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# NATIONAL ASSEMBLY

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SECOND SESSION

THIRTY-FOURTH LEGISLATURE

Bill 95

**An Act respecting the legal publicity  
of sole proprietorships, partnerships  
and legal persons**

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**Introduction**

Introduced by  
**Madam Louise Robic**  
Minister for Finance

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## EXPLANATORY NOTES

*This bill introduces amendments to the rules governing the legal publicity of sole proprietorships, partnerships and legal persons. Its provisions will apply to natural persons who operate, as a commerce or otherwise, an enterprise in Québec under a name that does not include their surname and given name, to general partnerships and special partnerships established in Québec, and to partnerships from outside the province that operate in Québec. Legal persons constituted for a private interest in Québec, and legal persons established elsewhere that are domiciled and active in Québec, are also subject to the new provisions.*

*Under the bill, registration will be compulsory for the persons and groups falling within the scope of the above provisions, and will be voluntary for other persons and groups.*

*The information that must be declared upon registration is defined, as are the rules relating to the use of declared names. The updating, by declaration, of the information given at registration becomes compulsory.*

*The registration of a person or group will be cancelled when no longer required or when certain obligations are not met. Cancellation may be revoked in certain cases, allowing legal persons established in Québec to resume existence.*

*The bill provides for the establishment and administration of a register to be known as the register of sole proprietorships, partnerships and legal persons, which will be open to public consultation. The setting up, against third persons, of some of the information it contains will be possible from the date of entry of the information in the statement of information.*

*The regulatory powers of the Government are set out, and provision is made for penal sanctions.*

*The public Acts under which legal persons may be established are amended, in particular to specify that legal persons will henceforth be registered in the new register. The bill replaces the Companies and Partnerships Declaration Act and the Companies Information Act and repeals the Extra-Provincial Companies Act.*

*The bill includes the necessary transitional and final provisions for the application of the new Act and the implementation of the register.*

#### **ACTS AMENDED BY THIS BILL:**

- Act respecting Access to documents held by public bodies and the Protection of personal information (R.S.Q., chapter A-2.1);
- Act respecting insurance (R.S.Q., chapter A-32);
- Act respecting the caisses d'entraide économique (R.S.Q., chapter C-3);
- Savings and Credit Unions Act (R.S.Q., chapter C-4.1);
- Farmers' Clubs Act (R.S.Q., chapter C-9);
- Charter of the French language (R.S.Q., chapter C-11);
- Cities and Towns Act (R.S.Q., chapter C-19);
- Fish and Game Clubs Act (R.S.Q., chapter C-22);
- Amusement Clubs Act (R.S.Q., chapter C-23);
- Code of Civil Procedure (R.S.Q., chapter C-25);
- Municipal Code of Québec (R.S.Q., chapter C-27.1);
- Companies Act (R.S.Q., chapter C-38);
- Cemetery Companies Act (R.S.Q., chapter C-40);
- Timber-Driving Companies Act (R.S.Q., chapter C-42);
- Gas, Water and Electricity Companies Act (R.S.Q., chapter C-44);
- Telegraph and Telephone Companies Act (R.S.Q., chapter C-45);
- Mining Companies Act (R.S.Q., chapter C-47);

- Church Incorporation Act (R.S.Q., chapter C-63);
- Cooperatives Act (R.S.Q., chapter C-67.2);
- Act respecting Roman Catholic cemetery corporations (R.S.Q., chapter C-69);
- Act respecting security fund corporations (R.S.Q., chapter C-69.1);
- Religious Corporations Act (R.S.Q., chapter C-71);
- Roman Catholic Bishops Act (R.S.Q., chapter E-17);
- Act respecting fabriques (R.S.Q., chapter F-1);
- Act to establish the Fonds de solidarité des travailleurs du Québec (F.T.Q.) (R.S.Q., chapter F-3.2.1);
- Act respecting the Inspector General of Financial Institutions (R.S.Q., chapter I-11.1);
- Winding-up Act (R.S.Q., chapter L-4);
- Notarial Act (R.S.Q., chapter N-2);
- Special Corporate Powers Act (R.S.Q., chapter P-16);
- Act respecting farmers' and dairymen's associations (R.S.Q., chapter S-23);
- Agricultural Societies Act (R.S.Q., chapter S-25);
- Horticultural Societies Act (R.S.Q., chapter S-27);
- Butter and Cheese Societies Act (R.S.Q., chapter S-29);
- Act respecting trust companies and savings companies (R.S.Q., chapter S-29.01);
- National Benefit Societies Act (R.S.Q., chapter S-31);
- Act respecting societies for the prevention of cruelty to animals (R.S.Q., chapter S-32);
- Cooperative Syndicates Act (R.S.Q., chapter S-38);
- Stock-breeding Syndicates Act (R.S.Q., chapter S-39);
- Professional Syndicates Act (R.S.Q., chapter S-40);

- Charter of the City of Québec (1929, chapter 95);
- Act respecting fishermen's bait associations (R.S.Q., 1941, chapter 205);
- Charter of the City of Montréal (1959-60, chapter 102).

**ACTS REPLACED BY THIS BILL:**

- Companies and Partnerships Declaration Act (R.S.Q., chapter D-1);
- Companies Information Act (R.S.Q., chapter R-22).

**ACT REPEALED BY THIS BILL:**

- Extra-Provincial Companies Act (R.S.Q., chapter C-46).



## Bill 95

### **An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons**

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

#### CHAPTER I

##### SCOPE AND INTERPRETATION

**1.** This Act applies to every person or partnership subject to the requirement of registration, and to those whose registration is not cancelled.

The Act also applies to persons or groups that register voluntarily, until their registration is cancelled.

**2.** The following are subject to the requirement of registration:

(1) every natural person operating an enterprise in Québec, whether or not it is a commercial enterprise, under a name which does not include the person's surname and given name;

(2) every general partnership and limited partnership formed in Québec;

(3) every partnership not formed in Québec if it carries on an activity in Québec, including the operation of an enterprise, or possesses an immovable real right, other than a prior claim or hypothec, in Québec;

(4) every legal person established for a private interest and which is constituted in Québec;

(5) every legal person established for a private interest not constituted in Québec, but domiciled in Québec, which carries on an

activity in Québec, including the operation of an enterprise, or possesses an immovable real right, other than a prior claim or hypothec, in Québec;

(6) every legal person contemplated in paragraph 4 or paragraph 5 which results from an amalgamation, other than a simplified amalgamation, or from a division, where such operation is provided for in law.

**3.** A natural person using a pseudonym in the exercise of a cultural activity, whether of an artistic, literary or other nature, is not considered, for the purposes of paragraph 1 of section 2, to be using a name other than his own.

**4.** Every person or partnership subject to registration which is not domiciled or does not have an establishment in Québec must designate an attorney residing in Québec.

The attorney represents, for the purposes of this Act, the person or partnership subject to registration, and any proceeding exercised against that person or partnership pursuant to an Act may, even after cancellation of registration, be served on the attorney.

**5.** Every person who, in the capacity of administrator of the property of others, is entrusted with the administration of the whole of the property of a person or partnership subject to registration, has the rights and obligations conferred by this Act on that person or partnership.

**6.** For the purposes of section 2, every person or partnership having an address in Québec or having there, either directly or through the agency of a representative acting under a general mandate, an establishment, a post office box or the use of a telephone line, or carrying out in Québec any act for the purpose of profit, is presumed to be carrying on an activity or operating an enterprise in Québec.

**7.** Before a court of penal jurisdiction, the presumptions set out in section 6 apply in the absence of any evidence to the contrary.

## CHAPTER II

### REGISTRATION

**3.** The registration of a natural person, a partnership or a group shall be carried out by the clerk of the Superior Court upon presentation of a declaration of registration.



The registration of a legal person shall be carried out by the Inspector General of Financial Institutions upon presentation of a declaration of registration or, in the case of a legal person constituted in Québec under the Act applicable to it, upon deposit of its constituting act in the register of sole proprietorships, partnerships and legal persons.

**9.** A declaration of registration shall be presented to the clerk of the Superior Court or to the Inspector General, as the case may be, not later than sixty days after the date on which registration becomes compulsory.

The Inspector General, when constituting a legal person or receiving from another authority the constituting act of a legal person constituted by that authority, shall deposit in the register the constituting act and, where applicable, the documents required by law.

**10.** A declaration of registration shall contain

(1) the registrant's name and, if previously registered, the registrant's registration number;

(2) any other name used by the registrant in Québec in carrying on an activity, in operating an enterprise or for the purposes of the possession of an immovable real right, other than a prior claim or hypothec;

(3) an entry indicating the fact that the registrant is a natural person operating an enterprise or, as the case may be, an entry indicating the registrant's juridical form and the Act under which the registrant is constituted;

(4) the registrant's domicile.

The declaration shall, in addition, contain where applicable

(1) the domicile elected by the registrant for the purposes of this Act, with an entry indicating the name of the addressee;

(2) the names and domiciles of the directors, with an entry indicating the position held by each;

(3) the names and domiciles of the president, secretary and the principal officer, where they are not members of the board of directors, with an entry indicating the positions they hold;

(4) the name and address of the registrant's attorney;

(5) the name, address and capacity of the person mentioned in section 5;

(6) the addresses of the establishments possessed by the registrant in Québec, specifying which is the principal establishment, the names designating them and the two main sectors of activity carried on in the establishments;

(7) in order of importance, the two main sectors in which the registrant carries on activities or operates an enterprise;

(8) the number of employees whose workplace is in Québec, on the basis of the bracket determined by the Inspector General;

(9) the date on which the registrant foresees ceasing to exist.

**11.** The declaration of a partnership shall, in addition, contain where applicable

(1) the name and domicile of each partner, with an entry indicating that no other person is a member of the partnership, distinguishing, in the case of a limited partnership, the general partners and the special partners, and specifying the partner who furnishes the greatest contribution;

(2) the object pursued by the partnership;

(3) an entry indicating that the liability of some or all of the partners is limited.

**12.** The declaration of a legal person shall, in addition, contain where applicable

(1) the name of the State in which the legal person was constituted and the date of its constitution;

(2) the name of the State in which the amalgamation or division giving rise to the legal person took place, the date of the amalgamation or division and the name, domicile and registration number of any legal person that was a party to the amalgamation or division;

(3) the date of the continuation or other transformation of the legal person;

(4) the name and domicile of the three shareholders controlling the greatest number of votes, in order of importance, with an entry indicating any shareholder holding an absolute majority.

**13.** No registrant may declare or use in Québec a name which

(1) is not in conformity with the Charter of the French language (R.S.Q., chapter C-11);

(2) includes an expression which the law or the regulations reserve for another person or prohibit the registrant from using;

(3) includes an expression that evokes an immoral, obscene or offensive notion;

(4) incorrectly indicates the registrant's juridical form or fails to indicate such form where so required by law;

(5) falsely suggests that the registrant is a non-profit group;

(6) falsely suggests that the registrant is, or is related to, a public authority mentioned in the regulation;

(7) falsely suggests that the registrant is related to another person, partnership or group, in particular, in the cases and taking into account the criteria determined by regulation;

(8) may lead to confusion with a name used by another person, partnership or group in Québec, taking into account, in particular, the criteria determined by regulation;

(9) is, in whatever manner, liable to mislead third persons.

Every registrant whose name is in a language other than French must declare the French version of the name used in Québec in carrying on activities, in operating an enterprise or for the purposes of the possession of an immovable real right, other than a prior claim or hypothec.

The second paragraph does not apply to a natural person who registers voluntarily and who, for that purpose, declares only his surname and given name.

**14.** No entitlement to a name is acquired by a registrant by the sole fact of the entry of the name in the register or the deposit in the register of a document containing the name.

**15.** Every declaration of registration shall be drawn up on the form supplied for the purpose or authorized by the Inspector General, in accordance with the specifications determined by regulation. All documents submitted with a form must be drawn up using a support

medium of the same type, quality and format and must respect the same specifications.

**16.** Except to the extent provided by law, every constituting act deposited in the register shall be drawn up, as regards the type, quality and format of the support medium used and the arrangement and form of the text contained therein, in accordance with the specifications determined by regulation.

Where the original of the constituting act is not available, the Inspector General may accept a copy certified by an authorized person.

**17.** Every declaration of registration must

- (1) be signed by the registrant;
- (2) be drawn up in duplicate when presented to the Inspector General and in triplicate when presented to the clerk of the Superior Court;
- (3) be presented with the fees prescribed by regulation.

**18.** The clerk of the Superior Court or the Inspector General, as the case may be, shall refuse to register a registrant where the declaration of registration

- (1) does not contain the information described in sections 10 to 12, where that information is required;
- (2) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13;
- (3) is not in conformity with either section 15 or 17.

The registration of a registrant already registered or whose registration has been cancelled by the Inspector General shall also be refused.

**19.** The Inspector General shall refuse to register a legal person constituted in Québec under the particular Act applicable to it where its constituting act

- (1) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13;

(2) is not in conformity with section 16.

The Inspector General shall also refuse to register a legal person already registered or whose registration he has cancelled.

**20.** The clerk of the Superior Court or the Inspector General, when refusing to register a registrant pursuant to section 18 or 19, shall inform the registrant of the reasons for refusal.

**21.** The clerk of the Superior Court or the Inspector General, as the case may be, shall register every registrant whose declaration of registration or constituting act is in conformity with the provisions of this Act by entering in the register the information concerning the registrant described in the first paragraph of section 10 and assigning a registration number to the registrant.

He shall inscribe the registration number and the date of registration on each copy of the declaration of registration or, as the case may be, on the constituting act.

**22.** The clerk of the Superior Court shall, after registering a registrant, return a copy of the declaration of registration to the registrant, transmit the second copy to the Inspector General for deposit in the register and retain the third copy until the declaration is entered in the document index of the register.

The Inspector General shall, after registering a registrant upon presentation of the declaration of registration, return to the registrant a copy of the declaration and deposit the second copy in the register.

**23.** The Inspector General shall transmit, to every registrant registered upon deposit in the register of its constituting act, an initial declaration drawn up in a single copy in accordance with the form and content prescribed for a declaration of registration, and on which shall be transcribed the information described in the first paragraph of section 10, the registration number assigned to the registrant and the date of registration.

The declaration must be completed and signed by the registrant and filed with the Inspector General not later than sixty days after the date of registration. Where the declaration is filed after that time, it must, in addition, be presented with the fees prescribed by regulation.

**24.** The Inspector General shall refuse to deposit in the register any initial declaration that

(1) does not contain the information described in the provisions of sections 10 to 12, where that information is required;

(2) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13;

(3) is not in conformity with section 15;

(4) is not signed by the registrant;

(5) is not presented with the fees prescribed by regulation, where payable.

The Inspector General shall inform the registrant of the reasons for refusal.

**25.** The Inspector General shall deposit in the register, upon presentation, every initial declaration which is in conformity with the provisions of this Act.

### CHAPTER III

#### UPDATING OF INFORMATION

##### DIVISION I

##### ANNUAL UPDATING

**26.** Every registrant shall update the information contained in the declaration of registration or initial declaration by filing an annual declaration for that purpose with the Inspector General during the period determined by regulation.

**27.** Every registrant having presented a declaration of registration or an initial declaration during the period determined for filing an annual declaration is exempted from the above requirement for the current year.

Every legal person resulting from a simplified amalgamation which, upon amalgamation, presented an amending declaration during the period determined for filing an annual declaration, is also exempted from the requirement for the current year.

**28.** Every registrant having filed, during the period determined for filing an annual declaration, a document containing the same

information as that required in an annual declaration, of which a copy, extract or transcription is deposited in the register pursuant to section 71, 72 or 73, is exempted from the requirement of filing an annual declaration for the current year.

**29.** Before the beginning of the period determined for filing an annual declaration, the Inspector General shall send a notice to every registered registrant having failed to present an annual declaration for the previous year.

The notice must state that registration will be cancelled if the registrant does not remedy the default and if the registrant fails to file an annual declaration for the current year.

A copy of the notice shall be deposited in the register.

**30.** Every annual declaration must be drawn up in a single copy in accordance with the form and content prescribed for a declaration of registration.

Where a declaration is filed after the determined period, it must, in addition, be presented with the supplementary fees prescribed by regulation.

**31.** The Inspector General shall refuse to file in the register any annual declaration that

(1) does not contain the information described in one of sections 10 to 12, where that information is required;

(2) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13;

(3) is not in conformity with section 15;

(4) is not signed by the registrant;

(5) is not presented with the fees and supplementary fees, if any, prescribed by regulation.

The Inspector General shall inform the registrant of the reasons for refusal.

**32.** The Inspector General shall deposit in the register, upon presentation, every annual declaration which is in conformity with the provisions of this Act.

## DIVISION II

## REGULAR UPDATING

**33.** Where a declaration is discovered by its registrant to be incomplete or to contain inaccurate information, it must be corrected by the filing of an amending declaration by the registrant.

Where the registrant is a partnership, it is exempted from the requirement of presenting such an amending declaration if the declaration has been corrected by a regularizing document in accordance with article 2191 of the Civil Code of Québec.

**34.** A registrant shall also file an amending declaration in order to update the following information:

(1) the registrant's name;

(2) any other name used by the registrant in Québec in carrying on an activity, in operating an enterprise or for the purposes of the possession of an immovable real right, other than a prior claim or hypothec;

(3) an entry indicating the fact that the registrant is a natural person operating an enterprise or, as the case may be, an entry indicating the registrant's juridical form and the Act under which the registrant is constituted;

(4) the registrant's domicile;

(5) the domicile elected by the registrant for the purposes of this Act and the entry indicating the name of the addressee;

(6) the names and domiciles of the directors, with an entry indicating the position held by each;

(7) the names and domiciles of the president, secretary and principal officer, where they are not members of the board of directors, and the entry indicating the positions they hold;

(8) the name and address of the registrant's attorney;

(9) the name, address and capacity of the person mentioned in section 5;

(10) the addresses of the establishments possessed by the registrant in Québec, specifying which is the principal establishment;

(11) the date on which the registrant foresees ceasing to exist;



(12) the name and domicile of each partner, and an entry indicating that no other person is a member of the partnership, and distinguishing, in the case of a limited partnership, the general partners and the special partners;

(13) the object pursued by the partnership;

(14) the date of its continuation or other transformation.

**35.** Every legal person resulting from a simplified amalgamation within the meaning of section 123.129 or 123.130 of the Companies Act (R.S.Q., chapter C-38) shall file a declaration amending the declaration of registration or the initial declaration of the registrant whose registration number it retains. Such declaration must contain, in addition to any information requiring modification, the information described in paragraph 2 of section 12.

**36.** The person referred to in section 5 entrusted with the administration of the whole of the property of the registrant shall declare his name, address and capacity by filing a declaration to amend the information concerning the registrant.

**37.** Every registered legal person having decided to liquidate or dissolve, or having applied for liquidation or dissolution, shall file a declaration to that effect.

A legal person having filed a notice under section 9 or 25.1 of the Winding-up Act (R.S.Q., chapter L-4) is exempted from filing such a declaration.

**38.** Information concerning a registrant contained in the register shall, at the request of the Inspector General, be updated by the registrant by the filing of an amending declaration.

