NATIONAL ASSEMBLY

FIRST SESSION THIRTY-NINTH LEGISLATURE

Bill 87

(2010, chapter 7)

An Act respecting the legal publicity of enterprises

Introduced 16 March 2010
Passed in principle 25 March 2010
Passed 18 May 2010
Assented to 19 May 2010

Québec Official Publisher
2010

EXPLANATORY NOTES

This Act consolidates the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons and the Act respecting the enterprise registrar, and contains many of their provisions, including those relating to the designation and functions of the enterprise registrar, the keeping of the register of sole proprietorships, partnerships and legal persons, the names that can be declared and used by registrants, the registration of registrants and their obligation to keep the information contained in the register up to date.

Under the Act, formalities for updating the information in the register are simplified: for instance, the period for declaring a change is extended and the information required to be included in various declarations is harmonized. Registrants may be exempted from certain obligations in specific cases, and the enterprise registrar is granted discretionary power in the processing and correction of a filed document. The registrar may in certain cases restrict access to certain information contained in the register if a person's safety is threatened.

Rules are introduced to facilitate the electronic transmission of documents required to be filed with the registrar under various Acts.

The register will be enhanced to contain more information on registrants, such as the effective date of changes on the board of directors, the registrant's bankrupt status, if applicable, and the filing deadline for the annual update.

To ensure compliance, new measures are introduced, including the cancellation of a registrant's registration for failure to comply with obligations under the Act, and the possible cancellation of the deposit of a declaration in the register if the information it contains was not declared in accordance with the applicable legislative provisions. Additional powers are granted to the registrar to ensure that the names declared by registrants are compliant.

All fees payable to the registrar are set out in one statute and are subject to indexation.

Lastly, a number of provisions are designed to ensure coherence with other laws, including the replacement of the right to appeal decisions of the registrar before the Court of Québec by access to a remedy before the Administrative Tribunal of Québec. The Act also contains consequential, transitional and final provisions.

LEGISLATION AMENDED BY THIS ACT:

– Civil Code of Québec;

– Act respecting industrial accidents and occupational diseases (R.S.Q., chapter A-3.001);

– Act respecting insurance (R.S.Q., chapter A-32);

– Act respecting the Autorité des marchés financiers (R.S.Q., chapter A-33.2);

– 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);

– Companies Act (R.S.Q., chapter C-38);

– Cemetery Companies Act (R.S.Q., chapter C-40);

– Act respecting the constitution of certain Churches (R.S.Q., chapter C-63);

– Cooperatives Act (R.S.Q., chapter C-67.2);

– Taxation Act (R.S.Q., chapter I-3);

– Act respecting administrative justice (R.S.Q., chapter J-3);

– Act respecting the Ministère du Revenu (R.S.Q., chapter M-31);

– Act respecting the special powers of legal persons (R.S.Q., chapter P-16);

– Act respecting owners, operators and drivers of heavy vehicles (R.S.Q., chapter P-30.3);

– Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45);

– Act respecting labour relations, vocational training and workforce management in the construction industry (R.S.Q., chapter R-20);

– Act respecting mixed enterprise companies in the municipal sector (R.S.Q., chapter S-25.01);

– Act respecting trust companies and savings companies (R.S.Q., chapter S-29.01);

– Tobacco Act (R.S.Q., chapter T-0.01);

– Act to amend the Act respecting the enterprise registrar and other legislative provisions (2006, chapter 38);

– Business Corporations Act (2009, chapter 52).

LEGISLATION REPLACED BY THIS ACT:

– Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45);

– Act respecting the enterprise registrar (R.S.Q., chapter R-17.1).

REGULATIONS AMENDED BY THIS ACT:

– Regulation respecting the application of the Act respecting insurance (Order in Council 887-2009, 2009, G.O. 2, 3151);

– Regulation respecting the application of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (Order in Council 1856-93, 1993, G.O. 2, 7022);

– Regulation respecting the application of the Act respecting trust companies and savings companies (Order in Council 719-88, 1988, G.O. 2, 2124).

Bill 87

AN ACT RESPECTING THE LEGAL PUBLICITY OF ENTERPRISES

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

ENTERPRISE REGISTRAR

1. A public servant is appointed by the Minister of Revenue to act as enterprise registrar. The registrar is a public officer.

2. The registrar exercises the functions provided for in this Act and assumes the responsibilities conferred on the enterprise registrar by other Acts.

The registrar must engage exclusively in the work and duties relating to those functions and responsibilities.

3. The registrar is responsible, among other things, for

(1) keeping and preserving the register described in Chapter II, receiving documents to be deposited in the register and making the register accessible to the public;

(2) registering natural persons who operate a sole proprietorship, partnerships, legal persons and groups of persons; and

(3) conferring legal existence on legal persons and recording their legal existence in the cases provided for by law, and drawing up certificates recognizing amendments to their constituting instrument.

4. Public servants are designated by the Minister to assist the registrar in the functions of office. The public servants must engage exclusively in the work and duties relating to the functions of the registrar.

5. If the registrar is absent or unable to act, the Minister may designate a person from among the public servants designated under section 4 to act in the registrar's place.

6. The registrar may, by order and with the concurrence of the Minister, delegate powers to public servants designated under section 4. The order is published in the *Gazette officielle du Québec*.

7. The registrar may, by order and with the concurrence of the Minister, delegate to public servants other than those designated under section 4 or to other employees, subject to the restrictions and conditions determined by the registrar, the power to register, to make corrections under sections 93 to 95 and to issue copies, extracts or attestations or certify copies or extracts under sections 105 to 108. The order is published in the *Gazette officielle du Québec*.

A delegation to public servants or employees who are not under the responsibility of the Minister must be the subject of an agreement.

8. No deed, document or writing is binding on or attributable to the registrar unless it is signed by the registrar or by a public servant designated under section 4 and authorized by the registrar.

A reproduction of the signature of a person referred to in the first paragraph affixed by means of a facsimile, automatic device or electronic process has the same force as the person's signature.

9. A document issued by the registrar or a public servant designated under section 4, or a copy of such a document, is authentic if the document is signed or the copy certified by a person referred to in the first paragraph of section 8.

10. Except on a question of jurisdiction, no recourse under article 33 of the Code of Civil Procedure (R.S.Q., chapter C-25) or extraordinary recourse within the meaning of that Code may be exercised nor any injunction granted against the registrar or a person authorized by the registrar to investigate or act as inspector.

A judge of the Court of Appeal may, on a motion, summarily annul any decision rendered or any order or injunction issued or granted contrary to the first paragraph.

11. The registrar or a person referred to in section 4 or 7 may not be prosecuted for official acts performed in good faith in the exercise of the functions of office.

CHAPTER II

REGISTER OF SOLE PROPRIETORSHIPS, PARTNERSHIPS AND LEGAL PERSONS

12. The registrar keeps the register of sole proprietorships, partnerships and legal persons.

13. The register comprises all the information recorded and documents deposited in it, and includes, for each registrant and former registrant, an index of documents, a statement of information and an index of names.

14. Indexes of documents, statements of information and indexes of names are drawn up by the registrar. They must be updated regularly on the basis of the documents deposited and bear the date on which they were last updated.

Every index of documents must group documents by category, make it possible to reconstitute the chronological order in which documents were deposited and contain a reference allowing each document to be retrieved.

Every statement of information must contain the elements prescribed by regulation of the Minister.

Every index of names must contain any name the registrant has previously declared and the name that identifies the registrant.

15. The registrar may reproduce all or part of the register for preservation or consultation purposes.

16. The Minister determines the medium and technology used to keep the register.

CHAPTER III

NAME

17. A registrant may not declare or use in Québec a name

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

(2) that includes an expression which the law reserves for another person or prohibits the registrant from using;

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

(4) that incorrectly states the registrant's juridical form or fails to state its juridical form when required by law, particularly in view of the standards for the composition of names determined by regulation of the Government;

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

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

(7) that falsely suggests that the registrant is related to another person, partnership or group of persons, particularly in the cases and in view of the criteria determined by regulation of the Government;

(8) that is confusingly similar to a name used in Québec by another person, partnership or group of persons, particularly in view of the criteria determined by regulation of the Government; or

(9) that is misleading in any other manner.

A registrant whose name is in a language other than French must declare the French version of that name used by the registrant in Québec in carrying on an activity, which includes the operation of an enterprise, or for the purpose of the possession of an immovable real right, other than a prior claim or hypothec.

The second paragraph does not apply to a natural person registered under a name comprising only his or her surname and given name.

18. For the purposes of this Act, "registrant" means any person or group of persons registered voluntarily or any person or partnership required to be registered.

19. No right to a name is conferred on a registrant solely by the recording of the name in the register or the deposit of a document containing the name in the register.

20. The registrar may request that a registrant replace or change a name declared by the registrant if it is contrary to any of subparagraphs 1 to 6 of the first paragraph of section 17 or the second paragraph of that section.

If the registrant fails to comply with the request within 60 days, the registrar may, as applicable,

(1) cancel the registrant's registration, if the name concerned is the registrant's name; or

(2) delete the name from the register, if the name concerned is another name declared by the registrant under subparagraph 2 of the first paragraph of section 33.

The registrar records in the register that the name has been refused and informs the registrant.

All information relating to a refused name appearing in a declaration is deemed unwritten.

CHAPTER IV

REGISTRATION, UPDATING OF INFORMATION AND CANCELLATION OF REGISTRATION

DIVISION I

REGISTRATION

21. The following are required to be registered:

(1) natural persons who operate a sole proprietorship, whether or not a commercial enterprise, in Québec under a name that does not include their surname and given name;

(2) general or limited partnerships constituted in Québec;

(3) partnerships not constituted in Québec if they carry on an activity in Québec, which includes the operation of an enterprise, or possess an immovable real right, other than a prior claim or hypothec, in Québec;

(4) legal persons established for a private interest and constituted in Québec;

(5) legal persons established for a private interest not constituted in Québec, or legal persons constituted in Québec and continued under the laws of a jurisdiction other than Québec, if they are domiciled in Québec, carry on an activity in Québec, which includes the operation of an enterprise, or possess an immovable real right, other than a prior claim or hypothec, in Québec;

(6) legal persons established for a private interest described in subparagraph 4 or 5 and resulting from an amalgamation other than a short-form amalgamation within the meaning of the Business Corporations Act (2009, chapter 52); and

(7) mixed enterprise companies established under the Act respecting mixed enterprise companies in the municipal sector (R.S.Q., chapter S-25.01).

Despite subparagraph 1 of the first paragraph, natural persons who operate a tobacco retail outlet, within the meaning of the Tobacco Act (R.S.Q., chapter T-0.01), under a name that includes their surname and given name are also required to be registered.

22. A natural person or a group of persons not required to be registered may request registration. They are registrants from the time they are registered until their registration is cancelled.

23. Despite subparagraph 1 of the first paragraph of section 21, natural persons are not required to be registered solely because they use a pseudonym in the pursuit of an artistic, literary or other cultural activity.

24. If an application is presented before a court or a body exercising an adjudicative function by an unregistered person or partnership who is required to be registered, an interested person may, before the hearing, demand that the examination of the application be suspended until the person or partnership is registered.

However, in the case of an unregistered natural person, no such suspension may be granted if the application presented does not concern the activity requiring registration.

25. For the purposes of section 21, a person or partnership who has an address in Québec or, either directly or through a representative acting under a general mandate, has an establishment, a post office box or the use of a telephone line in Québec or performs any act for profit in Québec is presumed to be carrying on an activity or operating an enterprise in Québec.

26. A registrant who is neither domiciled nor has an establishment in Québec must designate an attorney residing in Québec, unless exempted from that requirement by regulation of the Minister.

27. A registrant who invokes an exemption, established by regulation of the Minister, from declaring the information required under subparagraph 4 of the first paragraph of section 33 and subparagraphs 1 and 8 of the second paragraph of that section must designate an attorney residing in Québec.

28. The attorney of a registrant represents the registrant for the purposes of this Act.

Any legal proceeding against the registrant may be served on the attorney, even after the registrant's registration has been cancelled.

29. A person who, as administrator of the property of others, is entrusted with the administration of all of a registrant's property has the rights and obligations conferred by this Act on registrants.

30. The registrar registers a registrant on the filing of a registration declaration or, in the case of a legal person constituted in Québec, on the deposit in the register of its constituting instrument in accordance with the law applicable to legal persons of its kind.

If the original of the constituting instrument is unavailable, the registrar deposits a certified copy of the instrument in the register.

31. For the purposes of this Act, "legal person constituted in Québec" means a legal person constituted under the laws of Québec and includes, except for the purposes of the second paragraph of section 36, a legal person constituted under the laws of a jurisdiction other than Québec that is continued under the laws of Québec.

32. The registration declaration, along with the fee set out in this Act, must be filed with the registrar not later than 60 days after the date on which registration becomes compulsory.

33. Unless an exemption established by regulation of the Minister applies, the registration declaration must state

(1) the registrant's name and, if the registrant was previously registered, the registrant's Québec business number;

(2) any other name used by the registrant in Québec in carrying on an activity, which includes the operation of an enterprise, or for the purpose of the possession of an immovable real right, other than a prior claim or hypothec, if applicable;

(3) the registrant's status as a natural person operating an enterprise or, as applicable, the registrant's juridical form, the title of and reference to the statute under which the registrant was constituted and the date of constitution; and

(4) the registrant's domicile.

