College of Dental Technologists of Ontario
Ordre des Technologues Dentaires de l'Ontario

Guide to Registering and Renewing Health Profession Corporations

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Applicable forms may be found on the CDTO Website

- Application for Certificate of Authorization for a Health Profession Corporation
- Renewal Form for Certificate of Authorization for a Health Profession Corporation
- Shareholder Undertaking for a Health Profession Corporation

A Certificate of Authorization is required in order for Members of the College to practice the profession of dental technology through a health profession corporation (HPC).

If the Member chooses to incorporate after seeking out their own legal and financial advice, they will need to apply for a Certificate of Authorization from the College of Dental Technologists of Ontario (the College).

The Certificate of Authorization must be renewed annually. This guide will explain the process for obtaining a Certificate of Authorization and how to renew the Certificate each year in order to maintain the corporation's authorization to practice. If, after reading this guide, a Member has questions regarding the process, they may contact the College.

Eligibility for Registering a Health Profession Corporation

When a Member chooses to incorporate their practice, there are two separate and distinct steps to follow. The first step is to incorporate the practice with the Ministry of Government and Consumer Services. The second step is to apply for a Certificate of Authorization from the College.

It is important to understand that in order to be eligible to obtain a Certificate of Authorization, the corporation must meet the eligibility requirements of ***O. Reg 39/02*** and Section 3.2 of the ***Business Corporations Act of Ontario.*** These requirements include the following:

1. The corporation cannot carry on any business other than the practice of the profession of dental technology and the activities related to or ancillary to this practice.
2. All issued and outstanding shares of the corporation must be owned by one or more Members of the College. Shares may not be held by non-Members.
3. All officers and directors of the corporation shall be shareholders of the corporation.
4. The name of the corporation must include the words "Professional Corporation" or "Société professionnelle" and shall also include the surname of one or more shareholders of the corporation, as well as indicating that the members will be practicing dental technology through the corporation. The name may also include given names and/or initials of the shareholders.
5. The name of the corporation must not include any information other than that listed above. The corporation shall not have a number name.

Members must be aware that when they incorporate with the Ministry of Government and Consumer Services, the Ministry will require that the documents meet the requirements of corporate law. **It is the Member's responsibility to ensure that the documents are also in compliance with health profession regulations.**

Therefore, the College encourages all Members who are considering incorporation to carefully read *O.Reg 39/02*, made under the *Regulated Health Professions Act, 1991* (RHPA). This legislation outlines eligibility specifically directed to health profession corporations. The College **will not** issue a Certificate of Authorization to a corporation that is not in compliance with the RHPA.

Please note that no dental technology practice shall hold itself out as a dental technology professional corporation unless it holds a valid Certificate of Authorization from the College (RHPA, s. 34.1).

Applying for a Certificate of Authorization

After a Member has incorporated their practice with the Ministry of Government and Consumer Services and has received a Certificate of Incorporation and a Corporation Profile Report from the Ministry, they can then apply to the College for a Certificate of Authorization. The Application for Certificate of Authorization for a Health Profession Corporation is located on the "Registration" menu under the "Health Profession Corporations" page of the College's website.

Members applying for a Certificate of Authorization are required to submit the following:

1. Application for Certificate of Authorization for a Health Profession Corporation, signed by the director of the corporation;
2. Shareholder Undertaking for a Health Profession Corporation completed by each shareholder including all directors;
3. A copy of the Corporation Profile Report from the Ministry of Government and Consumer Services, that is dated **not more than 30 days before** the application is submitted to the College, and that indicates that the corporation is active;
4. A copy of every Certificate of Incorporation of the corporation that has been endorsed under the *Business Corporations Act of Ontario*, as of the day that the application is submitted;
5. A copy of the Articles of Incorporation of the corporation; and
6. Application fee (non-refundable). Please refer to Schedule 5 of the College By-Laws for the current fees.

