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Companion Guide
for Enterprises

Public contracts

Authorization to enter into a public contract/subcontract
(Foreign enterprises and natural persons operating an enterprise)

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Important information



Your application for authorization will not be processed on a priority basis unless it is in response to a published call for tenders.



Applications are processed as quickly as possible. Processing times may vary, depending on the application.

A completed, compliant application, i.e., where the thresholds and categories of public contracts and subcontracts are applicable, will take **about 8 weeks** to process as of the date of receipt, provided that **no specific issue is identified** during the audits provided for under the *Act respecting contracting by public bodies* (CQLR, c. C-65.1) (the “ACPB”).

Processing times are longer for applications for authorization not subject to current applicable thresholds.



To facilitate processing of your application for authorization, please ensure that the following are up-to-date: the enterprise's file with the **Commission de la construction du Québec** (CCQ) and the **Régie du bâtiment du Québec** (RBQ) and its **État de renseignements d'une personne morale** (statement of legal person's information) in the **Registre des entreprises** (Enterprise Register), held by the **Registraire des entreprises du Québec** (Enterprise Registrar).

If the information in the Enterprise Register is not up-to-date, make the necessary changes. If the information disclosed in connection with an application for authorization filed with the *Autorité des marchés publics* (the “AMP”) does not match the information in the Enterprise Register, **processing of your application could be delayed.**

Important information (cont.)



Throughout the application for authorization process, and as long as the enterprise holds an authorization, the respondent will be the **only** person with whom the AMP communicates when necessary. A respondent who is unable to perform his or her functions may sign a **power of attorney** authorizing another person to communicate with the AMP as part of the application process.



Please ensure that you are able to provide the **documents required** as part of the application for authorization, in particular the audited financial statements for the enterprise's latest fiscal year and the attestation from *Revenu Québec*:

ATTESTATION FROM REVENU QUÉBEC

The attestation must have been issued not more than 30 days before the date on which the enterprise's application for authorization is filed with the AMP.

FINANCIAL STATEMENTS

If the enterprise does not have audited financial statements, the AMP requires **at least a review engagement report on the financial statements for the latest fiscal year** (a notice to reader alone will not be accepted). Otherwise, **your application for authorization cannot be processed and the application fee will not be refunded.**

If your application for authorization is **in response** to a call for tenders and audited financial statements are not available, the enterprise must send the AMP a **letter of commitment** stating that the financial statements will be provided within 6 weeks of filing the application for authorization.

If your application for authorization is **not in response** to a call for tenders and audited financial statements are not available, the application will not be processed and the application fee will not be refunded.



An enterprise holding an authorization **must notify the AMP of any change** to information previously provided no later than 15 days following the end of the month during which the change took place.

Introduction

Who should use this guide?

This guide is intended to assist enterprises which, following the enactment of the *Integrity in Public Contracts Act* (2012, chapter 25) amending, among other statutes, the ACPB, are required to disclose information to the AMP in order to obtain an authorization to enter into a public contract/subcontract.

It provides detailed explanations for each step of the process for obtaining an authorization to enter into a public contract/subcontract.

In order to familiarize themselves with all the statutory and regulatory obligations of enterprises subject to the ACPB, enterprises should read:

- the *Integrity in Public Contracts Act*;
- the ACPB, in particular Chapter V.2, which covers the scope of this statute, the granting of an authorization, decisions pertaining to authorizations, general obligations of enterprises, and the AMP's functions and powers; the ACPB also provides for penal provisions;
- the *Conseil du trésor* decision entitled "Fee related to an application for authorization filed by an enterprise with the Autorité des marchés publics for public contracts and subcontracts" (the "Fee Decision"); and
- the Regulation of the Autorité des marchés publics under an Act respecting contracting by public bodies (CQLR, c. C-65.1, r. 0.1) (the "Regulation"). The Regulation sets out, in particular, the information and documents required so that an application for authorization is considered receivable and the prescribed time limits for notifying the AMP of any change to the information provided at each step of the application process.

