

College of Optometrists of Ontario

Application for a Certificate of Authorization for a Professional Corporation

The process of incorporation for health professionals is unique to them and it is recommended that members consult with a lawyer familiar with health regulatory law and with an accountant prior to completing and application for a Certificate of Authorization.

The *Regulated Health Professions Act* (RHPA) (including regulations), the *Health Professions Procedural Code* and the *Business Corporations Act* (BCA), permit regulated health professionals to incorporate for the purpose of practising a health profession, providing they obtain Certificates of Authorization from their respective health profession Colleges.¹

The *Business Corporations Act* describes the conditions and requirements that must be met in order to obtain a Certificate of Authorization from a College, and includes:

- 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.
- All officers and directors of the corporation shall be shareholders of the corporation.
- 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.
- The corporation shall not have a number name.
- 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).

In order to obtain an initial Certificate of Authorization² from the College, a corporation must complete and submit to the College an application, in a form approved by the College, along with certain information and documents as required by regulation. There are 4 sections, which must be completed.

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

² For annual renewal of Certificate of Authorization see section on Renewals in the attached Bylaws.

Section A: Name and Address of Corporation

Corporate Name

The name of the corporation must meet the requirements set out in section 3.2 of the *Business Corporations Act* and the regulation as follows:

- the corporation shall not have a number name;
- the corporate name must include the words "Professional Corporation" or "Société professionnelle";
- the corporate name must include the surname of one or more shareholders of the corporation as the surname is set out in the College register;
- the corporate name may also include the shareholder's given name, one or more of the shareholder's initials or a combination of his or her given name and initials;
- the corporate name must indicate the health profession practised by the shareholders;
- the corporate name must not include any information other than that permitted or required under the *Business Corporations Act* or the regulation as outlined above;³
- the corporate name must not violate the provisions of any other Act.

Practice Name

If the practice name is different from the *corporate* name, provide the name under which the corporation practices. A practice name must be in compliance with the Regulations under the *Optometry Act* and on file at the College.

Business Address of the Corporation

This must be the actual *registered corporate* address of the corporation and not the address of the corporation's legal counsel.

Section B: Completion of Application

Complete each statement in this section as directed on the form, noting the following:

1. The individual applying for a Certificate of Authorization on behalf of the corporation must hold a current Certificate of Registration with the College and be a director of the corporation.
2. Each shareholder of the corporation must hold a current Certificate of Registration issued by the College.
3. Each director and officer must be a shareholder of the corporation.

³ O. Reg 39/02, s. (2) - (5).

4. The director applying on behalf of the corporation must sign and date the application.
5. The following documentation must accompany the application for a Certificate of Authorization:
 - The fee for the Certificate of Authorization of \$630.00 (plus HST);
 - An Undertaking dated and signed by each shareholder of the corporation;
 - The statutory declaration of a director of the corporation executed not more than 15 days before the application is submitted;
 - A Certificate of Status of the corporation issued by the Ministry of Government Services not more than 30 days before the application is submitted to the Registrar, which indicates that the corporation is active;
 - A certified copy of the Certificate of Incorporation of the corporation (including the Articles of Incorporation);
 - A certified copy of every Certificate of Incorporation for the corporation that has been endorsed under the *Business Corporations Act* as of the day the application is submitted (if applicable).

Section C: Undertaking

Each shareholder of the corporation must sign and date the Undertaking, which is to be submitted with the application for a Certificate of Authorization. Note that each shareholder must be listed on the application and must hold a current Certificate of Registration issued by the College.

Section D: Statutory Declaration

The statutory declaration must be completed by a director of the corporation and sworn before a commissioner for taking affidavits in Ontario. The statutory declaration cannot be executed more than 15 days before the application is submitted to the Registrar.

Renewal

The Certificate of Authorization must be renewed annually.
Renewal forms are available on our website www.collegeoptom.on.ca under Resources.

Submission of the Application

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

College of Optometrists of Ontario
65 St.Clair Avenue E, Suite 900
Toronto, Ontario M4T 2Y3

SUPPORTING DOCUMENTATION

Your completed application must include the following documents:

- Completed application form.
- Cheque for \$741.28 (\$630.00 + \$81.90 HST- *non-refundable application fee* plus \$26.00 + \$3.38 HST – *fee for **ONE*** Certificate of Authorization*). Payable to the College of Optometrist of Ontario.
- A completed Undertaking for each shareholder of the corporation.
- Statutory declaration by a director of the corporation signed before a commissioner, lawyer or notary public no more than 15 days before this application is submitted.
- Certificate of Status from Ministry of Government Services issued not more than 30 days before this application is submitted.
- Certified copy of Certificate of Incorporation (including the articles of incorporation).
- Certified copy of every Certificate of Incorporation of the corporation that has been endorsed under the *Business Corporations Act* as of the date this application is submitted.

