

1993, chapter 48 AN ACT RESPECTING THE LEGAL PUBLICITY OF SOLE PROPRIETORSHIPS, PARTNERSHIPS AND LEGAL PERSONS

Bill 95

Introduced by Madam Louise Robic, Minister for Finance

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Coming into force: on the date or dates fixed by the Government

- 15 December 1993: ss. 58 to 60, 63 to 65, 97 to 99, 537 to 539
G.O., 1993, Part 2, p. 6963
- 1 January 1994: ss. 1 to 57, 61, 62, 66 to 96, 100 to 519, 521 to 526, 528 to 536
G.O., 1993, Part 2, p. 6963
- 1 July 1994: ss. 520 and 527
G.O., 1993, Part 2, p. 6963

Acts amended:

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)

(Cont'd on next page)

Acts amended (cont'd):

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)
Charter of the City of Montréal (1959-60, chapter 102)

Acts replaced:

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

Acts repealed:

Extra-Provincial Companies Act (R.S.Q., chapter C-46)
Act respecting fishermen's bait associations (R.S., 1941, chapter 205)



CHAPTER 48

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

[Assented to 4 November 1993]

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

SCOPE AND INTERPRETATION

Scope **1.** This Act applies to every person or partnership subject to the requirement of registration, and to those whose registration has not been struck off.

Scope The Act also applies to persons or groups that register voluntarily, so long as their registration has not been struck off.

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

(1) every natural person operating a sole proprietorship 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.

Exception **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.

Registrants outside Québec **4.** Every registrant which is not domiciled or does not have an establishment in Québec must designate an attorney residing in Québec.

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

Administrator of property of others **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 registrant, has the rights and obligations conferred by this Act on that registrant.

Presumption **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.

Application of presumption **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

Natural person, partnership and group **8.** 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.

Legal
person

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.

Time limit

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.

Constituting
act

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.

Declaration
of registra-
tion

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.

Declaration
of registra-
tion

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.

Declaration
of partner-
ship

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 from the special partners known at the time the contract is entered into, 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, if the partnership was not formed in Québec.

Declaration
of legal
person

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.

Restrictions
applicable to
name

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, taking into account, in
particular, the standards determined by regulation relating to the
composition of names;

(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.

French
version
of name

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.

Exception

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.

Entitlement

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.

Form of
declaration

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.

Form of
constituting
act

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.

Certified
copy

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

Require-
ments

17. Every declaration of registration must

(1) be signed by the registrant or by an authorized person;

(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.

Grounds for
refusal

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 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 either section 15 or 17.

Grounds for
refusal

The registration of a registrant already registered or whose registration has been the subject of an *ex officio* striking off shall also be refused.

Grounds for
refusal

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 the provisions of section 16.

Grounds for refusal The Inspector General shall also refuse to register a legal person already registered or whose registration has been the subject of an *ex officio* striking off.

Reasons for refusal **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.

Registration by declaration **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.

Registration number 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.

Copies of declaration **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.

Copies of declaration 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.

Registration by deposit of constituting act **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.

Filing of declaration The declaration must be completed and signed by the registrant, or an authorized person, 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.

Refusal of
initial decla-
ration

24. The Inspector General shall refuse to deposit in the register any initial 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 the provisions of section 15;

(4) is not signed by the registrant or by an authorized person;

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

Reasons for
refusal

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

Deposit of
initial decla-
ration

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

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.

Exemption

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.

Exemption 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.

Exemption **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.

Notice **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.

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

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

Annual declaration **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.

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

Refusal of annual declaration **31.** The Inspector General shall refuse to file in the register any annual 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 the provisions of section 15;

(4) is not signed by the registrant or by an authorized person;

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

Refusal of
replacement
document He shall also refuse to file in the register the document referred to in section 28 if it is not in conformity with the provisions of subparagraphs 1, 2, 3 and 5 of the first paragraph.

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

Deposit of
annual
declaration **32.** The Inspector General shall deposit in the register, upon presentation, every annual declaration which is in conformity with the provisions of this Act or, where applicable, the document referred to in section 28.

DIVISION II

REGULAR UPDATING

Amending
declaration **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.

Exemption 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.

Amending
declaration **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 from the special partners known at the time the contract is entered into;

(13) the object pursued by the partnership;

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

Require-
ments in
case of
simplified
amalgam-
ation

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.

Adminis-
trator of
property of
others

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.

Liquidation
or dissolu-
tion

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

Exemption

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.

Updating of
information

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.

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

Exemption **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.

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

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

Exemption **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.

Form of amending 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 or by an authorized person and indicate the registration number and the change involved.

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

Refusal of amending declaration **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 the provisions of section 41.

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

Copies of amending declaration **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.

Notices The Inspector General shall also deposit in the register the notices prescribed in articles 306, 358 and 359 of the Civil Code of Québec.

CHAPTER IV

STRIKING OFF

DIVISION I

STRIKING OFF BY REQUEST

Deceased person **44.** The registration of a deceased person shall be struck off upon presentation of a declaration for striking off 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.

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

Declaration for striking off **45.** Every registrant no longer required to register, except a registrant subject to an *ex officio* striking off, shall file a declaration for striking off without delay.

Presentation 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.

Declaration for striking off **46.** Every person or group having registered voluntarily may present a declaration for striking off at any time.

Form of declaration **47.** Every declaration for striking off 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.

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

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

Copies of
declaration

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

DIVISION II

EX OFFICIO STRIKING OFF

Order for
ex-officio
striking off

50. The Inspector General may, *ex officio*, strike off 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.

Result of
striking off

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

Amalgam-
ation or
division
of legal
person

51. The Inspector General shall, *ex officio*, strike off 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.

Date of
cessation

52. The Inspector General shall strike off 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.

Dissolution

53. The Inspector General shall, *ex officio*, strike off 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 strike off 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 STRIKING OFF

Revocation

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

Fees

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

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

Order for revocation **56.** The Inspector General shall revoke the striking off 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.

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

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

CHAPTER V

REGISTER

DIVISION I

CONSTITUTION

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

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

Purpose 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.

Composition **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, of an index of documents, a statement of information and an index of names.

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

Information as proof **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.

Description
of informa-
tion

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 with 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 from the special partners known at the time the contract is entered into;
- (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 its continuation or other transformation.

Restriction

No registrant whose registration has been the subject of an *ex officio* striking off may controvert any information described in the first paragraph that is contained in the statement of information.

Duties of
Inspector
General

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

Reproduc-
tion of
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.

Support
media

64. The Inspector General shall keep the register using the support media he determines.

Index and
statement

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.

Index of
documents

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

Statement
of informa-
tion

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

Index of
names

The index of names shall contain the name previously declared by the registrant that no longer appears in the statement of information and the name that allows him to be identified.

DIVISION II

ADMINISTRATION

Deposit of
document

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 index of documents and either transcribe its contents in the statement of information or enter an appropriate indication therein.

Effect of
deposit

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

Updating
after
deposit

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.

Petitions

Where the Inspector General is petitioned under section 83, 84 or 85, he shall make an entry to that effect in the statement of information.

Correction
of errors

68. The Inspector General may, *ex officio* or on request, correct any error contained in the index of documents, the statement of information or the index of names.

Correction
of address

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.

Correction
of errors

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

Correction
of errors

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

Substantial
correction

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.

Retroac-
tivity

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

Cancellation
of entry or
deposit

70. The Inspector General may, *ex officio*, 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.

Documents
in lieu of
declarations

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.

Surplus
information

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.

Agreement with government department **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.

Transfer of documents 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.

Surplus information 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.

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

Conformity 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.

Other agreements **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

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

Consultation 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 Consultation of the index of documents, 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.

Consultation **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.

Access by
telecommu-
nications

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.

Transmis-
sion by box

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.

Compilation
of informa-
tion

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.

Restriction

The name and address of a natural person may not, however, be part of or the basis for such compilation except where the compilation is requested by a government department or body for the purposes set out in subparagraphs 1 to 3 of the second paragraph of section 59 of the Act respecting Access to documents held by public bodies and the Protection of personal information (R.S.Q., chapter A-2.1).

Copy of
index or
statement

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

Copy of
document

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.

Certification

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.

Attestation

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.

Setting up
and proof

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.

Description
of informa-
tion

That information shall include:

- (1) the registrant's name and, if previously registered, its registration number;
- (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 with 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 from the special partners known at the time the contract is entered into;
- (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 its continuation or other transformation.

Precision

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

Petition for
change of
name

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.

Exception

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.

Petition for
cancellation

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.

Petition for
correction
or striking
out

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.

Observa-
tions of
interested
parties

86. The Inspector General shall, before rendering a decision, allow all interested parties to submit their observations.

Decision of
Inspector
General

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.

Decision
executory

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

Filing of
order

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.

Force and
effect

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

Delegation
of powers

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

DIVISION II

JUDICIAL REMEDIES

Appeal

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

Appeal

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 any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13.

Restriction

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

Appeal
procedure

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.

Appeal after
expiry of
time limit

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.

Transmis-
sion of
record

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.

Notice of
motion

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.

Hearing and
decision

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

Judgment

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 present their points of view.

Rules of
practice

The Court 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.

Form and
content of
judgment

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.

Final
judgment

The judgment is final and may not be appealed from.

Certified
copy of
judgment

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.

Entry in
register

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

Regulations

97. The Government may, by regulation, determine

(1) the standards relating to the composition of names for the application of subparagraph 4 of the first paragraph of section 13;

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

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

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

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

(6) the period for depositing annual declarations;

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

Fees

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 for striking off;

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

(3) the revocation of an *ex officio* striking off;

(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 83 to 85.

