



The College of Naturopaths of Ontario

# HANDBOOK

Applying for a Certificate of Authorization for a  
Professional Corporation



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## Application Guide

As outlined in the *Regulated Health Professions Act, 1991* (RHPA), the *Health Professions Procedural Code* and the *Business Corporations Act* (BCA), regulated health professionals are permitted to incorporate for the purpose of practising a health profession, providing they obtain certificates of authorization from their respective health profession Colleges.<sup>1</sup> The provisions outline the conditions and requirements that must be met in order to obtain a certificate of authorization from a College, and include:

- All the issued and outstanding shares of the corporation shall be legally and beneficially owned, directly or indirectly, by one or more members of the same profession who hold a certificate of registration issued by the College.<sup>2</sup>
- All officers and directors of the corporation must be shareholders of the corporation.
- The articles of the professional corporation must provide that the corporation cannot carry on a business other than the practice of the profession governed by the College and activities related to or ancillary to the practice of the profession.
- The name of the corporation must include the words “Professional Corporation” or “Société Professionnelle” and comply with the rules respecting the names of professional corporations set out in the regulations.

In order to obtain an initial<sup>3</sup> certificate of authorization from the College of Naturopaths of Ontario (the College), a corporation must complete and submit the online application form, along with certain information and documents to the College, as required by regulation. You may wish to refer to section 3.2 of the BCA and Ontario Regulation 39/02 under the *Regulated Health Professions Act*, “Certificates of Authorization” (the Regulation) which are appended to this Guide.

For more information and helpful tips, please refer to the Frequently Asked Questions section of this Guide.

## Required Documents and Fees

To process the initial application for a certificate of authorization, the College must receive the following:

1. A completed online application form including [undertaking forms](#) signed by all shareholders.
2. The application Fee.
3. A [declaration](#), completed by a Director of the corporation and signed no more than 15 days before the application is submitted.

<sup>1</sup> Ontario Regulation 39/02 under the *Regulated Health Professions Act*, “Certificates of Authorization”, s (1)

<sup>2</sup> See Frequently Asked Questions section for information on holding companies.

4. A copy of the Corporation Profile Report issued by the Ministry of Government and Consumer Services, or by a service provider which is under contract with the Ministry of Government and Consumer Services, that is dated not more than 30 days before the application is submitted.
5. A copy of the Certificate of Incorporation, including the articles of incorporation.
6. A copy of every Certificate of the corporation that has been endorsed under the *Business Corporations Act* as of the date the application is submitted (if applicable).

The following fees apply to initial certificates of authorizations for professional corporations:

- **Application Fee:** An application fee of \$400 (+HST) must accompany the application for a Certificate of Authorization. The fee covers the costs of the College staff, its legal Counsel reviewing the application and documents provided with it.
- **Issuance Fee:** Once an application is approved, a \$250 (+HST) issuance fee is due to the College. This covers the administrative and technical costs of the College issuing the Certificate of Authorization and adding the information to the Professional Corporations Register (Public Register).
- **Documentation Fee:** A documentation fee of \$50 (+HST) is due to the College for issuing a document or certificate for the professional corporation other than the initial Certificate of Authorization.

## Online Application Process

### Step 1: Registering Your Professional Corporation

In order to access the online application form, you must first register your professional corporation, as follows:

- Access your College account through the [Login page](#) on the College website.
- Enter your username and previously created password.
  - Your username is your current e-mail address on file with the College.
  - If you do not remember your password, click on **Forgot my Password** to have a reset link sent to your e-mail address previously provided to the College.
  - Once you are logged in, click on the **Register Corporation** button in the left pane menu of your account dashboard.

Please note that any changes to information initially provided on the application form must be submitted to the Chief Executive Officer (CEO) in writing within 30 days of the change. (See Appendix III).

## Corporate Name

To enter the name of the corporation, follow the steps below:

1. enter the full name of the corporation as it appears on the Certificate of Incorporation in the **Corporation Full Name** section;

The name of the corporation must meet the requirements set out in section 3.2 of the *Business Corporations Act* and the Regulation as follows:

- The corporation shall not have a number name.
  - The corporate name must include the words “Professional Corporation” or “Société Professionnelle”.
  - The corporate name must include the surname of one or more shareholders of the corporation as the surname is set out in the College register.
  - The corporate name may also include the shareholder’s given name, one or more of the shareholder’s initials or a combination of his or her given name and initials.
  - The corporate name must indicate the health profession practised by the shareholders.
  - The corporate name must **not** include any information other than that permitted or required under the *Business Corporations Act* or the Regulation as outlined above.<sup>4</sup>
  - The corporate name must not violate the provisions of any other Act.
2. enter the abbreviated version of the name in the **Corporation Short Label** section (i.e., John Doe Naturopathic PC);
  3. enter the corporation address, city, postal code as it appears on the Certificate of Incorporation in the **Corporation Street Address** section;
  4. enter the phone number associated with the corporation or practice location, and click the ‘next’ button;
  5. select **New Corporation** and click on the ‘next’ button;
  6. select **Professional Corporation** as the application stream and click next to complete registering the corporation.