Please note:

- The Declaration of the Director, Section 5 of the Application for Certificate of Authorization for a Health Profession Corporation, must be signed **not more than fifteen (15) days before** the application is submitted to the College; and,
- A copy of the Corporation Profile Report issued by the Ministry of Government Services, indicating that the corporation is active, must be sent to the College **not more than thirty (30) days before** submission of the application form.

Every shareholder of the corporation, including all directors and officers, must each sign a copy of the Shareholder Undertaking for a Professional Corporation. You must print or photocopy one undertaking to be signed by each shareholder including all directors and submit the form(s) to the College by mail, courier or hand-delivery**. NOTE: As the College continues to work remotely you may submit form(s) via email or fax.**

In addition, a copy of every Certificate of Incorporation that has been issued under the *Business Corporations Act of Ontario* for the corporation must accompany the application form. A checklist of required documents is included on the Application for Certificate of Authorization for a Professional Corporation.

When the College has received the Application for Certificate of Authorization for a Health Profession Corporation including all supporting documents, the director will be notified. If the application is incomplete, the director of the corporation will be sent a notice regarding the missing information. Please

note that the application fee for a Certificate of Authorization is a non-refundable payment.

If the application and documents are complete and meet the requirements of the College, the director will be notified of the provisional approval and advised to submit payment for the Certificate of Authorization. Please refer to Schedule 5 of the College By-Laws for the current fees. When the College has received the payment from the director, the College will issue the Certificate of Authorization to the director.

The following information is intended to assist Members in completing the application form.

SECTION 1: HEALTH PROFESSION CORPORATION INFORMATION

Section 1.a) Health Profession Corporation Name and Number

Enter the information exactly as it appears on the Corporation Profile Report issued by the Ministry of Government and Consumer Services.

Please note that the corporation cannot have a number as a name. The corporation's name must include the legal last name of at least one shareholder (it may include the legal last name of more than one shareholder) and must include the words: "Dental Technology Professional Corporation." It may also include the legal first name of a shareholder, the initials of one or more shareholders, or a combination of names and initials. The corporation name must **not** include any information other than what is permitted or required under the *Business Corporations Act* or *O. Reg 39/02.*

Please note that shareholders are required to report any changes to the name of the corporation to the College **within thirty (30) days**. The College may issue a revised Certificate of Authorization if the corporation changes its name after the original Certificate of Authorization has been issued.

Section 1.b) Practice Name of the Health Profession Corporation

Professional corporations are not required to use the corporate name as the name of the practice. However, any core documents (such as letterhead, business cards, invoices, receipts, contracts and cheques) that includes the practice name should also have the corporation's name on it if the two are different. Owners of professional corporations must inform the College of every practice name under which the professional corporation practices. If the practice name is the same as the health profession corporation name, please indicate so by entering the same name in this section.

Section 1.c) Contact Information for the Principal Place of Practice of the Health Profession Corporation

Please enter only the principal address of the health profession corporation. This address will appear on the Public Register. Please note that shareholders are required to report any changes to practice locations to the College within thirty (30) days. Note: This contact information cannot be the contact information of the corporation's legal counsel.

Section 1.d) – 1.f) Alternate Locations

Members may use these sections to enter any alternate practice locations of the health profession corporation, excluding client addresses. Please note that shareholders are required to report any changes to practice locations to the College **within thirty (30) days**. If there are no alternate practice locations, these sections may be left blank. If there are more practice locations of the corporation than the pages of the application provide, you must attach additional pages listing the information.

SECTION 2: SHAREHOLDER INFORMATION

Enter the name and primary business address contact information of each shareholder of the corporation, including all directors. Ensure that the information listed in this section matches the information listed on the Public Register for each Member. If the shareholder is a director or officer of the corporation, please check the appropriate box and indicate the title of office if applicable.

Only Members of the College can be shareholders of the dental technology professional corporation. Each shareholder must hold a current Certificate of Registration with the College. Other corporations, holding companies, trusts, and any other entities, including members of other health regulatory colleges, cannot be shareholders.

