



NATIONAL ASSEMBLY

FIRST SESSION

FORTY-FIRST LEGISLATURE

Bill 116
(2016, chapter 29)

**An Act to transfer the activities of the
enterprise registrar to the Ministère du
Travail, de l'Emploi et de la Solidarité
sociale**

**Introduced 9 November 2016
Passed in principle 22 November 2016
Passed 7 December 2016
Assented to 7 December 2016**

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EXPLANATORY NOTES

This Act aims to allow the transfer of the activities of the enterprise registrar to the Ministère du Travail, de l'Emploi et de la Solidarité sociale.

Under the Act, the Minister of Employment and Social Solidarity is responsible for the administration of the Act respecting the legal publicity of enterprises, except the sections of that Act that govern payment of the annual registration fee to the Minister of Revenue, which remain under the administration of the Minister of Revenue.

The Act specifies that the sums required to finance the activities of the enterprise registrar will be taken out of the Goods and Services Fund established within the Ministère du Travail, de l'Emploi et de la Solidarité sociale.

The Act also increases the fines prescribed in the Act respecting the legal publicity of enterprises and doubles them for a subsequent offence. A new offence is added to that Act for cases in which a person who does or omits to do something in order to help another person commit an offence.

It simplifies the notification of originating applications involving the enterprise registrar in civil matters.

Lastly, the Act contains transitional and consequential provisions, in particular with respect to the transfer of certain personnel members of the Agence du revenu du Québec, of assets made available to the enterprise registrar and of records relating to its activities.

LEGISLATION AMENDED BY THIS ACT:

- Tax Administration Act (chapter A-6.002);
- Fish and Game Clubs Act (chapter C-22);
- Amusement Clubs Act (chapter C-23);
- Code of Civil Procedure (chapter C-25.01);

- Companies Act (chapter C-38);
- Cemetery Companies Act (chapter C-40);
- Act respecting Roman Catholic cemetery companies (chapter C-40.1);
- Gas, Water and Electricity Companies Act (chapter C-44);
- Telegraph and Telephone Companies Act (chapter C-45);
- Mining Companies Act (chapter C-47);
- Act respecting the constitution of certain Churches (chapter C-63);
- Religious Corporations Act (chapter C-71);
- Roman Catholic Bishops Act (chapter E-17);
- Act respecting fabriques (chapter F-1);
- Winding-up Act (chapter L-4);
- Act respecting the Ministère de l'Emploi et de la Solidarité sociale and the Commission des partenaires du marché du travail (chapter M-15.001);
- Act respecting the special powers of legal persons (chapter P-16);
- Act respecting the legal publicity of enterprises (chapter P-44.1);
- National Benefit Societies Act (chapter S-31);
- Business Corporations Act (chapter S-31.1);
- Act respecting societies for the prevention of cruelty to animals (chapter S-32);
- Professional Syndicates Act (chapter S-40).

REGULATIONS AMENDED BY THIS ACT:

- Regulation respecting the fees for users of the advance rulings and written opinions service of the Direction générale de la législation et du registraire des entreprises of the Agence du revenu du Québec (chapter A-6.002, r. 4.1);
- Regulation respecting the signing of certain deeds, documents and writings of the Agence du revenu du Québec (chapter A-7.003, r. 1).

Bill 116

AN ACT TO TRANSFER THE ACTIVITIES OF THE ENTERPRISE REGISTRAR TO THE MINISTÈRE DU TRAVAIL, DE L'EMPLOI ET DE LA SOLIDARITÉ SOCIALE

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

DIVISION I

ACT RESPECTING THE LEGAL PUBLICITY OF ENTERPRISES

1. Section 1 of the Act respecting the legal publicity of enterprises (chapter P-44.1) is replaced by the following section:

1. The Minister of Employment and Social Solidarity appoints the enterprise registrar, who is an employee of the Ministère de l'Emploi et de la Solidarité sociale. The registrar is a public officer."