## Step 2: Completing the Online Application Form

### Application Type

In this section select Professional Corporation as the application type.

If you select IVIT Premise, click the ‘back’ button to correct the application type by selecting Professional Corporation.

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<sup>4</sup> O. Reg 39/02, s. (2) – (5)

## Corporation Information

### Corporation Name

This section displays the name of the corporation entered when registering the professional corporation on your College account.

If the name entered is incorrect or requires an update, you may change it in this section.

To update the name:

- click the 'Add' button to request a name change;
- enter the full name of the corporation as it appears on the Certificate of Incorporation in the **Corporation Full Name** section; and
- enter the abbreviated version of the name in the **Corporation Short Label** section (i.e., John Doe Naturopathic PC);

In the **Corporate #** field, enter the Corporation number issued by the Ministry of Government services which you can locate on the Certificate and Articles of Incorporation.

### Corporation Address and Contact Information

This section displays the complete corporate address and phone number entered when the corporation was registered on your College account. This must be the corporate address of the corporation and not the address of the corporation's legal counsel.

If the address entered is incorrect or requires a change, you may update it in this section.

To update the information:

- click the 'Add' button to update the address;
- enter the corporation address, city, and postal code as it appears on the Certificate of Incorporation;
- enter the phone number associated with the corporation or practice location; and
- enter the e-mail address associated with the corporation, practice location or your contact e-mail.

This information will be available on the Corporation Public Register.

### Shareholders

In this section you will need to add the name of each shareholder of the corporation and their telephone number as of the date of submission of the application (if a holding company is used, this includes all shareholders of the holding company). All directors and officers must be shareholders of the corporation and must be added in this section.

The name of the Registrant requesting the certificate of authorization of the corporation will appear automatically in this section, however, you may also identify yourself as the Director or Officer of the corporation. To do so, select either Director or Officer from the options provided.

You may add a new phone number in the *Phone Number* field or add the phone number associated with the corporation.

To add additional shareholders, click the “Add” button and type in the name of the Registrant in the *Registrant* field.

Each shareholder must also sign and upload the [Undertaking for a Professional Corporation](#) in this section. To upload the undertaking once it has been signed click the ‘Upload’ button under **Supporting Documents** in this section of the form only.

Note that each shareholder must be listed in the application and must hold a current certificate of registration issued by the College.<sup>5</sup>

### **Practice Location**

If the practice name and/or location is different from the **corporate** name and/or location, provide the name under which the corporation practices in the fields provided by clicking the ‘Add’ button.

If the practice name and location is already in our database, it will appear when you begin typing the name of the practice in the field provided. If it is not listed, click on the “not listed” field, this will generate an Unlisted Practice Location section which will allow you to add the practice name and address.

### **Professional Activities**

As indicated in the statutory declaration, the corporation cannot carry on, and cannot plan to carry on, any business that is not the practise of the profession governed by the College or activities related to or ancillary to the practice of the profession (Regulation 39/02 2.(1) 6.iii).

In this section, list in full any ancillary activities permitted under the corporation’s Articles of Incorporation (section 5).

### **Registrants Practicing**

In this section list any Registrants of the College of Naturopaths of Ontario that will practise the profession through the corporation, including shareholders of the corporation.

The name of the Registrant requesting the certificate of authorization of the corporation will appear automatically in this section.

To add additional Registrants, click the “Add” button and type in the name of the Registrant in the **Registrant** field.

### **Declarations**

This section includes a series of declarations and agreements that the Registrant applying for a certificate of authorization of the corporation must review to acknowledge and accept before finalizing the application form. The declarations are related to the following areas:

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<sup>5</sup> See Frequently Asked Questions section for information on holding companies.

**Registration:** Confirming that you are a Registrant of the College of Naturopaths of Ontario, a director of the corporation and that your certificate of registration is not currently suspended or revoked.

**Incorporation:** The corporation is incorporated under the Business Corporations Act of Ontario.

**Corporation Status:** There has been no change in the status of the corporation since the date the corporation profile report was issued (must be within previous 30 days of the date of submission of the application).

**Shareholders:** Confirming name of each shareholder of the corporation and their College registration number, business address, business telephone number, and e-mail as of the date of submission of the application (if a holding company is used, this includes all shareholders of the holding company).