Supplementary fees

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

Categories

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

Suspension
for failure
to register

100. Where a person or partnership subject to the requirement of registration has not registered, the examination of an application presented by that person or partnership 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.

Exception

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

Offences

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.

Offence

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.

- Offences **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.
- Offences **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 for striking off referred to in section 44, unless exempted under that provision;
 - (2) knowingly presenting, under section 44, a declaration for striking off that is false, incomplete or misleading.
- Offences **105.** A person referred to in section 45 is guilty of an offence upon
- (1) failing to present the declaration for striking off referred to in that section;
 - (2) knowingly presenting, under that section, a declaration for striking off that is false, incomplete or misleading.
- Offence **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.
- Penalty **107.** Every person guilty of an offence under a provision of any of sections 101 to 106 is liable to a fine of not less than \$200 and not more than \$2 000.
- Penalty For a second or subsequent offence, the fines are doubled.
- Requirement to present declaration **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.
- Offence and penalty **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.

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

Presumption **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

c. D-1 and
c. R-22,
replaced **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

c. A-2.1,
s. 2, am. **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 48);”.

ACT RESPECTING INSURANCE

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

“register” “(w) “register”: the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter 48).”

c. A-32,
s. 24, am. **114.** Section 24 of the said Act is amended

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

Notice **“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”.

c. A-32,
s. 38, am.

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.”

c. A-32,
s. 39, am.

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”.

c. A-32,
s. 41, am.

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:

Notice

“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.

Transmis-
sion of
notice

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.

Act of
dissolution

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.

Retroactive
revocation of
dissolution

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.”

c. A-32,
s. 77, am.

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”.

c. A-32,
s. 93.9, am.

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”.

c. A-32,
s. 93.15,
am.

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”.

c. A-32,
s. 93.20,
am.

121. Section 93.20 of the said Act is amended

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

(2) 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 as well as the accompanying documents referred to in paragraphs 2 and 4 of section 93.18;”;

(3) by striking out subparagraph 6 of the second paragraph;

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

Grounds for
refusal

“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.”

c. A-32,
s. 93.22,
replaced

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

Corporate
name

“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, 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."

c. A-32,
ss. 93.25-
93.27,
replaced

Petition for
change of
corporate
name

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.

Observa-
tions of
interested
parties

"93.26 Before rendering a decision, the Inspector General shall allow all interested parties to submit their observations.

Decision

"93.27 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.

Decision
executory

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).

Failure to
respect
order

"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.

Failure to
respect
order

The Inspector General may also, of his own initiative, 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.

Certificate

"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.

Transmis-
sion of
copies

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.

Effective
date

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

Delegation
of powers

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

Appeal

"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."

c. A-32,
s. 93.36,
am.

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

Notice of
change

"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."

c. A-32,
s. 93.38,
repealed

125. Section 93.38 of the said Act is repealed.

c. A-32,
s. 93.102,
am.

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".

c. A-32,
s. 93.110,
am.

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".

c. A-32,
s. 93.115,
am.

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".

c. A-32,
s. 93.117,
replaced

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

Dissolution

“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.”

c. A-32,
s. 93.120,
am.

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”.

c. A-32,
s. 93.121,
am.

131. Section 93.121 of the said Act is amended

(1) by replacing the word and figures “3, 4 and 6” in the sixth line by the word and figures “3 and 4”;

(2) by replacing the figure “93.38” in the ninth line by the figure “93.37”.

c. A-32,
s. 93.126,
am.

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

Require-
ment

“The corporate name shall be in conformity with section 93.22.”

c. A-32,
s. 93.187,
am.

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

Information
for annual
updating

“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.”

c. A-32,
s. 93.197,
am.

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

Order to
terminate
winding-up

“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.”

c. A-32,
s. 93.198,
am.

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

c. A-32,
s. 93.202,
am.

136. 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”.

c. A-32,
s. 93.203,
am.

137. 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”.

c. A-32,
s. 93.209,
am.

138. 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”.

c. A-32,
s. 93.212,
am.

139. 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”.

c. A-32,
s. 93.214,
replaced

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

Dissolution

“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.”

c. A-32,
s. 93.217,
am.

141. 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”.

c. A-32,
s. 93.218,
am.

142. Section 93.218 of the said Act is amended by replacing the words and figures “subparagraphs 1, 2, 3, 4 and 6 of the second paragraph of section 93.20, sections 93.21, 93.35 to 93.38” in the sixth and seventh lines by the words and figures “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 93.37”.

c. A-32,
s. 93.264,
am.

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

Information
for annual
updating

“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.”

c. A-32,
s. 93.271,
am.

144. 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”.

c. A-32,
s. 99, am.

145. Section 99 of the said Act is amended by replacing the first paragraph by the following paragraph:

Notice of
incorpora-
tion

“**99.** The memorandum may not be presented to the Inspector General unless the provisional secretary has signed and sent a notice to the Inspector General that the declarers intend 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. The application must be presented within six months of the date of such deposit.”

c. A-32,
s. 100.1,
added

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

Assignment
of different
corporate
name

“**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.”

c. A-32,
s. 101, am.

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

c. A-32,
s. 102, am.

148. Section 102 of the said Act is amended

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

Deposit of
copies of
declaration

“**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 "Upon the publication of the notice" in the first line of the second paragraph by the words "From the date of deposit".

c. A-32,
s. 103,
replaced

149. Section 103 of the said Act is replaced by the following section:

Proof of
incorpora-
tion

"103. Deposit in the register is proof of the incorporation and existence of the association."

c. A-32,
s. 106, am.

150. Section 106 of the said Act is amended

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

Corporate
name

"106. The corporate name of a mutual benefit association must be in conformity with section 93.22.";

(2) by replacing the words "This section does not apply" in the first line of the third paragraph by the words "Paragraphs 7 and 8 of section 93.22 do not apply".

c. A-32,
s. 109,
replaced

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

Change of
corporate
name by
Minister

"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."

c. A-32,
s. 121, am.

152. 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".

c. A-32,
s. 174, am.

153. 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".

c. A-32,
s. 188, am.

154. 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".

c. A-32,
s. 189, am.

155. Section 189 of the said Act is amended by replacing the words “a certified copy of each of the resolutions of the corporations approving the amalgamation” in the second paragraph by the words “the two copies of the amalgamation agreement”.

c. A-32,
s. 191, am.

156. Section 191 of the said Act is amended

(1) by replacing the word “petition” in the fourth line of the first paragraph by the words “amalgamation agreement”;

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

Deposit in
register

“The Inspector General shall deposit in the register the letters patent or one copy of the amalgamation agreement, as the case may be.”

c. A-32,
s. 192, am.

157. Section 192 of the said Act is amended

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

Sending of
copies of
amalgam-
ation agree-
ment

“**192.** In the case of mutual associations, one of the copies of the amalgamation agreement shall be sent after the deposit in the register referred to in section 191 to the secretary of the corporation formed by the amalgamation, who shall keep it in the records of the latter.”;

(2) by replacing the words “publication of the notice provided for in section 191, or, in the case of companies, upon the date of the letters patent but subject to publication of the notice” in the first, second and third lines of the second paragraph by the words “deposit in the register referred to in section 191 or, in the case of companies, upon the date of the letters patent but subject to their deposit in the register”.

c. A-32,
s. 197, am.

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”.

c. A-32,
s. 198, am.

159. Section 198 of the said Act is amended by inserting, after the first paragraph, the following paragraph:

Accompa-
nying
document

“The petition must be accompanied with the conversion by-law.”

c. A-32,
s. 199,
replaced

160. Section 199 of the said Act is replaced by the following section:

Acceptance
by Minister

“199. If the Minister accepts the petition, he shall send the conversion by-law 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.”

c. A-32,
s. 200, am.

161. Section 200 of the said Act is amended by replacing the words “publication of the notice provided for in section 199, or, in the case of a company, upon the date of the letters patent but subject to publication of the notice” in the first, second and third lines by the words “the deposit in the register prescribed in section 199 or, in the case of companies, upon the date of the letters patent but subject to their deposit in the register”.

c. A-32,
s. 200.6,
replaced

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

Confirmation
by Minister

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

c. A-32,
s. 200.8,
am.

163. Section 200.8 of the said Act is amended by replacing the words “publication of the notice contemplated” in the first line by the words “deposit in the register prescribed”.

c. A-32,
s. 306, am.

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

Information
for annual
updating

“The statement 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.”

c. A-32,
s. 395, am.

165. 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.

c. A-32,
s. 420, am.

166. Section 420 of the said Act is amended by adding, at the end, 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 mutual association suggests that it is related to another person, partnership or group, for the application of paragraph 7 of section 93.22;

“(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

c. C-3, s. 5, am. **167.** 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 48)”.

SAVINGS AND CREDIT UNIONS ACT

c. C-4.1, s. 17, am. **168.** 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 48)”.

c. C-4.1, s. 20, am. **169.** Section 20 of the said Act is amended by replacing the first paragraph by the following paragraph:

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

c. C-4.1, s. 22.1, added **170.** The said Act is amended by inserting, after section 22, the following section:

Grounds for refusal **“22.1** The Inspector General shall refuse to deposit in the register 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.”

c. C-4.1,
s. 24, am.

171. 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.

c. C-4.1,
s. 25, am.

172. 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 duplicate of the certificate in the register”.

c. C-4.1,
s. 25.1,
added

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

Exercise of
remedy

“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.”

c. C-4.1,
s. 29, am.

