

# Application for a Revised Certificate of Authorization for a Health Profession Corporation



COLLEGE OF NURSES  
OF ONTARIO  
ORDRE DES INFIRMIÈRES  
ET INFIRMIERS DE L'ONTARIO

THE STANDARD OF CARE.

## Instructions and Checklist

Application forms for a Revised Certificate of Authorization for a Health Profession Corporation ("Corporation") that are incomplete will be returned.

The \$157.50 (includes GST) fee accompanying the revised application form is nonrefundable and includes taxes. The fee must be paid by cash, certified cheque, money order, debit card or a credit card accepted by the College.

### INSTRUCTIONS

Prior to submitting your Application for a Revised Certificate of Authorization, please ensure that the following criteria have been met:

1. A Director (*must be a member of the College*) authorized to sign on behalf of the Corporation has signed the application for a revised certificate of authorization (Part A).
2. The same Director that signed the Application for a Revised Certificate of Authorization has also signed the required Statutory Declaration (Part B).
3. Each **NEW** Director (*must be a member of the College*) of the Corporation has executed an Undertaking in Part C. New Director is defined as a member who has not previously completed an Undertaking in Part C in respect of the Corporation. Please make as many copies of the form as required.
4. Each **NEW** Shareholder (*must be a member of the College*) of the Corporation has executed an Undertaking in Part D. New Shareholder is defined as a member who has not previously completed an Undertaking in Part D. Please make as many copies of the form as required.
5. In completing the Application for a Revised Certificate of Authorization, if more space is required, attach additional pages labelled appropriately.

### CHECKLIST

The Application for a Revised Certificate of Authorization for a Health Profession Corporation is considered incomplete without the following enclosures:

1. Signed application for a revised certificate of authorization completed by the same Director of the Corporation who signed the Statutory Declaration. (See item 3.)
2. Fee in the amount of \$157.50 (includes GST) payable to the College of Nurses of Ontario.
3. Statutory Declaration executed by a Director of the Corporation before a commissioner, lawyer or notary public not more than 15 days before the Application for a Revised Certificate of Authorization of authorization is submitted to the Executive Director.
4. Original Certificate of Status of the Corporation issued by the Ministry of Government Services not more than 30 days before the Application for a Revised Certificate of Authorization is submitted to the Executive Director, which indicates that the Corporation is active.
5. Certified copy of every Certificate of the Corporation (*must be issued by the Ministry of Government Services*) that has been endorsed under the *Business Corporations Act (Ontario)* since the corporation's most recent application for a certificate of authorization or for renewal of its certification of authorization.
6. Undertaking in Part C to be completed by each **NEW** Director of the Corporation.
7. Undertaking in Part D to be completed by each **NEW** Shareholder of the Corporation (excluding Director(s) who have completed Part C).



# Application for a Revised Certificate of Authorization for a Health Profession Corporation

ONTARIO CORPORATION NO. ISSUED BY MINISTRY

**1a) NAME OF HEALTH PROFESSION CORPORATION**

**Note:** The name of the Corporation must comply with the requirements of s.1 of Ontario Regulation 39/02 of the *Regulated Health Professions Act, 1991*.

**1b) CERTIFICATE OF AUTHORIZATION NUMBER**

**1c) PREVIOUS NAME OF HEALTH PROFESSIONS CORPORATION**

**2) BUSINESS ADDRESS OF HEALTH PROFESSION CORPORATION**

STREET		SUITE
CITY	PROVINCE	POSTAL CODE
TEL	FAX	E-MAIL (optional)

**3) NAME(S) OF SHAREHOLDER(S) AS OF THE DAY THE APPLICATION IS SUBMITTED (must be a member of the College) AND HIS/HER BUSINESS ADDRESS, BUSINESS TELEPHONE NUMBER AND REGISTRATION NUMBER WITH THE COLLEGE AS OF THAT DAY.**