### **Documentation and Accuracy**

This section includes a series of declarations that the Registrant applying for a certificate of authorization of the corporation must review to acknowledge and accept before finalizing the application form. The declarations confirm the following have been provided as part of the submission:

1. A complete online application form including undertaking forms signed by all shareholders.
2. Application fee (fee will be available in the *My Invoice* section on dashboard upon submission).
3. A [declaration](#) by a director of the corporation signed no more than 15 days before the application is submitted.
4. A copy of a corporation profile report issued by the Ministry of Government and Consumer Services or by a service provider which is under contract with the Ministry of Government and Consumer Services that is dated not more than 30 days before the application is submitted.
5. A copy of the Certificate of Incorporation (including the articles of incorporation).
6. A copy of every Certificate of the corporation that has been endorsed under the Business Corporations Act as of the date the application is submitted (if applicable).

To upload the Corporate Profile Report, Certificate & Articles of Incorporation, and the copy of every certificate of the corporation (if applicable), click the 'Upload' button under **Supporting Documents** in this section.

### **Statutory Declarations**

This section includes a series of declarations that the Registrant applying for a certificate of authorization of the corporation must review to acknowledge and accept before finalizing the application form.



The director of the above corporation hereby declares the following:

1. That the corporation is in compliance with section 3.2 of the Business Corporations Act as of the date this declaration is acknowledged and accepted.
2. That the corporation does not carry on, and does not plan to carry on, any business that is not the practice of the profession governed by the College or activities related to or ancillary to the practice of the profession.
3. That there has been no change in the status of the corporation since the date of the corporation profile report enclosed within the application for a Certificate of Authorization that accompanies this declaration.
4. That the information contained in the application for a Certificate of Authorization that accompanies this declaration is complete and accurate as of the day the declaration is signed.

### **Submission of the Application**

Once you have entered all the necessary information, click the “Submit” button at the bottom of the page. If your information has been successfully submitted, you will be directed to the payment gateway to pay the application fee via credit card.

If preferring to pay by cheque, money order or bank draft, please ensure it is made payable to the College of Naturopaths of Ontario (abbreviations are not acceptable), that it includes your registration number and full name on the cheque or money order and consider sending payment through a postal service option that allows you to track delivery without requiring a signature.

The College’s office remains closed to the public, and courier packages cannot be received at this time.

Please submit your payment to:

College of Naturopaths of Ontario  
Attn: Registration Department  
10 King Street East, Suite 1001  
Toronto, ON M5C 1C3

If you encounter technical difficulties, please contact the Registration Department at [registration@collegeofnaturopaths.on.ca](mailto:registration@collegeofnaturopaths.on.ca) or by phone 416-583-6002.

Due to the on-going COVID-19 pandemic, operations at the College are being performed remotely Monday–Friday and e-mails are generally responded to within 1 to 2 business days.

### **Processing Timelines & Certificate Issuance**

The processing timeline for initial applications, once all documents and the application fee have been received by the College, is 5 -10 business days.

Upon approval, you will receive a Professional Corporation approval letter sent via e-mail to the e-mail address provided on the application form, notifying you that the required issuance fee is due to the College, along with instructions on how to pay this fee.

If additional information or corrections are required before your application can be approved, you will receive an e-mail outlining the additional information, corrections and/or documents that need to be submitted. The requested information and/or documents must be provided within 15 days of the request; if they are not received within 15 days, your application will be closed. Should you wish to pursue a certificate of authorization after this 15-day period has elapsed, a new application, along with all the necessary documentation and payment of the application fee will be required.

Once the issuance fee is received, you will receive a confirmation letter via e-mail with instructions on how to download your certificate of authorization.

## FREQUENTLY ASKED QUESTIONS

### Introduction

The below frequently asked questions are intended as general guidance to the most commonly discussed issues relating to professional corporations. The responses are not legal advice and are not intended as such. For more detailed information on professional corporations, readers should review the relevant statutes and regulations provided in this document and consult with independent legal or financial advisors.

### General

#### ***1. Should I set up my practice as a professional corporation?***

The decision of whether or not to set up your practice as a professional corporation will depend on a number of factors, including the nature of your practice, with whom you practice, your personal financial circumstances and the financial circumstances of your practice. All these factors must be considered in light of the advantages and disadvantages of the professional corporation model.

In most cases, it is recommended to obtain advice on these matters from professionals skilled in assessing financial circumstances and the legal aspects of corporations. The College recommends that you discuss your plans for professional incorporation with your accountant and lawyer before proceeding.

#### ***2. I am already practising through a corporation that does not comply with the rules for a professional corporation. Do I need to change or convert that business corporation to a professional corporation?***

If the corporation is going to practise naturopathy it must be converted into a naturopathic professional corporation operating under a certificate of authorization.