The declaration must also state, if applicable,

(1) the domicile elected by the registrant and the name of the person mandated by the registrant to receive documents for the purposes of this Act;

(2) the names and domiciles of the directors, and the positions they hold or, if all powers have been withdrawn from the board of directors by a unanimous shareholder agreement entered into in accordance with the laws of Québec or a Canadian jurisdiction other than Québec, the names and domiciles of the shareholders or third persons having assumed those powers;

(3) the date of entry into office and, if applicable, the date of cessation of office of the persons referred to in subparagraph 2;

(4) the names and domiciles of the president, the secretary and the chief executive officer, if they are not members of the board of directors, and the positions they hold;

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

(6) the name, address and capacity of the person acting for the registrant as administrator of the property of others;

(7) in order of importance, the registrant's two main activities and the code corresponding to each of them according to the classification system determined by regulation of the Minister;

(8) the addresses of the registrant's establishments in Québec, specifying which is the principal establishment, the name designating them and the two main activities carried on in the establishments and the code corresponding to each of them according to the classification system determined by regulation of the Minister;

(9) any activity required by law to be declared and the corresponding code according to the classification system determined by regulation of the Minister and the address of the establishment in which the registrant carries on that activity;

(10) the number of employees of the registrant whose workplace is in Québec, based on the brackets determined by the Minister;

(11) the date on which the registrant expects to cease to exist; and

(12) any other information determined by regulation of the Minister.

34. The registration declaration of a partnership must also contain, if applicable,

(1) the name and domicile of each partner, a statement that no other person is a member of the partnership and, in the case of a limited partnership, the name and domicile of each general partner and the names and domiciles of the three greatest contributors to the partnership among the special partners;

(2) the object pursued by the partnership;

(3) if the partnership is a limited liability partnership or is not constituted in Québec, a statement that the liability of some or all of the partners is limited; and

(4) in the case of a general partnership, the date on which it becomes or ceases to be a limited liability partnership.

35. The registration declaration of a legal person must also contain, if applicable,

(1) the name of the State, province or territory in which the legal person was constituted;

(2) the name of the State, province or territory in which the amalgamation or division that resulted in the formation of the legal person took place, the date of amalgamation or division and the name, domicile and Québec business number of every legal person involved in the amalgamation or division;

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

(4) the title of and reference to the statute under which the amalgamation, division, continuation or other transformation took place;

(5) the names and domiciles of the three shareholders controlling the greatest number of votes, in order of importance, and identify the shareholder holding an absolute majority; and

(6) a statement as to the existence or not of a unanimous shareholder agreement, entered into in accordance with the laws of Québec or a Canadian jurisdiction other than Québec, that restricts the powers of the directors or withdraws all powers from the directors.

36. The registrar must refuse to register a registrant

(1) if the registrant's name is contrary to any of subparagraphs 1 to 6 of the first paragraph of section 17 or the second paragraph of that section;

(2) if the registrant's registration declaration is incomplete or inaccurate, or is contrary to section 68 or the requirements determined by the Minister under any of sections 109, 112 or 114.

The registrar must also refuse to register a registrant who is already registered or, in the case of a partnership or legal person constituted in Québec, whose registration has been cancelled ex officio by the registrar.

The registrar informs the registrant of the reasons for the refusal.

37. The registrar registers a registrant by assigning a Québec business number to the registrant and recording in the register the date of registration and the information concerning the registrant.

The registrar records the Québec business number and the date of registration on the registration declaration or, as applicable, on the constituting instrument.

The registrar deposits the declaration in the register and informs the registrant that the registration is complete.

38. If a legal person is registered on the deposit of its constituting instrument in the register, the legal person must file with the registrar, within 60 days after the date of registration, an initial declaration in compliance with the form and content prescribed for a registration declaration.

If the initial declaration is filed after that period, the penalty prescribed in section 86 must be paid at the time of the filing.

DIVISION II

UPDATING INFORMATION

39. Registrants are responsible for verifying the legality and accuracy of the declarations filed with the registrar and the documents transferred to the registrar under an agreement entered into under section 117 or 118.

40. If a registrant discovers or is informed that a declaration filed, or a document transferred under an agreement entered into under section 117 or 118, is incomplete or contains inaccurate information, the registrant must make the appropriate correction by filing an updating declaration without delay.

The correction is deemed to have taken effect on the date the declaration or document that is being corrected was deposited in the register.

41. The registrant must update the information required by sections 33 to 35 to be contained in the register concerning the registrant by filing an updating declaration within 30 days after the date on which any change occurs, unless a shorter period is prescribed by law.

The same applies to a legal person resulting from a short-form amalgamation within the meaning of the Business Corporations Act with respect to the information concerning the registrant whose Québec business number the legal person retains.

42. A registered legal person who has decided to liquidate its affairs or apply for liquidation, or to dissolve or apply for dissolution, must file a declaration to that effect without delay.

It is exempted from filing such a declaration if notice to that effect has been filed with the registrar for the purposes of another Act.

43. A registrant who becomes a bankrupt within the meaning of the Bankruptcy and Insolvency Act (Revised Statutes of Canada, 1985, chapter B-3) must file a declaration to that effect without delay.

44. A legal person registered on the deposit of its constituting instrument in the register is exempted from the requirement of section 41 if the specific Act applicable to legal persons of its kind requires the change to be made by means of a document amending its constituting instrument.

The same applies if the change is made by the registrant in a document deposited in the register following its transfer under an agreement entered into under section 117 or 118.

45. Once a year, during the period determined by regulation of the Minister, a registrant must file an updating declaration stating that the information required by sections 33 to 35 to be contained in the register concerning the registrant is accurate or, as applicable, stating what changes should be made.

This obligation begins the year following the year in which the registrant is first registered.

The declaration of a registrant, other than a registrant described in section 46, must be filed with the annual registration fee set out in this Act.

46. A registrant who is required to file a fiscal return with the Minister under section 1000 of the Taxation Act (R.S.Q., chapter I-3) or, in the case of a natural person operating a sole proprietorship, would be required to file such a return if tax were payable by the person under Part I of that Act may, during the period determined by regulation, declare in the registrant's fiscal return whether the information required by sections 33 to 35 to be contained in the register concerning the registrant is up to date.

If the registrant declares that the information is up to date, the registrar records in the statement of information that the registrant has met the annual updating obligation for the current year.

If the registrant declares that the information is not up to date, the registrant must file an updating declaration in accordance with section 45.

47. If, by operation of the Taxation Act, the period determined by regulation of a registrant referred to in section 46 who is a legal person is modified, the registrant is required to meet the annual updating obligation only once during a calendar year.

48. A legal person whose period determined by regulation begins in one calendar year and ends in the next and who updates the information concerning the legal person in accordance with section 45 or 46 during the part of that period that is in the second calendar year without having done so during the preceding one is deemed to have met the annual updating obligation for the preceding calendar year.

49. A registrant who, during the period determined by regulation, filed a document containing the same information as required under sections 33 to 35 which was deposited in the register following its transfer under an agreement entered into under section 117 or 118 is exempted from the updating obligation for the year concerned.

50. A registrant who is a legal person constituted in Québec in respect of whom a declaration was filed under section 43 is exempted from the updating obligation for any year subsequent to the year in which the declaration required under section 43 was filed and during which the registrant acted only for the purposes of its liquidation.

51. A registrant who files an updating obligation for the purposes of section 41 during the period determined by regulation and who, in the case of a registrant described in section 46, has paid the annual registration fee set out in this Act for the year, is deemed to have met the annual updating obligation in accordance with section 45 for the year concerned.

52. A registrant who fails to file a declaration for the purposes of section 45 or 46 is deemed to have met the annual updating obligation for the year concerned if, before the beginning of the period determined by regulation following the period concerned, the registrant files a declaration for the purposes of section 41 and pays the penalty prescribed in section 87 and, if applicable, the annual registration fee set out in this Act and the penalty prescribed in section 88 for the year.

53. For the purposes of sections 48, 51 and 52, the registrar records in the statement of information that the registrant has met the annual updating obligation for the year concerned.

DIVISION III

CANCELLATION OF REGISTRATION

§1. — *Cancellation on filing of declaration*

54. The registration of a registrant is cancelled on the filing of a cancellation declaration in the cases provided for in this subdivision.

The cancellation declaration must be filed with any amount owed by the registrant under this Act, except any amount to which section 85 applies.

The registrar informs the registrant that the registration has been cancelled.

55. A registrant for whom registration is no longer compulsory must file a cancellation declaration without delay.

If the registrant has ceased to exist, the cancellation declaration is filed by the last directors, the partners, the attorney or the administrator of the property of others.

56. Not later than six months after the death of the registrant, the liquidator of the succession must file a cancellation declaration, unless the activity requiring registration is continued for the benefit of the succession.

57. If a legal person constituted in Québec is a bankrupt within the meaning of the Bankruptcy and Insolvency Act, the trustee in bankruptcy must file a cancellation declaration after being discharged by the court on completion of the administration of the legal person's estate.

58. A person or group of persons who is registered without being required to be registered may file a cancellation declaration at any time.

§2. — *Ex officio cancellation*

59. The registrar may, after notifying the registrant in accordance with section 73, cancel ex officio the registration of a registrant who has failed to file updating declarations for two consecutive years in accordance with section 45 or 46.

The registrar may also cancel the registration of a registrant who has failed to comply with any other request under section 73.

The registrar deposits an order to that effect in the register and informs the registrant.

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

However, the legal person is deemed to continue to exist in order to complete any judicial or administrative proceeding.

60. The registrar cancels ex officio the registration of any legal person having been amalgamated that is named in the declaration filed by the legal person resulting from the amalgamation. The registrar makes an entry to that effect in the register.

61. The registrar cancels ex officio the registration of a partnership or legal person when the date on which it is to cease to exist has been reached. The registrar makes an entry to that effect in the register.

62. The registrar cancels ex officio the registration of a dissolved legal person on the deposit in the register of the certificate of dissolution or of a notice to that effect. The registrar also cancels the registration of a liquidated or wound-up partnership or legal person by depositing the notice of closure or the notice of liquidation, as applicable, in the register.

If the legal person was dissolved under the Business Corporations Act, the registrar cancels ex officio the legal person's registration on the deposit of the certificate of dissolution or of the judgment ordering the dissolution. However, if the judgment also orders the liquidation of the legal person, the registrar cancels the registration on the deposit of the certificate of dissolution.

The registrar also cancels the registration of a legal person constituted in Québec if, under the specific Act applicable to legal persons of its kind, it has otherwise ceased to exist.

The registrar makes an entry to that effect in the register.

§3. — *Revocation of cancellation of registration*

63. The registrar may revoke a cancellation of registration under section 59 on an application by the registrant.

The registrant must file with the application the initial declaration and any annual updating declaration the registrant failed to file before the cancellation of registration and the annual updates for the years since the cancellation of registration.

The registrant must also file with the application

(1) the fee set out in this Act with respect to such an application;

(2) the annual registration fee set out in this Act, for every year prior to the cancellation of registration during which the registrant was in default, for the current year and for the years since the cancellation of registration, except any fee to which section 85 applies; and

(3) the penalty prescribed in sections 87 and 88, for each of the years referred to in subparagraph 2.

64. The registrar may, on an application by any interested person other than the registrant and subject to the conditions determined by the registrar, revoke a cancellation of registration under section 59.

The application must be filed with the fee set out in this Act for such an application.

65. The registrar revokes the cancellation of the registration of a legal person constituted in Québec who has resumed existence in accordance with the specific Act applicable to legal persons of its kind.

66. The registrar revokes the cancellation of the registration of a registrant by depositing an order to that effect in the register.

The registrar informs the registrant that the cancellation has been revoked.

In the case of a legal person constituted in Québec whose registration was cancelled under section 59, the revocation of the cancellation results in the legal person resuming existence on the date of deposit of the order.

67. Subject to the rights acquired by third persons, the registration of a registrant is deemed never to have been cancelled and a legal person constituted in Québec whose registration was cancelled under section 59 is deemed never to have been dissolved.

DIVISION IV

PROVISIONS RELATING TO DECLARATIONS

68. A declaration must be signed by the registrant or the registrant's representative.

It is admissible once all fees, charges and penalties required under this Act have been paid.

69. The registrar deposits declarations, and documents transferred under an agreement entered into under section 117 or 118, in the register.

70. The registrar may refuse to deposit a declaration, or a document transferred under an agreement entered into under section 117 or 118, in the register if the declaration or document is incomplete or inaccurate or is contrary to section 68 or the requirements determined by the Minister under section 109, 112 or 114.

The registrar informs the registrant of the reasons for the refusal.

71. The registrar must refuse to deposit a declaration, or a document transferred under an agreement entered into under section 117 or 118, in the register if the registrant's name is contrary to any of subparagraphs 1 to 6 of the first paragraph of section 17 or the second paragraph of that section.

The registrar informs the registrant of the reasons for the refusal.

72. The registrar must refuse to record in the register any other name declared by the registrant under subparagraph 2 of the first paragraph of section 33 if that name is contrary to any of subparagraphs 1 to 6 of the first paragraph of section 17 or the second paragraph of that section.

The registrar records the refusal in the register and informs the registrant.

All information relating to that name in the declaration is deemed unwritten.

73. A registrant who fails to comply with any obligation imposed by this Act, including the obligation to file a declaration or a notice, must remedy the failure within 60 days after being requested to do so by the registrar.

The request must state, if applicable, that the registrant's registration may be cancelled unless the registrant complies with the request.

A copy of the request is deposited in the register.

74. The registrar may, subject to the conditions determined by the registrar, waive the communication of information or the filing of a document required under this chapter.

The waiver is recorded in the register.

However, the registrar retains the right to revoke the waiver and require the communication of the information or the filing of the document within the time determined by the registrar.

CHAPTER V

FEES, CHARGES AND ADMINISTRATIVE PENALTIES

DIVISION I

GENERAL PROVISIONS

75. Unless otherwise provided, any fees payable under this Act are set out in Schedule I.

Similarly, any fees payable by reference to this Act are set out in Schedule II.