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

Notice

“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.”

c. C-4.1,
s. 31,
repealed

175. Section 31 of the said Act is repealed.

c. C-4.1,
s. 36, am.

176. 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:

Exception

“However, the notices prescribed in paragraphs 2 and 4 of the first paragraph need not accompany the articles if they are

transmitted to the Inspector General with the initial declaration under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

c. C-4.1,
s. 39, am.

177. 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 duplicate of the certificate and of the articles and a duplicate of the documents referred to in paragraphs 2 and 4 of section 36;”;

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

c. C-4.1,
s. 51, am.

178. 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”.

c. C-4.1,
s. 60, am.

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

Exception

“However, the notice prescribed in paragraph 5 of the first paragraph need not accompany the articles if they are transmitted to the Inspector General with the initial declaration under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

c. C-4.1,
s. 62, am.

180. 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”.

c. C-4.1,
s. 312, am.

181. 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 replacing the words “the notice to be published in the *Gazette officielle du Québec* and” in the sixth and seventh lines of the first paragraph by the words “a notice to that effect to be published”.

c. C-4.1,
s. 313, am.

182. Section 313 of the said Act is amended by replacing the words “time the notice is published in the *Gazette officielle du Québec*” in the first and second lines of the first paragraph by the words “date of deposit of the declaration in the register”.

c. C-4.1,
s. 322, am. **183.** Section 322 of the said Act is amended by replacing the words “publication of the notice” in the first line of paragraphs 3 and 4 by the words “date of deposit in the register of the declaration”.

c. C-4.1,
s. 324,
replaced **184.** Section 324 of the said Act is replaced by the following section:

Dissolution **“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.”

c. C-4.1,
s. 327, am. **185.** 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”.

c. C-4.1,
s. 498, am. **186.** Section 498 of the said Act is amended by replacing the words “sections 537 and 538” in the first line of the first paragraph by the words “the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons”.

c. C-4.1,
ss. 536, 537
and 538,
repealed **187.** Sections 536, 537 and 538 of the said Act are repealed.

c. C-4.1,
s. 539, am. **188.** Section 539 of the said Act is amended by striking out the last paragraph.

c. C-4.1,
s. 540, am. **189.** Section 540 of the said Act is amended by adding, at the end, the following paragraph:

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

c. C-4.1,
s. 541, am. **190.** 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 duplicate thereof to the savings and credit union, the federation or the confederation, as the case may be”.

FARMERS' CLUBS ACT

c. C-9,
ss. 2.1 and
2.2, added **191.** The Farmers' Clubs Act (R.S.Q., chapter C-9) is amended by inserting, after section 2, the following sections:

Corporate
name

"2.1 The corporate name of a club shall be in conformity with section 1.1 of the Agricultural Societies Act (R.S.Q., chapter S-25).

Grounds for
refusal of
authoriza-
tion

"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 corporate name not in conformity with any of paragraphs 1 to 6 of section 1.1 of the Agricultural Societies Act."

c. C-9, s. 4,
am.

192. 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 to that effect 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 48)."

c. C-9, s. 5,
am.

193. 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 in the register";

(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".

c. C-9,
s. 5.1,
added

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

Exercise of
remedies

"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."

c. C-9,
s. 44, am.

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

Act of disso-
lution

"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."

c. C-9,
Form 1, am.

196. 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 line.

CHARTER OF THE FRENCH LANGUAGE

c. C-11,
s. 66, am. **197.** 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 48)”.

CITIES AND TOWNS ACT

c. C-19,
s. 458.14,
am. **198.** Section 458.14 of the Cities and Towns Act (R.S.Q., chapter C-19) is amended by adding, at the end, the following paragraph:

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

c. C-19,
s. 458.16,
am. **199.** 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 48);”;

(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:

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

c. C-19,
s. 458.17,
am. **200.** Section 458.17 of the said Act is amended by replacing the word “registration” in the first line by the word “deposit”.

c. C-19,
s. 458.18,
am. **201.** Section 458.18 of the said Act is amended by adding, at the end, the following paragraph:

Exercise of
remedy “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.”

c. C-19,
s. 458.21,
am. **202.** Section 458.21 of the said Act is amended

(1) by striking out the words “to the Inspector General of Financial Institutions” in the second and third lines;

(2) by inserting the words “to the Inspector General of Financial Institutions to be deposited by him in the register” after the word “directors” in the fourth line.

c. C-19,
s. 458.41,
am. **203.** Section 458.41 of the said Act is amended by replacing the word “registration” in the first line by the word “deposit”.

c. C-19,
s. 465.3,
am. **204.** Section 465.3 of the said Act, enacted by section 7 of chapter 27 of the statutes of 1992, is amended by adding, at the end, the following paragraph:

Name “The name of the corporation must be in conformity with section 9.1 of the Companies Act.”

c. C-19,
s. 465.6,
am. **205.** Section 465.6 of the said Act, enacted by section 7 of chapter 27 of the statutes of 1992, is amended by replacing the second paragraph by the following paragraphs:

Grounds for
refusal “The Minister shall refuse to authorize an incorporation if the agreement contains a name that is not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.

Deposit of
letters
patent in
register The Inspector General shall deposit the letters patent he issues in the register constituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

c. C-19,
s. 465.9,
am. **206.** Section 465.9 of the said Act, enacted by section 7 of chapter 27 of the statutes of 1992, is amended by adding, at the end, the following paragraph:

Effective
date “The 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 rights acquired by third persons.”

c. C-19,
s. 465.9.1,
added **207.** The said Act is amended by inserting, after section 465.9 enacted by section 7 of chapter 27 of the statutes of 1992, the following section:

Exercise of
remedy **“465.9.1** The remedy provided for in section 18.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a corporation.”

c. C-19,
s. 465.15,
am. **208.** Section 465.15 of the said Act, enacted by section 7 of chapter 27 of the statutes of 1992, is amended by inserting, after the sixth paragraph, the following paragraph:

Notice “Where the Inspector General orders the winding-up of the corporation, he shall deposit a notice to that effect in the register.”

FISH AND GAME CLUBS ACT

c. C-22,
s. 1, am. **209.** 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:

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

Grounds for
refusal 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:

Deposit of
order in
register “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 48).”

c. C-22,
s. 5, am. **210.** Section 5 of the said Act is amended

(1) by striking out the reference “(chapter C-38)” in the second line after the word “Act”;

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

Exercise of
remedy “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

c. C-23,
s. 1, am.

211. 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:

Memorandum
and certifi-
cate

“(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 48) and give the second copy of the memorandum to the association.”;

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

c. C-23,
ss. 1.1 and
1.2, added

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

Corporate
name

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

Grounds for
refusal

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

c. C-23,
s. 2,
repealed
c. C-23,
s. 4, am.

213. Section 2 of the said Act is repealed.

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

Change of
name

“**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.”

c. C-23,
s. 8, am.

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

Exercise of
remedy

“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

c. C-25,
a. 130, am.

216. 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 48), or upon the attorney designated under section 4 of that Act.”

MUNICIPAL CODE OF QUÉBEC

c. C-27.1,
a. 647, am.

217. Article 647 of the Municipal Code of Québec (R.S.Q., chapter C-27.1) is amended by adding, at the end, the following paragraph:

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

c. C-27.1,
a. 649, am.

218. 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 48);”;

(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 in the register a resolution containing a corporate name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

c. C-27.1,
a. 650, am.

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

c. C-27.1,
a. 651, am. **220.** 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.”

c. C-27.1,
a. 654, am. **221.** Article 654 of the said Code is amended

(1) by striking out the words “to the Inspector General of Financial Institutions” in the second and third lines;

(2) by inserting the words “to the Inspector General of Financial Institutions to be deposited by him in the register” in the fourth line after the word “directors”.

c. C-27.1,
a. 674, am. **222.** Article 674 of the said Code is amended by replacing the word “registration” in the first line by the word “deposit”.

c. C-27.1,
a. 711.4, am. **223.** Article 711.4 of the said Code, enacted by section 47 of chapter 27 of the statutes of 1992, is amended by adding, at the end, the following paragraph:

“The name of the corporation must be in conformity with section 9.1 of the Companies Act.”

c. C-27.1,
a. 711.7, am. **224.** Article 711.7 of the said Code, enacted by section 47 of chapter 27 of the statutes of 1992, is amended by replacing the second paragraph by the following paragraphs:

“The Minister shall refuse to authorize an incorporation if the agreement contains a name that is not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.

The Inspector General shall deposit the letters patent he issues in the register constituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

c. C-27.1,
a. 711.10, am. **225.** Article 711.10 of the said Code, enacted by section 47 of chapter 27 of the statutes of 1992, is amended by adding, at the end, the following paragraph:

“The 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 rights acquired by third persons.”

c. C-27.1,
a. 711.10.1,
added

226. The said Code is amended by inserting, after article 711.10 enacted by section 47 of chapter 27 of the statutes of 1992, the following article:

“711.10.1 The remedy provided for in section 18.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a corporation.”

c. C-27.1,
a. 711.16,
am.

227. Article 711.16 of the said Code, enacted by section 47 of chapter 27 of the statutes of 1992, is amended by inserting, after the sixth paragraph, the following paragraph:

“Where the Inspector General orders the winding-up of the corporation, he shall deposit a notice to that effect in the register.”

COMPANIES ACT

c. C-38,
ss. 2-2.3,
repealed

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

c. C-38,
s. 2.5, am.

229. Section 2.5 of the said Act is amended by striking out the last paragraph.

c. C-38,
s. 2.6,
repealed
c. C-38,
s. 3, am.

