

Guide to an Application for a Certificate of Authorization for Health Profession Corporations

As a result of amendments to the *Regulated Health Professions Act (RHPA)* (including regulations), the *Health Professions Procedural Code* and the *Business Corporations Act (BCA)*, regulated health professionals are now permitted to incorporate for the purpose of practising a health profession, providing they obtain Certificates of Authorization from their respective health profession Colleges.¹ The new provisions outline the conditions and requirements that must be met in order to obtain a Certificate of Authorization from a College, and include:

- 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, who hold a certificate of registration issued by the College;
- 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" in one continuous phase and comply with the rules respecting the names of professional corporations set out in the regulations and with the rules respecting names set in the regulations or by-laws under the Act governing the profession.

Example of an acceptable name of a corporation:

Shareholder(s) Last Name Chiroprody Professional Corporation

In order to obtain an initial² Certificate of Authorization from the College, a corporation must complete and submit to the College an application, in a form approved by the College, along with certain information and documents as required by regulation. There are 4 sections which must be completed. 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.

¹ Ontario Regulation 39/02 under the Regulated Health Professions Act, "Certificates of Authorization", s (1).

² For annual renewal of certificate of Authorization see section on Renewals in this Guides

Section A – Name and Address of Corporation

Corporate Name

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" in one continuous phase;
- 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;³
- the corporate name must not violate the provisions of any other Act.

An example of an acceptable name includes shareholder(s) last name Chiroprody Professional Corporation.

Practice Name

If the practice name is different from the **corporate** name, provide the name under which the corporation practices.

Business Address of the Corporation

This must be the actual **corporate** address of the corporation and not the address of the corporation's legal counsel.

Section B – Completion of Application

Complete each statement in this section as directed on the form, noting the following:

1. The individual applying for a Certificate of Authorization on behalf of the corporation must hold a current certificate of registration with the College and be a director of the corporation.
2. Each shareholder of the corporation must hold a current certificate of registration issued by the College.
3. Each director and officer must be a shareholder of the corporation.
4. The director applying on behalf of the corporation must sign and date the application.

³ O. Reg 39/02, s. (2) - (5).

5. The following documentation must accompany the application for a Certificate of Authorization:
- The fee for the application for a certificate of authorization is \$100.00 (s.101 of the health professions corporation by-law);
 - Fee for the Certificate of authorization of \$950, if issued on or before March 31st, or a \$475 fee if issued after March 31st and on or before September 30th, must accompany this application; (s.2.01 of the health professions corporation by-law).
 - An Undertaking dated and signed by each shareholder of the corporation;
 - The declaration of a director of the corporation signed not more than 15 days before the application is submitted;
 - 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;
 - A copy of the Certificate of Incorporation of the corporation (including the Articles of Incorporation);
 - A copy of every Certificate of Incorporation the corporation that has been endorsed under the Business Corporations Act as of the day the application is submitted (if applicable).

Section C - Undertaking

Each shareholder of the corporation must sign and date the Undertaking which is to be submitted with the application for a Certificate of Authorization. Note that each shareholder must be listed in the application and must hold a current certificate of registration issued by the College.

Section D - Declaration

The declaration of a director of the corporation, signed not more than 15 days before the application is submitted to the Registrar.

Renewal

The Certificate of Authorization must be renewed annually on or before September 30, plus pay an annual renewal fee of \$475. If you are renewing a Certificate of Authorization, you can obtain the application package from the College's website at, <http://www.cocoo.on.ca/pdf/renewal-for-incorporations-form.pdf>

Submission of the Application

The application for a Certificate of Authorization must be submitted to the Registrar of the College, along with the required supporting documentation and fee to tgoldblatt@cocoo.on.ca

\

APPENDIX I

Section 3.2 of the *Business Corporations Act*

Application of Act

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, 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. The corporation shall not have a number name.
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 temporary investment of surplus funds earned by the corporation. 2000, c. 42, Sched., s. 2.

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) 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.

APPENDIX II

ONTARIO REGULATION 39/02

<http://www.ontario.ca/laws/regulation/r02039>

made under the

Regulated Health Professions Act, 1991

CERTIFICATES OF AUTHORIZATION

(2)

1.