Charges prescribed by regulation of the Government may be payable in addition to those fees.

76. Unless the law already prescribes a fee payable to the registrar, any document required by law to be deposited in the register, other than a constituting instrument, initial declaration, updating declaration or cancellation declaration, must be filed with the fee prescribed in Schedule I for the deposit of any other document.

77. Fees and charges prescribed by government regulation are increased by 50% if priority processing is provided on request.

The additional fee for the priority processing of a document that can be deposited in the register free of charge is equal to 50% of the annual registration fee set out in this Act.

78. Fees, charges and administrative penalties are payable on the filing of the documents concerned and, unless otherwise provided by law, to the registrar.

Except with respect to situations described in sections 83 and 84 to which section 27.3 of the Act respecting the Ministère du Revenu (R.S.Q., chapter M-31) applies, the recovery of fees, charges and penalties owing by law to the registrar is prescribed 10 years after they become due.

79. The fees set out in Schedules I and II and the charges prescribed by government regulation are indexed on 1 January of each year in such a way that the amount applicable for the year is equal to the total of the amount applicable for the preceding year and the amount obtained by multiplying that amount by the factor determined by the formula

(A/B)-1.

In the formula in the first paragraph,

(1) A is the overall average Québec consumer price index without alcoholic beverages and tobacco products for the 12-month period that ended on 30 September of the year preceding that for which an amount is to be indexed; and

(2) B is the overall average Québec consumer price index without alcoholic beverages and tobacco products for the 12-month period that ended on 30 September of the year immediately before the year preceding that for which the amount is to be indexed.

If the factor determined under the first paragraph is less than zero, it is deemed to be equal to zero.

The amounts resulting from the indexation provided for in the first paragraph are rounded down to the nearest dollar if they include a fraction of a dollar that is less than $0.50, or up to the nearest dollar if they include a fraction of a dollar that is equal to or greater than $0.50.

The Minister informs the public of the indexed amounts, by whatever means the Minister considers appropriate, before 1 January of the year to which they apply.

DIVISION II

ANNUAL REGISTRATION FEE

80. A registrant registered on 1 January of a year must pay the annual registration fee set out in this Act that is applicable to the registrant's juridical form on that date.

This obligation begins the second year following the year in which the registrant is first registered.

81. A registrant who is a legal person constituted in Québec in respect of whom a declaration has been filed in accordance with section 43 is exempted from the annual registration fee for any year following the year of filing of the declaration during which the registrant acts only for the purposes of its liquidation.

82. A registrant must pay the annual registration fee on or before the first of the following dates:

(1) the date on which the period determined by regulation for meeting the annual updating obligation under Division II of Chapter IV expires; and

(2) the date on which the registrant files a document resulting in the cancellation of the registrant's registration.

83. Despite section 82, a registrant who is a natural person to whom section 46 applies must pay the annual registration fee to the Minister on or before the balance-due day determined in respect of the registrant for the purposes of Part I of the Taxation Act for the preceding taxation year.

84. Despite section 82, a registrant who is a legal person to whom section 46 applies must pay the annual registration fee to the Minister on or before the balance-due day determined in respect of the registrant for the purposes of Part I of the Taxation Act for the taxation year that includes 1 January of that year.

85. Section 80, in relation to a registrant described in section 46, and sections 83 and 84 constitute a fiscal law within the meaning of the Act respecting the Ministère du Revenu (R.S.Q., chapter M-31).

Sections 1000 to 1010, 1037, 1045 and 1052 of the Taxation Act apply, with the necessary modifications, to sections 83 and 84.

DIVISION III

ADMINISTRATIVE PENALTIES

86. A registrant who fails to file an initial declaration within the time prescribed in section 38 must pay a penalty equal to the annual registration fee set out in this Act that is applicable to the registrant's juridical form on the day after the day on which that time expires.

87. A registrant who fails to meet the annual updating obligation within the period prescribed by regulation must pay a penalty equal to 50% of the annual registration fee set out in this Act that is applicable to the registrant's juridical form on the day after the day on which that period expires.

The first paragraph does not apply to a registrant referred to in section 46 who has declared in a fiscal return that the information concerning the registrant is up to date.

88. A registrant who fails to pay the annual registration fee within the time prescribed by section 82 must pay a penalty equal to 5% of the unpaid amount and an additional penalty of 1% of that fee for each complete month for which payment is overdue, up to a maximum of 12 months.

The first paragraph does not apply to a registrant referred to in section 83 or 84.

89. The Minister may waive, in whole or in part, any penalty payable under this Act, except a penalty imposed under section 85, if the registrant shows that it was impossible to fulfill the obligations within the prescribed time due to exceptional circumstances beyond the registrant's control.

The Minister may also, on the same grounds, cancel, in whole or in part, a penalty payable under this Act, except if it was imposed under section 85.

The decision of the Minister cannot be appealed.

The Minister must include the waivers and cancellations in the statistical summary tabled by the Minister in the National Assembly under section 94.1 of the Act respecting the Ministère du Revenu.

CHAPTER VI

PUBLICITY

90. When depositing a document in the register, the registrar must record the date of deposit, record the document in the index of documents and add its content to or, as applicable, make an appropriate entry in the statement of information.

The deposit updates the information contained in the register.

91. If unable to integrate the information contained in a document on depositing the document in the register, the registrar must record in the statement of information and, if applicable, in the index of names that the document has been deposited but that its content has yet to be added.

92. The registrar records in the registrant's statement of information the date on which the period determined by regulation of the Minister for meeting the annual updating obligation expires.

93. The registrar may, ex officio or on request, correct an index of documents, a statement of information or an index of names that is inconsistent with the information declared by the registrant or the administrator of the property of others.

The registrar may also correct an incomplete or inaccurate address in a statement of information.

If the correction is substantial, the registrar makes the correction by depositing a notice to that effect in the register, and informs the registrant.

94. Unless otherwise provided by law, the registrar may, on request or ex officio, correct a document drawn up by the registrar if it is incomplete or contains a clerical error. The same applies to a document drawn up by another authority, if that authority requests the correction.

If the correction is substantial, the registrar makes the correction by depositing a notice to that effect in the register, and informs the registrant.

The correction is retroactive to the date of deposit of the document concerned.

95. If a document filed by a registrant is incomplete or contains a clerical error, the registrar may correct the document with the authorization of the registrant.

The registrar may also delete information that the registrar is required by law to refuse to record in the register.

In such cases, the registrar records the corrected or deleted information on the document and informs the registrant.

96. The registrar may cancel ex officio an entry or the deposit in the register of a declaration or of a document transferred under an agreement entered into under section 117 or 118 if the declaration or document that was the basis for the entry or was deposited was filed without right.

The same applies to the recording or deposit of a notice of closure or a notice of liquidation described in the first paragraph of section 62, a notice required under article 306, 358 or 359 of the Civil Code or a notice of liquidation filed under the Business Corporations Act.

The registrar informs the registrant of the cancellation.

97. The registrar may cancel ex officio the deposit of a declaration if the information it contains was not declared in accordance with the law.

The registrar informs the registrant of the cancellation.

The declaration is deemed never to have been filed by the registrant.

98. The following information relating to a registrant may be set up against third persons from the time it is recorded in the statement of information and is proof of its content for the benefit of third persons in good faith:

(1) the registrant's name and, if the registrant was previously registered, the registrant's Québec business number;

(2) any other name used by the registrant in Québec;

(3) the registrant's status as a natural person operating an enterprise or the registrant's juridical form and the statute under which the registrant was constituted;

(4) the registrant's domicile;

(5) the domicile elected by the registrant and the name of the person mandated by the registrant to receive documents for the purposes of this Act;

(6) the names and domiciles of the directors and the positions they hold or, if all powers have been withdrawn from the board of directors by a unanimous shareholder agreement entered into in accordance with the laws of Québec or a Canadian jurisdiction other than Québec, the names and domiciles of the shareholders or third persons having assumed those powers;

(7) the date of entry into office and, if applicable, the date of cessation of office of the persons referred to in subparagraph 2 of the second paragraph of section 33;

(8) the names and domiciles of the president, the secretary and the chief executive officer, if they are not members of the board of directors, and the positions they hold;

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

(10) the name, address and capacity of the person acting for the registrant as administrator of the property of others;

(11) the address of the registrant's establishments in Québec;

(12) the name and domicile of each partner, the fact that no other person is a member of the partnership and, in the case of a limited partnership, the name and domicile of each general partner and the names and domiciles of the three greatest contributors to the partnership among the special partners;

(13) the object pursued by the partnership;

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

(15) the name of the State, province or territory in which the amalgamation or division that resulted in the formation of the registrant took place, the date of the amalgamation or division and the name, domicile and Québec business number of every legal person involved in the amalgamation or division; and

(16) the date of the continuance or other transformation of the registrant.

Third persons may submit any proof to refute information contained in a document filed with the registrar or transferred under an agreement entered into under section 117 or 118.

However, a registrant whose registration has been cancelled ex officio by the registrar may not dispute information declared by the registrant and contained in the statement of information.

99. Any person may consult the register.

The register may be consulted in the locations and during the hours designated by the Minister. It may also be consulted from a distance by means of technologies determined by the Minister.

Consultation of the register is free of charge. However, charges prescribed by regulation of the Government may apply in cases determined in the regulation of the Government.

100. The registrar may, for the period determined by the registrar, prevent access to personal information in the register concerning a registrant if the registrar has reasonable grounds to believe that making that information accessible represents a serious threat to the registrant's safety.

The same applies to personal information recorded in the register which a registrant declared about another person.

101. On payment of the fee set out in this Act, the registrar may provide to any person who so requests a compilation of the information contained in statements of information.

The name and address of a natural person may not, however, be part of or the basis for such a compilation unless the compilation is requested by a government department or body for the purposes set out in any of subparagraphs 1 to 3, 5 and 8 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).

102. For the purposes of this Act, a government body includes any body referred to in the first paragraph of section 2 of the Financial Administration Act (R.S.Q., chapter A-6.001), and a government enterprise includes any government enterprise referred to in the third paragraph of that section.

In addition, a person designated by the National Assembly to exercise a function under its authority is considered a government body.

103. Despite the first paragraph of section 101, the registrar may provide a compilation of information free of charge if it is requested by a government department or body or by an educational institution for research purposes.

"Educational institution" means an educational institution situated in Québec that is designated by the Minister of Education, Recreation and Sports for the purposes of the loans and bursaries program established under the Act respecting financial assistance for education expenses (R.S.Q., chapter A-13.3).

104. Despite the second paragraph of section 101, the Minister may compile information from the register in carrying out the Minister's responsibilities under the law.

105. The registrar must issue, free of charge, to any person who so requests a copy or extract of an index of documents, a statement of information or an index of names.

106. On payment of the charges prescribed by regulation of the Government, the registrar must issue to any person who so requests a copy or extract of a document deposited in the register.

In the case of a copy or extract of a document relating to a registrant who has invoked an exemption established by regulation of the Minister under paragraph 2 of section 149, the registrar deletes the information to which the exemption applies from the extract or copy.

The same applies to any personal information access to which is prevented under section 100 for a period determined under that section.

107. On payment of the charges prescribed by regulation of the Government, the registrar must, on request, issue a certified copy or extract.

108. On payment of the fee set out in this Act, the registrar must, on request, issue an attestation as to whether or not a person, partnership or group of persons

(1) is registered;

(2) has failed to meet the annual updating obligation;

(3) has failed to comply with a request under section 73; or

(4) has had their registration cancelled.

Subject to the same conditions, the registrar must also attest that a registrant is being liquidated or wound up or dissolved, provided a declaration, notice or judgment to that effect has been sent to the registrar.

For the purposes of subparagraph 2 of the first paragraph, an attestation in respect of a legal person described in section 46 is issued on the assumption that the annual updating period determined by regulation for the current year remains unchanged, unless the legal person gives the registrar written confirmation of a new period for the current year.

CHAPTER VII

POWERS OF MINISTER AND ADMINISTRATION

DIVISION I

DOCUMENT MANAGEMENT

§1. — *General provisions*

109. Despite any legislative provision to the contrary, the form of the documents required to be filed with or transferred to the registrar and the manner in which they are to be sent are determined by the Minister, according to the medium or technology used.

110. If a document is attached to or required by law to be filed with another, and they are sent separately, the registrar is deemed to have received the documents when the last is received.

111. The form of the documents required by law to be drawn up by the registrar and the manner in which they are to be sent are determined by the Minister.

§2. — *Filing of technology-based documents*

112. Signature requirements for technology-based documents, within the meaning of the Act to establish a legal framework for information technology (R.S.Q., chapter C-1.1), filed with the registrar, including what may stand in lieu of a signature, are determined by the Minister.

113. A person who sends to the registrar, by means of a technology-based medium, a document on behalf of a person required by law to sign and file the document, and who verifies the identity and consent of that person before sending the document, is presumed to be authorized to draw up, sign and send that document in that person's name.

If a representative of the person required to sign and file a document entrusts the sending of the document to a third person in the circumstances described in the first paragraph, it is the responsibility of the representative to verify the person's identity and consent in accordance with that paragraph.

114. The Minister may require that an intermediary who regularly sends documents to the registrar send a document required by law to be filed using a specific medium or a specific method of transmission, according to the terms determined by the Minister.

"Intermediary" means a person or group of persons engaged in the business of acting on behalf of others to draw up or send documents relating to legal persons or documents to be deposited in the register.

115. The time as of which a technology-based document is considered received by the registrar is determined by the Minister, according to the medium and the method of transmission used.

DIVISION II

AGREEMENTS

116. The Minister may enter into an agreement with a government department or body in order to facilitate the performance of the registrar's functions.

The Minister may, in accordance with the applicable legislative provisions, enter into an agreement with a government other than that of Québec, with a department of such a government, with an international organization or with a body of such a government or organization.