230. Section 2.6 of the said Act is repealed.

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

“register”

“(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 48).”

c. C-38,
s. 3.1, am.

232. 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”.

c. C-38,
s. 4, am.

233. 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.”

c. C-38,
s. 7, am.

234. Section 7 of the said Act is amended

(1) by striking out the words “, which must comply with the regulations of the Government and which must not be reserved for a third person under this act” in subparagraph 1 of the second paragraph;

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

Research
report

“In addition, the application shall be accompanied with a research report on the names of persons, partnerships or groups used and entered in the register.”

c. C-38,
s. 8, am.

235. Section 8 of the said Act is amended

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

Application
and memo-
randum of
agreement

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

(2) by replacing the words “paragraph 1 of section 7” in the fifth and sixth lines of the third paragraph by the words “paragraphs 1 to 6 and 8 of section 9.1”.

c. C-38,
ss. 9.1 and
9.2, added

236. The said Act is amended by inserting, after section 9, the following sections:

Corporate
name

“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) be identical to a name used by another person, partnership or group in Québec, taking into account, in particular, the criteria determined by regulation;

(9) 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;

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

Reservation
of corporate
name

“9.2 Upon application and on payment of the fees prescribed by regulation, the Inspector General may reserve a corporate name for the time determined therein.

Search and
research
report

Upon application and on payment of the fees prescribed by regulation, he may also carry out a search and draw up a research report on the names of persons, partnerships or groups used and entered in the register.”

c. C-38,
s. 10, am.

237. 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 or 8 of section 9.1.”

c. C-38,
s. 10.1,
added

238. The said Act is amended by inserting, after section 10, the following section:

Failure to
provide
research
report

“10.1 The Inspector General shall refuse to issue letters patent if the application is not accompanied with the research report prescribed in the third paragraph of section 7.”

c. C-38,
s. 11, am.

239. 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”.

c. C-38,
s. 12, am.

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

Effective
date

“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.”

c. C-38,
s. 14, am.

241. Section 14 of the said Act is amended

(1) by adding, at the end of subsection 1, the following paragraph:

Applicable
provisions

“The third paragraph of section 7 and sections 9.1, 9.2, 10 and 10.1 apply to the application.”;

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

Dissolution
of former
company

“(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.”;

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

c. C-38,
s. 17, am.

242. 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 inserting, after the first paragraph, the following paragraph:

Applicable
provisions

“The third paragraph of section 7 and sections 9.1, 9.2, 10 and 10.1 apply to the by-law.”;

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

c. C-38,
s. 18, am.

243. Section 18 of the said Act is amended

(1) by inserting, after subsection 4, the following subsection:

Applicable
provisions

“(4.1) Sections 9.1 and 10 apply to the joint agreement.”;

(2) 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” 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”.

c. C-38,
ss. 18.1 and
18.2, added

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

Petition for
supplemen-
tary letters
patent

“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 section 9.1.

Observa-
tions of
interested
parties

“18.2 Before rendering a decision, the Inspector General shall allow all interested parties to submit their observations.”

c. C-38,
s. 19, am.

245. Section 19 of the said Act is amended by replacing the words “paragraph 1 of section 7” in the second and third lines by the words “section 9.1”.

c. C-38,
s. 20, am.

246. 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”.

c. C-38,
s. 21, am.

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

Applicable
provisions

“Sections 9.1, 9.2, 10 and 10.1 apply to the application.

Approval

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.”

c. C-38,
s. 23, am.

248. Section 23 of the said Act is amended

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

Fees
payable

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

1° the reserving of a corporate name and the search and drawing up of a research report;

2° a petition under section 18.1 or 221.1;

3° 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 for the application of paragraph 7 of section 9.1;

“1.2° determine the criteria to be taken into account for the application of paragraphs 7 to 9 of section 9.1;

“1.3° the time for which a corporate name may be reserved for the purposes of the first paragraph of section 9.2;”.

c. C-38,
s. 24,
repealed
c. C-38,
Part I,
Div. XI,
repealed
c. C-38,
s. 28, am.

249. Section 24 of the said Act is repealed.

250. Division XI of Part I of the said Act is repealed.

251. 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”.

c. C-38,
s. 28.1, am.

252. 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.”

c. C-38,
s. 28.2,
added

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

Attestation
of dissolu-
tion

“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.”

c. C-38,
s. 31, am.

254. 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”.

c. C-38,
s. 32, am.

255. 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”.

c. C-38,
s. 34.1,
replaced

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

Under-
taking with
limited
liability

“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” or “compagnie”, to indicate that the company is an undertaking with limited liability.”

c. C-38,
s. 38, am.

257. Section 38 of the said Act is amended by adding, at the end, the following paragraph:

Applicable
provisions

“Sections 9.1, 9.2, 10 and 10.1 apply to the application.”

c. C-38,
s. 40, am.

258. 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”.

c. C-38,
s. 49, am.

259. 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”.

c. C-38,
s. 50, am.

260. 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”.

c. C-38,
s. 65, am.

261. 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”.

c. C-38,
s. 87, am.

262. 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”.

c. C-38,
s. 119, am.

263. 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.

c. C-38,
s. 123.6,
am.

264. 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”.

c. C-38,
s. 123.12,
am.

265. 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”.

c. C-38,
s. 123.14,
am.

266. 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 inserting, after paragraph 2, the following paragraph:

“(2.1) a research report on the names of persons, partnerships or groups used and entered in the register;”;

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

Exception

“However, the list of the directors or the notice establishing the address of the company’s head office need not accompany the articles if they are sent to the Inspector General with the initial declaration under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

c. C-38,
s. 123.15,
am.

267. Section 123.15 of the said Act is amended

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

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

(2) by striking out paragraph 5.

c. C-38,
s. 123.21,
repealed

268. Section 123.21 of the said Act is repealed.

c. C-38,
s. 123.22,
replaced

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

Under-
taking with
limited
liability

“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” or “compagnie”, to indicate that the company is an undertaking with limited liability.”

c. C-38,
s. 123.25,
repealed

270. Section 123.25 of the said Act is repealed.

c. C-38,
s. 123.26,
am.

271. 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.

c. C-38,
s. 123.27,
am.

272. 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:

Copy of
certificate

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

c. C-38,
ss. 123.27.1-
123.27.7,
added

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

Petition for
change of
corporate
name

“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.

Observa-
tions of
interested
parties

“123.27.2 Before rendering a decision, the Inspector General shall allow all interested parties to submit their observations.

Decision of
Inspector
General

“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.

Decision
executory

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

Failure to
respect
order

“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.

Failure to
respect
order

The Inspector General may also, of his own initiative, 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 or paragraph 8 of section 9.1.

Certificate

“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.

Transmis-
sion of
copies

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

Effective
date

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

Delegation
of powers

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

Appeal

“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.”

c. C-38,
s. 123.28,
repealed

274. Section 123.28 of the said Act is repealed.

c. C-38,
s. 123.30,
replaced

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

Absence of
presumption

“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 document has been deposited in the register or that the document may be consulted in the offices of the company."

c. C-38,
s. 123.31,
am.

276. 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;"

c. C-38,
s. 123.35,
am.

277. 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:

Notice of
change

"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."

c. C-38,
s. 123.37,
repealed
c. C-38,
s. 123.81,
am.

278. Section 123.37 of the said Act is repealed.

279. 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".

c. C-38,
s. 123.109,
am.

280. 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.

c. C-38,
s. 123.111,
am.

281. 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".

c. C-38,
s. 123.137,
repealed

282. Section 123.137 of the said Act is repealed.

c. C-38,
s. 123.139.5,
am.

283. Section 123.139.5 of the said Act is amended by replacing the word and figure “to 123.137” in the first line by the word and figure “and 123.136”.

c. C-38,
s. 123.143,
replaced

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

Retroactive
effect

“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.”

c. C-38,
s. 123.144,
am.

285. 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:

Notice

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

Effective
date

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

c. C-38,
s. 123.145,
am.

286. 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.

c. C-38,
s. 123.146,
am.

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

Late appeal

“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.”

c. C-38,
s. 123.147,
am.

288. 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:

Notice “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.”

c. C-38,
ss. 123.148
and 123.149,
replaced
289. Sections 123.148 and 123.149 of the said Act are replaced by the following sections:

Hearing by
preference “**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.

Judgment “**123.149** 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 present their points of view.

Rules of
practice The Court 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. Such rules shall be submitted to the Government for approval.”

c. C-38,
ss. 123.150-
123.154,
repealed
290. Sections 123.150 to 123.154 of the said Act are repealed.

c. C-38,
s. 123.156,
am.
291. 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:

Entry in
register “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.”

c. C-38,
s. 123.157,
replaced
292. Section 123.157 of the said Act is replaced by the following section:

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

c. C-38,
s. 123.158,
am.
293. 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”.

c. C-38,
s. 123.159,
am.
294. 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”.

c. C-38,
s. 123.160,
am.

295. 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 or paragraph 8 of section 9.1.”;

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

“(5) is not accompanied with the research report prescribed in subparagraph 2.1 of the first paragraph of section 123.14.”

c. C-38,
s. 123.162,
am.

296. 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”.

c. C-38,
s. 123.163,
am.

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

Deposit in
register

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

c. C-38,
s. 123.164,
am.

298. 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”.

c. C-38,
s. 123.169,
am.

