

BY-LAW NO. 10

HEALTH PROFESSION CORPORATIONS

Initial Certificate of Authorization

1. (1) The registrar shall issue a certificate of authorization on behalf of the College if the registrar is satisfied that each of the following conditions have been met:
 1. The corporation has applied for a certificate of authorization by completing an application in the form approved by council.
 2. The corporation submitted along with the application, the fee for the issuance of the certificate of authorization.
 3. The corporation meets all of the eligibility requirements to be issued a certificate of authorization including those set out in the regulations passed pursuant to the Regulated Health Professions Act, 1991. ¹
 4. The College has received the certificate of status of the corporation, issued by the Ministry of Consumer and Business Services not more than thirty days before the application was submitted to the registrar, which certificate indicates that the corporation is active.
 5. The College has received the original, a certified copy or a notarized copy of the certificate of incorporation of the corporation.
 6. The College has received the original, a certified copy or a notarized copy of every certificate of the corporation that has been endorsed under the Business Corporations Act as of the day the application was submitted to the registrar.
 7. The College has received a statutory declaration of a director of the corporation, executed not more than fifteen days before the application was submitted to the registrar, certifying,

- i. that the corporation was in compliance with section 3.2 of the Business Corporations Act as of the date the statutory declaration was 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 4 above, and
 - iv. that the information contained in the application is complete and accurate as of the day the statutory declaration was executed.
 8. The College has received the name of each person who is a shareholder of the corporation as of the day the application was submitted and, if the shareholder is a member of the College, his or her business address, business telephone number and registration number with the College as of the day the application was submitted.
 9. The College has received the names of the directors and officers of the corporation as of the day the application was submitted.
 10. The College has received the address or addresses of each of the premises at which the corporation carries on activities as of the day the application was submitted.
- (2) A certificate of authorization is subject to annual renewal by the College.
 - (3) A certificate of authorization is subject to revocation. ²

Revised Certificate of Authorization

2. The registrar shall issue on behalf of the College a revised certificate of authorization to a corporation if the corporation changes its name after the certificate of authorization has been issued to it provided the registrar is satisfied that
 1. The corporation has applied for a revised certificate of authorization by completing an application in the form approved by council.
 2. The corporation submitted along with the application, the fee for the issuance of the revised certificate of authorization.
 3. The corporation continues to be eligible to hold a certificate of authorization.

Renewal

3. The registrar shall issue on behalf of the College a renewal of the certificate of authorization for a corporation if the registrar is satisfied that
 1. The corporation has applied for the renewal of a current certificate of authorization by completing an application for renewal in the form approved by council.
 2. The corporation submitted along with the application, the fee for the annual renewal.
 3. The College has received a certificate of status of the corporation, issued by the Ministry of Consumer and Business Services not more than thirty days before the day it was submitted to the registrar, which certificate indicates that the corporation is active.
 4. The College has received the original, a certified copy or a notarized 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 College has received a 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 was in compliance with section 3.2 of the Business Corporations Act as of the date the statutory declaration was 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 was executed.
6. The College has received the name of each person who is a shareholder of the corporation as of the day the application for renewal was submitted and, if the shareholder is a member of the College, his or her business address, business telephone number and registration number with the College as of the day the application was submitted.
7. The College has received the names of the directors and officers of the corporation as of the day the application for renewal was submitted.
8. The College has received the address or addresses of each of the premises at which the corporation carries on activities as of the day the application for renewal was submitted.

Fees

4. The fee for the issuance of a certificate of authorization is \$750.00.
5. The fee for the issuance of a revised certificate of authorization is \$150.00.
6. The fee for the annual renewal of a certificate of authorization is \$175.00 if paid on or before July 31st in the year in which the fee is due and \$200.00 if paid thereafter.
7. (1) A corporation who holds a certificate of authorization is required to notify the College of every change in the shareholders of the corporation who are members of the College by completing and submitting to the registrar a notice in the form approved by council.

(2) The notice of change shall be submitted to the registrar within ten days of each and every change of shareholder of the corporation.