2. Section 2 of the Act is amended by inserting the following paragraph after the first paragraph:

"The registrar may also exercise any other function conferred on the registrar by the Government, after consulting with interested bodies, due to that function's connection with the functions and responsibilities provided for in the first paragraph."

3. Section 4 of the Act is repealed.

4. Section 5 of the Act is amended by replacing "a person from among the employees designated under section 4" by "a department employee".

5. Section 6 of the Act is amended by replacing "an employee designated under section 4" by "a department employee".

6. Section 7 of the Act is amended

(1) by replacing "an employee designated under section 4" in the first paragraph by "a department employee";

(2) by striking out "to a person other than an employee under the responsibility of the Agence du revenu du Québec" in the second paragraph.

7. Section 8 of the Act is amended by replacing “an employee designated under section 4 and” in the first paragraph by “a department employee”.

8. Section 9 of the Act is amended by replacing “an employee designated under section 4” by “a department employee”.

9. Section 11 of the Act is amended by replacing “or a person referred to in section 4 or 7” by “, another department employee or a person referred to in section 7”.

10. Section 46 of the Act is amended by striking out “with the Minister” in the first paragraph.

11. Section 59 of the Act is amended by replacing “an order” by “a notice”, and section 66 of the Act is amended by replacing “an order” by “a notice” and “the order” by “the notice”.

12. Section 73 of the Act is amended

(1) by inserting “that penal proceedings may be instituted and” after “state” in the second paragraph;

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

“No penal proceedings under this Act may be instituted against a registrant to whom the registrar has not given the opportunity to remedy the failure under the first paragraph, unless such proceedings are instituted under section 154, paragraph 2 of section 155, 156 or 157, or section 161.”

13. Sections 83 and 84 of the Act are amended by inserting “of Revenue” after “Minister”.

14. Section 89 of the Act is amended by replacing the fourth paragraph by the following paragraph:

“The Minister must include the waivers and cancellations that the Minister grants under this section in the department’s annual management report.”

15. Section 124 of the Act is amended by replacing “an employee referred to in section 4 authorized for that purpose by the registrar” in the first paragraph by “a department employee authorized for that purpose by the registrar with the approval of the Minister”.

16. Section 146 of the Act is amended by striking out “, the Agence du revenu du Québec” in the first paragraph.

17. Section 147 of the Act is repealed.

18. Section 159 of the Act is replaced by the following sections:

“**158.1.** Whoever is guilty of an offence under paragraph 1 of section 152 is liable to a fine of not less than \$1,000 nor more than \$10,000 in the case of a natural person, and not less than \$2,000 nor more than \$20,000 in other cases.

“**159.** Whoever is guilty of an offence under any of paragraphs 2 to 7 of section 152 or under any of sections 153 to 158 is liable to a fine of not less than \$500 nor more than \$5,000 in the case of a natural person, and not less than \$1,000 nor more than \$10,000 in other cases.”

19. Sections 161 and 162 of the Act are replaced by the following sections:

“**160.1.** If an offence under this Act is committed by a director, an administrator of the property of others, an officer or an attorney of a registrant, the minimum and maximum fines that would apply in the case of a natural person are doubled.

“**161.** Whoever does or omits to do something in order to help a person commit an offence under this Act, or orders, authorizes, advises, encourages, incites or causes a person to commit such an offence, is guilty of the same offence.

“**162.** A person who contravenes section 126 or 131 is guilty of an offence and is liable to a fine of not less than \$2,500 nor more than \$25,000.

“**162.1.** The fines prescribed by this Act are doubled for a subsequent offence.”

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

“**300.** The Minister of Employment and Social Solidarity is responsible for the administration of this Act, except sections 83 to 85, the administration of which falls under the responsibility of the Minister of Revenue.”

DIVISION II

OTHER AMENDING PROVISIONS

§1.— Special legislative provisions

TAX ADMINISTRATION ACT

21. Section 69.0.0.7 of the Tax Administration Act (chapter A-6.002) is amended by striking out subparagraph v of subparagraph b of the first paragraph and subparagraph b.1 of that paragraph.

