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# NATIONAL ASSEMBLY

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FIRST SESSION

THIRTY-THIRD LEGISLATURE

Bill 54

## **An Act respecting the registry of associations and enterprises**

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### **Introduction**

**Introduced by  
Mr Pierre Fortier  
Minister for Finance and Privatization**

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## EXPLANATORY NOTES

*This bill proposes the amendment of the rules respecting the publicity, according to law, of associations and enterprises in Québec, and respecting the incorporation of legal persons.*

*To that end, it imposes registration requirements on natural persons and partnerships carrying on commercial activities or carrying on non-commercial activities under an assumed name, and on legal persons incorporated under Québec statutes, or having their head offices, carrying on activities or having immovable real rights in Québec, and on certain groups not endowed with juridical personality.*

*For such registration, the bill proposes the establishment of a registry of associations and enterprises. The registry would receive and give publicity to information relating to associations and enterprises and attest to the existence of legal persons and the formation of limited partnerships.*

*The bill specifies the information that persons and groups subject to registration are required to declare.*

*It provides that registrants must file further declarations to keep the information originally declared up to date.*

*The bill provides that a registrant will be deregistered upon ceasing to be subject to the requirement to register or on failure to perform certain other requirements. In certain cases, it allows revocation of deregistration.*

*It states that any person may consult the registry and that the information it contains is presumed accurate.*

*The bill contains a chapter on the rules for filing documents and for administration of the registry.*

*It lays down a summary procedure for various remedies against unfavourable decisions.*

*It sets forth the regulation making power of the Government and penal provisions.*

*It prescribes rules on the use of names by registrants.*

*It amends the public Acts whose object is to constitute legal persons, particularly by providing that henceforth the legal persons will be incorporated by registration, and dissolved by deregistration.*

*It also contains residual provisions to the same effect in respect of private Acts empowering the creation of legal persons.*

*The bill replaces the Companies and Partnerships Declaration Act and the Companies Information Act.*

*It repeals the Extra-Provincial Companies Act and the Mortmain Act.*

*Lastly, the bill provides various transitional provisions for its implementation and the physical establishment of the registry.*

#### ACTS REPEALED OR AMENDED BY THIS ACT

- (1) Civil Code of Lower Canada;
- (2) Act respecting Access to documents held by public bodies and the Protection of personal information (R.S.Q., chapter A-2.1);
- (3) Act respecting insurance (R.S.Q., chapter A-32);
- (4) Act respecting the caisses d'entraide économique (R.S.Q., chapter C-3);
- (5) Savings and Credit Unions Act (R.S.Q., chapter C-4);
- (6) Act respecting the Centre de recherche industrielle du Québec (R.S.Q., chapter C-8);
- (7) Farmers' Clubs Act (R.S.Q., chapter C-9);
- (8) Charter of the French language (R.S.Q., chapter C-11);
- (9) Cities and Towns Act (R.S.Q., chapter C-19);
- (10) Fish and Game Clubs Act (R.S.Q., chapter C-22);
- (11) Amusement Clubs Act (R.S.Q., chapter C-23);
- (12) Code of Civil Procedure (R.S.Q., chapter C-25);
- (13) Labour Code (R.S.Q., chapter C-27);

- (14) Municipal Code of Québec (R.S.Q., chapter C-27.1);
- (15) General and Vocational Colleges Act (R.S.Q., chapter C-29);
- (16) Companies Act (R.S.Q., chapter C-38);
- (17) Cemetery Companies Act (R.S.Q., chapter C-40);
- (18) Trust Companies Act (R.S.Q., chapter C-41);
- (19) Timber-Driving Companies Act (R.S.Q., chapter C-42);
- (20) Guarantee Companies Act (R.S.Q., chapter C-43);
- (21) Gas, Water and Electricity Companies Act (R.S.Q., chapter C-44);
- (22) Telegraph and Telephone Companies Act (R.S.Q., chapter C-45);
- (23) Extra-Provincial Companies Act (R.S.Q., chapter C-46);
- (24) Mining Companies Act (R.S.Q., chapter C-47);
- (25) Church Incorporation Act (R.S.Q., chapter C-63);
- (26) Cooperatives Act (R.S.Q., chapter C-67.2);
- (27) Act respecting Roman Catholic cemetery corporations (R.S.Q., chapter C-69);
- (28) Act respecting security fund corporations (R.S.Q., chapter C-69.1);
- (29) Religious Corporations Act (R.S.Q., chapter C-71);
- (30) Companies and Partnerships Declaration Act (R.S.Q., chapter D-1);
- (31) Roman Catholic Bishops Act (R.S.Q., chapter E-17);
- (32) Act respecting fabriques (R.S.Q., chapter F-1);
- (33) Act to establish the Fonds de solidarité des travailleurs du Québec (F.T.Q.) (R.S.Q., chapter F-3.2.1);
- (34) Act respecting the Inspector General of Financial Institutions (R.S.Q., chapter I-11.1);
- (35) Education Act (R.S.Q., chapter I-14);

- (36) Winding-up Act (R.S.Q., chapter L-4);
- (37) Mortmain Act (R.S.Q., chapter M-1);
- (38) Notarial Act (R.S.Q., chapter N-2);
- (39) Special Corporate Powers Act (R.S.Q., chapter P-16);
- (40) Companies Information Act (R.S.Q., chapter R-22);
- (41) Act respecting health services and social services (R.S.Q., chapter S-5);
- (42) Act respecting farmers' and dairymen's associations (R.S.Q., chapter S-23);
- (43) Agricultural Societies Act (R.S.Q., chapter S-25);
- (44) Act respecting mineral exploration partnerships (R.S.Q., chapter S-26);
- (45) Horticultural Societies Act (R.S.Q., chapter S-27);
- (46) Butter and Cheese Societies Act (R.S.Q., chapter S-29);
- (47) Loan and Investment Societies Act (R.S.Q., chapter S-30);
- (48) National Benefit Societies Act (R.S.Q., chapter S-31);
- (49) Act respecting societies for the prevention of cruelty to animals (R.S.Q., chapter S-32);
- (50) Cooperative Syndicates Act (R.S.Q., chapter S-38);
- (51) Stock-breeding Syndicates Act (R.S.Q., chapter S-39);
- (52) Professional Syndicates Act (R.S.Q., chapter S-40);
- (53) University of Québec Act (R.S.Q., chapter U-1);
- (54) Déclaration Du Roi, concernant les Ordres Religieux et les Gens de mainmorte, établis aux Colonies Françaises (Ins. Cons. Sup. Reg. I. Folio 16. V°.);
- (55) Charter of the city of Québec (1929, chapter 95);
- (56) Act respecting Fishermen's Bait Associations (R.S.Q., 1941, chapter 205);

(57) Charter of the city of Montréal (1959-60, chapter 102);

(58) Act to establish a new Civil Code and to reform family law (1980, chapter 39).

# Bill 54

## **An Act respecting the registry of associations and enterprises**

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

### CHAPTER I

#### SCOPE

#### DIVISION I

#### APPLICABILITY

**1.** This Act applies to

(1) every natural person who carries on commercial activities in Québec;

(2) every natural person, particularly every farmer, artisan or professional who carries on non-commercial activities in Québec for profit under a name that does not include his surname and given name or that includes the surname of another person;

(3) every general partnership or limited partnership formed in Québec;

(4) every civil partnership formed in Québec which carries on activities under a name that does not include the surnames of all the partners or that includes the surname of a person who is not a partner;

(5) every extra-provincial company carrying on commercial activities in Québec, unless it has no name;

(6) every extra-provincial company which, under a name that does not include the surnames of all the partners or that includes the surname of a person who is not a partner, carries on non-commercial activities in Québec or possesses an immovable real right in Québec;

(7) every legal person incorporated in Québec;

(8) every legal person incorporated outside Québec which has its corporate seat in Québec, carries on activities in Québec or possesses an immovable real right in Québec;

(9) every association not endowed with juridical personality whose administrators frequently make contracts with third persons in Québec or which regularly appeals to the public in Québec for donations;

(10) every trust created in Québec to secure the fulfilment of a purpose of public or general interest or under which the trustee acts to that end in Québec;

(11) every unincorporated mutual fund established in Québec whose ordinary activities are not under the administration of a registered legal person;

(12) every unincorporated mutual fund established outside Québec units whereof are invested in Québec or property whereof is administered in its name in Québec, if its ordinary activities are not under the administration of a registered legal person.

For the purposes of this section, advertising by a person or group indicating how the person or group or a representative thereof may be contacted in Québec is deemed the carrying on of activities.

**2.** This Act also applies to every person or group not contemplated in section 1 which, of his or its own accord, files a declaration of registration in the registry of associations and enterprises.

**3.** The administrators of an association not endowed with juridical personality bear the responsibility in its regard for the observance of this Act.

The persons entrusted with the administration of the property of an unincorporated mutual fund bear the same responsibility in its regard.

**4.** A person entrusted with the administration of the mass of the property used to carry on the activities of a registrant, particularly a trustee in bankruptcy, a liquidator, a trustee under a trust or a



testamentary executor, shall substitute for the registrant and, during his administration, assume the rights and obligations of the registrant.

This section does not apply to the directors or senior officers of a legal person or of a group not endowed with juridical personality.

## DIVISION II

### PRESUMPTIONS

**5.** A person or group having an address, the use of a telephone line, an establishment or a post office box in Québec, or whose representative under a general mandate has an establishment or post office box in Québec is presumed to carry on activities within the meaning of section 1.

**6.** For the purposes of section 1, the making of a commercial transaction in Québec creates a presumption that commercial activities are carried on; the making of any contract other than a commercial transaction creates a presumption that non-commercial activities are carried on.

**7.** Before a court of penal jurisdiction, the foregoing presumptions apply in the absence of any evidence to the contrary.

## CHAPTER II

### REGISTRY

**8.** A registry of associations and enterprises is hereby instituted.

**9.** The object of the registry is to receive information relating to registrants and make it public.

A further object of the registry is to attest to the creation of limited partnerships and the existence of legal persons which, under the laws of Québec, are incorporated by registration therein.

**10.** The registry shall consist of the body of documents filed in it and, in respect of each registrant, an index of such documents and an information statement.

**11.** The Inspector General of Financial Institutions is responsible for the keeping, custody and publicity of the registry.

**12.** The Inspector General shall keep the registry on such information storage media as he determines.

For the purposes of information storage, filed documents may be reproduced by any process regardless, as the case may be, of section 2 or 3 of the Photographic Proof of Documents Act (R.S.Q., chapter P-22). The Inspector General may upon such reproduction dispose of the filed documents according to law.

The indices to filed documents and the information statements shall be prepared by the Inspector General by such process as he sees fit. They must regularly be brought up to date with the filed documents and dated. Each index must classify the documents, allow determination of their chronological order of filing and give a reference designation for each. Every statement must contain the items of information prescribed by regulation.

The Inspector General may make as many copies of the whole or any part of the registry as he deems necessary for its conservation or consultation.

## CHAPTER III

### REGISTRATION

**13.** Every person or body contemplated in section 1 is subject to registration.

Registration is effected by filing a declaration to that effect in the registry, except where otherwise provided by law.

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

- (1) the name of the registrant;
- (2) any other name used by the registrant in Québec;
- (3) the address of the domicile and, where such, elected domicile for the purposes of this Act of the registrant;
- (4) the main business address of the registrant in Québec, if different from that of the domicile;
- (5) an indication that the registrant is, or is not, active;
- (6) the name, address, quality and date of taking office of any person contemplated in section 4.

**15.** The declaration of a natural person shall also include the date of commencement of his activities and, where applicable, his matrimonial regime.

The declaration of any other registrant shall also contain, where applicable,

(1) the juridical form of the registrant and the Act under which it is constituted;

(2) the place, mode and date of formation of the registrant, unless it results from an amalgamation or a split-up;

(3) the place, mode and date of the latest amalgamation or split-up from which it results, and the name of any group or legal person that is a party to the modification;

(4) the date of its continuance or other conversion;

(5) the date of its proposed termination;

(6) the name and domiciliary address of each director or administrator;

(7) the name and domiciliary address of the president, secretary and chief executive officer, specifying the office of each;

(8) the name, domiciliary address and matrimonial regime of each partner other than a special partner.

**16.** A registrant having neither domicile nor establishment in Québec shall designate a resident representative having power of attorney and include his name and address in the declaration.

The representative shall represent the registrant for the purposes of this Act, and proceedings taken against the registrant may be served on him.

**17.** The declaration shall contain any other information prescribed by regulation.

**18.** The declaration must be filed sixty days or less after the person or group becomes subject to registration.

## CHAPTER IV

## UPDATING

## DIVISION I

## ANNUAL UPDATING

**19.** Every registrant shall each year update the information contained in the registry by filing a declaration to that effect during the annual updating period prescribed by regulation.

The annual declaration shall contain all the information contemplated in sections 14 to 17, except the names of groups and legal persons which are parties to an amalgamation or split-up.

The declaration shall be filed in a single copy.

**20.** A registrant registering during the annual updating period is exempt from filing an updating declaration for that year.

**21.** Before the end of the annual updating period, the Inspector General shall send a notice to every registrant not having filed an annual declaration for the preceding year.

The notice shall indicate that on failure to remedy the default the registrant will be deregistered, unless the Inspector General decides otherwise by virtue of the second paragraph of section 34.

## DIVISION II

## REGULAR UPDATING

**22.** Every registrant, in addition to the annual updating, shall keep the information contemplated in sections 14 to 16 up to date by filing an amending declaration upon any change therein, indicating the change.

A registrant may keep the information required under section 17 up to date in the same manner.

**23.** A registered legal person having decided to dissolve or to apply for dissolution shall file an amending declaration to that effect without delay in order to update the information regarding it.

**24.** A limited partnership formed in Québec or a legal person registered in accordance with its special Act is exempt from filing an amending declaration where it files another document indicating the

change in the registry in compliance with another requirement of law. It is also exempt where the other document is filed by a minister, the Inspector General or another person.

The filing effects updating.

### DIVISION III

#### SPECIAL UPDATING

**25.** A legal person registered in accordance with its special Act shall within sixty days from the effective date of its registration update the information contained in the documents filed in the registry by filing a declaration containing the information contemplated in sections 14, 15 and 17.

**26.** A legal person resulting from an amalgamation which continues the existence of a registered legal person shall update the information contained in the registry by filing a declaration containing the information contemplated in sections 14 to 17 without delay.

**27.** A legal person which files a declaration contemplated in section 25 or 26 during the annual updating period is exempt from filing an updating declaration for that year.

**28.** A registrant, within sixty days of receiving, pursuant to section 58, a copy of a request from the Inspector General by way of a notice filed in the registry to update any information contemplated in sections 14 to 17, shall file a declaration containing the requested information.

The notice shall indicate that on failure to honour the request, the registrant will be deregistered, unless the Inspector General decides otherwise by virtue of the second paragraph of section 34.

## CHAPTER V

### DEREGISTRATION

#### DIVISION I

##### COMPULSORY DEREGISTRATION

**29.** A deceased person must be deregistered by the person in possession of the succession, unless the activities that were the reason for registration are continued for the benefit of the succession.

Deregistration is effected by filing a declaration of deregistration in the registry within six months after the death.

**30.** Subject to section 29, every registrant other than a natural person or a legal person registered in accordance with its special Act must be deregistered on its termination.

Deregistration is effected by filing a declaration of deregistration in the registry.

The declaration shall be filed by the last directors or administrators, the partners, the representative or the person contemplated in section 4.

## DIVISION II

### VOLUNTARY DEREGISTRATION

**31.** A limited partnership formed in Québec or a legal person registered in accordance with its special Act may, in order to terminate its existence, apply to the Inspector General for deregistration, or deregister itself, where and as provided by law.

**32.** A registrant no longer in circumstances requiring registration may deregister by filing a declaration to that effect.

**33.** A registrant contemplated in section 2 may deregister at any time by filing a declaration of deregistration.

This Act ceases to apply to the registrant from the time of filing.

## DIVISION III

### ADMINISTRATIVE DEREGISTRATION

**34.** The Inspector General shall in the ordinary course of administration deregister any registrant in default of filing two consecutive annual declarations or of compliance with a request under section 28.

He may nevertheless defer deregistration of any limited partnership formed in Québec or any legal person registered in accordance with its special Act.

**35.** The Inspector General shall in the ordinary course of administration deregister a limited partnership formed in Québec or a legal person registered in accordance with its special Act on its termination date.

**36.** Administrative deregistration is effected

(1) by filing an order in the case of a limited partnership formed in Québec or a legal person registered in accordance with its special Act;

(2) by making an entry to that effect in the registry in the manner prescribed by regulation, in other cases.

DIVISION IV

REVOCATION OF DEREGISTRATION

**37.** The Inspector General, upon an application, on the conditions he determines and upon payment of the fee prescribed by regulation, may revoke administrative deregistration effected under section 34 of a limited partnership formed in Québec or of a legal person registered in accordance with its special Act.

Revocation of deregistration is effected by filing an order to that effect in the registry.

Subject to acquired rights of third persons, deregistration is deemed not to have occurred.

Notwithstanding the first paragraph, no fee is payable where the application for revocation is made by a government department or a government agency.

CHAPTER VI

PUBLICITY

**38.** Any person may consult the registry.

The registry may be consulted during office hours at the offices where it is kept or at any place indicated by the Inspector General for consulting any part of it. Consultation of an index of filed documents or an information statement is free of charge; consultation of filed documents is subject to the fee prescribed by regulation.

The registry may also be consulted during office hours by way of a telecommunications system authorized by the Inspector General, subject to the fee prescribed by regulation.

**39.** The Inspector General shall issue a copy or extract of a document filed in the registry relating to a registrant to any person requesting it, upon payment of the fee prescribed by regulation.

He shall issue, free of charge, a copy of or extract from an index of filed documents or information statement.

He shall also, on request and upon payment of the fee prescribed by regulation, affix his certificate to the requested copy or extract or to a document he attaches thereto.

**40.** The Inspector General, on request and upon payment of the fee prescribed by regulation, shall certify that a person or group is, or is not,

- (1) registered;
- (2) in default of filing an annual declaration;
- (3) in default of compliance with a request made to him under section 28;
- (4) according to the documents filed in the registry, is the subject of proceedings which may lead to its dissolution.

The certificate issued by the Inspector General under subparagraph 1 of the first paragraph shall indicate that the person or group has been deregistered, where such is the case.

**41.** A certificate of the registration of a limited partnership formed in Québec issued by the Inspector General is proof of the existence of the partnership.

A certificate of the registration of a legal person registered in accordance with its special Act is proof of the existence of the person.

**42.** Only the registrant and its directors or administrators, officers and representative are presumed to have knowledge of the existence and content of the declarations, notices and orders filed in the registry pursuant to this Act.

**43.** The information contained in the registry is presumed to be accurate and the inaccuracy of any information contemplated in sections 14 to 16 cannot be set up by the registrant having declared it against persons in good faith other than its directors or administrators, officers or representative.



## CHAPTER VII

## ADMINISTRATION OF THE REGISTRY

## DIVISION I

## FILING OF DOCUMENTS

**44.** It is incumbent upon the registrant or its founders, when filing documents in the registry, to verify that their contents are accurate and conform to law.

The registrant, on finding that a declaration regarding it contains inaccurate information, shall correct it without delay by filing a new declaration, which shall replace it from that time.

**45.** Every document filed in the registry must

(1) designate the registrant by name and, after registration, by registration number;

(2) be signed by the person filing it;

(3) be filed in duplicate, except as otherwise provided by law.

**46.** No fee is payable for the filing of any order or notice under this Act, of any declaration contemplated in section 22, 23, 25, 26, 28 or 44 or of any document which effects deregistration.

A person filing any other document must accompany it with the fee prescribed by regulation.

A person filing an annual declaration after the prescribed period must moreover accompany it with the additional fee prescribed by regulation.

The payment of fees and additional fees shall be assumed by the registrant or its founders, even where the documents are filed by a minister, the Inspector General or some other governmental authority.