Enterprises wishing to obtain an authorization

Background

The *Integrity in Public Contracts Act*, which was assented to on December 7, 2012, provides an audit system for ascertaining whether enterprises that wish to enter into a contract with a public body, including a municipality, meet the high standards of integrity that the public is entitled to expect from a party to a public contract or subcontract.

Under this statute, an enterprise that wishes to enter into such a contract or subcontract must obtain the AMP's authorization. This authorization is valid for 3 years, after which the enterprise must file an application with the AMP for renewal of its authorization.

Enterprises governed by the legislation

The word “enterprise” means a legal person established for a private interest, a general, limited or undeclared partnership or a natural person who operates a sole proprietorship. **For the time being, the requirement to hold an authorization does not apply to all enterprises.**

Given the large number of enterprises that wish to enter into public contracts or subcontracts in Québec, the Government of Québec decided to phase in the *Integrity in Public Contracts Act*. It will gradually determine, by Order in Council, the values and categories of contracts and subcontracts that will be subject to the obligation to obtain an AMP authorization.

Consult the AMP website to determine whether this obligation concerns you.

Time limit for submitting an application for authorization

Except as otherwise provided by Government order in council, an enterprise **that responds to a call for tenders** for a public contract or subcontract must have obtained its authorization on the date it submits its bid, unless the call for tenders specifies a different date which precedes the date the contract is entered into.

An enterprise that **enters into a public contract** or subcontract must have obtained its authorization **on the date the contract or subcontract is entered into**. In the case of a consortium, every enterprise comprising the consortium must hold an authorization on that date.

If the contract is entered into, the authorizations must be maintained throughout the contract or subcontract.

The application for authorization must be in the form prescribed by the AMP and be filed together with the information and documents prescribed by the Regulation and the fees determined by the Fee Decision.

Obtaining authorization

Steps to follow for an application for authorization

The following two steps are **mandatory** in order to complete an application for authorization:

STEP A

Filling out and sending the application for authorization.

STEP B

Disclosing the enterprise's business relationships.

STEP A – Filling out and sending the application for authorization



The application for authorization must be filled out and submitted **by the respondent**.

Pursuant to section 21.23 of the ACPB, an enterprise that wishes to enter into a contract with a public body must appoint a natural person who acts as respondent:

“The application for authorization must be filed with the Authority by the natural person who is the operator if it is for a sole proprietorship, by a director or an officer if it is for a legal person and by a partner if it is for a partnership. The person filing the application acts as respondent for the purposes of this chapter.”

Concept and role of respondent

The respondent is the person authorized to send the documents with which the enterprise fulfills its statutory and regulatory obligations (application for authorization, updating of information, application for renewal of an authorization, etc.). The respondent is necessarily the natural person who operates the enterprise if it is a sole proprietorship, a director or an officer of the enterprise if it is a legal person, or a partner of the enterprise if it is a partnership.

In order to carry out his or her functions, the respondent must therefore have access to information and documents at the enterprise’s head office and at each of its establishments.

The respondent’s appointment must be confirmed by an official document from the enterprise.



Throughout the application process, and as long as the enterprise holds an authorization, the respondent will be the **only** person with whom the AMP communicates when necessary. A respondent who is unable to perform his or her functions may sign a **power of attorney** authorizing another person to communicate with the AMP as part of the application process.

Obtaining the application for authorization form

For an enterprise to obtain an authorization, the respondent appointed by the enterprise must first fill out the “Authorization or renewal of authorization to enter into a public contract or subcontract” form, which is available on the AMP’s website in the section “Authorization to contract / Foreign enterprises and natural persons operating an enterprise.”

The form is divided into **9 parts**, which are explained in detail on the following pages. Unless otherwise indicated, all questions in the form must be completed.

Part 1 – General information



To facilitate processing of your application for authorization, ensure that the enterprise's files with the CCQ, the RBQ and the Enterprise Registrar are up-to-date.