Such a request, which shall be deposited in the register, shall indicate that the registrant's registration will be cancelled unless the information requested is filed within sixty days after the date of the deposit of the request in the register.

**39.** Every legal person registered upon deposit of its constituting act in the register is exempted from the requirement of filing an amending declaration where the change must be carried out, under the particular Act applicable to it, by a document amending its constituting act.

The provisions of section 16 apply to a document amending the constituting act of the registered legal person.

The Inspector General shall deposit in the register the document amending the constituting act of the registered legal person.

**40.** Every registrant having filed a document containing information giving rise to an amending declaration, of which a copy, extract or transcription is deposited in the register under section 71, 72 or 73, is exempted from the requirement of filing such a declaration.

**41.** Every amending declaration shall be drawn up in duplicate on the form supplied for the purpose or authorized by the Inspector General, in accordance with the specifications determined by regulation. It must be signed by the registrant and indicate the registration number and the change involved.

The declaration must be presented to the Inspector General as soon as the change occurs.

**42.** The Inspector General shall refuse to deposit in the register an amending declaration that

(1) does not contain the information described in any of sections 10 to 12, where that information is required;

(2) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13;

(3) is not in conformity with section 41.

The Inspector General shall inform the registrant of the reasons for refusal.

**43.** The Inspector General shall deposit in the register, upon presentation, a copy of every amending declaration that is in conformity with the provisions of this Act, and return the second copy to the registrant.

The Inspector General shall also deposit in the register the notices prescribed in articles 358 and 359 of the Civil Code of Québec.

## CHAPTER IV

## CANCELLATION

## DIVISION I

## CANCELLATION ON REQUEST

**44.** The registration of a deceased person shall be cancelled upon presentation of a declaration of cancellation by the liquidator of the succession, unless the activity rendering registration compulsory is continued for the benefit of the succession and an amending declaration under section 36 has been filed.

The declaration must be presented not later than six months after the death.

**45.** Every registrant no longer required to register, except a registrant subject to statutory cancellation, shall file a declaration of cancellation without delay.

The declaration shall be presented by the last directors, the partners, the attorney or the person referred to in section 5 where the registrant has ceased to exist.

**46.** Every person or group having registered voluntarily may present a declaration of cancellation at any time.

**47.** Every declaration of cancellation shall be drawn up in duplicate on the form supplied for the purpose or authorized by the Inspector General, in accordance with the specifications determined by regulation. It must be signed by the person depositing it and indicate the registration number of the registrant.

**48.** The Inspector General shall refuse to deposit in the register any declaration of cancellation that is not in conformity with the provisions of section 47.

The Inspector General shall inform the registrant of the reasons for refusal.

**49.** The Inspector General shall deposit in the register, upon presentation, a copy of every declaration of cancellation that is in conformity with the provisions of this Act, and return the second copy to the registrant whose registration is cancelled.

## DIVISION II

## STATUTORY CANCELLATION

**50.** The Inspector General shall cancel the registration of a registrant having failed to file two consecutive annual declarations or to comply with a request made under section 38, by filing an order to that effect in the register. He shall transmit a copy of the order to the registrant.

The cancellation of the registration of a legal person constituted in Québec entails its dissolution.

**51.** The Inspector General shall cancel the registration of any amalgamated or divided legal person mentioned in the declaration filed by the legal person resulting from the amalgamation or division, by entering an indication to that effect in the register.

**52.** The Inspector General shall cancel the registration of a partnership or legal person when the date on which it must cease to exist is reached, by entering an indication to that effect in the register.

**53.** The Inspector General shall cancel the registration of every dissolved legal person upon deposit in the register of the act of dissolution or of a notice to that effect. He shall also cancel the registration of every partnership or legal person in liquidation by depositing in the register the notice of closure or the liquidation notice, as the case may be.

## DIVISION III

## REVOCATION OF CANCELLATION

**54.** The Inspector General may, on application and on the conditions he determines, revoke a cancellation under section 50.

The application for revocation must be presented with the fees prescribed by regulation.

**55.** The Inspector General shall revoke the cancellation of the registration of every legal person constituted in Québec that has resumed its existence under the particular Act applicable to it.

**56.** The Inspector General shall revoke the cancellation of the registration of a registrant by depositing an order to that effect in the register. He shall transmit a copy of the order to the registrant.

The revocation of the cancellation of the registration of a legal person constituted in Québec results in its resuming existence on the date of deposit of the order.

**57.** Subject to the rights acquired by any person, the registration of a registrant is deemed to have never been cancelled and the legal person constituted in Québec is deemed to have never been dissolved.

## CHAPTER V

### REGISTER

#### DIVISION I

##### CONSTITUTION

**58.** A register of sole proprietorships, partnerships and legal persons is hereby instituted.

**59.** The purpose of the register is to receive information relating to registrants and to make it public.

A further purpose is to record the existence of Québec legal persons whose constitution takes effect, by virtue of the particular Acts applicable to them, from the date of their registration in the register.

**60.** The register is composed of all the information entered in it, together with the documents which are deposited in it and, in relation to each registered or formerly registered person, partnership or group, a document index, a statement of information and an index of names.

**61.** Registrants are responsible for verifying the legality and accuracy of the contents of the declarations filed by them.

**62.** The information relating to each registrant is proof of its contents in favour of third persons in good faith from the date on which it is entered in the statement of information. Third persons may submit any proof to refute the information contained in a declaration.

That information shall include:

- (1) the registrant's name;
- (2) any other name used by the registrant in Québec;

(3) an entry indicating the fact that the registrant is a natural person operating an enterprise or, as the case may be, an entry indicating the registrant's juridical form and the Act under which the registrant is constituted;

(4) the registrant's domicile;

(5) the domicile elected by the registrant for the purposes of this Act and an entry indicating the name of the addressee;

(6) the names and domiciles of the directors, with an entry indicating the position held by each;

(7) the names and domiciles of the president, secretary and principal officer, where they are not members of the board of directors, with an entry indicating the positions they hold;

(8) the name and address of the registrant's attorney;

(9) the name, address and capacity of the person mentioned in section 5;

(10) the addresses of the establishments possessed by the registrant in Québec, specifying which is the principal establishment;

(11) the date on which the registrant foresees ceasing to exist;

(12) the name and domicile of each partner, with an entry indicating that no other person is a member of the partnership, distinguishing, in the case of a limited partnership, the general partners and the special partners;

(13) the object pursued by the partnership;

(14) the name of the State in which the registrant was constituted as a legal person and the date of constitution;

(15) the name of the State in which the amalgamation or division giving rise to the legal person took place, the date of the amalgamation or division and the name, domicile and registration number of any legal person that was a party to the amalgamation or division;

(16) the date of continuation or other transformation.

No registrant whose registration has been cancelled by the Inspector General may controvert any information described in the first paragraph that is contained in the statement of information.

**63.** The Inspector General is entrusted with keeping, preserving and ensuring the publicity of the register.

The Inspector General may reproduce all or part of the register in as many copies as he considers necessary for its preservation and consultation.

**64.** The Inspector General shall keep the register using the computerized data systems he determines.

**65.** The index of documents deposited, the statement of information and the index of names shall be prepared by the Inspector General using any method he considers suitable. They must be updated regularly according to the documents deposited and be dated.

The document index shall group documents by category, allow the chronological order of deposit to be reconstituted and contain an indication enabling them to be retrieved.

The statement of information shall be established on the basis of the elements prescribed by regulation.

The index of names shall allow any registrant having declared a name no longer appearing in the statement of information to be identified.

## DIVISION II

### ADMINISTRATION

**66.** The Inspector General, when depositing a document in the register, shall inscribe on it the date of deposit, make an entry of it in the document index and either transcribe its contents in the statement of information or enter an appropriate indication therein.

Such a deposit effectively updates the information contained in the register.

**67.** Where the Inspector General, upon deposit of a document, is unable to effect the corresponding updating in the statement of information and, as the case may be, in the index of names, he shall enter therein an indication that the document has been deposited and that its contents have yet to be transcribed.

**68.** The Inspector General may, of his own initiative or on request, correct any error contained in the document index, the statement of information or the index of names.

He may also correct in the statement of information any address that is incomplete or that contains a clerical error or an inaccurate postal code.

**69.** The Inspector General may, of his own initiative or on request, correct a document drawn up by him if it is incomplete or if it contains a clerical or other material error.

The Inspector General may, for the same reasons, correct a document drawn up by another authority at the latter's request.

Where the correction is substantial, the Inspector General shall effect it by depositing in the register a notice to that effect, a copy of which shall be given to the registrant.

The correction shall be retroactive to the date of deposit of the document it concerns.

**70.** The Inspector General may, of his own initiative, cancel an entry or the deposit of a declaration in the register where the presentation of the declaration giving rise to the registration was carried out without entitlement.

**71.** Where a registered legal person must file with the Inspector General, under another Act for whose administration he is responsible, a document containing the same information as that required in an annual declaration or an amending declaration, the Inspector General may deposit a copy thereof in the register after having informed the legal person concerned.

Where the document also contains information which is not required for the purposes of the register, the Inspector General shall deposit only an appropriate extract or transcription of the information.

**72.** The Inspector General may enter into an agreement with a government department or body to allow deposit in the register of a document filed with that department or body by a registrant under another Act that contains the same information as an annual or amending declaration.

The department or body is authorized to enter into such an agreement and to transfer the document mentioned in the first paragraph to the Inspector General for deposit in the register.

Where the document also contains information that is not required for the purposes of the register, the department or body shall



transfer to the Inspector General only an appropriate extract or transcription of the information.

The department or body shall inform the registrant before transferring any document, extract or transcription that contains information concerning the registrant.

The document, extract or transcription must be in conformity with the specifications determined by the agreement as to the type, quality and format of the support medium used.

**73.** The Inspector General may, according to law, enter into an agreement for the same purposes as those set out in section 72 with a department or body of the Government of Canada, a province in Canada or another State, or with an international organization.

### DIVISION III

#### PUBLICITY

**74.** Any person may consult the register.

Consultation shall take place at the offices of the clerks of the Superior Court or at the office of the Inspector General during office hours.

Consultation of the document index, the statement of information and the index of names is free of charge. Consultation of deposited documents is subject to the fees prescribed by regulation.

**75.** The register may also be consulted during opening hours by any means of telecommunication authorized by the Inspector General. Such consultation is subject to the fees prescribed by regulation.

The Inspector General may, on the conditions he establishes and with the approval of the Minister, appoint persons authorized to make the register accessible by a means of telecommunication and determine the amount and method of their remuneration.

**76.** The Inspector General may, on the application of a person and upon payment of the fees prescribed by regulation, transmit any document issued by him by depositing it in a box made available by him in his offices.

**77.** Subject to the Act respecting the Ministère des Communications (R.S.Q., chapter M-24), the Inspector General may

supply to any person so requesting, upon payment of the fees he determines with government approval, a compilation of the information contained in the statements of information.

The name and address of a natural person may not be part of such compilation or be the basis for such compilation.

**78.** The clerk of the Superior Court or the Inspector General shall issue a copy or extract of the document index, statement of information or index of names to any person so requesting, free of charge.

**79.** Upon payment of the fees prescribed by regulation, the Inspector General shall issue to any person so requesting a copy or extract of a document deposited in the register.

**80.** The clerk of the Superior Court or the Inspector General shall also, upon request and upon payment of the fees prescribed by regulation, certify a copy or extract issued by him.

**81.** The Inspector General shall, upon request and upon payment of the fees prescribed by regulation, attest that a person, partnership or group is, or is not,

- (1) registered;
- (2) in a position of having failed to file an annual declaration;
- (3) in a position of having failed to comply with a request made under section 38;
- (4) in the process of dissolving;
- (5) struck off the register.

**82.** Information relating to a registrant may be set up against third persons from the time it is entered in the statement of information. Third persons may submit any proof to refute the information contained in a declaration.

That information shall include:

- (1) the registrant's name and registration number, if previously registered;
- (2) any other name used by the registrant in Québec;

(3) an entry indicating the fact that the registrant is a natural person operating an enterprise or, as the case may be, an entry indicating the registrant's juridical form and the Act under which the registrant is constituted;

(4) the registrant's domicile;

(5) the domicile elected by the registrant for the purposes of this Act and an entry indicating the name of the addressee;

(6) the names and domiciles of the directors, with an entry indicating the position held by each;

(7) the names and domiciles of the president, secretary and principal officer, where they are not members of the board of directors, with an entry indicating the positions they hold;

(8) the name and address of the registrant's attorney;

(9) the name, address and capacity of the person mentioned in section 5;

(10) the address of the principal establishment possessed by the registrant in Québec;

(11) the name and domicile of each partner, with an entry indicating that no other person is a member of the partnership, and distinguishing, in the case of a limited partnership, the general partners and the special partners;

(12) the object pursued by the partnership;

(13) the name of the State in which the registrant was constituted as a legal person and the date of constitution;

(14) the name of the State in which the amalgamation or division giving rise to the legal person took place, the date of the amalgamation or division and the name, domicile and registration number of any legal person that was a party to the amalgamation or division;

(15) the date of continuation or other transformation.

For the purposes of article 2195 of the Civil Code of Québec, only the information described in the second paragraph is that required in a declaration of partnership or an amending declaration.

## CHAPTER VI

## REMEDIES

## DIVISION I

## ADMINISTRATIVE REMEDY

**83.** Any interested person may, upon payment of the fees prescribed by regulation, petition the Inspector General to order a registrant to change the name used in carrying on activities, other than the name under which the registrant was constituted, or to cease using a name, where it is not in conformity with the law or with the regulations.

The first paragraph does not apply to a natural person who registers voluntarily and who, for that purpose, declares only his surname and given name.

**84.** Any interested person may, upon payment of the fees prescribed by regulation, petition the Inspector General to cancel an entry or the deposit of a declaration in the register where the presentation of the declaration giving rise to it was carried out without entitlement.

**85.** Any interested person other than a registrant may, upon payment of the fees prescribed by regulation, petition the Inspector General to correct or strike out any inaccurate information appearing in the register.

**86.** The Inspector General shall, before rendering a decision, allow all interested parties to present their points of view.

**87.** Every decision of the Inspector General shall be in writing, give reasons, be signed and be deposited in the register. A copy of the decision shall be transmitted without delay to each of the parties.

The decision is executory on the expiry of the time limit for appeal provided for in section 91.

**88.** At the expiry of the time limit for appeal, the Inspector General shall file the order rendered under section 83 at the office of the clerk of the Superior Court of the district in which the domicile or the address of the principal establishment in Québec of the registrant, or the address of his attorney, is situated.

The filing of the order confers on it the same force and effect as a judgment of the Superior Court.

**89.** The Inspector General may delegate the powers conferred on him by this division to a member of his personnel.

## DIVISION II

### JUDICIAL REMEDIES

**90.** An appeal lies from a decision of the Inspector General made under section 70 or under Division I.

An appeal also lies from a refusal of the clerk of the Superior Court or the Inspector General to register a registrant or to deposit a document in the register on the grounds that the name declared is not in conformity with the provisions of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13.

An appeal does not suspend execution of a decision rendered under sections 18, 19, 24, 31, 42 and 48.

**91.** An appeal is brought by the deposit, at the office of the clerk of the Court of Québec of the district in which the domicile, the address of the principal establishment in Québec or the address of the attorney of the registrant is situated, of a motion served on the parties and on the Inspector General and, where applicable, on the clerk of the Superior Court, within sixty days of the decision.

Where circumstances so warrant, the court may allow a party to bring an appeal after the expiry of the time limit prescribed in the first paragraph.

**92.** Upon service of the motion, the Inspector General shall transmit the record relating to the decision from which the appeal has been brought to the office of the clerk of the Court of Québec.

Where the appeal is from a decision made under Division I, the Inspector General shall deposit notice of the service of the motion in the register.

**93.** The appeal shall be heard and decided by preference.

**94.** Subject to any additional proof it may require, the Court of Québec shall render its judgment on the record submitted to it after having allowed the parties to be heard.

The Court of Québec may, in the manner prescribed in article 47 of the Code of Civil Procedure (R.S.Q., chapter C-25), adopt rules of practice considered to be necessary for the application of this division. The rules shall be submitted to the Government for approval.

**95.** The Court of Québec may confirm or quash the decision appealed from and decide on any measure it deems expedient. The judgment must be in writing, give reasons, and be signed by the judge who rendered it.

The judgment is final and may not be appealed from.

**96.** The clerk shall transmit a certified copy of the judgment to each of the parties and to the Inspector General and, where applicable, to the clerk of the Superior Court.

The Inspector General shall make any necessary changes in the register and enter therein an indication that the judgment has been rendered.

## CHAPTER VII

### REGULATION

**97.** The Government may, by regulation, determine

(1) the public authorities referred to in subparagraph 6 of the first paragraph of section 13;

(2) the cases in which the name of a registrant suggests that the registrant is related to another person, partnership or group;

(3) the criteria to be taken into account for the purposes of subparagraphs 7 and 8 of the first paragraph of section 13;

(4) the specifications relating to the type, quality and format of support media used for documents deposited in the register and relating to the arrangement and form of the text contained therein;

(5) the period for depositing annual declarations;

(6) the elements which must be contained in the statement of information.

**98.** The Government may, by regulation, prescribe the fees payable for

(1) the registration of registrants and the deposit of documents in the register, other than the deposit of constituting acts, amending declarations and declarations of cancellation;

(2) the filing of an initial declaration after the prescribed time limit;

(3) the revocation of a statutory cancellation;

(4) the consultation, handling and sending of documents deposited in the register;

(5) the consultation of the register or the sending of documents deposited in it by a means of telecommunication;

(6) the issue of copies or extracts of a document deposited in the register, and for their certification;

(7) the issue of attestations;

(8) the rental of a box in the offices of the Inspector General;

(9) a request under sections 79 to 81.

The Government may also, by regulation, prescribe the supplementary fees payable for the deposit, after the prescribed period, of an annual declaration.

**99.** The Government may, in exercising its regulatory powers, establish categories based on

(1) the types of registrants described in section 2;

(2) the status or juridical form of registrants;

(3) the activities carried on by registrants or the enterprises operated by them;

(4) the nature of the documents deposited or the support medium used for them.

## CHAPTER VIII

## CIVIL SANCTION AND PENAL PROVISIONS

## DIVISION I

## CIVIL SANCTION

**100.** Where a person, partnership or legal person subject to the requirement of registration has not registered, the examination of an application presented by that person, partnership or legal person before a court or a body exercising judicial or quasi-judicial functions may be suspended until registration is effected, where so requested by an interested person before the hearing.

However, if the unregistered registrant is a natural person, the suspension may be granted only if the application presented by the natural person concerns the activity giving rise to the requirement of registration.

## DIVISION II

## PENAL PROVISIONS

**101.** A registrant or a person referred to in section 5 is guilty of an offence upon failing to present

(1) the declaration of registration referred to in section 9;

(2) the initial declaration referred to in section 23 within the prescribed time;

(3) the annual declaration referred to in section 26, unless exempted under section 27 or 28;

(4) the amending declaration referred to in sections 34, 35, 37 and 38, unless exempted under section 39 or 40.

