

CERTIFICATE OF AUTHORIZATION for a CORPORATION TO PRACTISE MEDICINE

Telephone: (416) 967-2673 or (800) 268-7096

Email: corporations@cpso.on.ca

Appendix: regulations and relevant sections in statutes

Business Corporations Act

R.S.O. 1990, CHAPTER B.16

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).

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).

Consequences of occurrence of certain events

3.3 (1) Despite any other Act, a professional corporation's certificate of authorization or other authorizing document remains valid and the corporation does not cease to be a professional corporation despite,

- (a) the death of a shareholder;
- (b) the divorce of a shareholder;
- (c) the bankruptcy or insolvency of the corporation;
- (d) the suspension of the corporation's certificate of authorization or other authorizing document; or
- (e) the occurrence of such other event or the existence of such other circumstance as may be prescribed. 2000, c. 42, Sched., s. 2; 2001, c. 8, s. 1 (1); 2001, c. 23, s. 6 (1).

Invalidity of certificate

(2) Subject to the regulations, a certificate of authorization or other authorizing document becomes invalid and the corporation ceases to be a professional corporation on the revocation of the certificate. 2000, c. 42, Sched., s. 2; 2001, c. 8, s. 1 (2).

Regulations

(3) For the purposes of subsection (1), the Lieutenant Governor in Council may make regulations,

- (a) prescribing events and circumstances for the purposes of clause (1) (e);
- (a.1) providing that, despite clause (1) (a), (b), (c), (d) or (e), whichever applies, a professional corporation's certificate of authorization or other authorizing document ceases to be valid and the corporation ceases to be a professional corporation because of a failure to meet the terms and conditions described in the regulation;
- (a.2) prescribing terms and conditions that apply with respect to the events and circumstances referred to in clauses (1) (a), (b), (c), (d) and (e);
- (a.3) prescribing exceptions to the events and circumstances referred to in clauses (1) (a), (b), (c), (d) and (e);
- (b) prescribing the manner in which shares of a shareholder are to be dealt with on the occurrence of any event mentioned in clauses (1) (a) to (e), the time within which they are to be dealt with and any other matter related to dealing with the shares. 2000, c. 42, Sched., s. 2; 2001, c. 23, s. 6 (2).

Name change

(4) A corporation that ceases to be a professional corporation shall change its name to remove from it the word "professional" or "professionnelle". 2001, c. 8, s. 1 (3).

No limit on professional liability

3.4 (1) Subsection 92 (1) shall not be construed as limiting the professional liability of a shareholder of a professional corporation under an Act governing the profession for acts of the shareholder or acts of employees or agents of the corporation. 2000, c. 42, Sched., s. 2.

Deemed acts

(2) For the purposes of professional liability, the acts of a professional corporation shall be deemed to be the acts of the shareholders, employees or agents of the corporation, as the case may be. 2000, c. 42, Sched., s. 2.

Professional liability

(3) The liability of a member for a professional liability claim is not affected by the fact that the member is practising the profession through a professional corporation. 2000, c. 42, Sched., s. 2.

Joint and several liability

(4) A person is jointly and severally liable with a professional corporation for all professional liability claims made against the corporation in respect of errors and omissions that were made or occurred while the person was a shareholder of the corporation. 2000, c. 42, Sched., s. 2.

Same

(5) The liability of a member under subsection (4) cannot be greater than his or her liability would be in the circumstances if he or she were not practising through the professional corporation. 2001, c. 8, s. 2.

Same, partnerships and limited liability partnerships

(6) If a professional corporation is a partner in a partnership or limited liability partnership, the shareholders of the corporation have the same liability in respect of the partnership or limited liability partnership as they would have if the shareholders themselves were the partners. 2001, c. 8, s. 2.

Business Corporations Act

ONTARIO REGULATION 665/05

HEALTH PROFESSION CORPORATIONS

CONTENTS

- [1.](#) Definitions
- [2.](#) Physician corporations
- [3.](#) Dentist corporations

Definitions

1. In this Regulation,

“child”, in relation to a shareholder of a health profession corporation, 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; (“enfant”)

“family member” means, in relation to a shareholder of a health profession corporation, the shareholder’s spouse, child or parent; (“membre de la famille”)

“dentist corporation” means a health profession corporation that holds a certificate of authorization issued by the Royal College of Dental Surgeons of Ontario under the *Regulated Health Professions Act, 1991* or under Schedule 2 to that Act; (“société professionnelle de dentistes”)

“parent”, in relation to a shareholder of a health profession corporation, 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; (“parent”)

“physician corporation” means a health profession corporation that holds a certificate of authorization issued by the College of Physicians and Surgeons of Ontario under the *Regulated Health Professions Act, 1991* or under Schedule 2 to that Act; (“société professionnelle de dentistes”)

“voting dentist shareholder” means, in relation to a dentist corporation, a member of the Royal College of Dental Surgeons of Ontario who owns voting shares of the corporation; (“dentiste actionnaire avec droit de vote”)

“voting physician shareholder” means, in relation to a physician corporation, a member of the College of Physicians and Surgeons of Ontario who owns voting shares of the corporation. O. Reg. 665/05, s. 1. (médecin actionnaire avec droit de vote”)

Physician corporations

2. (1) A physician corporation is exempt from the application of paragraph 1 of subsection 3.2 (2) of the Act and, in lieu of that paragraph, the following rules apply:

1. Each issued and outstanding voting share of the corporation shall be legally and beneficially owned, directly or indirectly, by a member of the College of Physicians and Surgeons of Ontario.