#### ***3. What are the advantages and disadvantages of setting up my practice as a professional corporation?***

As noted above, the advantages and disadvantages of setting up your practice as a professional corporation will depend to a large degree on your personal circumstances as well as the circumstances of your practice.

Generally speaking, the College understands that much of the benefit of the professional corporation relates to the way corporations are taxed. However, it should be noted that the restricted ownership structure of the professional corporation might negate some of these benefits. As such, the College recommends that you discuss your plans for professional incorporation with your accountant and lawyer before proceeding.

#### ***4. What is the difference between a professional corporation and a practice management corporation?***

From the College's perspective, the main difference is that a practice management corporation cannot practise naturopathy. As such, a certificate of authorization is not required for a practice management corporation. Your legal and business advisors can provide specific advice relevant to your circumstance.

**5. My colleagues and I, some of whom are members of other health professions, have set up a corporation to manage our clinic. Do we have to register our corporation with the College and obtain a certificate of authorization?**

As noted previously, there are differences between professional corporations and those that manage practices. A corporation that manages a practice is not permitted to practise a regulated health profession and hence is not required to register with this College or the Colleges of their shareholders.

**6. How long is the process for setting up and registering a professional corporation?**

The College cannot provide information on how long it takes to obtain Articles of Incorporation from the Ministry of Government and Consumer Services. Registrants are advised to contact the Ministry directly at [www.ontario.ca/ministry-government-and-consumer-services](http://www.ontario.ca/ministry-government-and-consumer-services) for information on how to set up a professional corporation and the timing of this process.

Once a Registrant submits an application to the College for a Certificate of Authorization for a professional corporation, the College will endeavour to process the application within 30 days. Naturally, the College can only meet this goal if the application is submitted with all the required supporting documents and fees.

### **Setting up the Corporation**

**7. What is an acceptable name for my professional corporation?**

There are a number of restrictions on the names of professional corporations. Briefly, the names of professional corporations must:

- Include the words “Professional Corporation” or “Société Professionnelle”;
- Include the surname of one or more shareholders of the corporation as the surname is set out in the College register; and
- Indicate the health profession practiced by the shareholders as authorized in the Naturopathy Act, 2007 (i.e., “naturopathy” or “naturopathic”); [TIP: “naturopathy” is the term authorized in the Act and “naturopathic” would be an acceptable derivation; however, “naturopathic medicine” would not reflect the terminology in the Naturopathy Act and would therefore not be acceptable];

and must not:

- Include any information other than that permitted under the *Business Corporation Act* or the regulations;
- Include any professional titles or designations (e.g., “Dr.”, “Doctor”, “Naturopathic Doctor” or “ND”);
- Violate the provision of any other Act; and
- Have a number name.

Despite these restrictions, the corporation name may also include the shareholders’ given name, one or more of the shareholder’s initials or a combination of his or her given name and initials.

For detailed information, please refer to section 3.2 of the *Business Corporation Act* and Ontario Regulation 39/02 under the *Regulated Health Professions Act*, both of which are included in the College information package on professional corporations. It is also wise to consult with the College before setting up your corporation to ensure that the name is appropriate and thus avoid the need to change this name after applying to the College.

**8. Do I have to change the name of my practice so that it is the same as the name of my professional corporation?**

Not necessarily. The rules for the names of professional corporations mean that your current practice name will probably not qualify as an appropriate name for your professional corporation. Since it may be confusing for your patients if you change your practice name to match the name of your professional corporation, the rules permit professional corporations to practice under different names. However, any material that includes your practice name (e.g., letterhead, invoices, receipts) should also have the corporation name on it if the two are different. Owners of professional corporations **are required to inform the College** of every practice name under which the professional corporation practices. Naturally, there is nothing to prevent you from using the name of your professional corporation as the name of your practice.

**9. What kinds of activities can a professional corporation undertake?**

As noted above, the *Business Corporations Act* provides that the only business that professional corporations are permitted to undertake is the practice of the profession and activities that are related to or ancillary to the practice of the profession. This includes the temporary investment of surplus funds earned by the corporation. The practice of another profession (e.g., massage therapy, physiotherapy, chiropractic) is not “related to or ancillary” to the practice of naturopathy and cannot be practised by or through a professional corporation. Practitioners of these professions need to obtain their own professional corporation with a certificate of authorization from another College.

**10. Who is permitted to be a shareholder, officer or director of a professional corporation?**

Section 3.2 of the *Business Corporations Act* requires that all shares of a professional corporation be owned by one or more members of the same profession. The same section also requires that all officers or directors of a professional corporation be shareholders of the professional corporation. Since shareholders must be members of the same profession, and officers and directors must be shareholders, only members of the same profession can be officers or directors.<sup>6</sup>

**11. Can my spouse be a shareholder, officer or director of my professional corporation if she/he is not a naturopathic doctor?**

No – shareholders in a professional corporation must be members of the same profession. In addition, all officers and directors must be shareholders; so this means that only members of the same profession can be officers or directors.