**47.** Filing is invalid

(1) where a declaration does not contain a particular of exigible information contemplated in any of sections 14 to 17;

(2) where a document related to a legal person contemplated by an Act under the administration of the Inspector General or to a limited

partnership formed in Québec does not contain all the required statements or where it is not accompanied with all the required documents;

(3) where a document is not in conformity with section 45 or 52 or is not accompanied with the fee prescribed by section 46;

(4) where a document filed under article 1877 or 1879 of the Civil Code of Lower Canada or under an Act constituting legal persons under the administration of the Inspector General contains a name which, in the opinion of the Inspector General, includes an expression contemplated in paragraph 1 or 2 of section 105;

(5) where the document pertains to a registrant having failed to file an annual declaration.

**48.** Where fees or additional fees are paid by bill of exchange, the Inspector General may defer filing of the document until the bill of exchange is honoured.

**49.** The Inspector General shall assign a registration number to the registrant upon the filing of a document which effects registration.

He shall do likewise where the object of the filed document is to amalgamate legal persons or to attest to their amalgamation.

**50.** The Inspector General shall certify that a limited partnership or a legal person registered in accordance with its special Act is formed in Québec, upon the filing of the document which effects registration.

Upon the filing of a document which amends the constituting documents, the Inspector General shall certify the amendment indicated in the document.

The certificate shall be affixed to each of the duplicates of the filed document or to a document which the Inspector General attaches to each duplicate and which shall be deemed to be an integral part of the filed document.

**51.** The Inspector General shall enter the date of filing on each duplicate of every document filed.

He shall, where applicable, return the second duplicate to the registrant as in section 58.

## DIVISION II

## ADMINISTRATION

**52.** Documents filed in the registry by a registrant or its founders must be drawn up on the forms provided for that purpose or authorized by the Inspector General, and conform to the norms fixed by regulation as to the wording of their contents.

Except as otherwise provided by law, all other documents filed in the registry must be drawn up according to the norms prescribed by regulation as to the kind, quality and format of the medium used, and as to the layout and wording of their contents.

**53.** To facilitate the updating of information, the Inspector General may transmit a declaration form to the registrant containing the whole or part of the information statement.

The registrant must correct any inaccuracies in the information and fill out the form, where necessary, before filing it.

**54.** If the original of a document which must be filed in the registry is unavailable, the Inspector General may accept a copy of it authenticated by an authorized person.

**55.** Where the Inspector General is unable, upon the filing of a document, to correspondingly update the index of filed documents or the information statement, he shall without delay make an entry on the statement to the effect that a document has been filed but is not yet shown.

**56.** The Inspector General, of his own initiative or upon request, may correct a document he has filed or a certificate he has issued if it is incomplete or contains an error in writing or other clerical error.

To make a substantial correction, he shall file a notice to that effect in the registry and transmit a copy to the registrant as in section 58. He shall make any other correction to the document in the manner he sees fit.

The correction is retroactive to the date of filing of the document or the date of the certificate, as the case may be.

**57.** The Inspector General, of his own initiative or upon request, may, in the manner he sees fit, correct an information statement or an index of filed documents which does not accurately represent them.

He may also rectify, on the information statement, an address appearing in a document filed in the registry which is incomplete or contains an error in writing or an incorrect postal code.

**58.** Documents shall be transmitted to the registrant by personal service or by mail at the address of his domicile appearing in the registry or to that of his representative.

The Inspector General shall send the document to the address which he has reasonable cause to believe is that of the registrant if none is available in the registry or that appearing there is incorrect.

**59.** The Inspector General may enter into an agreement with a department or an agency that is a mandatory of the Government or whose personnel is appointed under the Public Service Act (R.S.Q., chapter F-3.1.1), by which any document filed by a registrant in the department or agency under another Act and containing the same information as a declaration required under Chapter IV shall be transferred to the registry.

All departments and agencies described in the first paragraph are hereby authorized to enter into such an agreement and to transfer any such document to the registry.

Where the registrant furnishes other information in the transferred document than what is required for the registry, the department or agency must transfer nothing but the appropriate extract or transcript to the registry.

The transferred document, extract or transcription must conform to the norms fixed in the agreement as to the nature, quality and format of the medium employed.

The Inspector General may, according to law, enter into a similar agreement with a department or agency of the Government or Parliament of Canada, with the government or legislature of a Canadian province or of another state, or with an international organization.

**60.** The Inspector General may transfer to the registry a document filed with him by a registrant pursuant to another Act under his administration containing the same information as a declaration required under Chapter IV, provided that, where the document contains information not required for the registry, he transfers only the appropriate extract or transcript.

**61.** The department or agency must give the registrant prior notice of a transfer made under section 59 or 60.

**62.** The transfer is a valid filing of a declaration required under Chapter IV if the registrant has not already filed it. Where such is the case, the Inspector General must enter the date of transfer on the transferred document and transmit a copy to the registrant as in section 58.

Where the transfer is to replace the annual declaration required by section 19, the registrant must pay the fee prescribed by regulation for the filing of the declaration to the Inspector General. The transfer is valid only upon payment of the fee, and may be deferred until the bill of exchange given in payment is honoured. The Inspector General must enter the date of payment of the fee on the transferred document and need not transmit a copy of the document to the registrant.

**63.** The Inspector General, on such conditions as he determines, may grant a line of credit to a person or group for the payment of fees, additional fees and fees for notices under this Act. He may withdraw it at any time without notice.

**64.** Payment of fees, additional fees and fees for notices shall be in cash or by bill of exchange or a credit card accepted by the Minister of Finance.

Payment may also be made by debiting the payable amount to the account of the holder of a line of credit.

## CHAPTER VIII

### REMEDIES

#### DIVISION I

##### APPEAL FROM DECISIONS OF THE INSPECTOR GENERAL

**65.** An appeal lies to the Provincial Court from decisions of the Inspector General rendered under paragraph 4 of section 47 in respect of a name contained in a document, except in matters of jurisdiction.

Appeal does not suspend execution of a decision of the Inspector General.

**66.** An appeal is brought by filing, in the office of the Provincial Court for the district of the domicile or principal establishment in Québec of the appellant or of the residence of the appellant's representative, a motion served on the Inspector General, at the place designated by regulation, within sixty days after his decision.

In exceptional circumstances, the Provincial Court may allow a party to institute an appeal after the expiration of the time prescribed in the first paragraph.

**67.** Upon service of the motion, the Inspector General shall transmit the record of the appealed decision to the Provincial Court.

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

**69.** Subject to any further proof it may require, the court shall render its judgment on the record transmitted to it, after allowing the parties to state their arguments.

**70.** The court may confirm or quash the appealed decision and decide any matter it deems expedient. The judgment must be in writing, give the reasons on which it is based and be signed by the judge who rendered it.

**71.** The clerk shall transmit a certified copy of the judgment to each of the parties, and to the Inspector General at the place designated by regulation.

**72.** No appeal lies from the judgment of the Provincial Court.

**73.** If the judgment quashes the decision of the Inspector General, the appellant may file a document in the registry containing the name concerning which the appeal was made, from the date of service of the judgment on the Inspector General.

**74.** The Provincial Court, in the manner prescribed in article 47 of the Code of Civil Procedure, may make the rules of practice deemed necessary for the carrying out of this division.

## DIVISION II

### OTHER REMEDIES

**75.** A person may apply for the change of a name used by a registrant if the name does not conform to the law or the regulations.

An action under this section must be instituted within five years from the commencement of the prohibited use of the name which the applicant seeks to change.

**76.** A person may apply for the annulment of the filing in the registry without right of a declaration contemplated by this Act.

**77.** A person other than the registrant may apply for the rectification or removal of inaccurate information declared in the registry.

**78.** Applications contemplated by this division are instituted by filing a motion in the office of the Provincial Court for the district of the domicile or principal establishment in Québec of the registrant contemplated by the motion.

If the registrant has no domicile or establishment in Québec, the motion may be filed in the office of the Provincial Court for the district of the address of registrant's representative.

The motion shall set forth the object of the application, the grounds on which it is based and the conclusions sought.

**79.** The motion must be accompanied with a notice of the date on which it will be presented, and be served on the interested persons and on the Inspector General, if necessary, at the place designated by regulation, not later than twenty days before that date.

The Inspector General shall file a single copy of the notice of service of the motion in the registry.

**80.** Each party to the motion shall administer his proof by means of sufficiently detailed affidavits to establish all the facts in support of his claims.

Before the motion is introduced, each party shall serve his affidavits and all documents he is adducing as proof on every other party, and on the Inspector General, if necessary, and file them in the office of the court. The appellant shall serve his affidavits at the same time as the motion.

**81.** In addition to the proof by affidavits, the parties may, if they wish, present oral proof. They may also, with leave of the Court, produce documents at the hearing.

**82.** At the introduction of the motion, the Court shall hear the parties if the record is complete and may render judgment.

If not, the Court shall fix the trial date. The Court may, at any time during the trial, order, even of its own motion, the production of any additional proof or the summons of any person whose testimony it deems expedient. It may also call for hearing any person whose interests could be affected by the decision.

The decision of the Court must be in writing, give the reasons on which it is based and be signed by the judge who rendered it.

**83.** The clerk shall transmit a true copy of the decision to each party, and to the Inspector General at the place designated by regulation.

The Inspector General must file a single copy of a notice of receipt of the judgment in the registry.

**84.** An appeal lies to the Court of Appeal from any judgment rendered under this division.

**85.** The decision becomes executory upon the expiration of the time for appeal.

**86.** Where required, the Inspector General shall make the necessary rectifications to the registry by filing a copy of the final judgment therein.

**87.** The Provincial Court may, in the manner prescribed in article 47 of the Code of Civil Procedure, make the rules of practice deemed necessary for the carrying out of this division.

## CHAPTER IX

### REGULATIONS

**88.** The Government may, by regulation,

(1) determine what particulars must be contained in the information statement;

(2) determine what information is required under section 17;

(3) prescribe the period for filing annual declarations;

(4) prescribe the manner of making an entry in the registry pursuant to paragraph 2 of section 36;

(5) prescribe the fees payable for the revocation of administrative deregistration;

(6) prescribe the fees payable for consulting documents filed in the registry;

(7) prescribe the fees payable for consulting the registry by way of a telecommunications system;



(8) prescribe the fees payable for the issue of copies or extracts of the registry, whether certified or not;

(9) prescribe the fees payable for the issue of certificates;

(10) establish norms as to the kind, quality and format of the medium used for documents filed in the registry and as to the layout and wording of their contents;

(11) prescribe the fees payable for the registration of registrants and for the filing of documents in the registry;

(12) prescribe the additional fees payable for the filing of an annual declaration after the prescribed period;

(13) determine expressions that shall not be contained in the names of registrants;

(14) establish criteria for determining whether a name is likely to be confused with another;

(15) specify cases and establish criteria for determining whether the name of a registrant leads to the belief that the registrant is related to another person or group;

(16) specify in what cases a name is likely to mislead;

(17) fix norms respecting the composition of names of registrants;

(18) designate the place where the Inspector General shall be served proceedings and judgments contemplated in this Act;

(19) prescribe the costs of notification contemplated in section 100.

**89.** The Government may, by regulation, establish groups of registrants; it may also, by regulation, exempt each group, on certain conditions or without conditions, from all or part of the obligations arising from this Act or the regulations or establish different rules or fees for each group.

**90.** The Government may, in exercising its power to make regulations, establish different rules or fees according to

(1) the classes of registrants contemplated in section 1;

(2) the juridical form or regime of the registrants;

- (3) the activities carried on by registrants;
- (4) the nature of the filed document or of the medium used to file a document;
- (5) the number of names declared;
- (6) the number of establishments declared.

## CHAPTER X

### PENAL PROVISIONS

**91.** Every registrant who or which fails to file in the registry

- (1) the declaration of registration required under section 13 within the time prescribed in section 18,
  - (2) the annual declaration required under section 19 within the time prescribed by regulation, unless exempt under section 20 or 27,
  - (3) the amending declaration required under the first paragraph of section 22, or
  - (4) the declaration required under the first paragraph of section 28,
- is guilty of an offence.

**92.** Every legal person which fails to file in the registry

- (1) the amending declaration required under section 23, unless exempt under section 24, or
  - (2) the declaration required under section 25 or 26,
- is guilty of an offence.

**93.** Every registrant who or which

- (1) files in the registry a declaration referred to in section 13, 19, 22, 23, 25 or 26, the first paragraph of section 28, section 29, 30 or 32 or the second paragraph of section 44, knowing it to be false, incomplete or misleading, or
  - (2) uses a name prohibited under paragraph 1, 2 or 5 of section 105,
- is guilty of an offence.

**94.** Penal proceedings shall not be instituted for an offence described in section 91 or 92 by reason of the late filing of a declaration where that delay is owing to deferment by the Inspector General of the filing of the declaration in accordance with section 48, where the bill of exchange has been honoured.

**95.** Every registrant who is guilty of an offence contemplated in section 91, 92 or 93 is liable, in addition to costs, to a fine of not less than \$200 nor more than \$2000.

In the case of a subsequent offence within two years after the last conviction for the same offence, the offender is liable, in addition to costs, to a fine of not less than \$400 nor more than \$4000.

**96.** Where the court finds a registrant guilty of an offence described in any of the provisions of section 91 or 92, it may require the offender, in addition to payment of the fine, to file the document he failed to file in the registry.

**97.** Every director or administrator, officer, representative or person responsible for the administration of the mass of the property of a registrant who ordered, authorized or advised a person to commit an offence referred to in any of the provisions of section 91, 92 or 93 or who agreed to its commission or took part in it in any other manner is guilty of the offence if he knew or should have known that his behaviour would probably result in the commission of the offence.

Every person referred to in the first paragraph is liable, in addition to costs, to a fine of not less than \$200 nor more than \$2000.

In the case of a subsequent offence within two years after the last conviction for an offence described in the first paragraph, the offender is liable, in addition to costs, to a fine of not less than \$400 nor more than \$4000.

**98.** Where an offence described in any provision of section 91 or 92 or in paragraph 2 of section 93 extends over more than a day, it constitutes a continuous offence.

Notwithstanding subsection 2 of section 12 of the Summary Convictions Act (R.S.Q., chapter P-15), a continuous offence may be charged in a single count.

**99.** Penal proceedings under this Act are instituted in accordance with the Summary Convictions Act.

The prosecutor shall serve by mail a notice of the offence on the offender, except in the case of a subsequent offence. The notice constitutes an information.

**100.** The notice of the offence must describe the offence, specify the minimum fine and the amount of the costs of notification prescribed by regulation and indicate to the offender that he may, within twenty days after service of the notice, remedy his failure by filing the necessary documents, if any, in the registry, and by paying the costs of notification and the fees and supplementary fees that are payable.

Where the offender remedies his failure within the time specified in the notice, he is considered to have pleaded guilty. The filing and payment shall not be considered admissions of civil liability.

Where the offender does not remedy his failure within the time specified in the notice of the offence, the notice shall be filed with a justice of the peace who may issue a summons.

**101.** Failure to serve notice of the offence shall not be invoked against the prosecutor and it is not necessary to allege or prove that it has been served.

Notwithstanding the first paragraph, an offender who, at the time of his appearance, admits his guilt and then proves that the notice has not been served upon him shall not be ordered to pay an amount greater than the amount he would have been required to pay pursuant to the notice of the offence.

**102.** Penal proceedings under this Act are instituted by the Attorney General or his representative.

**103.** Penal proceedings must be instituted within two years after the Inspector General is notified of the offence.

**104.** For the purposes of proceedings provided for in this chapter, every information concerning a legal person which is a registrant is presumed correct, in the absence of proof to the contrary, if the Inspector General certifies that he holds the information from the authority having constituted the legal person.

## CHAPTER XI

## MISCELLANEOUS AND TRANSITIONAL PROVISIONS

## DIVISION I

## NAME

**105.** No registrant may use, in Québec, a name which

(1) contains an expression the use of which is reserved for a third person or prohibited by law or the regulations;

(2) contains an expression that evokes an immoral, obscene or shocking idea;

(3) may be confused with a name already used by another person or group in Québec, according to the criteria determined by regulation;

(4) falsely leads to the belief that the registrant is related to another person or group, in particular in the cases and according to the criteria determined by regulation;

(5) is likely to mislead, in particular in cases determined by regulation;

(6) is contrary to the norms determined by regulation as regards its composition.

**106.** A limited partnership, association, trust or mutual fund formed in Québec or a legal person registered in accordance with its special Act shall not, at the time of or after its formation, adopt a name it is not authorized to use in Québec under section 105.

**107.** A registrant does not require any right in respect of a name by the mere fact that a document containing that name is filed in the registry.

## DIVISION II

## RESIDUAL PROVISIONS

**108.** The hearing of an application made by an unregistered registrant before a tribunal or body performing judicial or quasi-judicial functions may be suspended on the motion of an interested person prior to the hearing, until the registrant becomes registered.

Notwithstanding the first paragraph, the suspension shall not be granted if the motion made by a natural person does not relate to the activity in respect of which the person is subject to registration.

**109.** An advocate or a notary shall file in the registry the declaration of registration required by this Act where he has carried out the procedure for the establishment of a legal person otherwise than by registration.

Notwithstanding the first paragraph, the advocate or notary is not required to proceed to the filing if his client refuses to pay the amount of the prescribed fees to him.

**110.** From (*insert here the date of coming into force of this section*), the incorporation of a legal person by a private Act the object of which is to incorporate the legal person shall be subject to the registration of the legal person in the registry of associations and enterprises.

Registration is effected by filing the legal person's constituting document in the registry or, in the absence of such a document, a declaration of registration.

**111.** From (*insert here the date of coming into force of this section*), the document amending the constituting document of a legal person whose incorporation is directly provided in a private Act shall be filed in the registry.

The amendment has effect only from the date of filing of the document.

**112.** From (*insert here the date of coming into force of this section*), the dissolution of a legal person, provided for in a private Act the object of which is to incorporate the legal person, shall be subject to the deregistration of the legal person from the registry of associations and enterprises.

Deregistration is effected by filing a declaration to that effect in the registry.

**113.** The deregistration, by the Inspector General, in the ordinary course of administration, of a legal person whose incorporation is directly provided in a private Act entails the dissolution of that legal person.

## DIVISION III

## REPEALING AND AMENDING PROVISION

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

## CIVIL CODE OF LOWER CANADA

**115.** Article 366 of the Civil Code of Lower Canada is amended by striking out paragraphs 2 and 3.

**116.** Article 1834 of the said Code, amended by section 1 of chapter 38 of the statutes of 1902, section 5 of chapter 62 of the statutes of 1923-24, section 1 of chapter 95 of the statutes of 1937 and section 91 of chapter 77 of the statutes of 1969, is again amended

(1) by replacing the words “deliver to the prothonotary of the Superior Court in each district, in which they carry on business, a declaration in writing, in the form and subject to the rules provided in the statute intituled: *Partnership Declaration Act*” in the first paragraph by the words “file in the registry of associations and enterprises a declaration in the form and according to the rules prescribed in the Act respecting the registry of associations and enterprises (1987, chapter *insert here the chapter number of this Act in the annual compilation of the statutes of Québec for 1987*).”;

(2) by replacing the word “statute” in the fourth line of the second paragraph by the word “Act”;

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

**117.** Article 1834*a* of the said Code, enacted by section 5821 of the Revised Statutes of 1888, and article 1834*b*, enacted by section 1 of chapter 29 of the statutes of 1905, are repealed.

**118.** Article 1871 of the said Code, amended by section 2 of chapter 95 of the statutes of 1937 and replaced by section 1 of chapter 99 of the statutes of 1978, is again amended by replacing the words “in accordance with the Companies and Partnerships Declaration Act (Revised Statutes, 1964, chapter 272)” by the words “by registration in the registry of associations and enterprises”.