**102.** A registrant or a person referred to in section 5 is guilty of an offence upon knowingly presenting a declaration referred to in sections 9, 23, 26, 33, 34, 35, 37 and 38 that is false, incomplete or misleading.

**103.** A person referred to in section 5 is guilty of an offence upon

(1) failing to file the amending declaration referred to in section 36;



(2) knowingly presenting, under section 36, an amending declaration that is false, incomplete or misleading.

**104.** A liquidator of the succession of a registrant is guilty of an offence upon

(1) failing to present, within the prescribed time, the declaration of cancellation referred to in section 44, unless exempted under that provision;

(2) knowingly presenting, under section 44, a declaration of cancellation that is false, incomplete or misleading.

**105.** A person referred to in section 45 is guilty of an offence upon

(1) failing to present the declaration of cancellation referred to in that section;

(2) knowingly presenting, under that section, a declaration of cancellation that is false, incomplete or misleading.

**106.** A registrant or a person referred to in section 5 is guilty of an offence upon declaring or using a name prohibited under subparagraphs 1 to 6 of the first paragraph and the second paragraph of section 13.

**107.** Every person guilty of an offence under a provision of sections 101 to 106 is liable to a fine of not less than \$200 and not more than \$2 000.

For a second or subsequent offence, the fines are doubled.

**108.** A judge who imposes a fine on a person convicted of an offence against a provision of any of sections 101 to 105 may, in addition, order that person to present the declaration that should have been presented.

**109.** Every director, officer or attorney of a registrant who ordered, authorized or advised the commission of an offence under a provision of section 101, 102 or 106, or who consented thereto or otherwise took part in the offence, is guilty of an offence and is liable to a fine of not less than \$200 and not more than \$2 000.

For a second or subsequent offence, the fines are doubled.

**110.** For the purposes of proceedings instituted under the Code of Penal Procedure (R.S.Q., chapter C-25.1) to sanction an offence under this division, any information concerning a legal person subject to registration, certified by the Inspector General as originating with the authority that constituted that legal person, is presumed to be accurate failing proof to the contrary.

## CHAPTER IX

### AMENDING PROVISIONS

**111.** This Act replaces the Companies and Partnerships Declaration Act (R.S.Q., chapter D-1) and the Companies Information Act (R.S.Q., chapter R-22).

#### ACT RESPECTING ACCESS TO DOCUMENTS HELD BY PUBLIC BODIES AND THE PROTECTION OF PERSONAL INFORMATION

**112.** Section 2 of the Act respecting Access to documents held by public bodies and the Protection of personal information (R.S.Q., chapter A-2.1), amended by section 425 of chapter 57 of the statutes of 1992, is again amended by inserting, after paragraph 3, the following paragraph:

“(3.1) the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*);”.

#### ACT RESPECTING INSURANCE

**113.** Section 1 of the Act respecting insurance (R.S.Q., chapter A-32) is amended by adding, at the end, the following paragraph:

“(w) “register”: the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**114.** Section 24 of the said Act is amended

(1) by replacing the first paragraph by the following paragraph:

**“24.** Where the applicants have transmitted to the Inspector General a notice signed by them indicating their wish to be incorporated, accompanied with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole

proprietorships, partnerships and legal persons, the Inspector General shall deposit the notice in the register and submit the application to the Minister. The application must be submitted within six months following the date of the deposit.”;

(2) by replacing the words “, address and occupation” in subparagraph *b* of the second paragraph by the words “and address”.

**115.** Section 38 of the said Act is amended by replacing paragraph *b* by the following paragraph:

“(b) a notice summarizing the contents of the by-law is transmitted to him for deposit in the register, accompanied with the fees prescribed by regulation of the Government.”

**116.** Section 39 of the said Act is amended by replacing the words “have the letters patent published in the *Gazette officielle du Québec*” in the first and second lines by the words “deposit the letters patent in the register”.

**117.** Section 41 of the said Act is amended

(1) by striking out the words “in accordance with sections 26 and 27 of the Companies Act” in the second and third lines of that part preceding paragraph *a*;

(2) by adding, at the end, the following paragraphs:

“The Inspector General shall, before dissolving a company, give it at least sixty days’ notice of the omission and the penalty provided. The Inspector General shall deposit the notice in the register.

He shall transmit a copy by registered mail to the last directors of the company mentioned in the register, at the last address mentioned therein.

The Inspector General shall dissolve an insurance company by drawing up an act of dissolution which he shall deposit in the register. The company is dissolved from the date of the deposit.

However, upon the application of any interested person, the Inspector General may, on the conditions he determines, retroactively revoke the dissolution of the company by drawing up an order to that effect which he shall deposit in the register. Revocation of the dissolution of the company shall cause the company to resume existence on the date of deposit of the order. Subject to the rights acquired by any person, the company is deemed never to have been dissolved.”

**118.** Section 77 of the said Act is amended

(1) by replacing the words “publish a notice in the *Gazette officielle du Québec*” in the second line of the first paragraph by the words “deposit a notice in the register”;

(2) by replacing the words “time of the publication” in the first line of the second paragraph by the words “date of deposit”.

**119.** Section 93.9 of the said Act is amended by replacing the words “publication of the notice of winding-up or dissolution in the *Gazette officielle du Québec*” in the third and fourth lines by the words “deposit of the notice of winding-up or dissolution in the register”.

**120.** Section 93.15 of the said Act is amended by replacing the words “, addresses and occupations” in paragraph 5 by the words “and addresses”.

**121.** Section 93.20 of the said Act is amended

(1) by inserting, after the first paragraph, the following paragraph:

“The Minister shall refuse to order the incorporation of an association where the articles of the association contain a corporate name not in conformity with the requirements of sections 93.23 and 93.24 or the requirements of any of paragraphs 1 to 6 of section 93.22.”;

(2) by replacing the words “For that purpose” in the first line of the second paragraph by the words “To incorporate the association”;

(3) by replacing subparagraph 3 of the second paragraph by the following subparagraph:

“(3) deposit in the register a copy of the certificate and of the articles and a copy of the accompanying documents referred to in paragraphs 2 and 4 of section 93.18;”;

(4) by striking out subparagraph 6 of the second paragraph.

**122.** Section 93.22 of the said Act is replaced by the following section:

**“93.22** The corporate name of a mutual insurance association shall not

(1) contravene the Charter of the French language (R.S.Q., chapter C-11);

(2) include an expression which the law or the regulations reserve for another person or prohibit the association from using;

(3) include an expression that evokes an immoral, obscene or offensive notion;

(4) incorrectly indicate the association's juridical form or fail to indicate such form where so required by law;

(5) falsely suggest that the association is a non-profit group;

(6) falsely suggest that the association is, or is related to, a public authority mentioned in the regulation;

(7) falsely suggest that the association is related to another person, association or group, in particular in the cases and taking into account the criteria determined by regulation;

(8) lead to confusion with a name used by another person, association or group in Québec, taking into account, in particular, the criteria determined by regulation;

(9) be liable, in whatever manner, to mislead third persons."

**123.** The said Act is amended by replacing sections 93.25 to 93.27 by the following sections:

**"93.25** Any interested person may, upon payment of the fees prescribed by regulation, petition the Inspector General to order a mutual insurance association to change its corporate name if the name is not in conformity with section 93.22.

**"93.26** Before rendering a decision, the Inspector General shall allow all interested parties to be heard.

**"93.27** The decision of the Inspector General must be in writing, give reasons and be signed. It must be transmitted without delay to the parties and be deposited in the register.

The decision is executory on the expiry of the time limit for appeal set out in section 123.146 of the Companies Act (R.S.Q., chapter C-38).

**"93.27.1** On the expiry of the time limit for appeal, the Inspector General may, at the request of an interested party, change

the corporate name of a mutual insurance association that does not respect the order.

The Inspector General may also change the corporate name of a mutual insurance association that does not respect the order issued by the Inspector General, on the ground that the association's corporate name is not in conformity with any of paragraphs 1 to 6 of section 93.22.

**“93.27.2** Where the Inspector General assigns a corporate name to the association, he shall issue a certificate in duplicate establishing the change and deposit one duplicate in the register.

The Inspector General shall transmit the other duplicate of the certificate to the mutual insurance association and send a copy to the federation of which it is a member.

The change takes effect from the date appearing on the certificate.

**“93.27.3** The Inspector General may delegate to a member of his personnel the powers conferred upon him by this chapter.

**“93.27.4** Any person aggrieved by a decision of the Inspector General rendered under section 93.27 may appeal from it in accordance with sections 123.145 to 123.157 of the Companies Act.

The judgment of the Court of Québec is final and without appeal.”

**124.** Section 93.36 of the said Act is amended by replacing the second paragraph by the following paragraph:

“The association shall, within ten days of the adoption of the resolution, give notice of the change by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

**125.** Section 93.38 of the said Act is repealed.

**126.** Section 93.102 of the said Act is amended by replacing the words “to the Inspector General” in the second line of the third paragraph by the words “by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons”.

**127.** Section 93.110 of the said Act is amended by replacing the figure “6” in the second line of the second paragraph by the figure “5”.

**128.** Section 93.115 of the said Act is amended by replacing the word “publication” in the first line of paragraphs 3 and 4 by the words “deposit in the register”.

**129.** Section 93.117 of the said Act is replaced by the following section:

**“93.117** The Inspector General shall dissolve the association by drawing up a notice to that effect which he shall deposit in the register; the association is dissolved from the date of the deposit.”

**130.** Section 93.120 of the said Act is amended by replacing the words “, by publishing a notice to that effect in the *Gazette officielle du Québec*” in the third and fourth lines of the second paragraph by the words “. The Inspector General shall revoke the dissolution by drawing up an order to that effect which he shall deposit in the register”.

**131.** Section 93.121 of the said Act is amended by replacing the word and figures “, 4 and 6” in the sixth line by the word and figure “and 4”.

**132.** Section 93.126 of the said Act is amended by replacing the second paragraph by the following paragraph:

“The corporate name shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 93.22.”

**133.** Section 93.187 of the said Act is amended by adding, at the end, the following paragraph:

“It shall also contain any other information required by the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons for the annual updating of information relating to a registered legal person.”

**134.** Section 93.194 of the said Act is amended by replacing the words “published as soon as possible in the *Gazette officielle du Québec*” in the second line of the second paragraph by the words “transmitted to the Inspector General, who shall deposit it in the register”.

**135.** Section 93.197 of the said Act is amended by replacing the third paragraph by the following paragraph:

“If the interest of the members of a federation so justifies, the Minister may terminate the winding-up by transmitting an order to that effect to the Inspector General, who shall deposit it in the register.”

**136.** Section 93.198 of the said Act is amended by replacing the word “publication” in the second line by the words “the deposit”.

**137.** Section 93.202 of the said Act is amended

(1) by inserting the words “, who shall deposit it in the register,” after the words “Inspector General” in the second line of the first paragraph;

(2) by striking out, in the fifth and sixth lines of the first paragraph, the words “in the *Gazette officielle du Québec* and”.

**138.** Section 93.203 of the said Act is amended by replacing the words “publication of the winding-up notice in the *Gazette officielle du Québec*” in the second and third lines by the words “the deposit of the winding-up notice in the register”.

**139.** Section 93.209 of the said Act is amended by replacing the words “publication of the winding-up notice of the federation in the *Gazette officielle du Québec*” in the second and third lines of the second paragraph by the words “the deposit of the winding-up notice of the federation in the register”.

**140.** Section 93.212 of the said Act is amended by replacing the words “published in the *Gazette officielle du Québec*” in the second line by the words “transmitted to the Inspector General, who shall deposit it in the register”.

**141.** Section 93.214 of the said Act is replaced by the following section:

**“93.214** The Inspector General shall dissolve the federation and the guarantee fund corporation related to it by drawing up an act of dissolution to that effect which he shall deposit in the register; the federation and the corporation are dissolved sixty days after the date of the deposit.”

**142.** Section 93.217 of the said Act is amended by replacing the words “, by publishing a notice to that effect in the *Gazette officielle du Québec*” in the third and fourth lines of the second paragraph by the words “. The Inspector General shall revoke the dissolution by



drawing up an order to that effect which he shall deposit in the register”.

**143.** Section 93.218 of the said Act is amended by replacing the words and figures “the first paragraph and subparagraphs 1, 2, 3, 4 and 6 of the second paragraph of section 93.20, sections 93.21, 93.35 to 93.38, 93.92 to 93.98, 93.108 to 93.113 and 93.156” in the fifth, sixth, seventh and eighth lines by the words and figures “the first and second paragraphs and subparagraphs 1 to 4 of the second paragraph of section 93.20, sections 93.21, 93.22, 93.25 to 93.27.4, 93.35 to 93.38, 93.92 to 93.98, 93.108”.

**144.** Section 93.264 of the said Act is amended by adding, at the end, the following paragraph:

“The statement of operations shall also contain any other information required by the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons for the annual updating of information relating to a registered legal person.”

**145.** Section 93.271 of the said Act is amended by replacing the words “published as soon as possible in the *Gazette officielle du Québec*” in the second line of the second paragraph by the words “transmitted to the Inspector General, who shall deposit it in the register”.

**146.** Section 99 of the said Act is amended by replacing the words “caused to be published in the *Gazette officielle du Québec* for at least two consecutive weeks a notice signed by him that the declarers intend to be incorporated.” in the second, third and fourth lines of the first paragraph by the words “transmitted to the Inspector General a notice signed by him of the declarers’ intention to be incorporated, accompanied with the fees prescribed by regulation of the Government in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons. The Inspector General shall deposit the notice in the register.”

**147.** The said Act is amended by inserting, after section 100, the following section:

**“100.1** The Inspector General may assign to the association a corporate name different from the name proposed by the applicants if the name is not in conformity with the requirements of sections 106, 107 and 108 and the requirements of any of paragraphs 1 to 6 of section 93.22.”

**148.** Section 101 of the said Act is amended by striking out the second paragraph.

**149.** Section 102 of the said Act is amended

(1) by replacing the first paragraph by the following paragraph:

**“102.** The Inspector General shall deposit one copy of the declaration in the register and return the other copy to the provisional secretary of the association.”;

(2) by replacing the words “the publication of the notice” in the first line of the second paragraph by the words “deposit of the declaration”.

**150.** Section 103 of the said Act is amended by replacing the words “Publication of the notice” in the first line by the words “The deposit”.

**151.** Section 106 of the said Act is amended by replacing the first paragraph by the following paragraph:

**“106.** The corporate name of a mutual benefit association must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 93.22.”

**152.** Section 109 of the said Act is replaced by the following section:

**“109.** After requesting the advice of the Inspector General, the Minister may change any corporate name in accordance with sections 93.25 to 93.27.4, adapted as required.”

**153.** Section 121 of the said Act is amended by replacing the words “after publication of a notice to that effect in the *Gazette officielle du Québec*” in the second and third lines of the second paragraph by the words “deposits a notice to that effect in the register”.

**154.** Section 174 of the said Act is amended by replacing the words and figures “sections 26 and 27 of the Companies Act” in the third line of the first paragraph by the word and figure “section 41”.

**155.** Section 188 of the said Act is amended by replacing the words “Notice of the agreement must be published, at the diligence of the amalgamating corporations, in the *Gazette officielle du Québec* and” in the first, second and third lines by the words “A notice of the

agreement, accompanied with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons, shall be transmitted to the Inspector General, who shall deposit it in the register. The notice shall be published”.

**156.** Section 191 of the said Act is amended by replacing the second paragraph by the following paragraph:

“The Inspector General shall deposit the letters patent or a duplicate of the petition, as the case may be, in the register.”

**157.** Section 192 of the said Act is amended

(1) by replacing the word “publication” in the first line of the first and second paragraphs by the word “deposit”;

(2) by replacing the word “publication” in the third line of the second paragraph by the word “deposit”.

**158.** Section 197 of the said Act is amended by replacing the words “shall be published in the *Gazette officielle du Québec* and” in the first and second lines by the words “, accompanied with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons, shall be transmitted to the Inspector General, who shall deposit it in the register. The notice shall be published”.

**159.** Section 199 of the said Act is amended by replacing the words “the Inspector General shall give notice of it in the *Gazette officielle du Québec*, at the expense of the corporation that applied for conversion.” in the first, second and third lines by the words “he shall transmit the petition to the Inspector General, who shall deposit it in the register. In the case of companies, the Inspector General shall issue letters patent, which he shall deposit in the register.”

**160.** Section 200 of the said Act is amended by replacing the word “publication” in the first and third lines by the word “deposit”.

**161.** Section 200.6 of the said Act is replaced by the following section:

**“200.6** If the Minister confirms the by-law, the Inspector General shall issue the letters patent and deposit them in the register.”

**162.** Section 200.8 of the said Act is amended by replacing the word “publication” in the first line by the word “deposit”.

**163.** Section 306 of the said Act is amended by adding, at the end, the following paragraph:

“It shall also exhibit any other information required by the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons for the annual updating of information relating to a registered legal person.”

**164.** Section 395 of the said Act is amended

(1) by inserting the words “by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons,” after the words “the Inspector General” in the second line of the first paragraph;

(2) by striking out the words “in the *Gazette officielle du Québec* and” in the fifth line of the first paragraph.

**165.** Section 420 of the said Act is amended by adding the following paragraphs:

“(ar) determine the public authorities to which paragraph 6 of section 93.22 applies;

“(as) determine the cases in which the name of a registrant suggests that the registrant is related to another person, partnership or group;

“(at) determine the criteria to be taken into account in the application of paragraphs 7 and 8 of section 93.22;

“(au) prescribe the fees payable for a petition under section 93.25.”

#### ACT RESPECTING THE CAISSES D'ENTRAIDE ÉCONOMIQUE

**166.** Section 5 of the Act respecting the caisses d'entraide économique (R.S.Q., chapter C-3) is amended by replacing the words “from publication in accordance with section 13 of the said act” in the third and fourth lines of the second paragraph by the words “from deposit in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*)”.

## SAVINGS AND CREDIT UNIONS ACT

**167.** Section 17 of the Savings and Credit Unions Act (R.S.Q., chapter C-4.1) is amended by replacing the words “publication of the notice of winding-up or dissolution in the *Gazette officielle du Québec*” in the second and third lines by the words “deposit of the notice of dissolution or winding-up in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*)”.

**168.** Section 20 of the said Act is amended by replacing the first paragraph by the following paragraph:

“**20.** The corporate name of a credit union must be in conformity with the law and the regulations of the Government. It must also be in conformity with section 93.22 of the Act respecting insurance (R.S.Q., chapter A-32).”

**169.** The said Act is amended by inserting, after section 22, the following section:

“**22.1** The Inspector General shall refuse to deposit articles containing a corporate name not in conformity with the second paragraph of section 20, with sections 21 and 22 or with any of paragraphs 1 to 6 of section 93.22 of the Act respecting insurance.”

**170.** Section 24 of the said Act is amended

(1) by striking out the first paragraph;

(2) by striking out the word “also” in the first line of the second paragraph.