*** Additional copies requested at the time of application add \$12.43 (\$11.00 + \$1.43 HST) per each additional copy. Requests for copies at a later date will be \$26.00 plus HST.**

COLLEGE OF OPTOMETRISTS OF ONTARIO

INITIAL APPLICATION FOR A
CERTIFICATE OF AUTHORIZATION
FOR A PROFESSIONAL CORPORATION

NOTE: As of June 4, 2009, information in all fields marked with an asterisk will be publicly available on the College Register at www.collegeoptom.on.ca. If you use your home address as your corporation address it will be publicly available on the College Register.

Date of submission of application: ____/____/____
day/ month/ year

Section A

* **Corporate Name:**

_____ Optometry Professional Corporation.
(N.B. The name of the corporation must comply with the requirements of s.1 of Ontario Regulation 39/02)

Corporation # _____

* **Registered Corporate Address:**

(If using home address and telephone number, this information is available to the public and will be published)

* **Phone #:** _____ **Fax #:** _____

E-mail: _____

Section B

I, _____, a member of the College of Optometrists of Ontario and a director of the corporation, am applying on behalf of the above corporation for a Certificate of Authorization under the *Regulated Health Professions Act*, and declare that:

- 1) **Membership:** I am a member of the College of Optometrists of Ontario and my certificate of registration is not currently suspended or revoked.
- 2) **Incorporation:** The Corporation is incorporated under the *Business Corporations Act of Ontario*.
- 3) **Corporation Status:** There has been no change in the status of the corporation since the date the certificate of status was issued (must be within previous 30 days of the date of submission of this application).

- 4) **Shareholders:** The name of each shareholder of the corporation and his or her College registration number, business address, business telephone number, and e-mail as of the date of submission of this application is (use additional pages if necessary):

*Full Name of Shareholder	College Registration #	Business Address	Business Phone #	E-Mail

- 5) **Directors and Officers:** (Note: all directors and officers must be shareholders of the corporation). The names of all of the directors and officers of the corporation as of the date of submission of this application are:

*Full Name (as above)	Check if a Director	Check if an Officer	Title of Director or Officer

6) **Practice Name and Location(s):** As of the date of submission of this application, the corporation intends to practise in the following location(s), if different from the corporate address, as listed in Section A. The only addresses omitted are residential addresses of clients.

Practice Name and Address	Phone

7) **Professional Activities:** As indicated in the accompanying statutory declaration, the corporation cannot carry on, and cannot plan to carry on, any business that is not the practise of the profession governed by the College or activities related to or ancillary to the practice of the profession (Regulation 39/02 2. (1) 6.ii). List in full any ancillary activities permitted under the corporation's articles of incorporation.

8) **Members Practising:** Members of the College of Optometrists of Ontario that will practise the profession through the corporation, including shareholders and employees of the corporation, are:

Full Name	College Registration #

9) **Accuracy of application:** I have personal knowledge of the declarations contained in this application and of the information I have added in completing this form, and I declare that the declarations and information are accurate and complete.

Applicant's Signature

Date

(Print name)

Registration Number

Section C

COLLEGE OF OPTOMETRISTS OF ONTARIO

UNDERTAKING FOR PROFESSIONAL CORPORATIONS

(A copy of this form must be completed by each shareholder.)

I, _____, being a shareholder of
_____ Optometry Professional Corporation

do undertake as follows:

- (1) I will ensure that, in the course of practising the profession, the corporation does not do or fail to do anything that would be considered professional misconduct if done or failed to be done by myself.
- (2) I will ensure that the corporation does not breach any provision of the Code of Conduct for corporations that may be published by the College from time to time.
- (3) I will ensure that the corporation maintains a valid Certificate of Authorization and does not provide professional or ancillary services while its Certificate of Authorization is under suspension or revoked or when it does not satisfy the requirements for a professional corporation under subsection 3.2(2) of the *Business Corporations Act*.
- (4) I will ensure that the corporation complies with the *Regulated Health Professions Act* and its regulations, the *Health Professions Procedural Code*, the *Optometry Act* and its regulations, and by-laws of the College.
- (5) I will ensure that any person who is not currently a shareholder of the corporation shall file a similar undertaking with the College as soon as he or she becomes a shareholder.
- (6) I will ensure that the College is notified of any changes to the name, articles of incorporation or practice locations of the corporation as soon as they occur and to any other information provided in the application within the time period required by the by-laws.
- (7) I will ensure that if the corporation practises in a name other than its corporate name, the corporation shall first notify the College of its practice name and shall include its corporate name in all written, electronic, or broadcast communications.