Type of application

Check the box "Application for authorization to enter into a public contract/subcontract."

Part 2 – Identity and contact information of the applicant

Ensure that the information entered on this page matches the information in the Enterprise Register.

If the information in the Enterprise Register is not up-to-date, make the necessary changes. If the information disclosed in connection with an application for authorization filed with the AMP does not match the information in the Enterprise Register, processing of your application could be delayed.

Full name and Quebec enterprise number (NEQ)

State the principal name used by the enterprise.

State the Québec enterprise number assigned to your enterprise by the Enterprise Registrar. This is a 10-digit number. If you do not have a Québec enterprise number because you are a foreign enterprise, you do not have to provide this information.

Language of correspondence

State whether it is preferable that communications with the enterprise be in English or French. It is important to remember that the AMP communicates primarily with the enterprise's respondent. The language of correspondence should therefore reflect the respondent's preference.

It should be noted, however, that all AMP decisions are issued only in French.

Address of head office

State the address of the enterprise's head office, including telephone and fax numbers. Please note that a post office box is not an acceptable address for the head office.

Mailing address

State the enterprise's mailing address if it differs from the head office address. All correspondence will be sent to this address.

Legal form

State the legal form of your enterprise, either “Legal person,” “Partnership,” “Natural person operating a sole proprietorship” or “Other.”

The legal form selected in the application for authorization must reflect the legal form recorded in the Enterprise Register. The following are examples of legal forms:

Legal person

- Corporation
- Limited (Ltd.)
- Incorporated (Inc.)

Partnership

- Association
- Limited partnership
- General partnership

Natural person operating a sole proprietorship

- Self-employed worker
- Sole proprietorship

Other legal form

- Joint venture

Number of shareholders or partners

State the total number of shareholders or partners of the enterprise, including shareholders who are not majority shareholders.

Nature of activities

State the nature of the activities of the enterprise (for example, construction, engineering services, computer services).

If the enterprise is registered in the Enterprise Register, the information provided in the application must match the information in the register.

Number of attestation from Revenu Québec

State the number of the attestation issued by *Revenu Québec* to the enterprise. Enter only the first 10 characters.

Licence number assigned by the Régie du bâtiment du Québec (RBQ)

State the licence number issued to the enterprise by the *Régie du bâtiment du Québec* (RBQ). This number contains 8 to 10 digits.

Other names

Current names

State all other names under which the enterprise currently carries on activities.

If the enterprise is entered in the Enterprise Register, the information provided in the application must match the information in the register.

Former names

State all other names that are no longer in effect and under which the enterprise carried on activities in the past 5 years.

If the enterprise is entered in the Enterprise Register, the information provided in the application must match the information in the register.

Part 3 – Information about the contract (if applicable)

If the application is being made so the enterprise can respond to a published call for tenders, provide all requested information regarding the call for tenders.



Your application for authorization will not be processed on a priority basis unless it is in response to a published call for tenders.

Part 4 – Information about the respondent

Identity of the respondent

In this section, provide the gender, last and first names and date of birth of the person appointed as respondent.

Functions of the respondent at the enterprise

State the respondent's functions at the enterprise.

The choice(s) should be made based upon the legal form of the enterprise stated in *Part 2 – Identity and contact information of the applicant*.

The respondent is necessarily the natural person who operates the enterprise if it is a sole proprietorship, a director or an officer of the enterprise if it is a legal person or a partner or officer of the enterprise if it is a partnership.

Home address of the respondent

Provide the respondent's home address, whether it is in Québec, elsewhere in Canada or in another country. Although providing an e-mail address is optional, you are strongly encouraged to do so in order to facilitate communications between the AMP and the enterprise.

Mailing address of the respondent

Provide the respondent's mailing address, whether it is in Québec, elsewhere in Canada or in another country.

Part 5 – Declaration of the applicant

The application for authorization must be submitted together with the applicant's declaration.