117. For the purpose of registering a registrant, the Minister may enter into an agreement with a government department or body to allow the communication of information declared under another Act or the transfer of a document filed under another Act by a person, partnership or group of persons.

The Minister may also enter into such an agreement for the purpose of updating the information a registrant must declare under this Act.

Only the information required under this Act may be communicated to the registrar by the department or body.

The department or body must inform the person, partnership or group of persons concerned before the information is communicated or the document is transferred to the registrar.

118. The Minister may, in accordance with the applicable legislative provisions, enter into an agreement for the purposes set out in section 117 with a government other than that of Québec, with a department of such a government, with an international organization or with a body of such a government or organization.

119. On the recommendation of the registrar, the Minister may enter into an agreement with a government department or body to allow it to register a natural person, partnership, legal person or group of persons. Such an agreement may also concern the exercise of the powers and duties conferred by sections 105 to 107.

A government department or body exercises all or some of the powers of the registrar subject to the conditions and within the limits stipulated in the agreement.

120. The Minister may enter into an agreement with a government department, body or enterprise to allow the registrar to communicate to the department, body or enterprise information declared by a registrant under this Act if it must also be declared to that department, body or enterprise under another Act.

The Minister may, in accordance with the applicable legislative provisions, enter into an agreement for the same purpose with a government other than that of Québec, with a department of such a government, with an international organization or with a body of such a government or organization.

The registrar informs the registrant concerned before the information concerning the registrant is communicated to the government department, body or enterprise.

121. The Minister may enter into an agreement with a government department, body or enterprise to allow the registrar to communicate to the department, body or enterprise all or part of the information contained in the register and any subsequent updates.

Such an agreement may be entered into only if communication of the information is necessary for the exercise of the powers and duties of the department, body or enterprise.

A government department, body or enterprise to which information contained in the register is communicated may not use it to

(1) make a compilation of information for a third person; or

(2) make for its own purposes a compilation of information containing or based on the name and address of a natural person, unless the compilation is made for the purposes set out in any of subparagraphs 1 to 3, 5 and 8 of the second paragraph of section 59 of the Act respecting Access to documents held by public bodies and the Protection of personal information.

122. The Minister may, in accordance with the applicable legislative provisions, enter into an agreement for the purpose set out in the first paragraph of section 121 with a government other than that of Québec, with a department of such a government, with an international organization or with a body of such a government or organization.

Such an agreement must include the restrictions mentioned in subparagraphs 1 and 2 of the third paragraph of that section.

123. For the purposes of this division, any government department, body or enterprise is competent to enter into agreements with the Minister under this division and to communicate information and send documents to the registrar.

CHAPTER VIII

INSPECTION AND INVESTIGATION

124. The registrar or a public servant referred to in section 4 authorized for that purpose by the registrar may conduct an inspection to verify compliance with this Act or with a provision of an Act listed in Schedule III that confers responsibilities on the registrar.

At the time of the inspection, the registrar or the inspector must show identification and, on request, a certificate of capacity.

125. For the purpose of verifying compliance with this Act or a provision of an Act listed in Schedule III that confers responsibilities on the registrar, the registrar or an authorized inspector may

(1) at any reasonable hour, enter and inspect premises where activities governed by this Act are carried on;

(2) require any information relating to the carrying out of this Act or any such provision; and

(3) at any reasonable hour, demand access to anything that contains documents so that they may be inspected and copied, if there are reasonable grounds to believe that the documents contain information relating to the administration of this Act or any such provision.

126. No person may hinder the registrar or an inspector in the performance of inspection duties, deceive, attempt to deceive or fail or refuse to obey the registrar or the inspector, or conceal or destroy a document relevant to an inspection.

Any person being inspected must lend assistance to the registrar or the inspector. Similarly, any person who has custody, possession or control of a document referred to in paragraph 3 of section 125 must, on request, make it available to the registrar or inspector and facilitate its examination.

127. The registrar or an inspector may not be prosecuted for official acts performed in good faith in the exercise of inspection functions.

128. The registrar or any person authorized for that purpose by the Minister may conduct an investigation to repress an offence against this Act or a provision of an Act listed in Schedule III that confers responsibilities on the registrar.

At the time of the investigation, the registrar or the investigator must show identification and, on request, a certificate of capacity.

129. To conduct an investigation, the registrar or an investigator is vested with the powers and immunity of a commissioner appointed under the Act respecting public inquiry commissions (R.S.Q., chapter C-37), except the power to impose imprisonment.

130. The registrar must, on request, allow the owner of any document, record, book, paper or other thing seized during an inspection or investigation, or the person having possession of it at the time of seizure, to examine it.

131. The registrar and any person authorized to conduct an inspection or an investigation may not communicate or allow anyone to communicate to another person, other than a person generally or specially authorized by the Minister personnally, any information obtained during an inspection or an investigation, or allow an inspection or investigation report to be examined.

The first paragraph applies despite sections 9, 23, 24 and 59 of the Act respecting Access to documents held by public bodies and the Protection of personal information.

CHAPTER IX

REMEDIES

DIVISION I

ADMINISTRATIVE REMEDIES

132. On payment of the fee set out in this Act, an interested person may request that the registrar cancel an entry or the deposit in the register of a declaration, or a document transferred under an agreement entered into under section 117 or 118, if the declaration or document that was the basis for the entry or was deposited was filed without right.

The same applies to the recording or deposit of a notice of closure or a notice of liquidation described in the first paragraph of section 62, a notice required under article 306, 358 or 359 of the Civil Code or a notice of liquidation filed under the Business Corporations Act.

133. On payment of the fee set out in this Act, an interested person other than a registrant may request that the registrar correct or delete inaccurate information from the register.

134. On payment of the fee set out in this Act, an interested person may request that the registrar order a registrant to replace or change the name the registrant uses in carrying on an activity, provided it is not the name under which the registrant was constituted, or to cease using a name, if it is contrary to this Act.

The first paragraph does not apply to a natural person who is registered voluntarily under his or her name.

135. The registrar records in the register that a request under any of sections 132 to 134 has been submitted to the registrar.

136. Before making a decision, the registrar must, in accordance with section 5 of the Act respecting administrative justice (R.S.Q., chapter J-3), notify the persons concerned and allow them to submit observations.

137. A decision of the registrar must give reasons. It must be deposited in the register and a copy must be sent without delay to the persons concerned.

The decision is effective on the expiry of a period of 30 days after its notification, unless it is contested before the Administrative Tribunal of Québec.

138. At the expiry of the time for contesting a decision made under section 137, the registrar files the decision at the office of the Superior Court in the judicial district of the registrant's domicile or principal establishment in Québec, or the judicial district of the address of the registrant's attorney.

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

DIVISION II

PROCEEDINGS BEFORE THE ADMINISTRATIVE TRIBUNAL OF QUÉBEC

139. Any interested person may contest before the Administrative Tribunal of Québec

(1) a decision made by the registrar under Division I or section 96 or 97; or

(2) a refusal by the registrar to register a registrant or to deposit a declaration or a document in the register, on the ground that the name declared is contrary to any of subparagraphs 1 to 6 of the first paragraph of section 17 or the second paragraph of that section.

In addition, a registrant may contest a decision made by the registrar under any of sections 20, 36, 63, 64, 70, 72 and 86 to 88 before that Tribunal.

140. The registrar deposits a notice of the contestation in the register.

141. Despite the second paragraph of section 15 of the Act respecting administrative justice, the Tribunal may only confirm or quash the contested decision.

A copy of the decision of the Tribunal must be sent to each party and to the registrar.

The registrar records in the register that a decision has been rendered by the Tribunal, and makes any necessary changes in the register.

DIVISION III

PROCEDURE AND EVIDENCE APPLICABLE TO ADMINISTRATIVE, CIVIL AND PENAL PROCEEDINGS

142. A penal proceeding or civil action under an Act that confers responsibilities on the registrar, and any appeal under such an Act in accordance with the Code of Penal Procedure (R.S.Q., chapter C-25.1), must be instituted in the name of the enterprise registrar if the subject matter of the proceeding, action or appeal concerns the exercise of the functions or responsibilities of the registrar.

However, any proceeding under section 85 is brought in the name of the Deputy Minister of Revenue.

143. In the case of a penal proceeding described in section 142, the registrar is not required to sign or attest the statement of offence or to prove appointment or continuance in office as registrar.

The statement of offence is signed and issued by a person authorized by the registrar, and proof of the person's capacity, signature or authorization is not required unless the defendant contests it and the judge considers it necessary to provide such proof.

144. For the purposes of the Code of Penal Procedure, a person referred to in section 124, 128 or 143 is a person responsible for the enforcement of an Act listed in Schedule III.

145. The registrar is sufficiently designated by the title "enterprise registrar", without mention of a name, and any proceeding in which the registrar is designated by name may be continued by the registrar's successor without continuance of suit or a change in designation.

The registrar is represented for all purposes by the advocate appearing in the registrar's name, and the advocate is not required to prove capacity to act in the registrar's name.

146. Any remedy against the Government arising from the carrying out of a provision of an Act that confers responsibilities on the registrar must be directed against the registrar if the subject matter of the remedy concerns the exercise of the functions or responsibilities of the registrar.

However, a remedy under section 85 is exercised against the Deputy Minister of Revenue.

147. Any proceeding to which the registrar is a party must be served on or delivered to the registrar at the Montréal or Québec office of the legal department of the Ministère du Revenu by leaving a copy of the proceeding with a person in charge of the office.

The return of service must mention the name of the person with whom the copy of the proceeding was left.

CHAPTER X

REGULATORY PROVISIONS

148. The Minister may make regulations determining

(1) the elements that the statement of information must contain;

(2) classification systems for the activity code to be declared under any of subparagraphs 7, 8 and 9 of the second paragraph of section 33;

(3) any other information required under subparagraph 12 of the second paragraph of section 33;

(4) the period for filing the registrant's annual updating declaration under section 45; and

(5) any other measure necessary for the administration of this Act.

149. The Minister may, in special circumstances,

(1) in respect of a province of Canada and provided there is reciprocity with that province, make a regulation exempting certain registrants from designating an attorney in accordance with section 26;

(2) make a regulation exempting a category of registrants from declaring certain information required under sections 33 to 35.

150. The Government may make regulations determining

(1) standards for the composition of names for the purposes of subparagraph 4 of the first paragraph of section 17;

(2) the public authorities referred to in subparagraph 6 of the first paragraph of section 17;

(3) cases in which a name of a registrant falsely suggests that the registrant is related to another person, partnership or group of persons for the purposes of subparagraph 7 of the first paragraph of section 17; and

(4) criteria for the purposes of subparagraphs 7 and 8 of the first paragraph of section 17.

151. The Government may make regulations prescribing the charges for

(1) consulting the register, in the cases determined in those regulations;

(2) using telecommunications to file documents to be deposited in the register;

(3) shipping and handling documents deposited in the register, depending on the medium requested by the applicant;

(4) issuing and certifying copies or extracts of a document deposited in the register; and

(5) any other service provided by the registrar at the request of a registrant or any other person.

CHAPTER XI

PENAL PROVISIONS

152. A registrant or a person acting for a registrant as administrator of the property of others is guilty of an offence on failing to file, within the applicable time, any of the following duly completed declarations:

(1) a registration declaration in accordance with section 32;

(2) an initial declaration in accordance with section 38;

(3) an updating declaration in accordance with section 40;

(4) an updating declaration in accordance with section 41, unless exempted under section 44;

(5) an updating declaration in accordance with the first paragraph of section 42, unless exempted under the second paragraph of that section;

(6) an updating declaration in accordance with section 43; and

(7) an updating declaration in accordance with section 45, unless the registrant or administrator is deemed to have met that obligation under section 48, 51 or 52 or is exempted under section 49 or 50.

153. A registrant or a person acting for a registrant as administrator of the property of others who fails to comply within the applicable time with a request of the registrar under section 73 is guilty of an offence.

154. A registrant or a person acting for a registrant as administrator of the property of others who knowingly files a false, incomplete or misleading declaration under section 32, 38, 40 or 41, the first paragraph of section 42 or section 43, 45 or 46 is guilty of an offence.

155. A person referred to in section 55 who

(1) fails to present a duly completed cancellation declaration in accordance with that section, or

(2) knowingly files a false, incomplete or misleading cancellation declaration under that section,

is guilty of an offence.

156. A liquidator of the succession of a registrant who

(1) fails to file, within the applicable time, a duly completed cancellation declaration in accordance with section 56, unless the liquidator is exempted under that section, or

(2) knowingly files a false, incomplete or misleading cancellation declaration under that section,

is guilty of an offence.

157. A trustee in bankruptcy who

(1) fails to file a duly completed cancellation declaration in accordance with section 57, or

(2) knowingly files a false, incomplete or misleading cancellation declaration under that section,

is guilty of an offence.

158. A registrant or a person acting for a registrant as administrator of the property of others who declares or uses a name prohibited under any of subparagraphs 1 to 6 of the first paragraph of section 17 or under the second paragraph of that section is guilty of an offence.

159. A person guilty of an offence under any of sections 152 to 158 is liable to a fine of not less than $400 and not more than $4,000 in the case of a natural person, and not less than $600 and not more than $6,000 in the case of a legal person.

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

160. On convicting a person of an offence under any of sections 152 to 157, the court may make any appropriate order to remedy the failure constituting the offence.

161. Any director, officer or attorney of a registrant who ordered, authorized or advised the commission of an offence under section 152, 153, 154 or 158, or consented to or otherwise took part in the offence, is guilty of an offence and liable to a fine of not less than $400 and not more than $4,000.

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

162. A person who contravenes section 126 or 131 is guilty of an offence and liable to a fine of not less than $2,000 and not more than $20,000.