If there are more shareholders of the corporation than the pages of the application provide, you must attach additional pages listing the information.

Please note that shareholders are required to **report any change in shareholders to the College within thirty (30) days**, and any future shareholder of the corporation must complete and submit a Shareholder Undertaking with the College **within thirty (30) days** of becoming a shareholder.

SECTION 3: PROFESSIONAL ACTIVITIES

Provide a brief description of the activities that the health profession corporation plans to carry out. Keep in mind that the health profession corporation can only carry out the practice of the profession governed by the College, and activities related to, or ancillary to the practice of dental technology.

Related activities refer to things that are directly related to dental technology practice, such as seminars and workshops about dental technology. Practicing another profession, such as denturism, is not a related activity and should not be done through a dental technology professional corporation.

Ancillary activities refer to supporting services such as office management, management of real estate out of which the practice operates, and investment of surplus funds, etc.

SECTION 4: MEMBERS PRACTISING ON BEHALF OF THE CORPORATION

Enter the names and registration numbers of all Members who will be practicing the profession on behalf of the corporation. Include all directors and shareholders in this section, as well as all employees who are not shareholders of the corporation. Please note that the names and registration numbers must match the information as it currently appears on the Public Register.

Please note that according to the *Health Professions Procedural Code, Schedule 2* of the RHPA, 1991, an employer is required to report to the Registrar the termination of an employee that results from professional misconduct, incompetence or incapacity. A person who dissolves a partnership, a health profession corporation or association with a Member for reasons of professional misconduct, incompetence or incapacity shall file with the Registrar **within thirty (30) days** after the termination, revocation, suspension, imposition or dissolution a written report setting out the reasons (RHPA, s. 85.5).

SECTION 5: DECLARATION OF THE DIRECTOR

The declaration must be completed by a director of the corporation. The declaration must be signed **not more than fifteen (15) days before** the application is submitted to the College.

SHAREHOLDER UNDERTAKING FOR A HEALTH PROFESSION CORPORATION

Every shareholder must complete and submit an undertaking, including all directors of the corporation. Photocopy or print one undertaking to be completed by each shareholder. Enclose all pages with the submission of the Application for Certificate of Authorization for a Health Profession Corporation.

Public Register

Each Member's record on the College's Public Register will contain the name of every Health Profession Corporation of which the Member is a shareholder as well as the practice name(s), associated business address and telephone number.

Each practice name associated with the Health Profession Corporation will be searchable on the Public Register and will contain:

1. All Registered Dental Technologists (RDTs) for that location
2. All supervising RDTs at that location
3. Corporate name, if any, that the practice name is associated with
4. All shareholders of the Health Profession corporation

Renewing the Certificate of Authorization

The Certificate of Authorization for a Professional Corporation expires one year from the date of issue. In order for Members to continue to practice the profession of dental technology through a corporation, they must renew the Certificate of Authorization annually by completing the Renewal Form, submitting all required documents, and paying the Renewal Fee. Please refer to *Schedule 5 of the College By-Laws* for the current fees. **It is the responsibility of the Member to ensure that the Certificate of Authorization is renewed before the expiry date each year.**

The College will send a reminder to the corporation about six weeks in advance of the renewal deadline, but the College assumes no responsibility for initiating the application for renewal.

Supporting documents for the Renewal Form include the following:

1. A copy of every Certificate of Incorporation that has been endorsed under the *Business Corporations Act of Ontario* since the corporation's most recent application for or renewal of the Certificate of Authorization;

2. A copy of the Corporation Profile Report from the Ministry of Government and Consumer Services, that is dated **not more than 30 days before** the application is submitted to the College, and that indicates that the corporation is active;
3. Shareholder Undertaking for a Health Profession Corporation for every new shareholder of the corporation who has not already submitted an undertaking;
4. A copy of the Articles of Incorporation of the corporation (*only if the Articles have been revised or altered after they were originally submitted with the application form for a Certificate of Authorization*);
5. Renewal Fee for a Certificate of Authorization. Please refer to *Schedule 5 of the College By-Laws* for the current fees.