**119.** Article 1877 of the said Code, replaced by section 1 of chapter 99 of the statutes of 1978, is amended by replacing the second paragraph by the following paragraphs:

“The declaration must contain any other information required by sections 14, 15 and 17 of the Act respecting the registry of associations and enterprises.

The declaration is signed by all the partners and filed in the registry of associations and enterprises. Filing effects registration.”

**120.** Article 1878 of the said Code, replaced by section 1 of chapter 99 of the statutes of 1978, is amended by replacing the words “the declaration is registered; if the declaration is not registered; the partnership” by the words “it is registered; if the partnership is not registered, it”.

**121.** Article 1879 of the said Code, replaced by section 1 of chapter 99 of the statutes of 1978, is amended

(1) by replacing the word “file” in the first paragraph by the words “file in the registry of associations and enterprises”;

(2) by replacing the word “registration” in the second paragraph by the word “filing”.

**122.** Article 1880 of the said Code, amended by section 1 of chapter 76 of the statutes of 1925 and replaced by section 1 of chapter 99 of the statutes of 1978, is amended

(1) by replacing, in the French text, the word “produite” in the first line by the word “déposée”;

(2) by replacing the word “registered” in the fourth line by the word “filed”;

(3) by replacing the words “to register” in the seventh line by the words “to file”;

(4) by replacing the word “registered” in the tenth line by the word “filed”.

**123.** Article 1888*b* of the said Code, enacted by section 1 of chapter 99 of the statutes of 1978, is replaced by the following article:

“**1888*b*.** Unless there is an agreement to the contrary, the partnership may be dissolved if the majority of the partners agree



thereto. Deregistration of the partnership effects dissolution and takes effect when a declaration to that effect is filed in the registry of associations and enterprises.”

**124.** The said Code is amended by inserting, after article 1888*b*, the following article:

“**1888*c*.** The partnership is also dissolved by deregistration by the Inspector General of Financial Institutions, in the ordinary course of administration, under the Act respecting the registry of associations and enterprises.”

**125.** Article 1896*a* of the said Code, enacted by section 5822 of the Revised Statutes of 1888, is amended by striking out the words “in the *Quebec Official Gazette* and” in the third paragraph.

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

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

“(3.1) the registry of associations and enterprises;”.

ACT RESPECTING INSURANCE

**127.** Section 21 of the Act respecting insurance (R.S.Q., chapter A-32) is amended by replacing the words “incorporating an insurance company shall not be issued” in the first and second lines of the first paragraph by the words “for the purpose of incorporating an insurance company shall not be granted”.

**128.** Section 37 of the said Act is amended

(1) by replacing the word “issue”, in the first line of the first paragraph by the word “grant”;

(2) by replacing the words “Such amendments by letters patent”, in the first line of the second paragraph, by the words “Upon filing of the letters patent in the registry of associations and enterprises, such amendments”.

**129.** Section 39 of the said Act is replaced by the following section:

**“39.** The Inspector General shall file the letters patent in the registry of associations and enterprises. Notice of filing shall be sent to the Québec Official Publisher who shall insert in each annual volume of the statutes of Québec a table indicating the date of filing of the letters patent and the legislative provisions they repeal.”

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

(1) by replacing what precedes paragraph *a* by the following:

**“41.** Subject to the other applicable legislative provisions, an insurance company may be dissolved by the Inspector General.”;

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

“The company is dissolved by its deregistration from the registry of associations and enterprises.

The Inspector General effects deregistration by filing an order to that effect in the registry.

The Inspector General may, in the manner and on the conditions prescribed in section 37 of the Act respecting the registry of associations and enterprises (1987, chapter *insert here the chapter number of the said Act in the 1987 compilation of statutes of Québec*), revoke the deregistration. Subject to acquired rights of third persons, deregistration is deemed not to have occurred.”

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

(1) by replacing the words “publish a notice in the *Gazette officielle du Québec*”, in the second line of the first paragraph, by the words “file a notice in the registry of associations and enterprises”;

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

**132.** Section 93.9 of the said Act is amended by replacing the words “the publication of the notice of winding-up or dissolution in the *Gazette officielle du Québec*”, in the third and fourth lines, by the words “filing of the order or notice referred to in sections 93.195, 93.202, 93.213 or 93.272 in the registry of associations and enterprises”.

**133.** The said Act is amended by inserting the following section after the heading of Division V of Chapter III.1 of Title III:

**“93.12.1** A mutual insurance association is established by registration in the registry of associations and enterprises.”

**134.** Section 93.19 of the said Act is amended by replacing the words “by regulation of the Government”, in the second line, by the words “under the Act respecting the registry of associations and enterprises”.

**135.** Section 93.20 of the said Act is amended by replacing the second paragraph by the following paragraphs:

“For that purpose, the Inspector General shall file the articles and the documents referred to in paragraphs 2 and 4 of section 93.18 in the registry of associations and enterprises. Filing effects registration of the mutual insurance association.

The Inspector General shall send a copy of the articles and documents filed in the registry to the federation that has undertaken to accept the mutual insurance association as a member.”

**136.** Section 93.21 of the said Act is amended by replacing the words “appearing on the certificate of incorporation” by the words “of its registration”.

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

**“93.22** The corporate name of a mutual insurance association must be in conformity with the law and the regulations of the Government.”

**138.** Section 93.27 of the said Act is replaced by the following section:

**“93.27** Where the Inspector General assigns a corporate name to a mutual insurance association of his own initiative, he shall file an order to that effect in the registry of associations and enterprises.

The change has effect from the date of filing of the order in the registry.

The Inspector General shall send a copy of the filed order to the federation of which the mutual insurance association is a member.”

**139.** Section 93.36 of the said Act is amended by striking out the second paragraph.

**140.** Section 93.37 of the said Act is amended by striking out the second paragraph.

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

**142.** Section 93.102 of the said Act is amended by striking out the third paragraph.

**143.** Section 93.110 of the said Act is amended

(1) by replacing the words “by regulation of the Government”, in the second and third lines of the first paragraph, by the words “under the Act respecting the registry of associations and enterprises”;

(2) by replacing the second and third paragraphs by the following paragraphs:

“For that purpose, the Inspector General shall file the articles of amendment in the registry of associations and enterprises.

The amendment takes effect on the date of filing.

The Inspector General shall send a copy of the filed articles to the federation of which the mutual insurance association is a member.”

**144.** Section 93.111 of the said Act is replaced by the following section:

**“93.111** Upon application by a mutual insurance association, the Inspector General may update the articles of the association.

For that purpose, the Inspector General shall file the updated articles in the registry of associations and enterprises and send a copy of them to the federation of which the mutual insurance association is a member.”

**145.** Section 93.112 of the said Act is amended by replacing the words “indicated in the certificate, the updated articles”, in the first and second lines, by the words “of filing of the updated articles in the registry of associations and enterprises, those articles”.

**146.** Section 93.113 of the said Act is amended by replacing the words “indicated in the certificate”, in the third and fourth lines, by the words “of filing of the updated articles in the registry of associations and enterprises”.

**147.** The said Act is amended by inserting, after the heading of Division XVI of Chapter III.1 of Title III, the following section:

**“93.113.1** A mutual insurance association is dissolved by its deregistration from the registry of associations and enterprises according to law.”

**148.** Section 93.114 of the said Act is amended

(1) by replacing the word “dissolve”, in the second line, by the word “deregister”;

(2) by replacing the word “dissolved”, in the first line of paragraph 3, by the word “deregistered”.

**149.** Section 93.115 of the said Act is amended

(1) by replacing the word “dissolve”, in the second line, by the word “deregister”;

(2) by replacing the words “the publication of the notice of winding-up or dissolution of the federation of which it is a member”, in the first and second lines of paragraph 3, by the words “filing of the order or of the notice referred to in sections 93.195, 93.202, 93.213 or 93.272 in the registry of associations and enterprises”;

(3) by replacing the words “the publication of the notice of winding-up or dissolution of the federation of which it is a member”, in the first and second lines of paragraph 4, by the words “filing of the order or of the notice referred to in sections 93.195, 93.202, 93.213 or 93.272 in the registry of associations and enterprises”.

**150.** Section 93.116 of the said Act is amended

(1) by replacing the word “dissolve”, in the second line of the first paragraph, by the word “deregister”;

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

“If, after examining the submissions, the Minister maintains the notice of default, he shall file it in the registry of associations and enterprises.

If the mutual insurance association remedies the alleged default within 30 days of the expiry of the time prescribed in the first paragraph, the Minister shall revoke the notice of default by filing an order to that effect in the registry. Otherwise, the Minister shall order the Inspector General to deregister the mutual insurance association.”

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

**“93.117** The Inspector General shall deregister the mutual insurance association by filing an order to that effect in the registry of associations and enterprises.”

**152.** Section 93.120 of the said Act is amended

(1) by replacing the word “dissolution” in the second line of the first paragraph by the word “deregistration”;

(2) by replacing the words “the dissolution retroactively to the date on which it takes effect, by publishing a notice to that effect in the *Gazette officielle du Québec*”, in the second, third and fourth lines of the second paragraph, by the words “retroactively, the deregistration of the mutual insurance association by filing an order to that effect in the registry of associations and enterprises”;

(3) by replacing the word “dissolution” in the first and in the second lines of the third paragraph by the word “deregistration”.

**153.** Section 93.121 of the said Act is amended

(1) by replacing the word and figure “and 93.12” in the second and third lines, by the figures and word “, 93.12 and 93.12.1”;

(2) by replacing the words “the first paragraph and subparagraphs 1, 2, 3, 4 and 6 of the second paragraph”, in the fifth and sixth lines, by the words “the first and second paragraphs”;

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

**154.** Section 93.125 of the said Act is amended by replacing the words “by regulation of the Government”, in the second line of the first paragraph, by the words “under the Act respecting the registry of associations and enterprises”.

**155.** Section 93.126 of the said Act is amended by replacing the second and third paragraphs by the following paragraph:

“It must be in conformity with the law and the regulations of the Government.”

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

“The statement shall also include any other information required under the Act respecting the registry of associations and enterprises for the annual updating of information relating to registered legal persons.”

**157.** Section 93.195 of the said Act is replaced by the following section:

**“93.195** Within ten days of the decision of the Government ordering the winding-up of the federation, the liquidator shall notify the members of the decision and file the order in the registry of associations and enterprises.”

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

“Where the interest of the members of the federation justifies it, the Minister may terminate the winding-up by filing an order to that effect in the registry of associations and enterprises.”

**159.** Section 93.202 of the said Act is amended by replacing the words “and published in the *Gazette officielle du Québec* and”, in the fifth and sixth lines of the first paragraph, by the words “, filed in the registry of associations and enterprises and published”.

**160.** Section 93.203 of the said Act is amended by replacing the first sentence by the following sentence:

**“93.203** The winding-up of the federation takes effect sixty days from the date of filing of the winding-up notice in the registry of associations and enterprises.”

**161.** Section 93.209 of the said Act is amended by replacing the words “from the date of publication of the winding-up notice of the federation in the *Gazette officielle du Québec*”, in the second and third lines of the second paragraph, by the words “from the filing of the order or of the winding-up notice of the federation in the registry of associations and enterprises”.

**162.** The said Act is amended by inserting, after the heading of Division XIII of Chapter III.2 of Title III, the following section:

**“93.209.1** A federation is dissolved by deregistration according to law.”

**163.** Section 93.210 of the said Act is amended by replacing the word “dissolution”, in the second line, by the word “deregistration”.

**164.** Section 93.211 of the said Act is amended

(1) by replacing the word “dissolve”, in the first line of the first paragraph, by the word “deregister”;

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

“If, after examining the submissions, the Minister maintains the notice of default, he shall file it in the registry of associations and enterprises.

If the federation remedies the alleged default within 30 days of the expiry of the time prescribed in the first paragraph, the Minister shall revoke the notice of default by filing an order to that effect in the registry. Otherwise, the Minister may order the Inspector General to deregister the federation.”

**165.** Section 93.212 of the said Act is repealed.

**166.** Sections 93.213 and 93.214 of the said Act are replaced by the following sections:

**“93.213** The deregistration of a federation entails deregistration of the guarantee fund corporation related to it.

**“93.214** The Inspector General deregisters the federation and the guarantee fund corporation related to it by filing an order to that effect in the registry of associations and enterprises.

Deregistration takes effect 60 days after the date of filing of the order.”

**167.** Section 93.217 of the said Act is amended

(1) by replacing the word “dissolution” in the second line of the first paragraph by the word “deregistration”;

(2) by replacing the words “the dissolution, retroactively to the effective date, by publishing a notice to that effect in the *Gazette officielle du Québec*”, in the second, third and fourth lines of the second paragraph, by the words “retroactively the deregistration of the federation and of the guarantee fund corporation related to it, by filing an order to that effect in the registry of associations and enterprises. Revocation of the deregistration entails retroactive revocation of the dissolution”;



(3) by replacing the word “dissolution”, in the second line and in the third line of the third paragraph, by the word “deregistration”.

**168.** Section 93.218 of the said Act is amended

(1) by replacing the word and figure “and 93.12” in the second line by the figures and word “, 93.12 and 93.12.1”;

(2) by replacing the words “the first paragraph and subparagraphs 1, 2, 3, 4 and 6 of the second paragraph” in the fifth and sixth lines by the words “the first and second paragraphs”;

(3) by replacing the figure “93.38” in the seventh line by the figure “93.37”.

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

“The statement shall also include any other information required under the Act respecting the registry of associations and enterprises for the annual updating of information relating to registered legal persons.”

**170.** Section 93.272 of the said Act is replaced by the following section:

**“93.272** Within ten days of the decision of the Government ordering the winding-up of the corporation, the liquidator shall notify the members of the decision and file the order in the registry of associations and enterprises.”

**171.** The said Act is amended by inserting, after section 93.273, the following division:

## “DIVISION XII

### “DISSOLUTION

**“93.273.1** A corporation is dissolved by deregistration from the registry of associations and enterprises according to law.”

**172.** Section 94 of the said Act is amended by inserting the words “by its registration in the registry of associations and enterprises” after the word “except” in the second line.

**173.** Section 101 of the said Act is amended

(1) by replacing the words “so indicate by affixing his signature to each copy” in the third and fourth lines of the first paragraph, by the words “file them in the registry of associations and enterprises”;

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

“Filing effects registration of the association.”

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

(1) by striking out the first paragraph;

(2) by replacing the words “Upon the publication of the notice”, in the first line of the second paragraph, by the words “From the date of registration”.

**175.** Section 103 of the said Act is repealed.

**176.** Section 104 of the said Act is amended by replacing, in the second and third lines of the first paragraph, the words “the notice provided for in the second paragraph of section 101” by the word “registration”.

**177.** Section 105 of the said Act is amended by striking out the words “and of the notice provided for in section 101”, in paragraph *b*.

**178.** Section 106 of the said Act is amended

(1) by striking out the first paragraph;

(2) by replacing the word “It” in the first line of the second paragraph, by the words “The corporate name of a mutual benefit association”.

**179.** Section 109 of the said Act is amended by replacing the second paragraph by the following paragraph:

“The Minister changes the corporate name of an association by filing a notice to that effect in the registry of associations and enterprises. The change comes into force on the date of filing of the notice or on any later date fixed therein.”

**180.** Section 121 of the said Act is amended by replacing, in the second and third lines of the second paragraph, the words “after

publication of a notice to that effect in the *Gazette officielle du Québec*” by the words “files a notice to that effect in the registry of associations and enterprises.”

**181.** The heading of Division XI of Chapter IV of Title III of the said Act is replaced by the following heading:

“DISSOLUTION”.

**182.** The said Act is amended by inserting, after the heading of Division XI of Chapter IV of Title III, the following section:

“**173.1** A mutual benefit association is dissolved by deregistration from the registry of associations and enterprises according to law.”

**183.** Section 174 of the said Act is amended

(1) by replacing what precedes paragraph *a* by the following:

“**174.** Subject to the other applicable provisions, an association may be deregistered by the Inspector General after”;

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

“The Inspector General shall effect deregistration by filing an order to that effect in the registry of associations and enterprises.

The Inspector General may revoke deregistration in the manner and on the conditions prescribed in section 37 of the Act respecting the registry of associations and enterprises. Subject to acquired rights of third persons, deregistration is deemed not to have occurred.”

**184.** Section 189 of the said Act is amended by replacing the words “the issuance of”, in the third line of the first paragraph, by the words “the Inspector General to grant”.

**185.** Section 191 of the said Act is replaced by the following section:

“**191.** If the Minister accepts the petition, the Inspector General shall file it with the agreement in the registry of associations and enterprises or, in the case of companies, grant letters patent and file them in the registry of associations and enterprises.

The filing effects registration of the corporation resulting from the amalgamation and deregistration of the predecessor corporations.”

**186.** Section 192 of the said Act is replaced by the following section:

**“192.** Amalgamation is effected from the date of filing and the amalgamated corporations subject thereto shall thenceforth form one corporation under the corporate name established by the agreement.”

**187.** Section 198 of the said Act is amended by replacing the words “the issuance of”, in the third line of the first paragraph, by the words “the Inspector General to grant”.

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

**“199.** If the Minister accepts the petition, the Inspector General shall file a notice to that effect in the registry of associations and enterprises or, in the case of companies, grant letters patent and file them in the registry of associations and enterprises.

The filing effects registration of the new corporation and deregistration of the corporation that applied for conversion, which is thereupon dissolved.”

**189.** Section 200 of the said Act is amended by replacing the first four lines by the following:

**“200.** From the date of filing, the new corporation,”.

**190.** Section 200.5 of the said Act is amended by replacing the word “issue”, in the second line of the first paragraph, by the words “authorize the Inspector General to grant”.

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

**“200.6** If the Minister accepts the petition, the Inspector General shall grant letters patent and file them in the registry of associations and enterprises.”

**192.** Section 200.8 of the said Act is replaced by the following section:

**“200.8** This Act applies to a company that has been continued from the date of filing of its letters patent in the registry of associations and enterprises.”

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

“The statement must also include any other information required under the Act respecting the registry of associations and enterprises for the annual updating of information relating to registered legal persons.”

**194.** Section 365 of the said Act is amended by replacing paragraph *a* by the following paragraph:

“(a) it is deregistered from the registry of associations and enterprises or its charter is repealed or annulled or expires;”.

**195.** Section 389 of the said Act is amended by replacing the third paragraph by the following paragraph:

“Where the interest of the insured persons justifies it, the Minister may terminate the winding-up by filing an order to that effect in the registry of associations and enterprises.”

**196.** Section 395 of the said Act is amended by replacing the words “and published in the *Gazette officielle du Québec* and”, in the fourth and fifth lines of the first paragraph, by the words “, filed in the registry of associations and enterprises and published”.

**197.** Section 420 of the said Act is amended

(1) by replacing paragraph *k* by the following paragraph:

“(k) establish a tariff of fees exigible for the granting of letters patent and supplementary letters patent, the issue of licences or certificates, the renewal of licences and certificates and for inspections and statements and graduate the tariff of fees where it deems it expedient, or provide that no fees be payable, according to the nature of the company or association, the amount of its capital stock or any of its other characteristics;”;

(2) by striking out paragraph *af*.

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

**198.** Section 5 of the Act respecting the caisses d'entraide économique (R.S.Q., chapter C-3) is amended by replacing the words

“publication in accordance with section 13 of the said act” in the third and fourth lines of the second paragraph by the words “filing in the registry of associations and enterprises”.

**199.** Form 1 of Schedule I to the said Act is amended

(1) by replacing the words “publication of the notice of approval in the *Gazette officielle du Québec*” in the seventh and eighth lines of the sixth paragraph by the words “registration in the registry of associations and enterprises”;

(2) by striking out, at the end, the words “EXTRACT FROM THE *GAZETTE OFFICIELLE DU QUÉBEC* Volume: Number: Page: Date:”.

#### SAVINGS AND CREDIT UNIONS ACT

**200.** Section 1 of the Savings and Credit Unions Act (R.S.Q., chapter C-4) is amended by adding, after paragraph *g*, the following paragraph:

“(h) “registry”: the registry of associations and enterprises.”

