

EXHIBIT D



R.S.Q., chapter S-40

PROFESSIONAL SYNDICATES ACT**DIVISION I**

CONSTITUTION AND POWERS

1. (1) 15 persons or more, Canadian citizens, engaged in the same profession, the same employment or in similar trades, or doing correlated work having for object the establishing of a determined product, may make and sign a memorandum setting forth their intention of forming an association or professional syndicate.

(2) Such memorandum shall indicate:

(a) The name of the association;

(b) Its object;

(c) The names, nationality and addresses of the first directors or administrators, to the number of three at least and not more than 15, and the names, nationality and addresses of the persons to be the first president and the first secretary;

(d) the address at which its head office will be situated.

(2.1) The name of an association or syndicate must be in conformity with section 9.1 of the Companies Act (chapter C-38).

(3) The enterprise registrar may, upon a petition accompanied by the memorandum of the association, authorize the constitution, as an association or professional syndicate, of the persons who have signed the memorandum and of those who may hereafter be admitted to form part of the association or syndicate.

(4) The enterprise registrar shall refuse to authorize the constitution of an association or syndicate where the memorandum of the association or syndicate contains a name not in conformity with any of paragraphs 1 to 6 of section 9.1 of the Companies Act.

(5) The enterprise registrar shall authorize the constitution of an association or syndicate by drawing up a notice to that effect, which he shall deposit in the register referred to in Chapter II of the Act respecting the legal publicity of enterprises (chapter P-44.1).

(6) From the date of such deposit, the association or syndicate shall constitute a legal person.

R. S. 1964, c. 146, s. 1; 1965 (1st sess.), c. 51, s. 1; 1969, c. 26, s. 115; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 257, s. 262; 1987, c. 59, s. 1; 1993, c. 48, s. 509; 1999, c. 40, s. 312; 2002, c. 45, s. 619; 2010, c. 7, s. 282.

2. The by-laws of the syndicate must provide for the number, which must be at least 3, of directors or administrators to be elected, as well as for the amount of the entrance fee and the assessment payable by the members. The entrance fee shall be \$1 or more and the assessment shall not be less than \$1 per month.

In the case of syndicates of farming operators or producers, the assessment shall not be less than \$6 per annum.

The by-laws may however provide that the payment of the assessment shall be suspended when the employee is unemployed or not employed in his usual occupation.

R. S. 1964, c. 146, s. 2; 1965 (1st sess.), c. 51, s. 2; 1966-67, c. 51, s. 1; 1969, c. 26, s. 115; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 262; 1987, c. 59, s. 2.

3. A member bound to pay the assessment and being three months in arrears shall *ipso facto* be suspended. He may however be relieved from such suspension without retroactive effect, under the conditions fixed by the by-laws.

R. S. 1964, c. 146, s. 3.

4. A syndicate may at any time amend its by-laws and adopt new ones.

R. S. 1964, c. 146, s. 4; 1969, c. 26, s. 115; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 262; 1987, c. 59, s. 3.

5. Every syndicate must keep one or several registers containing:

(a) The minutes of the meetings of the members and of the administration board;

(b) The names, nationality, addresses and occupations of each member indicating the date of his admission, and if need be, that of his retirement or suspensions;

(c) The revenues and expenses, the assets and liabilities of the syndicate.

R. S. 1964, c. 146, s. 5.

6. Professional syndicates shall have exclusively for object the study, defence and promotion of the economic, social and moral interests of their members.

R. S. 1964, c. 146, s. 6.

7. A minor sixteen years of age may be a member of a professional syndicate.

R. S. 1964, c. 146, s. 7; 1976, c. 26, s. 1.

8. Only Canadian citizens may be members of the administrative council of a syndicate or form part of its personnel.

Legal persons may be members of a syndicate of employers. They are authorized to designate one of their directors, members or employees to represent them at the meetings of the syndicate and vote thereat in their name; such representatives may be elected members of the administrative council of the syndicate.

R. S. 1964, c. 146, s. 8; 1999, c. 40, s. 312.

9. Professional syndicates may appear before the courts and acquire, by gratuitous or onerous title, any property suited to their particular objects.

