



Guide to an Application for a Certificate of Authorization for Health Profession Corporations¹

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 practicing a health profession, providing they obtain Certificates of Authorization from their respective health profession Colleges.²

ELIGIBILITY CONDITIONS

The new provisions outline the conditions and requirements that must be met in order to obtain a Certificate of Authorization from the College of Opticians of Ontario (College), and include:

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 profession of opticianry, who hold a certificate of registration issued by the College;
2. All officers and directors of the corporation must be shareholders of the corporation;
3. The articles of the professional corporation must provide that the corporation cannot carry on a business other than the practice of the profession of opticianry as governed by the College but the professional corporation may carry on activities related to or ancillary to the practice of the profession including the investment of surplus funds earned by the corporation;
4. The name of the corporation must:
 - meet the requirements in section 3.2 of the *BCA*, i.e. shall not have a number name and shall include the words "Professional Corporation" or "Société professionnelle";
 - include the surname of one or more shareholders of the corporation as 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 both;

¹ *The College of Opticians of Ontario is unable to provide any accounting or legal advice on the question of whether opticians should incorporate. For advice in this regard, the College recommends that opticians consult their lawyers or accountants.*

² Ontario Regulation 39/02 under the *Regulated Health Professions Act*, "Certificates of Authorization", s.1.

- indicate opticianry as the health profession practiced by the shareholders;
- not include any information other than that permitted or required by the above.

In order to obtain an initial³ **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.

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.

APPLICATION REQUIREMENTS

1. **Application Form.** The Application Form must be signed and dated by the director applying for a **Certificate of Authorization** on behalf of the Corporation. All sections of the form must be completed. 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. **Application Fee** of \$750.00 plus GST;
3. **Certificate of Status** of the corporation issued by the Ministry of Consumer and Business Services not more than 30 days before the application is submitted to the Registrar, which indicates that the corporation is active;
4. **Certified copy of the Certificate of Incorporation** of the corporation (copy must be certified by notary public).
5. **Certified copy of every Certificate of Incorporation** for the corporation that has been endorsed under the *BCA* as of the day the application is submitted (if applicable) (copy must be certified by notary public);
6. **Statutory Declaration** of a director of the corporation executed not more than 15 days before the application is submitted to the Registrar. The Statutory Declaration must be sworn before a commissioner for taking affidavits in Ontario.
7. **Undertaking** dated and signed by each shareholder of the corporation; and
8. **Undertaking** dated and signed by each director of the corporation.

RENEWAL

The Certificate of Authorization must be renewed annually on the anniversary of the certificate's date of issue. The corporation must apply to the College for renewal and the renewal fee is \$380.00 plus GST. Please contact the College for an application for renewal of a **Certificate of Authorization**.

³ For annual renewal of certificate of Authorization see section on Renewals in this Guides

November 17, 2003

SUBMISSION OF THE APPLICATION

The application for a **Certificate of Authorization** must be submitted to the Registrar, along with the required supporting documentation and fee to the following address:

College of Opticians of Ontario
85 Richmond Street West, Suite 902
Toronto, Ontario M5H 2C9



COLLEGE OF OPTICIANS OF ONTARIO

***APPLICATION FOR A CERTIFICATE OF AUTHORIZATION
FOR A PROFESSIONAL CORPORATION***

Date of submission of application: Day_____ Month_____ Year_____

1. Name of Corporation:

See Guide for name requirements

2. Corporation Number:

Number Assigned by the Ministry of Consumer and Business Services (MCBS) (see Certificate of Status)

3. Business Names:

All business names registered under the Ontario *Business Names Act* or otherwise, under which the corporation operates and which are different from the corporation name entered in Section 1 above. If none, enter "N/A" in this section. For registered business names, provide corresponding business number assigned by MCBS.

7. Directors and Officers:

The name of all directors and officers of the corporation as of the date that the application is submitted. *All directors and officers must be shareholders of the corporation.* The directors and officers of the Corporation are:

Full Name	Check off if a Director	Check off if an Officer	Give Title of Office if an Officer

8. Professional Activities:

As indicated in the accompanying statutory declaration, the Corporation can not carry on, and can not plan to carry on, any business that is not the practice of the profession governed by the College i.e., opticianry or activities related to or ancillary to the practice of the profession (Regulation 39/02 2.(1) 6.ii). The activities that the Corporation plans to carry out include:

Provide brief description:

9. Members practicing:

Members of the College that will practice on behalf of the Corporation, including shareholders and employees of the Corporation, are:

Full Name	College Registration #

10. Signature of Director:

Authorized director to sign below on behalf of the corporation:

Name of Director: _____

I certify that the information provided in this application form is accurate and complete.

Signature of Director: _____ Date: _____



**CERTIFICATE OF AUTHORIZATION FOR A
CORPORATION TO PRACTISE OPTICIANRY**

UNDERTAKING BY SHAREHOLDERS

**(each shareholder of the corporation who is not a director
must execute this undertaking)**

I, _____, holding College registration number
C- _____ am a shareholder of _____ (the "Corporation")
and do undertake to the College of Opticians of Ontario (the "College") that:

- (1) I acknowledge that I may be held professionally responsible for any act or omission of the Corporation that would be professional misconduct if such act or omission had been committed or omitted by a member of the College.
- (2) I will endeavour to ensure that the Corporation does not do or cause to be done or omit or cause to be omitted anything that would be professional misconduct if done or omitted to be done by a member of the College.
- (3) I will endeavour to ensure that the College is notified promptly if I cease to be a shareholder of the Corporation.
- (4) I acknowledge that a breach of this Undertaking may result in referral of allegations of professional misconduct against me to the Discipline Committee arising out of my failure to abide by any of the terms of this Undertaking.