**201.** The said Act is amended by inserting, after the heading of Division II, the following section:

“**2.1** A savings and credit union is formed by its registration in the registry.”

**202.** Section 5 of the said Act is amended by replacing the word “five” in the second line by the word “four”.

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

“**8.** The four copies of the memorandum shall be transmitted to the Minister. If the Minister approves the formation of the union, he shall file the copies in the registry. Filing effects registration of the union, which shall thereupon be a corporation within the meaning of the Civil Code.

After filing, three copies of the memorandum shall be given to the provisional secretary of the union who shall keep one copy in the union’s records and forward the remaining two copies to the federation with which the union is affiliated.”

**204.** Section 10 of the said Act is amended by replacing the first two lines by the following:

“**10.** The name of a union must be in conformity with the law and the regulations of the Government and must in”.

**205.** Section 13 of the said Act is repealed.

**206.** Section 16 of the said Act is amended by replacing the words “the publication of the notice provided for in section 8” in the second and third lines of the first paragraph by the word “registration”.

**207.** Section 17 of the said Act is amended by striking out the words “and of the notice of formation published in the *Gazette officielle du Québec*”, in paragraph *c*.

**208.** Section 39 of the said Act is amended by replacing the words “published in conformity with section 13” in the second line of the second paragraph, by the words “filed in the registry”.

**209.** Section 95 of the said Act is amended by replacing the word “five” in the first line, by the word “four”.

**210.** Section 98 of the said Act is amended

(1) by replacing the word “five” in the second line of the first paragraph, by the word “four”;

(2) by striking out the word “and” in the third line of the second paragraph;

(3) by inserting, after the word “affiliation” in the fifth line of the second paragraph, the words: “and four duplicates of the deed of agreement”.

**211.** Sections 99 and 100 of the said Act are replaced by the following sections:

“**99.** The Minister shall obtain the opinion of the Inspector General before granting the petition.

“**100.** The Minister shall, if he grants the petition, file four duplicates of the petition and deed of agreement in the registry. Filing effects registration of the union resulting from the amalgamation and deregistration of the amalgamated unions.

Three duplicates of the documents filed in the registry shall be given to the secretary of the union resulting from the amalgamation, who shall keep one duplicate in the records of the union and forward the remaining two duplicates to the federation with which the union is affiliated.”

**212.** Section 101 of the said Act is amended by replacing the words “publication of the notice provided for in section 99” in the first and second lines by the word “registration”.

**213.** The heading of Division XXII of the said Act is replaced by the following heading:

“DISSOLUTION”.

**214.** The said Act is amended by inserting, after the heading of Division XXII, the following section:

“**108.1** A union is dissolved by deregistration from the registry according to the law.”

**215.** Section 110 of the said Act is amended

(1) by replacing the last three lines of the first paragraph by the following: “The notice shall be filed in the registry.”;

(2) by striking out the second paragraph.

**216.** Section 112 of the said Act is replaced by the following section:

“**112.** The dissolution order shall be filed in the registry. The filing effects deregistration of the union.”

**217.** The said Act is amended by inserting, after the heading of Division XXIV, the following section:

“**122.1** A federation is formed by its registration in the registry.”

**218.** Section 127 of the said Act is replaced by the following section:

“**127.** The two duplicates of the memorandum shall be sent to the Minister. If the Minister approves the formation of the federation,



he shall file the duplicates in the registry. Filing effects registration of the federation, which shall thereupon be a corporation within the meaning of the Civil Code.”

**219.** Section 148 of the said Act is amended by replacing the third, fourth, fifth and sixth paragraphs by the following paragraphs:

“Before approving the application, the Minister shall obtain the opinion of the Inspector General.

If the Minister approves the application he shall file it in the registry. From the date of filing, the syndicate becomes a union governed by this Act.”

**220.** Form 1 of Schedule I to the said Act is amended by replacing, in the seventh and eighth lines of the third paragraph, the words “publication of the notice of approval in the *Gazette officielle du Québec*” by the words “registration in the registry of associations and enterprises”.

**221.** Form 3 of Schedule I to the said Act is amended by replacing, in the seventh and eighth lines of the third paragraph, the words “publication of the notice of approval in the *Gazette officielle du Québec*” by the words “registration in the registry of associations and enterprises”.

#### ACT RESPECTING THE CENTRE DE RECHERCHE INDUSTRIELLE DU QUÉBEC

**222.** Section 18 of the Act respecting the Centre de recherche industrielle du Québec (R.S.Q., chapter C-8) is amended by striking out the words “without being subject to the Mortmain Act (chapter M-1)” in the third line of paragraph *e*.

#### FARMERS' CLUBS ACT

**223.** The Farmers' Clubs Act (R.S.Q., chapter C-9) is amended by inserting, after section 3, the following section:

“**3.1** A farmers' club is formed by registration in the registry of associations and enterprises.”

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

(1) by replacing the last three lines of the first paragraph by the following: “authorize the formation of such club, shall file a notice in the registry of associations and enterprises to that effect. The filing of the notice effects registration.”;

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

“The notice shall indicate the name of the club and the address of its corporate seat.”

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

(1) by replacing the first two lines of the first paragraph by the following:

“**5.** From the date of registration the club shall be a”;

(2) by replacing the words “published in the *Gazette officielle du Québec*” in the second and third lines of the second paragraph by the words “filed in the registry of associations and enterprises”.

**226.** The said Act is amended by inserting, after section 43, the following section:

“**43.1** A club contemplated in this Act is dissolved by deregistration according to law from the registry of associations and enterprises.”

**227.** Section 44 of the said Act is amended

(1) by replacing the words “declare it dissolved” in the third line by the words “file a notice of deregistration from the registry of associations and enterprises”;

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

“Filing of the notice effects the club’s deregistration.”

**228.** Form 1 of the said Act is amended by inserting after the following: “of...” in the third and fourth lines the words “and having its corporate seat at the following address:...”.

#### CHARTER OF THE FRENCH LANGUAGE

**229.** Section 66 of the Charter of the French language (R.S.Q., chapter C-11) is amended by replacing the words “registered under

the Companies and Partnerships Declaration Act (chapter D-1)” in the first, second and third lines by the words “declared in the registry of associations and enterprises”.

#### CITIES AND TOWNS ACT

**230.** Section 458.14 of the Cities and Towns Act (R.S.Q., chapter C-19) is amended by inserting, before the word “and” in the second line, “, the address of its head office”.

**231.** The said Act is amended by inserting, after section 458.15, the following section:

“**458.15.1** The association is formed by registration in the registry of associations and enterprises.”

**232.** Section 458.16 of the said Act is replaced by the following section:

“**458.16** The clerk shall file three certified true copies of the resolution authorizing the establishment of the association in the registry of associations and enterprises; the filing effects registration of the association.

The Inspector General of Financial Institutions shall remit a copy of the resolution to the clerk.”

**233.** Section 458.17 of the said Act is amended by replacing the word “enregistrement” by the word “immatriculation” in the first line of the French text.

**234.** Section 458.21 of the said Act is repealed.

**235.** Section 458.40 of the said Act is replaced by the following section:

“**458.40** The clerk shall file in the registry of associations and enterprises three certified true copies of the resolution changing the limits of the district of the association.

The Inspector General of Financial Institutions shall remit a copy of the resolution to the clerk.”

**236.** Section 458.41 of the said Act is amended by replacing the words “registration of the resolution” in the first and second lines by the words “the resolution is filed in the registry of associations and enterprises”.

#### FISH AND GAME CLUBS ACT

**237.** The Fish and Game Clubs Act (R.S.Q., chapter C-22) is amended by inserting, after the title, the following section:

**“0.1** A fish and game club contemplated in this Act is constituted by registration in the registry of associations and enterprises.”

**238.** Section 1 of the said Act is amended

(1) by replacing the words “issue an order constituting as a club,” in the third and fourth lines of the first paragraph, by the words “issue an order for the purpose of constituting as a club”;

(2) by adding, at the end of the first paragraph, the following sentence: “Filing of the order in the registry of associations and enterprises effects the club’s registration.”;

(3) by striking out the third paragraph.

**239.** Section 2 of the said Act is amended by replacing the last three lines of the second paragraph by the following: “constituted under this Act is engaged in any other pursuit than the foregoing, he may deregister the club by filing an order to that effect in the registry of associations and enterprises.”

#### AMUSEMENT CLUBS ACT

**240.** The Amusement Clubs Act (R.S.Q., chapter C-23) is amended by inserting, after the heading of Division I, the following section:

**“0.1** An amusement club contemplated in this Act is formed by registration in the registry of associations and enterprises.”

**241.** Section 1 of the said Act is amended

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

**“(3)** By filing the memorandum and the certificate of approval of the municipal council in the registry of associations and enterprises.”;

(2) by replacing the second and third paragraphs by the following paragraph:

“The filing of the documents in the registry of associations and enterprises effects the club’s registration.”

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

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

“**4.** The members of the association, in general meeting assembled, may, at any time, by resolution, change the name of the association provided that a notice to that effect is filed in the registry of associations and enterprises.

The change takes effect from the date of filing of the notice.”

#### CODE OF CIVIL PROCEDURE

**244.** Article 130 of the Code of Civil Procedure (R.S.Q., chapter C-25) is amended by striking out in the last four lines of the second paragraph the following: “or upon any person mentioned as such in the last annual report submitted to the Inspector General of Financial Institutions under the Companies Information Act (chapter R-22)”.

**245.** Article 829 of the said Code is replaced by the following article:

“**829.** The Attorney General may also, in the same manner, apply for the annulment or revocation of letters patent granted by the Crown and, as the case may be, the annulment of their filing in the registry of associations and enterprises or the deregistration of the corporation where

(1) the letters patent have been obtained by fraud or granted in ignorance of some material fact;

(2) the person to whom they have been granted, or those claiming under him, have violated the terms and conditions of such letters patent, or have otherwise incurred the forfeiture of their rights and interests therein.”

**246.** Article 832 of the said Code is amended by inserting, in the last line of the first paragraph after the word “dissolved”, the words

“and orders, where such is required, its deregistration from the registry of associations and enterprises. Deregistration is effected by filing of the judgment ordering it in the registry by the Inspector General of Financial Institutions.”

#### LABOUR CODE

**247.** Section 149 of the Labour Code (R.S.Q., chapter C-27) is amended

(1) by replacing the words “after giving it an opportunity to be heard and to produce any” in the fourth and fifth lines by the following words “or in the case of a professional syndicate order its deregistration from the registry of associations and enterprises after giving it an opportunity to be heard and to produce any”;

(2) by replacing the words “give notice thereof in the *Gazette officielle du Québec*” in the third and fourth lines of the second paragraph by the words “file it in the registry of associations and enterprises.”;

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

“The filing effects deregistration of the professional syndicate.”

#### MUNICIPAL CODE OF QUÉBEC

**248.** Section 647 of the Municipal Code of Québec (R.S.Q., chapter C-27.1) is amended by inserting the following: “, the address of its head office” after the words “the corporate name of the association” in the second line.

**249.** The said Code is amended by inserting, after section 648, the following section:

**“648.1** The association is formed by its registration in the registry of associations and enterprises.”

**250.** Section 649 of the said Code is replaced by the following section:

**“649.** The secretary-treasurer shall file three certified true copies of the resolution authorizing the establishment of the association in the registry of associations and enterprises. Filing effects registration of the association.

The Inspector General of Financial Institutions shall remit a copy of the resolution to the secretary-treasurer.”

**251.** Section 650 of the French text of the said Code is amended by replacing the word “enregistrement” in the first line by the word “immatriculation”.

**252.** Section 654 of the said Code is repealed.

**253.** Section 673 of the said Code is replaced by the following section:

“**673.** The resolution changing the limits of the district of the association shall be filed by the secretary-treasurer in the registry of associations and enterprises in three certified true copies.

The Inspector General of Financial Institutions shall remit a copy of the resolution to the secretary-treasurer.”

**254.** Section 674 of the said Code is amended by replacing the words “registration of the resolution” in the first and second lines by the words “filing of the resolution in the registry of associations and enterprises”.

#### GENERAL AND VOCATIONAL COLLEGES ACT

**255.** Section 6 of the General and Vocational Colleges Act (R.S.Q., chapter C-29) is amended by striking out the words “without being subject to the Mortmain Act (chapter M-1)” in subparagraph *h* of the first paragraph.

#### COMPANIES ACT

**256.** Sections 1.2, 2, 2.1, 2.2 and 2.3 of the Companies Act (R.S.Q., chapter C-38) are repealed.

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

**258.** Section 2.7 of the said Act is replaced by the following section:

“**2.7** The documents drawn up by the Inspector General under this Act shall be drawn up in duplicate.”

**259.** The said Act is amended by inserting, after section 2.8, the following sections:

“**2.9** The Inspector General may, on the conditions he determines, grant a line of credit to a person or group for the payment of amounts due under this Act. He may withdraw it at any time without notice.

**“2.10** The duties and fees payable under this Act may be paid in cash, by means of a negotiable instrument or a credit card accepted by the Minister of Finance.

Payment may also be effected by charging the amount payable to the account of the holder of a line of credit.

Where duties and fees payable under this Act are paid by means of a negotiable instrument, the Inspector General may refuse to perform the act for which the duties and fees are paid until the instrument is honoured.”

**260.** The heading of Part I of the said Act is replaced by the following heading:

“COMPANIES INCORPORATED BY THE FILING OF LETTERS PATENT”.

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

“(8) The word “registry” means the registry of associations and enterprises.”

**262.** Section 3.1 of the said Act is replaced by the following section:

**“3.1** In this Part, “deed of incorporation” means, as the case may be, the memorandum of agreement, letters patent, supplementary letters patent, and the notices contemplated in sections 21 and 87 or, where the provision applies to companies governed by Part IA, the articles of these companies.”

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

(1) by inserting, before the word “amending” in the fifth line of subsection 2, the words “for the purpose of”;

(2) by replacing the last sentence of subsection 2 by the following sentence: “The Inspector General shall file the letters patent in the registry, and the charter of the company shall be amended from the date of filing.”

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

(1) by replacing the first three lines by the following:

**“6.** The Inspector General may grant letters patent under his hand and seal to any number of persons, not less than three, who apply



therefor; the filing of the letters patent in the registry by the Inspector General effects registration of the company. Registration constitutes such persons, and others who have”;

(2) by replacing the word “issued” in the first line of the second paragraph by the word “granted”.

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

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

**266.** Section 8 of the said Act is amended by replacing the second paragraph by the following paragraph:

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

**267.** Sections 10 and 11 of the said Act are repealed.

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

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

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

(1) by inserting, before the word “incorporating” in the eleventh line of subsection 1, the words “for the purpose of”;

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

“(3) The Inspector General shall file the letters patent in the registry. The filing effects registration of the new company and deregistration of the former company.”;

(3) by replacing the first two lines of subsection 4 by the following:

“(4) From the date of registration of the new company, all the rights, property and obligations of the”.

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

(1) by replacing the last three lines of the first paragraph by the following: "letters patent or by supplementary letters patent filed by him in the registry.";

(2) by replacing the first two lines of the second paragraph by the following: "From the date of filing of the letters patent or supplementary letters patent, the".

**271.** Section 18 of the said Act is amended by replacing the third, fourth, fifth, sixth and seventh lines of subsection 5, by the following: "confirming the agreement; if the application is granted, the Inspector General shall file the letters patent in the registry. The filing effects registration of the new company and deregistration of the amalgamated companies. From the date of registration the companies shall be deemed to be amalgamated and to".

**272.** Section 19 of the said Act is amended by inserting, before the word "changing" in the third line, the words "for the purpose of".

**273.** Section 20 of the said Act is amended by replacing the first five lines by the following:

"**20.** The Inspector General shall file the supplementary letters patent mentioned in section 19 in the registry. From the date of filing of the supplementary letters patent, the company shall".

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

"Such a by-law shall be submitted to the Inspector General for approval and, if he approves it, he shall file a notice indicating the change in the registry. The company shall be described by its new corporate name from the date of filing."

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

(1) by replacing the words "The amount of the fees may be varied" in the first line of subsection 2 by the words "The tariff of duties may be graduated or provide that no duties are payable";

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

"(3) No letters patent or supplementary letters patent shall be granted under this Part until after all duties and fees payable under

this Act and the Act respecting the registry of associations and enterprises (1987, chapter *insert here the chapter number of this Act in the annual compilation of the Statutes of Québec for 1987*) are duly paid.”;

(3) by striking out paragraph 1 of subsection 4.

**276.** Section 24 of the said Act is repealed.

**277.** Section 25 of the said Act is amended by striking out the words “and the forms” in the first line.

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

**279.** The heading of Division XII of Part I of the said Act is replaced by the following heading:

“DISSOLUTION OF COMPANIES”.

**280.** The said Act is amended by inserting, after the heading of Division XII of Part I, the following section:

“**27.1** A company is dissolved by deregistration according to law.”

**281.** Section 28 of the said Act is amended

(1) by replacing what precedes paragraph 1 by the following:

“**28.** A company may be deregistered on request, if it proves to the Inspector General”;

(2) by replacing the words “in the *Gazette officielle du Québec* and” in the second line of paragraph 4 by the words “by filing an amending declaration in the registry and by placing a notice to that effect”.

**282.** Section 28.1 of the said Act is replaced by the following section:

“**28.1** The Inspector General may deregister the company if it has complied with section 28.

Deregistration is effected by filing an order to that effect in the registry.

Deregistration may, if the order so indicates, take effect on a later date than that of filing of the order.”

**283.** Section 29 of the said Act is amended

(1) by replacing the figure “28” in the second line by the figure “28.1”;

(2) by striking out the words “the said” in the sixth line.

**284.** Section 31 of the said Act is amended

(1) by replacing the words “the letters patent” in the fifth line of the first paragraph by the words “its registration”;

(2) by replacing the words “surrender its charter” in the third line of subparagraph *q* of the second paragraph by the words “apply for deregistration”.

**285.** Section 32 of the said Act is amended by striking out the words “; and notice of the situation of such office and of any change therein shall be published in the *Gazette officielle du Québec*, as in the form prescribed by the Inspector General” in the third, fourth and fifth lines of the first paragraph.

**286.** Section 40 of the said Act is amended

(1) by replacing the words “Notice thereof shall be forthwith given by the Inspector General, in the *Gazette officielle du Québec*, according to the form prescribed by him; and, after such publication, but counting from the date of the supplementary letters patent” in the fifth, sixth and seventh lines by the words “The Inspector General shall file the supplementary letters patent in the registry. From the date of filing”;

(2) by replacing the words “by which the company was incorporated” in the eleventh line by the words “granted for the purpose of incorporating the company”.

**287.** Section 49 of the said Act is amended by replacing the second, third, fourth and fifth lines of the second paragraph of subsection 2 by the following: “thereupon be confirmed by supplementary letters patent filed in the registry by the Inspector General. From the date of filing, the compromise or”.

**288.** Section 60 of the said Act is amended by inserting, after the word “date” in the second and in the fifth lines of paragraph *a* of the second paragraph of subsection 1, the words “of filing in the registry”.

**289.** Section 63 of the said Act is amended by adding, at the end, the words “filed in the registry by the Inspector General”.

**290.** Section 65 of the said Act is amended by replacing the second, third, fourth and fifth lines by the following: “Inspector General may grant such supplementary letters patent and file them in the registry. From the date of filing of the”.

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

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

(2) by replacing the words “a copy of such by-law, certified under the seal of the company has been deposited with the Inspector General” in the seventh, eighth and ninth lines of the first paragraph by the words “a notice indicating the change is filed in the registry”;

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

“The change takes effect on the date of filing of the notice in the registry.”

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

**293.** The said Act is amended by inserting, after the heading of Chapter IV of Part IA, the following section:

“**123.8.1** A company is incorporated by registration in the registry.”

**294.** Section 123.11 of the said Act is replaced by the following section:

“**123.11** The articles of the company must be signed by each incorporator.”