(3) A corporation that is required to give notice under subsection 7(1), shall provide to the registrar a statutory declaration of a director of the corporation, executed after the change of shareholders, certifying 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 statutory declaration is executed.
8. A fee payable under this by-law is non-refundable.
9. (1) In the event the College receives an application for a certificate of authorization, a revised certificate of authorization or a renewal of a current certificate of authorization which application does not include all of the documents or things required to be filed in order to meet the conditions required for the issuance of that certificate or renewal, the registrar may reject the application.

(2) Where the registrar rejects an application under subsection (1), the registrar shall return to the corporation all documents and things included with the

application, save and except for any non-refundable fee.

- 10.** The registrar shall issue a certificate confirming that a corporation holds a certificate of authorization issued by the College if such certificate is requested upon payment of a fee of \$50.00.
- 10.1** The registrar shall cancel the certificate of authorization of a health profession corporation where the corporation provides a written request to cancel that certificate and written confirmation that the corporation no longer practises dentistry.

Interpretation

- 11.** Where a document or thing, including a payment, is required to be filed with, submitted to or received by the College under this by-law, it shall be deemed to have been filed with, submitted to or received by the College
- i. on the day the document or thing is actually received by the College provided it is actually received at the College's offices during the normal business hours of the College on a day when the College is open for business, or
 - ii. where actually received at the College's offices at a time when the College is not open for business, on 9:00 a.m. of the first business day of the College following the day upon which the document or thing is actually received at the College's offices.
- 12. (1)** Where a fee is required to be submitted along with an application under this by-law, the fee must be submitted in cash, by certified cheque, money order or by use of a written authorization for payment by VISA, MasterCard or other credit card accepted by the College.
- (2)** Payment by any other means other than those specified in subsection (1) is not the submission or payment of a fee under this by-law.

ENACTED this 28th day of August 2002

Amended: May 10, 2007

Amended: June 12, 2008

Amended: August 17, 2010

¹ As of the date of the last amendment to this by-law, the regulation governing health profession corporations passed pursuant to the Regulated Health Profession Act, 1991 [Ontario Regulation 39/02 as amended to Ontario Regulation 666/05] requires the following:

- i. 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.
- ii. 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:
 - a) It is legally and beneficially owned, directly or indirectly, by a member of the College.
 - b) It is legally and beneficially owned, directly or indirectly, by a family member of a voting dentist shareholder.
 - c) 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.
- iii. The name of the corporation must meet the requirements in section 3.2 of the Business Corporations Act which provision requires that:
 - (a) 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 passed under the Business Corporations Act and with the rules respecting names set out in the regulations or by-laws made under the Regulated Health Professions Act, 1991 and the Dentistry Act, 1991; and
 - (b) the corporation shall not have a number name.
- iv. The name of the corporation must not violate the provisions of any other Act.
- v. 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.
- vi. The name of the corporation must include the word dentistry.
- vii. The name of the corporation must not include any information other than the information permitted or required by paragraphs iii, v and vi above.

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As of the date of the last amendment to this by-law, revocation of a corporation's certificate of authorization is dealt with under a regulation passed pursuant to the Regulated Health Professions Act, 1991 [Ontario Regulation 39/02 as amended to Ontario Regulation 666/05]. It provides that:

1. A corporation's certificate of authorization may be revoked where:
 - i. The corporation ceases to be eligible to hold a certificate of authorization.
 - ii. The corporation ceases to practise the profession in respect of which the certificate of authorization was issued.
 - iii. The corporation fails to comply with one or more of the requirements for a renewal of the certificate.
 - iv. The corporation carries on any business that is not the practice of dentistry or activities related to or ancillary to the practice of that profession.
 - v. The corporation fails to notify the registrar of a change in shareholders in accordance with section 85.9 of the Health Professions Procedural Code of the Regulated Health Professions Act, 1991.
 - vi. The corporation fails to give the registrar a statutory declaration in accordance with section 4.1. of Ontario Regulation 39/02 as amended to Ontario Regulation 666/05.
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.
3. The College is required to revoke the corporation's certificate of authorization sixty days after the date on which notice is given, if any of the grounds for revocation exist on the revocation date specified in the notice.
4. The College is required to notify the corporation if a corporation's certificate of authorization is revoked.
5. If the 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.