2. Each issued and outstanding non-voting share of the corporation shall be owned in one of the following ways:

i. It shall be legally and beneficially owned, directly or indirectly, by a member of the College of Physicians and Surgeons of Ontario.

ii. It shall be legally and beneficially owned, directly or indirectly, by a family member of a voting physician shareholder.

iii. It shall be 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. O. Reg. 665/05, s. 2 (1).

Appendix: relevant statutes, regulations and by-laws (continued)

(2) A physician corporation and its directors and officers are exempt from the application of paragraph 2 of subsection 3.2 (2) of the Act and, in lieu of that paragraph, the following rule applies:

1. All officers and directors of the corporation shall be shareholders of the corporation who are members of the College of Physicians and Surgeons of Ontario. O. Reg. 665/05, s. 2 (3)

(3) A physician corporation is exempt from the application of subsection 3.2 (4) of the Act and, in lieu of that subsection, the following rule applies:

1. An agreement or proxy that vests the right to vote the rights attached to a voting share of a physician corporation in a person other than a shareholder of the corporation who is a member of the College of Physicians and Surgeons of Ontario is void. O. Reg. 665/05, s. 2 (3).

(4) A physician corporation and its shareholders are exempt from the application of subsection 3.2 (5) of the Act and, in lieu of that subsection, the following rule applies:

1. A unanimous shareholder agreement in respect of a physician corporation is void unless each voting shareholder of the corporation is a member of the College of Physicians and Surgeons of Ontario and each non-voting shareholder of the corporation is,

- i. a member of the College of Physicians and Surgeons of Ontario,

- ii. a family member of a voting physician shareholder, or

- iii. a trustee under a trust described in subparagraph 2 iii of subsection 2

- (1). O. Reg. 665/05, s. 2 (4).

(5) A non-voting shareholder of a physician corporation who is not a member of the College of Physicians and Surgeons of Ontario is exempt from the application of subsections 3.4 (2), (4) and (6) of the Act. O. Reg. 665/05, s. 2 (5).

(6) A physician corporation, its shareholders and its directors and officers are exempt from the application of subsection 108 (5) of the Act and, in lieu of that subsection, the following rule applies:

1. A shareholder of a physician corporation who is a party to a unanimous shareholder agreement in respect of the corporation and who is a member of the College of Physicians and Surgeons of Ontario has all the rights, powers, duties and liabilities, whether arising under this Act or otherwise, of a director of the corporation to the extent that the agreement restricts the discretion or powers of the directors to manage or supervise the management of the business and affairs of the corporation, and the directors are thereby relieved of their duties and liabilities, including any liabilities under section 131 of the Act, to the same extent. O. Reg. 665/05, s. 2 (6).

Dentist corporations

3. (1) A dentist corporation is exempt from the application of paragraph 1 of subsection 3.2 (2) of the Act and, in lieu of that paragraph, the following rules apply:

1. Each issued and outstanding voting share of the corporation shall be legally and beneficially owned, directly or indirectly, by a member of Royal College of Dental Surgeons of Ontario.

2. Each issued and outstanding non-voting share of the corporation shall be owned in one of the following ways:

- i. It shall be legally and beneficially owned, directly or indirectly, by a member of the Royal College of Dental Surgeons of Ontario.

- ii. It shall be legally and beneficially owned, directly or indirectly, by a family member of a voting dentist shareholder.

- iii. It shall be 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. O. Reg. 665/05, s. 3 (1).

(2) A dentist corporation and its directors and officers are exempt from the application of paragraph 2 of subsection 3.2 (2) of the Act and, in lieu of that paragraph, the following rule applies:

1. All officers and directors of the corporation shall be shareholders of the corporation who are members of the Royal College of Dental Surgeons of Ontario. O. Reg. 665/05, s. 3 (2).

(3) A dentist corporation is exempt from the application of subsection 3.2 (4) of the Act and, in lieu of that subsection, the following rule applies:

Appendix: relevant statutes, regulations and by-laws (continued)

1. An agreement or proxy that vests the right to vote the rights attached to a voting share of a dentist corporation in a person other than a shareholder of the corporation who is a member of the Royal College of Dental Surgeons of Ontario is void. O. Reg. 665/05, s. 3 (3).

