



**CASLPO · OAHO**

# **GUIDE TO AN APPLICATION FOR A CERTIFICATE OF AUTHORIZATION FOR HEALTH PROFESSIONAL CORPORATIONS**

**College of Audiologists and Speech-Language Pathologists of Ontario  
Ordre des audiologistes et des orthophonistes de l'Ontario**



## Guide to an Application for a Certificate of Authorization for Health Profession Corporations

As a result of amendments to the *Regulated Health Professions Act* (RHPA) (including regulations), the *Health Professions Procedural Code* and the *Business Corporations Act* (BCA), regulated health professionals are now permitted to incorporate for the purpose of practising a health profession, providing they obtain Certificates of Authorization from their respective health profession Colleges.<sup>1</sup> The new provisions outline the conditions and requirements that must be met in order to obtain a Certificate of Authorization from a College, and include:

- 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, who hold a certificate of registration issued by the College;
- all officers and directors of the corporation must be shareholders of the corporation;
- the articles of the professional corporation must 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 the profession;
- the name of the corporation must include the words "Professional Corporation" or "Société professionnelle" and comply with the rules respecting the names of professional corporations set out in the regulations and with the rules respecting names set in the regulations or by-laws under the Act governing the profession.

In order to obtain a Certificate of Authorization from the College, a corporation must complete and submit to the College an application, in a form approved by the College, along with certain information and documents as required by regulation. There are 4 sections which must be completed. You may wish to refer to section 3.2 of the *BCA* and Ontario Regulation 39/02 under the *Regulated Health Professions Act*, "Certificates of Authorization" (the regulation) which are appended to this Guide.

### 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;<sup>2</sup>

---

<sup>1</sup> Ontario Regulation 39/02 under the Regulated Health Professions Act, "Certificates of Authorization", s (1).

<sup>2</sup> O. Reg 39/02, s. (2) - (5).

- 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.

### Head Office Address of the Corporation

This must be the actual **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.
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 application fee for the Certificate of Authorization of \$100.00;
  - The registration fee for the Certificate of Authorization of \$200.00;
  - The annual fee for the Certificate of Authorization of \$500.00;
  - 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 Consumer and Business 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 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 in 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. If you are renewing a Certificate of Authorization, please contact the College for an application for renewal of a Certificate of Authorization.

**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 Audiologists and Speech-Language Pathologists of Ontario  
5060-3080 Yonge Street, Box 71,  
Toronto ON M4N 3N1

## **Section 3.2 of the *Business Corporations Act***

### **Application of Act**

**3.2** (1) This Act and the regulations apply with respect to a professional corporation except as otherwise set out in this section and sections 3.1, 3.3 and 3.4 and the regulations. 2000, c. 42, Sched., s. 2.

### **Conditions for professional corporations**

(2) Despite any other provision of this Act, a professional corporation shall satisfy all of the following conditions:

1. All of the issued and outstanding shares of the corporation shall be legally and beneficially owned, directly or indirectly, by one or more members of the same profession.
2. All officers and directors of the corporation shall be shareholders of the corporation.
3. The name of the corporation shall include the words "Professional Corporation" or "Société professionnelle" and shall comply with the rules respecting the names of professional corporations set out in the regulations and with the rules respecting names set out in the regulations or by-laws made under the Act governing the profession.
4. The corporation shall not have a number name.
5. The articles of incorporation of a professional corporation shall provide that the corporation may not carry on a business other than the practice of the profession but this paragraph shall not be construed to prevent the corporation from carrying on activities related to or ancillary to the practice of the profession, including the temporary investment of surplus funds earned by the corporation. 2000, c. 42, Sched., s. 2.

### **Corporate acts not invalid**

(3) No act done by or on behalf of a professional corporation is invalid merely because it contravenes this Act. 2000, c. 42, Sched., s. 2.

### **Voting agreements void**

(4) An agreement or proxy that vests in a person other than a shareholder of a professional corporation the right to vote the rights attached to a share of the corporation is void. 2000, c. 42, Sched., s. 2.

### **Unanimous shareholder agreements void**

(5) A unanimous shareholder agreement in respect of a professional corporation is void unless each shareholder of the corporation is a member of the professional corporation.