Signature of Witness

Signature of Shareholder

Name of Witness (please print)

Name of Shareholder (please print)

Date



CERTIFICATE OF AUTHORIZATION FOR A CORPORATION TO PRACTISE OPTICIANRY

UNDERTAKING BY DIRECTORS

(each director of the corporation must execute this undertaking)

I, _____, holding College registration number C- _____ am a director of _____ (the "Corporation") and do undertake to the College of Opticians of Ontario (the "College") that:

- (1) I acknowledge that I may be held professionally responsible for any act or omission of the Corporation that would be professional misconduct if such act or omission had been committed or omitted by a member of the College.
- (2) I will endeavour to ensure that the Corporation does not do or cause to be done or omit or cause to be omitted anything that would be professional misconduct if done or omitted to be done by a member of the College.
- (3) I will endeavour to ensure that the Corporation does not engage in the practise of opticianry or any activity related or ancillary to the practise of opticianry unless it maintains a valid certificate of authorization issued by the College.
- (4) I will endeavour to ensure that the Corporation does not practise under any name other than the name of the Corporation, a registered business name or a name permitted by Regulation.
- (5) I will endeavour to ensure that the Corporation complies with the *Regulated Health Professions Act, 1991*, the *Opticianry Act, 1991*, the regulations made under those Acts, and the by-laws of the College.
- (6) I will endeavour to ensure that the College is notified immediately of any change in shareholders of the Corporation and that any future shareholder of the Corporation execute and promptly file with the College an Undertaking in a form approved by the College.
- (7) I will endeavour to ensure that the College is notified of any changes to the name of the Corporation, the articles of incorporation of the Corporation, or the practice locations of the Corporation as soon as they occur.
- (8) I acknowledge that a breach of this Undertaking may result in referral of allegations of professional misconduct against me to the Discipline Committee arising out of my failure to abide by any of the terms of this Undertaking.

November 17, 2003

Signature of Witness

Signature of Director

Name of Witness (please print)

Name of Director (please print)

Date



**CERTIFICATE OF AUTHORIZATION
FOR A CORPORATION TO PRACTISE OPTICIANRY**

STATUTORY DECLARATION

This statutory declaration must be executed by a director of the Corporation (hereinafter defined) not more than 15 days before the application is submitted to the College of Opticians (the "College").

I, _____, holding College registration number _____, a director of _____, (the "Corporation") do hereby certify:

1. that the Corporation is in compliance with section 3.2 of the Ontario *Business Corporations Act* as of the date this statutory declaration is executed,
2. that the Corporation does not carry on, and does not plan to carry on, any business that is not the practice of opticianry or activities related to or ancillary to the practice of opticianry,
3. that there has been no change in the status of the Corporation since the date of the certificate of status enclosed with the application to the College for a certificate of authorization, and
4. that the information contained in the application to the College for a certificate of authorization is complete and accurate as of the day this statutory declaration is executed,

and I make this solemn declaration conscientiously believing it to be true.

Declared before me in the City of _____
in the _____ of _____
this _____ day of _____, 20 _____.

(Signature of Director)

A Commissioner of Oaths, Lawyer or Notary Public
(Affix stamp, seal or card below)

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

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. Each shareholder of the corporation holds a certificate of registration issued by the Registrar of the College.
3. The name of the corporation meets the standards described in subsections (2) to (5). O. Reg. 39/02, s. 1 (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, 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. 39/02, s. 1 (3).

(4) The name of the corporation must indicate the health profession practised by the shareholders. O. Reg. 39/02, s. 1 (4).

(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 certificate of status of the corporation issued by the Ministry of Consumer and Business Services not more than 30 days before the application is submitted to the Registrar, which indicates that the corporation is active.
4. A certified copy of the certificate of incorporation of the corporation.
5. A certified 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 statutory declaration of a director of the corporation, executed 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* 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 statutory declaration is executed.
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.
8. The names of the directors and the officers of the corporation as of the day the application is submitted.
9. The address of the premises at which the corporation carries on activities as of the day the application is submitted. O. Reg. 39/02, s. 2 (1).

(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

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).

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 certificate of status of the corporation issued by the Ministry of Consumer and Business Services not more than 30 days before the day it is submitted to the Registrar, which indicates that the corporation is active.
4. A certified 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 statutory declaration of a director of the corporation, executed 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* 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 for renewal is complete and accurate as of the date the statutory declaration is executed.
6. The name of each person who is a shareholder of the corporation as of the day the application for renewal is submitted and his or her business address, business telephone number and registration number with the College as of that day.
7. The names of the directors and the officers of the corporation as of the day the application for renewal is submitted.
8. The address of the premises at which the corporation carries on activities as of the day the application for renewal is submitted. O. Reg. 39/02, s. 5.

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. O. Reg. 39/02, s. 6 (1).

(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.

November 17, 2003

APPENDIX III

The College of Opticians of Ontario

Section 23.1 of By-law 21

23.1. Health Profession Corporations

1. A health profession corporation that holds a certificate of authorization shall notify the Registrar in writing, on a form to be provided by the Registrar, of a change in shareholders of the health profession corporation within ten (10) days of each change of shareholders of the health profession corporation.

- 2(1) The application fee for a certificate of authorization for a health profession corporation is \$750.00 plus GST.

- (2) The fee for the issuance of a certificate of authorization or of a revised certificate of authorization to a health profession corporation is \$23.67 + GST.

- (3) The fee for the annual renewal of a certificate of authorization for a health profession corporation is \$380.00 plus GST.