You must answer all the questions in part 5 of the form. If one of these questions is left unanswered, the form will be returned to the enterprise.

If you answer "yes" to one of the questions, follow the instructions in order to answer the subquestions by filling out the appropriate section of the form.

The list of offences is shown in Schedule 1 to the ACPB, available on the AMP's website.

Under the ACPB, persons who make a false or misleading statement and enterprises that fail to notify the AMP of any change to any information previously provided for the purpose of obtaining an authorization are guilty of an offence and liable to a fine as stipulated in the relevant sections.

Part 6 – Signature

The respondent is the only person authorized to sign the application for authorization.

Part 7 – Additional consent

If the application for authorization is being filed by a **foreign enterprise**, i.e., an enterprise that is not constituted under the laws of Québec and does not have its head office or an establishment in Québec where it primarily conducts its activities, an additional consent is required pursuant to subparagraphs (1) and (2) of section 5 of the Regulation.

Part 8 – Documents to be provided

The application for authorization must be filed together with certain required supporting documents.

If you are unable to provide one of the required documents, provide a document explaining why.

The enterprise must keep a copy of all documents it sends to the AMP.

Remittance slip

The fees payable are set out in the Fee Decision.

To be considered receivable, the application for authorization must be accompanied by payment (the rates are indexed annually and [posted on the AMP website](#)). Fees can be paid by credit card or check, payable to the Autorité des marchés publics.

If you opt for a handwritten signature, be sure to scan the signed documents, and that they are legible.

If you wish to pay by credit card, use the remittance slip provided for this purpose.

If payment is made by cheque, please mail it, along with the remittance slip, to the following address :

Autorité des marchés publics

525, boul. René-Lévesque Est, 1^{er} étage, Bureau 1.25
Québec (Québec) G1R 5S9

Remittance slips submitted by fax will not be accepted.



Please note that the fee is not refundable.

Financial statements for the latest fiscal year

Provide the audited financial statements for the latest fiscal year of the enterprise.



If the enterprise does not have audited financial statements, the AMP requires **at least a review engagement report on the financial statements for the latest fiscal year**. A notice to reader alone will not be accepted.

Document confirming appointment of respondent

You must provide an official document from the enterprise appointing the respondent. This document may be one of the following:

- a resolution of the board of directors (or an extract of the minutes evidencing the resolution);
- a signed letter from a duly authorized director or officer of the applicant;
- a letter from the “general partner” in the case of a limited partnership;
- a delegation of general powers in the case of very large enterprises.

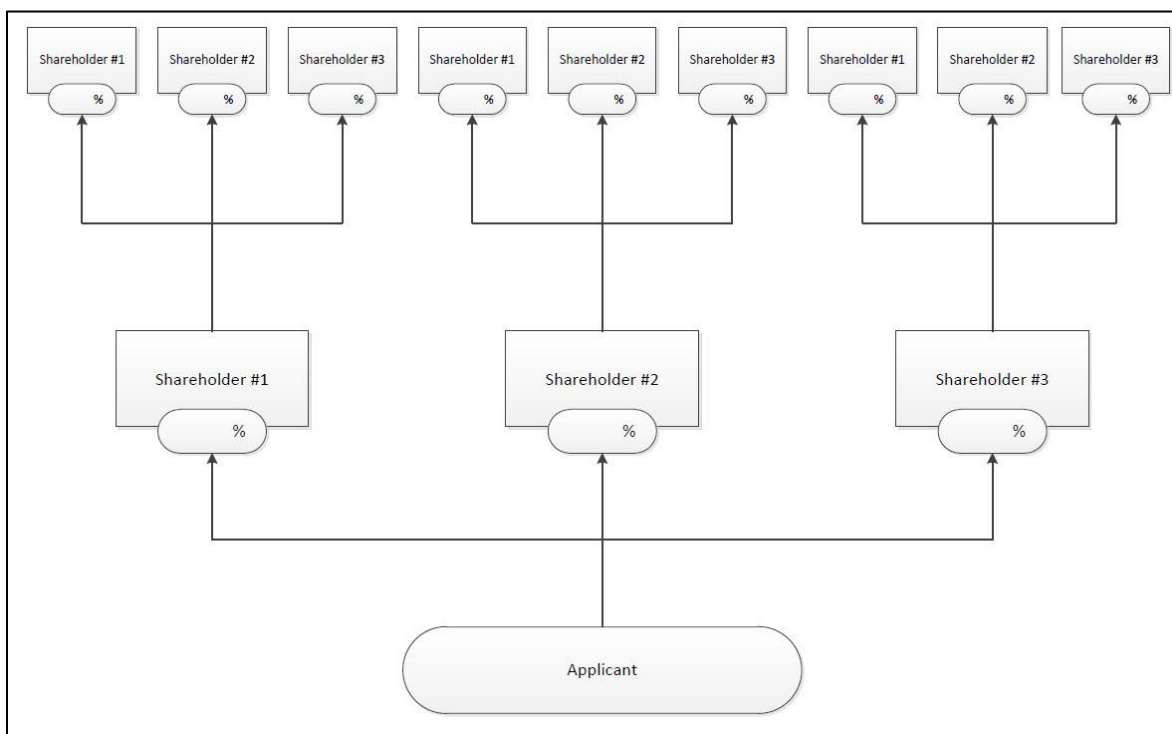
In all cases, the official document **must**:

- specify the name of the applicant (or “doing business as”);
- specify the name of the respondent and his or her appointment as respondent or indicate that the respondent is responsible for the application for authorization to enter into/renew a public contract/subcontract;
- refer to the application for authorization or renewal or to the *Autorité des marchés publics*;
- be dated and signed.

The applicant may appoint only one respondent.

Organization chart outlining the structure of the enterprise

The applicant must disclose its shareholding in an organization chart outlining its entire structure and including, if applicable, the names of its subsidiaries, shareholders (natural persons and legal persons), parent company and any subsidiaries of the parent company. The organization chart must also indicate the relationships between these entities and/or natural persons, as well as the percentage of voting shares they hold. The total of the percentages must add up to 100%. For example:



Governance and oversight measures implemented by the applicant

In exercising its powers conferred under the ACPB, the AMP must, in particular, ensure that the enterprise meets high standards of integrity. To do so, the analysis of the enterprise's governance, ethical standards and related internal processes becomes an important consideration.

Therefore, **if your enterprise has established governance measures** (code of ethics, training program, governance committee, etc.), please disclose them and send us the related documentation with the application for authorization.



Enterprises will save time by submitting these documents at the start of the authorization process. The AMP sometimes requires these documents in order to grant an authorization.

Attestation from Revenu Québec

If the enterprise has an establishment in Québec, you must provide an attestation from *Revenu Québec*. The attestation states that the enterprise has filed the returns and the reports that it was required to file under fiscal laws and that it has no overdue account payable to the Minister of Revenue, including when recovery of an account has been legally suspended or arrangements have been made with the enterprise to ensure payment and the enterprise has not defaulted on the payment arrangements. The attestation must have been issued not more than 30 days before the date on which the enterprise files its application for authorization with the AMP.

Foreign enterprises must provide a tax attestation (similar to the one issued by *Revenu Québec*) or an equivalent document issued by their province or country of origin. For example, a Canadian enterprise located outside of Québec may be issued one of the following documents by the Canada Revenue Agency: a Filing and Balance Confirmation or a Letter of Good Standing. In the case of U.S. enterprises, the Internal Revenue Service (United States Department of the Treasury) can issue an Account Transcript. The attestation must have been issued not more than 30 days before the date on which the enterprise files its application for authorization with the AMP.

Criminal and penal court record of the enterprise (if applicable)

The Regulation stipulates that, in the case of an enterprise that is not constituted under the laws of Québec and does not have its head office or an establishment in Québec where it primarily conducts its activities (foreign enterprise), the enterprise must provide the AMP with a good conduct certificate, issued by the local authorities, including a government or a government department or agency.

