



## College of Denturists of Ontario

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

Under the *Regulated Health Professions Act, 1991* (the “RHPA”) (including regulations), the *Health Professions Procedural Code* and the *Business Corporations Act* (the “BCA”), denturists are permitted to incorporate for the purpose of practising denturism, providing they obtain Certificates of Authorization from the College of Denturists of Ontario (the “College”).<sup>1</sup> The new provisions outline the conditions and requirements that must be met in order to obtain a Certificate of Authorization from the 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 College, 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 denturism governed by the College and activities related to or ancillary to the practice of denturism.
- ❖ 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 under the Act or by-laws governing denturism.

In order to obtain an initial<sup>2</sup> 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.

**NOTE:** The College is unable to provide any accounting or legal advice on the question of whether denturists should incorporate. For advice in the regards, the College recommends denturists consult their accountant or lawyer.

#### GUIDE TO THE APPLICATION FORM

##### 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 must also include the denturist shareholders’ given name, one or more of the denturist shareholders’ initials or a combination of his or her given name and initials, i.e. John Doe Denturist Professional Corporation, J. Doe and P. Smith Denturists Professional Corporation, or Jane Doe Denture Clinic Professional Corporation.

<sup>1</sup> Ontario Regulation 264/14 under the *Regulated Health Professions Act, 1991* “Certificates of Authorization”.

<sup>2</sup> For annual renewal of certificate of authorization see section on Renewals in this Guide

- ❖ The corporate name must indicate the health profession practised, in this case denturism, 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>3</sup>
- ❖ The corporate name must not violate the provisions of any other Act.

### **Practice Name**

If the practice name (clinic name) is different from the corporate name, provide the name under which the corporation practices.

### **Business Address of the Corporation**

This must be the actual corporate address of the corporation and not the address of the corporation's legal counsel, or a virtual address.

## **SECTION B: COMPLETION OF APPLICATION**

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

1. The denturist 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 as a denturist 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:
  - ❖ A completed, dated and signed Undertaking (Section C) by all shareholders of the corporation.
  - ❖ A Declaration (Section D) by a director of the corporation signed not more than 15 days before the application is submitted to the College. An expired or incomplete declaration cannot be accepted.
  - ❖ A copy of a Corporation Profile Report, issued by the Ministry of Government and Consumer Services or by a service provider with the Ministry of Government and Consumer Services, that is dated not more than 30 days before the application is submitted to the Registrar, that indicates that the corporation is active. An expired corporation profile report cannot be accepted.
  - ❖ A copy of the Certificate of Incorporation, and if applicable, a copy of every other certificate of incorporation that has been endorsed under the *Business Corporations Act* as of the day the application is submitted. The latter is required **ONLY** if the corporation has made any changes; e.g. articles of amendment to change the corporation's name, amended its articles, etc..
  - ❖ The fee for the initial Certificate of Authorization in the amount of \$1,130.00 (includes HST).

## **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: DECLARATION**

The declaration of a director of the corporation signed not more than 15 days before the application is submitted to the Registrar. An expired or incomplete declaration cannot be accepted.

## **RENEWAL**

The Certificate of Authorization must be renewed annually on or before April 15<sup>th</sup> of each year. Notice to renew the Certificate of Authorization will be sent by mail and is to be completed online.

## **FEES**

As per the College By-Laws, the fee for an initial Certificate of Authorization is \$1,130.00 (includes HST) and the fee

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<sup>3</sup> O. Reg 264/14

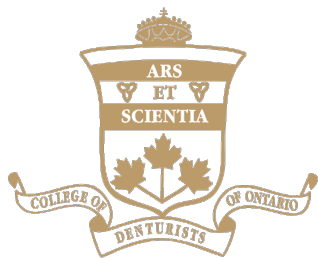
for the annual renewal of a Certificate of Authorization is \$395.50 (includes HST).