They shall, subject to existing laws, enjoy all necessary powers for the attainment of their object, and may, in particular:

(1) establish and administer special indemnity funds for the heirs or beneficiaries of deceased members, or for the members on the decease of their spouses, special funds for assistance in case of illness or unemployment, or other funds of the same nature, which shall be governed exclusively by the by-laws approved by the Autorité des marchés financiers;

- (2) establish and administer pension plans to which the members or their employer may contribute;
- (3) devote a part of their resources to the erection of cheap dwellings and the purchase of grounds for workmen's gardens, and physical and hygienic training;
- (4) establish and administer information bureaus for offers of and applications for work;
- (5) establish, administer and subsidize professional undertakings, such as professional provident institutions, laboratories, experimental fields, scientific, agricultural and social training undertakings, lectures and publications of interest to the profession;
- (6) subsidize and assist cooperative associations for production and consumption;
- (7) purchase to resell, lease, lend or distribute, amongst their members, all necessaries for the maintenance of a family, for the exercise of their profession, raw materials, tools, instruments, machines, fertilizers, seeds, plants, animals and alimentary substances;
- (8) lend their services for the sale of products derived solely from personal labour or from syndical operations; assist such sale by exhibitions, advertising, grouping of orders and of shipment;
- (9) deposit their mark or label;
- (10) enter into contracts or agreements with all other syndicates, societies, undertakings or persons, respecting the attainment of their objects and particularly such as relate to the collective conditions of labour;
- (11) exercise before any court of law, all the rights of their members with respect to acts directly or indirectly prejudicial to the collective interest of the profession which they represent.

R. S. 1964, c. 146, s. 9; 1965 (1st sess.), c. 51, s. 3; 1972, c. 62, s. 1; 1975, c. 76, s. 11; 1977, c. 5, s. 14; 1981, c. 9, s. 24; 1982, c. 52, s. 258; 1983, c. 54, s. 86; 1989, c. 38, s. 277; 1999, c. 40, s. 312; 2002, c. 6, s. 236; 2002, c. 45, s. 617; 2004, c. 37, s. 90.

10. When a syndicate wishes to change its name, the enterprise registrar may, on evidence, deemed by him sufficient, that such request to change the name is not made for an unlawful purpose authorize the change of name prayed for in the petition addressed to him by the syndicate.

R. S. 1964, c. 146, s. 10; 1969, c. 26, s. 115; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 262; 2002, c. 45, s. 619.

11. The enterprise registrar, as soon as the authorization is granted, shall draw up a notice to that effect, which he shall deposit in the register. Subject to such deposit, but from the date of the authorization, the syndicate shall be designated under the new name mentioned in the authorization.

R. S. 1964, c. 146, s. 11; 1969, c. 26, s. 115; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 262; 1993, c. 48, s. 510; 2002, c. 45, s. 619.

12. No change of name effected under sections 10 and 11 shall alter the rights and obligations of the syndicate; and proceedings which might have been commenced or continued by or against the syndicate under its former name may be commenced or continued by or against it under its new name.

R. S. 1964, c. 146, s. 12.

12.1. The remedy provided for in section 123.27.1 of the Companies Act (chapter C-38), adapted as required, may be exercised in respect of the name of an association or a syndicate.

1993, c. 48, s. 511.

13. Every syndicate formed under this Act shall keep and divide its accounts so that each kind of service and

benefit accorded to the members may be separately administrated, and the fund or cash therefor be kept distinct.

R. S. 1964, c. 146, s. 13.

14. Every pension plan contemplated by subparagraph 2 of the second paragraph of section 9 is governed by the Supplemental Pension Plans Act (chapter R-15.1) and the rules prescribed by the said Act with respect to multi-employer pension plans apply to any plan established for members of several professional syndicates, adapted as required.

For the purposes of this Act, the pension fund of a multi-employer pension plan is a special fund.

1965 (1st sess.), c. 51, s. 4; 1972, c. 62, s. 2; 1989, c. 38, s. 278.