**171.** Section 25 of the said Act is amended

(1) by striking out the words “and publish notice of the change in the *Gazette officielle du Québec*” in the third and fourth lines of the first paragraph;

(2) by replacing the words “register one duplicate of the certificate” in the first and second lines of the second paragraph by the words “deposit one copy of the certificate in the register”.

**172.** The said Act is amended by inserting, after section 25, the following section:

**“25.1** The remedy provided for in section 93.25 of the Act respecting insurance (R.S.Q., chapter A-32), adapted as required, may be exercised in respect of a corporate name governed by this Act.”

**173.** Section 29 of the said Act is amended by replacing the second paragraph by the following paragraph:

“The credit union must give notice, within ten days of the adoption of the resolution, of the change by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

**174.** Section 31 of the said Act is repealed.

**175.** Section 36 of the said Act is amended

(1) by replacing the words “, address and occupation” in the first line of paragraph 2 by the words “and address”;

(2) by adding, at the end, the following paragraph:

“However, the founders are not required to include with the articles the notices mentioned in paragraphs 2 and 4 if they transmit to the Inspector General an initial declaration under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

**176.** Section 39 of the said Act is amended

(1) by replacing subparagraph 4 of the second paragraph by the following subparagraph:

“(4) deposit in the register a copy of the certificate and of the articles and a copy of the documents referred to in paragraphs 2 and 4 of section 36;”;

(2) by striking out subparagraph 7 of the second paragraph.

**177.** Section 51 of the said Act is amended by replacing the figure “7” in the second line of the second paragraph by the figure “6”.

**178.** Section 60 of the said Act is amended by adding, at the end, the following paragraph:

“However, the notice mentioned in paragraph 5 is not required if an initial declaration under the Act respecting the legal publicity

of sole proprietorships, partnerships and legal persons is transmitted to the Inspector General at the same time.”

**179.** Section 62 of the said Act is amended by replacing the figure “7” in the second line of the second paragraph by the figure “6”.

**180.** Section 312 of the said Act is amended

(1) by inserting the words “, by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons,” after the word “General” in the second line of the first paragraph;

(2) by striking out the words “in the *Gazette officielle du Québec* and” in the sixth and seventh lines of the first paragraph.

**181.** Section 313 of the said Act is amended by replacing the words “published in the *Gazette officielle du Québec*” in the first and second lines of the first paragraph by the words “deposited in the register”.

**182.** Section 322 of the said Act is amended by replacing the word “publication” in the first line of paragraphs 3 and 4 by the word “deposit”.

**183.** Section 324 of the said Act is replaced by the following section:

**“324.** The Inspector General shall dissolve the credit union by drawing up an act of dissolution to that effect which he shall deposit in the register. The credit union is dissolved from the date of the deposit.”

**184.** Section 327 of the said Act is amended by replacing the words “by publishing a notice to that effect in the *Gazette officielle du Québec*” in the fourth and fifth lines of the first paragraph by the words “. The Inspector General shall revoke the dissolution by drawing up an order to that effect which he shall deposit in the register”.

**185.** Section 539 of the said Act is amended

(1) by striking out the words “articles and other” in the first and second lines of the fourth paragraph;

(2) by striking out the words “articles or” in the fifth line of the fourth paragraph.

**186.** Section 540 of the said Act is amended by adding, at the end, the following paragraph:

“The Inspector General shall deposit the completed or corrected certificate in the register.”

**187.** Section 541 of the said Act is amended by replacing the words “give notice thereof in the *Gazette officielle du Québec*” in the third and fourth lines by the words “give a copy thereof to the savings and credit union, the federation or the confederation, as the case may be”.

#### FARMERS' CLUBS ACT

**188.** The Farmers' Clubs Act (R.S.Q., chapter C-9) is amended by inserting, after section 2, the following sections:

**“2.1** The corporate name of a club shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 1.2 of the Agricultural Societies Act (R.S.Q., chapter S-25).

**“2.2** The Minister of Agriculture, Fisheries and Food shall refuse to authorize the formation of a club where the memorandum of the club contains a name not in conformity with any of paragraphs 1 to 6 of section 1.2 of the Agricultural Societies Act.”

**189.** Section 4 of the said Act is amended by replacing the words “such club, shall immediately cause a notice of such formation to be published in the *Gazette officielle du Québec*.” in the last three lines of the first paragraph by the words “the club, shall send a notice indicating the name of the club and the address of its head office to the Inspector General of Financial Institutions. The Inspector General shall deposit the notice in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**190.** Section 5 of the said Act is amended

(1) by replacing the words “and after the publication in the *Gazette officielle du Québec*” in the first line of the first paragraph by the words “the date of deposit”;

(2) by replacing the words “a notice published in the *Gazette officielle du Québec*” in the second and third lines of the second



paragraph by the words “filing a notice to that effect with the Inspector General, who shall deposit it in the register”.

**191.** The said Act is amended by inserting, after section 5, the following section:

**“5.1** The remedies provided for in section 72.1 of the Agricultural Societies Act, adapted as required, may be exercised in respect of the name of a club.”

**192.** Section 44 of the said Act is amended by adding, at the end, the following paragraph:

“Where a club is dissolved by the Minister, he shall draw up an act of dissolution and send it to the Inspector General, who shall deposit it in the register.”

**193.** Form 1 of the said Act is amended by inserting the words “, the head office of which is to be situated at the following address:” after the word “of...” in the third and fourth lines.

#### CHARTER OF THE FRENCH LANGUAGE

**194.** Section 66 of the Charter of the French language (R.S.Q., chapter C-11) is amended by replacing the words “registered under the Companies and Partnerships Declaration Act (chapter D-1)” in the first, second and third lines by the words “entered by way of declaration in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*)”.

#### CITIES AND TOWNS ACT

**195.** Section 458.14 of the Cities and Towns Act (R.S.Q., chapter C-19) is amended

(1) by inserting the words “, the address of its head office” after the word “association” in the second line;

(2) by adding, at the end, the following paragraph:

“The corporate name of an association must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**196.** Section 458.16 of the said Act is amended

(1) by replacing the words “The Inspector General shall, on receiving the three copies of the resolution.” in the third and fourth lines by the words “Subject to the second paragraph, the Inspector General shall, on receiving the three copies of the resolution,”;

(2) by replacing paragraph 1 by the following paragraph:

“(1) deposit one copy in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*);”;

(3) by replacing the words “resolution and proof of its registration, and” in the second and third lines of paragraph 2 by the word “resolution,”;

(4) by striking out paragraph 3;

(5) by adding, at the end, the following paragraph:

“The Inspector General shall refuse to deposit a resolution containing a corporate name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**197.** Section 458.17 of the said Act is amended by replacing the word “registration” in the first line by the word “deposit”.

**198.** Section 458.18 of the said Act is amended by adding, at the end, the following paragraph:

“The remedy provided for in section 123.27.1 of Part IA of the said Act, adapted as required, may be exercised in respect of the name of an association, subject to this subdivision and the by-law approved by the Inspector General.”

**199.** Section 458.21 of the said Act is amended by inserting the words “, to be deposited by him in the register,” after the word “Institutions” in the third line.

**200.** Section 458.41 of the said Act is amended by replacing the word “registration” in the first line by the word “deposit”.

FISH AND GAME CLUBS ACT

**201.** Section 1 of the Fish and Game Clubs Act (R.S.Q., chapter C-22) is amended

(1) by inserting, after the first paragraph, the following paragraphs:

“The corporate name of a club shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

The Inspector General shall refuse to incorporate a club whose proposed corporate name is not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”;

(2) by inserting, after the second paragraph, the following paragraph:

“The Inspector General shall deposit the order in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**202.** Section 5 of the said Act is amended by adding, at the end, the following paragraph:

“The remedy provided for in section 123.27.1 of that Act, adapted as required, may be exercised in respect of the corporate name of a club.”

#### AMUSEMENT CLUBS ACT

**203.** Section 1 of the Amusement Clubs Act (R.S.Q., chapter C-23) is amended

(1) by replacing subparagraph 3 of the first paragraph by the following subparagraph:

“(3) By transmitting the memorandum and the certificate of approval of the municipal council to the Inspector General of Financial Institutions. The Inspector General shall deposit one copy of the memorandum and the certificate in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*) and give the second copy of the memorandum to the association.”;

(2) by striking out the second and third paragraphs.

**204.** The said Act is amended by inserting, after section 1, the following sections:

**“1.1** The corporate name of a club shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

**“1.2** The Inspector General shall refuse to deposit a memorandum containing a proposed name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**205.** Section 2 of the said Act is repealed.

**206.** Section 4 of the said Act is amended by replacing the first paragraph by the following paragraph:

**“4.** The members of the association, in general meeting assembled, may, at any time, by resolution, change the name thereof, provided that a notice to that effect be transmitted to the Inspector General, who shall deposit it in the register, and that a notice of the change be published once in a French newspaper and once in an English newspaper published in the judicial district in which the association is established. The change has effect from the date of deposit of the notice in the register.”

**207.** Section 8 of the said Act is amended by adding, at the end, the following paragraph:

“The remedy provided for in section 123.27.1 of the said Act, adapted as required, may be exercised in respect of the name of an association.”

#### CODE OF CIVIL PROCEDURE

**208.** Article 130 of the Code of Civil Procedure (R.S.Q., chapter C-25), amended by section 220 of chapter 57 of the statutes of 1992, is again amended by replacing the words “last annual report submitted to the Inspector General of Financial Institutions under the Companies Information Act (chapter R-22).” in the fourth, fifth and sixth lines of the second paragraph by the following: “register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*), or upon the attorney designated under section 4 of that Act.”

## MUNICIPAL CODE OF QUÉBEC

**209.** Article 647 of the Municipal Code of Québec (R.S.Q., chapter C-27.1) is amended

(1) by inserting the words “, the address of its head office” after the words “the association” in the second line;

(2) by adding, at the end, the following paragraph:

“The corporate name of an association must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**210.** Article 649 of the said Code is amended

(1) by replacing the words “The Inspector” in the third and fourth lines of that part preceding paragraph 1, after the first sentence, by the words “Subject to the second paragraph, the Inspector General”;

(2) by replacing paragraph 1 by the following paragraph:

“(1) deposit one copy in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*);”;

(3) by striking out the words “and proof of its registration; and” in the second and third lines of paragraph 2;

(4) by striking out paragraph 3;

(5) by adding, at the end, the following paragraph:

“The Inspector General shall refuse to deposit a resolution containing a corporate name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**211.** Article 650 of the said Code is amended by replacing the word “registration” in the first line by the word “deposit”.

**212.** Article 651 of the said Code is amended by inserting, after the second paragraph, the following paragraph:

“The remedy provided for in section 123.27.1 of Part IA of the said Act, adapted as required, may be exercised in respect of the name

of an association, subject to this Section and the by-law approved by the Inspector General.”

**213.** Article 654 of the said Code is amended by inserting the words “, to be deposited by him in the register,” after the word “Institutions” in the third line.

**214.** Article 674 of the said Code is amended by replacing the word “registration” in the first line by the word “deposit”.

#### COMPANIES ACT

**215.** Sections 2 to 2.3 of the Companies Act (R.S.Q., chapter C-38) are repealed.

**216.** Sections 2.5 and 2.6 of the said Act are repealed.

**217.** Section 3 of the said Act is amended by inserting, after subparagraph 7 of the first paragraph, the following subparagraph:

“(8) The word “register” means the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**218.** Section 3.1 of the said Act is amended

(1) by replacing the words and figures “, the by-laws made under sections 21 and 87 and the notices contemplated in section 32” in the third and fourth lines by the words and figures “and by-laws made under sections 21 and 87”;

(2) by replacing the words and figures “notices contemplated in sections 123.37 and 123.81” in the eighth line by the words and figures “notice contemplated in section 123.36”.

**219.** Section 4 of the said Act is amended by replacing the last sentence of subsection 2 by the following sentence: “The Inspector General shall deposit such letters patent in the register; the company’s charter is modified from the date of deposit.”

**220.** Section 7 of the said Act is amended by replacing subparagraph 1 of the second paragraph by the following subparagraph:

“(1) The corporate name of the company, which must be in conformity with the law and with the regulations of the Government;”.

**221.** Section 8 of the said Act is amended

(1) by replacing the second paragraph by the following paragraph:

“The application and a memorandum of agreement shall be drafted on a form supplied for that purpose or authorized by the Inspector General.”;

(2) by replacing the words and figures “paragraph 1 of section 7” in the fifth and sixth lines of the third paragraph by the words and figures “subparagraph 1 of the second paragraph of section 7 and with the requirements of any of paragraphs 1 to 6 of section 9.1”.

**222.** The said Act is amended by inserting, after section 9, the following section:

**“9.1** The company’s corporate name must not

(1) contravene the Charter of the French language (R.S.Q., chapter C-11);

(2) include an expression which the law or the regulations reserve for another person or prohibit the company from using;

(3) include an expression that evokes an immoral, obscene or offensive notion;

(4) incorrectly indicate the company’s juridical form or fail to indicate such form where so required by law;

(5) falsely suggest that the company is a non-profit group;

(6) falsely suggest that the company is, or is related to, a public authority mentioned in the regulation;

(7) falsely suggest that the company is related to another person, partnership or group, in particular in the cases and taking into account the criteria determined by regulation;

(8) lead to confusion with a name used by another person, partnership or group in Québec, taking into account, in particular, the criteria determined by regulation;

(9) be liable, in whatever manner, to mislead third persons.”

**223.** Section 10 of the said Act is amended by replacing the words and figures “does not comply with the requirements of paragraph 1 of section 7” in the second and third lines by the words and figures “is not in conformity with any of paragraphs 1 to 6 of section 9.1.”

**224.** Section 11 of the said Act is amended by replacing the words “Notice of the granting of the deed of incorporation shall be forthwith given by the Inspector General, by one insertion in the *Gazette officielle du Québec*, as in the form prescribed by him; and, subject to such publication, but counting” in the first four lines by the words “Immediately after the granting of the deed of incorporation, the Inspector General shall deposit the deed in the register; and, subject to such deposit, but”.

**225.** Section 12 of the said Act is amended by replacing the second and third paragraphs by the following paragraph:

“The new or corrected letters patent shall be deposited in the register by the Inspector General. They have effect from the date of deposit of the original letters patent, subject to the acquired rights of third persons.”

**226.** Section 14 of the said Act is amended

(1) by replacing subsection 3 by the following subsection:

“(3) Immediately after the granting of the letters patent, the Inspector General shall deposit them in the register and dissolve the former company by drawing up an act of dissolution which he shall deposit in the register.”;

(2) by replacing the word “publication” in the first line of subsection 4 by the word “deposit”.

**227.** Section 17 of the said Act is amended

(1) by replacing the words “by supplementary letters patent; and the latter shall give notice thereof, by one insertion in the *Gazette officielle du Québec*, as in the form prescribed by him” in the ninth, tenth and eleventh lines of the first paragraph by the words “supplementary letters patent which he shall deposit in the register”;

(2) by replacing the words “the publication of such notice” in the first line of the second paragraph by the words “such deposit”.



**228.** Section 18 of the said Act is amended by replacing the words “notice thereof shall be given by the Inspector General by one insertion in the *Gazette officielle du Québec*, as in the form prescribed by him; and, subject to such notice, but counting from” in the third, fourth, fifth and sixth lines of subsection 5 by the words “the Inspector General shall issue letters patent and deposit them in the register; and, subject to such deposit, but from”.

**229.** The said Act is amended by inserting, after the heading of Division IX of Part I, the following sections:

**“18.1** Any interested person may, upon payment of the fees prescribed by regulation, petition the Inspector General to issue supplementary letters patent to change the corporate name of a company that is not in conformity with subparagraph 1 of the second paragraph of section 7 or with section 9.1.

**“18.2** Before rendering a decision, the Inspector General shall allow all interested parties to be heard.”

**230.** Section 19 of the said Act is amended by replacing the words and figures “paragraph 1 of section 7” in the second and third lines by the words and figures “subparagraph 1 of the second paragraph of section 7 or with section 9.1”.

**231.** Section 20 of the said Act is amended by replacing the words “Notice of the granting of the supplementary letters patent mentioned in section 19 shall be given forthwith by the Inspector General by one insertion in the *Gazette officielle du Québec*, as in the form prescribed by him. Subject to such publication, but counting” in the first four lines by the words “Immediately after the granting of the supplementary letters patent mentioned in section 19, the Inspector General shall deposit them in the register. Subject to such deposit, but”.

**232.** Section 21 of the said Act is amended by replacing the second and third paragraphs by the following paragraphs:

“The proposed corporate name must be in conformity with subparagraph 1 of the second paragraph of section 7 and with paragraphs 1 to 6 of section 9.1.

The by-law shall be submitted for approval to the Inspector General who, if he approves it, shall deposit in the register a notice specifying the change. From the date of such deposit, the company shall be designated by its new corporate name.”

**233.** Section 23 of the said Act is amended

(1) by inserting; after subsection 1, the following subsection:

“(1.1) The Government may, by regulation, prescribe the fees to be paid for

(1) a petition under section 18.1 or 221.1;

(2) a petition under section 28.2.”;

(2) by replacing paragraph 1 of subsection 4 by the following paragraphs:

“(1) determine the public authorities referred to in paragraph 6 of section 9.1;

“(1.1) determine the cases where the corporate name of a company suggests that the company is related to another person, partnership or group;

“(1.2) determine the criteria to be taken into account for the application of paragraphs 7 and 8 of section 9.1;”.

**234.** Division XI of Part I of the said Act is repealed.

**235.** Section 28 of the said Act is amended by replacing the words “of its intent to apply for its dissolution in the *Gazette officielle du Québec* and” in the first, second and third lines of paragraph 4 by the words “to the Inspector General of its intention to apply for its dissolution by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons and by making an announcement to that effect”.

**236.** Section 28.1 of the said Act is amended by replacing the second sentence of the first paragraph by the following sentence: “The Inspector General shall dissolve the company by drawing up an act of dissolution which he shall deposit in the register.”

**237.** The said Act is amended by inserting, after section 28.1, the following section:

“**28.2** The Inspector General shall, on request and upon payment of the fees prescribed by regulation, attest that a company is or is not dissolved.”

**238.** Section 31 of the said Act, amended by section 510 of chapter 57 of the statutes of 1992, is again amended by replacing the

words “surrender its charter” in the third line of subparagraph *q* of the second paragraph by the words “be dissolved”.

**239.** Section 32 of the said Act is amended by replacing the words “published in the *Gazette officielle du Québec*, as in the form prescribed by the Inspector General” in the fourth and fifth lines of the first paragraph by the words “given by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons”.

**240.** Section 34.1 of the said Act is replaced by the following section:

**“34.1** The Inspector General may require that the word “inc.” or “ltée” be placed at the end of the corporate name of a company where the name does not include the word “corporation”, to indicate that the company is an undertaking with limited liability.”

**241.** Section 40 of the said Act is amended by replacing the words “Notice thereof shall be forthwith given by the Inspector General, in the *Gazette officielle du Québec*, according to the form prescribed by him; and, after such publication, but counting” in the fifth, sixth and seventh lines by the words “The Inspector General shall immediately deposit the supplementary letters patent in the register; and, after such deposit, but”.