If a corporation does not apply for or fails to comply with one or more of the requirements for renewal, the College will issue a notice proposing to revoke the corporation's Certificate of Authorization. Revocation will occur **sixty (60) days** from the date of the notice, if grounds for revocation still exist. Upon revocation, the corporation ceases to be a professional corporation and its authority to practice the profession under a corporation structure ceases. The College shall notify the corporation if the Certificate of Authorization is revoked.

In order to renew a Certificate of Authorization, the director of the corporation must download and print the Renewal Form for Certificate of Authorization for a Health Profession Corporation, located on the "Registration" menu under "Forms" page of the College's website. A checklist of required documents is included on the Renewal Form.

Please note that the Declaration of the Director, Section 5 of the Renewal Form, must be signed **no more than fifteen (15) days** before the Renewal Form is submitted to the College. A copy of the Corporation Profile Report, issued by the Ministry of Government and Consumer Services, must be sent to the College **not more than thirty (30) days** before submission of the Renewal Form.

Every new shareholder of the corporation, including directors and officers, must each sign a copy of the Shareholder Undertaking for a Health Profession Corporation. Keep in mind that shareholders are required to report any future shareholder to the College **within ten (10) days**, therefore submitting the undertaking with the Renewal Form would apply to those future shareholders whose position as shareholder will take effect **within ten (10) days** of the director submitting the Renewal Form. Only new shareholders are to complete and submit an undertaking form.

When the College has received the Renewal Form for Certificate of Authorization for a Health Profession Corporation and the documents listed above, the director will be notified. If the Renewal Form is incomplete, the director of the corporation will be sent a notice regarding the missing information. If the Renewal Form and documents are complete, the payment will be processed and the director will be notified that the Certificate of Authorization has been renewed for the registration year.

Excerpts from the *Regulated Health Professions Act, 1991* of Ontario and related Schedules

Regulated Health Professions Act, 1991

"health profession corporation" means a corporation incorporated under the *Business Corporations Act* that holds a valid certificate of authorization issued under this Act or the Code;

Holding out as a health profession corporation

34.1 (1) No corporation shall hold itself out as a health profession corporation unless it holds a valid certificate of authorization. 2000, c. 42, Sched., s. 30.

Same

(2) No person shall hold himself or herself out as a shareholder, officer, director, agent or employee of a health profession corporation unless the corporation holds a valid certificate of authorization. 2000, c. 42, Sched., s. 30.

Onus of proof to show certificate of authorization

37. (2) A person who is charged with an offence to which holding a certificate of authorization would be a defence shall be deemed, in the absence of evidence to the contrary, to have not been issued a certificate of authorization. 2000, c. 42, Sched., s. 31; 2007, c. 10, Sched. M, s. 9 (1).

Injunctions

(3) Subsections (1) and (2) apply, with necessary modifications, to a person who is the subject of an application under section 87 of the Code. 2007, c. 10, Sched. M, s. 9 (2).

Offences

40. Every person who contravenes subsection 27 (1), 29.1 (1) or 30 (1) is guilty of an offence and on conviction is liable, for a first offence, to a fine of not more than $25,000, or to imprisonment for a term of not more than one year, or both; and for a second or subsequent offence, to a fine of not more than $50,000, or to imprisonment for a term of not more than one year, or both. 2007, c. 10, Sched. M, s. 12; 2015, c. 18, s. 3.

(3) Every corporation that contravenes section 31, 32 or 33 or subsection 34 (1), 34.1 (1) or 36 (1) is guilty of an offence and on conviction is liable to a fine of not more than $50,000 for a first offence and not more than $200,000 for a second or subsequent offence. 2007, c. 10, Sched. M, s. 12.