**12. Can a holding company be a shareholder of a naturopathic professional corporation?**

Yes – holding companies are permitted to hold shares of a naturopathic professional corporation so long as all of the shareholders of the holding company’s shares are naturopathic doctors registered with the College of Naturopaths of Ontario (the College).

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<sup>6</sup> See Frequently Asked Questions section for information on holding companies.

## **Professional Responsibility**

### **13. As a registered naturopathic doctor and part owner of a professional corporation, what is my personal responsibility for the inappropriate activities of the professional corporation?**

Section 3.4 of the *Business Corporations Act* makes it clear that the shareholders of professional corporations remain responsible for the activities of the professional corporation. This means that the activities of the corporation reflect directly upon the shareholders' responsibility to uphold professional standards. In addition, shareholders of professional corporations retain their responsibility for professional liability claims made against the corporation in respect to errors and omissions that were made or occurred while the person was a shareholder of the corporation.

To make it clear that the professional corporation cannot be used as a means of avoiding professional responsibilities, section 3.4 also contains a clause that deems the act of a professional corporation to be the acts of the shareholders, employees or agents of the corporation, as the case may be.

### **14. Can the College revoke my professional corporation's certificate of authorization?**

Yes – The College can revoke a professional corporation's certificate of authorization for the following reasons:

- the corporation ceases to be eligible to hold a certificate of authorization;
- the corporation ceases to practise the profession in respect of which the certificate of authorization was issued;
- the corporation fails to comply with one or more of the requirements for a renewal of the certificate of authorization;
- the corporation carries on any business that is not the practice of the profession governed by the College or activities related to or ancillary to the practice of that profession; or
- the corporation fails to notify the CEO of a change in shareholders.

### **15. If the College revokes my professional corporation's certificate of authorization, how do I get it back?**

If the College revokes a certificate of authorization, the professional corporation must apply for a new one and meet the eligibility requirements in effect at the time, which includes submitting the required information and paying the fees.

### **16. How often am I supposed to provide the College with updates on changing information about my professional corporation?**

The College has a by-law that governs the kind of information that a professional corporation must provide to the College and when it must be provided.

The [By-laws](#) state that every Registrant of the College shall, for every professional corporation of which the Registrant is a shareholder, provide in writing the following information on the application and annual renewal forms for a certificate of authorization, upon the written request

of the CEO within 30 days and upon any change in the information within 30 days of the change:

1. The name of the professional corporation as registered with the Ministry of Government Services;
2. Any business names used by the professional corporation;
3. The name, as set out in the register, and registration number of each shareholder of the professional corporation;
4. The name, as set out in the register, of each officer and director of the professional corporation, and the title or office held by each officer and director;
5. The principal practice address, telephone number, facsimile number and email address of the professional corporation;
6. The address and telephone number of all other locations, other than residences of clients, at which the professional services offered by the professional corporation are provided; and
7. A brief description of the professional activities carried out by the professional corporation.

***It is important to note that professional corporations are required to provide the College with updates to this information within 30 days of any change.***

## **The Model**

### ***17. Why do I have to obtain Articles of Incorporation from the Ministry of Government and Consumer Services and then register the corporation with the College as well?***

While this model may seem to be unnecessarily complex, the *Business Corporations Act* requires professional corporations to obtain their Articles of Incorporation from the Ministry of Government and Consumer Services and their certificate of authorization from the organization that regulates their profession.

The College understands that this process is intended to ensure that the shareholders, officers and directors of professional corporations understand their professional responsibility respecting the activities of their corporations. In addition, the responsibilities that have been delegated to regulatory agencies are justified on the basis that regulatory agencies must retain authority over their members and the ability to grant, and to revoke certificates of authorization is a means of maintaining this kind of authority.

### ***18. Why has the College chosen to regulate professional corporations?***

The College and other regulatory bodies did not choose to regulate professional corporations. Rather, the government chose to delegate this role to regulatory bodies as an additional duty, above and beyond their duties to regulate individual Registrants.

### ***19. Why is the College charging professional corporations to register and obtain certificates of authorization? Since the owners and shareholders of professional corporations have to be College Registrant anyway, doesn't it mean we are paying twice?***

In most respects, corporations, including professional corporations, are entities that are treated in the law much like individuals. This means that although they may be owned by Registrant of the College, the professional corporation is distinct from its owners and must be treated as such.

Furthermore, the requirement for the College to record and monitor substantial amounts of information about professional corporations that is different from the kind of information kept on individual Registrants requires the College to establish separate processes for record keeping, administration, and management of professional corporations. As such, a separate fee for professional corporations was established.



