

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 an 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 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.

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

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;²
- 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.

³O. 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 (plus HST) for the Certificate of Authorization;
 - An Undertaking dated and signed by each shareholder of the corporation;
 - The declaration of a director of the corporation must be signed and dated not more than **15 days** before the application is submitted;
 - A Corporation Profile Report of the corporation issued from any service provider of 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 copy of the Certificate of Incorporation of the corporation (including the Articles of Incorporation);
 - A 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: Declaration

The declaration must be completed by a director of the corporation. The declaration cannot be dated 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 MEMBERS (Incorporation).

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 East, Suite 900
Toronto, Ontario
M4T 2Y3

SUPPORTING DOCUMENTATION

Your completed application must include the following documents:

- Completed application form.
- Payment of \$526.58 (\$440.00 + \$57.20 HST- *non-refundable application fee* plus \$26.00 + \$3.38 HST – *fee for **ONE*** Certificate of Authorization*).
- A completed Undertaking for each shareholder of the corporation.
- Declaration by a director of the corporation signed and dated no more than **15 days** before this application is submitted.
- Corporation Profile Report from any service provider of the Ministry of Government Services issued not more than **30 days** before this application is submitted.
- Copy of Certificate of Incorporation (including the articles of incorporation).
- 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 # _____

***Business Address:**

* **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 Corporation Profile Report 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 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

DECLARATION

I, _____, holding College registration number

_____ am a director of _____

Optometry Professional Corporation, and do hereby 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 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 enclosed with the application for a Certificate of Authorization that accompanies this declaration, and
- iv. that the information contained in the application for a Certificate of Authorization that accompanies this declaration is complete and accurate as of the day this declaration is signed.

Signature of Declarant

Date (Month/Day/Year)

(Print name)

OFFICE USE ONLY

Application is approved

Application is denied

Reasons denied:

Registrar's Signature

Date