

Application for a Certificate of Authorization for Health Profession Corporations – Guide

In accordance with the *Regulated Health Professions Act, 1991* (RHPA) (including regulations), the *Health Professions Procedural Code* (Code) and the *Business Corporations Act* (BCA), regulated health professionals are permitted to incorporate for the purpose of practicing a health profession, providing they obtain a Certificate of Authorization from their respective health profession Colleges¹. 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 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 Incorporation 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; and
- 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 and with the rules respecting names set in the Regulations or Bylaws under the Act governing the profession.

In order to obtain an initial Certificate of Authorization from the College of Occupational Therapists of Ontario (hereafter “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 four sections which must be completed. You may wish to refer to section 3.2 of the BCA and Ontario Regulation 39/02 under the RHPA, “Certificates of Authorization” (the Regulation) which are appended to this Guide.

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”;
- 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 practiced 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; and
- The corporate name must not violate the provisions of any other Act.

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

Practice Name

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

Corporate Address

This must be the actual corporate address of the corporation and not the address of the corporation's legal counsel. The corporate address is required to be listed on the public register. If your home address is your corporate address, you may choose to have a PO Box set up as your corporate address.

Completion of Application

Provide the required information 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.
5. The following documentation must accompany the application for a Certificate of Authorization:
 - a. The fee for the initial Certificate of Authorization of \$500 +HST (Appendix III, Bylaw 19.10.1);
 - b. An undertaking dated and signed by each shareholder of the corporation;
 - c. The declaration of a director of the corporation signed not more than 15 days before the application is submitted;
 - d. A Corporation Profile Report of the corporation issued by the Ministry of Government and Consumer Services or a service provider contracted by the Ministry of Government and Consumer Services not more than 30 days before the application is submitted to the Registrar, which indicates that the corporation is active;
 - e. A copy of the Certificate of Incorporation of the corporation (including the Articles of Incorporation);
 - f. A copy of every certificate of the corporation that has been endorsed under the *Business Corporations Act* as of the day an initial application for a Certificate of Authorization is submitted, or since the corporation's most recent application for a renewal of a Certificate of Authorization.

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.

Declaration

The declaration must be completed by a director of the corporation. The declaration cannot be signed more than 15 days before the application is submitted to the Registrar.

Additional Information

Renewal

The Certificate of Authorization must be renewed annually. Please note that a notice to renew and a renewal application form will be sent 60 days prior to the renewal deadline.

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:

By mail: College of Occupational Therapists of Ontario
20 Bay Street, Suite 900, PO Box 78
Toronto ON M5J 2N8

By email: registration@coto.org

Or by fax: 416-214-0851

APPENDIX I

Excerpts from 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. 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 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, stating,
 - 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 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).

Declaration upon shareholder changes

- 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 declaration of a director of the corporation, signed after the change of shareholders, stating 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. O. Reg. 264/14, s. 3.

Annual renewal

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 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 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, stating,
 - 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 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 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

The College of Occupational Therapists of Ontario Bylaws 19.10

Fees for Professional Corporations

- 19.10.1** The fee for the issuance of a certificate of authorization, including any reinstatement of a certificate of authorization, for a professional corporation is \$500.00 plus applicable taxes.
- 19.10.2** The fee for the annual renewal of a certificate of authorization is \$250.00 plus applicable taxes.
- 19.10.3** A professional corporation of a Registrant listed in the College’s records as a share holder of a professional corporation shall pay an administrative fee of \$25.00 plus applicable taxes for each notice sent by the Registrar 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.
- 19.10.4** The fee for issuing a document or certificate respecting a professional corporation is \$25.00 plus applicable taxes.