## **APPENDIX I**

### **Section 3.2 of the Business Corporations Act**

#### ***Application of Act to professional corporations***

3.2 (1) This Act and the regulations apply with respect to a professional corporation except as otherwise set out in this section and sections 3.1, 3.3 and 3.4 and the regulations. 2000, c. 42, Sched., s. 2.

#### ***Conditions for professional corporations***

(2) Despite any other provision of this Act but subject to subsection (6), a professional corporation shall satisfy all of the following conditions:

- 1) All of the issued and outstanding shares of the corporation shall be legally and beneficially owned, directly or indirectly, by one or more members of the same profession.
- 2) All officers and directors of the corporation shall be shareholders of the corporation.
- 3) The name of the corporation shall include the words “Professional Corporation” or “Société Professionnelle” and shall comply with the rules respecting the names of professional corporations set out in the regulations and with the rules respecting names set out in the regulations or by-laws made under the Act governing the profession.
- 4) 4. The corporation shall not have a number name.
- 5) 5. The articles of incorporation of a professional corporation shall provide that the corporation may not carry on a business other than the practice of the profession but this paragraph shall not be construed to prevent the corporation from carrying on activities related to or ancillary to the practice of the profession, including the investment of surplus funds earned by the corporation. 2000, c. 42, Sched., s. 2; 2002, c. 22, s. 8; 2005, c. 28, Sched. B, s. 1 (1).

#### ***Deemed compliance***

(2.1) A professional corporation that has a name that includes the words “Société Professionnelle” shall be deemed to have complied with the requirements of subsection 10 (1). 2004, c. 19, s. 3 (1).

#### ***Corporate acts not invalid***

(3) No act done by or on behalf of a professional corporation is invalid merely because it contravenes this Act. 2000, c. 42, Sched., s. 2.

#### ***Voting agreements void***

(4) An agreement or proxy that vests in a person other than a shareholder of a professional corporation the right to vote the rights attached to a share of the corporation is void. 2000, c. 42, Sched., s. 2.

#### ***Unanimous shareholder agreements void***

(5) Subject to subsection (6), a unanimous shareholder agreement in respect of a professional corporation is void unless each shareholder of the corporation is a member of the professional corporation. 2000, c. 42, Sched., s. 2; 2005, c. 28, Sched. B, s. 1 (2).

## APPENDIX II

**ONTARIO REGULATION 39/02**  
made under the  
**Regulated Health Professions Act, 1991**  
**CERTIFICATES OF AUTHORIZATION**

### **Eligibility**

1. (1) A corporation is eligible to hold a certificate of authorization issued by a College if all the following conditions are met:

1. The articles of the corporation provide that the corporation cannot carry on a business other than the practice of the profession governed by the College and activities related to or ancillary to the practice of that profession.
2. In the case of a certificate of authorization issued by a College other than the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, all of the issued and outstanding shares of the corporation are legally and beneficially owned, directly or indirectly, by one or more members of the issuing College.
- 2.1 In the case of a certificate of authorization issued by the College of Physicians and Surgeons of Ontario, each issued and outstanding voting share of the corporation is legally and beneficially owned, directly or indirectly, by a member of the College and each issued and outstanding non-voting share of the corporation is owned in one of the following ways:
  - i. It is legally and beneficially owned, directly or indirectly, by a member of the College.
  - ii. It is legally and beneficially owned, directly or indirectly, by a family member of a voting physician shareholder.
  - iii. It is owned legally by one or more individuals, as trustees, in trust for one or more children of a voting physician shareholder who are minors, as beneficiaries.
- 2.2 In the case of a certificate of authorization issued by the Royal College of Dental Surgeons of Ontario, each issued and outstanding voting share of the corporation is legally and beneficially owned, directly or indirectly, by a member of the College and each issued and outstanding non-voting share of the corporation is owned in one of the following ways:
  - i. It is legally and beneficially owned, directly or indirectly, by a member of the College.
  - ii. It is legally and beneficially owned, directly or indirectly, by a family member of a voting dentist shareholder.
  - iii. It is owned legally by one or more individuals, as trustees, in trust for one or more children of a voting dentist shareholder who are minors, as beneficiaries.
3. The name of the corporation meets the standards described in subsections (2) to (5). O. Reg. 39/02, s. 1 (1); O. Reg. 666/05, s. 2 (1).

(2) The name of the corporation must meet the requirements in section 3.2 of the *Business Corporations Act* and must not violate the provisions of any other Act. O. Reg. 39/02, s. 1 (2).

(3) The name of the corporation must include the surname of one or more shareholders of the corporation who are members of the College, as the surname is set out in the College register, and may also include the shareholder's given name, one or more of the shareholder's initials or a combination of his or her given name and initials. O. Reg. 666/05, s. 2 (2).