299. Section 123.169 of the said Act is amended

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

“(1.1) establish the fees payable for the reserving of a corporate name, the search and the drawing up of a research report;

“(1.2) establish the fees payable 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, for the purposes of paragraph 7 of section 9.1;

“(3.2) determine the criteria to be taken into account for the application of paragraphs 7 to 9 of section 9.1;

“(3.3) determine the time for which a corporate name may be reserved, for the purposes of the first paragraph of section 9.2;”;

(4) by striking out paragraph 5.

c. C-38,
s. 123.171,
replaced

300. Section 123.171 of the said Act is replaced by the following section:

Form

“**123.171** The articles and other documents required for the application of this Part shall be drawn up on the form furnished for that purpose or authorized by the Inspector General.”

c. C-38,
s. 124, am.

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

“register”

“(9) 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 48).”

c. C-38,
s. 126.1,
added

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

Deposit of
charter

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

c. C-38,
Part II,
Div. IV,
repealed

303. Division IV of Part II of the said Act is repealed.

c. C-38,
Part II,
Div. V,
heading,
replaced

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

“DISSOLUTION OF COMPANIES”.

c. C-38,
s. 131, am.

305. 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:

Dissolution “(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.”

c. C-38,
s. 134, am. **306.** 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”.

c. C-38,
s. 135, am. **307.** 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”.

c. C-38,
s. 147, am. **308.** 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”.

c. C-38,
s. 148, am. **309.** 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”.

c. C-38,
s. 157, am. **310.** 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”.

c. C-38,
s. 180, am.

311. 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”.

c. C-38,
s. 216, am.

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

“register”

“(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 48).”

c. C-38,
s. 219, am.

313. 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 striking out the words “, which must comply with the regulations of the Government and which must not be reserved for a third person under this act” in paragraph *a* of subsection 1;

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

Application
and memo-
randum of
agreement

“(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.

Research
report

“(3) In addition, the application must be accompanied with a research report on the names of persons, partnerships or groups used and entered in the register.”

c. C-38,
s. 220, am.

314. 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”.

c. C-38,
s. 221, am.

315. 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”.

c. C-38,
ss. 221.1
and 221.2,
added

Petition for
supplemen-
tary letters
patent

316. 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, petition the Inspector General to issue supplementary letters patent to change the corporate name of a corporation that is not in conformity with section 9.1.

Observa-
tions of
interested
parties

“**221.2** Before rendering a decision, the Inspector General shall allow all interested parties to submit their observations.”

c. C-38,
s. 224, am.

317. 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.

c. C-38,
s. 232, am.

318. 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

c. C-40,
s. 3.1,
added

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

Name

“**3.1** The name of a corporation must be in conformity with section 9.1 of the Companies Act.

Grounds for
refusal

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

c. C-40,
s. 5, am.

320. 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 48); and, subject to such deposit, but”.

TIMBER-DRIVING COMPANIES ACT

c. C-42,
s. 1.1,
added **321.** The Timber-Driving Companies Act (R.S.Q., chapter C-42) is amended by inserting, after section 1, the following section:

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

c. C-42,
s. 6, am. **322.** 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 copy 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 48), and give the second copy of the memorandum to the company.”

c. C-42,
s. 6.1,
added **323.** The said Act is amended by inserting, after section 6, the following section:

Grounds for
refusal **“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.”

c. C-42,
s. 11, am. **324.** Section 11 of the said Act is amended by replacing the word “registered” in the third line by the word “deposited”.

c. C-42,
s. 11.1,
added **325.** The said Act is amended by inserting, after section 11, the following section:

Remedy **“11.1** The remedy provided for in section 123.27.1 of the Companies Act, adapted as required, may be addressed to the Minister in respect of the name of a company.”

c. C-42,
s. 30,
replaced **326.** Section 30 of the said Act is replaced by the following section:

New list of
subscribers

“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.”

c. C-42,
s. 44, am.

327. 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”.

c. C-42,
s. 56, am.

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

Cessation of
powers

“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.”

c. C-42,
s. 64, am.

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

Declaration

“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.”

c. C-42,
s. 65, am.

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

Act of disso-
lution

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

c. C-42,
Form 1, am.

331. 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

c. C-44,
s. 5, am.

332. 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.

c. C-44,
s. 5.1,
added

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

Name **"5.1** The name of the company shall be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38)."

c. C-44,
s. 8, am. **334.** 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 48)";

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

Grounds for refusal **"The Inspector General shall refuse to deposit in the register a memorandum containing a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act."**

c. C-44,
s. 9, French
text, am. **335.** The French text of section 9 of the said Act is amended by striking out the words "l'état ou" in the last line.

c. C-44,
s. 9.1,
added **336.** The said Act is amended by inserting, after section 9, the following section:

Exercise of remedy **"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."

c. C-44,
s. 10,
repealed **337.** Section 10 of the said Act is repealed.

TELEGRAPH AND TELEPHONE COMPANIES ACT

c. C-45,
s. 2, am. **338.** 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.

c. C-45,
s. 2.1,
added **339.** The said Act is amended by inserting, after section 2, the following section:

Name **"2.1** The name of a corporation shall be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38)."

c. C-45,
s. 4, am.

340. Section 4 of the said Act is amended

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

Grounds for
refusal

“(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 48); from the date of such deposit”.

c. C-45,
s. 6, am.

341. 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.”

c. C-45,
s. 6.1,
added

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

Remedy
exercised

“**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.”

c. C-45,
s. 14, am.

343. 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.”

c. C-45,
s. 25, am.

344. 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

c. C-46,
repealed

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

MINING COMPANIES ACT

c. C-47,
s. 13, am. **346.** 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 (1993, chapter 48).”

c. C-47,
s. 15, am. **347.** 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:

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

c. C-47,
s. 16,
repealed **348.** Section 16 of the said Act is repealed.

c. C-47,
s. 20, am. **349.** 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”.

c. C-47,
Form 1, am. **350.** Form 1 of the said Act is amended by striking out the third paragraph.

CHURCH INCORPORATION ACT

c. C-63,
s. 2, am. **351.** 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;”.

c. C-63,
s. 2.1,
added **352.** The said Act is amended by inserting, after section 2, the following section:

Name **“2.1** The name of any corporate body must be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

c. C-63,
s. 4, am. **353.** 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 of Financial Institutions, 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 48). 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”.

c. C-63,
s. 4.1,
added **354.** The said Act is amended by inserting, after section 4, the following section:

Grounds for
refusal **“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.”

c. C-63,
s. 5, am. **355.** Section 5 of the said Act is amended by replacing the words “and the said congregation shall thereafter” in the third line by the words “by transmitting a notice to that effect to the Inspector General. The notice shall state the name and address of the congregation. The Inspector General shall deposit the notice in the register. From the date of deposit, the congregation shall”.

c. C-63,
s. 5.1,
added **356.** The said Act is amended by inserting, after section 5, the following section:

Exercise of
remedy **“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

c. C-67.2,
s. 9, am. **357.** 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”.

c. C-67.2,
s. 11, am. **358.** Section 11 of the said Act is amended by replacing the words “two duplicates” in the second line by the word “triplicate”.

c. C-67.2,
s. 13, am. **359.** Section 13 of the said Act is amended

(1) by replacing the word “duplicate” in the first line of subparagraph 1 of the second paragraph by the word “copy”;

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

“(4) sends one copy 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 48).”;

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

Exception “However, the notices prescribed in paragraphs 2 and 4 of section 12 need not accompany the articles if they are sent to the Inspector General with the initial declaration under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.”

c. C-67.2,
s. 15,
replaced

360. Section 15 of the said Act is replaced by the following section:

Corporate
name

“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.”

c. C-67.2,
s. 17.1,
added

361. The said Act is amended by inserting, after section 17, the following section:

Observa-
tions of
interested
parties

“17.1 Before rendering a decision, he must give all interested parties an opportunity to submit their observations.”

c. C-67.2,
s. 19,
replaced

362. Section 19 of the said Act is replaced by the following section:

Certificate

“19. Where the Minister assigns a corporate name to a cooperative *ex officio*, he shall issue a certificate in triplicate establishing the change.

Copies

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.”

c. C-67.2,
ss. 20.1 and
20.2,
repealed

363. Sections 20.1 and 20.2 of the said Act are repealed.

c. C-67.2,
s. 120, am.

364. Section 120 of the said Act is amended by replacing the second paragraph by the following paragraph:

Transmis-
sion to the
Minister

“The articles of amendment must be sent to the Minister in triplicate signed by the director.”

c. C-67.2,
s. 121, am.

365. 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:

Deposit in
register

“The Minister shall send one copy 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.”

c. C-67.2,
s. 161,
replaced

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

Transmis-
sion to the
Minister

“161. The articles of amalgamation must be sent to the Minister in triplicate signed by a director of each of the amalgamating cooperatives.”

c. C-67.2,
s. 162, am.

367. Section 162 of the said Act is amended

(1) by replacing the figure “to 4” in the second line of the second paragraph by the figure “and 3”;

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

c. C-67.2,
s. 162.1,
added

368. The said Act is amended by inserting, after section 162, the following section:

Deposit in
register

“162.1 The Minister shall send one copy 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.”

c. C-67.2,
s. 171.1,
added

369. The said Act is amended by inserting, after section 171, the following section:

Deposit in
register

“171.1 The Minister shall send one copy 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.”

c. C-67.2,
s. 175, am.

370. 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”.

c. C-67.2,
s. 189,
replaced

371. Section 189 of the said Act is replaced by the following sections:

Deposit in
register

“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.

Notice

“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.”

c. C-67.2,
s. 190,
replaced

372. Section 190 of the said Act is replaced by the following section:

Effective
date

“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.”

c. C-67.2,
s. 193, am.

373. 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”.

c. C-67.2,
s. 218, am.

374. 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”.

c. C-67.2,
s. 244, am.