163. For the purposes of proceedings instituted under the Code of Penal Procedure to sanction an offence under this chapter, any information concerning a legal person required to be registered that is certified by the registrar as originating from the authority that constituted the legal person is presumed to be accurate, in the absence of any evidence to the contrary.

CHAPTER XII

AMENDING PROVISIONS

CIVIL CODE OF QUÉBEC

164. Article 306 of the Civil Code of Québec is amended by replacing "file a notice to that effect with the enterprise registrar or" by "give notice to the enterprise registrar by filing a declaration to that effect in accordance with the Act respecting the legal publicity of enterprises (2010, chapter 7) and".

165. Article 358 of the Code is amended by replacing "file a notice of the dissolution with the enterprise registrar or, if the legal person is a syndicate of co-owners, apply for the registration of such a notice in the land register, and" in the first paragraph by "give notice of the dissolution to the enterprise registrar by filing a declaration to that effect in accordance with the Act respecting the legal publicity of enterprises (2010, chapter 7) and, if the legal person is a syndicate of co-owners, apply for the registration of the notice in the land register. They shall also".

166. Article 359 of the Code is amended by replacing "filed in the same place as the notice of dissolution. The appointment and revocation may be set up against third persons from the filing of the notice" by "filed in the same place and in the same manner as the notice of dissolution. The appointment and revocation may be set up against third persons from the filing of the notice in the register of sole proprietorships, partnerships and legal persons kept under Chapter II of the Act respecting the legal publicity of enterprises (2010, chapter 7)".

167. Article 364 of the Code is amended by replacing "the filing of a notice of closure in the same place as the notice of dissolution. The filing of the notice, where such is the case," by "the filing of a notice of closure in the same place and in the same manner as the notice of dissolution. The filing of the notice in the register".

168. Article 2189 of the Code is amended by replacing " is bound to make declarations in the manner prescribed by the legislation concerning the legal publication of partnerships; failing that," in the second paragraph by "shall file a registration declaration in accordance with the Act respecting the legal publicity of enterprises (2010, chapter 7); otherwise,".

169. Article 2190 of the Code is repealed.

170. Articles 2191 to 2193 of the Code are replaced by the following articles:

"**2191.** If the partnership discovers or is informed that its registration declaration is incomplete, inaccurate or irregular, the declaration may be corrected by filing an updating declaration in accordance with the Act respecting the legal publicity of enterprises (2010, chapter 7).

"**2192.** A correction that would infringe upon the rights of the partners or of third persons has no effect in their regard unless they consented to it or unless the court, after hearing the persons concerned and, if necessary, amending the proposed updating declaration, ordered that it be filed.

"**2193.** The correction is deemed to be part of the registration declaration and to have taken effect simultaneously with it unless a later date is provided in the updating declaration or in the judgment."

171. Article 2194 of the Code is amended by replacing "declaration of partnership shall be set forth in an amending declaration" by "registration declaration of the partnership shall be set forth in an updating declaration in accordance with the Act respecting the legal publicity of enterprises (2010, chapter 7)".

172. Article 2195 of the Code is amended by replacing the first paragraph by the following paragraph:

"**2195.** Declarations relating to a partnership may be set up against third persons from the time the information they contain is recorded in the register of sole proprietorships, partnerships and legal persons. They constitute proof of their content in favour of third persons in good faith."

173. Article 2196 of the Code is amended by replacing "declaration of partnership" by "registration declaration of the partnership" and "amending declaration has been made" by "updating declaration has been filed".

174. Article 2235 of the Code is amended by replacing "filed in accordance with the legislation concerning the legal publication of partnerships" by "filed in accordance with the Act respecting the legal publicity of enterprises (2010, chapter 7)".

ACT RESPECTING INDUSTRIAL ACCIDENTS AND OCCUPATIONAL DISEASES

175. Section 6.1 of the Act respecting industrial accidents and occupational diseases (R.S.Q., chapter A-3.001) is amended by replacing "section 33 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" by "section 40 of the Act respecting the legal publicity of enterprises (2010, chapter 7)".

ACT RESPECTING INSURANCE

176. Section 22 of the Act respecting insurance (R.S.Q., chapter A-32) is amended by inserting "and the fees prescribed by regulation of the Government" after "paragraph" in the third paragraph.

177. Section 23 of the Act, amended by section 500 of chapter 52 of the statutes of 2009, is again amended

(1) by replacing "prescribed fees" in the second paragraph by "fees set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)";

(2) by replacing "its registration is cancelled by the enterprise registrar on his or her own initiative" in the third paragraph by "its articles of constitution are cancelled by the enterprise registrar".

178. Section 38 of the Act is amended

(1) by inserting "and filed with the fees prescribed by regulation of the Government" after "company" in the portion before paragraph 1;

(2) by replacing "prescribed by regulation of the Government" in paragraph 2 by "set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)".

179. Section 50.11 of the Act is amended by replacing "shall apply without prejudice to the provisions of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" by "shall apply despite the provisions of the Act respecting the legal publicity of enterprises (2010, chapter 7)".

180. Section 189 of the Act is amended by adding the following paragraph after the second paragraph:

"The fees prescribed by government regulation and, in the case of companies, the fees set out in the Act respecting the legal publicity of enterprises (2010, chapter 7) must be filed with the application."

181. Section 191 of the Act is amended by replacing "to the enterprise registrar, who shall deposit it in the register. The enterprise registrar shall then draw up the certificate of amalgamation and deposit it in the register with a copy of the articles of amalgamation" in the second paragraph by "and the fees set out in the Act respecting the legal publicity of enterprises (2010, chapter 7) that must be filed under section 189 to the enterprise registrar. The enterprise registrar shall then draw up the certificate of amalgamation and deposit it in the register with a copy of the articles of amalgamation and the amalgamation agreement".

182. Section 198 of the Act is amended by inserting ", the fees prescribed by government regulation and, in the case of companies, the fees set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)" after "conversion by-law" in the second paragraph.

183. Section 200.0.2 of the Act, amended by section 514 of chapter 52 of the statutes of 2009, is again amended by replacing "prescribed by government regulation" by "set out in the Act respecting the legal publicity of enterprises (2010, chapter 7) that must be filed under the second paragraph of section 198".

184. Section 200.0.9 of the Act, enacted by section 79 of chapter 70 of the statutes of 2002 and amended by section 516 of chapter 52 of the statutes of 2009, is again amended, in the second paragraph,

(1) by replacing "and the other" by ", the other";

(2) by inserting ", the fees prescribed by government regulation and the fees set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)" after "Act".

185. Section 200.0.11 of the Act, enacted by section 79 of chapter 70 of the statutes of 2002 and amended by section 90 of chapter 37 of the statutes of 2004 and section 517 of chapter 52 of the statutes of 2009, is again amended by replacing "prescribed by government regulation" by "set out in the Act respecting the legal publicity of enterprises (2010, chapter 7) that must be filed under the second paragraph of section 200.0.9".

186. Section 200.0.16 of the Act, amended by section 524 of chapter 52 of the statutes of 2009, is again amended by replacing the second paragraph by the following paragraph:

"The articles of continuance must specify the classes of insurance the company is authorized to transact and be filed with the fees prescribed by government regulation and the fees set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)."

187. Section 200.5 of the Act is amended by adding the following sentence at the end of the first paragraph: "It shall file with the request the fees prescribed by government regulation and the fees set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)."

188. Section 200.6 of the Act, amended by section 521 of chapter 52 of the statutes of 2009, is again amended by replacing "prescribed by government regulation" in the first paragraph by "set out in the Act respecting the legal publicity of enterprises (2010, chapter 7) that must be filed under the first paragraph of section 200.5".

189. Section 420 of the Act, amended by section 523 of chapter 52 of the statutes of 2009, is again amended by replacing paragraph *k* by the following paragraph:

"(*k*) establish a tariff of fees payable to the Authority for the filing and examination of an insurer's application for constitution, amending statutes, amalgamation, conversion or continuance, the filing, examination and issue of various documents or the reinstatement of licences, and for inspections;".

190. The Act is amended by inserting the following after section 422.0.1:

"**CHAPTER XV**

"SPECIAL FEES PAYABLE TO REGISTRAR

"**422.0.2.** Any notice or other document sent to the enterprise registrar to be deposited in the register under the first paragraph of section 21, the second or fourth paragraph of section 41, the first paragraph of section 77, subparagraph 3 of the second paragraph of section 93.20, the first paragraph of section 93.27 or 93.27.2, any of sections 93.117, 93.120 and 93.214, the second paragraph of section 93.217 or the fourth paragraph of section 191 must be filed with the fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7) for the deposit of any other document.

The same applies to a document referred to in the first paragraph of section 93.202 or any of sections 93.212, 188, 197 and 199 that is sent to the Authority to be forwarded to the enterprise registrar. In such a case, the Authority shall pay the fee over to the enterprise registrar."

191. The Act is amended

(1) by striking out ", together with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" in the first paragraph of section 21;

(2) by striking out ", accompanied with the fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)," in sections 188 and 197;

(3) by replacing "Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45) for the annual updating of information relating to a registered legal person" in the second paragraph of sections 93.187, 93.264 and 306 by "Act respecting the legal publicity of enterprises (2010, chapter 7) for the annual updating of information".

ACT RESPECTING THE AUTORITÉ DES MARCHÉS FINANCIERS

192. Section 19.12 of the Act respecting the Autorité des marchés financiers (R.S.Q., chapter A-33.2) is amended by replacing the third paragraph by the following paragraph:

"The notice provided for in the first paragraph must be sent to the enterprise registrar, who shall deposit it in the register of sole proprietorships, partnerships and legal persons kept under Chapter II of the Act respecting the legal publicity of enterprises (2010, chapter 7). The decision of the Court to wind up a federation takes effect 60 days after the deposit of the notice in the register."

FISH AND GAME CLUBS ACT

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

(1) by replacing "fees exigible" in the first paragraph by "fee set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)";

(2) by striking out the sixth paragraph.

AMUSEMENT CLUBS ACT

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

(1) by striking out "in duplicate" in paragraph 2;

(2) by replacing "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 (chapter P-45) and give the second copy" in paragraph 3 by "the memorandum and the certificate in the register of sole proprietorships, partnerships and legal persons kept under Chapter II of the Act respecting the legal publicity of enterprises (2010, chapter 7) and give a copy".

CODE OF CIVIL PROCEDURE

195. Article 130 of the Code of Civil Procedure (R.S.Q., chapter C-25) is amended by replacing "instituted under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45), or

upon the attorney designated under section 4 of" in the second paragraph by "established under the Act respecting the legal publicity of enterprises (2010, chapter 7), or upon the attorney designated under".

COMPANIES ACT

196. The heading of Division X of Part I of the Companies Act (R.S.Q., chapter C-38) is replaced by the following:

"FEES AND REGULATIONS

"**22.1.** The fees and charges payable on application for letters patent and supplementary letters patent, and for every act performed by the enterprise registrar, the Lieutenant-Governor or any other person under this Part, are set out in the Act respecting the legal publicity of enterprises (2010, chapter 7).

No letters patent or supplementary letters patent issued under this Part shall be delivered until after all fees payable are duly paid."

197. Section 23 of the Act is amended

(1) by striking out subsections 1 to 3;

(2) by striking out ", except those respecting the fees to be paid," in subsection 5.

198. Section 25 of the Act is repealed.

199. Section 123.30 of the Act is amended by replacing "section 82 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" by "section 98 of the Act respecting the legal publicity of enterprises (2010, chapter 7)".

200. Section 123.160 of the Act is amended by replacing "prescribed fees or documents" in paragraph 3 by "fee set out in the Act respecting the legal publicity of enterprises (2010, chapter 7) or the prescribed documents".

201. Section 123.169 of the Act is amended by striking out paragraphs 1, 1.1 and 1.2.

202. Section 123.170 of the Act is amended

(1) by replacing "sections 23 to 25" in the first paragraph by "section 23";

(2) by striking out ", other than those establishing or amending fees to be paid," in the second paragraph.

203. The Act is amended by inserting the following section after section 123.171:

"**123.171.1.** The fees payable for measures the enterprise registrar may or must take under this Part are set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)."

204. The heading of Division III of Part II of the Act is replaced by the following heading:

"FEES AND REGULATIONS".

205. Section 128 of the Act is amended by replacing "duties and fees" by "fees and charges".

206. The heading of Division V of Part III of the Act is replaced by the following heading:

"FEES AND REGULATIONS".

207. The Act is amended

(1) by replacing "fees prescribed by regulation" wherever it appears in sections 9.2, 18.1, 28.2, 123.27.1 and 221.1 by "fee set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)";

(2) by replacing "fees prescribed by regulation of the Government" in the portion before paragraph 1 of section 123.15, sections 123.105, 123.109, 123.119 and 123.136 and in the second paragraph of section 123.142 by "fee set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)";

(3) by replacing "23 to 25" in sections 127 and 233 by "22.1 and 23".

CEMETERY COMPANIES ACT

208. The heading of Division IV of the Cemetery Companies Act (R.S.Q., chapter C-40) is replaced by the following heading:

"FEE".

209. Section 12 of the Act is replaced by the following section:

"**12.** The fee payable for the issue of letters patent under this Act is set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)."

ACT RESPECTING THE CONSTITUTION OF CERTAIN CHURCHES

210. Section 4 of the Act respecting the constitution of certain Churches (R.S.Q., chapter C-63) is amended by replacing "fees prescribed by regulation of the Government under the Act respecting the legal publicity of sole

proprietorships, partnerships and legal persons (chapter P-45)" by "fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7) for the deposit of any other document".