**242.** Section 49 of the said Act is amended by replacing the words “, and notice thereof shall be given in the *Gazette officielle du Québec* by the Inspector General. Subject to such publication, but counting from” in the second, third and fourth lines of the second paragraph of subsection 2 by the words “deposited in the register by the Inspector General. Subject to such deposit, but from”.

**243.** Section 50 of the said Act is amended

(1) by replacing the words “and notice of the sanction shall be given in the *Gazette officielle du Québec* by him” in the second and third lines of the second paragraph of subsection 2 by the words “, who shall deposit a notice to that effect in the register”;

(2) by replacing the words “From and after the date of such publication” in the first line of the third paragraph of subsection 2 by the words “From the date of such deposit”.

**244.** Section 65 of the said Act is amended by replacing the words “patent. Notice thereof shall be forthwith given by the

Inspector General in the *Gazette officielle du Québec* in accordance with the form prescribed by him” in the second, third, fourth and fifth lines by the words “patent, which he shall deposit in the register”.

**245.** Section 87 of the said Act is amended

(1) by replacing the words “change the company’s head office, provided it be” in the second and third lines of the first paragraph by the words “transfer the company’s head office to another locality”;

(2) by replacing the words “published in the *Gazette officielle du Québec*” in the second paragraph by the words “deposited in the register”.

**246.** Section 119 of the said Act is amended by striking out the words “; the notice in the *Gazette officielle du Québec* of the incorporation of the company is *prima facie* proof of its contents; and on production of the deed of incorporation or a copy or official duplicate, the fact of that notice is presumed” in the second, third, fourth, fifth and sixth lines.

**247.** Section 123.6 of the said Act is amended by replacing the word and figures “6 to 12” in the third line of the first paragraph by the words and figures “6 to 9, 10 to 12”.

**248.** Section 123.12 of the said Act is amended by replacing the words “, address and occupation” in the first line of paragraph 3 by the words “and address”.

**249.** Section 123.14 of the said Act is amended

(1) by replacing the words “, address and occupation” in the second line of paragraph 1 by the words “and address”;

(2) by adding, at the end, the following paragraph:

“However, the incorporators are not required to include with the articles the list of the directors and the notice establishing the address of the company’s head office if the articles are accompanied with the initial declaration referred to in the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

**250.** Section 123.15 of the said Act is amended

(1) by replacing paragraph 3 by the following paragraph:

“(3) deposit in the register one copy of the certificate and one duplicate of the articles, together with the accompanying documents;”;

(2) by striking out paragraph 5.

**251.** Section 123.21 of the said Act is replaced by the following section:

**“123.21** The corporate name of a company must be in conformity with the law and with the regulations of the Government.”

**252.** Section 123.22 of the said Act is replaced by the following section:

**“123.22** The word “inc.” or “ltée” must be placed at the end of the corporate name of a company where the name does not include the word “corporation”, to indicate that the company is an undertaking with limited liability.”

**253.** Section 123.25 of the said Act is repealed.

**254.** Section 123.26 of the said Act is amended by striking out the words “or, where such is the case, its corporate name” in the third and fourth lines of the first paragraph.

**255.** Section 123.27 of the said Act is amended

(1) by replacing the words “publish a notice of the change in the *Gazette officielle du Québec*” in the third and fourth lines of the first paragraph by the words “deposit one copy of the certificate in the register”;

(2) by replacing the second paragraph by the following paragraph:

“The Inspector General shall send the other copy of the certificate to the company or the company’s representative.”

**256.** The said Act is amended by inserting, after section 123.27, the following sections:

**“123.27.1** Any interested person may, upon payment of the fees prescribed by regulation, petition the Inspector General to order a company to change its corporate name if the name is not in conformity with section 9.1 or 123.21.

**“123.27.2** Before rendering a decision, the Inspector General shall allow all interested parties to be heard.

**“123.27.3** The decision of the Inspector General must be in writing, give reasons and be signed. It must be forwarded without delay to the parties and be deposited in the register.

The decision is executory on the expiry of the time limit for appeal set out in section 123.146.

**“123.27.4** On the expiry of the time limit for appeal, the Inspector General may, at the request of an interested party, change the corporate name of a company that does not respect the order.

The Inspector General may also change the corporate name of a company that does not respect the order issued by him, on the ground that the corporate name is not in conformity with any of paragraphs 1 to 6 of section 9.1.

**“123.27.5** Where the Inspector General assigns a corporate name to the company, he shall deliver in duplicate a certificate establishing the change and deposit one copy of the certificate in the register.

The Inspector General shall give the other copy of the certificate to the company or the company's representative.

The change has effect from the date indicated in the certificate.

**“123.27.6** The Inspector General may delegate to a member of his personnel the powers conferred on him by this chapter.

**“123.27.7** Any person aggrieved by a decision of the Inspector General rendered under section 123.27.3 may appeal from it in accordance with sections 123.145 to 123.157.”

**257.** Section 123.28 of the said Act is repealed.

**258.** Section 123.30 of the said Act is replaced by the following section:

**“123.30** Third persons are not presumed to have knowledge of the information contained in a document concerning the company, other than the information set out in section 82 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons, by reason only that the information has been deposited in the register or that the document may be consulted in the offices of the company.”

**259.** Section 123.31 of the said Act is amended by replacing paragraph 2 by the following paragraph:

“(2) the documents deposited in the register under this Part contain true information;”.

**260.** Section 123.35 of the said Act is amended

(1) by striking out the words “by giving notice of the change to the Inspector General” in the third line of the first paragraph;

(2) by replacing the second paragraph by the following paragraph:

“The company must give notice of the change by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

**261.** Section 123.37 of the said Act is repealed.

**262.** Section 123.81 of the said Act is amended by replacing the words “containing the information contemplated in paragraph 1 of section 123.14 to the Inspector General, and he shall register it” in the second and third lines of the first paragraph by the words “of a change by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons”.

**263.** Section 123.109 of the said Act is amended by striking out the words “, or of a copy of the judgment” in the second line.

**264.** Section 123.111 of the said Act is amended

(1) by striking out the words “and the latest notice of address of its head office and the latest list of its directors” in the second, third and fourth lines of paragraph 1;

(2) by replacing the words “and given name” in the first line of paragraph 3 by the words “, given name and address”.

**265.** Section 123.137 of the said Act is repealed.

**266.** Section 123.143 of the said Act is replaced by the following section:

**“123.143** The amendment is retroactive to the date specified by the Inspector General in the certificate accompanying the articles

being amended, unless the articles of amendment or the judgment provide for a later date.”

**267.** Section 123.144 of the said Act is amended

(1) by inserting the words “where the motion is made by another person” after the word “case” in the second paragraph;

(2) by adding, at the end, the following paragraphs:

“The court shall forward a copy of the judgment to the Inspector General, who shall deposit a notice to that effect in the register.

The company is dissolved from the date of the judgment or from the date provided for in the judgment.”

**268.** Section 123.145 of the said Act is amended

(1) by striking out the words “a judge of” in the second line;

(2) by inserting the words “or of the address of its attorney” after the words “in Québec” in the sixth line.

**269.** Section 123.146 of the said Act is amended by adding, at the end, the following paragraph:

“The judge may allow a party to bring an appeal after the expiry of the time limit mentioned in the first paragraph, where circumstances so justify.”

**270.** Section 123.147 of the said Act is amended

(1) by replacing the word “clerk” in the second line by the word “office”;

(2) by adding, at the end, the following paragraph:

“In the case where the appeal concerns a decision contemplated in section 123.27.3, the Inspector General shall deposit a notice of service of the motion in the register.”

**271.** Sections 123.148 and 123.149 of the said Act are replaced by the following sections:

**“123.148** The appeal is heard and judged by preference where it concerns a decision of the Inspector General contemplated in section 123.27.3.



**“123.149** Subject to any additional proof that may be required, the Court of Québec shall render its judgment on the record transmitted to it after allowing the parties to present their points of view.

The Court may, in the manner provided for in article 47 of the Code of Civil Procedure (R.S.Q., chapter C-25), make the rules of practice considered necessary for the application of this division. Such rules shall be submitted to the Government for approval.”

**272.** Sections 123.150 to 123.154 of the said Act are repealed.

**273.** Section 123.156 of the said Act is amended

(1) by inserting the words “and to the Inspector General” after the word “party” in the second line of the first paragraph;

(2) by adding, at the end, the following paragraph:

“The Inspector General shall make any necessary changes to the register and shall make an entry in the register indicating that the judgment was rendered, where the judgment concerns a decision of the Inspector General contemplated in section 123.27.3.”

**274.** Section 123.157 of the said Act is replaced by the following section:

**“123.157** The judgment of the Court of Québec is final and without appeal.”

**275.** Section 123.158 of the said Act is amended by replacing the word “registered” in the second line of the first paragraph by the words “deposited in the register”.

**276.** Section 123.159 of the said Act is amended by replacing the word “registered” in the first line by the words “deposited in the register”.

**277.** Section 123.160 of the said Act is amended

(1) by replacing the words “may refuse to register an article or document and” in the first and second lines of that part preceding paragraph 1 by the words “shall refuse”;

(2) by replacing paragraph 4 by the following paragraph:

“(4) provides for a corporate name not in conformity with any of paragraphs 1 to 6 of section 9.1.”

**278.** Section 123.162 of the said Act is amended by replacing the words “the registration of which is required” in the third line by the words “required to be deposited”.

**279.** Section 123.163 of the said Act is amended by adding, at the end, the following paragraph:

“The Inspector General shall deposit the completed or corrected certificate in the register.”

**280.** Section 123.164 of the said Act is amended by replacing the words “give notice thereof in the *Gazette officielle du Québec*” in the third and fourth lines by the words “give a copy of the completed or corrected certificate to the company”.

**281.** Section 123.169 of the said Act is amended

(1) by inserting, after paragraph 1, the following paragraph:

“(1.1) establish the fees to be paid for a petition under section 123.27.1;”;

(2) by replacing the word “registered” in the second line of paragraph 2 by the word “deposited”;

(3) by replacing paragraph 3 by the following paragraphs:

“(3) determine the public authorities referred to in paragraph 6 of section 9.1;

“(3.1) determine the cases in which the corporate name of a company suggests that the company is related to another person, partnership or group;

“(3.2) determine the criteria to be taken into account for the application of paragraphs 7 and 8 of section 9.1;”;

(4) by striking out paragraph 5.

**282.** Section 124 of the said Act is amended by adding, after paragraph 8, the following paragraph:

“(9) The word “register” means the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**283.** The said Act is amended by inserting, after section 126, the following section:

**“126.1** Every company shall, without delay, send its charter to the Inspector General, who shall deposit it in the register.”

**284.** Division IV of Part II of the said Act is repealed.

**285.** The heading of Division V of Part II of the said Act is replaced by the following heading:

“DISSOLUTION OF COMPANIES”.

**286.** Section 131 of the said Act is amended

(1) by replacing the words “The charter of a company may be surrendered if the company prove” in the first and second lines of subsection 1 by the words “A company may be dissolved if it prove”;

(2) by replacing the words “of the application for leave to surrender by publishing the same once in the *Gazette officielle du Québec* and” in the first, second and third lines of paragraph *d* of subsection 1 by the words “to the Inspector General of its intention to apply for dissolution, by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons and by making an announcement to that effect,”;

(3) by replacing subsection 2 by the following subsection:

“(2) If the company has complied with subsection 1, the Inspector General may agree to dissolve it and fix the date on which the dissolution will take place. The Inspector General shall dissolve the company by drawing up an act of dissolution which he shall deposit in the register.”

**287.** Section 134 of the said Act, amended by section 515 of chapter 57 of the statutes of 1992, is again amended by replacing the words “surrender its charter” in the third line of subparagraph *q* of the second paragraph by the words “apply for dissolution”.

**288.** Section 135 of the said Act is amended by replacing the words “published in the *Gazette officielle du Québec*, as in the form prescribed by the Inspector General” in the fourth and fifth lines of the first paragraph by the words “given by filing a declaration to that

effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons”.

**289.** Section 147 of the said Act is amended by replacing the words “and notice thereof shall be given in the *Gazette officielle du Québec* by the Inspector General. Subject to such publication” in the third, fourth and fifth lines of the second paragraph of subsection 2 by the words “which shall be deposited in the register by the Inspector General. Subject to such deposit”.

**290.** Section 148 of the said Act is amended by replacing the words “and notice of the sanction shall be given in the *Gazette officielle du Québec* by the Inspector General” in the second, third and fourth lines of the second paragraph of subsection 2 by the words “, who shall deposit a notice to that effect in the register”.

**291.** Section 157 of the said Act is amended by replacing the words “. Notice thereof shall be forthwith given by the Inspector General in the *Gazette officielle du Québec*, according to the form prescribed by him, and thereupon, from” in the second, third, fourth and fifth lines by the words “and shall deposit the letters patent in the register; and, from”.

**292.** Section 180 of the said Act is amended by replacing the words “published in the *Gazette officielle du Québec*” in the first and second lines of the second paragraph by the words “deposited in the register”.

**293.** Section 216 of the said Act is amended by adding, at the end, the following paragraph:

“(4) The word “register” means the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**294.** Section 219 of the said Act is amended

(1) by replacing the words “the Inspector General an application drawn up according to the form prescribed by him,” in the second and third lines of subsection 1 by the words “with the Inspector General an application”;

(2) by replacing paragraph *a* of subsection 1 by the following paragraph:

“(a) The proposed corporate name of the corporation, which must be in conformity with the law and with the regulations of the Government;”;

(3) by replacing subsection 2 by the following subsection:

“(2) The application and a memorandum of agreement shall be drawn up using a form supplied for that purpose or authorized by the Inspector General.”

**295.** Section 220 of the said Act is amended by replacing the words “Notice of the granting of the letters patent shall be forthwith given by the Inspector General, by one insertion in the *Gazette officielle du Québec*, as in the form prescribed by him; and, subject to such publication, but counting” in the first four lines by the words “Immediately after the granting of the letters patent, the Inspector General shall deposit them in the register; and, subject to such deposit, but”.

**296.** Section 221 of the said Act is amended by replacing the words “Notice of the granting of the letters patent shall be forthwith given by the Inspector General by one insertion in the *Gazette officielle du Québec*, as in the form prescribed by him; and, subject to such publication, but counting” in the first four lines of the second paragraph by the words “The Inspector General shall deposit the letters patent in the register, and, subject to such deposit, but”.

**297.** The said Act is amended by inserting, after section 221, the following sections:

“**221.1** Any interested person may, upon payment of the fees prescribed by regulation, apply to the Inspector General for the issue of supplementary letters patent to change the corporate name of a corporation which is not in conformity with paragraph *a* of subsection 1 of section 219 or with section 9.1.

“**221.2** Before rendering a decision, the Inspector General shall allow all interested parties to be heard.”

**298.** Section 224 of the said Act is amended by inserting the word and figures “18.1 and 18.2; 34.1;” after the word and figures “13 to 17;” in the fourth line of the first paragraph.

**299.** Section 232 of the said Act is amended by replacing the words “Notice of such judgment is published in the *Gazette officielle du Québec* and, from the date of such publication” in the first two lines of subsection 2 by the words “A copy of such judgment is forwarded

to the Inspector General, who shall deposit a notice to that effect in the register, and, from the date of such deposit”.

#### CEMETERY COMPANIES ACT

**300.** The Cemetery Companies Act (R.S.Q., chapter C-40) is amended by inserting, after section 3, the following section:

**“3.1** The name of a corporation must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act.

The Inspector General shall refuse to incorporate a corporation whose proposed corporate name is not in conformity with paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**301.** Section 5 of the said Act is amended by replacing the words “Notice of the granting of the letters patent shall be forthwith given by the Inspector General of Financial Institutions, by one insertion in the *Gazette officielle du Québec*, and, subject to such publication, but counting” in the first four lines by the words “Immediately after the granting of the letters patent, the Inspector General shall deposit them in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*); and, subject to such deposit, but”.

#### TIMBER-DRIVING COMPANIES ACT

**302.** The Timber-Driving Companies Act (R.S.Q., chapter C-42) is amended by inserting, after section 1, the following section:

**“1.1** The name of a company shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**303.** Section 6 of the said Act is amended

(1) by replacing the words “One of the duplicates of the” in the first line by the word “The”;

(2) by replacing the words “deposited in the registry office of the registration division in which the intended works are wholly or partly situated or are intended to be made” in the fourth, fifth and sixth lines by the words “transmitted to the Inspector General of Financial

Institutions. The Inspector General shall deposit one duplicate of the memorandum and the receipt from the treasurer in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*), and give the second duplicate of the memorandum to the company.”

**304.** The said Act is amended by inserting, after section 6, the following section:

“**6.1** The Minister of Forests shall refuse to approve the commencement of works by a company where the memorandum of the company contains a name that is not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**305.** Section 11 of the said Act is amended by replacing the word “registered” in the third line by the word “deposited”.

**306.** The said Act is amended by inserting, after section 11, the following section:

“**11.1** The remedy provided for in section 123.27.1 of the Companies Act (R.S.Q., chapter C-38), adapted as required, may be addressed to the Minister in respect of the name of a company.”

**307.** Section 30 of the said Act is replaced by the following section:

“**30.** When such number of new shares has been subscribed as the directors deem desirable to give notice of in the register, the president shall transmit to the Inspector General the new list of subscribers and the Inspector General shall deposit it in the register. Such new list shall thenceforth be held to be part and parcel of the original instrument.”

**308.** Section 44 of the said Act is amended by replacing the words “same manner as the memorandum of incorporation of such company” in the last two lines by the words “registry office of the registration division in which the work is situate”.

**309.** Section 56 of the said Act is amended by adding, at the end, the following paragraph:

“When the powers of a company cease, it shall transmit a declaration to that effect to the Inspector General in accordance with

the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

**310.** Section 64 of the said Act is amended by adding, at the end, the following paragraph:

“The company resulting from the amalgamation shall transmit a declaration to that effect to the Inspector General in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

**311.** Section 65 of the said Act is amended by adding, at the end, the following paragraph:

“The Government shall draw up an act of dissolution and transmit it to the Inspector General, who shall deposit it in the register.”

**312.** Form 1 of the said Act is amended by inserting the words “, the head office of which is to be situated at (*here insert the address of the head office*),” after the word “*company*” in the eighth line.

#### GAS, WATER AND ELECTRICITY COMPANIES ACT

**313.** Section 5 of the Gas, Water and Electricity Companies Act (R.S.Q., chapter C-44) is amended by inserting the words “and the address of the head office” after the word “name” in subparagraph 1 of the first paragraph.

**314.** The said Act is amended by inserting, after section 5, the following section:

**“5.1** The name of the company shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**315.** Section 8 of the said Act is amended

(1) by replacing the words “keep them” in the fourth line of the second paragraph by the words “deposit them in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*)”;

(2) by adding, at the end, the following paragraph:



“The Inspector General shall refuse to deposit a memorandum containing a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**316.** The French text of section 9 of the said Act is amended by striking out the words “l’état ou” in the last line.

**317.** The said Act is amended by inserting, after section 9, the following section:

“**9.1** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a company.”