375. 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 cooperative suggests that the cooperative is related to another person, partnership or group, for the purposes of paragraph 7 of section 15;

“(6.3) determine the criteria to be taken into account for the application of paragraphs 7 and 8 of section 15;”.

c. C-67.2,
s. 252, am.

376. Section 252 of the said Act is amended by striking out the words “and occupation” in the third line of paragraph 2.

c. C-67.2,
s. 253, am.

377. Section 253 of the said Act is amended

(1) by replacing the word “duplicate” in the first line of subparagraph 1 of the second paragraph by the word “copy”;

(2) 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.”

c. C-67.2,
s. 266, am.

378. Section 266 of the said Act is amended

(1) by replacing the word “duplicate” in the first line of subparagraphs 1, 2 and 3 of the second paragraph by the word “copy”;

(2) 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.”

c. C-67.2,
s. 272, am.

379. 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 section 16, 216, 231 or with any of paragraphs 1 to 6 of section 15.”

ACT RESPECTING ROMAN CATHOLIC CEMETERY CORPORATIONS

c. C-69,
s. 1, am.

380. 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:

“register”

“(h) “register” means the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter 48).”

c. C-69,
s. 3, am.

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

c. C-69,
s. 3.1,
added

382. The said Act is amended by inserting, after section 3, the following section:

Name

“3.1 The name of a corporation shall be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

c. C-69,
s. 7.1,
added

383. The said Act is amended by inserting, after section 7, the following section:

Grounds for
refusal

“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.”

c. C-69,
s. 8,
replaced

384. Section 8 of the said Act is replaced by the following section:

Deposit in
register

“8. The Inspector General shall deposit the letters patent in the register.”

c. C-69,
s. 29, am.

385. 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”.

c. C-69,
s. 29.1,
added

386. The said Act is amended by inserting, after section 29, the following section:

Exercise of
remedies

“29.1 The remedies provided for in section 221.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a corporation.”

c. C-69,
s. 30, am.

387. 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”.

c. C-69,
s. 46, am.

388. 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”.

c. C-69,
s. 47,
repealed

389. Section 47 of the said Act is repealed.

c. C-69,
s. 50, am.

390. 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

c. C-69.1,
s. 1, am.

391. 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”

“ “register” means the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter 48).”

c. C-69.1,
s. 5.1,
added

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

Name

“5.1 The name of a security fund corporation shall be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

c. C-69.1,
s. 8.1,
added **393.** The said Act is amended by inserting, after section 8, the following section:

Grounds for
refusal **“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.”

c. C-69.1,
s. 9,
replaced **394.** Section 9 of the said Act is replaced by the following section:

Notice **“9.** The Government shall send a notice of the incorporation to the Inspector General, who shall deposit the notice in the register.”

c. C-69.1,
s. 21, am. **395.** 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”.

c. C-69.1,
s. 21.1,
added **396.** The said Act is amended by inserting, after section 21, the following section:

Exercise of
remedy **“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

c. C-71,
s. 1, am. **397.** Section 1 of the Religious Corporations Act (R.S.Q., chapter C-71) is amended by inserting, after paragraph *e*, the following paragraph:

“register” **“(e.1) “register”:** the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter 48);”.

c. C-71,
s. 2.1,
added **398.** The said Act is amended by inserting, after section 2, the following section:

Name **“2.1** The name of a corporation must be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

c. C-71,
s. 5.1,
added **399.** The said Act is amended by inserting, after section 5, the following section:

Grounds for
refusal

“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.”

c. C-71,
s. 6, am.

400. 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”.

c. C-71,
s. 15, am.

401. 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”.

c. C-71,
s. 16, am.

402. 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

c. E-17,
s. 1, am.

403. Section 1 of the Roman Catholic Bishops Act (R.S.Q., chapter E-17) is amended by adding, at the end, the following paragraph:

“register”

“(d) “register” means the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter 48).”

c. E-17,
ss. 2.1 and
2.2, added

404. The said Act is amended by inserting, after section 2, the following sections:

Name

“2.1 The name of a corporation shall be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

Grounds for
refusal

“2.2 The Inspector General of Financial Institutions 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.”

c. E-17,
s. 6,
replaced

405. Section 6 of the said Act is replaced by the following section:

Deposit in register **“6.** The Inspector General shall deposit the letters patent in the register.”

c. E-17,
s. 13, am. **406.** 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”.

c. E-17,
s. 13.1,
added **407.** The said Act is amended by inserting, after section 13, the following section:

Exercise of remedy **“13.1** The remedy provided for in section 221.1 of the Companies Act, adapted as required, may be exercised in respect of the name of a corporation.”

c. E-17,
s. 17,
replaced **408.** Section 17 of the said Act is replaced by the following section:

Dissolution **“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.

Effective date The corporation shall be dissolved from the thirtieth day after such deposit.”

c. E-17,
s. 19, am. **409.** Section 19 of the said Act is amended

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

Existence “The Inspector General shall deposit the letters patent in the register, 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 it in the register”.

c. E-17,
s. 19.1,
added **410.** The said Act is amended by inserting, after section 19, the following section:

Applicable provisions **“19.1** Sections 2.1, 2.2 and 13.1 apply to corporations constituted under section 19.”

ACT RESPECTING FABRIQUES

c. F-1, s. 1, am. **411.** Section 1 of the Act respecting fabriques (R.S.Q., chapter F-1) is amended by adding, at the end, the following paragraph:

“register” “(n) “register”: the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter 48).”

c. F-1, s. 2, am. **412.** 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”.

c. F-1, s. 3, am. **413.** 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”.

c. F-1, s. 8.1, added **414.** The said Act is amended by inserting, after the heading of Division III, the following section:

Name **“8.1** The name of a *fabrique* must be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).”

c. F-1, s. 10, am. **415.** 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 certified copy of the decree in the register as”.

c. F-1, s. 11, am. **416.** Section 11 of the said Act is amended
(1) by replacing the third paragraph by the following paragraph:

Deposit in register “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”.

c. F-1, s. 16, am. **417.** 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.”

c. F-1, s. 21, am. **418.** 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”.

c. F-1, s. 21.1, added **419.** The said Act is amended by inserting, after section 21, the following section:

Exercise of remedy **“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.”

c. F-1, Schedule, am. **420.** 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.)

c. F-3.2.1, s. 2, am. **421.** 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

c. I-11.1, Schedule I, replaced **422.** 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 48)

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

c. L-4, s. 9,
replaced **423.** Section 9 of the Winding-up Act (R.S.Q., chapter L-4) is replaced by the following section:

Notice of
resolution **"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 48)."

c. L-4,
s. 17, am. **424.** Section 17 of the said Act is amended by replacing the second paragraph by the following paragraph:

Entry in
register.
Dissolution **"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."**

c. L-4,
s. 18, am. **425.** 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:

Deposit in register “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:

Effective date “From the date of such deposit, the notice referred to in section 9 shall cease to have effect.”

c. L-4, s. 19, replaced **426.** Section 19 of the said Act is replaced by the following section:

Notice of dissolution **“19.** The Inspector General shall deposit a notice of dissolution in the register.”

c. L-4, s. 25.1, added **427.** The said Act is amended by inserting, after section 25, the following section:

Notice **“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.”

c. L-4, s. 32, am. **428.** Section 32 of the said Act is amended by inserting, after the first paragraph, the following paragraph:

Notice **“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.”

c. L-4, s. 32.1, added **429.** The said Act is amended by inserting, after section 32, the following section:

Transmission of decision **“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

c. N-2, s. 9, am. **430.** 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 48), 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

c. P-16, s. 3, am. **431.** 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:

Name **“3.** The new corporate name must be in conformity with sections 9.1 and 34.1 of the Companies Act (R.S.Q., chapter C-38).”

c. P-16, s. 5, am. **432.** 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 48).”

c. P-16, s. 6, repealed **433.** Section 6 of the said Act is repealed.

c. P-16, s. 8, am. **434.** 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”.

c. P-16, s. 20, am. **435.** 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 of the notice” 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”.

c. P-16, s. 24, am. **436.** 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

c. S-23, s. 2,
am. **437.** 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.

c. S-23,
ss. 3.1 and
3.2, added **438.** The said Act is amended by inserting, after section 3, the following sections:

Name **“3.1** The name of an association shall be in conformity with section 1.1 of the Agricultural Societies Act (R.S.Q., chapter S-25).

Grounds for
refusal **“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 1.1 of the Agricultural Societies Act.”

c. S-23, s. 4,
am. **439.** 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 of the formation of such association 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 48)”.

c. S-23, s. 5,
am. **440.** 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 the deposit in the register of the notice of formation of the association, the”.

c. S-23,
s. 5.1,
added **441.** The said Act is amended by inserting, after section 5, the following section:

Exercise of
remedy **“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.”

c. S-23, s. 7,
replaced **442.** Section 7 of the said Act is replaced by the following section:

First
meeting **“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.”

c. S-23,
Form 1, am.

443. 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

c. S-25,
s. 1.1,
added

444. 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 section:

Name

“1.1 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, partnership 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, partnership 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.”

c. S-25,
s. 18, am.

445. Section 18 of the said Act is amended

(1) 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 “transmit to the Inspector General of Financial Institutions a notice of the formation of such society. The notice shall indicate the name and the address of the head office of the society. 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 48). From the date of such deposit”;

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

Grounds for refusal

“The Minister of Agriculture, Fisheries and Food shall refuse to authorize a resolution containing a name that is not in conformity with any of paragraphs 1 to 6 of section 1.1.”

c. S-25,
s. 24, am.

