

chapter D-3, r. 9

Regulation respecting the practice of the dental profession within a limited liability partnership or a joint-stock company

Dental Act
(chapter D-3, s. 3).

Professional Code
(chapter C-26, ss. 93, pars. *g* and *h* and 94, par. *p*).

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DIVISION I

GENERAL

1. A member of the Ordre des dentistes du Québec may, based upon the terms, conditions and restrictions set forth under this Regulation, practise his profession within a limited liability partnership or a joint-stock company within the meaning of Chapter VI.3 of the Professional Code (chapter C-26).

A member who no longer satisfies one of the conditions set out in this Regulation or in Chapter VI.3 of the Professional Code shall immediately cease to be authorized to practise the profession within a partnership or company.

O.C. 498-2008, s. 1.

2. If a person referred to under section 1 is struck from the roll for a period in excess of 3 months or has been the subject of a revocation of his professional permit, such person may not, during the period of being struck from the roll or having a revoked permit, hold either directly or indirectly any share in the partnership or company.

During this period, such person may not hold the position of director, officer or representative of the partnership or company.

O.C. 498-2008, s. 2.

DIVISION II

CONDITIONS FOR PRACTISING

3. A member is authorized to carry on his professional activities within a partnership or company if the following conditions are respected at all times:

(1) the aggregate of voting rights attached to partnership or company shares is held:

(a) by at least one member of the Order;

(b) by a legal person, trust or any other enterprise whose voting rights attached to the shares of the partnership or company, or to equity shares or other entitlements are held wholly by at least one member of the Order;

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

(2) in the case of a joint-stock company, the aggregate of non-voting shares is held by:

(a) by at least one member of the Order;

(b) by a relative, either by direct or indirect line of descent, of a member of the Order who holds the shares referred to in paragraph 1;

(c) by the spouse of a member of the Order who holds the shares referred to in paragraph 1;

(d) by a legal person, trust or any other enterprise whose voting rights attached to the shares of the partnership or company, or to equity shares or other entitlements are held wholly by a person referred to in subparagraph *a*, *b* or *c*;

(e) by both a person, a trust or other enterprise referred to in subparagraph *a*, *b*, *c*, or *d*;

(3) only members of the Order may be appointed to carry out management duties within the partnership or company, including, if applicable, the duty of a director, representative and officer;

(4) share capital in the partnership or company may not be transferred without the consent of its board of directors;

(5) the conditions set out in paragraphs 1 to 4 are included in the articles of constitution of the joint-stock company or stipulated in the contract constituting the limited liability partnership and these documents also stipulate that this partnership or company is constituted for the purpose of carrying on professional activities.

O.C. 498-2008, s. 3.

4. A member may carry on his professional activities within a partnership or company if he provides to the Order, prior to the exercising of his activities:

(1) the declaration referred to in section 5, duly completed on the form provided by the Order, along with a \$100 fee;

(2) a written document from a competent authority attesting that the partnership or company has taken out coverage in accordance with Division III;

(3) in the event that he practises within a joint-stock company, a written confirmation from a competent authority attesting to the existence of the joint-stock company;

(4) where applicable, that he has provided a certified true copy of the declaration from the competent authority attesting to the continuance of the general partnership as a limited liability partnership;

(5) a written confirmation attesting that the partnership or company is duly registered in Québec;

(6) a written confirmation attesting that the partnership or company maintains an establishment in Québec;

(7) an irrevocable written authorization from the partnership or company within which the member practises, allowing a person, committee, disciplinary body or tribunal referred to in section 192 of the Professional Code (chapter C-26) to obtain from any partner or shareholder any document referred to in section 13 or a copy thereof.

The member shall, however, be exempt from satisfying the conditions set out in the first paragraph if a representative of the partnership or company with which he has become associated has already fulfilled these conditions with the Order.

O.C. 498-2008, s. 4.