### **SUBMISSION OF THE APPLICATION**

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

College of Denturists of Ontario  
180 Bloor Street West, Suite 903  
Toronto, ON M5S 2V6  
Attn: Professional Corporation

Please ensure that the application is complete before submitting. Incomplete applications will be returned. Processing time can take several weeks, but the Certificate of Authorization will be dated and take effect from the date the College receives the completed application. The certificate of authorization will be mailed to the corporation's registered office address, unless the corporation instructs otherwise.



## COLLEGE OF DENTURISTS OF ONTARIO

180 Bloor Street West, Suite 903

Toronto, ON M5S 2V6

Tel: 416-925-6331 | Toll Free: 1-888-236-4326 | Facsimile: 416-925-6332

E-mail: [info@denturists-cdo.com](mailto:info@denturists-cdo.com)

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

#### SECTION A

Date of Application  
Submission:

Corporation #:

Corporate Name:

N.B.: The name of the corporation must comply with the requirements of Section 1 of the Ontario Regulation 39/02 - see Certificate of Authorization for a Professional Corporation Policy

Practice Name:

Corporate Address:

City:

Province:

Postal Code:

Country:

Phone:

Fax:

E-mail:

#### SECTION B

Member's Full Name:

College

Registration #:

I, the above mentioned member of the College of Denturists 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 Denturists 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 of the corporation profile report was issued (must be within previous 30 days of the date of the 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:

##### Shareholder A Information:

Member's Full Name:

College  
Registration #:

Business Address:

Business Phone:

E-mail:

##### Shareholder B Information:

Member's Full Name:

College  
Registration #:

Business Address:

Business Phone:

E-mail:

##### Shareholder C Information:

Member's Full Name:

College  
Registration #:

Business Address:

Business Phone:

E-mail:

**5. Directors and Officers:** The names of all the directors and officers of the corporation as of the date of submission of this application are:

Note: all directors and officers must be shareholders of the corporation.

Information of Director/Officer A:

Member's Full Name  
(as above):

Check if:	Director	If Officer,
Director or Officer	Officer	Title of Officer:

Information of Director/Officer B:

Member's Full Name  
(as above):

Check if:	Director	If Officer,
Director or Officer:	Officer	Title of Officer:

Information of Director/Officer C:

Member's Full Name  
(as above):

Check if:	Director	If Officer,
Director or Officer:	Officer	Title of Officer:

**6. Practice Location(s):** 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.

Practice Address:	Business Phone:
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Practice Address:	Business Phone:
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Practice Address:	Business Phone:
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**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 practise of the profession (see section 2.(1) 6ii) of Ontario Regulation 264/14).

List in full any  
ancillary activities  
permitted under the  
corporation's articles  
of incorporation:

**8. Member's Practising:** Members of the College of Denturists of Ontario that will practise the profession through the corporation, including shareholders and employees of the corporation are:

Member's Full Name:	College Registration #:
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Member's Full Name:	College Registration #:
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Member's Full Name:	College Registration #:
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Member's Full Name:	College Registration #:
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Member's Full Name:	College Registration #:
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**9. Supporting Documentation:** The application includes the following documents:

A completed, dated and signed application (Section A and Section B) for a Certificate of Authorization for a Professional Corporation and completed, dated and signed Undertaking (Section C) by all shareholders of the corporation.

A Declaration (Section D) by a director of the corporation signed not more than 15 days before the application is submitted to the College.

A copy of a Corporation Profile Report, issued by the Ministry of Government and Consumer Services or by a service provider with the Ministry of Government and Consumer Services, that is dated not more than 30 days before this application is submitted to the College, that indicates that the corporation is active.

A copy of the Certificate of Incorporation, and if applicable, a copy of every other certificate of incorporation that has been endorsed under the *Business Corporations Act* as of the day the application has been submitted. The latter is required ONLY if the corporation has made any changes; e.g. articles of amendment to change the corporation's name, amended its articles etc.

The fee for the initial Certificate of Authorization in the amount of \$1,130.00 (includes HST) payable to the College of Denturists of Ontario.

**10. 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 Name

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

\_\_\_\_\_  
Applicant's Signature

\_\_\_\_\_  
Date Signed

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***OFFICE USE ONLY***



Application is approved.