The AMP asks that **any enterprise whose head office is not located in Québec**, regardless of whether or not it conducts activities there, provide one of the following documents:

- A good conduct certificate in respect of the enterprise, **issued by the local authorities**, including a government or a government department or agency;
- If unable to provide a good conduct certificate, they must provide a **sworn letter** signed by the respondent or an officer of the enterprise declaring that during the past 5 years, the enterprise was not:
 - prosecuted for or found guilty, in Canada or abroad, of an offence listed in Schedule I of the ACPB or a similar offence;
 - prosecuted for or found guilty, in Canada or abroad, of any criminal or penal offence committed in the course of its business.

Under the Regulation, “the location of the enterprise” means the Canadian province or territory or other jurisdiction where the enterprise primarily conducts its activities.

A “good conduct certificate” means a police certificate, a criminal background check, a criminal record check, a police check or a Canadian Police Information Centre (CPIC) check. **These documents must have been issued by a local authority.**



If you are not able to produce the criminal and penal court record of the enterprise at the time of submitting the application for authorization, provide instead a **letter of commitment** stating that you have taken the necessary steps to obtain the document and that it will be promptly submitted once received. **The AMP will not grant an authorization until it has received the enterprise’s criminal and penal court record.**

Part 9 – Sending the form

The enterprise must e-mail the application, all required documents, and the remittance slip (if payment is made by credit card) to the following address: directionlcp@amp.quebec.

STEP B – Disclosing the enterprise’s business relationships

Once the AMP has received the application for authorization, a public contracts authorization agent will take charge of it. Following the preliminary analysis of your application, the agent will contact you to confirm that you can now proceed with the second step: disclosing natural persons and/or entities related to the enterprise and submitting the list of the enterprise’s establishments.

“Natural persons and/or entities related to the enterprise” means any individual and/or entity with which the enterprise has a business relationship.



This second step is mandatory. The file cannot be analyzed unless these business relationships are disclosed.

The agent will send the relationships disclosure forms to the respondent by e-mail or regular mail. When the respondent receives them, he or she will be able to continue with the application.

For details about how to complete this second step (disclose business relationships), **consult the Companion Guide – Managing Business Relationships.**

AMP decision

Analysis of application for authorization

If, after analyzing an application for authorization, the AMP determines that certain information is inaccurate, incomplete or missing, it will contact the respondent so that he or she can make the necessary corrections.

The AMP may require that an enterprise communicate any information the AMP considers necessary. The enterprise must communicate the information to the AMP within the time specified. If it fails to do so, the AMP may, under section 21.35 of the ACPB, cancel the application for authorization.

When the application is completed, the AMP sends the information obtained to the Associate Commissioner for Audits within the *Unité permanente* anticorruption (UPAC, the anti-corruption squad) appointed under section 8 of the *Anti-Corruption Act* (CQLR, c. L-6.1) (the “Associate Commissioner”) so that the audits the Associate Commissioner considers necessary can be conducted.

If the Associate Commissioner, in the course of the audits, requires that the enterprise communicate information he or she considers necessary, section 21.35 of the ACPB also provides that the AMP may cancel the application for authorization of an enterprise that fails to communicate that information to the Associate Commissioner within the time the Commissioner specifies.

It is important to note that an enterprise whose application for authorization is cancelled under section 21.35 of the ACPB may not file a new application for authorization with the AMP within 12 months after the cancellation unless the AMP allows it.

As soon as possible after receiving the information, the Associate Commissioner provides an advisory opinion to the AMP on the enterprise applying for authorization. The advisory opinion states the grounds for any recommendation that an authorization be refused under sections 21.26 to 21.28 of the ACPB.

During the audits, the AMP will forward to the Associate Commissioner any new information or any changes the enterprise has made to previously disclosed information.

AMP decision

When the AMP is sure there are no grounds for refusing to grant the authorization, it will mail the authorization to the enterprise.