COOPERATIVES ACT

211. The Cooperatives Act (R.S.Q., chapter C-67.2) is amended by replacing "section 13 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" in section 15 and paragraph 4 of section 272 by "section 17 of the Act respecting the legal publicity of enterprises (2010, chapter 7)".

TAXATION ACT

212. The Taxation Act (R.S.Q., chapter I-3) is amended by replacing "business number assigned under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" in subparagraph *c* of the first paragraph of section 85.3.2 and in the definition of "business number" in section 905.0.3 by "Québec business number assigned under the Act respecting the legal publicity of enterprises (2010, chapter 7)".

ACT RESPECTING ADMINISTRATIVE JUSTICE

213. Section 119 of the Act respecting administrative justice (R.S.Q., chapter J-3) is amended by inserting the following paragraphs after paragraph 5:

"(5.0.1) a proceeding under the first paragraph of section 139 of the Act respecting the legal publicity of enterprises (2010, chapter 7) which pertains to a cancellation of an entry or of a deposit in the enterprise register of any of the documents mentioned in section 132 of that Act, a correction or cancellation of inaccurate information appearing in the register, a replacement or change of a name or a refusal to register or to deposit in the register a declaration or a document on the ground that the name declared is contrary to any of subparagraphs 1 to 6 of the first paragraph and the second paragraph of section 17 of that Act;

"(5.0.2) a proceeding under the second paragraph of section 139 of the Act respecting the legal publicity of enterprises which pertains to a replacement, change to or deletion of a name, a cancellation of a registration, a refusal to register, a revocation of the cancellation of a registration, a refusal to deposit in the enterprise register a declaration or a document transferred under an agreement entered into under section 117 or 118 of that Act or a refusal to record a name in the register;".

214. Schedule IV to the Act, amended by section 594 of chapter 52 of the statutes of 2009, is again amended by inserting the following paragraph after paragraph 17:

"(17.1) section 139 of the Act respecting the legal publicity of enterprises (2010, chapter 7);".

ACT RESPECTING THE MINISTÈRE DU REVENU

215. Section 2 of the Act respecting the Ministère du Revenu (R.S.Q., chapter M-31) is amended by replacing "Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45), the Act respecting the enterprise registrar (chapter R-17.1), the other Acts mentioned in Schedule I to the Act respecting the enterprise registrar" in the second paragraph by "Act respecting the legal publicity of enterprises (2010, chapter 7), the other Acts listed in Schedule III to that Act".

216. Section 5 of the Act is amended by striking out ", including the enterprise registrar," in the first paragraph.

217. Section 12.0.2 of the Act is amended by replacing "section 57.5 or 57.6 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" in the first paragraph by "section 85 of the Act respecting the legal publicity of enterprises (2010, chapter 7)".

218. Section 58.1.1 of the Act is amended by replacing "business number assigned under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" in paragraph *f* by "Québec business number assigned under the Act respecting the legal publicity of enterprises (2010, chapter 7)".

219. Section 69.0.0.7 of the Act is amended by replacing "Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45) and the Act respecting the enterprise registrar (chapter R-17.1)" in subparagraph v of subparagraph *b* of the first paragraph by "Act respecting the legal publicity of enterprises (2010, chapter 7)" and by replacing "those Acts" at the end of that subparagraph by "that Act".

220. Section 69.1 of the Act is amended by replacing "business number assigned to him pursuant to the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" in subparagraph *h* of the second paragraph by "Québec business number assigned to him pursuant to the Act respecting the legal publicity of enterprises (2010, chapter 7)".

221. The Act is amended by inserting the following after section 97.11:

"**DIVISION II.2**

"FUND ESTABLISHED BY GOVERNMENT ORDER

"**97.12.** Despite section 5, the second paragraph of section 46 and section 48 of the Financial Administration Act (chapter A-6.001), the Minister of Revenue and the Minister of Finance may enter into an agreement for the purpose of paying directly into a fund established by government order,

within the Ministère du Revenu, a part of the fees and charges the enterprise registrar receives under the Act respecting the legal publicity of enterprises (2010, chapter 7) or any other Act under which fees or charges are payable to the registrar.

In addition to the sums specified in the government order under which it is established, the fund is to be made up of that part of the fees and charges determined in the agreement, exclusive of the interest earned. The fund is dedicated in particular to financing the activities of the enterprise registrar."

222. The Act is amended by replacing "section 57.5 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" in the second paragraph of section 93.1.1 and in paragraph *o* of section 93.2 by "section 83 of the Act respecting the legal publicity of enterprises (2010, chapter 7)".

ACT RESPECTING THE SPECIAL POWERS OF LEGAL PERSONS

223. Section 7 of the Act respecting the special powers of legal persons (R.S.Q., chapter P-16) is replaced by the following section:

"**7.** The fee payable for the approval of a by-law to change the name or transfer the head office of a company or legal person is set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)."

224. Section 21 of the Act is replaced by the following section:

"**21.** The fee payable for the confirmation of a by-law increasing or reducing the share capital of a company is set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)."

225. Section 25 of the Act is replaced by the following section:

"**25.** The fee payable for the approval of a by-law changing the maximum value of the immovable property a legal person may hold is set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)."

ACT RESPECTING OWNERS, OPERATORS AND DRIVERS OF HEAVY VEHICLES

226. Section 7 of the Act respecting owners, operators and drivers of heavy vehicles (R.S.Q., chapter P-30.3) is amended by replacing "registered in the register established under section 58 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" in subparagraph 4 of the first paragraph by "registered under the Act respecting the legal publicity of enterprises (2010, chapter 7)".

227. Section 16.1 of the Act is amended by replacing "registered in the register established under section 58 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)" in paragraph 2 by "registered under the Act respecting the legal publicity of enterprises (2010, chapter 7)".

ACT RESPECTING THE LEGAL PUBLICITY OF SOLE PROPRIETORSHIPS, PARTNERSHIPS AND LEGAL PERSONS

228. Section 17 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45), as it read before being replaced by section 604 of chapter 52 of the statutes of 2009, is amended by replacing "fees prescribed by regulation" in paragraph 3 by "fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7)".

229. Section 23.1 of the Act, amended by section 610 of chapter 52 of the statutes of 2009, is again amended by replacing "the fee prescribed by regulation" in the second paragraph by "the corresponding fee set out in Schedule IV to the Act respecting the legal publicity of enterprises (2010, chapter 7) that is applicable to its juridical form on the day following the expiry of that time".

230. Section 24 of the Act, amended by section 611 of chapter 52 of the statutes of 2009, is again amended by replacing "the fees prescribed by regulation, where payable" in subparagraph 5 of the first paragraph by "the fee prescribed by section 23.1, if that fee is payable".

231. Section 30 of the Act, amended by section 52 of chapter 38 of the statutes of 2006 and section 614 of chapter 52 of the statutes of 2009, is again amended

(1) by replacing "the fee prescribed by regulation" in the second paragraph by "a penalty equal to 50% of the annual registration fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7) that is applicable to its juridical form on the day following the expiry of that period";

(2) by adding the following paragraph after the second paragraph:

"However, the second paragraph does not apply to a registrant who declared in a declaration of income that the information concerning the registrant is up to date under section 26.1."

232. Section 31 of the Act, amended by section 616 of chapter 52 of the statutes of 2009, is again amended by replacing "the fees prescribed by regulation, if those fees are payable" in subparagraph 5 of the first paragraph by "the penalty prescribed by section 30, if that penalty is payable".

233. Section 57.3 of the Act is amended by replacing "equal to 50% of that fee" in the second paragraph by "equal to 5% of the unpaid amount and an additional penalty equal to 1% of that fee for each complete month for which payment is overdue, up to a maximum of 12 months".

234. Section 73.3 of the Act is amended by striking out the last paragraph.

235. Section 77 of the Act is amended by replacing "fees the Minister determines with government approval" in the first paragraph by "fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7)".

236. Section 83 of the Act, amended by section 640 of chapter 52 of the statutes of 2009, is again amended by replacing "fees prescribed by regulation" in the first paragraph by "fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7)".

237. Section 84 of the Act, amended by section 641 of chapter 52 of the statutes of 2009, is again amended by replacing "fees prescribed by regulation" by "fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7)".

238. Section 98 of the Act, amended by section 79 of chapter 38 of the statutes of 2006 and section 644 of chapter 52 of the statutes of 2009, is again amended

(1) by replacing "fees" in the portion before subparagraph 1 of the first paragraph by "charges";

(2) by striking out subparagraphs 1, 2 and 3 of the first paragraph;

(3) by replacing subparagraphs 4 and 5 of the first paragraph by the following subparagraphs:

"(4) the consultation of the register in the cases determined in the regulations;

"(5) the use of telecommunications to file documents to be deposited in the register;

"(5.1) the handling and sending of documents deposited in the register according to the medium required by the applicant;";

(4) by striking out the second paragraph.

239. Section 526 of the Act is repealed.

240. The Act is amended

(1) by replacing “fees prescribed by regulation” in the second paragraph of section 54, section 80, the first paragraph of section 81 and sections 85 and 534 and “fee prescribed by regulation” in the first paragraph of section 57.2 and section 57.4 by “fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7)”, and by replacing “fees applicable to the return shall be prescribed by regulation” in section 532 by “fee applicable to the return is set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7)”;

(2) by replacing “fees” in section 76, the first paragraph of section 79 and the second paragraph of section 517 by “charge”.

ACT RESPECTING LABOUR RELATIONS, VOCATIONAL TRAINING AND WORKFORCE MANAGEMENT IN THE CONSTRUCTION INDUSTRY

241. Section 122 of the Act respecting labour relations, vocational training and workforce management in the construction industry (R.S.Q., chapter R-20) is amended by replacing “the second paragraph of section 50 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45)” in the first paragraph of subsection 7 by “the fourth paragraph of section 59 of the Act respecting the legal publicity of enterprises (2010, chapter 7)”.

ACT RESPECTING MIXED ENTERPRISE COMPANIES IN THE MUNICIPAL SECTOR

242. Section 39 of the Act respecting mixed enterprise companies in the municipal sector (R.S.Q., chapter S-25.01) is repealed.

ACT RESPECTING TRUST COMPANIES AND SAVINGS COMPANIES

243. Section 12 of the Act respecting trust companies and savings companies (R.S.Q., chapter S-29.01), amended by section 668 of chapter 52 of the statutes of 2009, is again amended by replacing “prescribed under the Business Corporations Act (2009, chapter 52)” in the second paragraph by “set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)”.

244. Section 16 of the Act, amended by section 669 of chapter 52 of the statutes of 2009, is again amended by replacing “prescribed fees” in the second paragraph by “fee referred to in the second paragraph of section 12”.

245. Section 18 of the Act, replaced by section 672 of chapter 52 of the statutes of 2009, is amended

(1) by replacing “fees prescribed under the Business Corporations Act (2009, chapter 52)” in the second paragraph by “fee set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)”;

(2) by inserting ", the documents required to be filed with them and the fee" after "cancellation of the articles" in the third paragraph.

246. Section 19 of the Act, replaced by section 673 of chapter 52 of the statutes of 2009, is amended by replacing "fees prescribed by regulation" by "applicable fee".

247. Section 22 of the Act, amended by section 677 of chapter 52 of the statutes of 2009, is again amended by replacing "The company must prepare articles of continuance, which" in the first paragraph by "The company's articles of continuance".

248. Section 25 of the Act, replaced by section 680 of chapter 52 of the statutes of 2009, is amended by replacing "prescribed by regulation" by "set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)".

249. Section 29 of the Act, replaced by section 682 of chapter 52 of the statutes of 2009, is amended by replacing "and the documents required to be filed with them" by ", the documents required to be filed with them and the fees referred to in section 25".

250. Section 30 of the Act, replaced by section 683 of chapter 52 of the statutes of 2009, is amended by replacing "474" by "472".

251. Section 34 of the Act, replaced by section 685 of chapter 52 of the statutes of 2009, is amended by striking out "required by the Business Corporations Act (2009, chapter 52)" in the second paragraph.

252. Section 38 of the Act, amended by section 687 of chapter 52 of the statutes of 2009, is again amended by replacing "prescribed under the Business Corporations Act (2009, chapter 52)" by "set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)".

253. Section 43 of the Act, replaced by section 690 of chapter 52 of the statutes of 2009, is amended by replacing "prescribed fees" by "fees referred to in section 38".

254. Section 47 of the Act, amended by section 692 of chapter 52 of the statutes of 2009, is again amended by striking out "required by the Business Corporations Act (2009, chapter 52)" in the second paragraph.

255. Section 50 of the Act, amended by section 708 of chapter 52 of the statutes of 2009, is again amended by striking out "accompanied with the fees prescribed by regulation".

256. Section 51 of the Act, amended by section 693 of chapter 52 of the statutes of 2009, is again amended by replacing "prescribed under the Business Corporations Act (2009, chapter 52)" by "set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)".

257. Section 55 of the Act, replaced by section 695 of chapter 52 of the statutes of 2009, is amended by replacing "prescribed under the Business Corporations Act (2009, chapter 52)" by "referred to in section 51".

258. Section 155 of the Act, amended by section 704 of chapter 52 of the statutes of 2009, is again amended by striking out ", accompanied with the fees prescribed by regulation," in paragraph 3.1.

259. Section 234 of the Act, replaced by section 706 of chapter 52 of the statutes of 2009, is amended by inserting the following sentence after the first sentence of the first paragraph: "The request must be filed with the fee set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)."

260. Section 236 of the Act, amended by section 708 of chapter 52 of the statutes of 2009, is again amended

(1) by adding ", together with the fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7) for the deposit of any other document" at the end of the first paragraph;

(2) by inserting ", together with the fee," after "notice of name change" in the second paragraph.