**295.** Section 123.14 of the said Act is amended by adding, at the end, the following paragraph:

“Notwithstanding the foregoing, the incorporators need not attach to the articles a list of the directors and a notice of the address of the

head office of the company if they file in the registry, at the same time as the articles, the declaration contemplated in section 25 of the Act respecting the registry of associations and enterprises.”

**296.** Section 123.15 of the said Act is repealed.

**297.** Section 123.16 of the said Act is replaced by the following section:

“**123.16** The filing of the articles in the registry effects registration of the company.

Registration takes effect on the date assigned by the Inspector General on the certificate of incorporation drawn up pursuant to the Act respecting the registry of associations and enterprises. From that date, the company is a corporation within the meaning of the Civil Code.”

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

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

**299.** Section 123.24 of the said Act is amended by inserting, after the word “may” in the first line, the words “, by filing a notice in the registry,”.

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

**301.** Sections 123.26 and 123.27 of the said Act are replaced by the following section:

“**123.26** If a company fails to comply with the order within sixty days of its delivery, the Inspector General may revoke the designating number of the company and of his own initiative assign a corporate name to it by filing an order to that effect in the registry.

The corporate name assigned is deemed to have been requested by the company.”

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

**303.** Section 123.30 of the said Act is amended by replacing the word “registered” in the third line by the words “filed in the registry”.

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

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

**305.** Section 123.35 of the said Act is replaced by the following section:

“**123.35** A company may change the address of its head office within the boundaries of the judicial district indicated in its articles.”

**306.** Section 123.36 of the said Act is amended by striking out the second paragraph.

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

**308.** Section 123.81 of the said Act is repealed.

**309.** Section 123.103 of the said Act, amended by section 7 of chapter 5 of the statutes of 1987, is again amended by replacing the words “appropriate certificate is prepared” in the third paragraph by the words “articles of amendment are filed in the registry”.

**310.** Section 123.104 of the said Act is replaced by the following section:

“**123.104** The articles of amendment shall be filed in the registry.”

**311.** Section 123.105 of the said Act is repealed.

**312.** Section 123.106 of the said Act is amended by replacing the words “shown on the certificate attesting it” in the second line by the words “assigned by the Inspector General on the certificate of amendment drawn up pursuant to the Act respecting the registry of associations and enterprises.”

**313.** Section 123.108 of the said Act is replaced by the following section:

“**123.108** A copy of the judgment must be attached to the articles where they confirm a compromise or arrangement sanctioned by a judge in accordance with section 49.”

**314.** Section 123.109 of the said Act is repealed.

**315.** Section 123.110 of the said Act is amended by replacing the words “shown on the certificate attesting it” in the third line by the words “assigned by the Inspector General on the certificate of amendment drawn up pursuant to the Act respecting the registry of associations and enterprises.”

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

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

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

**317.** Section 123.117 of the said Act is amended by striking out the second paragraph.

**318.** Section 123.118 of the said Act is replaced by the following section:

**“123.118** The articles of amalgamation, signed by one of the directors of each of the amalgamating companies, shall be filed in the registry.”

**319.** Section 123.119 of the said Act is repealed.

**320.** Section 123.120 of the said Act is amended by replacing the words “shown on the certificate of amalgamation” in the first and second lines of the first paragraph by the words “assigned by the Inspector General on the certificate of amalgamation drawn up pursuant to the Act respecting the registry of associations and enterprises.”

**321.** Section 123.133 of the said Act is amended by replacing the words “certificate is prepared” in the first line of the third paragraph by the words “articles of continuance are filed in the registry”.

**322.** Section 123.135 of the said Act is replaced by the following section:

**“123.135** The articles of continuance shall be filed in the registry.”

**323.** Sections 123.136 and 123.137 of the said Act are repealed.



**324.** Section 123.138 of the said Act is amended by replacing the words “shown in the certificate of continuance” in the first line by the words “assigned by the Inspector General on the certificate of continuance drawn up pursuant to the Act respecting the registry of associations and enterprises.”

**325.** Section 123.139.3 of the said Act is amended by replacing the words “certificate is prepared” in the first line of the third paragraph by the words “articles of continuance are filed in the registry”.

**326.** Section 123.139.4 of the said Act is amended by striking out the words “and any other documents prescribed by section 123.14” in the second and third lines of the second paragraph.

**327.** Section 123.139.5 of the said Act is replaced by the following section:

**“123.139.5** The articles of continuance shall be filed in the registry.”

**328.** Section 123.139.6 of the said Act is amended by replacing the words “shown in the certificate of continuance” in the first line by the words “assigned by the Inspector General on the certificate of continuance drawn up pursuant to the Act respecting the registry of associations and enterprises.”

**329.** The heading of Chapter XIX of Part IA of the said Act is replaced by the following heading:

**“CORRECTION AND CANCELLATION  
OF ARTICLES AND DEREGISTRATION”.**

**330.** Section 123.142 of the said Act is replaced by the following section:

**“123.142** The articles amending the illegality or the irregularity or inserting the provision required by this Act shall be filed in the registry. A copy of the judgment, if any, shall be attached to the articles.”

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

**“123.143** The amendment is retroactive to the date assigned by the Inspector General on the certificate accompanying the amended articles unless a later date is provided in the articles of amendment or in the judgment.”

**332.** Section 123.144 of the said Act is replaced by the following section:

**“123.144** Upon the motion of an interested person or the Inspector General, the court may order the deregistration of a company, cancel the filing of its articles or take any other measure that it deems expedient where the articles were filed illegally or contain illegal provisions or false or erroneous statements.

Where the motion is brought by another person, the Inspector General shall be brought into the case.

The court shall transmit a copy of the judgment to the Inspector General, who shall file it in the registry.

The deregistration of the company or the cancellation of the filing of its articles shall take effect on the date of the filing of the judgment in the registry or on any later date indicated in the judgment.”

**333.** Sections 123.158, 123.159 and 123.160 of the said Act are repealed.

**334.** Section 123.161 of the said Act is amended by inserting the words and figures “contemplated in sections 123.16, 123.106, 123.110, 123.120, 123.138, 123.139.6 and 123.143” after the word “certificate” in the first line.

**335.** Sections 123.162, 123.163 and 123.164 of the said Act are repealed.

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

(1) by striking out paragraphs 1, 2 and 3;

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

“(4) determine the documents which must be filed in the registry under sections 123.14 and 123.139.4;”;

(3) by striking out paragraph 5.

**337.** Section 123.170 of the said Act is amended by striking out the words “, other than those contemplated in paragraph 5 of section 123.169 and those establishing or amending fees to be paid,” in the second, third and fourth lines of the second paragraph.

**338.** Section 123.171 of the said Act is repealed.

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

“(9) The word “registry” means the registry of associations and enterprises.”

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

“**126.1** Every company shall without delay file its charter in the registry. The filing effects registration.”

**341.** Section 128 of the said Act is amended

(1) by striking out the words “or certificate” in the second line;

(2) by adding the words “under this Act or the Act respecting the registry of associations and enterprises” at the end.

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

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

“DISSOLUTION OF COMPANIES”.

**344.** The said Act is amended by inserting, after the heading of Division V of Part II, the following section:

“**130.1** A company is dissolved by deregistration according to law.”

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

(1) by replacing the first two lines of subsection 1 by the following:

“**131.**(1) A company may obtain deregistration on request, if it proves to the Inspector General”;

(2) by replacing the words “the application for leave to surrender by publishing the same once in the *Gazette officielle du Québec* and once” in the first, second and third lines of paragraph *d* of subsection 1 by the words “its intent to apply for dissolution, by filing an amending declaration in the registry and placing a notice to that effect”;

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

“(2) The Inspector General may deregister the company if it has complied with subsection 1.

Deregistration is effected by filing an order to that effect in the registry.

Deregistration may, if the order so indicates, take effect on a later date than that of filing of the order.”

**346.** Section 134 of the said Act is amended by replacing the words “surrender its charter” in the third line of subparagraph *q* of the second paragraph by the words “apply for deregistration”.

**347.** Section 135 of the said Act is amended by striking out the words “, and notice of the situation thereof or of any change therein shall be published in the *Gazette officielle du Québec*, as in the form prescribed by the Inspector General” in the third, fourth and fifth lines of the first paragraph.

**348.** Section 147 of the said Act is amended by replacing the third, fourth and fifth lines of the second paragraph of subsection 2 by the following: “patent, as the case may be, filed in the registry by the Inspector General. From the date of filing of the letters patent or”.

**349.** Section 157 of the said Act is amended by replacing the second, third, fourth and fifth lines by the following: “Inspector General may grant letters patent confirming such by-law and file them in the registry. From the date of filing, the capital of”.

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

(1) by replacing the words “a copy of such by-law, certified under the seal of the company, has been deposited with the Inspector General” in the sixth and seventh lines of the first paragraph by the words “a notice indicating the change be filed in the registry”;

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

“The change takes effect on the date of filing of the notice in the registry.”

**351.** Section 216 of the said Act is amended by adding, after paragraph 3, the following paragraph:

“(4) The word “registry” means the registry of associations and enterprises.”

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

(1) by replacing the first two lines of the first paragraph by the following:

“**218.** The Inspector General may grant letters patent under his hand and seal to any number”;

(2) by replacing the words “Such charter” in the first line of the second paragraph by the words “The Inspector General shall file the letters patent in the registry. Filing effects registration. Registration”;

(3) by replacing the word “issued” in the first line of the third paragraph by the word “granted”.

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

(1) by striking out the words “drawn up according to the form prescribed by him,” in the third line of subsection 1;

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

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

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

“(2) The application and a memorandum of agreement shall be drafted on a form provided for that purpose or approved by the Inspector General.”

**354.** Section 220 of the said Act is repealed.

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

(1) by inserting the words “for the purpose of” before the word “creating” in the third line of the first paragraph;

(2) by replacing the first four lines of the second paragraph by the following: “The Inspector General shall file the letters patent in the registry. Filing effects registration of the new corporation and deregistration of the former corporation. From the date of registration, all the”;

(3) by replacing the words “the issue of the letters patent” in the last line of the third paragraph by the word “registration”.

**356.** Section 224 of the said Act is amended by striking out the figure “11;” in the fourth line of the first paragraph.

**357.** The heading of Division IV of Part III of the said Act is replaced by the following heading:

“INQUIRIES AND DEREGISTRATION”.

**358.** Sections 228 and 229 of the said Act are repealed.

**359.** Section 231 of the said Act is amended by replacing the second and third lines by the following: “head office of a corporation is situated may order the deregistration of the corporation on application of the Inspector”.

**360.** Section 232 of the said Act is replaced by the following section:

“**232.** The judge, if the evidence adduced on the application establishes that it should be granted, orders deregistration of the corporation concerned.

Deregistration of the corporation concerned is effected by the filing of the judgment in the registry by the Inspector General of Financial Institutions.”

#### CEMETERY COMPANIES ACT

**361.** Section 1 of the Cemetery Companies Act (R.S.Q., chapter C-40) is amended

(1) by replacing the word “délivrer” in the first line of the first paragraph of the French text by the word “accorder”;

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

“The filing of the letters patent in the registry of associations and enterprises effects registration of the corporation.”;

(3) by replacing the word “issued” in the first line of the second paragraph by the word “granted”.

**362.** Section 2 of the said Act is amended

(1) by replacing the words “Such letters patent” in the first line by the word “Registration”;

(2) by striking out the words “created by the letters patent” in the third and fourth lines.

**363.** Section 5 of the said Act is repealed.

**364.** Section 6 of the said Act is amended by replacing the figure “28” in the eighth line by the word and figures “27.1 to 29”.

**365.** The said Act is amended by inserting, after section 8, the following section:

“**8.1** A corporation governed by this Act is dissolved by deregistration according to law from the registry of associations and enterprises.”

**366.** Section 11 of the said Act is amended

(1) by striking out the word “constitute” in the seventh line and the words “a corporation” in the eighth and ninth lines of the first paragraph;

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

“The filing of the letters patent in the registry of associations and enterprises effects registration of the company. Registration constitutes the applicants a corporation for the above-mentioned objects.”;

(3) by replacing the word and figures “, 4 and 5” in the second line of the second paragraph by the word and figure “and 4”.

**367.** Division IV of the said Act is repealed.

#### TRUST COMPANIES ACT

**368.** Section 2 of the Trust Companies Act (R.S.Q., chapter C-41) is amended by replacing the words “virtue of this act” in the second line of paragraph 6 by the words “the Register of Trust Companies kept pursuant to section 21 of this Act”.

**369.** Section 3 of the said Act is amended by inserting, after the word “incorporated” in the second line of subsection 2, the words “by registration in the registry of associations and enterprises or”.

**370.** The said Act is amended by inserting, after the heading of Division III, the following section:

**“3.1** Every company contemplated in this division is incorporated by registration in the registry of associations and enterprises.”

**371.** Section 4 of the said Act is amended by replacing the first three lines by the following:

**“4.** The Government may, after having obtained the opinion of the Inspector General of Financial Institutions, grant letters patent under the great seal to any number of persons not less”.

**372.** The said Act is amended by inserting, after section 4, the following section:

**“4.1** Filing of the letters patent in the registry of associations and enterprises effects registration of the company.”

**373.** Section 16 of the said Act is amended by replacing the fifth paragraph by the following paragraphs:

“The Inspector General shall file the notice of approval by the Government in the registry of associations and enterprises.

The deed of agreement takes effect on the date of filing or on any later date fixed by the Government.

Filing of the deed of agreement contemplated in subparagraph *a* of the first paragraph effects registration of the trust company resulting from the amalgamation and deregistration of the companies being parties to the deed of agreement.”

**374.** Section 19 of the said Act is amended by inserting, after the word “solvent” in the first line, the words “and registered in the registry of associations and enterprises”.

**375.** Section 27 of the said Act is amended by striking out subparagraph 1 of the first paragraph.

**376.** Sections 28 of the said Act is repealed.

**377.** Section 31 of the said Act is amended by striking out the second paragraph.

**378.** Section 40 of the said Act is amended by inserting, after subparagraph 6 of the first paragraph, the following subparagraph:

“(6.1) Any other information required by the Act respecting the registry of associations and enterprises (1987, chapter *insert here the*



*chapter number of this Act in the annual compilation of the statutes of Québec for 1987) for the annual updating of information relating to registered legal persons;”.*

**379.** Section 44 of the said Act is amended

(1) by replacing the words “the incorporation of” in paragraph 1 by the words “an application for the issue of letters patent to persons wishing to incorporate a trust company”;

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

“The tariff of duties and fees may be graduated or provide that no duties or fees are payable according to the nature of the company, the amount of its capital stock and other particulars, as the Government sees fit.”

#### TIMBER-DRIVING COMPANIES ACT

**380.** The Timber-Driving Companies Act (R.S.Q., chapter C-42) is amended by inserting, after the heading of Division I, the following section:

“**0.1** Every company contemplated in this Act is formed by registration in the registry of associations and enterprises.”

**381.** Section 5 of the said Act is amended by replacing the words “having formed” in the first line by the words “wishing to form”.

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

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

(2) by replacing the last three lines by the following: “and Resources mentioned in section 10, shall be filed in the registry of associations and enterprises. Filing effects registration of the company.”

**383.** Section 9 of the said Act is amended by replacing the words “by which the company is incorporated” in paragraph 1 by the words “contemplated in section 5”.

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

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

**“30.** When such number of new shares has been subscribed as the directors deem advisable to give notice in the registry of associations and enterprises, the president shall file the new list of subscribers in the registry. The new list shall thenceforth be deemed to be part and parcel of the original instrument.”

**386.** Section 44 of the said Act is amended by replacing the last two lines by the following: “which assent or decision shall be registered in the registry office of the registration division in which the works are situated”.

**387.** Section 56 of the said Act is amended by adding, after the second paragraph, the following paragraphs:

“Where the corporate powers of a company cease, it shall file a notice of deregistration in the registry of associations and enterprises.

Filing of the notice deregisters the company.”

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

“The companies shall amalgamate by filing a notice to that effect in the registry of associations and enterprises.”

**389.** The said Act is amended by inserting, after the heading of Division XII, the following section:

**“64.1** Every company formed under this Act is dissolved by deregistration from the registry of associations and enterprises according to law.”

**390.** Section 65 of the said Act is amended

(1) by replacing the word “declare” in the second line by the words “file in the registry of associations and enterprises a notice of deregistration of”;

(2) by striking out the word “dissolved”, in the second line;

(3) by adding the following paragraph:

“Filing of the order deregisters the company.”

**391.** Form 1 of the said Act is amended by inserting, before the word “according” in the eighth line, the words “and to have its corporate seat at (*insert here the address of the corporate seat*)”.

## GUARANTEE COMPANIES ACT

**392.** Section 2 of the Guarantee Companies Act (R.S.Q., chapter C-43) is amended by replacing the words and figures “sections 8 and 9” in the second line of paragraph 1 by the word and figure “section 8”.

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

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

“(2) Establishes that it is empowered to grant security bonds and is licensed by competent authority to carry on the business of surety or guarantee insurance in Québec or, if it is incorporated in Québec, that it is empowered to become judicial surety;”;

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

“(3) Establishes that it is registered in the registry of associations and enterprises;”.

**394.** Section 9 of the said Act is repealed.

## GAS, WATER AND ELECTRICITY COMPANIES ACT

**395.** Section 1 of the Gas, Water and Electricity Companies Act (R.S.Q., chapter C-44) is amended by striking out the words “by registration” in the second line.

**396.** The heading of Division II of the said Act is replaced by the following heading:

## “FORMATION AND DISSOLUTION OF THE COMPANY”.

**397.** The said Act is amended by inserting, after the heading of Division II, the following section:

“**4.1** Every company contemplated in this Act is formed by registration in the registry of associations and enterprises.”

**398.** Section 5 of the said Act is amended by inserting after the word “name” in paragraph 1 the words “and corporate seat”.

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

“**8.** The memorandum, accompanied with the certificate of acknowledgement issued by the mayor or magistrate, and the municipal

by-law, shall be filed in the registry of associations and enterprises. Filing effects registration of the company.”

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

**401.** Sections 10 and 11 of the said Act are repealed.

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

“**13.1** A company formed under this Act is dissolved by deregistration from the registry of associations and enterprises according to law.”

#### TELEGRAPH AND TELEPHONE COMPANIES ACT

**403.** The Telegraph and Telephone Companies Act (R.S.Q., chapter C-45) is amended by inserting, after the heading of Division I of Part I, the following section:

“**0.1** Every company contemplated in this Part is incorporated by registration in the registry of associations and enterprises.”

**404.** Section 1 of the said Act is amended by replacing the words “a charter” in the third line by the words “letters patent”.

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

(1) by replacing the last three lines of subsection 1 by the following: “report of the Minister, the Government may grant to the petitioners letters patent under the Great Seal.”;

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

“(3) The Minister shall file the letters patent in the registry of associations and enterprises. Filing effects registration of the company. From the date of registration, the petitioners, and such others as may afterwards become shareholders in the company, shall be a corporation, with the name mentioned in the letters patent.”

**406.** Section 6 of the said Act is amended by replacing the last three lines by the following: “for the purpose of amending the first, which supplementary letters patent shall be filed in the registry of associations and enterprises and shall take effect on the date of filing.”

**407.** Section 14 of the said Act is amended by adding, at the end, the following: “and when a notice of deregistration is filed in the registry of associations and enterprises. Filing of the notice deregisters the association or company”.

**408.** The said Act is amended by inserting, after section 21, the following division:

“DIVISION V

“DISSOLUTION OF THE COMPANY

“**21.1** A company is dissolved by deregistration from the registry of associations and enterprises according to law.”

**409.** Section 25 of the said Act is amended by adding, at the end of the second paragraph, the following: “and when a notice of deregistration is filed in the registry of associations and enterprises. Filing of the notice deregisters the association or company”.