15. In addition to the special funds, a fund must be established for the general expenses of the syndicate.

R. S. 1964, c. 146, s. 14.

16. When a special fund ceases to be self-supporting, it may be voluntarily or judicially liquidated without affecting the juridical personality of the syndicate.

R. S. 1964, c. 146, s. 15; 1999, c. 40, s. 312.

17. As between members, special funds shall only be liable for their own debts except in a general liquidation when all the funds, after their particular debts have been paid, shall, subject to the Supplemental Pension Plans Act (chapter R-15.1), be turned into the general fund of the syndicate.

R. S. 1964, c. 146, s. 16; 1989, c. 38, s. 279.

18. The funds of the special mutual benefit and pension accounts shall be unseizable, save for the payment of the annuities and benefits to which a member of the syndicate may be entitled.

R. S. 1964, c. 146, s. 17.

19. Three or more syndicates, constituted or not under this Act, may concert in the study and defence of their economic, social and moral welfare, and for such purpose form a union or federation upon complying with the provisions of section 1 of this Act in so far as they are applicable. The petition for such purpose shall be accompanied by a resolution of each of the adhering syndicates.

The by-laws of the union or federation shall determine the rules by which the syndicates forming part thereof shall be represented in the administrative council or at the general meetings. Syndicates forming part of a union or federation shall not be liable for the debts of such union or federation.

R. S. 1964, c. 146, s. 18; 1972, c. 63, s. 1; 1999, c. 40, s. 312.

20. Syndicates, constituted or not under this Act, unions and federations of syndicates may constitute themselves into a confederation, by following the procedure prescribed in section 19; such confederation shall enjoy, once constituted, all the rights conferred, by section 21, to unions and federations of syndicates.

The approval by the Autorité des marchés financiers of the by-laws governing an insurance or an indemnity fund established by a confederation, shall confer juridical personality upon such fund; it shall be thereafter administered by a committee composed of at least 10 persons appointed by the administrative council of the confederation.

R. S. 1964, c. 146, s. 19; 1969, c. 26, s. 115; 1972, c. 63, s. 2; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 259; 1999, c. 40, s. 312; 2002, c. 45, s. 618; 2004, c. 37, s. 90.

21. Unions and federations of professional syndicates shall enjoy, in their own sphere, all the rights and powers conferred by this Act upon professional syndicates, and particularly those provided for in section 20. They may also establish and administer a special fund or a pension plan provided for in subparagraphs 1 and 2, respectively, of the second paragraph of section 9, for the benefit of the members of the adhering syndicates and of their heirs or beneficiaries, if such syndicates agree thereto, whether they adhere directly to such union or federation or are members of an affiliated union or federation.

They may, in addition, institute councils of conciliation and arbitration between the syndicates, which shall, at the request of the interested parties, render decisions upon the disputes submitted to them. Such decisions shall be submitted to the Superior Court for homologation, and, after the judgment confirming them, shall have the force of a final judgment and be executory in the manner provided for the execution of judgments of the said Court.

R. S. 1964, c. 146, s. 20; 1989, c. 38, s. 280.

22. The members of a professional syndicate may resign voluntarily, without prejudice to the syndicate's right to claim the assessment for the three months following such resignation.

They shall not be personally liable for the debts of the syndicate.

The syndicate shall not claim from a member ceasing to adhere thereto the assessment of more than three months.

R. S. 1964, c. 146, s. 21.

23. If it be stipulated in any contract that workmen, or the members of a syndicate, union or federation of syndicates shall receive a stated wage, such workmen or members, although not a party to the contract, are entitled to the rate of wages therein stated, notwithstanding any renunciation thereto afterwards agreed upon by them, whether express or implied.

R. S. 1964, c. 146, s. 22.

24. *(Repealed).*

R. S. 1964, c. 146, s. 23; 1996, c. 2, s. 944.

DIVISION II

LIQUIDATION

25. In the case of a voluntary or judicial dissolution, one or three liquidators shall be appointed by the general meeting, which shall be deemed as continuing to exist for the purposes of the liquidation.

The services of the liquidator or liquidators shall be gratuitous unless their remuneration shall have been previously fixed by the general meeting.