446. Section 24 of the said Act is amended

(1) by replacing the words “give notice in the *Gazette officielle du Québec*, and thenceforward it” in the third and fourth lines by the words “transmit a notice of the approval to the Inspector General. The notice shall indicate the name and the address of the head office of the society. The Inspector General shall deposit the notice in the register. From the date of deposit, the society”;

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

Grounds for refusal

“The Minister shall refuse to approve the proceedings forming the society if the declaration contains a name that is not in conformity with any of paragraphs 1 to 6 of section 1.1.”

c. S-25,
s. 30, am.

447. 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 of such notice” 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”.

c. S-25,
s. 69, am.

448. Section 69 of the said Act is amended by adding, at the end, the following paragraphs:

Act of dissolution

“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.

Effective date

The society is dissolved from the date fixed by the Minister or from the date of deposit of the act in the register.”

c. S-25,
s. 72,
replaced

449. Section 72 of the said Act is replaced by the following section:

Notice

“72. The Minister of Agriculture, Fisheries and Food shall send notice of the formation of an agricultural society to the Inspector

General. The notice shall indicate the name and the address of the head office of the society. The Inspector General shall deposit the notice in the register.”

c. S-25,
ss. 72.1-
72.7, added

450. The said Act is amended by inserting, after section 72, the following sections:

Petition for
change of
name

“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 1.1 or with section 6, 13, 15, 18 or 24.

Observa-
tions of
interested
parties

“72.2 Before rendering a decision, the Minister of Agriculture, Fisheries and Food shall give all interested parties an opportunity to submit their observations.

Decision

“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.

Decision
executory

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

Failure to
respect
order

“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.

Failure to
respect
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 1.1 or with section 6, 13, 15, 18 or 24.

Certificate

“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.

Transmis-
sion of
copy

The Minister shall send the other duplicate of the certificate to the society or to its representative.

Delegation
of powers

“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.

Appeal **“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).”

c. S-25,
Form 1, am. **451.** 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

c. S-27,
s. 2.1,
added **452.** The Horticultural Societies Act (R.S.Q., chapter S-27) is amended by inserting, after section 2, the following section:

Name **“2.1** The name of a society shall be in conformity with section 1.1 of the Agricultural Societies Act (R.S.Q., chapter S-25).”

c. S-27, s. 3,
am. **453.** 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:

Grounds for refusal **“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 any of paragraphs 1 to 6 of section 1.1 of the Agricultural Societies Act.”**

c. S-27,
s. 3.1,
added **454.** The said Act is amended by inserting, after section 3, the following section:

Notice **“3.1** The Minister of Agriculture, Fisheries and Food shall transmit to the Inspector General of Financial Institutions a notice of the formation of a society. The notice shall indicate the name and the address of the head office of the society. 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 48).”

c. S-27, s. 4,
am. **455.** 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 in the register”.

c. S-27,
s. 10, am.

456. Section 10 of the said Act is amended

(1) 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 fourth, fifth and sixth 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:

Grounds for
refusal

“The Minister shall refuse to draw up the notice of the formation of a society if the declaration contains a name that is not in conformity with section 11 of this Act or with any of paragraphs 1 to 6 of section 1.1 of the Agricultural Societies Act.”

c. S-27,
s. 10.1,
added

457. The said Act is amended by inserting, after section 10, the following section:

Notice

“10.1 The Minister of Agriculture, Fisheries and Food shall transmit the notice of the formation of the society to the Inspector General. The notice shall indicate the name and the address of the head office of the society. The Inspector General shall deposit the notice in the register.”

c. S-27,
s. 11, am.

458. 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 in the register”.

c. S-27,
Div. IV,
added

459. The said Act is amended by adding, after section 17, the following division:

“DIVISION IV

“CHANGE OF NAME

Exercise of
remedy

“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.”

c. S-27,
Form 1, am.

460. 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:...”.

c. S-27,
Form 2, am.

461. 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

c. S-29, s. 1,
am.

462. 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 48);”.

c. S-29,
ss. 1.1 and
1.2, added

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

Name

“1.1 The name of a society shall be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

Grounds for
refusal

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

c. S-29, s. 2,
replaced

464. Section 2 of the said Act is replaced by the following section:

Transmis-
sion of copy
of memo-
randum

“2. A copy of the memorandum shall be transmitted by the Inspector General to the Minister of Agriculture, Fisheries and Food.”

c. S-29,
Div. V,
added

465. The said Act is amended by inserting, after section 13, the following division:

“DIVISION V

“CHANGE OF NAME

Exercise of
remedy

“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.”

c. S-29,
Form 1, am.

466. 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

c. S-29.01,
s. 6, am.

467. 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”; “**register**” means the register instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (1993, chapter 48);”.

c. S-29.01,
s. 13, am.

468. Section 13 of the said Act is amended

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

Notice

“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.

c. S-29.01,
s. 15.1,
added

469. The said Act is amended by inserting, after section 15, the following section:

Grounds for
refusal

“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.”

c. S-29.01,
s. 16, am.

470. Section 16 of the said Act is amended by replacing the second paragraph by the following paragraph:

Deposit in
register

“The Inspector General shall deposit the letters patent in the register.”

c. S-29.01,
s. 18, am.

471. 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”.

c. S-29.01,
s. 19, am.

472. 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”.

c. S-29.01,
s. 24,
replaced **473.** Section 24 of the said Act is replaced by the following section:

Notice **“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 published in the locality in which the head office of the company is situated.”

c. S-29.01,
s. 25, am. **474.** 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”.

c. S-29.01,
s. 30,
replaced **475.** Section 30 of the said Act is replaced by the following section:

Deposit in
register **“30.** The Inspector General shall deposit the letters patent in the register.”

c. S-29.01,
s. 37,
replaced **476.** Section 37 of the said Act is replaced by the following section:

Notice **“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 published in the locality of the head office of each company.”

c. S-29.01,
s. 38, am. **477.** 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”.

c. S-29.01,
s. 43,
replaced **478.** Section 43 of the said Act is replaced by the following section:

Deposit in
register **“43.** The Inspector General shall deposit the letters patent in the register.”

c. S-29.01,
s. 50,
replaced **479.** Section 50 of the said Act is replaced by the following section:

Notice **“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 published in the locality where the head office of the company is situated.”

c. S-29.01,
s. 51, am. **480.** 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.

c. S-29.01,
s. 56,
replaced **481.** Section 56 of the said Act is replaced by the following section:

Deposit in
register **“56.** The Inspector General shall deposit the letters patent in the register.”

c. S-29.01,
s. 97, am. **482.** 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.

c. S-29.01,
s. 155, am. **483.** Section 155 of the said Act is amended

(1) by striking out the words “in the *Gazette officielle du Québec* and” in the first and second lines of paragraph 3;

(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;”.

c. S-29.01,
s. 163, am. **484.** 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”.

c. S-29.01,
s. 169, am. **485.** 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.

c. S-29.01,
ss. 169.1
and 169.2,
added **486.** The said Act is amended by inserting, after section 169 and before the heading “CHAPTER XV”, the following sections:

Notice of
omission

“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.

Transmis-
sion of
copy

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.

Act of disso-
lution

“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.

Retroactive
revocation

However, 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.”

c. S-29.01,
s. 234, am.

487. Section 234 of the said Act is amended by adding, at the end, the following paragraph:

Supplemen-
tary letters
patent

“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.”

c. S-29.01,
s. 236, am.

488. 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”.

c. S-29.01,
s. 293, am.

489. Section 293 of the said Act is amended by inserting, after the first paragraph, the following paragraph:

Information
for annual
updating

“The statement 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.”

c. S-29.01,
s. 381,
repealed

490. Section 381 of the said Act is repealed.

NATIONAL BENEFIT SOCIETIES ACT

c. S-31, s. 1, am. **491.** 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”.

c. S-31, ss. 1.1 and 1.2, added **492.** The said Act is amended by inserting, after section 1, the following sections:

Name **“1.1** The name of a society shall be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

Grounds for refusal **“1.2** The Inspector General of Financial Institutions shall refuse to deposit in the register a declaration containing a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.”

c. S-31, s. 5.1, added **493.** The said Act is amended by inserting, after section 5, the following section:

Exercise of remedy **“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

c. S-32, s. 1, am. **494.** 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:

Memo-randum and certificate **“(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 48), and give the second copy to the society.”;

(3) by striking out the second, third and fourth paragraphs.

c. S-32, ss. 1.1 and 1.2, added **495.** The said Act is amended by inserting, after section 1, the following sections:

Name **“1.1** The name of a society shall be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

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

c. S-32,
s. 2.1,
added **496.** The said Act is amended by inserting, after section 2, the following section:

Exercise of remedy **“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

c. S-38,
s. 55, am. **497.** 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 48)”.

c. S-38,
s. 56, am. **498.** Section 56 of the said Act is amended

(1) by replacing the words “such publication” in the first line by the words “the date of deposit of the notice in the register”;

(2) by adding the words “and, where applicable, send a copy of the order to the Inspector General who shall deposit it in the register” after the word “federation” in the third line.

c. S-38,
s. 57, am. **499.** 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 deposit in the register”.

STOCK-BREEDING SYNDICATES ACT

c. S-39,
s. 3.1,
added **500.** The Stock-breeding Syndicates Act (R.S.Q., chapter S-39) is amended by inserting, after section 3, the following section:

Name **“3.1** The name of a syndicate shall be in conformity with section 1.1 of the Agricultural Societies Act (R.S.Q., chapter S-25).”

c. S-39, s. 4,
am. **501.** 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.

c. S-39,
s. 11, am.