EXTRA-PROVINCIAL COMPANIES ACT

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

MINING COMPANIES ACT

**411.** Section 1 of the Mining Companies Act (R.S.Q., chapter C-47) is amended by inserting, after the word “Québec” in the second line, the words “or by filing of such letters patent in the registry of associations and enterprises”.

**412.** Section 13 of the said Act is amended by replacing paragraph 3 by the following paragraph:

“(3) Establishes that it is registered in the registry of associations and enterprises.”

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

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

(2) by striking out the second paragraph.

**414.** Section 16 of the said Act is repealed.

**415.** Section 20 of the said Act is repealed.

**416.** Form 1 of the said Act is amended by striking out the second and third paragraphs.

#### CHURCH INCORPORATION ACT

**417.** The Church Incorporation Act (R.S.Q., chapter C-63) is amended by inserting, after the title, the following section:

**“0.1** Every corporate body contemplated in this Act is incorporated by registration in the registry of associations and enterprises.”

**418.** Section 2 of the said Act is amended by replacing paragraph 5 by the following paragraph:

**“(5)** The address of its corporate seat and the place where its principal meetings are held;”.

**419.** Section 5 of the said Act is amended by replacing the words “, and the said” in the second and third lines by the words “by filing a notice indicating the name and address of the congregation in the registry of associations and enterprises. Filing of the notice effects registration. The”.

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

**“12.1** A corporate body contemplated in this Act is dissolved by deregistration according to law from the registry of associations and enterprises.”

#### COOPERATIVES ACT

**421.** The Cooperatives Act (R.S.Q., chapter C-67.2) is amended by inserting, after the heading of Chapter III of Title I, the following section:

**“6.1** A cooperative is incorporated by registration in the registry of associations and enterprises.”

**422.** Section 13 of the said Act is amended

(1) by replacing the words “by government regulation”, in the second line of the first paragraph, by the words “under the Act respecting the registry of associations and enterprises (1987, chapter *insert here the chapter number of the said Act in the 1987 compilation of the statutes of Québec*)”;

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

“For that purpose, the Minister shall file the articles with the notices provided for in paragraphs 2 and 4 of section 12 in the registry of associations and enterprises. Filing effects registration of the cooperative.”

**423.** Section 14 of the said Act is amended by replacing the words “indicated in the articles of incorporation”, in the first line, by the words “of registration”.

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

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

**425.** Section 19 of the said Act is amended

(1) by replacing the words “issue a certificate in duplicate establishing the change and publish a notice of the change in the *Gazette officielle du Québec*”, in the second, third and fourth lines of the first paragraph, by the words “file an order to that effect in the registry of associations and enterprises”;

(2) by striking out the second paragraph;

(3) by replacing the words “appearing on the certificate”, in the third paragraph, by the words “of filing”.

**426.** Sections 20.1 and 20.2 of the said Act are repealed.

**427.** Section 25 of the said Act is amended by replacing paragraph 1 by the following paragraph:

“(1) a statement containing the information required by sections 14, 15 and 17 of the Act respecting the registry of associations and enterprises;”.

**428.** Section 29 of the said Act is amended by replacing the word “registered” in the third line by the words “filed in the registry of associations and enterprises”.

**429.** Section 30 of the said Act is amended by inserting the words “in the registry of associations and enterprises” after the word “filed” in paragraph 2.

**430.** Section 34 of the said Act is amended by replacing the second paragraph by the following paragraphs:

“The Minister shall file the notice in the registry of associations and enterprises.

The change has effect from the date of filing.”

**431.** Section 36 of the said Act is repealed.

**432.** Section 88 of the said Act is amended

(1) by replacing the words “Within fifteen days from any change”, in the first line of the first paragraph, by the words “Upon any change”;

(2) by replacing the words “register the notice” in the second paragraph by the words “file the notice and the list in the registry of associations and enterprises”.

**433.** The said Act is amended by inserting, after section 117, the following section:

“**117.1** Upon the replacement of the chairman, secretary or general manager or manager, the cooperative shall give notice of the change to the Minister, indicating the surname, given name, address and occupation of his replacement.

The Minister shall file the notice in the registry of associations and enterprises.”

**434.** Section 120 of the said Act is amended by adding, at the end, the following paragraph:

“The Minister shall without delay file a notice of receipt of the articles in the registry of associations and enterprises.”

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

(1) by replacing the words “by government regulation”, in the second line of the first paragraph, by the words “under the Act respecting the registry of associations and enterprises”;

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



“For that purpose, the Minister shall endorse “articles amended” on each duplicate of the articles of amendment, with the date of approval, or any date subsequent to the receipt of the articles that is mentioned in the articles. He shall file the articles in the registry of associations and enterprises, with the notice referred to in the second paragraph of section 35, as the case may be.”

**436.** Section 132 of the said Act is amended by inserting, after paragraph 7, the following paragraph:

“(7.1) such information as may be required by the Act respecting the registry of associations and enterprises for the annual updating of information relating to registered legal persons;”.

**437.** Section 160 of the said Act is amended

(1) by striking out paragraph 3;

(2) by inserting, after paragraph 6, the following paragraph:

“(6.1) a statement containing the information required by sections 14, 15 and 17 of the Act respecting the registry of associations and enterprises;”.

**438.** Section 161 of the said Act is amended by adding, at the end, the following paragraph:

“The Minister shall without delay file a notice of receipt of the articles in the registry of associations and enterprises.”

**439.** Section 162 of the said Act is amended

(1) by replacing the words “by government regulation”, in the second line of the first paragraph, by the words “under the Act respecting the registry of associations and enterprises”;

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

“For that purpose, the Minister shall endorse on each duplicate of the articles of amalgamation “cooperative resulting from an amalgamation” and the date of its approval, or any date subsequent to the receipt of the articles indicated in the articles. He shall file the articles in the registry of associations and enterprises.”

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

(1) by striking out paragraph 3;

(2) by inserting, after paragraph 5, the following paragraph:

“(5.1) a statement containing the information required by sections 14, 15 and 17 of the Act respecting the registry of associations and enterprises;”.

**441.** Section 174 of the said Act is amended by replacing the figures “3, 4, 6”, in the second line of the second paragraph, by the figures “4, 6, 6.1”.

**442.** The heading of Chapter XXIV of Title I of the said Act is replaced by the following heading:

“DISSOLUTION”.

**443.** The said Act is amended by inserting, after the heading of Chapter XXIV of Title I, the following section:

“**185.1** A cooperative is dissolved by deregistration from the registry of associations and enterprises according to law.”

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

“**189.** The Minister shall file the notice contemplated in sections 187 and 188 in the registry of associations and enterprises.

“**189.1** If the cooperative proves to the Minister that it has remedied the alleged default, the Minister shall file a notice evidencing that fact in the registry of associations and enterprises.”

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

“**190.** The dissolution order shall be filed in the registry of associations and enterprises. Filing effects deregistration of the cooperative.”

**446.** Section 193 of the said Act is amended by replacing the last four lines by the following: “deregistration of a cooperative by filing an order to that effect in the registry of associations and enterprises. In no case may the revocation of deregistration impair rights acquired by any person after deregistration.”

**447.** Section 199 of the said Act is amended by replacing the words “by government regulation” in the second line by the words “under the Act respecting the registry of associations and enterprises”.

**448.** Section 218 of the said Act is amended by replacing the words “attest the change by a certificate and publish a notice of the change in the *Gazette officielle du Québec*” in the second, third and fourth lines of the second paragraph by the words “and file an order to that effect in the registry of associations and enterprises. The change takes effect on the date of filing in the registry.”

**449.** Section 244 of the said Act is amended

(1) by striking out the word “preparation,” in the first line of paragraph 1;

(2) by striking out paragraphs 2 and 3.

**450.** Section 252 of the said Act is amended by inserting the words “and senior officers” after the word “directors” in the second line of paragraph 2.

**451.** Section 253 of the said Act is amended

(1) by replacing the words “by the government regulation”, in the second line of the first paragraph, by the words “under the Act respecting the registry of associations and enterprises”;

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

“For that purpose, the Minister shall file the articles of continuance and the documents contemplated in paragraphs 2 and 3 of section 252 in the registry of associations and enterprises.”

**452.** Section 255 of the said Act is amended by replacing what precedes paragraph 1 by the following:

“**255.** On the date of filing of the articles of continuance in the registry of associations and enterprises,”.

**453.** Section 266 of the said Act is amended

(1) by replacing the words “by the government regulation”, in the second and third lines of the first paragraph, by the words “under the Act respecting the registry of associations and enterprises”;

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

“For that purpose, the Minister shall file the articles of continuance and the documents contemplated in paragraphs 2 and 3 of section 252 in the registry of associations and enterprises.”

**454.** Section 268 of the said Act is amended by replacing what precedes paragraph 1 by the following:

**“268.** On the date of filing of the articles of continuance in the registry of associations and enterprises,”.

**455.** Section 270 of the said Act is replaced by the following section:

**“270.** The articles and documents required to be filed in the registry of associations and enterprises pursuant to this Act must be drawn up on the forms provided or authorized by the Minister.”

**456.** Section 271 of the said Act is amended by replacing the first paragraph by the following paragraph:

**“271.** The Minister may prescribe any other form necessary for the administration of this Act such as forms of notice, forms of memorandum of association, membership certificate forms and membership application forms.”

**457.** Section 272 of the said Act is amended

(1) by replacing what precedes paragraph 1 by the following:

**“272.** The Minister shall not file in the registry of associations and enterprises any articles or documents that”;

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

**“(2)** are not drawn up on forms provided or authorized by the Minister;”.

**458.** The said Act is amended by inserting, after section 272, the following section:

**“272.1** Notwithstanding section 51 of the Act respecting the registry of associations and enterprises, the second duplicate of any document filed in the registry of associations and enterprises under this Act shall be transmitted to the Minister, who shall then transmit it to the cooperative.”

**459.** Sections 280, 281 and 282 of the said Act are repealed.

ACT RESPECTING ROMAN CATHOLIC  
CEMETERY CORPORATIONS

**460.** The Act respecting Roman Catholic cemetery corporations (R.S.Q., chapter C-69) is amended by inserting, after the heading of Division II, the following section:

**“1.1** A corporation is established by registration in the registry of associations and enterprises.”

**461.** Section 2 of the said Act is amended

(1) by replacing the words “by letters patent issued under his hand and seal may incorporate”, in the second line of the first paragraph, by the words “may grant letters patent under his hand and seal for the purpose of incorporating”;

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

“The Inspector General shall file the letters patent in the registry of associations and enterprises. Filing effects registration of the corporation.”;

(3) by replacing the word “issued”, in the first line of the second paragraph, by the word “granted”.

**462.** Section 8 of the said Act is repealed.

**463.** Section 9 of the said Act is amended by replacing the words “Upon the issue of the letters patent constituting”, in the first line of the first paragraph, by the words “Upon registration of”.

**464.** Section 29 of the said Act is amended by replacing the last three lines by the following: “must be located in Québec; a notice indicating the change shall be filed in the registry of associations and enterprises. The change takes effect on the date of filing.”

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

**“30.** The Inspector General, upon the petition of the corporation, may grant supplementary letters patent for the purpose of amending its powers as well as the rules for their exercise; he shall file them in the registry of associations and enterprises. The amendment takes effect on the date of the filing.”

**466.** The said Act is amended by inserting, after the heading of Division VIII, the following section:

**“45.1** A corporation contemplated in this Act is dissolved by deregistration according to law from the registry of associations and enterprises.”

**467.** Section 46 of the said Act is amended by replacing the second paragraph by the following paragraph:

“The Inspector General, upon proof of such transfer, may deregister the former by filing notice to that effect in the registry of associations and enterprises.”

**468.** Section 47 of the said Act is repealed.

**469.** Section 50 of the said Act is amended by replacing the second, third, fourth and fifth lines by the following: “approved by the bishop of the place, may deregister the corporation by filing a notice to that effect in the registry of associations and enterprises. The”.

#### ACT RESPECTING SECURITY FUND CORPORATIONS

**470.** The Act respecting security fund corporations (R.S.Q., chapter C-69.1) is amended by inserting, after the heading of Division II, the following section:

**“2.1** A security fund corporation is established by registration in the registry of associations and enterprises.”

**471.** Section 3 of the said Act is amended by replacing the word “incorporate”, in the second line of the first paragraph, by the words “authorize the incorporation of”.

**472.** Section 9 of the said Act is replaced by the following section:

**“9.** Where the Government authorizes the incorporation of the corporation the Inspector General shall file a notice in the registry of associations and enterprises, indicating the name of the corporation and the address of its head office. Filing effects registration of the corporation.”

**473.** Section 10 of the said Act is amended by replacing the word “The”, in the first line, by the words “ From the date of registration, the”.

**474.** Section 21 of the said Act is amended by replacing the words “; if he approves it, he shall give notice of it in the *Gazette officielle du Québec* and the by-law comes into force from the publication of that

notice”, in the second, third and fourth lines of the second paragraph, by the words “. If the Inspector General approves it, he shall file it in the registry of associations and enterprises. The by-law comes into force from the date of filing”.

**475.** The said Act is amended by inserting, after section 72, the following section:

**“72.1** A security fund corporation is dissolved by deregistration according to law from the registry of associations and enterprises.”

#### RELIGIOUS CORPORATIONS ACT

**476.** The Religious Corporations Act (R.S.Q., chapter C-71) is amended by inserting, after section 2, the following section:

**“2.1** The filing of the letters patent in the registry of associations and enterprises effects registration of the corporation.”

**477.** Section 3 of the said Act is amended

(1) by replacing the words “Such letters patent”, in the first line, by the word “Registration”;

(2) by replacing the words “created by the letters patent, a corporation” in the third and fourth lines by the words “, a private corporation”.

**478.** Sections 6 and 7 of the said Act are repealed.

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

(1) by inserting after the word “patent” in the third line of the first paragraph, the words “for the purpose of”;

(2) by replacing the first three lines of the second paragraph by the following:

“The Inspector General shall file the letters patent in the registry of associations and enterprises.

The filing of the letters patent effects registration of the new corporation and deregistration of the former corporation. From the date of filing of the letters patent, the rights, property and”.

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

**“15.1** A corporation is dissolved by deregistration according to law from the registry of associations and enterprises.”

**481.** Section 16 of the said Act is amended

(1) by replacing the third, fourth, fifth, sixth and seventh lines of the first paragraph by the following: “determines, deregister the corporation by filing a notice to that effect in the registry of associations and enterprises. Deregistration takes effect from the date of filing of the order or any later date indicated therein.”;

(2) by striking out the words “for dissolution”, in the fifth line of the second paragraph.

**482.** Form 1 of the said Act is repealed.

#### ROMAN CATHOLIC BISHOPS ACT

**483.** The Roman Catholic Bishops Act (R.S.Q., chapter E-17) is amended by inserting, after section 2, the following section:

**“2.1** A corporation contemplated in section 3 or 19 is constituted by registration in the registry of associations and enterprises.”

**484.** Section 3 of the said Act is amended by replacing the first paragraph by the following paragraphs:

**“3.** The Inspector General of Financial Institutions may grant letters patent under his hand and seal for the purpose of incorporating any bishop who may apply to him therefor.

The filing of the letters patent by the Inspector General in the registry of associations and enterprises effects registration of the corporation.”

**485.** Section 6 of the said Act is repealed.

**486.** Section 13 of the said Act is amended by replacing the last three lines by the following: “corporate seat by filing a notice in the registry of associations and enterprises indicating the change.”

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



**“15.1** Subject to section 17, a corporation constituted under section 3 or 19 is dissolved by deregistration from the registry of associations and enterprises according to law.”

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

(1) by replacing the words “publication in the *Gazette officielle du Québec*” in the second and third lines by the words “filing in the registry of associations and enterprises”;

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

“The filing operates deregistration of the corporation.”

**489.** Section 19 of the said Act is amended

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

**“19.** The Inspector General of Financial Institutions may, upon application of a bishop, grant letters patent under his hand and seal for the purpose of incorporating, for any of the purposes mentioned in section 9 and upon the conditions contained in the application, any council, committee, organization or association.”;

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

“The filing of letters patent in the registry of associations and enterprises effects registration.”;

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

“The corporation shall exist from the date of registration.”;

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

“The Inspector General of Financial Institutions may also, upon application of the bishop, amend, by supplementary letters patent filed in the registry of associations and enterprises, the by-laws and powers of a corporation constituted under this section.”;

(5) by replacing the word “issued” in the first line of the fifth paragraph by the word “granted”;

(6) by replacing the sixth paragraph by the following paragraphs:

“The bishop of the diocese wherein the corporate seat of a corporation is located may deregister the corporation by filing a notice to that effect in the registry of associations and enterprises.

In the event of deregistration, the property of the corporation, after payment of its obligations, shall devolve to the bishop.”

#### ACT RESPECTING FABRIQUES

**490.** Section 2 of the Act respecting fabriques (R.S.Q., chapter F-1) is amended by replacing the second paragraph by the following paragraph:

“The decree shall be filed in the registry of associations and enterprises.”

**491.** Section 3 of the said Act is amended by replacing the words “the publication of the notice mentioned in section 2” in the first and second lines by the words “its date of filing in the registry of associations and enterprises.”

**492.** Section 10 of the said Act is replaced by the following sections:

“**10.** A *fabrique* of a parish or chapelry, by the very fact of the canonical erection of such parish or chapelry, after 1 January 1966 but before (*insert here the date of coming into force of section 492 of the Act respecting the registry of associations and enterprises (1987, chapter (insert here chapter number of the said Act in the 1987 volume of the Statutes of Québec))*), shall be a corporation from the date of publication in the *Gazette officielle du Québec* of the notice prescribed by section 2.

“**10.1** From (*insert here the date of coming into force of section 492 of the Act respecting the registry of associations and enterprises (1987, chapter (insert here chapter number of the said Act in the 1987 volume of the Statutes of Québec))*), a *fabrique* is constituted by registration in the registry of associations and enterprises.

The filing of the decree for the purpose of erecting a parish or chapelry effects registration of the *fabrique*.”

**493.** Section 11 of the said Act is amended by replacing the second, third and fourth paragraphs by the following paragraphs:

“A bishop who wishes to constitute a *fabrique* under this section shall file a declaration to that effect in triplicate, in the registry of associations and enterprises, as in the form appearing as a schedule to this Act.

The filing of the declaration effects registration of the *fabrique*.

The Inspector General shall transmit one duplicate of the declaration to the chancellor of the diocese.”

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

“**15.1** A *fabrique* is dissolved by deregistration from the registry of associations and enterprises according to law.”

**495.** Section 16 of the said Act is replaced by the following section:

“**16.** The Inspector General of Financial Institutions, upon an application by the bishop of the diocese in which the corporate seat of a *fabrique* is located, may deregister the *fabrique* by filing a decree abolishing the parish or chapelry whose property is held by the *fabrique*, in the registry of associations and enterprises. Deregistration shall not take effect until the sixtieth day after filing.

The property of a deregistered *fabrique* shall, after payment of its obligations, devolve to the bishop of the diocese in which the corporate seat of the *fabrique* was located, and the bishop shall convey the property to one or several *fabriques* of his diocese.”

**496.** Section 18 of the said Act is amended by replacing the words “or the Mortmain Act” in the last line of paragraph *m* by the word and number “(chapter T-7)”.

**497.** Section 21 of the said Act is replaced by the following section:

“**21.** With the consent of the bishop of the diocese of the parish or chapelry, a *fabrique* may change its corporate name by filing a notice to that effect in the registry of associations and enterprises. Such a change shall come into force on the sixtieth day after filing.”

**498.** The schedule to the said Act is amended by inserting, after the first paragraph, the following paragraph:

“The *Fabrique* will have its corporate seat at the following address: .....”

ACT TO ESTABLISH THE FONDS DE SOLIDARITÉ  
DES TRAVAILLEURS DU QUÉBEC (F.T.Q.)