		College Registration #
Last Name	Given Names (underline one commonly used)	
Business Address (Street)	Suite	
City	Province	Postal Code
Telephone	Fax	E-Mail
Director <input type="checkbox"/>	Officer <input type="checkbox"/>	Provide Title of Office

		College Registration #
Last Name	Given Names (underline one commonly used)	
Business Address (Street)	Suite	
City	Province	Postal Code
Telephone	Fax	E-Mail
Director <input type="checkbox"/>	Officer <input type="checkbox"/>	Provide Title of Office

		College Registration #
Last Name	Given Names (underline one commonly used)	
Business Address (Street)	Suite	
City	Province	Postal Code
Telephone	Fax	E-Mail
Director <input type="checkbox"/>	Officer <input type="checkbox"/>	Provide Title of Office

(Attach additional pages appropriately labelled, if necessary.)

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

Last Name \_\_\_\_\_ Given Names (underline one commonly used) \_\_\_\_\_

Business Address (Street) \_\_\_\_\_ Suite \_\_\_\_\_

City \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_ E-Mail \_\_\_\_\_

Director  Officer  Provide Title of Office \_\_\_\_\_

**4) NAME(S) OF INDIVIDUAL(S) (must be a member of the College) WHO WILL PRACTISE ON BEHALF OF THE CORPORATION, INCLUDING ALL SHAREHOLDERS AND NURSING EMPLOYEES OF THE CORPORATION, AS OF THE DAY THE APPLICATION WAS SUBMITTED.**

COLLEGE REGISTRATION #	FULL NAME

**5) THE CORPORATION PRACTISES AND/OR CARRIES ON BUSINESS IN THE FOLLOWING LOCATION(S):**

Street \_\_\_\_\_ Suite \_\_\_\_\_

City \_\_\_\_\_ Postal Code \_\_\_\_\_ Business Phone \_\_\_\_\_

Street \_\_\_\_\_ Suite \_\_\_\_\_

City \_\_\_\_\_ Postal Code \_\_\_\_\_ Business Phone \_\_\_\_\_

Street \_\_\_\_\_ Suite \_\_\_\_\_

City \_\_\_\_\_ Postal Code \_\_\_\_\_ Business Phone \_\_\_\_\_

Street \_\_\_\_\_ Suite \_\_\_\_\_

City \_\_\_\_\_ Postal Code \_\_\_\_\_ Business Phone \_\_\_\_\_

Street \_\_\_\_\_ Suite \_\_\_\_\_

City \_\_\_\_\_ Postal Code \_\_\_\_\_ Business Phone \_\_\_\_\_

Street \_\_\_\_\_ Suite \_\_\_\_\_

City \_\_\_\_\_ Postal Code \_\_\_\_\_ Business Phone \_\_\_\_\_

Street \_\_\_\_\_ Suite \_\_\_\_\_

City \_\_\_\_\_ Postal Code \_\_\_\_\_ Business Phone \_\_\_\_\_



# PART B

## TO BE EXECUTED BY A **DIRECTOR** ONLY

### Statutory Declaration

I, \_\_\_\_\_, a director of \_\_\_\_\_,

[Insert Full Name of Nurse]

[Insert Full Name of Health Profession Corporation ("Corporation")]

do hereby solemnly certify that the following statements are true:

1. I am a member of the College of Nurses of Ontario holding Certificate of Registration No. \_\_\_\_\_, and Certificate of Authorization No. \_\_\_\_\_.
2. I am a director of the Corporation and have the authority to apply for a revision of the Certificate of Authorization.
3. The Corporation is in compliance with section 3.2<sup>1</sup> of the *Business Corporations Act (Ontario)* as of the date this Statutory Declaration is executed.
4. The Corporation does not plan to carry on, and will not carry on, any business that is not the practice of nursing or an activity related or ancillary to the practice of that profession.
5. 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 Revised Certificate of Authorization that accompanies this Statutory Declaration.
6. The information contained in the Application for a Revised Certificate of Authorization that accompanies this Statutory Declaration is complete and accurate as of the day this Statutory Declaration is declared.