Responsibility of employment agencies

41. Every person who procures employment for an individual and who knows that the individual cannot perform the duties of the position without contravening subsection 27 (1) is guilty of an offence and on conviction is liable to a fine of not more than $25,000 for a first offence, and not more than $50,000 for a second or subsequent offence. 1991, c. 18, s. 41; 2007, c. 10, Sched. M, s. 13.

Responsibility of employers

42. (1) The employer of a person who contravenes subsection 27 (1) while acting within the scope of his or her employment is guilty of an offence and on conviction is liable to a fine of not more than $25,000 for a first offence, and not more than $50,000 for a second or subsequent offence. 1991, c. 18, s. 42 (1); 2007, c. 10, Sched. M, s. 14 (1).

Responsibility of directors of corporate employers

(2) In addition, if the employer described in subsection (1) is a corporation, every director of the corporation who approved of, permitted or acquiesced in the contravention is guilty of an offence and on conviction is liable to a fine of not more than $25,000 for a first offence, and not more than $50,000 for a second or subsequent offence. 1991, c. 18, s. 42 (2); 2007, c. 10, Sched. M, s. 14 (2).

Exception

(3) Subsection (2) does not apply with respect to a corporation that operates a public hospital within the meaning of the *Public Hospitals Act* or to a corporation to which Part III of the *Corporations Act* applies. 1991, c. 18, s. 42 (3).

Note: On a day to be named by proclamation of the Lieutenant Governor, subsection (3) is amended by striking out "Part III of the *Corporations Act"* and substituting "the *Not-for-Profit Corporations Act, 2010"*. See: 2010, c. 15, ss. 241 (1), 249.

Health Professions Procedural Code, Schedule 2 of the Regulated Health Professions Act, 1991

Register

23. (1) The Registrar shall maintain a register. 2007, c. 10, Sched. M, s. 28.

Contents of register

(2) The register shall contain the following:

1. Each member's name, business address and business telephone number, and, if applicable, the name of every health profession corporation of which the member is a shareholder.
2. The name, business address and business telephone number of every health profession corporation.
3. The names of the shareholders of each health profession corporation who are members of the College.

Reporting by employers, etc.

85.5 (1) A person who terminates the employment or revokes, suspends or imposes restrictions on the privileges of a member or who dissolves a partnership, a health profession corporation or association with a member for reasons of professional misconduct, incompetence or incapacity shall file with the Registrar within thirty days after the termination, revocation, suspension, imposition or dissolution a written report setting out the reasons. 1993, c. 37, s. 23; 2000, c. 42, Sched., s. 36.

Same

(2) Where a member resigns, or voluntarily relinquishes or restricts his or her privileges or practice, and the circumstances set out in paragraph 1 or 2 apply, a person referred to in subsection (3) shall act in accordance with those paragraphs:

1. Where a person referred to in subsection (3) has reasonable grounds to believe that the resignation, relinquishment or restriction, as the case may be, is related to the member's professional misconduct, incompetence or incapacity, the person shall file with the Registrar within 30 days after the resignation, relinquishment or restriction a written report setting out the grounds upon which the person's belief is based.

2. Where the resignation, relinquishment or restriction, as the case may be, takes place during the course of, or as a result of, an investigation conducted by or on behalf of a person referred to in subsection (3) into allegations related to professional misconduct, incompetence or incapacity on the part of the member, the person referred to in subsection (3) shall file with the Registrar within 30 days after the resignation, relinquishment or restriction a written report setting out the nature of the allegations being investigated. 2014, c. 14, Sched. 2, s. 12.

Application
(3) This section applies to every person, other than a patient, who employs or offers privileges to a member or associates in partnership or otherwise with a member for the purpose of offering health services. 1993, c. 37, s. 23.

Health Profession Corporations Professional corporations
85.8 (1) Subject to the regulations made under subsection 43 (1) of the Regulated Health Professions Act, 1991 and the by-laws, one or more members of the same health profession may establish a health profession corporation for the purposes of practising their health profession. 2005, c. 28, Sched. B, s. 2 (1).