## ONTARIO REGULATION 39/02

made under the

### **REGULATED HEALTH PROFESSIONS ACT, 1991**

#### **CERTIFICATES OF AUTHORIZATION**

##### **Eligibility**

1. (1) A corporation is eligible to hold a certificate of authorization issued by a College if all the following conditions are met:
  1. The articles of the corporation provide that the corporation cannot carry on a business other than the practice of the profession governed by the College and activities related to or ancillary to the practice of that profession.
  2. Each shareholder of the corporation holds a certificate of registration issued by the Registrar of the College.
  3. The name of the corporation meets the standards described in subsections (2) to (5). O. Reg. 39/02, s. 1 (1).
- (2) The name of the corporation must meet the requirements in section 3.2 of the *Business Corporations Act* and must not violate the provisions of any other Act. O. Reg. 39/02, s. 1 (2).
- (3) The name of the corporation must include the surname of one or more shareholders of the corporation, as the surname is set out in the College register, and may also include the shareholder's given name, one or more of the shareholder's initials or a combination of his or her given name and initials. O. Reg. 39/02, s. 1 (3).
- (4) The name of the corporation must indicate the health profession practised by the shareholders. O. Reg. 39/02, s. 1 (4).
- (5) The name of the corporation must not include any information other than the information permitted or required by subsections (2), (3) and (4). O. Reg. 39/02, s. 1 (5).

##### **Issuance of certificate**

2. (1) A College shall issue a certificate of authorization to a corporation in respect of a particular profession if the corporation is eligible to hold one and applies for the certificate by giving the following information and documents to the Registrar:
  1. A completed application in a form approved by the College.
  2. The application fee required by the by-laws of the College.
  3. A certificate of status of the corporation issued by the Ministry of Consumer and Business Services not more than 30 days before the application is submitted to the Registrar, which indicates that the corporation is active.
  4. A certified copy of the certificate of incorporation of the corporation.
  5. A certified copy of every certificate of the corporation that has been endorsed under the *Business Corporations Act* as of the day the application is submitted.
  6. The statutory declaration of a director of the corporation, executed not more than 15 days before the application is submitted to the Registrar, certifying,
    - i. that the corporation is in compliance with section 3.2 of the *Business*

- Corporations Act* as of the date the statutory declaration is executed,
- ii. that the corporation does not carry on, and does not plan to carry on, any business that is not the practice of the profession governed by the College or activities related to or ancillary to the practice of that profession,
  - iii. that there has been no change in the status of the corporation since the date of the certificate of status referred to in paragraph 3, and
  - iv. that the information contained in the application is complete and accurate as of the day the statutory declaration is executed.
7. The name of each person who is a shareholder of the corporation as of the day the application is submitted and his or her business address, business telephone number and registration number with the College as of that day.
  8. The names of the directors and the officers of the corporation as of the day the application is submitted.
  9. The address of the premises at which the corporation carries on activities as of the day the application is submitted. O. Reg. 39/02, s. 2 (1).

(2) A College may issue a revised certificate of authorization to a corporation if the corporation changes its name after the certificate of authorization has been issued to it. O. Reg. 39/02, s. 2 (2).

### **Refusal to issue**

3. The College shall refuse to issue a certificate of authorization if the corporation is not eligible to hold one or if the corporation does not comply with section 2. O. Reg. 39/02, s. 3.

### **Duty to notify College**

4.(1 ) If a corporation that holds a certificate of authorization changes its name or its articles of incorporation, the corporation shall promptly notify the College and give the College a copy of a certificate of the corporation that has been endorsed under the *Business Corporations Act* indicating the change. O. Reg. 39/02, s. 4 (1).

(2) A corporation ceases to be eligible to hold a certificate of authorization if the corporation fails to notify the College when the corporation changes its name or its articles of incorporation or fails to give the College the certificate described in subsection (1). O. Reg. 39/02, s. 4 (2).