The AMP may refuse to grant an authorization if the enterprise fails to meet the high standards of integrity that the public is entitled to expect from a party to a public contract or subcontract.

Before refusing to grant an authorization, the AMP may ask the enterprise to take the necessary corrective measures within the time it specifies.

In all cases, before refusing to grant an authorization, the AMP must notify the enterprise in writing as prescribed by section 5 of the *Act respecting administrative justice* (CQLR, c. J-3) and allow it at least 10 days to submit written observations or provide additional documents to complete its file.

Duration of validity of an authorization

An authorization granted to an enterprise is valid for three years.

Register of authorized enterprises

All enterprises holding an authorization granted by the AMP are listed in the Register of authorized enterprises. This register, which is maintained in accordance with section 21.45 of the ACPB, contains the following information:

- The name of the authorized enterprise;
- The names under which it carries on activities;
- Its Québec business number (NEQ) assigned by the Enterprise Registrar, if applicable;
- The client number assigned by the AMP;
- The contact information for the head office of the enterprise.

The Register of authorized enterprises is available on the AMP website at www.amp.gouv.qc.ca.

Register of enterprises ineligible for public contracts

The Register of enterprises ineligible for public contracts (in French only) includes the names of enterprises for which the AMP has refused to grant or renew an authorization or has revoked an authorization. As soon as the enterprise's name appears in the register, it cannot obtain authorization for a public contract or subcontract or continue performing such contracts for a period of 5 years.

Under exceptional circumstances, the *Conseil du trésor* or, in the case of municipalities, the Minister of Municipal Affairs and Land Occupancy, may authorize an enterprise listed in this register to obtain a public contract or subcontract if it is in the public interest.

This register is available on the AMP website at www.amp.gouv.qc.ca.

Making changes during the authorization process

Time limit for notifying the AMP of any change to information

An enterprise holding an authorization **must notify the AMP of any change** to information previously provided no later than 15 days following the end of the month during which the change took place.

Making changes to information provided

The changes must be sent using the form provided by the AMP for this purpose together with the information and documents prescribed by the Regulation and the fee determined by the Fee Decision.

For all information required to update your business relationships, **consult the Companion Guide – Managing Business Relationships**.

Changes to be communicated to the AMP

The following is a **non-exhaustive** list of changes that must be communicated to the AMP:

Addition of a person or entity related to the enterprise and that has control over it

The enterprise must notify the AMP if a new natural person or entity referred to in sections 21.26 and 21.28 of the ACPB is to be added to the enterprise's file.

The enterprise must also notify the AMP when it adds an establishment or when it has a new financial institution or lender with which it conducts business.

Removal of a person or entity related to the enterprise and that has control over it

The enterprise must notify the AMP if a natural person or entity referred to in sections 21.26 and 21.28 of the ACPB is to be removed from the enterprise's file.

Changes to information provided

The enterprise must notify the AMP of any change to nominative information it has provided, whether the information pertains to the enterprise or to any of the persons or entities related to the enterprise and that have control over it.

Examples of changes that must be communicated to the AMP:

- Change of address of a person or entity related to the enterprise and that has control over it;
- Change of address of the enterprise's head office or one of its establishments;
- Change to the language of correspondence.

Change in ownership or control of the enterprise

The enterprise must notify the AMP of any change to the persons or entities that have direct or indirect ownership or legal or *de facto* control of the enterprise.

Change of respondent

If the respondent is temporarily unable to properly perform his or her functions, but the enterprise does not consider it necessary to appoint another respondent, it must notify the AMP that the respondent's responsibilities will be delegated temporarily to a natural person operating the enterprise as a sole proprietorship or to a director, an officer or a partner of the enterprise.

If the respondent is no longer able to perform his or her functions for an extended period of time or on a permanent basis, the enterprise must promptly appoint a new respondent and notify the AMP of the appointment by sending it the appropriate request as well as an official document evidencing the appointment of the new respondent.