502. 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 48).”

c. S-39,
s. 11.1,
added

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

Grounds for
refusal

“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 1.1 of the Agricultural Societies Act or not in conformity with section 4 of this Act.”

c. S-39,
s. 13, am.

504. 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”.

c. S-39,
s. 13.1,
added

505. The said Act is amended by inserting, after section 13, the following section:

Exercise of
remedies

“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.”

c. S-39,
s. 31, am.

506. Section 31 of the said Act is amended by adding, at the end, the following paragraph:

Notice of
dissolution

“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.”

c. S-39,
Form 1, am.

507. 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:...,”.

c. S-39,
Forms 2
and
3, repealed

508. Forms 2 and 3 of the said Act are repealed.

PROFESSIONAL SYNDICATES ACT

c. S-40, s. 1,
am.

509. 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:

Name

“(2.1) The name of an association or syndicate must 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:

Grounds for
refusal

“(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.

Notice

“(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 48).

Effective
date

“(6) From the date of such deposit, the association or syndicate shall constitute a corporation.”

c. S-40,
s. 11, am.

510. 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”.

c. S-40,
s. 12.1,
added

511. The said Act is amended by inserting, after section 12, the following section:

Exercise of
remedy

“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.”

c. S-40,
s. 26, am.

512. Section 26 of the said Act is amended by replacing the second paragraph by the following paragraph:

Deposit in
register

“The Inspector General shall deposit the order in the register. The order takes effect from the date of such deposit.”

c. S-40,
Forms 1 and
2, repealed

513. Forms 1 and 2 of the said Act are repealed.

CHARTER OF THE CITY OF QUÉBEC

1929, c. 95,
s. 453g, am.

514. Section 453g 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 adding, at the end of subsection 14, the following paragraph:

Corporate
name

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

(2) by replacing subsection 16 by the following subsection:

Transmis-
sion of
copies

“(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 48), and transmit the other copy to the clerk.

Grounds for
refusal

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

(3) by replacing the word “registration” in the first line of subsection 17 by the words “such deposit”;

(4) 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”;

(5) by adding, at the end of subsection 18, the following paragraph:

Exercise of
remedy

“The remedy provided for in section 123.27.1 in Part IA 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.”;

(6) 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”;

(7) by replacing subsection 21 by the following subsection:

Notice and
list

“(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.”;

(8) by replacing subsection 40 by the following subsection:

Copies of
resolution

“(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.”;

(9) by replacing the word “registration” in the first line of subsection 41 by the word “deposit”.

ACT RESPECTING FISHERMEN'S BAIT ASSOCIATIONS

R.S., 1941,
c. 205,
repealed

515. The Act respecting fishermen's bait associations (R.S., 1941, chapter 205) is repealed.

Continuance
of associa-
tions

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

1959-60,
c. 102,
a. 543b, am.

516. 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:

Resolution “(15) The resolution establishing the association shall indicate the name of the association and the limits of the district in which it is to have jurisdiction.

Corporate name “(15.1) The corporate name of an association must be in conformity with section 9.1 of the Companies Act (R.S.Q., chapter C-38).

Transmission of copies “(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 48), and transmit the other copy to the clerk.

Grounds for refusal “(15.3) The Inspector General shall refuse to deposit in the register a resolution containing a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.

Exercise of remedy “(15.4) The remedy provided for in section 123.27.1 in Part IA 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.

Notice and list “(15.5) Within fifteen days following the date of the organizational meeting, the association shall transmit a notice of the address of its head office and the list of its directors to the Inspector General to be deposited by him in the register.”;

(2) by inserting, after subarticle 33, the following subarticle:

Transmission of copies “(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.

Effective date 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

Registers
and archives

517. 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 1 January 1994 pursuant to any of the Acts listed in Schedule I or to any private Act.

Copies,
extracts,
certificates
and attesta-
tions

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.

Authenticity

A certified copy or extract of a preserved document is authentic and is proof of its registration, where applicable.

Applicable
provisions

Section 123.30, paragraph 2 of section 123.31 and section 123.32 of the Companies Act as they read on 31 December 1993 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.

Preservation
of registers

518. 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.

Copies

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).

Declaration
of registra-
tion of
natural
person

519. The declaration of registration of a natural person described in paragraph 1 of section 2 and operating a business on 31 December 1993 must be presented to the Inspector General for deposit not later than 1 July 1994.

Declaration
of registra-
tion of part-
nership

The declaration of registration of a partnership described in paragraphs 2 and 3 of section 2 and existing on 31 December 1993 must be presented to the Inspector General for deposit not later than 1 January 1995.

Declaration
of registra-
tion of legal
person

520. The declaration of registration of every legal person to which section 2 applies that exists on 31 December 1993 must be presented to the Inspector General for deposit not later than 1 January 1995.

Exemption

521. A registrant is exempted from the requirement of presenting the declaration contemplated in section 520 where such registrant not later than 1 January 1995 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 registrant, for deposit in the register. Such deposit shall effect registration.

Updating of
information

The registrant shall, however, within sixty days after such deposit, 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 526. If the registrant fails to deposit such declaration, the Inspector General may, *ex officio*, strike off the registration by depositing an order to that effect in the register.

Applicable
provisions

522. Sections 93.36 and 93.102 of the Act respecting insurance and sections 32, 123.35 and 123.81 of the Companies Act as they read on 31 December 1993 continue to apply to the legal persons contemplated in section 520 until 1 January 1995.

Applicable
provisions

523. Chapter II of this Act applies to a declaration of registration presented under section 519 or 520.

Declaration
of registra-
tion

The declaration of registration of a natural person described in paragraph 1 of section 2 and operating a business on 31 December 1993 or the declaration of registration of a partnership described in paragraph 2 of section 2 and existing on 31 December 1993 which contains a name that includes the term “enregistré”, “et compagnie”, an abbreviation of those terms or any other word or phrase that indicates more than one member or that one or more persons make use of the name of another person in accordance with article 1834b of the Civil Code of Lower Canada or with section 10 of the Companies and Partnerships Declaration Act is deemed not to contravene subparagraph 4 of the first paragraph of section 13.

Fees **524.** The declaration of registration referred to in sections 519 and 520 must be accompanied with the fees prescribed by regulation.

Offence and penalty **525.** Every person or partnership subject to registration or person referred to in section 5 that fails to present a declaration in accordance with section 519 or 520 is guilty of an offence and is liable to the fine set out in section 107 or 109.

Fees **526.** The Government may, by regulation, prescribe the fees to be paid under section 517, 521, 524, 532 or 534.

Fees 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.

Dissolution **527.** The Inspector General may dissolve a legal person constituted under the laws of Québec before 1 July 1994 that has not deposited its declaration of registration within the time prescribed in section 520, 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.

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.

Continuance of proceedings **528.** Any proceedings for dissolution commenced before 1 January 1994 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, sections 186 to 190 of the Cooperatives Act or under sections 6 to 15 of the Companies Information Act are continued under those provisions as they existed before that date.

Applicable provisions 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, sections 186 to 190 of the Cooperatives Act and the Companies Information Act, as they read on 31 December 1993, continue to apply to the legal persons contemplated in section 520 until 1 January 1995.

Exception However, where a legal person is registered in the register before publication of the notice of dissolution in the *Gazette officielle du Québec*, the striking off of such registration in accordance with any of sections 50 to 53 of this Act replaces such publication.

Resumption **529.** Every legal person dissolved under section 528 may resume existence if it complies with Division III of Chapter IV of this Act, adapted as required.

Presumption **530.** Every legal person dissolved under section 527 or 528 is deemed to retain its existence in order to terminate any judicial proceeding.

Continuance of proceedings **531.** Any proceedings for dissolution or liquidation commenced before 1 January 1994 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 31 December 1993.

Applicable provisions 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 and sections 9, 17, 18, 19 and 32 of the Winding-up Act, as they read on 31 December 1993, continue to apply to the legal persons contemplated in section 520 until 1 January 1995.

Detailed return **532.** A detailed return prescribed in section 4 of the Companies Information Act for any year prior to the year of coming into force

of this section which has not been delivered by 1 January 1994 remains exigible. The fees applicable to the return shall be prescribed by regulation.

Striking off **533.** The Inspector General may, *ex officio*, strike off the registration of a registered corporation that has not delivered a return prescribed in section 532 by depositing an order to that effect in the register.

Dissolution **534.** 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 1 January 1994 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.

Resumption Likewise, the Inspector General may cause a corporation dissolved by publication of the notice of dissolution referred to in section 527 or section 528, to resume existence.

Date of resumption Deposit of the order shall effect the registration of the corporation, which shall resume existence from the date of the deposit.

Presumption Subject to the rights acquired by any person, the corporation is deemed to never have been dissolved.

Certificate of resumption **535.** 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.

Exception This section shall not affect a judgment rendered before 13 May 1993 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.

Exemption **536.** Every legal person constituted under or pursuant to a private Act is exempted from the legal publicity requirement set out in that Act in respect of information contemplated in sections 10 to 12 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons if the legal person presents a declaration in accordance with the latter Act.

Consolidated
revenue
fund

537. The sums required for the carrying out of this Act during the 1993-94 fiscal year shall be paid out, to the extent determined by the Government, of the consolidated revenue fund.

Officer
responsible

538. The Inspector General of Financial Institutions is responsible for the carrying out of this Act.

Minister
responsible

539. The Government shall designate the Minister responsible for the administration of this Act.

Coming into
force

540. This Act will come into force on the date or dates fixed by the Government.

SCHEDULE I (Sections 517 and 518)

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)

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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)