contract.

O.C. 433-2009, s. 12.

**13.** The suretyship must be with a bank, savings and credit union, trust or insurance company domiciled in Canada and having and maintaining sufficient property in Québec to meet the coverage required under this Division.

The institution referred to in the first paragraph must undertake to provide the coverage in accordance with the conditions of this Division and must waive the benefit of division and discussion.

O.C. 433-2009, s. 13.

### **DIVISION III**

#### **ADDITIONAL INFORMATION**

**14.** When a member of the Order who carries on professional activities otherwise than within a partnership or joint-stock company establishes such a partnership or joint-stock company or joins such a partnership or joint-stock company, or when the general partnership within which the member carries on professional activities is continued as a limited liability partnership, the member of the Order must send to the clients, on the date of the occurrence, a notice informing them of the nature and effects of the establishment, the integration of the member or the change of status of the partnership or joint-stock company, in particular with respect to the member's professional liability and the partnership's or joint-stock company's professional liability.

O.C. 433-2009, s. 14.

**15.** The documents for which a member of the Order must obtain an authorization from the partnership or joint-stock company to communicate or obtain copy pursuant to paragraph 6 of section 3 are the following:

- (1) if the member of the Order 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 or voting agreement, and amendments;
  - (e) the declaration of registration of the joint-stock company and any update; and
  - (f) a list of the joint-stock company's principal officers and their home addresses;
- (2) if the member of the Order practises within a limited liability partnership,
  - (a) the declaration of registration of the partnership and any update;
  - (b) the partnership contract 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 list of the partnership's principal officers and their home addresses.

O.C. 433-2009, s. 15.

### **DIVISION IV**

#### **DESIGNATIONS**

**16.** In addition to the mention required under section 187.13 of the Code, a member of the Order who practises within a limited liability partnership is authorized to include in or after the limited liability partnership name the words "firm of professionals governed by the Professional Code" or use the abbreviation "FPGPC", except if the limited liability partnership is composed in part of the persons referred to in subparagraph c of paragraph 1 of section 1.

A member of the Order who practises within a joint-stock company is also authorized to include those words or use that abbreviation in or after the joint-stock company name.

O.C. 433-2009, s. 16.

**17.** *(Omitted).*

O.C. 433-2009, s. 17.

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O.C. 433-2009, 2009 G.O. 2, 1497