Declared before me in the City of \_\_\_\_\_ in the Province of \_\_\_\_\_

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

\_\_\_\_\_  
A Commissioner of Oaths/Notary Public, etc.

\_\_\_\_\_  
(Signature of Declarant)

<sup>1</sup>Section 3.2 of the Business Corporations Act (Ontario), reads as follows:

#### 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 bylaws 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. 2000, c. 42, Sched., s. 2.

## PART C

### TO BE EXECUTED BY EACH **NEW DIRECTOR ONLY**

#### Undertaking

Each new Director of the Health Profession Corporation to execute a separate Undertaking.

I, \_\_\_\_\_, a member of College of Nurses of Ontario  
Name of Director

(“College”) and a shareholder of \_\_\_\_\_ UNDERTAKE TO  
Name of Corporation (“Corporation”)  
THE COLLEGE AS FOLLOWS:

1. I accept professional responsibility for any act or omission of the Corporation that would be professional misconduct if such act or omission had been committed or omitted by a member of the College.
2. I will ensure that the Corporation does not do or cause to be done, or omit or cause to be omitted, anything that would be professional misconduct if done or omitted to be done by a member of the College.
3. I will ensure that the Corporation does not engage in the practice of nursing, or any activity related or ancillary to the practice of that profession, unless it maintains a valid Certificate of Authorization issued by the College.
4. I will ensure that the Corporation does not practise under any name other than the name of the Corporation, a practice name previously approved by the College for use by a shareholder of the Corporation or a name permitted by Regulation.
5. I will ensure that the Corporation complies with the *Regulated Health Professions Act, 1991*, the *Nursing Act, 1991*, the regulations made under those Acts, and the bylaws of the College.
6. I will ensure that the College is notified immediately of any change in shareholders of the Corporation and that any future shareholder of the Corporation execute and file with the College, within ten (10) days of becoming a shareholder of the Corporation, an Undertaking in a form approved by the College.
7. I will ensure that the College is notified of any changes to practice locations of the Corporation as soon as they occur.
8. I will ensure that the College is notified within ten (10) days if I cease to be a director of the Corporation.
9. I acknowledge that a breach of this Undertaking may result in referral of specified 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.
10. I acknowledge having been advised to obtain independent legal advice prior to signing this Undertaking.

\_\_\_\_\_  
Signature of Director

\_\_\_\_\_  
Signature of Witness

\_\_\_\_\_  
Name of Director (please print)

\_\_\_\_\_  
Name of Witness (please print)

\_\_\_\_\_  
Date

# PART D

## TO BE EXECUTED BY EACH **NEW** SHAREHOLDER ONLY

### Undertaking

Each new Shareholder of the Health Profession Corporation is required to execute this Undertaking.

I, \_\_\_\_\_, a member of College of Nurses of Ontario  
Name of Shareholder

(“College”) and a shareholder of \_\_\_\_\_ UNDERTAKE TO  
Name of Corporation (“Corporation”) THE COLLEGE AS FOLLOWS:

1. I accept professional responsibility for any act or omission of the Corporation that would be professional misconduct if such an act or omission had been committed or omitted by a member of the College.
2. I will ensure that the Professional Corporation does not do, or omit to do, anything that would be professional misconduct if done, or omitted to be done, by me.
3. I will ensure that the College is notified within ten (10) days if I cease to be a shareholder of the corporation.
4. I acknowledge that a breach of this Undertaking may result in referral of specified 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.
5. I acknowledge having been advised to obtain independent legal advice prior to signing this Undertaking.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Witness

\_\_\_\_\_  
Name of Shareholder (please print)

\_\_\_\_\_  
Name of Witness (please print)

\_\_\_\_\_  
Date



**COLLEGE OF NURSES  
OF ONTARIO**  
**ORDRE DES INFIRMIÈRES  
ET INFIRMIERS DE L'ONTARIO**

THE STANDARD OF CARE.

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