261. Section 293 of the Act is amended by replacing "Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45) for the annual updating of information relating to a registered legal person" in the second paragraph by "Act respecting the legal publicity of enterprises (2010, chapter 7) for the annual updating of information relating to a legal person".

262. Section 351 of the Act, amended by section 707 of chapter 52 of the statutes of 2009, is again amended by replacing paragraph 1 by the following paragraph:

"(1) the fee exigible for the issue of a licence;".

263. The Act is amended by inserting the following section after the section 381:

"**381.1.** A document sent to the enterprise registrar to be deposited in the register under section 169.1 or 169.2 must be filed with the fee set out in Schedule I to the Act respecting the legal publicity of enterprises (2010, chapter 7) for the deposit of any other document.

The same applies to a document referred to in any of sections 13, 19, 24, 37, 50 and 97, paragraph 3.1 of section 155 and section 163 that is sent to the Authority to be forwarded to the enterprise registrar. In such a case, the Authority shall pay the fee over to the enterprise registrar."

TOBACCO ACT

264. Section 20.1 of the Tobacco Act (R.S.Q., chapter T-0.01) is repealed.

ACT TO AMEND THE ACT RESPECTING THE ENTERPRISE REGISTRAR AND OTHER LEGISLATIVE PROVISIONS

265. Section 52, paragraph 1 of section 53 and sections 54, 57, 61, 62, 65, 79, 82, 95 and 96 of the Act to amend the Act respecting the enterprise registrar and other legislative provisions (2006, chapter 38) are repealed.

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

"**99.** This Act comes into force on 1 April 2007, except sections 47, 51, 55, 56, 60 and 97, which come into force on 6 December 2006."

BUSINESS CORPORATIONS ACT

267. Section 12 of the Business Corporations Act (2009, chapter 52) is amended by replacing "section 82 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons" by "section 98 of the Act respecting the legal publicity of enterprises (2010, chapter 7)".

268. Section 470 of the Act is amended by replacing "determined by the Minister according to the medium or technology used" by "prescribed by the Act respecting the legal publicity of enterprises (2010, chapter 7)".

269. Section 471 of the Act is repealed.

270. Section 474 of the Act is amended

(1) by replacing "prescribed by the Minister" in subparagraph 2 of the first paragraph by "prescribed by the Act respecting the legal publicity of enterprises (2010, chapter 7)";

(2) by replacing "determined by government regulation" in subparagraph 3 of the second paragraph by "set out in the Act respecting the legal publicity of enterprises".

271. Section 478 of the Act is amended by replacing "determined by the Minister according to the medium or technology used" by "prescribed by the Act respecting the legal publicity of enterprises (2010, chapter 7)".

272. Division II of Chapter XVIII, comprising sections 479 to 482, and section 488 of the Act are repealed.

273. Section 495 of the Act is amended by replacing ", 367, 470, 474, 478, 479, 481 and 482" by "and 367".

274. Sections 598 to 646 of the Act are repealed.

275. The Act is amended by replacing "prescribed by government regulation" in section 9, the first paragraph of sections 17 and 25, sections 244 and 255, the first paragraph of sections 263 and 268, sections 285 and 292, paragraph 4 of section 299, section 367 and the first paragraph of section 419, and in paragraph 4 of section 17 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45) enacted by section 604, by "set out in the Act respecting the legal publicity of enterprises (2010, chapter 7)".

276. Section 729 of the Act is amended by adding ", except section 612, which comes into force on 16 March 2010" at the end.

REGULATION RESPECTING THE APPLICATION OF THE ACT RESPECTING INSURANCE

277. Section 88 of the Regulation respecting the application of the Act respecting insurance, approved by Order in Council 887-2009 (2009, G.O. 2, 3151), is amended

(1) by replacing the portion before the table by the following:

"**88.** The fees payable under this Regulation are set out in the following table and are payable to the Autorité des marchés financiers:";

(2) by striking out the column entitled "to the Minister of Revenue" in the table.

278. Section 89 of the Regulation is repealed.

279. Section 90 of the Regulation is replaced by the following section:

"**90.** All fees payable under the Act respecting insurance and this chapter must be sent with the related application and paid to the Autorité des marchés financiers or, in the case of a fee set out in the Act respecting the legal publicity of enterprises (2010, chapter 7), paid to the enterprise registrar."

REGULATION RESPECTING THE APPLICATION OF THE ACT RESPECTING TRUST COMPANIES AND SAVINGS COMPANIES

280. Sections 14 to 19 of the Regulation respecting the application of the Act respecting trust companies and savings companies, approved by Order in Council 719-88 (1988, G.O. 2, 2124), are repealed.

CHAPTER XIII

MISCELLANEOUS, TRANSITIONAL AND FINAL PROVISIONS

281. This Act replaces the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45) and the Act respecting the enterprise registrar (R.S.Q., chapter R-17.1).

282. In any Act, including any Act amended by this Act, and in any regulation, by-law or other document, unless the context indicates otherwise and with the necessary modifications,

(1) a reference to a provision of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons or the Act respecting the enterprise registrar is a reference to the corresponding provision of this Act;

(2) a general reference to the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons or the Act respecting the enterprise registrar is a reference to this Act;

(3) a reference to the register established under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons is a reference to the register referred to in Chapter II of this Act; and

(4) "registre des entreprises individuelles, des sociétés et des personnes morales" in the French text is replaced by "registre des entreprises individuelles, des sociétés de personnes et des personnes morales".

283. An agreement entered into under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons or the Act respecting the enterprise registrar before (*insert the date of coming into force of section 281*) is deemed to be an agreement entered into under this Act.

284. The fees or duties payable to the enterprise registrar from 1 January 2006 to (*insert the date before the date of coming into force of section 75*) are set out in Schedule IV.

The sums paid to the registrar during that period as fees, tariffs, duties or charges for any purpose listed in Schedule IV are deemed to be fees validly collected under the first paragraph. All such sums belong to the Government.

However, any amounts due that have not been paid as of 15 March 2010 are recoverable, without further formality, under this Act.

285. Any declaration, notice or other document required to be filed or deposited under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons before (*insert the date of coming into force of section 281*) that has yet to be filed or deposited on that date remains due.

The fees applicable to them are those set out in any of paragraphs 1 and 3 to 6 under the heading "Legal publicity of sole proprietorships, partnerships and legal persons" in Schedule IV, depending on the registrant's juridical form at the time the fees became due. They are payable at the time the document is filed.

286. A group of assets registered before (*insert the date of coming into force of section 22*) continues to be a registrant within the meaning of this Act until its registration is cancelled.

287. Despite section 41, a registrant is not required to declare the following information before filing a first annual update after the coming into force of the provisions under which that information is required:

(1) the information required under subparagraph 2 of the second paragraph of section 33 with respect to the names and domiciles of the shareholders or third persons having assumed the powers of the board of directors;

(2) the information required under subparagraph 3 of the second paragraph of section 33;

(3) the information required under subparagraphs 7 to 9 of the second paragraph of section 33 with respect to the activity code;

(4) the information required under paragraph 1 of section 34 with respect to the names and domiciles of the three greatest contributors to the partnership among the special partners; and

(5) the information required under section 43.

288. The registrar may, on an application by a registrant or an interested person, revoke a cancellation of registration made ex officio under section 50 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons, subject to the conditions set out in section 63 or 64 of this Act, as applicable.

Sections 66 and 67 apply to such a revocation, with the necessary modifications.

289. The registrar may dissolve a legal person established for a private interest constituted in Québec before 1 July 1994 that has failed to file a registration declaration, by publishing a notice to that effect in the *Gazette officielle du Québec*. From the publication of the notice, the legal person is dissolved unless it has remedied the failure.

The publication of the notice must be preceded by the publication of prior notice of dissolution in the *Gazette officielle du Québec* at least 60 days beforehand.

290. A legal person dissolved in a situation described in section 289 or in section 50, 527 or 528 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons is deemed to continue in existence in order to terminate any judicial or administrative proceeding.

291. Despite any legal provisions relating to the revival of a dissolved company, the registrar may, on request, subject to the conditions determined by the registrar and on payment of the fee set out in this Act, cause a legal person dissolved before 1 January 1994 under the Companies Information Act (R.S.Q., chapter R-22) to resume existence, by depositing an order to that effect in the register.

The same applies to legal persons dissolved in a situation described in section 289 or in section 527 or 528 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons.

The deposit of the order in the register effects the registration of the legal person, who resumes existence as of the date of the deposit.

Subject to the rights acquired by any person, the legal person is deemed never to have been dissolved.

292. A proceeding brought before the Court of Québec under section 90 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons before (*insert the date of coming into force of section 139*) the hearing of which has not commenced is continued, without further formality, before the economic affairs division of the Administrative Tribunal of Québec.

If the hearing has already commenced, the remedy is continued before the Court of Québec, unless the parties consent to a new hearing before the Administrative Tribunal of Québec or agree to the hearing being continued before the Tribunal, relying, in the case of oral evidence already produced, on the notes and minutes of the hearing or, as applicable, on the stenographer's notes or the recording of the hearing.

The clerk of the Court of Québec must send the records relating to proceedings described in the first paragraph to the secretary of the Tribunal not later than (*insert the date that is 60 days after the date of coming into force of section 139*). Similarly, the clerk must, without delay, transfer the record relating to proceeding referred to in the second paragraph that is to be continued before the Tribunal.

293. Subparagraph 4 of the first paragraph of section 17 does not apply to the name used in Québec by a natural person described in paragraph 1 of section 21 who was operating an enterprise on 31 December 1993, or by a partnership described in paragraph 2 of that section that existed on 31 December 1993, if on that date, in accordance with article 1834*b* of the Civil Code of Lower Canada or section 10 of the Companies and Partnerships

Declaration Act (R.S.Q., chapter D-1), the name included the term "enregistré" or "et compagnie", an abbreviation of either of those expressions or any other word or phrase indicating a plurality of members or that one or more persons were using the name of another person.

294. The registrar preserves and keeps available for public consultation the public registers and archives kept by the registrar before 1 January 1994 under any of the Acts listed in Schedule V or any private Act.

On payment of the fee set out in this Act, the registrar may issue copies or extracts of the preserved documents and certificates and the related attestations to any person who applies for them.

If access to a file or the issue of a copy or extract of a document is requested in respect of a registrant who has invoked an exemption established by regulation under the third paragraph of section 97 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons or under paragraph 2 of section 149 of this Act, the enterprise registrar deletes from the file, extract or copy the information to which the exemption applies.

The same applies to any personal information to which the registrar prevents access in accordance with section 100.

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

Third parties in good faith are not presumed to have knowledge of the content of a document solely because the document is registered under Part 1A of the Companies Act. They may presume that such documents contain accurate information.

295. The provisions of the Regulation respecting the application of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons, approved by Order in Council 1856-93 (1993, G.O. 2, 7022), as they read on (*insert the date before the date of coming into force of section 281*), remain in force until repealed or replaced by a regulation made by the Minister under this Act, except Divisions II and VI, which are repealed, and Division III, which is replaced by the following division:

"CHARGES

"**9.** The charges payable under this regulation are set out in the following table:

Consultation of a document deposited in the register	$5
Consultation of the register by telephone	$6/record
Copy or extract of a document deposited in the register	$5/document
Using telecommunications to file a document	$5
Handling	$5”.

296. Subparagraph 2 of the second paragraph of section 33 and subparagraph 6 of the first paragraph of section 98, to the extent that they come into force before (*insert the date of coming into force of section 216 of chapter 52 of the statutes of 2009*), are to be read until that date without the words “or, if all powers have been withdrawn from the board of directors by a unanimous shareholder agreement entered into in accordance with the laws of Québec or a Canadian jurisdiction other than Québec, the names and domiciles of the shareholders or third persons having assumed those powers”.

Likewise, the second paragraph of section 96 and the second paragraph of section 132, to the extent that they come into force before (*insert the date of coming into force of the first paragraph of section 335 of chapter 52 of the statutes of 2009*), are to be read until that date without the words “or a notice of liquidation filed under the Business Corporations Act”.

297. The reference to the Business Corporations Act in subparagraph 6 of the first paragraph of section 21 and the second paragraph of section 41, to the extent that those provisions come into force before (*insert the date of coming into force of section 281 of chapter 52 of the statutes of 2009*), is to be read until that date as a reference to the Companies Act.

298. For the period between 19 May 2010 and (*insert the date of coming into force of section 219*), subparagraph v of subparagraph *b* of the first paragraph of section 69.0.0.7 of the Act respecting the Ministère du Revenu (R.S.Q., chapter M-31) is to be read as follows:

“v. the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (chapter P-45), the Act respecting the enterprise registrar (chapter R-17.1) and the sections listed in section 301 of the Act respecting the legal publicity of enterprises (2010, chapter 7), but only to the extent that the information is necessary for the carrying out or enforcement of those Acts or sections;”.

299. The Government may, by a regulation made within one year after (*insert the date of coming into force of section 281*), enact any other transitional measure required for the carrying out of this Act.

Such a regulation is not subject to the publication requirement set out in section 18 of the Regulations Act (R.S.Q., chapter R-18.1).

300. The Minister of Revenue is responsible for the administration of this Act.

301. Sections 75 to 78, 176 to 178, 180 to 183, 186 to 190, paragraph 1 of section 191, sections 193, 196 to 198, 200 to 210, 221, 223 to 225, 228 to 231, 235 to 240, 255, 258, 260, 263, 276 to 279 and 284, section 295, where it replaces Division III of the regulation, and Schedules I, II and IV have effect from 16 March 2010.

However, for the period between 16 March 2010 and (*insert the date preceding the date of coming into force of section 281*), a reference to Schedule I or Schedule II in any of those sections is a reference to Schedule IV.