22. Section 69.1 of the Act is amended by adding the following subparagraph at the end of the second paragraph:

“(z.2) the enterprise registrar, in respect of information necessary for the exercise of the registrar’s functions under the Act respecting the legal publicity of enterprises (chapter P-44.1).”

CODE OF CIVIL PROCEDURE

23. Article 139 of the Code of Civil Procedure (chapter C-25.01) is amended by inserting “, the enterprise registrar” after “rights registrar” in the third paragraph.

ACT RESPECTING THE MINISTÈRE DE L’EMPLOI ET DE LA SOLIDARITÉ SOCIALE AND THE COMMISSION DES PARTENAIRES DU MARCHÉ DU TRAVAIL

24. Section 68.2 of the Act respecting the Ministère de l’Emploi et de la Solidarité sociale and the Commission des partenaires du marché du travail (chapter M-15.001) is amended

(1) by replacing “in achieving the objects of the second paragraph of section 68.1” by “to achieve the objects of the second paragraph of section 68.1, except the sums payable to the enterprise registrar” at the end of paragraph 1;

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

“(1.1) the sums transferred to it by the Minister under section 68.2.1;”.

25. The Act is amended by inserting the following section after section 68.2:

“**68.2.1.** On the joint recommendation of the Minister and the Minister of Finance, the Minister transfers to the Fund, out of the sums credited to the general fund, part of the sums collected under the Act respecting the legal publicity of enterprises (chapter P-44.1), to the extent, on the dates and in the manner determined by the Government.”

§2. — *General provision*

26. The expression “Minister of Revenue” is replaced by “Minister of Employment and Social Solidarity” in the following provisions:

(1) section 7 of the Fish and Game Clubs Act (chapter C-22);

(2) section 11 of the Amusement Clubs Act (chapter C-23);

(3) section 1 of the Companies Act (chapter C-38);

(4) section 14 of the Cemetery Companies Act (chapter C-40);

- (5) section 52 of the Act respecting Roman Catholic cemetery companies (chapter C-40.1);
- (6) section 98 of the Gas, Water and Electricity Companies Act (chapter C-44);
- (7) section 26 of the Telegraph and Telephone Companies Act (chapter C-45);
- (8) section 23 of the Mining Companies Act (chapter C-47);
- (9) section 15 of the Act respecting the constitution of certain Churches (chapter C-63);
- (10) section 19 of the Religious Corporations Act (chapter C-71);
- (11) section 22 of the Roman Catholic Bishops Act (chapter E-17);
- (12) section 75 of the Act respecting fabriques (chapter F-1);
- (13) section 34 of the Winding-up Act (chapter L-4);
- (14) section 54 of the Act respecting the special powers of legal persons (chapter P-16);
- (15) section 7 of the National Benefit Societies Act (chapter S-31);
- (16) section 494 of the Business Corporations Act (chapter S-31.1);
- (17) section 4 of the Act respecting societies for the prevention of cruelty to animals (chapter S-32); and
- (18) section 30 of the Professional Syndicates Act (chapter S-40).

§3. — *Regulatory provisions*

REGULATION RESPECTING THE FEES FOR USERS OF THE
ADVANCE RULINGS AND WRITTEN OPINIONS SERVICE OF THE
DIRECTION GÉNÉRALE DE LA LÉGISLATION ET DU REGISTRAIRE
DES ENTREPRISES OF THE AGENCE DU REVENU DU QUÉBEC

27. The title of the Regulation respecting the fees for users of the advance rulings and written opinions service of the Direction générale de la législation et du registraire des entreprises of the Agence du revenu du Québec (chapter A-6.002, r. 4.1) is amended by striking out “et du registraire des entreprises”.

28. Sections 2 and 3 of the Regulation are amended by striking out “et du registraire des entreprises” in the first paragraph.

REGULATION RESPECTING THE SIGNING OF CERTAIN DEEDS, DOCUMENTS AND WRITINGS OF THE AGENCE DU REVENU DU QUÉBEC

29. The heading of Title I of Book II of the Regulation respecting the signing of certain deeds, documents and writings of the Agence du revenu du Québec (chapter A-7.003, r. 1) is amended by striking out “et du registraire des entreprises”.