Application is denied.

Reasons denied: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Registrar's Signature

\_\_\_\_\_  
Date Signed



## SECTION C

### UNDERTAKING FOR PROFESSIONAL CORPORATIONS

(Each shareholder of the corporation must sign this form)

I, \_\_\_\_\_, holding College of Denturists of Ontario  
registration number \_\_\_\_\_ of \_\_\_\_\_  
Professional Corporation

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 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, 1991* and its regulations, the *Health Professions Procedural Code*, the *Denturism Act, 1991* 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 of Denturists of Ontario 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 will ensure that this Certificate of Authorization is renewed annually on or before April 15 of each year in accordance with the College of Denturists of Ontario guidelines, policies and by-laws.

\_\_\_\_\_  
Applicant's Name

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

\_\_\_\_\_  
Applicant's Signature

\_\_\_\_\_  
Date Signed

## SECTION D

### \*\*\*\*\*DECLARATION<sup>1</sup>

I, \_\_\_\_\_, holding College of Denturists of Ontario  
registration number \_\_\_\_\_ and director of \_\_\_\_\_,  
Professional Corporation  
and do hereby certify the following:

1. that the corporation is in compliance with section 3.2 of the *Business Corporations Act* as of the date this declaration is signed,
2. that the corporation does not carry on, and does 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 practise of that profession,
3. 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, and
4. that the information contained in the application for a Certificate of Authorization is complete and accurate as of the day this declaration is executed.

\_\_\_\_\_  
Name of Director

\_\_\_\_\_  
Date MM/DD/YYYY

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

**IMPORTANT:** Please ensure Declaration is received by the College no more than 15 days from the date of the Director's signature.

<sup>1</sup> Under S.6 of Ontario Regulation 264/14, an application for a Certificate of Authorization is to be accompanied by a declaration containing the information as set out in this declaration.

## CHECK LIST FOR A CERTIFICATE OF AUTHORIZATION

### Supporting Documentation

Completed and signed application (Section A and Section B) for a Certificate of Authorization for a Professional Corporation, completed and signed Undertaking (Section C) by all shareholders of the corporation, and completed and signed Declaration (Section D) by a director of the corporation. The Declaration cannot be signed more than 15 days before the application is submitted to the Registrar.

A Corporation Profile Report, issued by the Ministry of Government and Consumer Services or by a service provider of the Ministry of Government and Consumer Services, that is dated not more than 30 before this application is submitted to the College, that indicates the corporation is active.

A Certificate of Incorporation, and if applicable, a copy of every other Certificate of Incorporation that has been endorsed under the *Business Corporations Act* as of the day the application is submitted.

"

### Fee

The fee for the initial application for a Certificate of Authorization in the amount of \$1,130.00 (includes HST) payable to the College of Denturists of Ontario.

"

### Shareholders

All of the issued and outstanding shares of the corporation are legally and beneficially owned, directly or indirectly, by one or more members of the same profession, who hold a certificate of registration from the College of Denturists of Ontario.

"

### Activities of the Corporation

All officers and directors of the corporation must be shareholders of the corporation.

Articles of the corporation will only carry on the business of the profession governed by the College of Denturists of Ontario and activities related to or ancillary to the practise of the profession.

"

### Corporation Name

The corporation shall not have a number name and the corporate name indicates the health profession practised by the shareholders/denturist and 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.

"

### Practice Name

If the practice name (clinic name) is different from the corporate name, provide the name under which the corporation practises.

"

### Corporate Address

The corporate address of the corporation is the actual address and is not the address of the corporation's legal counsel, or a virtual address.

"

### Renewal

The Certificate of Authorization must be renewed each year on April 15. Notice will be sent to each corporation when the time to renew has arrived. The renewal fee for the 2013-2014 period for a Certificate of Authorization is \$395.50 (includes HST).

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### OFFICE USE ONLY

Staff Reviewing Application: \_\_\_\_\_

\_\_\_\_\_  
Signature of Reviewer

\_\_\_\_\_  
Date Signed