### **Annual renewal of certificate**

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

1. A completed application for renewal in a form approved by the College.
2. The annual renewal fee required by the by-laws of the College.
3. A certificate of status of the corporation issued by the Ministry of Consumer and Business Services not more than 30 days before the day it is submitted to the Registrar, which indicates that the corporation is active.
4. A certified copy of every certificate of the corporation that has been endorsed under the *Business Corporations Act* since the corporation's most recent application for a certificate of authorization or for renewal of its certificate of authorization.
5. The statutory declaration of a director of the corporation, executed not more than 15 days before the application for renewal is submitted to the Registrar, certifying,
  - i. that the corporation is in compliance with section 3.2 of the *Business*

- Corporations Act* as of the date the statutory declaration is executed,
- ii. that the corporation does not carry on, and does not plan to carry on, any business that is not the practice of the profession governed by the College or activities related to or ancillary to the practice of that profession,
  - iii. that there has been no change in the status of the corporation since the date of the certificate of status referred to in paragraph 3, and
  - iv. that the information contained in the application for renewal is complete and accurate as of the date the statutory declaration is executed.
6. The name of each person who is a shareholder of the corporation as of the day the application for renewal is submitted and his or her business address, business telephone number and registration number with the College as of that day.
  7. The names of the directors and the officers of the corporation as of the day the application for renewal is submitted.
  8. The address of the premises at which the corporation carries on activities as of the day the application for renewal is submitted. O. Reg. 39/02, s. 5.

### **Revocation of certificate**

6. (1) The following are the grounds upon which a corporation's certificate of authorization may be revoked:
  1. The corporation ceases to be eligible to hold a certificate of authorization.
  2. The corporation ceases to practise the profession in respect of which the certificate of authorization was issued.
  3. The corporation fails to comply with one or more of the requirements for a renewal of the certificate.
  4. The corporation carries on any business that is not the practice of the profession governed by the College or activities related to or ancillary to the practice of that profession.
  5. The corporation fails to notify the Registrar of a change in shareholders in accordance with section 85.9 of the Code. O. Reg. 39/02, s. 6 (1).
- (2) If the College proposes to revoke a corporation's certificate of authorization, the College shall give notice of the proposed revocation, setting out the date the revocation will take effect and the grounds for the proposed revocation. O. Reg. 39/02, s. 6 (2).
- (3) The College shall revoke the corporation's certificate of authorization 60 days after the date on which the notice is given if any of the grounds for revocation exist on the revocation date specified in the notice. O. Reg. 39/02, s. 6 (3).
- (4) The College shall notify the corporation if a corporation's certificate of authorization is revoked. O. Reg. 39/02, s. 6 (4).

### **Reinstatement after revocation**

7. If a corporation's certificate of authorization is revoked, a new certificate of authorization may be issued to the corporation only if the corporation is eligible to hold one and applies for a new certificate in accordance with section 2. O. Reg. 39/02, s. 7.



**BY-LAW NO. 2011-5**

**College of Audiologists and  
Speech-Language Pathologists of Ontario**

**A By-law relating generally to Certificates of Authorization  
for Professional Corporations**

**TABLE OF CONTENTS**

Article 1	INTERPRETATION
Article 2	FEES
Article 3	INSURANCE
Article 4	FILING AND NOTICE REQUIREMENTS

## **1 INTERPRETATION**

- 1.1** The Definitions set out in By-law No. 1 shall apply to this By-law.
- 1.2** In this By-law, unless the context otherwise requires, the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be.
- 1.3** Each provision of this or any other By-law and any part thereof of the College shall be interpreted in a manner consistent with the RHPA, Code, ASLPA and Regulations, and where an inconsistency is found to exist, and where practical, the inconsistent provision shall be severed from such By-law or any part thereof.
- 1.4** In this By-law, "Professional Corporation" means a corporation incorporated or continued under the Ontario *Business Corporations Act* that holds a valid certificate of authorization or other authorizing document issued by the College.

**2 FEES**

- 2.1** The fee for the application for a certificate of authorization for a professional corporation is \$100.00.
- 2.2** The annual fee for a certificate of authorization for a professional corporation is \$500.00 and shall be paid on January 2<sup>nd</sup> each year.
- 2.3** A professional corporation or a member listed in the College's records as a shareholder of a professional corporation shall pay an administrative fee of \$50.00 for each notice sent by the Registrar to the corporation or member for failure of the corporation to renew its certificate of authorization on time. The fee is due within thirty days of the notice being sent.
- 2.4** The registration fee for issuing or reinstating a certificate of authorization for a professional corporation is \$200.00.