30. Chapter VII of Title I of Book II of the Regulation, comprising section 21.4, is repealed.

31. The heading of Chapter II of Title VIII of Book II of the Regulation is amended by striking out “et du registraire des entreprises”.

DIVISION III

TRANSITIONAL AND FINAL PROVISIONS

32. Subject to the conditions of employment applicable to them, the enterprise registrar and the employees of the Agence du revenu du Québec designated to engage exclusively in the work and duties relating to the registrar’s functions under section 4 of the Act respecting the legal publicity of enterprises (chapter P-44.1), as it read on 9 November 2016, in office on that date and still in office on 31 March 2017 become, without further formality, employees of the Ministère du Travail, de l’Emploi et de la Solidarité sociale.

The same applies to the employees of the Agence du revenu du Québec designated to engage exclusively in the work and duties relating to the enterprise registrar’s functions under section 4 of the Act respecting the legal publicity of enterprises after 8 November 2016, if the designation was authorized by the secretary of the Conseil du trésor.

33. Subject to the conditions of employment applicable to them, the jurists of the Agence du revenu du Québec who are identified by the Agency after consulting with the Ministère de la Justice become, without further formality, employees of that department.

A maximum of two such jurists are chosen from among those who have expertise that is relevant to the activities of the enterprise registrar.

34. The employees referred to in section 31 or 32 are deemed to have been appointed in accordance with the Public Service Act (chapter F-3.1.1). For casual employees, this presumption applies only to the unexpired portion of their contract.

The Conseil du trésor determines their remuneration and classification and any other condition of employment applicable to them.

35. Employees referred to in section 31 who, in accordance with the conditions of employment applicable to them, refuse to be transferred to the Ministère du Travail, de l'Emploi et de la Solidarité sociale are assigned to the department to work for the enterprise registrar until the Agence du revenu du Québec is able to place them in a position corresponding to their classification.

Despite the first paragraph of section 188 of the Act respecting the Agence du revenu du Québec (chapter A-7.003), employees referred to in section 31 who take advantage of their right to refuse a transfer and who request, in accordance with section 187 of the Act respecting the Agence du revenu du Québec, to be placed on reserve in the public service are assigned to the Ministère du Travail, de l'Emploi et de la Solidarité sociale to work for the enterprise registrar until the Chair of the Conseil du trésor is able to place them in accordance with section 100 of the Public Service Act.

36. The enterprise registrar in office on 31 March 2017 is deemed to have been designated by the Minister of Employment and Social Solidarity.

37. The property of the Agence du revenu du Québec made available to the enterprise registrar and the registrar's personnel to exercise their functions becomes that of the Ministère du Travail, de l'Emploi et de la Solidarité sociale, unless an agreement to the contrary is reached between the Agency and the department.

However, the technology, software and application infrastructures used to support the enterprise register remain the property of the Agency.

38. The records and other documents of the Agence du revenu du Québec relating to the activities of the enterprise registrar become, as applicable, those of the Ministère du Travail, de l'Emploi et de la Solidarité sociale or those of the Ministère de la Justice.

39. Section 21.4 of the Regulation respecting the signing of certain deeds, documents and writings of the Agence du revenu du Québec (chapter A-7.003, r. 1), as it read at the time it was repealed by section 29, remains applicable to the signing of the documents required for the purposes of section 89 of the Act respecting the legal publicity of enterprises, until the coming into force of similar rules set out in a regulation made under section 52 of the Act respecting the Ministère de l'Emploi et de la Solidarité sociale and the Commission des partenaires du marché du travail (chapter M-15.001).

40. Unless the context indicates otherwise, in any document other than an Act, any reference to the Minister of Revenue that concerns the application of provisions, other than sections 83 to 85, of the Act respecting the legal publicity

of enterprises is a reference to the Minister of Employment and Social Solidarity.

41. This Act comes into force on 1 April 2017.