**499.** Section 2 of the Act to establish the Fonds de solidarité des travailleurs du Québec (F.T.Q.) (R.S.Q., chapter F-3.2.1) is amended

(1) by striking out the word and figure “section 2,” in the fifth line of the first paragraph;

(2) by replacing the figure “123.9” in the sixth line of the first paragraph by the figure “123.8.1”;

(3) by replacing the figure “123.28” in the sixth line of the first paragraph by the figure “123.26”.

ACT RESPECTING THE INSPECTOR GENERAL OF FINANCIAL INSTITUTIONS

**500.** Schedule I to the Act respecting the Inspector General of Financial Institutions (R.S.Q., chapter I-11.1) is replaced by the following schedule:

“SCHEDULE I

The Act respecting insurance (chapter A-32)

The Act respecting the caisses d’entraide économique (chapter C-3)

The Act respecting certain caisses d’entraide économique (chapter C-3.1)

The Savings and Credit Unions Act (chapter C-4)

The Companies Act (chapter C-38)

The Trust Companies Act (chapter C-41)

The Act respecting security fund corporations (chapter C-69.1)

The Insurance Brokers Act (chapter C-74)

The Winding-up Act (chapter L-4)

The Special Corporate Powers Act (chapter P-16)

The Act respecting the registry of associations and enterprises (1987, chapter *insert here the chapter number of the said Act in the 1987 compilation of the statutes of Québec*)

The Act respecting the sociétés d'entraide économique (chapter S-25.1)

The Loan and Investment Societies Act (chapter S-30)

The Act respecting the Confédération des caisses populaires et d'économie Desjardins du Québec (1971, chapter 80)

The Act respecting certain investments of insurance companies (1973, chapter 68)".

#### EDUCATION ACT

**501.** Section 505 of the Education Act (R.S.Q., chapter I-14) is amended by striking out the words “, without being subject to the Mortmain Act (chapter M-1)” in the third line of subparagraph *d* of the first paragraph.

#### WINDING-UP ACT

**502.** Section 1 of the Winding-up Act (R.S.Q., chapter L-4) is amended by replacing the words “or by special act” in the second line by the words “, by special Act or by registration in the registry of associations and enterprises”.

**503.** Section 9 of the said Act is repealed.

**504.** Section 17 of the said Act is amended by replacing the second paragraph by the following paragraph:

“Upon receipt of the return, the Inspector General shall deregister the company by filing an order to that effect in the registry of associations and enterprises. The company is thereupon dissolved.”

**505.** Section 18 of the said Act is amended

(1) by striking out the fifth, sixth and seventh paragraphs;

(2) by adding, after the eighth paragraph, the following paragraph:

“Notice of the resolution and of its approval shall be filed in the registry of associations and enterprises. From the filing of the notice, the declaration referred to in section 23 of the Act respecting the registry of associations and enterprises (1987, chapter *insert here the chapter number of the said Act in the 1987 compilation of the Statutes of Québec*) ceases to have effect.”

**506.** Section 19 of the said Act is repealed.

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

**“25.1** The liquidator shall without delay file the winding-up order in the registry of associations and enterprises.

From the date of filing, the order has the same effect as the declaration referred to in section 23 of the Act respecting the registry of associations and enterprises.

The liquidator shall also, without delay, file a notice in the registry indicating that the order has been appealed, where such is the case.”

**508.** The said Act is amended by inserting, after section 32, the following section:

**“32.1** The decision of any tribunal on the winding-up order shall be filed without delay in the registry of associations and enterprises by the company or the liquidator, as the case may be.”

#### MORTMAIN ACT

**509.** The Mortmain Act (R.S.Q., chapter M-1) is repealed.

#### NOTARIAL ACT

**510.** Section 9 of the Notarial Act (R.S.Q., chapter N-2) is amended by inserting the words “, or for the cancellation of the filing of declarations in the registry of associations and enterprises, or for the rectification or deletion of inaccurate information declared in the registry of associations and enterprises” after the word “status” at the end of subparagraph *e* of the first paragraph.

#### SPECIAL CORPORATE POWERS ACT

**511.** Section 3 of the Special Corporate Powers Act (R.S.Q., chapter P-16) is amended by replacing the first paragraph by the following paragraph:

**“3.** The new corporate name must be in conformity with the law and with the regulations of the Government.”

**512.** Section 5 of the said Act is amended by replacing the words “give notice of such approval in the *Gazette officielle du Québec*” in the

third and fourth lines by the words “file a notice to that effect in the registry of associations and enterprises”.

**513.** Sections 6 and 7 of the said Act are repealed.

**514.** Section 8 of the said Act is amended by replacing the words “publication of the notice in the *Gazette officielle du Québec*” by the words “filing of the notice in the registry of associations and enterprises”.

**515.** Section 20 of the said Act is amended by replacing the first four lines by the following paragraphs:

“**20.** Upon due proof so made the Government may, after having obtained the opinion of the Inspector General, confirm the by-law.

The Inspector General shall file the order confirming the by-law in the registry of associations and enterprises.

From the date of filing,”.

**516.** Section 21 of the said Act is amended by replacing the words “on supplementary letters patent granted and issued” in the second and third lines by the words “for an application for supplementary letters patent”.

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

(1) by replacing the words “thereupon give notice of such approval in the *Gazette officielle du Québec*” in the sixth and seventh lines of the first paragraph by the words “file a notice indicating the change in the registry of associations and enterprises”;

(2) by replacing the words “of publication of the notice in the *Gazette officielle du Québec*” in the first and second lines of the second paragraph by the words “of filing of the notice in the registry”.

**518.** Section 25 of the said Act is amended by replacing the words “on supplementary letters patent issued” in the second line by the words “for an application for supplementary letters patent”.

**519.** Section 27 of the said Act is amended by inserting the words “or if it is registered in the registry of associations and enterprises” after the word “patent” in the fourth line.

**520.** Section 34 of the said Act is amended by inserting the words “or if it is registered in the registry of associations and enterprises” after the words “governing it” in the fifth line of the first paragraph.

ACT RESPECTING HEALTH SERVICES AND SOCIAL SERVICES

**521.** The Act respecting health services and social services (R.S.Q., chapter S-5) is amended by inserting, after the heading of subdivision 1 of Division V, the following section:

**“63.1** A public establishment is constituted under this Act by registration in the registry of associations and enterprises.”

**522.** Section 64 of the said Act is amended

(1) by replacing the second and third lines of the first paragraph by the following: “request of the Minister, grant letters patent under his hand and seal to public establishments of one or more of the four following”;

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

“The Inspector General shall file the letters patent in the registry of associations and enterprises. Filing effects registration of the public establishment.”

**523.** Section 66 of the said Act is replaced by the following section:

**“66.** The Inspector General of Financial Institutions may, upon the request of the Minister, grant supplementary letters patent amending the letters patent or the supplementary letters patent of an establishment and file them in the registry of associations and enterprises.”

**524.** Section 66.1 of the said Act is amended by replacing the second and third paragraphs by the following paragraph:

“The corrected letters patent or the new letters patent are filed in the registry of associations and enterprises by the Inspector General of Financial Institutions. They take effect from the date of filing of the original letters patent, subject to acquired rights of third persons.”

**525.** Section 67 of the said Act is replaced by the following section:

**“67.** The Inspector General of Financial Institutions, at the request of a public establishment constituted pursuant to this Act, and with the written authorization of the Minister, may deregister such an



establishment by filing an order to that effect in the registry of associations and enterprises.

Deregistration takes effect sixty days from the date of filing. The establishment is thereupon dissolved.

The property of the establishment devolves, after the payment of its debts and performance of its obligations, to the Government or to a public establishment designated by the Government."

**526.** Section 74 of the said Act is amended

(1) by replacing the word "incorporating" in the second line of the first paragraph, by the words "for the purpose of constituting";

(2) by striking out the word "constitute" in the first line of the second paragraph.

**527.** Section 119 of the said Act is amended by replacing the words "issue letters patent under his hand and seal" in the second and third lines by the words "grant letters patent under his hand and seal for the purpose of".

**528.** Section 120 of the said Act is amended

(1) by replacing the word "convert" in the second line by the words "grant letters patent for the purpose of converting";

(2) by replacing the word "amalgamate" in the fourth line by the words "of amalgamating".

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

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

**"121.** Letters patent for the purpose of amalgamating or converting an establishment referred to in sections 10 to 13 shall not be granted under section 119 or 120 except with the consent of the establishment and on the conditions agreed between the establishment and the Minister.";

(2) by replacing the first four lines of the second paragraph by the following:

"Notwithstanding the foregoing, letters patent for the purpose of amalgamating an establishment referred to in paragraph *a* of section 10 or a public establishment whose immovable assets have been acquired

out of funds derived for the most part from government subsidies may be granted in accordance with”.

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

“**122.** Letters patent issued under section 119, 120 or 121 shall be filed in the registry of associations and enterprises.

The filing of the letters patent effects registration of the new corporation resulting from the amalgamation or conversion. The new corporation is thereupon constituted.

The filing of the letters patent also effects deregistration of the converted corporation or of each amalgamated corporation, which is thereupon dissolved.”

**531.** Section 122.1 of the said Act is amended by replacing the words “issue of the letters patent” in the fourth and fifth lines by the words “filing of the letters patent in the registry of associations and enterprises”.

#### ACT RESPECTING FARMERS' AND DAIRYMEN'S ASSOCIATIONS

**532.** The Act respecting farmers' and dairymen's associations (R.S.Q., chapter S-23) is amended by inserting, after section 1, the following section:

“**1.1** An association contemplated in this Act is established by registration in the registry of associations and enterprises.”

**533.** Section 4 of the said Act is amended by replacing the last three lines by the following: “who shall file a notice indicating the name of the association and the address of its head office in the registry of associations and enterprises. Filing of the notice effects registration of the association.”

**534.** Section 5 of the said Act is amended by replacing the first two lines by the following:

“**5.** From the date of registration, the association”.

**535.** Section 7 of the said Act is replaced by the following section:

“**7.** The first meeting of the association shall be held at the head office of the association, on the second Wednesday of the month following the date of registration.”

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

**“11.1** An association contemplated in this Act is dissolved by deregistration according to law from the registry of associations and enterprises.”

**537.** Form 1 of the said Act is amended by adding the words “the address of” before the word “our” in the fourth line.

#### AGRICULTURAL SOCIETIES ACT

**538.** The Agricultural Societies Act (R.S.Q., chapter S-25) is amended by inserting, after section 1, the following section:

**“1.1** A society contemplated in this Act is established by registration in the registry of associations and enterprises.”

**539.** The heading of subdivision 1 of Division I of the said Act is amended by replacing the word “*Formation*” by the word “*Establishment*”.

**540.** Section 2 of the said Act is amended by replacing the first paragraph by the following paragraphs:

**“2.** An agricultural society may be established in each of the counties of Québec and in each electoral district of each town or city, for the purposes of representation in the National Assembly, whenever fifty persons have become members thereof, have signed a memorandum according to form 1 and have transmitted it to the Minister of Agriculture, Fisheries and Food.

The Minister shall file a notice indicating the name and the address of the corporate seat of the society in the registry of associations and enterprises. Filing of the notice effects registration of the society.”

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

(1) by replacing the word “organized” in the fifth line of the second paragraph by the word “established”;

(2) by replacing the word “organized” in the first line of the third paragraph by the words “established under section 2”.

**542.** Section 6 of the said Act is amended by replacing the word “organized” in the first line of the first paragraph by the word “established”.

**543.** The heading of subdivision 3 of Division I of the said Act is replaced by the following heading:

“§ 3.—*Union of societies and establishment of a second society in a county*”.

**544.** Section 10 of the said Act is amended by adding, at the end, the words “by filing a notice to that effect in the registry of associations and enterprises. From the date of filing, the societies are united”.

**545.** Section 11 of the said Act is amended

(1) by replacing the word “organization” in the seventh line by the word “establishment”;

(2) by replacing the word “have” in the tenth line by the word “establish”;

(3) by replacing the word “organization” in the eleventh line by the words “establishment under section 2”.

**546.** Section 12 of the said Act is amended

(1) by replacing the word “formed” in the second line by the word “established”;

(2) by replacing the word “formed” in the third line by the word “established”.

**547.** Section 13 of the said Act is amended

(1) by replacing the word “organized” in the first line by the word “established”;

(2) by replacing the word “association” in the third line by the word “establishment”.

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

(1) by replacing the word “formed” in the second line of the first paragraph by the word “established”;

(2) by replacing the word “formation” in the third line of the first paragraph by the word “establishment”;

(3) by adding, after the second paragraph, the following paragraph:

“If the Minister approves the union of two societies, he shall file a notice to that effect in the registry of associations and enterprises. From the date of filing, the societies are united.”

**549.** Section 18 of the said Act is amended by replacing the fifth and sixth lines of the second paragraph by the following: “approves their proceedings, shall file a notice indicating the name of the society and the address of its corporate seat, in the registry of associations and enterprises. Filing of the notice effects registration of the district society. Thereafter, the”.

**550.** Section 23 of the said Act is amended by adding the words “and by transmitting it to the Minister” after the figure “1” in the last line of the first paragraph.

**551.** Section 24 of the said Act is amended by replacing the third and fourth lines by the following: “approves its proceedings, shall file a notice indicating the name of the district society and the address of its corporate seat in the registry of associations and enterprises. Filing of the notice effects registration of the society. Thenceforward, it shall form a corporation under the”.

**552.** Section 63 of the said Act is amended by adding the word “established” after the word “society” in the fifth line of the first paragraph.

**553.** Section 65 of the said Act is amended by replacing the word “organized” in the first line by the word “established”.

**554.** Section 68 of the said Act is amended

(1) by replacing the word “organized” in the second line of the first paragraph by the word “established”;

(2) by replacing the word “organized” in the fourth line of the first paragraph by the word “established”.

**555.** The said Act is amended by inserting, after section 68, the following section:

“**68.1** A society contemplated in this Act is dissolved by deregistration according to law from the registry of associations and enterprises.”

**556.** Section 69 of the said Act is amended

(1) by replacing the words “declare it dissolved, may”, in the third line, by the words “file a notice of deregistration in the registry of associations and enterprises,”;

(2) by adding, at the end, the following sentence: “Filing of the notice effects deregistration of the society.”

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

“**72.** The Minister of Agriculture, Fisheries and Food may change the name of any agricultural society by filing a statement indicating the change in the registry of associations and enterprises.”

**558.** Form 1 of the said Act is amended by inserting the words “and to have its corporate seat at the following address:;”, in the fourth line before the word “; and”.

#### ACT RESPECTING MINERAL EXPLORATION PARTNERSHIPS

**559.** The Act respecting mineral exploration partnerships (R.S.Q., chapter S-26) is amended by inserting, after section 1, the following section:

“**1.1** A partnership contemplated in this Act is established by registration in the registry of associations and enterprises.”

**560.** Section 2 of the said Act is amended by replacing the second paragraph by the following paragraph:

“The original of the declaration shall remain in the records of the partnership; the duplicate and triplicate shall be filed in the registry of associations and enterprises.”

**561.** Section 3 of the said Act is replaced by the following section:

“**3.** The filing of the declaration in the registry of associations and enterprises effects registration of the partnership.”

**562.** Section 5 of the said Act is amended by striking out the second paragraph.

**563.** Section 21 of the said Act is amended by replacing the first sentence of the third paragraph by the following sentence: “A certified

copy of the statement shall also be forwarded, at the same time, to the Minister by the executive committee.”

**564.** Section 22 of the said Act is amended by replacing the second paragraph by the following paragraph:

“A certified copy of the said written instrument shall forthwith be filed in the registry of associations and enterprises.”

**565.** Section 23 of the said Act is repealed.

**566.** The said Act is amended by inserting, after section 24, the following section:

“**24.1** A partnership contemplated in this Act is dissolved by deregistration according to law from the registry of associations and enterprises.”

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

(1) by adding, at the end of the first paragraph, the following sentence: “The partnership shall thereupon deregister by filing a notice to that effect in the registry of associations and enterprises.”;

(2) by replacing the words “and the distribution of its assets” in the eighth line of the second paragraph by the words “, the distribution of its assets and its deregistration”;

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

“The extension of the existence of the partnership shall be established by a notice filed by the Inspector General of Financial Institutions in the registry in triplicate, one copy of which shall be transmitted to the Minister.”

**568.** Form 1 of the said Act is amended

(1) by replacing the heading by the following heading:

*“Declaration of establishment”;*

(2) by adding the words “the following address:” after the word “at” in the first line of the second paragraph.

## HORTICULTURAL SOCIETIES ACT

**569.** The Horticultural Societies Act (R.S.Q., chapter S-27) is amended by inserting, after section 1, the following section:

**“1.1** A society contemplated in this Act is established by registration in the registry of associations and enterprises.

A society is dissolved by deregistration according to law.”

**570.** Section 3 of the said Act is amended by replacing the fifth, sixth and seventh lines by the following: “the Minister of Agriculture, Fisheries and Food, who shall file a notice indicating the name of the society and the address of its corporate seat in the registry of associations and enterprises. Filing of the notice effects registration of the society.”

**571.** Section 4 of the said Act is amended by replacing the first two lines by the following:

**“4.** From the date of registration, the society shall be a”.

**572.** Section 10 of the said Act is amended by replacing the fourth, fifth and sixth lines by the following: “Agriculture, Fisheries and Food, who shall file a notice indicating the name of the society and the address of its corporate seat in the registry of associations and enterprises. Filing of the notice effects registration of the society.”

**573.** Section 11 of the said Act is amended by replacing the first two lines by the following:

**“11.** From the date of registration, the society shall be”.

**574.** Form 1 of the said Act is amended by inserting the words “and to have its corporate seat at the following address:” after the words “(*as the case may be*)” in the fifth line.

**575.** Form 2 of the said Act is amended by inserting the words “the following address:” after the word “at” in the fifth line.

## BUTTER AND CHEESE SOCIETIES ACT

**576.** Division I of the Butter and Cheese Societies Act (R.S.Q., chapter S-29) is replaced by the following division:



“DIVISION I

“ESTABLISHMENT OF SOCIETIES

“**1.** A society contemplated in this Act is established by registration in the registry of associations and enterprises.

“**2.** Where at least five persons wish to establish a society for the manufacture of either butter or cheese, or of both, as the case may be, they shall sign a memorandum in triplicate according to Form 1.

The filing of the memorandum in the registry of associations and enterprises effects registration of the society.

One duplicate of the memorandum shall be transmitted to the Minister of Agriculture, Fisheries and Food by the Inspector General of Financial Institutions.

“**3.** From the date of registration, the persons who have signed the memorandum and all such other persons as may thereafter become members of such society, their heirs, executors, curators, administrators, successors and assigns, respectively, shall be a corporation, under the name of the “Butter (or Cheese) Manufacturing Society (*or both, as the case may be*) of (*name of the place where the factory is situated, as mentioned in the memorandum*)”.

**577.** Section 5 of the said Act is amended by replacing the figure “1” in the third line by the figure “2”.

**578.** The said Act is amended by inserting, after section 8, the following division:

“DIVISION II.1

“DISSOLUTION OF SOCIETIES

“**8.1** Any society referred to in this Act is dissolved by deregistration according to law from the registry of associations and enterprises.”

**579.** Form 1 of the said Act is amended

(1) by replacing what precedes the heading “*Memorandum of Association*” by “1.—(*Section 2*)”;

(2) by inserting the words “the following address:” after the word “at” in the eighth line.

## LOAN AND INVESTMENT SOCIETIES ACT

**580.** Section 1 of the Loan and Investment Societies Act (R.S.Q., chapter S-30) is amended by inserting, after the word “may” in the eighth line, the words “, if it is registered in the registry of associations and enterprises,”.

**581.** Section 2 of the said Act is amended by adding the following paragraph:

“The Government may, if it considers it expedient, graduate the tariff of fees or provide that no fee is payable according to the type of corporation, institution or society, to the amount of its capital stock or to other characteristics thereof.”