(4) A dentist corporation and its shareholders are exempt from the application of subsection 3.2 (5) of the Act and, in lieu of that subsection, the following rule applies:

1. A unanimous shareholder agreement in respect of a dentist corporation is void unless each voting shareholder of the corporation is a member of the Royal College of Dental Surgeons of Ontario and each non-voting shareholder of the corporation is,

i. a member of the Royal College of Dental Surgeons of Ontario,

ii. a family member of a voting dentist shareholder, or

iii. a trustee under a trust described in subparagraph 2 iii of subsection 3

(1). O. Reg. 665/05, s. 3 (4).

(5) A non-voting shareholder of a dentist corporation who is not a member of the Royal College of Dental Surgeons of Ontario is exempt from the application of subsections 3.4 (2), (4) and (6) of the Act. O. Reg. 665/05, s. 3 (5).

(6) A dentist corporation, its shareholders and its directors and officers are exempt from the application of subsection 108 (5) of the Act and, in lieu of that subsection, the following rule applies:

1. A shareholder of a dentist corporation who is a party to a unanimous shareholder agreement in respect of the corporation and who is a member of the Royal College of Dental Surgeons of Ontario has all the rights, powers, duties and liabilities, whether arising under this Act or otherwise, of a director of the corporation to the extent that the agreement restricts the discretion or powers of the directors to manage or supervise the management of the business and affairs of the corporation, and the directors are thereby relieved of their duties and liabilities, including any liabilities under section 131 of the Act, to the same extent. O. Reg. 665/05, s. 3 (6).

4. Omitted (provides for coming into force of provisions of this Regulation). O. Reg. 665/05, s. 4.

HEALTH PROFESSIONS PROCEDURAL CODE

Schedule 2 to the *Regulated Health Professions Act, 1991*

Note: This Code is deemed by section 4 of the *Regulated Health Professions Act, 1991* to be part of each health profession Act.

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.

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 statute. 2001, c. 8, s. 220.

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 board of inquiry or by the Registrar.

Appendix: relevant statutes, regulations and by-laws (continued)

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).

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 health profession and the regulations or by-laws made under that statute. 2001, c. 8, s. 223.

Prohibition, corporate matters

(3) 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).

Regulated Health Professions Act, 1991
ONTARIO REGULATION 39/02

CERTIFICATES OF AUTHORIZATION

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.

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.

Appendix: relevant statutes, regulations and by-laws (continued)

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, which 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, executed 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. 39/02, s. 2 (1); O. Reg. 666/05, s. 3.

(2) A College may issue a revised certificate of authorization to a corporation if the corporation

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. 666/05, s. 4.

Annual renewal of certificate

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

1. A completed application for renewal in a form approved by the College.
2. The annual renewal fee required by the by-laws of the College.
3. A copy of 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

Appendix: relevant statutes, regulations and by-laws (continued)
day.

7. In the case of an application for renewal submitted to any College other than the Colleges referred to in paragraph 6, the name of each person who is a shareholder of the corporation as of the day the application is submitted and his or her business address, business telephone number and registration number with the College as of that day.

8. The names of the directors and the officers of the corporation as of the day the application for renewal is submitted.

9. The address of the premises at which the corporation carries on activities as of the day the application for renewal is submitted. O. Reg. 39/02, s. 5; O. Reg. 666/05, 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.
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.

(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.

NOTE: Above text has been reproduced for convenient reference. For further reference see complete statutes.

NOTICE OF SHAREHOLDER CHANGE

See also Section 85.9 of the *Regulated Health Professions Act* and Sections 4.1, 6 and 7 of Ontario Regulation 39/02 above regarding notice of shareholder changes.

By-Laws of College of Physicians and Surgeons of Ontario:

ARTICLE 23 REGISTRANT INFORMATION

23.4 Health Profession Corporation Shareholders

23.4.1 Every health profession corporation that holds a certificate of authorization from the College shall provide the Registrar with notice, in writing or electronically as specified by the College, of any change in the shareholders of such corporation who are Registrants within 15 days following the occurrence of such change.

23.4.2 The notice required by Section 23.4.1 shall include the identity of the shareholder who has ceased to be a shareholder, and the identity of any new shareholder(s), and the date upon which such a change occurred. The notice required by Section 23.4.1 shall be signed by a director of the health profession corporation.

23.4.3 The notice required by Section 23.4.1 may be sent (a) electronically as specified by the College, or (b) in printed form by regular mail, courier or personal delivery addressed to the Registrar, in care of the Registration Department of the College, re: Notice of Shareholder Change. The Registrar may from time to time approve one or more standard forms (printed and/or electronic) for the purposes of providing the notice required by Section 23.4.1 and if any such form has been approved, the notice shall be submitted in the applicable approved form.

October 2025 CPSO Reg. Dept.