**318.** Section 10 of the said Act is repealed.

#### TELEGRAPH AND TELEPHONE COMPANIES ACT

**319.** Section 2 of the Telegraph and Telephone Companies Act (R.S.Q., chapter C-45) is amended

(1) by inserting, after subparagraph 1 of the first paragraph, the following subparagraph:

“(1.1) The address of the company’s head office;”;

(2) by striking out the word “, callings” in the first line of subparagraph 5 of the first paragraph.

**320.** The said Act is amended by inserting, after section 2, the following section:

“**2.1** The name of a corporation shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**321.** Section 4 of the said Act is amended

(1) by inserting, after subsection 1, the following subsection:

“(1.1) The Government shall refuse to grant the charter to a company where the petition of the company contains a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”;

(2) by replacing the words “immediately thereafter be published in the *Gazette officielle du Québec*, and, from the date of such

publication” in the first three lines of subsection 3 by the words “be forwarded to the Inspector General of Financial Institutions, who shall deposit them in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*); from the date of such deposit”.

**322.** Section 6 of the said Act is amended by replacing the words “published in the *Gazette officielle du Québec*, and shall take effect from the day of their publication.” in the last two lines by the words “forwarded to the Inspector General, who shall deposit them in the register; the supplementary letters patent shall take effect from the date of such deposit.”

**323.** The said Act is amended by inserting, after section 6, the following section:

“**6.1** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a corporation.”

**324.** Section 14 of the said Act is amended by adding, at the end, the following sentence: “The association or company shall then forward to the Inspector General a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

**325.** Section 25 of the said Act is amended by adding, at the end, the following sentence: “The association or company shall then forward to the Inspector General a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

#### EXTRA-PROVINCIAL COMPANIES ACT

**326.** The Extra-Provincial Companies Act (R.S.Q., chapter C-46) is repealed.

#### MINING COMPANIES ACT

**327.** Section 13 of the Mining Companies Act (R.S.Q., chapter C-47) is amended by replacing paragraph 3 by the following paragraph:

“(3) Establishes that it is registered in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

**328.** Section 15 of the said Act is amended

(1) by striking out the words “and of the deposit in the office of the prothonotary of the Superior Court of the district in which the head office of the company is situated, of a copy of the *Gazette officielle du Québec* containing such notice” in the fourth, fifth, sixth and seventh lines of the first paragraph;

(2) by replacing the second paragraph by the following paragraph:

“The Inspector General shall deposit in the register a copy of the notice published in the *Gazette officielle du Québec*.”

**329.** Section 16 of the said Act is repealed.

**330.** Section 20 of the said Act is amended by replacing the reference “Companies Information Act (chapter R-22)” in the third line by the reference “Act respecting the legal publicity of sole proprietorships, partnerships and legal persons”.

**331.** Form 1 of the said Act is amended by striking out the third paragraph.

#### CHURCH INCORPORATION ACT

**332.** Section 2 of the Church Incorporation Act (R.S.Q., chapter C-63) is amended by replacing paragraph 5 by the following paragraph:

“(5) The address of its corporate seat and the place where its principal meetings are held;”.

**333.** The said Act is amended by inserting, after section 2, the following section:

“**2.1** The name of any corporate body must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**334.** Section 4 of the said Act is amended by replacing the words “inserted during one month in the *Gazette officielle du Québec*, and”

in the first and second lines by the words “transmitted to the Inspector General, accompanied with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*). The Inspector General shall deposit the notice in the register instituted under that Act. A notice of the presentation of the petition shall also be published”.

**335.** The said Act is amended by inserting, after section 4, the following section:

“**4.1** The Government shall refuse to grant the petition where it contains a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**336.** Section 5 of the said Act is amended by replacing the words “and the said” in the third line by the words “by transmitting a notice indicating the name and address of the congregation to the Inspector General of Financial Institutions, who shall deposit the notice in the register instituted in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons. The”.

**337.** The said Act is amended by inserting, after section 5, the following section:

“**5.1** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a corporate body.”

#### COOPERATIVES ACT

**338.** Section 9 of the Cooperatives Act (R.S.Q., chapter C-67.2) is amended by replacing the words “, address and occupation” in the first line of paragraph 5 by the words “and address”.

**339.** Section 11 of the said Act is amended by replacing the word “two” in the second line by the word “three”.

**340.** Section 13 of the said Act is amended

(1) by replacing subparagraph 4 of the second paragraph by the following subparagraph:

“(4) sends one duplicate of the articles accompanied with the notices referred to in paragraphs 2 and 4 of section 12 to the Inspector

General of Financial Institutions, who deposits them in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”;

(2) by adding, at the end, the following paragraph:

“However, the Minister shall not be required to include with the articles the notice designating the provisional secretary and the notice of the address of the cooperative’s head office if he sends to the Inspector General the initial declaration referred to in that Act.”

**341.** Section 15 of the said Act is replaced by the following section:

**“15.** The corporate name of the cooperative must not

(1) contravene the Charter of the French language (R.S.Q., chapter C-11);

(2) include an expression which the law or the regulations reserve for another person or prohibit the cooperative from using;

(3) include an expression that evokes an immoral, obscene or offensive notion;

(4) incorrectly indicate the cooperative’s juridical form or fail to indicate such form where so required by law;

(5) falsely suggest that the cooperative is a non-profit group;

(6) falsely suggest that the cooperative is, or is related to, a public authority mentioned in the regulation;

(7) falsely suggest that the cooperative is related to another person, partnership or group, in particular in the cases and taking into account the criteria determined by regulation;

(8) lead to confusion with a name used by another person, partnership or group in Québec, taking into account, in particular, the criteria determined by regulation;

(9) be liable, in whatever manner, to mislead third persons.”

**342.** The said Act is amended by inserting, after section 17, the following section:

**“17.1** Before rendering a decision, he must give all interested parties an opportunity to be heard.”

**343.** Section 19 of the said Act is replaced by the following section:

**“19.** Where the Minister assigns a corporate name to a cooperative *ex officio*, he shall issue a certificate in triplicate establishing the change.

The Minister shall register one copy of the certificate, send one copy to the cooperative and transmit the third copy to the Inspector General, who shall deposit it in the register. The change has effect on the date appearing on the certificate.”

**344.** Sections 20.1 and 20.2 of the said Act are repealed.

**345.** Section 120 of the said Act is amended by replacing the word “Two” in the first line of the second paragraph by the word “Three”.

**346.** Section 121 of the said Act is amended

(1) by replacing the figure “4” in the second line of the second paragraph by the figure “3”;

(2) by inserting, after the second paragraph, the following paragraph:

“The Minister shall send a duplicate of the articles of amendment accompanied with, where applicable, the notice mentioned in section 35, to the Inspector General, who shall deposit them in the register of sole proprietorships, partnerships and legal persons.”

**347.** Section 161 of the said Act is amended by replacing the word “Two” in the first line by the word “Three”.

**348.** Section 162 of the said Act is amended by replacing the figure “4” in the second line of the second paragraph by the figure “3”.

**349.** The said Act is amended by inserting, after section 162, the following section:

**“162.1** The Minister shall send a duplicate of the articles of amalgamation accompanied with the notice indicating the address of the head office of the cooperative resulting from the amalgamation to the Inspector General, who shall deposit them in the register.”

**350.** The said Act is amended by inserting, after section 171, the following section:

**“171.1** The Minister shall send a duplicate of the articles of absorption accompanied with the notice indicating the address of the head office of the absorbing cooperative to the Inspector General, who shall deposit them in the register.”

**351.** Section 175 of the said Act is amended by replacing the word and figure “and 162” in the first line by the word and figures “, 162 and 162.1”.

**352.** Section 189 of the said Act is replaced by the following sections:

**“189.** The Minister shall send a copy of every notice given under sections 187 and 188 to the Inspector General, who shall deposit it in the register.

**“189.1** If the cooperative proves to the Minister that it has remedied the default, the Minister shall send a notice evidencing the same to the Inspector General, who shall deposit the notice in the register.”

**353.** Section 190 of the said Act is replaced by the following section:

**“190.** The dissolution order shall be sent to the Inspector General, who shall deposit it in the register. The order has effect from the date of deposit.”

**354.** Section 193 of the said Act is amended by replacing the words “publishing a notice to that effect in the *Gazette officielle du Québec*” in the third and fourth lines by the words “drawing up a notice to that effect and sending it to the Inspector General, who shall deposit the notice in the register”.

**355.** Section 218 of the said Act is amended by replacing the words “and publish a notice of the change in the *Gazette officielle du Québec*” in the third and fourth lines of the second paragraph by the words “and send the certificate to the Inspector General, who shall deposit it in the register”.

**356.** Section 244 of the said Act is amended by inserting, after paragraph 6, the following paragraphs:

“(6.1) determine the public authorities referred to in paragraph 6 of section 15;

“(6.2) determine the cases where the corporate name of a company suggests that the company is related to another person, partnership or group;

“(6.3) determine the criteria to be taken into account for the application of paragraphs 7 and 8 of section 15;”.

**357.** Section 252 of the said Act is amended by striking out the words “and occupation” in the third line of paragraph 2.

**358.** Section 253 of the said Act is amended by replacing subparagraph 4 of the second paragraph by the following subparagraph:

“(4) send a copy of the articles and the documents referred to in paragraphs 2 and 3 of section 252 to the Inspector General, who shall deposit them in the register.”

**359.** Section 266 of the said Act is amended by replacing subparagraph 4 of the second paragraph by the following subparagraph:

“(4) send a duplicate of the articles and the documents referred to in paragraphs 2 and 3 of section 252 to the Inspector General, who shall deposit them in the register.”

**360.** Section 272 of the said Act is amended by replacing paragraph 4 by the following paragraph:

“(4) provide for a corporate name not in conformity with sections 16, 216 and 231 and with any of paragraphs 1 to 6 of section 15.”

#### ACT RESPECTING ROMAN CATHOLIC CEMETERY CORPORATIONS

**361.** Section 1 of the Act respecting Roman Catholic cemetery corporations (R.S.Q., chapter C-69) is amended by adding, at the end, the following paragraph:

“(h) “register” means the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”



**362.** Section 3 of the said Act is amended by striking out the word “, occupation” in the first line of paragraph *d*.

**363.** The said Act is amended by inserting, after section 3, the following section:

“**3.1** The name of a corporation shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**364.** The said Act is amended by inserting, after section 7, the following section:

“**7.1** The Inspector General shall refuse to incorporate a corporation where the petition of the corporation contains a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**365.** Section 8 of the said Act is replaced by the following section:

“**8.** The Inspector General shall deposit the letters patent in the register.”

**366.** Section 29 of the said Act is amended by replacing the words “give notice thereof in the *Gazette officielle du Québec*” in the fourth and fifth lines by the words “deposit a notice to that effect in the register”.

**367.** The said Act is amended by inserting, after section 29, the following section:

“**29.1** The remedies provided for in sections 19, 20, 221.1 and 221.2 of the Companies Act, adapted as required, may be exercised in respect of the name of a corporation.”

**368.** Section 30 of the said Act is amended by replacing the words “notice of the issue of the supplementary letters patent shall be published by the Inspector General in the *Gazette officielle du Québec*” in the third, fourth and fifth lines by the words “he shall deposit the supplementary letters patent in the register”.

**369.** Section 46 of the said Act is amended by replacing the words “give notice of such dissolution in the *Gazette officielle du*

Québec” in the second and third lines of the second paragraph by the words “draw up an act of dissolution which he shall deposit in the register”.

**370.** Section 47 of the said Act is repealed.

**371.** Section 50 of the said Act is amended by replacing the words “publication of a notice to that effect in the *Gazette officielle du Québec*” in the fourth and fifth lines by the words “date of deposit of the notice of dissolution in the register”.

#### ACT RESPECTING SECURITY FUND CORPORATIONS

**372.** Section 1 of the Act respecting security fund corporations (R.S.Q., chapter C-69.1) is amended by inserting, at the end, the following:

“ “register” means the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**373.** The said Act is amended by inserting, after section 5, the following section:

**“5.1** The name of a security fund corporation shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**374.** The said Act is amended by inserting, after section 8, the following section:

**“3.1** The Government shall refuse to incorporate a security fund corporation where its application contains a name not in conformity with sections 6 and 7 of this Act or with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**375.** Section 9 of the said Act is replaced by the following section:

**“9.** The Government shall send a notice of the incorporation to the Inspector General, who shall deposit the notice in the register.”

**376.** Section 21 of the said Act is amended by replacing the words “he shall give notice of it in the *Gazette officielle du Québec* and

the by-law comes into force from the publication of that notice” in the second, third and fourth lines of the second paragraph by the words “he shall deposit a notice to that effect in the register and the by-law comes into force from the date of such deposit”.

**377.** The said Act is amended by inserting, after section 21, the following section:

**“21.1** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a security fund corporation.”

#### RELIGIOUS CORPORATIONS ACT

**378.** Section 1 of the Religious Corporations Act (R.S.Q., chapter C-71) is amended by inserting, after paragraph *e*, the following paragraph:

“(e.1) “register”: the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*);”.

**379.** The said Act is amended by inserting, after section 2, the following section:

**“2.1** The name of a corporation must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**380.** The said Act is amended by inserting, after section 5, the following section:

**“5.1** The Inspector General shall refuse to incorporate a corporation where the application of the corporation contains a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**381.** Section 6 of the said Act is amended by replacing the words “Immediately after the issue of the letters patent, the Minister shall give notice thereof by one insertion in the *Gazette officielle du Québec*, and, subject to such publication” in the first three lines by the words “The Inspector General shall deposit the letters patent in the register, and, subject to such deposit”.

**382.** Section 15 of the said Act is amended by replacing the words “give notice of the incorporation in the *Gazette officielle du Québec*, and, subject to such publication” in the first two lines of the second paragraph by the words “deposit the letters patent in the register, and, subject to such deposit”.

**383.** Section 16 of the said Act is amended by replacing the words “thereof published by the Inspector General in the *Gazette officielle du Québec*” in the fourth and fifth lines of the first paragraph by the words “deposited by the Inspector General in the register”.

#### ROMAN CATHOLIC BISHOPS ACT

**384.** Section 1 of the Roman Catholic Bishops Act (R.S.Q., chapter E-17) is amended by adding, at the end, the following paragraph:

“(d) “register” means the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**385.** The said Act is amended by inserting, after section 2, the following sections:

**“2.1** The name of a corporation shall be in conformity with the law and with the regulations of the Government.

**“2.2** The Inspector General shall refuse to grant a charter to a bishop whose application contains a name not in conformity with section 4 of this Act or with any of paragraphs 1 to 6 of section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**386.** Section 6 of the said Act is replaced by the following section:

**“6.** The Inspector General shall deposit the letters patent in the register.”

**387.** Section 13 of the said Act is amended by replacing the words “such notice shall be published in the *Gazette officielle du Québec*” in the fourth and fifth lines by the words “he shall deposit such notice in the register”.

**388.** The said Act is amended by inserting, after section 13, the following section:

**“13.1** The remedy provided for in sections 19, 20, 221.1 and 221.2 of the Companies Act, adapted as required, may be exercised in respect of the name of a corporation.”

**389.** Section 17 of the said Act is replaced by the following section:

**“17.** In order for a corporation to be dissolved, the bishop exercising the powers of such corporation shall transmit an act of dissolution to the Inspector General, who shall deposit it in the register.

The corporation shall be dissolved from the thirtieth day after such deposit.”

**390.** Section 19 of the said Act is amended

(1) by replacing the third paragraph by the following paragraph:

“The Inspector General shall deposit the letters patent, and the corporation shall exist from the date of such deposit.”;

(2) by replacing the words “notice of the issue of such letters patent shall be published in the *Gazette officielle du Québec*” in the last two lines of the fourth paragraph by the words “the supplementary letters patent shall be deposited in the register”;

(3) by replacing the words “a notice published in the *Gazette officielle du Québec*” in the third and fourth lines of the sixth paragraph by the words “filing an act of dissolution with the Inspector General, who shall deposit the notice in the register”.

**391.** The said Act is amended by inserting, after section 19, the following section:

**“19.1** Sections 2.1, 2.2 and 13.1 apply to corporations constituted under section 19.”

#### ACT RESPECTING FABRIQUES

**392.** Section 1 of the Act respecting fabriques (R.S.Q., chapter F-1) is amended by adding, at the end, the following paragraph:

“(n) “register”: the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**393.** Section 2 of the said Act is amended by replacing the words “ . Notice of the decree shall be published in the *Gazette officielle du Québec*” in the second and third lines of the second paragraph by the words “ , who shall deposit it in the register”.

**394.** Section 3 of the said Act is amended by replacing the words “publication of the notice mentioned in section 2” in the second line by the words “date of its deposit in the register”.

**395.** The said Act is amended by inserting, after the heading of Division III, the following section:

**“3.1** The name of a *fabrique* must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**396.** Section 10 of the said Act is amended by replacing the words “publication in the *Gazette officielle du Québec* of the notice” in the third and fourth lines by the words “deposit of the decree in the register as”.

**397.** Section 11 of the said Act is amended

(1) by replacing the third paragraph by the following paragraph:

“The Inspector General shall deposit the copy of the declaration sent to him in the register.”;

(2) by replacing the word “publication” in the second line of the fourth paragraph by the word “deposit”.

**398.** Section 16 of the said Act is amended by replacing the second sentence by the following sentences: “The Inspector General shall draw up an act of dissolution which he shall deposit in the register. The dissolution takes effect from the sixtieth day from the date of deposit.”

**399.** Section 21 of the said Act is amended by replacing the words “publication of a notice for such purpose in the *Gazette officielle du Québec*” in the fourth and fifth lines by the words “date of deposit of a notice to that effect in the register”.

**400.** The said Act is amended by inserting, after section 21, the following section:

**“21.1** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a corporation.”

**401.** The schedule to the said Act is amended by inserting, after the first paragraph, the following paragraph:

“The *fabrique* shall have its corporate seat at the following address....”.

ACT TO ESTABLISH THE FONDS DE SOLIDARITÉ DES TRAVAILLEURS DU QUÉBEC (F.T.Q.)

**402.** Section 2 of the Act to establish the Fonds de solidarité des travailleurs du Québec (F.T.Q.) (R.S.Q., chapter F-3.2.1) is amended

(1) by striking out the word and figure “section 2,” in the fifth line of the first paragraph;

(2) by replacing the figure “123.28” in the sixth line of the first paragraph by the figure “123.27”.

ACT RESPECTING THE INSPECTOR GENERAL OF FINANCIAL INSTITUTIONS

**403.** Schedule I to the Act respecting the Inspector General of Financial Institutions (R.S.Q., chapter I-11.1), amended by section 593 of chapter 57 of the statutes of 1992, is replaced by the following schedule:

## “SCHEDULE I

Act respecting insurance (chapter A-32)

Act respecting the caisses d’entraide économique (chapter C-3)

Act respecting certain caisses d’entraide économique (chapter C-3.1)

Savings and Credit Unions Act (chapter C-4.1)

Companies Act (chapter C-38)

Act respecting security fund corporations (chapter C-69.1)

Act respecting market intermediaries (chapter I-15.1)

Winding-up Act (chapter L-4)

Special Corporate Powers Act (chapter P-16)

Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*)

Act respecting the sociétés d'entraide économique (chapter S-25.1)

Act respecting trust companies and savings companies (chapter S-29.01)

Loan and Investment Societies Act (chapter S-30)

Act respecting the Mouvement des caisses Desjardins (1989, chapter 113)

Act respecting certain investments of insurance companies (1973, chapter 68)".