**582.** Division III of the said Act is repealed.

**583.** Section 7 of the said Act is repealed.

## NATIONAL BENEFIT SOCIETIES ACT

**584.** Section 1 of the National Benefit Societies Act (R.S.Q., chapter S-31) is amended by replacing the words “set forth in and on paying the fees imposed by section 1 of” in the third line by the words “provided for in”.

**585.** Section 2 of the said Act is amended by striking out the words “set forth in such section” in the first line.

ACT RESPECTING SOCIETIES FOR THE PREVENTION  
OF CRUELTY TO ANIMALS

**586.** The Act respecting societies for the prevention of cruelty to animals (R.S.Q., chapter S-32) is amended by inserting, after the title, the following section:

“**0.1** A society referred to in this Act shall be incorporated by registration in the registry of associations and enterprises.”

**587.** Section 1 of the said Act is amended

(1) by replacing the word “triplicate” in the first line of subparagraph 2 of the first paragraph by the word “duplicate”;

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

“(3) By filing in the registry of associations and enterprises the declaration and the certificate of approval of the municipal council.”;

(3) by replacing the second, third and fourth paragraphs by the following paragraph:

“Registration of the society is effected by filing the declaration and certificate referred to in subparagraph 3 in the registry.”

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

**“2.1** A society referred to in this Act shall be dissolved by deregistration according to law from the registry of associations and enterprises.”

#### COOPERATIVE SYNDICATES ACT

**589.** Section 55 of the Cooperative Syndicates Act (R.S.Q., chapter S-38) is amended by replacing the words “send by registered or certified mail to the last known address of the syndicate or federation and publish in the *Gazette officielle du Québec*” in the second, third and fourth lines by the words “file in the registry of associations and enterprises”.

**590.** Section 56 of the said Act is amended by replacing the word “publication” in the first line by the word “filing”.

**591.** Section 57 of the said Act is replaced by the following section:

**“57.** The order of termination shall be filed in the registry of associations and enterprises.

From the date of filing, the cooperative syndicate is deregistered and dissolved.”

#### STOCK-BREEDING SYNDICATES ACT

**592.** The Stock-breeding Syndicates Act (R.S.Q., chapter S-39) is amended by inserting, after section 10, the following section:

**“10.1** The syndicate shall be constituted by its registration in the registry of associations and enterprises.”

**593.** Section 11 of the said Act is replaced by the following section:

**“11.** The founders shall sign, in the presence of two witnesses, a memorandum in accordance with Form 1 which they shall transmit

to the Minister of Agriculture, Fisheries and Food who, if he authorizes the formation of the syndicate, shall file in the registry of associations and enterprises a notice indicating the name of the syndicate and the address of its corporate seat. Registration of the syndicate is effected by filing the notice.”

**594.** Section 13 of the said Act is amended

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

“**13.** From the date of registration, the syndicate shall become a legal person under the name given to it.”;

(2) by replacing the words “published in the *Gazette officielle du Québec*” in the second and third lines of the second paragraph by the words “filed in the registry of associations and enterprises”.

**595.** The said Act is amended by inserting, after section 30, the following section:

“**30.1** A stock-breeding syndicate shall be dissolved by its deregistration according to law from the registry of associations and enterprises.”

**596.** Section 31 of the said Act is amended

(1) by replacing the words “declare it dissolved” in the third and fourth lines by the words “file in the registry of associations and enterprises a notice of deregistration of the syndicate”;

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

“Deregistration of the syndicate is effected by filing the notice.”

**597.** Form 1 of the said Act is amended by inserting, after the word “at” in the fourth line, the words “the following address”.

**598.** Forms 2 and 3 of the said Act are repealed.

PROFESSIONAL SYNDICATES ACT

**599.** The Professional Syndicates Act (R.S.Q., chapter S-40) is amended by inserting, after the heading of Division I, the following section:

**“0.1** An association, syndicate, union, federation or confederation contemplated in this Act shall be formed by its registration in the registry of associations and enterprises.

An insurance fund or indemnity fund contemplated in section 20 of this Act shall be formed in the same manner.”

**600.** Section 1 of the said Act is amended

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

“(d) the address of its principal place of business.”;

(2) by replacing subsections 4 and 5 by the following subsections:

“(4) The Inspector General shall file the memorandum in the registry of associations and enterprises.

The filing of the memorandum effects registration of the association or professional syndicate.

“(5) The association or professional syndicate shall be incorporated from the date of its registration.”

**601.** Section 10 of the said Act is amended by inserting, after the word “syndicate” in the fifth line, the words “by filing in the registry of associations and enterprises a notice indicating the change”.

**602.** Section 11 of the said Act is replaced by the following section:

**“11.** The syndicate shall be designated under its new name from the date of filing of the notice of change of name.”

**603.** Section 20 of the said Act is amended by replacing the first three lines of the second paragraph by the following: “The Inspector General may approve the by-laws governing an insurance fund or indemnity fund established by a confederation by filing a notice to that effect in the registry of associations and enterprises. Registration of the fund is effected by filing the notice. The fund shall be a corporation within the meaning of the Civil Code from the date of filing of the notice; it shall be”.

**604.** The said Act is amended by inserting, after the heading of Division II, the following section:

**“24.1** An association, syndicate, union, federation, confederation, insurance fund or indemnity fund shall be dissolved by deregistration according to law from the registry of associations and enterprises.”

**605.** Section 26 of the said Act is amended

(1) by replacing the first two lines of the first paragraph by the following:

**“26.** The Inspector General may deregister from the registry of associations and enterprises any syndicate, union, federation or confederation”;

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

“Deregistration is effected by filing an order to that effect in the registry of associations and enterprises.”

**606.** Section 27 of the said Act is amended by replacing the third, fourth and fifth lines of the first paragraph by the following: “syndicate, union, federation or confederation which has been deregistered in accordance with section 26 or under section 149 of the”.

**607.** Forms 1 and 2 of the said Act are repealed.

#### UNIVERSITY OF QUÉBEC ACT

**608.** Section 4 of the University of Québec Act (R.S.Q., chapter U-1) is amended by striking out the words “without being subject to the Mortmain Act (chapter M-1)” in the third line of paragraph *h*.

#### DÉCLARATION DU ROI, CONCERNANT LES ORDRES RELIGIEUX ET GENS DE MAIN MORTE, ÉTABLIS AUX COLONIES FRANÇOISES

**609.** The Déclaration Du Roi, concernant les Ordres Religieux et les Gens de main morte, établis aux Colonies Françaises of 25 November 1743 and registered on 5 October 1744 in the Conseil supérieur de Québec (Ins. Cons. Sup. Reg. I., Folio 16. V.) is repealed.

#### CHARTER OF THE CITY OF QUÉBEC

**610.** Section 453*g* of the Charter of the city of Québec (1929, chapter 95), enacted by section 4 of chapter 89 of the statutes of 1982 and amended by section 34 of chapter 61 of the statutes of 1984, is again amended

(1) by inserting, after the word “association” in the second line of subsection 14, the words “, the address of its head office”;

(2) by inserting, after subsection 15, the following subsection:

“(15a) The association is established by registration in the registry of associations and enterprises.”;

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

“(16) The clerk shall file in the registry of associations and enterprises three certified copies of the resolution authorizing the establishment of the association. Registration of the association is effected by filing the copies.

The Inspector General of Financial Institutions shall remit a copy of the resolution to the clerk.”;

(4) by replacing, in the French text, the word “enregistrement” in the first line of subsection 17 by the word “immatriculation”;

(5) by striking out subsection 21;

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

“(40) The clerk shall file in the registry of associations and enterprises three certified copies of the resolution amending the limits of the district of the association.

The Inspector General of Financial Institutions shall transmit a copy of the resolution to the clerk.”;

(7) by replacing the word “registration” in the first line of subsection 41 by the words “filing in the registry”.

#### ACT RESPECTING FISHERMEN'S BAIT ASSOCIATIONS

**611.** The Act respecting fishermen’s bait associations (R.S.Q., 1941, chapter 205) is repealed.

Notwithstanding the first paragraph, the associations formed under the said Act continue to exist and shall be governed by Part I of the Companies Act (R.S.Q., chapter C-38).

## CHARTER OF THE CITY OF MONTRÉAL

**612.** Article 543*b* of the Charter of the city of Montréal (1959-60, chapter 102), enacted by section 26 of chapter 71 of the statutes of 1982 and amended by section 5 of chapter 59 of the statutes of 1983, is again amended

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

“(1.1) An association shall be established by its registration in the registry of associations and enterprises.”;

(2) by replacing, in the French text, the words “constituer une société par résolution” in the second line of subarticle 12 by the words “autoriser, par résolution, la constitution d’une société”;

(3) by replacing, in the French text, the words “constitue la société par résolution” in the second line of subarticle 14 by the words “autorise, par résolution, la constitution de la société”;

(4) by replacing subarticle 15 by the following subarticles:

“(15) The resolution authorizing the establishment of the association shall indicate the corporate name of the association, the address of its head office and the limits of the district where it is to have jurisdiction.

“(15.1) The clerk shall file in the registry of associations and enterprises three certified copies of the resolution authorizing the establishment of the association. Registration of the association is effected by filing the copies.

The Inspector General of Financial Institutions shall transmit a copy of the resolution to the clerk.”;

(5) by inserting, after subarticle 33, the following subarticles:

“(33.1) The clerk shall file in the registry of associations and enterprises three certified copies of the resolution amending the limits of the district of the association.

The Inspector General of Financial Institutions shall transmit a copy of the resolution to the clerk.

“(33.2) The amendment referred to in subarticle 33.1 takes effect from the date of filing of the resolution in the registry of associations and enterprises.”;



(6) by inserting, after subarticle 37, the following subarticle:

“(37.1) An association shall be dissolved by its deregistration according to law from the registry of associations and enterprises.”

ACT TO ESTABLISH A NEW CIVIL CODE  
AND TO REFORM FAMILY LAW

**613.** Section 66 of the Act to establish a new Civil Code and to reform family law (1980, chapter 39) is amended by adding, at the end, the following paragraph:

“From (*insert here the date of coming into force of section 613 of the Act respecting the registry of associations and enterprises (1987, chapter insert here the chapter number of that Act in the annual compilation of the Statutes of Québec for 1987)*), the declaration of opposition of a husband common as to property, contemplated in former article 1291*a* of the Civil Code of Lower Canada, shall be filed in the registry of associations and enterprises.”

DIVISION IV

TRANSITIONAL AND PROVISIONAL PROVISIONS

**614.** Any acquisition or alienation of immovable property made and any hypothec created before (*insert here the date of coming into force of this section*) by persons in mortmain or by a corporation whose capacity in this respect is limited, is valid despite the fact of being made or created, without authorization, in contravention of the mortmain statutes in force before that date, provided it meets all other legal requirements.

This section does not apply to acquisitions, alienations and the creation of hypothecs declared invalid after actions brought before that date.

**615.** Regulations made under provisions repealed, amended or replaced by this Act in the Act respecting insurance, the Fish and Game Clubs Act, the Companies Act, the Cemetery Companies Act, the Extra-Provincial Companies Act, the Trust Companies Act, the Cooperatives Act, the Companies Information Act and the Loan and Investment Societies Act remain in force until they are repealed, amended or replaced by regulations made under this Act.

**616.** The Inspector General shall preserve and keep open for examination by the public the registers and archives of a public nature

kept by him, pursuant to any of the Acts listed in Schedule I or to a private Act, before (*insert here the date of coming into force of this section*).

Upon payment of the fee prescribed by regulation, he may issue to any person who so requests, copies of or extracts from the preserved documents and the certificates respecting those objects.

A certified copy of or extract from any preserved document is authentic and is proof of its registration, where such is the case.

Section 123.30, paragraph 2 of section 123.31 and section 123.32 of the Companies Act as they read on (*insert here the date preceding the date of coming into force of this section*) continue to apply to the documents registered by the Inspector General pursuant to Part IA of the said Act, in the registers referred to in the first paragraph.

**617.** The prothonotaries of the Superior Court shall preserve the registers of documents registered by them pursuant to any of the Acts listed in Schedule I and shall keep them open to the public free of charge during opening hours until the Minister of Justice decides otherwise.

They may, upon request, issue a copy of any declaration contained therein and collect therefor such duty as fixed by the Government in accordance with section 224 of the Courts of Justice Act (R.S.Q., chapter T-16).

**618.** The Minister responsible for the administration of the Cooperatives Act shall preserve all the documents whose registration was required under this Act before (*insert here the date of coming into force of this section*).

He may issue a certified copy to any person who applies therefor.

Every copy of a document whose registration was required under the said Act and which has been certified by the Minister or by the person designated by him, is authentic and is proof of its registration.

Section 29, paragraph 2 of section 30 and section 31 of the Cooperatives Act as they read on (*insert here the date preceding the date of coming into force of this section*) continue to apply to the documents filed by the Minister under the said Act.

**619.** The declaration of registration of a natural person carrying on an activity contemplated in section 1 on (*insert here the date of coming into force of this section*), shall be filed in the registry not later than (*insert here the date six months after the date of coming into force of this section*).

The declaration of registration of a legal person or of a group contemplated in section 1 or existing on the same date shall be filed in the registry within the same time.

**620.** A legal person, constituted under a special Act of Québec, is exempt from filing the declaration contemplated in section 619 where it complies with a legal requirement to file another document in the registry. Such filing effects registration.

The legal person shall, notwithstanding the first paragraph, within sixty days of registration but not later than (*insert here the date six months after the date of coming into force of this section*), update the information concerning it by filing in the registry a declaration containing the information contemplated in sections 14 to 17 and the information required under section 622 accompanied with the payment of the fees exigible under section 621. If it fails to file the declaration, its registration may be cancelled by the Inspector General without other formality in the manner prescribed in paragraph 1 of section 36.

**621.** The declaration of registration referred to in section 619 shall be accompanied with the fees prescribed by regulation.

**622.** The declaration of registration mentioned in section 619 shall contain the information contemplated in sections 14 to 17 as well as the information prescribed by regulation pursuant to section 624.

**623.** For the application of this Act, a corporation constituted under an Act of Québec is from its registration deemed a legal person registered in accordance with its special Act.

**624.** The Government may, by regulation, prescribe the fees payable under section 616, 621, 630, 632 or 633 and determine any additional information registrants are required to file under section 622.

The fees and information may vary according to

- (1) the classes of registrants;
- (2) the legal form or legal regime of the registrants;
- (3) the activities carried on by the registrants;
- (4) the nature of the document;
- (5) the number of names listed;
- (6) the number of establishments listed.

**625.** A proposed regulation may be made, under any of sections 88, 89 or 624, upon the expiry of a shorter time than the period applicable to it under section 11 of the Regulations Act (R.S.Q., chapter R-18.1) or without being published in accordance with the said section, where the Government is of the opinion that the time or the publication would prevent the coming into force of the regulations on the same date as that fixed for the coming into force of the provisions respecting the registration of registrants.

A regulation may also come into force from the date of its publication in the *Gazette officielle du Québec* or between such date and the date applicable under section 17 of the Regulations Act where the Government is of the opinion that the same circumstances so warrant.

**626.** The Inspector General may dissolve a legal person constituted under the statutes of Québec before (*insert here the date of coming into force of this section*) which has not filed its declaration of registration within the time prescribed in section 619, by publishing a notice to that effect in the *Gazette officielle du Québec*. From the publication of the notice, the legal person which has not remedied its default is dissolved.

The publication of the notice shall be preceded by prior publication of at least sixty days' notice of dissolution in the *Gazette officielle du Québec*.

**627.** Any dissolution procedures undertaken pursuant to sections 26 and 27 of the Companies Act, to the Companies Information Act or to sections 186 to 190 of the Cooperatives Act, before (*insert here the date of coming into force of this section*), shall be continued pursuant to those provisions as they existed before the said date.

Notwithstanding the foregoing, where a legal person is registered in the registry before the publication of a notice of dissolution in the *Gazette officielle du Québec*, deregistration in accordance with paragraph 1 of section 36 shall replace the said publication.

**628.** A legal person dissolved pursuant to section 626 or 627 is deemed to maintain its existence in order to terminate any judicial proceedings.

**629.** Any dissolution procedures undertaken pursuant to sections 28 and 28.1 of the Companies Act, sections 181 to 185 of the Cooperatives Act or the Winding-up Act, before (*insert here the date of coming into force of this section*) shall be continued under those provisions as amended by this Act if the legal person is registered in

accordance with this Act. If the contrary is true, they shall be continued pursuant to the provisions of those Acts as they existed before (*insert here the date preceding the date of coming into force of this section*).

**630.** The corporations contemplated in the Companies Information Act are not required to submit to the Inspector General the detailed return mentioned in section 4 of the said Act for the year 1988.

Notwithstanding the first paragraph, any return respecting a previous year which has not been filed on (*insert here the date of coming into force of this section*) remains exigible. The fees that apply to that return are prescribed by regulation.

**631.** The Inspector General may, in accordance with paragraph 1 of section 36, without other formality cancel the registration of a registered corporation which has not filed a return provided for in section 630.

**632.** The Inspector General may, upon an application, on the conditions he determines and upon payment of fees prescribed by regulation, revive a corporation dissolved before (*insert here the date of coming into force of this section*) pursuant to sections 26 and 27 of the Companies Act, or pursuant to the Companies Information Act, by filing a notice to that effect in the registry.

The same rule applies to a corporation dissolved by the publication of a notice of dissolution contemplated in section 626 or 627.

Filing of the order effects registration of the corporation which resumes existence from the date of the filing.

Subject to rights acquired by any person after the dissolution, the corporation shall enjoy all the rights and privileges it would have possessed and is subject to all the obligations to which it would have been subject if it had not been dissolved.

For the purposes of this Act, the corporation is deemed to be a legal person registered in accordance with its special Act.

**633.** The Minister responsible for the administration of the Cooperatives Act may, upon an application, on the conditions he determines and upon payment of the fees prescribed by regulation, retroactively cancel the dissolution of a cooperative, a federation or a confederation dissolved before (*insert here the date of coming into force of this section*) pursuant to sections 186 to 190 of the Cooperatives Act, by filing an order to that effect in the registry.

The filing of the order effects registration.

In no case may the cancellation of the dissolution prejudice any rights acquired by any person after the dissolution.

For the purposes of this Act, the cooperative, the federation or the confederation is deemed to be a legal person registered in accordance with its special Act.

**634.** No fee is payable by a government department or a government agency for an application made under section 632 or 633.

[[**635.** The sums required for the administration of this Act during the 1987-88 fiscal year are, to the extent determined by the Government, taken out of the consolidated revenue fund.]]

**636.** The Inspector General of Financial Institutions is responsible for the administration of this Act.

**637.** The Government shall designate the minister responsible for the carrying out of this Act.

**638.** Sections 8 to 12, 59, 88 to 90, 126, 615, 624, the first paragraph of section 630 and sections 635 to 638 of this Act will come into force on (*insert here the date of assent to this Act*).

The other provisions of this Act will come into force on any later dates fixed by the Government.

## SCHEDULE I

*(sections 616 and 617)*

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)

Farmers' Clubs Act (R.S.Q., chapter C-9)

Cities and Towns Act (R.S.Q., chapter C-19)

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

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

Municipal Code of Québec (R.S.Q., chapter C-27.1)

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

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

Trust Companies Act (R.S.Q., chapter C-41)

Timber-Driving Companies Act (R.S.Q., chapter C-42)

Guarantee Companies Act (R.S.Q., chapter C-43)

Gas, Water and Electricity Companies Act (R.S.Q., chapter C-44)

Telegraph and Telephone Companies Act (R.S.Q., chapter C-45)

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

Mining Companies Act (R.S.Q., chapter C-47)

Church Incorporation Act (R.S.Q., chapter C-63)

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

Act respecting Roman Catholic cemetery corporations (R.S.Q., chapter C-69)

Act respecting security fund corporations (R.S.Q., chapter C-69.1)

Religious Corporations Act (R.S.Q., chapter C-71)

- Companies and Partnerships Declaration Act (R.S.Q., chapter D-1)
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- Act respecting fabriques (R.S.Q., chapter F-1)
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