The property of the syndicate shall be distributed as follows:

(a) first, provision shall be made for payment of the costs of liquidation and of the debts of the syndicate;

(b) the property derived from gifts or legacies shall be returned, in accordance with the provisions of the act creating the gift or legacy, to the donor or to the legal representatives of the donor or of the testator. Failing such provisions, they shall be handed over to one or more similar or correlated undertakings determined by the by-laws, or, failing by-laws, by the ruling of the general meeting;

(c) then, provision shall be made for the maintenance and administration, in trust, of the special indemnity funds or the pension funds established in accordance with section 9 or 14;

(d) the remaining assets must be devoted to one or more similar undertakings designated by the Minister of

Labour.

R. S. 1964, c. 146, s. 24; 1968, c. 43, s. 17; 1969, c. 26, s. 115; 1975, c. 76, s. 11; 1981, c. 9, s. 24, s. 34; 1982, c. 53, s. 56; 1982, c. 52, s. 260; 1989, c. 38, s. 281; 1994, c. 12, s. 66; 1996, c. 29, s. 43.

26. The existence of any syndicate, union, federation or confederation terminates whenever the enterprise registrar so orders after having ascertained

(a) that they have ceased to exercise their powers; or

(b) that the number of their members who are Canadian citizens and in good standing is reduced to less than 15 in the case of a syndicate and to less than three in the case of a union, federation or confederation; or

(c) in the case of a syndicate, when more than one-third of its members are not Canadian citizens.

The enterprise registrar shall deposit the order in the register. The order takes effect from the date of such deposit.

R. S. 1964, c. 146, s. 25; 1966-67, c. 51, s. 2; 1969, c. 26, s. 115; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 261; 1993, c. 48, s. 512; 1999, c. 40, s. 312; 2002, c. 45, s. 619.

27. The Minister of Revenue shall be *ex officio* liquidator of every syndicate, union, federation or confederation the existence of which has been terminated in accordance with section 26 or the dissolution of which was decreed under section 118 of the Labour Code (chapter C-27).

For such purposes the Minister of Revenue shall exercise the powers vested in a liquidator by section 25 and shall be bound by the obligations therein prescribed.

He may levy on the assets resulting from the liquidation his disbursements and fees fixed by the tariff for curatorship cases.

R. S. 1964, c. 146, s. 26; 1971, c. 81, s. 45; 1989, c. 54, s. 199; 1999, c. 40, s. 312; 2005, c. 44, s. 53; 2006, c. 58, s. 69.

DIVISION III

SPECIAL PROVISIONS

28. *(This section ceased to have effect on 17 April 1987).*

1982, c. 21, s. 1; U. K., 1982, c. 11, Sch. B, Part I, s. 33.

29. Notwithstanding any contrary legislative provision, no association, syndicate, union or federation or confederation of such associations or syndicates governed by this Act shall be required, from 23 June 1987, to submit its by-laws for approval, except those under which a special indemnity fund, a special assistance fund or any other fund of the same nature is established.

1987, c. 59, s. 6.

30. The Government designates the Minister responsible for the administration of this Act except the provisions relating to the responsibilities of the enterprise registrar, which are administered by the Minister of Revenue.

2002, c. 45, s. 620; 2006, c. 38, s. 85.

not in force

31. The Minister of Economic Development, Innovation and Export Trade is responsible for the application of this Act.

2002, c. 45, s. 620; 2003, c. 29, s. 170; 2006, c. 8, s. 31.

FORMS

1.—

(Repealed).

R. S. 1964, c. 146, form 1; 1969, c. 26, s. 115; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 263; 1993, c. 48, s. 513.

2.—

(Repealed).

R. S. 1964, c. 146, form 2; 1969, c. 26, s. 115; 1975, c. 76, s. 11; 1981, c. 9, s. 24; 1982, c. 52, s. 263; 1993, c. 48, s. 513.

REPEAL SCHEDULE

In accordance with section 17 of the Act respecting the consolidation of the statutes (chapter R-3), chapter 146 of the Revised Statutes, 1964, in force on 31 December 1977, is repealed effective from the coming into force of chapter S-40 of the Revised Statutes.