302. The provisions of this Act come into force on the date or dates to be set by the Government, except

(1) section 184, which comes into force on (*insert the date of coming into force of section 200.0.9 of the Act respecting insurance*);

(2) section 185, which comes into force on (*insert the date of coming into force of section 200.0.11 of the Act respecting insurance*); and

(3) sections 234, 298 and 300, which come into force on 19 May 2010.

SCHEDULE I
(*Section 75, first paragraph, and section 76*)

Fees relating to publicity regime

Registration declaration	
• legal person operating for profit	$300
• partnership	$48
• non-profit legal person, natural person or other person or group of persons	$32
Annual registration fee	
• legal person operating for profit, mutual insurance association	$79
• partnership	$48
• cooperative	$38
• non-profit legal person, natural person, mutual benefit association or other person or group of persons	$32
Revocation of cancellation of registration	$100
Resumption of existence	$100
Deposit of any other document	$40
Proceeding for name change	$500
Cancellation of entry or of deposit of declaration or notice	$100
Correction or cancellation of inaccurate information in register	$100
Certification of document	$30
Attestation	$20
Compilation of information contained in statements of information	$100
• for each in excess of 500	$0.20/file
• for compilation prepared or communicated otherwise than by technological means	$25

SCHEDULE II
(*Section 75, second paragraph*)

Fees payable by reference to this Act

Preparation of research report with regard to name or version, including reservation of name	
• legal person with or without share capital	$20
Reservation of name	$20
Certificate of constitution or revival	
• insurance company	$500
• other	$300
Certificate of amalgamation or conversion	
• insurance company	$500
• other	$300
Certificate of continuance	
• insurance company	$500
• other	$200
Certificate of amendment, correction, consolidation, arrangement or cancellation of articles	$155
Request for authorization to be continued under a jurisdiction other than Québec	$200
Application to correct articles	$155
Letters patent	
• legal person without share capital	$150
• legal person governed by Part II of Companies Act (R.S.Q., chapter C-38)	$500
• legal person with share capital	$500
Letters patent confirming memorandum of agreement concerning amalgamation	
• legal person without share capital	$200
• legal person with share capital	$500

Supplementary letters patent	
• legal person without share capital	$50
• insurance company	$500
• legal person with share capital	$150
Constitution of a fish and game club by order	$150
Proceeding for name change	$500
Approval of by-law to change name, to add, relinquish or amend version of name or to transfer head office	
• legal person with share capital	$150
• legal person without share capital	$50
Confirmation of by-law increasing or reducing share capital	$150
Approval of by-law concerning maximum value of immovable property	
• legal person with share capital	$150
• legal person without share capital	$100
Certification of document	$30
Attestation	$20

SCHEDULE III
(*Sections 124, 125, 128 and 144*)

Fish and Game Clubs Act (R.S.Q., chapter C-22)

Amusement Clubs Act (R.S.Q., chapter C-23)

Companies Act (R.S.Q., chapter C-38)

Cemetery Companies Act (R.S.Q., chapter C-40)

Act respecting Roman Catholic cemetery companies (R.S.Q., chapter C-40.1)

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)

Act respecting the constitution of certain Churches (R.S.Q., chapter C-63)

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)

Winding-up Act (R.S.Q., chapter L-4)

Act respecting the special powers of legal persons (R.S.Q., chapter P-16)

Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45)

Act respecting the enterprise registrar (R.S.Q., chapter R-17.1)

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)

Professional Syndicates Act (R.S.Q., chapter S-40)

Business Corporations Act (2009, chapter 52)

SCHEDULE IV
(*Section 285*)

LEGAL PERSONS GOVERNED BY PART IA OF COMPANIES ACT

(1) The fee for the issue of

(*a*) a certificate of constitution as a legal person is $300;

(*b*) a certificate of amalgamation is $482;

(*c*) a certificate of continuance is $197; and

(*d*) a certificate of amendment is $140.

(2) The fee for applying to reserve a name or a version of a name, and for the research involved and the preparation of a research report, is $37.

(3) If the requested name or version of a name was not reserved, the fee for the research involved and the preparation of a research report for each proposed name or version is $37.

(4) The fee for certification of a copy of a document is $28.69.

(5) The fee for an attestation that a company has or has not been dissolved is $19.56.

(6) The handling fee for a document is $5.

(7) The fee for filing an application under section 123.27.1 of the Companies Act is $212.

Fees are increased by 50% if priority processing is provided on request.

LEGAL PERSONS GOVERNED BY PARTS I, II AND III OF COMPANIES ACT

DIVISION I

LEGAL PERSONS WITH SHARE CAPITAL

(1) The fee for applying for letters patent is

(*a*) $351 if the proposed capital is $40,000 or less;

(*b*) $351 plus $1.45 for each $1,000 or fraction of $1,000 in excess of $40,000 if the proposed capital exceeds $40,000 but not $100,000;

(*c*) $438 plus $0.76 for each $1,000 or fraction of $1,000 in excess of $100,000 if the proposed capital exceeds $100,000 but not $500,000;

(*d*) $742 plus $0.37 for each $1,000 or fraction of $1,000 in excess of $500,000 if the proposed capital exceeds $500,000 but not $2 million; and

(*e*) $1,297 plus $0.29 for each $1,000 or fraction of $1,000 in excess of $2 million if the proposed capital exceeds $2 million.

Shares having a par value of less than $1 are valued at $1, and shares without par value are valued according to the aggregate consideration for which they may be issued; if that consideration is not mentioned in the application or in the supporting by-law, they are valued at $100 each.

(2) For an application for letters patent ratifying a memorandum of agreement concerning the amalgamation of companies, the fee is calculated in the same manner as for an application for letters patent.

(3) The fee for an application for supplementary letters patent is $351, except in the following cases:

(*a*) for a change of name or to add, relinquish or amend a version of a name, the fee is $176;

(*b*) for an increase in the authorized capital or in the aggregate consideration for which shares without par value may be issued, the fee is calculated by considering the increase as the proposed capital in an application for letters patent; and

(*c*) for an application to split shares without par value, the fee is calculated in the same manner as for an application for letters patent, taking account of the aggregate consideration for which new unissued shares may be issued; if that consideration is not mentioned in the application or the supporting by-law, the shares are valued at $100 each.

If the purpose of the supplementary letters patent is to make more than one change, only the highest of the prescribed fees is payable.

(4) The fee for filing for approval of a by-law to change a name, or to add, relinquish or amend a version of the name, under section 21 of the Companies Act, is $176.

DIVISION II

LEGAL PERSONS WITHOUT SHARE CAPITAL

(1) The fee for applying for letters patent constituting a legal person without share capital is $145.

(2) The fee for applying for letters patent to confirm a memorandum of agreement to amalgamate non-profit legal persons is $174.

(3) The fee for applying for supplementary letters patent for a legal person without share capital is $65.

(4) The fee for filing for approval a by-law to change a name, or to add, relinquish or amend a version of the name, under sections 21 and 224 of the Companies Act is $65.

DIVISION III

MISCELLANEOUS

(1) If the requested name or version was not reserved at the time of the application for letters patent or supplementary letters patent or the filing of a by-law, the fee for the research involved and the preparation of a research report with respect to a name or version of a name is

(*a*) $21 for a legal person without share capital; and

(*b*) $37 for a legal person with share capital.

The fee is payable for the research involved and the preparation of a research report for each proposed name or version of a name.

(2) The fee for the reservation of a name or version of a name and the preparation of a research report is $37.

(3) The fee for the certification of a copy of a document is $28.69.

(4) The fee for an attestation that a legal person has or has not been dissolved is $19.56.

(5) The fee for filing an application under section 18.1 or 221.1 of the Companies Act is $212.

(6) The handling fee for a document is $5.

Letters patent issued under Part II of the Companies Act are considered as supplementary letters patent issued to a company with share capital.

Fees are increased by 50% if priority processing is provided on request.

CEMETERY COMPANIES

The fee for applying for letters patent is $145.

FISH AND GAME CLUBS

The fee for applying for incorporation of a fish and game club filed by

(*a*) five applicants domiciled in Québec is $25;

(*b*) more than five applicants domiciled in Québec is $50;

(*c*) five applicants at least one of whom is not domiciled in Québec is $100; or

(*d*) more than five applicants none of whom are domiciled in Québec is $200.

LEGAL PUBLICITY OF SOLE PROPRIETORSHIPS, PARTNERSHIPS AND LEGAL PERSONS

(1) The fee for the deposit of a registration declaration is

(*a*) $212 for a legal person operating for profit;

(*b*) $43 for a partnership;

(*c*) $32 for a non-profit legal person or a natural person; and

(*d*) $32 for any other person or group.

(2) The annual registration fee for a registrant registered on 1 January is

(*a*) $79 for a legal person operating for profit or a mutual insurance association;

(*b*) $48 for a partnership;

(*c*) $38 for a cooperative;

(*d*) $32 for a non-profit legal person, a natural person or a mutual benefit association; and

(*e*) $32 for any other person or group.

(3) The fee for filing an initial declaration after the applicable time limit is

(*a*) $73 for a legal person operating for profit or a mutual insurance association;

(*b*) $38 for a cooperative;

(*c*) $32 for a non-profit legal person or a mutual benefit association; and

(*d*) $32 for any other person or group.

(4) The fee for filing the annual declaration after the applicable period is

(*a*) $39.50 for a legal person operating for profit or a mutual insurance association;

(*b*) $24 for a partnership;

(*c*) $19 for a cooperative;

(*d*) $16 for a non-profit legal person, a natural person or a mutual benefit association; and

(*e*) $16 for any other person or group.

(5) The fee for applying for the revocation of a cancellation of registration is

(*a*) $159 for a legal person operating for profit or a mutual insurance association;

(*b*) $120 for a partnership;

(*c*) $80 for a cooperative, a non-profit legal person, a natural person or a mutual benefit association; and

(*d*) $80 for any other person or group.

(6) The fee for the deposit of any other document is $20.

(7) The fee for consulting a document deposited in the register is $6.

(8) The handling fee for a document is $5.

(9) The fee for a copy or an extract of a document deposited in the register is $1.52 per page.

(10) The fee for consulting the register by telephone is $4 per file.

(11) The fee for the sending of a document by a means of telecommunication is $5.

(12) The fee for the certification of a document is $28.69.

(13) The fee for an attestation issued under section 81 or 517 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons (R.S.Q., chapter P-45) is $19.56.

(14) The fee for renting a box in the offices of the enterprise registrar is $102 a year.

(15) The fee for filing an application under section 83 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons is $212.

(16) The fee for filing an application under section 84 or 85 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons is $80.

(17) The fee for a compilation of the information contained in statements of information is $100.

However, if a request requires the processing of more than 500 registrant files, the fee is $0.20 per file.

(18) In addition, the following fee is payable for a compilation of information:

(*a*) $10 if the compilation is provided in a computer medium;

(*b*) $10 if the compilation is provided otherwise than by telematic means;

(*c*) $0.05 for each printed sheet if the compilation is produced on paper.

(19) The fee for filing an annual report under section 532 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons is:

(*a*) $84 for a legal person operating for profit; and

(*b*) $40 for a non-profit legal person.

(20) The fee for resumption of existence under section 534 of the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons is:

(*a*) $308 for a legal person operating for profit; and

(*b*) $132 for a non-profit legal person.

Fees are increased by 50% if priority processing is provided on request.

For priority processing, on request, of a document that may be deposited in the register free of charge, the fee is

(1) $39.50 for a legal person operating for profit or a mutual insurance association;

(2) $24 for a partnership;

(3) $19 for a cooperative;

(4) $16 for a non-profit legal person, a natural person or a mutual benefit association; and

(5) $16 for any other person or group.

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(1) The fee for the deposit of articles and the issue of a certificate of constitution is $500.

(2) The fee for the issue of supplementary letters patent is $500.

(3) The fee for the deposit of amending articles and the issue of a certificate of amendment is $500.

(4) The fee for the deposit of articles of amalgamation or conversion and the issue of a certificate of amalgamation or conversion is $500.

(5) The fee for the deposit of articles of continuance and the issue of a certificate of continuance in accordance with section 200.0.15, 200.0.16 or 200.6 of the Act respecting insurance is $500.

SCHEDULE V
(*Section 294*)

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)

Farmer's 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)

Act respecting Roman Catholic cemetery companies (R.S.Q., chapter C-40.1)

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)

Act respecting the constitution of certain Churches (R.S.Q., chapter C-63)

Cooperatives Act (R.S.Q., chapter C-67.2)

Act respecting financial services cooperatives (R.S.Q., chapter C-67.3)

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 security funds (R.S.Q., chapter F-3.2.0.4)

Winding-up Act (R.S.Q., chapter L-4)

Mortmain Act (R.S.Q., chapter M-1)

Act respecting the special powers of legal persons (R.S.Q., chapter P-16)

Act respecting the enterprise registrar (R.S.Q., chapter R-17.1)

Companies Information Act (R.S.Q., chapter R-22)

Act respecting farmers' and dairymen's associations (R.S.Q., chapter S-23)

Agricultural Societies Act (R.S.Q., chapter S-25)

Horticultural Societies Act (R.S.Q., chapter S-27)

Butter and Cheese Societies Act (R.S.Q., chapter S-29)

Act respecting trust companies and savings companies (R.S.Q., chapter S-29.01)

Loan and Investment Societies Act (R.S.Q., chapter S-30)

National Benefit Societies Act (R.S.Q., chapter S-31)

Act respecting societies for the prevention of cruelty to animals (R.S.Q., chapter S-32)

Cooperative Syndicates Act (R.S.Q., chapter S-38)

Stock-breeding Syndicates Act (R.S.Q., chapter S-39)

Professional Syndicates Act (R.S.Q., chapter S-40)

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SCHEDULE I

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SCHEDULE V