#### WINDING-UP ACT

**404.** Section 9 of the Winding-up Act (R.S.Q., chapter L-4) is replaced by the following section:

**"9.** A notice of the resolution passed by the shareholders for the winding-up and dissolution of the company shall be transmitted to the Inspector General of Financial Institutions, who shall deposit it in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*)."

**405.** Section 17 of the said Act is amended by replacing the second paragraph by the following paragraph:

"The Inspector General shall make an entry in the register indicating that the return was transmitted to him, and the company shall be dissolved from the date of such entry."

**406.** Section 18 of the said Act is amended

(1) by striking out the fifth and sixth paragraphs;

(2) by replacing the seventh paragraph by the following paragraph:



“Notice of such resolution and of its approval shall be transmitted to the Inspector General, who shall deposit the same in the register.”;

(3) by adding, after the last paragraph, the following paragraph:

“From the date of such deposit, the notice referred to in section 9 shall cease to have effect.”

**407.** Section 19 of the said Act is replaced by the following section:

**“19.** The Inspector General of Financial Institutions shall deposit a notice of dissolution in the register.”

**408.** The said Act is amended by inserting, after section 25, the following section:

**“25.1** The liquidator shall forthwith transmit the winding-up order to the Inspector General, who shall deposit a notice to that effect in the register.”

**409.** Section 32 of the said Act is amended by inserting, after the first paragraph, the following paragraph:

“Where applicable, the liquidator shall also transmit forthwith to the Inspector General a notice indicating that the order has been appealed from; the Inspector General shall deposit such notice in the register.”

**410.** The said Act is amended by inserting, after section 32, the following section:

**“32.1** The decision of any court concerning the winding-up order shall be transmitted forthwith by the company or the liquidator, as the case may be, to the Inspector General, who shall deposit a notice to that effect in the register.”

#### NOTARIAL ACT

**411.** Section 9 of the Notarial Act (R.S.Q., chapter N-2), amended by section 629 of chapter 57 of the statutes of 1992, is again amended by inserting the words “or for the cancellation of an entry or of the deposit of a declaration in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*), or for the rectification or striking out of any inaccurate information appearing in that

register” after the word “rights” in the last line of subparagraph *e* of the first paragraph.

#### SPECIAL CORPORATE POWERS ACT

**412.** Section 3 of the Special Corporate Powers Act (R.S.Q., chapter P-16) is amended by replacing the first paragraph by the following paragraph:

**“3.** The new corporate name must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

**413.** Section 5 of the said Act is amended by replacing the words “give notice of such approval in the *Gazette officielle du Québec*” in the third and fourth lines by the words “deposit a notice to that effect in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**414.** Section 6 of the said Act is repealed.

**415.** Section 8 of the said Act is amended by replacing the words “day of the publication of the notice in the *Gazette officielle du Québec*” in the first and second lines by the words “date of deposit of the notice in the register”.

**416.** Section 20 of the said Act is amended by replacing the words “notice thereof is forthwith given by the Inspector General in the *Gazette officielle du Québec*; and, from the publication” in the third and fourth lines by the words “a notice to that effect shall be forthwith deposited by the Inspector General in the register; and, from the date of deposit”.

**417.** Section 24 of the said Act is amended

(1) by replacing the words “give notice of such approval in the *Gazette officielle du Québec*” in the sixth and seventh lines of the first paragraph by the words “deposit a notice to that effect in the register”;

(2) by replacing the words “day of publication of the notice in the *Gazette officielle du Québec*” in the first and second lines of the second paragraph by the words “date of deposit of such notice”.

## ACT RESPECTING FARMERS' AND DAIRYMEN'S ASSOCIATIONS

**418.** Section 2 of the Act respecting farmers' and dairymen's associations (R.S.Q., chapter S-23) is amended by striking out the words “, unless the Government give it another name” in the last line.

**419.** The said Act is amended by inserting, after section 3, the following sections:

**“3.1** The name of an association shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 1.2 of the Agricultural Societies Act (R.S.Q., chapter S-25).

**“3.2** The Government shall refuse to authorize the formation of an association where the memorandum of the association contains a name not in conformity with any of paragraphs 1 to 6 of section 1.2 of the Agricultural Societies Act.”

**420.** Section 4 of the said Act is amended by replacing the words “, as soon as possible after its receipt, cause to be published, in the *Gazette officielle du Québec*, a notice of the formation of such association” in the last three lines by the words “transmit a notice indicating the name of the association and the address of its head office to the Inspector General of Financial Institutions. The Inspector General shall deposit the notice in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*)”.

**421.** Section 5 of the said Act is amended by replacing the words “and after the publication in the *Gazette officielle du Québec* of the notice of the formation of the association, such” in the first two lines by the words “the date of such deposit, the”.

**422.** The said Act is amended by inserting, after section 5, the following section:

**“5.1** The remedy provided for in section 72.1 of the Agricultural Societies Act (R.S.Q., chapter S-25), adapted as required, may be exercised in respect of the name of an association.”

**423.** Section 7 of the said Act is replaced by the following section:

**“7.** The first meeting of the association shall be held at its head office, on the second Wednesday of the month following the date of deposit of the notice in the register.”

**424.** Form 1 of the said Act is amended by replacing the words “our principal place of business to be at” in the fourth and fifth lines by the words “the address of our principal place of business to be as follows:”.

#### AGRICULTURAL SOCIETIES ACT

**425.** The Agricultural Societies Act (R.S.Q., chapter S-25) is amended by inserting, after the heading of subdivision 1 of Division I, the following sections:

**“1.1** The name of a society shall be in conformity with the law and with the regulations of the Government.

**“1.2** The name of a society shall not

(1) contravene the Charter of the French language (R.S.Q., chapter C-11);

(2) include an expression which the law or the regulations reserve for another person or prohibit the society from using;

(3) include an expression that evokes an immoral, obscene or offensive notion;

(4) incorrectly indicate the society’s juridical form or fail to indicate such form where so required by law;

(5) falsely suggest that the society is a non-profit group;

(6) falsely suggest that the society is, or is related to, a public authority mentioned in the regulation of the Government;

(7) falsely suggest that the society is related to another person or group, in particular in the cases and taking into account the criteria determined by regulation of the Government;

(8) lead to confusion with a name used by another person or group in Québec, taking into account, in particular, the criteria determined by regulation of the Government;

(9) be liable, in whatever manner, to mislead third persons.”

**426.** Section 18 of the said Act is amended by replacing the words “give notice in the *Gazette officielle du Québec* of the formation of such society, and, thereafter” in the fifth and sixth lines of the second paragraph by the words “send to the Inspector General of Financial Institutions a notice indicating the name of the society and the address of its head office. The Inspector General shall deposit the notice in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*). From the date of such deposit”.

**427.** Section 24 of the said Act is amended by replacing the words “give notice in the *Gazette officielle du Québec*, and thenceforward it” in the third and fourth lines by the words “send a notice indicating the name of the society and the address of its head office to the Inspector General, who shall deposit the notice in the register. From the date of such deposit the society”.

**428.** Section 30 of the said Act is amended by replacing the words “give notice thereof in the *Gazette officielle du Québec*. On and after the publication” in the third, fourth and fifth lines of the second paragraph by the words “send a notice thereof to the Inspector General, who shall deposit it in the register. From the date of deposit”.

**429.** Section 69 of the said Act is amended by adding, at the end, the following paragraphs:

“Where a society is dissolved by the Minister, the latter shall send an act of dissolution to the Inspector General, who shall deposit it in the register.

The society is dissolved from the date fixed by the Minister or from the date of deposit of the act in the register.”

**430.** Section 72 of the said Act is replaced by the following section:

“**72.** The Minister of Agriculture, Fisheries and Food shall send every notice of the formation of an agricultural society, indicating the name of the society and the address of its head office, to the Inspector General, who shall deposit the notice in the register.”

**431.** The said Act is amended by inserting, after section 72, the following sections:

“**72.1** Any interested person may, upon payment of the fees prescribed by regulation of the Government, petition the Minister of

Agriculture, Fisheries and Food to order a society to change its name if the name is not in conformity with section 1.2 or with section 6, 13, 15, 18 or 24.

**“72.2** Before rendering a decision, the Minister of Agriculture, Fisheries and Food shall give all interested parties an opportunity to be heard.

**“72.3** The decision of the Minister of Agriculture, Fisheries and Food shall be in writing, give reasons and be signed. It shall be sent without delay to the parties and to the Inspector General, who shall deposit it in the register.

The decision is executory on the expiry of the time limit for appeal set out in section 123.146 of the Companies Act.

**“72.4** On the expiry of the time limit for appeal, the Minister of Agriculture, Fisheries and Food may, at the request of an interested party, change the name of a society which does not respect the order.

The Minister may also, on his own initiative, change the name of a society which does not respect the order issued by the Minister, on the ground that the name is not in conformity with any of paragraphs 1 to 6 of section 1.2 or with section 6, 13, 15, 18 or 24.

**“72.5** Where the Minister of Agriculture, Fisheries and Food assigns a name to the society, he shall issue a certificate in duplicate establishing the change and send one duplicate to the Inspector General, who shall deposit it in the register.

The Minister shall send the other duplicate of the certificate to the society or to its representative.

**“72.6** The Minister of Agriculture, Fisheries and Food may delegate to a member of his personnel the powers conferred upon him by sections 72.1 to 72.5.

**“72.7** Any person aggrieved by a decision of the Minister of Agriculture, Fisheries and Food rendered under section 72.3 may appeal from it in accordance with sections 123.145 to 123.157 of the Companies Act (R.S.Q., chapter C-38).

The judgment of the Court of Québec is final and without appeal.”

**432.** Form 1 of the said Act is amended by inserting the words “, the head office of which is to be situated at the following address: ...” before the semi-colon in the fourth line.

## HORTICULTURAL SOCIETIES ACT

**433.** The Horticultural Societies Act (R.S.Q., chapter S-27) is amended by inserting, after section 2, the following section:

**“2.1** The name of a society shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 1.2 of the Agricultural Societies Act (R.S.Q., chapter S-25).”

**434.** Section 3 of the said Act is amended

(1) by replacing the words “as soon as possible after the receipt thereof, cause a notice of the formation of such society to be published in the *Gazette officielle du Québec*” in the last three lines by the words “subject to the second paragraph, draw up a notice of the formation of such society”;

(2) by adding, at the end, the following paragraph:

“The Minister shall refuse to draw up the notice of the formation of a society where the memorandum of the society contains a name not in conformity with section 11 of this Act or with any of paragraphs 1 to 6 of section 1.2 of the Agricultural Societies Act.”

**435.** The said Act is amended by inserting, after section 3, the following section:

**“3.1** The Minister of Agriculture, Fisheries and Food shall transmit every notice of the formation of a society, indicating the name of the society and the address of its head office, to the Inspector General of Financial Institutions, who shall deposit the notice in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).”

**436.** Section 4 of the said Act is amended by replacing the words “and after the publication in the *Gazette officielle du Québec*” in the first line by the words “the date of deposit”.

**437.** Section 10 of the said Act is amended by replacing the words “, as soon as possible after its receipt, publish a notice of the formation of such society, in the *Gazette officielle du Québec*” in the last three lines by the words “transmit a notice indicating the name

of the society and the address of its head office to the Inspector General. The Inspector General shall deposit the notice in the register”.

**438.** Section 11 of the said Act is amended by replacing the words “and after the publication in the *Gazette officielle du Québec*” in the first two lines by the words “the date of deposit”.

**439.** The said Act is amended by adding, after section 17, the following division:

“DIVISION IV

“CHANGE OF NAME

“**18.** The remedy provided for in section 72.1 of the Agricultural Societies Act, adapted as required, may be exercised in respect of the name of a society.”

**440.** Form 1 of the said Act is amended by replacing the words “or parish or branch, (*as the case may be*)” in the fourth and fifth lines by the words “*or parish or branch (as the case may be)* of..., the head office of which is to be situated at the following address:...”.

**441.** Form 2 of the said Act is amended by inserting the words “the following address:” after the word “at” in the fifth line.

BUTTER AND CHEESE SOCIETIES ACT

**442.** Section 1 of the Butter and Cheese Societies Act (R.S.Q., chapter S-29) is amended by replacing the words “deposited such declaration in the hands of the prothonotary of the Superior Court in the district where the society intends to do business,” in the fifth, sixth and seventh lines by the words “transmitted three copies of the memorandum to the Inspector General of Financial Institutions, who shall deposit one copy in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*);”.

**443.** The said Act is amended by inserting, after section 1, the following sections:

“**1.1** The name of a society shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).



**“1.2** The Inspector General shall refuse to deposit a memorandum containing a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**444.** Section 2 of the said Act is replaced by the following section:

**“2.** A copy of the memorandum shall be transmitted by the Inspector General to the Minister of Agriculture, Fisheries and Food.”

**445.** The said Act is amended by inserting, after section 13, the following division:

“DIVISION V

“CHANGE OF NAME

**“14.** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, shall apply in respect of the name of a society.”

**446.** Form 1 of the said Act is amended by inserting the words “the following address:” after the word “at” in the seventh line.

ACT RESPECTING TRUST COMPANIES AND SAVINGS COMPANIES

**447.** Section 6 of the Act respecting trust companies and savings companies (R.S.Q., chapter S-29.01) is amended by inserting, after the definition of “instrument of incorporation”, the following definition:

**“ “register”** means the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*);”.

**448.** Section 13 of the said Act is amended

(1) by replacing the first paragraph by the following paragraph:

**“13.** The applicants shall transmit to the Inspector General of Financial Institutions a notice signed by them indicating their wish to be incorporated as a trust company or a savings company, accompanied with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons. The Inspector General shall deposit the notice in the register.”;

(2) by striking out the word “occupation,” in subparagraph 2 of the third paragraph.

**449.** The said Act is amended by inserting, after section 15, the following section:

**“15.1** The Minister shall refuse to authorize the incorporation of a company where the company’s application contains a name not in conformity with sections 59 to 63.”

**450.** Section 16 of the said Act is amended by replacing the second paragraph by the following paragraph:

“The Inspector General shall deposit the letters patent in the register.”

**451.** Section 18 of the said Act is amended by replacing the words “cause the letters patent to be published in the *Gazette officielle du Québec*, at the expense of the company,” in the first and second lines of the second paragraph by the words “deposit the letters patent in the register”.

**452.** Section 19 of the said Act is amended by replacing the words “is published in the *Gazette officielle du Québec*” in the first and second lines of paragraph 2 by the words “, accompanied with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons, is transmitted to the Inspector General, who shall deposit it in the register”.

**453.** Section 24 of the said Act is replaced by the following section:

**“24.** The company shall transmit a notice of the by-law to the Inspector General, who shall deposit it in the register. The company shall also cause a notice of the by-law to appear for four consecutive weeks in a daily newspaper circulated in the locality in which the head office of the company is situated.”

**454.** Section 25 of the said Act is amended by replacing the words “publication of the notice” in the first line by the words “the date of deposit of the notice in the register”.

**455.** Section 30 of the said Act is replaced by the following section:

**“30.** The Inspector General shall deposit the letters patent in the register.”

**456.** Section 37 of the said Act is replaced by the following section:

**“37.** The amalgamating companies shall transmit a notice of the agreement to the Inspector General, who shall deposit it in the register. The companies shall also cause a notice of the agreement to appear for four consecutive weeks in a daily newspaper circulated in the locality of the head office of each company.”

**457.** Section 38 of the said Act is amended by replacing the words “publication of the notice” in the first line by the words “the date of deposit of the notice in the register”.

**458.** Section 43 of the said Act is replaced by the following section:

**“43.** The Inspector General shall deposit the letters patent in the register.”

**459.** Section 50 of the said Act is replaced by the following section:

**“50.** The company shall transmit a notice of the by-law, accompanied with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons, to the Inspector General, who shall deposit the notice in the register and cause it to appear for four consecutive weeks in a daily newspaper circulated in the locality where the head office of the company is situated.”

**460.** Section 51 of the said Act is amended by inserting the words “and after the date of deposit of the notice in the register” after the word “notice” in the first line.

**461.** Section 56 of the said Act is replaced by the following section:

**“56.** The Inspector General shall deposit the letters patent in the register.”

**462.** Section 97 of the said Act is amended by inserting the words “by filing a declaration to that effect in accordance with the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons” after the word “resignation” in the third line.

**463.** Section 155 of the said Act is amended

(1) by replacing the words “in the *Gazette officielle du Québec* and in a daily newspaper published” in the first and second lines of paragraph 3 by the words “in a daily newspaper circulated”;

(2) by inserting, after paragraph 3, the following paragraph:

“(3.1) a notice of the agreement, accompanied with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons, must be transmitted to the Inspector General, who shall deposit it in the register;”.

**464.** Section 163 of the said Act is amended by replacing the words “published in the *Gazette officielle du Québec* and” in the fourth line of the first paragraph by the words “transmitted to the Inspector General, who shall deposit it in the register, and be published”.

**465.** Section 169 of the said Act is amended by striking out the words “in accordance with sections 26 and 27 of the Companies Act (R.S.Q., chapter C-38)” in the first, second and third lines of that part preceding paragraph 1.

**466.** The said Act is amended by inserting, after section 169 and before the heading “CHAPTER XV”, the following sections:

**“169.1** Before dissolving a company, the Inspector General shall give the company at least sixty days’ notice of the omission giving rise to dissolution and of the penalty prescribed, and shall deposit the notice in the register.

The Inspector General shall send one copy by registered mail to the last directors of the company mentioned in the register, at the last address mentioned in the register.

**“169.2** The Inspector General shall dissolve the company by drawing up an act of dissolution which he shall deposit in the register. The company is dissolved from the date of such deposit.

The Inspector General may, upon the application of any interested person, and on the conditions he determines, retroactively revoke the dissolution of the company by drawing up an order to that effect which he shall deposit in the register. The revocation of the dissolution of the company causes the company to resume existence on the date of deposit of the order. Subject to the rights acquired by any person, the company is deemed to never have been dissolved.”

**467.** Section 234 of the said Act is amended by adding, at the end, the following paragraph:

“Where of his own initiative the Inspector General assigns a name to a Québec company, he shall produce supplementary letters patent in duplicate and deposit one copy in the register.”

**468.** Section 236 of the said Act is amended by replacing the words “cause notice of the change of name to be published in the *Gazette officielle du Québec* at the company’s expense” in the last two lines of the second paragraph by the words “deposit a notice of the change of name in the register”.

**469.** Section 293 of the said Act is amended by inserting, after the first paragraph, the following paragraph:

“The statement shall also contain the other information required by the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons for the annual updating of information relating to a registered legal person.”

**470.** Section 381 of the said Act is repealed.

#### NATIONAL BENEFIT SOCIETIES ACT

**471.** Section 1 of the National Benefit Societies Act (R.S.Q., chapter S-31) is amended by replacing the words “set forth in and on paying the fees imposed by section 1 of” in the third line by the words “set out in”.