Applicant's Signature

Date

(Print name)

Registration Number

Section D

**COLLEGE OF OPTOMETRISTS OF ONTARIO
STATUTORY DECLARATION⁴**

I, _____, holding College registration number
_____ am a director of _____

Optometry Professional Corporation, and do hereby solemnly declare the following:

1. I certify the following:

- i. that the corporation is in compliance with section 3.2 of the *Business Corporations Act* as of the date this statutory declaration is executed,
- ii. that the corporation does not carry on, and does not plan to carry on, any business that is not the practice of the profession governed by the College or activities related to or ancillary to the practice of that profession,
- iii. that there has been no change in the status of the corporation since the date of the certificate of status enclosed with the application for a Certificate of Authorization that accompanies this statutory declaration, and
- iv. that the information contained in the application for a Certificate of Authorization that accompanies this statutory declaration is complete and accurate as of the day this statutory declaration is executed.

and I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath.

Declared before me in the City of _____

in the Province of _____

this _____ **day of** _____, _____

(Signature of Declarant)

(Print name)

A Commissioner, etc.
Made pursuant to s. 41 of the *Canada Evidence Act*,
and s. 43 of the *Evidence Act*, of Ontario.
(Affix seal, stamp, business card
or Print Name & Address of Commissioner, etc.)

⁴ Under para. 2(1).6 of the Minister's regulation, an application for a Certificate of Authorization is to be accompanied by a statutory declaration (much like an affidavit) containing the information as set out in this statutory declaration

OFFICE USE ONLY

___ Application is approved

___ Application is denied

Reasons denied:

Registrar's Signature

Date

**COLLEGE OF OPTOMETRISTS OF ONTARIO
HEALTH PROFESSION CORPORATIONS**

BY LAW

PART 17 - INFORMATION PROVIDED BY HEALTH PROFESSION CORPORATIONS

17.01 Application of a Health Profession Corporation

- (1) A health profession corporation is eligible to hold a certificate of authorization if:
 - (a) the articles of the corporation provide that the corporation cannot carry on a business other than the practise of optometry and activities related to or ancillary to the practise of optometry;
 - (b) all of the issued and outstanding shares of the corporation are legally and beneficially owned, directly or indirectly, by one or more Members; and
 - (c) all the requirements set out in the *Ontario Business Corporations Act*, the RHPA, the Act and in and any other applicable statute or regulation, and these By-laws have been satisfied.

- (2) In order to obtain a certificate of authorization, a health profession corporation shall apply to the College. The application must include:
 - (a) the name of the health profession corporation;
 - (b) all business names of the corporation, if any;
 - (c) all phone numbers, fax numbers and addresses of all business locations along with the address of its head office;
 - (d) the capital structure of the corporation and shareholdings of each shareholder;
 - (e) the name, phone number, address, e-mail address and, when applicable, the College registration number of each shareholder;
 - (f) the name, phone number, address, e-mail address and, when applicable, the College registration number of each director and officer;
 - (g) a certified copy of the corporation's:
 - (i) articles of incorporation, continuance and/or amalgamation, as applicable; and
 - (ii) by-laws;
 - (h) a certificate of status that has been issued no more than 30 days before submitting the application indicating that the corporation has not been dissolved;

- (i) a statutory declaration of a director of the corporation, executed not more than 15 days before submitting the application, certifying that:
 - (i) the corporation complies with Section 3.2 of the *Ontario Business Corporations Act*, and its regulations;
 - (ii) the corporation does not carry on, and does not plan to carry on, any business that is not the practise of optometry or practises related to or ancillary to the practise of optometry;
 - (iii) there has been no change in the status of the corporation since the date of the certificate of status; and
 - (iv) the information contained in the application is complete and accurate as of the date the statutory declaration is executed;
- (j) any other information the College deems necessary; and
- (k) the signature of all shareholders of the health profession corporation.

17.02 Corporate Reports

- (1) A certificate of authorization must be renewed annually.
- (2) The College shall send a corporate report to each health profession corporation by mail or e-mail requesting any information required by the Registrar, and provide the health profession corporation with at least 30 days to respond.
- (3) If a health profession corporation fails to return a completed corporate report to the College within the time provided, the Registrar may:
 - (a) notify the health profession corporation in writing of such failure;
 - (b) provide the health profession corporation with at least 60 days to return a completed corporate report to the College; and
 - (c) advise the health profession corporation that failure to return a completed corporate report to the College will result in revocation of the health professional corporation's certificate of authorization.
- (4) A health profession corporation must advise the Registrar in writing of a change to any information required for issuance of a certificate of authorization within 14 days of such change. The College may, depending on the change of information:
 - (a) issue a revised certificate of authorization;
 - (b) decline to revise the existing certificate of authorization; or
 - (c) revoke a certificate of authorization.

17.03 Health Profession Corporation Obligations to Provide Information

- (1) Upon written request for information from the College, a health profession corporation shall respond in writing within the time provided.
 - (2) A health profession corporation shall provide written notice of any change to information previously provided to the College within 14 days of the change.
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Regulated Health Professions Act, 1991, Relevant Sections

- O. Reg. 39/02, 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.
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).

- O. Reg. 39/02, s. 6, and s. 7.

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.

(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.