(4) The name of the corporation must indicate the health profession to be practised by members of the College through the corporation. O. Reg. 666/05, s. 2 (2).

(5) The name of the corporation must not include any information other than the information permitted or required by subsections (2), (3) and (4). O. Reg. 39/02, s. 1 (5).

### **Issuance of certificate**

2. (1) A College shall issue a certificate of authorization to a corporation in respect of a particular profession if the corporation is eligible to hold one and applies for the certificate by giving the following information and documents to the Registrar:

1. A completed application in a form approved by the College.
2. The application fee required by the by-laws of the College.
3. A copy of a corporation profile report issued by the Ministry of Government and Consumer Services or by a service provider which is under contract with the Ministry of Government and Consumer Services, that is dated not more than 30 days before the application is submitted to the Registrar and that indicates that the corporation is active.
4. A copy of the certificate of incorporation of the corporation.
5. A copy of every certificate of the corporation that has been endorsed under the *Business Corporations Act* as of the day the application is submitted.
6. The declaration of a director of the corporation, signed not more than 15 days before the application is submitted to the Registrar, certifying,
  - i. that the corporation is in compliance with section 3.2 of the *Business Corporations Act*, including the regulations made under that section, as of the date the statutory declaration is executed,
  - ii. that the corporation does not carry on, and does not plan to carry on, any business that is not the practice of the profession governed by the College or activities related to or ancillary to the practice of that profession,
  - iii. that there has been no change in the status of the corporation since the date of the certificate of status referred to in paragraph 3, and
  - iv. that the information contained in the application is complete and accurate as of the day the declaration is signed.
7. In the case of an application submitted to the Registrar of either the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, the name of each person who is both a voting shareholder and a member of the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, as the case may be, as of the day the application is submitted and his or her business address, business telephone number and registration number with the College as of that day.
8. In the case of an application submitted to any College other than the Colleges referred to in paragraph 7, the name of each person who is a shareholder of the corporation as of the day the application is submitted and his or her business address, business telephone number and registration number with the College as of that day.
9. The names of the directors and the officers of the corporation as of the day the application is submitted.
10. The address of the premises at which the corporation carries on activities as of the day the application is submitted. O. Reg. 264/14, s. 2.

(2) A College may issue a revised certificate of authorization to a corporation if the corporation changes its name after the certificate of authorization has been issued to it. O. Reg. 39/02, s. 2 (2).

#### **Refusal to issue**

3. The College shall refuse to issue a certificate of authorization if the corporation is not eligible to hold one or if the corporation does not comply with section 2. O. Reg. 39/02, s. 3.

#### **Duty to notify College of change of name or articles**

4. (1) If a corporation that holds a certificate of authorization changes its name or its articles of incorporation, the corporation shall promptly notify the College and give the College a copy of a certificate of the corporation that has been endorsed under the *Business Corporations Act* indicating the change. O. Reg. 39/02, s. 4 (1).

(2) A corporation ceases to be eligible to hold a certificate of authorization if the corporation fails to notify the College when the corporation changes its name or its articles of incorporation or fails to give the College the certificate described in subsection (1). O. Reg. 39/02, s. 4 (2).

#### **Duty to give Registrar declaration upon shareholder change**

4.1 At the time that a corporation holding a certificate of authorization issued by the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario notifies the Registrar under section 85.9 of the Code of a change in the shareholders of the corporation, the corporation shall also give the Registrar the statutory declaration of a director of the corporation, executed after the change of shareholders, certifying that the corporation is in compliance with section 3.2 of the *Business Corporations Act*, including the regulations made under that section, as of the date the statutory declaration is executed. O. Reg. 264/14, s. 3.

### **Annual renewal of certificate**

**5.** The College shall renew a certificate of authorization for a corporation in respect of a particular profession on an annual basis if the corporation applies for the renewal by giving the following information and documents to the Registrar:

1. A completed application for renewal in a form approved by the College.
2. The annual renewal fee required by the by-laws of the College.
3. A copy of the corporation profile report issued by the Ministry of Government and Consumer Services or by a service provider which is under contract with the Ministry of Government and Consumer Services that is dated not more than 30 days before the application for renewal is submitted to the Registrar and that indicates that the corporation is active.
4. A copy of every certificate of the corporation that has been endorsed under the *Business Corporations Act* since the corporation's most recent application for a certificate of authorization or for renewal of its certificate of authorization.
5. The declaration of a director of the corporation, signed not more than 15 days before the application for renewal is submitted to the Registrar, certifying,
  - i. that the corporation is in compliance with section 3.2 of the *Business Corporations Act*, including the regulations made under that section, as of the date the declaration is signed,
  - ii. that the corporation does not carry on, and does not plan to carry on, any business that is not the practice of the profession governed by the College or activities related to or ancillary to the practice of that profession,
  - iii. that there has been no change in the status of the corporation since the date of the corporation profile report referred to in paragraph 3, and
  - iv. that the information contained in the application for renewal is complete and accurate as of the date the declaration is signed.
6. In the case of an application for renewal submitted to the Registrar of either the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, the name of each person who is both a voting shareholder and a member of the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, as the case may be, as of the day the application is submitted and his or her business address, business telephone number and registration number with the College as of that day.
7. In the case of an application for renewal submitted to any College other than the Colleges referred to in paragraph 6, the name of each person who is a shareholder of the corporation as of the day the application is submitted and his or her business address, business telephone number and registration number with the College as of that day.
8. The names of the directors and the officers of the corporation as of the day the application for renewal is submitted.
9. The address of the premises at which the corporation carries on activities as of the day the application for renewal is submitted. O. Reg. 264/14, s. 4.

### **Revocation of certificate**

**6. (1)** The following are the grounds upon which a corporation's certificate of authorization may be revoked:

1. The corporation ceases to be eligible to hold a certificate of authorization.
2. The corporation ceases to practise the profession in respect of which the certificate of authorization was issued.
3. The corporation fails to comply with one or more of the requirements for a renewal of the certificate.
4. The corporation carries on any business that is not the practice of the profession governed by the College or activities related to or ancillary to the practice of that profession.
5. The corporation fails to notify the Registrar of a change in shareholders in accordance with section 85.9 of the Code.
6. In the case of a corporation that holds a certificate of authorization issued by the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, the corporation fails to

give the Registrar a statutory declaration in accordance with section 4.1. O. Reg. 39/02, s. 6 (1); O. Reg. 666/05, s. 6; O. Reg. 264/14, s. 5.

(2) If the College proposes to revoke a corporation's certificate of authorization, the College shall give notice of the proposed revocation, setting out the date the revocation will take effect and the grounds for the proposed revocation. O. Reg. 39/02, s. 6 (2).

(3) The College shall revoke the corporation's certificate of authorization 60 days after the date on which the notice is given if any of the grounds for revocation exist on the revocation date specified in the notice. O. Reg. 39/02, s. 6 (3).

(4) The College shall notify the corporation if a corporation's certificate of authorization is revoked. O. Reg. 39/02, s. 6 (4).

**Reinstatement after revocation**

7. If a corporation's certificate of authorization is revoked, a new certificate of authorization may be issued to the corporation only if the corporation is eligible to hold one and applies for a new certificate in accordance with section 2. O. Reg. 39/02, s. 7.

## APPENDIX III

### By-laws Related to Incorporation

#### 21. PROFESSIONAL CORPORATIONS

##### 21.01 Application Fee

The CEO shall charge a fee for the processing of an application for a certificate of authorization or for an application for reinstatement of a certificate of authorization of a professional corporation as set out in Schedule 3 of the by-laws.

##### 21.02 Issuance Fee

The CEO shall charge a fee for the issuance of a certificate of authorization as set out in Schedule 3 of the by-laws.

##### 21.03 Renewal Fee

The CEO shall charge a fee for the annual renewal of the certificate of authorization of a professional corporation as set out in Schedule 3 of the by-laws.

##### 21.04 Administrative Fee

A professional corporation or a Registrant listed in the College's records as a shareholder of a professional corporation shall pay an administrative fee as set out in Schedule 3 of the by-laws for each notice sent by the CEO to the corporation or Registrant for failure of the corporation to renew its certificate of authorization on time. The fee is due within 30 days of the notice being sent.

##### 21.05 Documentation Fee

The CEO shall charge a fee, as set out in Schedule 3 of the by-laws, for the issuing of a document or certificate respecting a professional corporation other than the first certificate of authorization or one (1) annual renewal of a certificate of authorization.

##### 21.06 Duty to Provide Information

Every Registrant shall, for every professional corporation of which the Registrant is a shareholder, provide in writing the following information on the application and annual renewal forms for a certificate of authorization, upon the written request of the CEO within 30 days and upon any change in the information within 30 days of the change:

- (i) the name of the professional corporation as registered with the Ministry of Government Services;
- (ii) any business names used by the professional corporation;
- (iii) the name, as set out in the register, and registration number of each shareholder of the professional corporation;
- (iv) the name, as set out in the register, of each officer and director of the professional corporation, and the title or office held by each officer and director;
- (v) the principal practice address, telephone number, facsimile number and email address of the professional corporation;
- (vi) the address and telephone number of all other locations, other than residences of clients, at which the professional services offered by the professional corporation are provided; and
- (vii) a brief description of the professional activities carried out by the professional corporation.