**3 INSURANCE**

- 3.1** The corporation must provide proof of having professional liability insurance of at least \$2,000,000.00 per claim.

#### **4 FILING AND NOTICE REQUIREMENTS**

- 4.1** Every member of the College shall, for every professional corporation of which the member is a shareholder, provide in writing the following information on the application and annual renewal forms for a certificate of authorization, upon the written request of the Registrar within thirty days and upon any change in the information within thirty days of the change:
- 4.1.1 The name of the professional corporation as registered with the Government of Ontario;
  - 4.1.2 Any business names used by the professional corporation;
  - 4.1.3 The name, as set out in the register, and registration number of each shareholder of the professional corporation;
  - 4.1.4 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;
  - 4.1.5 The business address, telephone number, facsimile number and email address of the professional corporation;
  - 4.1.6 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
  - 4.1.7 A brief description of the professional activities carried out by the professional corporation.
- 4.2** The information specified in this section designated as public for the purposes of paragraph 23(5) of the *Code*.

Made by the Council of the College of Audiologists and Speech-Language Pathologists of Ontario on the 10<sup>th</sup> day of December, 2010.

This By-law shall come into force and effect on the 1<sup>st</sup> day of January, 2011.

(Corporate Seal)



*V. Pappas*  
President

*Saeem Bohari*  
Vice-President of Audiology

*Nancy Blake*  
Vice-President of Speech-Language Pathology



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

3080 Yonge Street, Suite 5060, Toronto, Ontario M4N 3N1

### SECTION A

Corporate Name: (N.B. The name of the corporation must comply with the requirements of s. 1 of O. Reg. 39/02 – see guide)		<b>FOR OFFICE USE ONLY</b> Date Received
Practice Name (If Applicable)		
Head Office Address:		
City, Province	Postal Code	
Phone number:	Fax Number:	
Email Address:		Corporation Number:

### SECTION B

**I,** \_\_\_\_\_, a member of the College of Audiologists and Speech-Language Pathologists 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 Audiologists and Speech-Language Pathologists 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).

FOR OFFICE USE ONLY	
Approval:	Date Approved:



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

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):

Registered Name	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:

Registered Name: (as above)	Check (4) if a Director	Check (4) if an Officer	Give Title of Office if an Officer





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

**6) Practice Location(s):** (may be College specific request)

As of the date of submission of this application, the corporation practises 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.

Address	Phone Number

**7) Professional Activities:**

As indicated in the accompanying statutory declaration, the corporation can not carry on, and can not plan to carry on, any business that is not the 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.




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

**8) Members Practising:**

Members of the College of Audiologists and Speech-Language Pathologists of Ontario that will practise the profession through the corporation, including shareholders and employees of the corporation, are:

Registered Name:	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 #

**10) Supporting Documentation:** The application includes the following documents:

- Signed application form including undertaking forms signed by all shareholders
- Fee
- 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 Consumer & Business 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 (if applicable).





## SECTION C

### UNDERTAKING FOR PROFESSIONAL CORPORATIONS

(Each shareholder of the corporation must sign this form)

I, \_\_\_\_\_, holding College registration number \_\_\_\_\_, am  
a shareholder of \_\_\_\_\_ and 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 professional misconduct if done or failed to be done by myself.
- (2) 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 *Audiology and Speech-Language Pathology 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.
- (8) I acknowledge that a breach of this Undertaking may result in referral of specific allegations of professional misconduct against me to the Discipline Committee arising out of my failure to abide by any of the terms of this Undertaking.

\_\_\_\_\_  
Applicant's signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
(print name)

Registration # \_\_\_\_\_



## SECTION D STATUTORY DECLARATION<sup>1</sup>

I, \_\_\_\_\_, holding College registration number \_\_\_\_\_,  
am a director of \_\_\_\_\_,

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 \_\_\_\_\_ of \_\_\_\_\_

this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

\_\_\_\_\_  
(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 stamp, or seal below)

<sup>1</sup> 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