**472.** The said Act is amended by inserting, after section 1, the following sections:

**“1.1** The name of a society shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

**“1.2** The Inspector General of Financial Institutions shall refuse to deposit a declaration containing a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**473.** The said Act is amended by inserting, after section 5, the following section:

**“5.1** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a society.”

ACT RESPECTING SOCIETIES FOR THE PREVENTION OF CRUELTY TO ANIMALS

**474.** Section 1 of the Act respecting societies for the prevention of cruelty to animals (R.S.Q., chapter S-32) is amended

(1) by replacing the word “triplicate” in the first line of subparagraph 2 of the first paragraph by the word “duplicate”;

(2) by replacing subparagraph 3 of the first paragraph by the following subparagraph:

“(3) By transmitting to the Inspector General of Financial Institutions the memorandum and the certificate of approval of the municipal council. The Inspector General shall deposit one copy of the memorandum, and the certificate, in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*), and give the second copy to the society.”;

(3) by striking out the second, third and fourth paragraphs.

**475.** The said Act is amended by inserting, after section 1, the following sections:

**“1.1** The name of a society shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

**“1.2** The Inspector General shall refuse to deposit a memorandum containing a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

**476.** The said Act is amended by inserting, after section 2, the following section:

**“2.1** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a society.”

## COOPERATIVE SYNDICATES ACT

**477.** Section 55 of the Cooperative Syndicates Act (R.S.Q., chapter S-38) is amended by replacing the words “publish in the *Gazette officielle du Québec*” in the third and fourth lines by the words “a copy of which he shall transmit to the Inspector General of Financial Institutions, who shall deposit it in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*)”.

**478.** Section 56 of the said Act is amended by replacing the words “such publication” in the first line by the words “the date of such deposit”.

**479.** Section 57 of the said Act is amended by replacing the words “publication thereof in the *Gazette officielle du Québec*” in the first and second lines by the words “the date of such deposit”.

## STOCK-BREEDING SYNDICATES ACT

**480.** The Stock-breeding Syndicates Act (R.S.Q., chapter S-39) is amended by inserting, after section 3, the following section:

**“3.1** The name of a syndicate shall be in conformity with the law and with the regulations of the Government. It shall also be in conformity with section 1.2 of the Agricultural Societies Act (R.S.Q., chapter S-25).”

**481.** Section 4 of the said Act is amended by striking out the words “, provided that, on the whole, its name cannot be confounded with that of any other existing society” in the second, third and fourth lines.

**482.** Section 11 of the said Act is amended by replacing the words “cause to be published without delay in the *Gazette officielle du Québec* a notice, according to form 2, of the formation of such syndicate; and a notice drawn up according to form 3 shall at once be sent to the prothonotary of the district and to the registrar of the registration division wherein the syndicate is formed.” in the last six lines by the words “transmit a notice of the formation of the syndicate indicating the name of the syndicate and the address of its head office to the Inspector General of Financial Institutions, who shall deposit the notice in the register instituted under the Act respecting the legal

publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*)."

**483.** The said Act is amended by inserting, after section 11, the following section:

**"11.1** The Minister shall refuse to authorize the formation of a stock-breeding syndicate where the memorandum of the stock-breeding syndicate contains a name not in conformity with any of paragraphs 1 to 6 of section 1.2 of the Agricultural Societies Act or not in conformity with section 4 of this Act."

**484.** Section 13 of the said Act is amended

(1) by replacing the words "and after the publication of the aforesaid notice in the *Gazette officielle du Québec*" in the first and second lines of the first paragraph by the words "the date of deposit in the register of the aforementioned notice";

(2) by replacing the words "published in the *Gazette officielle du Québec*" in the second and third lines of the second paragraph by the words "transmitted to the Inspector General and deposited by him in the register".

**485.** The said Act is amended by inserting, after section 13, the following section:

**"13.1** The remedies provided for in section 72.1 of the Agricultural Societies Act, adapted as required, may be exercised in respect of the name of a syndicate."

**486.** Section 31 of the said Act is amended by adding, at the end, the following paragraph:

"Where a syndicate is dissolved by the Minister, the Minister shall transmit a notice of dissolution to the Inspector General, who shall deposit it in the register."

**487.** Form 1 of the said Act is amended by replacing the words "*(name of the place)*" in the fourth line by the words "the following address:...,".

**488.** Forms 2 and 3 of the said Act are repealed.



## PROFESSIONAL SYNDICATES ACT

**489.** Section 1 of the Professional Syndicates Act (R.S.Q., chapter S-40) is amended

(1) by replacing paragraph *d* of subsection 2 by the following paragraph:

“(d) the address at which its principal office will be situated.”;

(2) by inserting, after subsection 2, the following subsection:

“(2.1) The name of an association or syndicate must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”;

(3) by replacing subsections 4 and 5 by the following subsections:

“(4) The Inspector General shall refuse to authorize the incorporation of an association or syndicate where the memorandum of the association or syndicate contains a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.

“(5) The Inspector General shall authorize the incorporation of an association or syndicate by drawing up a notice to that effect, which he shall deposit in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*).

“(6) From the date of such deposit, the association or syndicate shall constitute a corporation.”

**490.** Section 11 of the said Act is amended by replacing the words and figure “give notice thereof in the *Gazette officielle du Québec*, as in form 2. Subject to such publication” in the second and third lines by the words “draw up a notice to that effect, which he shall deposit in the register. Subject to such deposit”.

**491.** The said Act is amended by inserting, after section 12, the following section:

**“12.1** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of an association or a syndicate.”

**492.** Section 26 of the said Act is amended by replacing the second paragraph by the following paragraph:

“The Inspector General shall deposit the order in the register. The order takes effect from the date of such deposit.”

**493.** Forms 1 and 2 of the said Act are repealed.

#### CHARTER OF THE CITY OF QUÉBEC

**494.** Section 453*g* of the Charter of the city of Québec (1929, chapter 95), enacted by section 4 of chapter 89 of the statutes of 1982 and amended by section 34 of chapter 61 of the statutes of 1984, section 21 of chapter 88 of the statutes of 1988 and section 276 of chapter 32 of the statutes of 1991, is again amended

(1) by inserting the words “, the address of its head office” after the word “association” in the second line of subsection 14;

(2) by adding, at the end of subsection 14, the following paragraph:

“The corporate name of an association must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”;

(3) by replacing subsection 16 by the following subsection:

“(16) The clerk shall transmit two certified copies of the resolution authorizing the establishment of the association to the Inspector General of Financial Institutions, who, subject to the second paragraph, shall deposit one copy in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*), and transmit the other copy to the clerk.

The Inspector General shall refuse to deposit any resolution containing a corporate name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”;

(4) by replacing the word “registration” in the first line of subsection 17 by the words “such deposit”;

(5) by replacing the words “Minister of Financial Institutions and Cooperatives” in the fourth line of the first paragraph and in the fourth

and fifth lines of the second paragraph of subsection 18 by the words "Inspector General";

(6) by adding, at the end of subsection 18, the following paragraph:

"The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of an association, subject to this section and the by-law approved by the Inspector General";

(7) by replacing the words "to the Minister of Financial Institutions and Cooperatives" in the second and third lines of the second paragraph of subsection 19 by the words "to the Inspector General";

(8) by replacing subsection 21 by the following subsection:

"(21) Within fifteen days following the date of the organization meeting, the association shall transmit a notice of the address of the head office and a list of its directors to the Inspector General who shall deposit them in the register.";

(9) by replacing subsection 40 by the following subsection:

"(40) The resolution changing the limits of the district of the association must be transmitted to the Inspector General in two certified copies. On receiving the copies of the resolution, the Inspector General shall observe the procedures, adapted as required, provided for in subsection 16.";

(10) by replacing the word "registration" in the first line of subsection 41 by the word "deposit".

#### ACT RESPECTING FISHERMEN'S BAIT ASSOCIATIONS

**495.** The Act respecting fishermen's bait associations (R.S.Q., 1941, chapter 205) is repealed.

However, the associations incorporated under the said Act are continued and are governed by Part I of the Companies Act (R.S.Q., chapter C-38).

#### CHARTER OF THE CITY OF MONTRÉAL

**496.** Article 543b of the Charter of the city of Montréal (1959-60, chapter 102), enacted by section 26 of chapter 71 of the statutes of 1982

and amended by section 5 of chapter 59 of the statutes of 1983, is again amended

(1) by replacing subarticle 15 by the following subarticles:

“(15) The resolution establishing the association shall indicate the name of the association, the address of its head office and the limits of the district in which it is to have jurisdiction.

“(15.1) The corporate name of an association must be in conformity with the law and with the regulations of the Government. It must also be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

“(15.2) The clerk shall transmit two certified copies of the resolution establishing the association to the Inspector General of Financial Institutions, who, subject to subarticle 15.3, shall deposit one copy in the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter *insert here the chapter number of the said Act in the volume of statutes for 1993*), and transmit the other copy to the clerk.

“(15.3) The Inspector General shall refuse to deposit a resolution containing a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.

“(15.4) The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be exercised in respect of the name of an association, subject to this article and the by-law approved by the Inspector General.”;

(2) by inserting, after subarticle 33, the following subarticle:

“(33.1) The clerk must transmit to the Inspector General two certified copies of the resolution changing the limits of the district of the association; the Inspector General shall follow the procedure set out in subarticle 15.2, adapted as required.

Such change shall have effect from the deposit of the resolution.”;

(3) by replacing the words “Minister of Financial Institutions and Cooperatives” in the second and third lines of subarticle 37 by the words “Inspector General”.

## CHAPTER X

## TRANSITIONAL AND FINAL PROVISIONS

**497.** The Inspector General shall preserve and keep open for examination by the public the registers and archives of a public nature kept by him before *(insert here the date of coming into force of this section)* pursuant to any of the Acts listed in Schedule I or to any private Act.

On payment of the fees prescribed by regulation, the Inspector General may issue, to every person who applies therefor, copies or extracts of the preserved documents and certificates or attestations in relation thereto.

A certified copy or extract of a preserved document is authentic and is proof of its registration, where applicable.

Section 123.30, paragraph 2 of section 123.31 and section 123.32 of the Companies Act as they read on *(insert here the date preceding the date of coming into force of this section)* continue to apply to documents registered by the Inspector General under Part IA of that Act in the registers referred to in the first paragraph.

**498.** The clerks of the Superior Court shall preserve the registers of documents registered by them under any of the Acts listed in Schedule I and keep them open for examination by the public, free of charge, during office hours, until the Minister of Justice decides otherwise.

On request, the clerks may issue a copy of any declaration or memorandum contained in such registers and collect, for that purpose, the duty fixed by the Government in accordance with section 224 of the Courts of Justice Act (R.S.Q., chapter T-16).

**499.** The declaration of registration of every natural person or partnership to whom or to which section 2 applies at the time of coming into force of this section must be presented to the Inspector General for deposit not later than *(insert here the date that is six months after the date of coming into force of this section)*.

**500.** The declaration of registration of every legal person to which section 2 applies that exists on *(insert here the date of coming into force of this section)* must be presented to the Inspector General for deposit not later than *(insert here the date that is four months after the date of coming into force of this section)*.

**501.** A person or partnership subject to registration is exempted from the requirement of presenting the declaration contemplated in section 499 or 500 where such person or partnership presents to the Inspector General, in accordance with the law, some other document containing at least the name and the address of the domicile of the person or partnership, for deposit in the register. Such deposit shall effect registration.

The registrant shall, however, within sixty days after registration but not later than (*insert here the date that is six months after the date of coming into force of this section*), update the information concerning the registrant by transmitting to the Inspector General, for deposit in the register, a declaration including the information described in sections 10 to 12, accompanied with the payment of the fees determined by regulation under section 505. If the registrant fails to deposit such declaration, the Inspector General may of his own initiative cancel the registration by depositing an order to that effect in the register.

**502.** Chapter II of this Act applies to a declaration of registration presented under section 499 or 500.

**503.** The declaration of registration referred to in sections 499 and 500 must contain the information described in sections 10 to 12 of this Act.

**504.** Every person or partnership subject to registration or person referred to in section 5 that fails to present a declaration in accordance with section 499 or 500 is guilty of an offence and is liable to the fine set out in section 107 or 109.

**505.** The Government may, by regulation, prescribe the fees to be paid under section 497, 501, 511 or 513.

The fees may vary according to

- (1) the categories of registrants described in section 2;
- (2) the registrant's capacity;
- (3) the registrant's status or juridical form;
- (4) the activities carried on by registrants or the enterprises operated by them;
- (5) the nature of the document deposited or of the support medium involved.

**506.** The Inspector Général may dissolve a legal person constituted under the laws of Québec before (*insert here the date of coming into force of this section*) that has not deposited its declaration of registration within the time prescribed in section 500, by publishing a notice to that effect in the *Gazette officielle du Québec*. A legal person that has not remedied its failure is dissolved from the publication of such notice.

The publication of the notice must be preceded by the publication in the *Gazette officielle du Québec*, at least sixty days beforehand, of prior notice of dissolution.

**507.** Any proceedings for dissolution commenced before (*insert here the date of coming into force of this section*) under sections 93.114 to 93.117 of the Act respecting insurance, sections 321 to 327 of the Savings and Credit Unions Act, sections 26 and 27 of the Companies Act, the Companies Information Act or sections 186 to 190 of the Cooperatives Act are continued under those provisions as they existed before that date.

However, where a legal person is registered in the register before publication of the notice of dissolution in the *Gazette officielle du Québec*, the cancellation of such registration in accordance with any of sections 50 to 53 of this Act replaces such publication.

**508.** Every legal person dissolved under section 507 may resume existence if it complies with Division III of Chapter IV of this Act, adapted as required.

**509.** Every legal person dissolved under section 506 or 507 is deemed to retain its existence in order to terminate any judicial proceeding.

**510.** Any proceedings for dissolution or liquidation commenced before (*insert here the date of coming into force of this section*) under sections 93.199 to 93.209, 93.269 to 93.273 and 391 to 405 of the Act respecting insurance, sections 309 to 320 of the Savings and Credit Unions Act, sections 28 and 28.1 of the Companies Act, sections 181 to 185 of the Cooperatives Act, or the Winding-up Act are continued under those provisions as amended by this Act, if the legal person registers in accordance with this Act. If not, the proceedings are continued under the provisions of those Acts as they existed before (*insert here the date preceding the date of coming into force of this section*).

**511.** Corporations governed by the Companies Information Act are not required to deliver the detailed return referred to in section

4 of that Act to the Inspector General for the year (*insert here the year of coming into force of this section*).

However, a return relating to any previous year which is not furnished by (*insert here the date of coming into force of this section*) remains exigible. The fees applicable to such return shall be prescribed by regulation.

**512.** The Inspector General may, by depositing an order to that effect in the register, cancel of his own initiative the registration of a registered corporation that has not furnished a return prescribed in section 511.

**513.** Notwithstanding any time limit prescribed by law at the time of dissolution, the Inspector General may, upon application, on the conditions he determines and upon payment of the fees prescribed by regulation, cause a corporation dissolved before (*insert here the date of coming into force of this section*) pursuant to sections 26 and 27 of the Companies Act or the Companies Information Act to resume existence by depositing an order to that effect in the register.

Likewise, the Inspector General may cause a corporation dissolved by publication of the notice of dissolution referred to in one of sections 506 or 507, to resume existence.

Deposit of the order shall effect the registration of the corporation, which shall resume existence from the date of the deposit.

Subject to the rights acquired by any person, the corporation is deemed to never have been dissolved.

**514.** The certificates of resumption issued under the Companies Information Act (R.S.Q., chapter R-22) to corporations dissolved before 10 May 1975, and which, on 9 May 1978, had not applied for resumption, are declared valid.

This section shall not affect a judgment rendered before (*insert here the date of introduction of this bill*) that is based on the illegality of the certificates of resumption referred to in the first paragraph, or any case pending on that date in which, on that date, the illegality of the certificates of resumption referred to in the first paragraph had already been raised.

**515.** The Inspector General of Financial Institutions is responsible for the carrying out of this Act.



**516.** The Government shall designate the Minister responsible for the administration of this Act.

**517.** This Act will come into force on the date or dates fixed by the Government.

# SCHEDULE I

*(Sections 497 and 498)*

Act respecting insurance (R.S.Q., chapter A-32)

Act respecting the caisses d'entraide économique (R.S.Q., chapter C-3)

Savings and Credit Unions Act (R.S.Q., chapter C-4)

Savings and Credit Unions Act (R.S.Q., chapter C-4.1)

Farmers' Clubs Act (R.S.Q., chapter C-9)

Cities and Towns Act (R.S.Q., chapter C-19)

Fish and Game Clubs Act (R.S.Q., chapter C-22)

Amusement Clubs Act (R.S.Q., chapter C-23)

Municipal Code of Québec (R.S.Q., chapter C-27.1)

Companies Act (R.S.Q., chapter C-38)

Cemetery Companies Act (R.S.Q., chapter C-40)

Trust Companies Act (R.S.Q., chapter C-41)

Timber-Driving Companies Act (R.S.Q., chapter C-42)

Gas, Water and Electricity Companies Act (R.S.Q., chapter C-44)

Telegraph and Telephone Companies Act (R.S.Q., chapter C-45)

Extra-provincial Companies Act (R.S.Q., chapter C-46)

Mining Companies Act (R.S.Q., chapter C-47)

Church Incorporation Act (R.S.Q., chapter C-63)

Cooperatives Act (R.S.Q., chapter C-67.2)

Act respecting Roman Catholic cemetery corporations (R.S.Q., chapter C-69)

Act respecting security fund corporations (R.S.Q., chapter C-69.1)

Religious Corporations Act (R.S.Q., chapter C-71)

Companies and Partnerships Declaration Act (R.S.Q., chapter D-1)

Roman Catholic Bishops Act (R.S.Q., chapter E-17)

Act respecting fabriques (R.S.Q., chapter F-1)

Act respecting the Inspector General of Financial Institutions (R.S.Q., chapter I-11.1)

Winding-up Act (R.S.Q., chapter L-4)

Mortmain Act (R.S.Q., chapter M-1)

Special Corporate Powers Act (R.S.Q., chapter P-16)

Companies Information Act (R.S.Q., chapter R-22)

Act respecting farmers' and dairymen's associations (R.S.Q., chapter S-23)

Agricultural Societies Act (R.S.Q., chapter S-25)

Horticultural Societies Act (R.S.Q., chapter S-27)

Butter and Cheese Societies Act (R.S.Q., chapter S-29)

Act respecting trust companies and savings companies (R.S.Q., chapter S-29.01)

Loan and Investment Societies Act (R.S.Q., chapter S-30)

National Benefit Societies Act (R.S.Q., chapter S-31)

Act respecting societies for the prevention of cruelty to animals (R.S.Q., chapter S-32)

Cooperative Syndicates Act (R.S.Q., chapter S-38)

Stock-breeding Syndicates Act (R.S.Q., chapter S-39)

Professional Syndicates Act (R.S.Q., chapter S-40)