Same
(2) The provisions of the *Business Corporations Act*, including the regulations made under that Act, that apply with respect to professional corporations apply with respect to a health profession corporation established under subsection (1). 2005, c. 28, Sched. B, s. 2 (1).

Notice of change of shareholder
85.9 A health profession corporation shall notify the Registrar within the time and in the form and manner determined under the by-laws of a change in the shareholders of the corporation who are members of the College. 2000, c. 42, Sched., s. 37; 2007, c. 10, Sched. M, s. 69.

Application of Act, etc.
85.10 The following things apply to a member who practises a health profession through a health profession corporation:

1. The Regulated Health Professions Act, 1991 and the regulations made under that Act.
2. The health profession Act governing the member's health profession and the regulations and by-laws made under that Act. 2001, c. 8, s. 220; 2007, c. 10, Sched. M, s. 65.

Professional, fiduciary and ethical obligations to patients
85.11 (1) The professional, fiduciary and ethical obligations of a member to a person on whose behalf the member is practising a health profession,

(a) are not diminished by the fact that the member is practising through a health profession corporation; and

(b) apply equally to the corporation and to its directors, officers, shareholders, agents and employees. 2000, c. 42, Sched., s. 37; 2001, c. 8, s. 221 (1).

Investigation
(2) Subsections (3) and (4) apply if an action or the conduct of a member practising on behalf of a health profession corporation is the subject of one of the following:

1. A complaint.
2. A mandatory report.
3. A specified allegation of professional misconduct or incompetence.
4. An investigation, review or hearing by the Board.
5. An investigation, inspection or assessment by an investigator or assessor appointed under the Code.
6. An inquiry by a panel of the Inquiries, Complaints and Reports Committee.
7. A referral to the Discipline Committee or the Fitness to Practise Committee.
8. A hearing by a committee of the college. 2001, c. 8, s. 221 (2); 2007, c. 10, Sched. M, s. 66.

Same

(3) In the circumstances described in subsection (2), any power that the College may exercise in respect of the member may be exercised in respect of the health profession corporation. 2001, c. 8, s. 221 (2).

Liability

(4) In the circumstances described in subsection (2), the health profession corporation is jointly and severally liable with the member for all fines, costs and expenses that the member is ordered to pay. 2001, c. 8, s. 221 (2).

Conflict in duties

85.12 If there is a conflict between a member's duty to a patient, the college or the public and the member's duty to a health profession corporation as a director or officer of the corporation, the duty to the patient, the college or the public prevails. 2001, c. 8, s. 222.

Restrictions apply to corporation's certificate

85.13 A term, condition or limitation imposed on the certificate of registration of a member practising a health profession through a health profession corporation applies to the certificate of authorization of the corporation in relation to the practice of the health profession through the member. 2000, c. 42, Sched., s. 37.

Prohibition, professional misconduct

85.14 (1) In the course of practising a health profession, a health profession corporation shall not do, or fail to do, something that would constitute professional misconduct if a member of the health profession did, or failed to do, it. 2001, c. 8, s. 223.

Prohibition, contraventions

(2) A health profession corporation shall not contravene any provision of,

(a) the *Regulated Health Professions Act, 1991* and the regulations made under that Act; or

(b) the health profession Act governing the member's health profession and the regulations and by-laws made under that Act. 2001, c. 8, s. 223; 2007, c. 10, Sched. M, s. 67.

Prohibition, corporate matters

A health profession corporation shall not practise a health profession when it does not satisfy the requirements for a professional corporation under subsection 3.2 (2) of the *Business Corporations Act* or a requirement established under subsection 3.2 (6) of that Act. 2005, c. 28, Sched. B, s. 2 (2).