5. The declaration to be provided under subparagraph 1 of the first paragraph of section 4 shall contain the following information:

(1) the name of the partnership or company as well as those used in Québec by the partnership or company in which the member practises his profession and the business number assigned by the competent authority for each of these partnerships or companies;

(2) the legal form of the partnership or company;

(3) the names of the members of the Order who practise within the partnership or company;

(4) his name, place of residence and the place where he principally practises his profession;

(5) in the case where the 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 residential addresses of all partners, their percentage of shares as well as some indication of their managerial duties, if applicable;

(6) in the case where the member practises within a joint-stock company, the address of the company's head office and its establishments in Québec, the names and residential addresses of all shareholders, their percentage of voting and non-voting shares as well as some indication of their duties as directors, representatives and officers, if applicable;

(7) a written document certifying that the holding of company or partnership shares and that the administrative rules of the partnership or company satisfy the conditions set out in this Regulation.

O.C. 498-2008, s. 5.

6. The member shall:

(1) update and provide, before 31 March of each year, the declaration prescribed in section 5;

(2) promptly notify the Order of any change in the coverage prescribed in Division III or in the information given in the declaration prescribed in section 5 that might violate the conditions set out in section 3.

O.C. 498-2008, s. 6.

7. Where more than one member carries on professional activities within a partnership or company, one representative and a substitute shall be appointed to act on behalf of all members practising therein in order to satisfy the conditions provided in sections 4 and 6. The representative shall ensure the accuracy of the information given in the declaration other than the information provided pursuant to paragraph 4 of section 5.

The representative and the substitute shall be members of the Order and carry on their professional activities in Québec within the partnership or company.

O.C. 498-2008, s. 7.

8. The representative shall provide the information and documents that the member is required to transmit to the Order and respond to requests made by the syndic, an inspector, an investigator or any other Order representative.

The representative shall receive all forms of communications from the Order addressed to the partnership or company.

O.C. 498-2008, s. 8.

DIVISION III

SECURITY AGAINST THE PROFESSIONAL FAULT OF PARTNERSHIP OR COMPANY MEMBERS

9. The member who carries on his professional activities within a partnership or company must furnish and maintain, for the partnership or company, security against the professional liability of the partnership or company that may arise from fault or negligence on the part of the member in the practice of his profession within the partnership or company, by contributing to the professional liability insurance fund of the Ordre des dentistes du Québec.

O.C. 498-2008, s. 9.

10. *(See French Edition).*

O.C. 498-2008, s. 10; I.N. 2016-01-01 (NCCP); Décision OPQ 2020-385 (French only), s. 17.

10.1. (See French Edition).

Décision OPQ 2020-385 (French only), s. 18.

DIVISION IV

NAME OF THE PARTNERSHIP OR COMPANY

11. The dentist who carries on his profession within a joint-stock company is authorized to include in or after its name the words “firm of professionals governed by the Professional Code” or the abbreviation “FPGPC”.

O.C. 498-2008, s. 11.

12. The name of a limited liability partnership shall comply with section 187.13 of the Professional Code (chapter C-26) and section 36 of the Dental Act (chapter D-3).

O.C. 498-2008, s. 12.

DIVISION V

ADDITIONAL INFORMATION

13. The documents which the member has been authorized by the partnership or company to communicate or copy in accordance with subparagraph 7 of the first paragraph of section 4 are as follows:

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

- (a) the partnership agreement and amendments;
- (b) the declaration of registration and any update thereof;
- (c) the up-to-date register of partners;

(d) the complete and up-to-date register and residential address of the partners carrying on the duties of management within the partnership;

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

- (a) the up-to-date register of the company’s articles and by-laws;
- (b) the declaration of registration and any update thereof;
- (c) the complete and up-to-date register of securities;
- (d) any shareholder agreement, voting agreement and related amendments;
- (e) the up-to-date register of directors;
- (f) the name of the principal officers of the company and their residential address.

O.C. 498-2008, s. 13.

14. When a general partnership is continued as a limited liability partnership or the member’s activities are pursued within a joint-stock company, the member of the Order shall, within 15 days of the continuation or the constitution of the joint-stock company, publish a notice in a newspaper having general circulation in each place where the professional has an establishment. The notice shall specify the nature and consequences of the

partnership's or company's change in status, particularly as concerns the member's professional liability and the liability of the partnership or company.

O.C. 498-2008, s. 15.

15. *(Omitted).*

O.C. 498-2008, s. 15.

UPDATES

O.C. 498-2008, 2008 G.O. 2, 2047

Décision OPQ 2020-385 (French only), 2020 G.O. 2, 1041