Excerpts from the College of Dental Technologists of Ontario Bylaws, Sept. 25, 2015

22. PROFESSIONAL CORPORATIONS

22.01 - Duty to Provide Information

Every Member shall, for every professional corporation of which the Member is a shareholder, provide in writing the following information: (i) on the application and annual renewal forms for a certificate of authorization; (ii) upon the written request of the Registrar, or (iii) 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 and Consumer 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.

Business Corporations Act of Ontario, R.S.O. 1990, Chapter B-16 – Section 3.2

Last amendment: 2020, c. 36, Sched. 7, s. 296.

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); 2017, c. 20, Sched. 6, s. 2.

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).

Special rules, health profession corporations

(6) The Lieutenant Governor in Council may make regulations,

(a) exempting classes of health profession corporations, as defined in section 1 (1) of the *Regulated Health Professions Act, 1991*, from the application of subsections (1) and (5) and such other provisions of this Act and the regulations as may be specified and prescribing terms and conditions that apply with respect to the health profession corporations in lieu of the provisions from which they are exempted;

(b) exempting classes of the shareholders of those health profession corporations from the application of subsections 3.4 (2), (4) and (6) and such other provisions of this Act and the regulations as may be specified and prescribing rules that apply with respect to the shareholders in lieu of the provisions from which they are exempted;

(c) exempting directors and officers of those health profession corporations from the application of such provisions of this Act and the regulations as may be specified and prescribing rules that apply with respect to the directors and officers in lieu of the provisions from which they are exempted. 2005, c. 28, Sched. B, s. 1 (3).

Ontario Regulation 39/02 – Made under the *Regulated Health Professions Act, 1991*

Last amendment O. Reg. 264/14. Consolidation period: from December 12, 2014

CERTIFICATES OF AUTHORIZATION

This Regulation is made in English only.

Definitions

0.1 In this Regulation,

"child", in relation to a shareholder, includes a person whom the shareholder has demonstrated a settled intention to treat as a child of his or her family, except under an arrangement where the child is placed for valuable consideration in a foster home by a person having lawful custody;

"family member" means, in relation to a shareholder, the shareholder's spouse, child or parent;

"parent", in relation to a shareholder, includes a person who has demonstrated a settled intention to treat the shareholder as a child of his or her family, except under an arrangement where the child is placed for valuable consideration in a foster home by a person having lawful custody;

"spouse" means, in relation to a shareholder, a person to whom the shareholder is married or with whom the shareholder is living in a conjugal relationship outside marriage;

"voting dentist shareholder" means, in relation to a corporation, a member of the Royal College of Dental Surgeons of Ontario who owns voting shares of the corporation;

"voting physician shareholder" means, in relation to a corporation, a member of the College of Physicians and Surgeons of Ontario who owns voting shares of the corporation. O. Reg. 666/05, s. 1; O. Reg. 264/14, s. 1.

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 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.

Contact Information

If you have any questions that have not been answered by this guide, please contact the College.

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Ordre des Technologues Dentaires de l'Ontario

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Toll-free (in Ontario): 1-877-391-2386

Collection of Personal Information

The College of Dental Technologists of Ontario (the College) collects the information in the Application Form and other forms in the registration or reinstatement process under the general authority of the *Regulated Health Professions Act, 1991,* S.O. 1991, c. 18 *(RHPA)*; the *Dental Technology Act, 1991,* S.O. 2007, and its regulations; and the College's Bylaws. The College collects the information for the purpose of assessing eligibility for registration or reinstatement.

Upon registration or reinstatement with the College, the information will become part of your membership file with the College and may be used in the course of the College performing its regulatory role as outlined in the *RHPA 1991*. It may also be used for aggregate statistical reporting and analysis within the College and externally.

Appropriate measures are taken to safeguard the confidentiality of the personal information you provide and all documents become the property of the College.

If you have any questions about the collection, use and/or disclosure of this information, contact the College's Privacy Officer at College of Dental Technologists of Ontario, 305 Milner Avenue, Suite 904, Scarborough, ON M1B 3B7, 416 438-5003, or by email info@cdto.ca