

A) APPLICATION TYPE

This application is for (please check one):

Initial issuance of Certificate of Authorization:

Annual renewal of Certificate of Authorization:

Certificate of Authorization no.:

B) APPLICANT INFORMATION

This section of the application collects information about the individual member filling out this application on behalf of the corporation. The member must be a shareholder and director of the corporation.

Full legal name:

CRPO Registration No.:

Business address:

City:

Province:

Postal Code:

Country:

Email address:

Business phone no.:

Alternate daytime phone no.:

Fax no.:

C) CORPORATION INFORMATION

Corporation legal name:

(Note: The name of the corporation must comply with the requirements of section 3.2 of the Ontario Business Corporations Act and section 1 of Ontario Regulation 39/02, Certificates of Authorization – see Appendix)

Operating names of the corporation (other names under which the corporation carries on activities):

Corporation address (actual address, cannot be corporation legal counsel's address):

City:

Province:

Postal Code:

Country:

Phone no.:

Fax no.:

Corporation email address:

Would you like the corporation's email address to be posted on the College's public register? Yes No

Enter the address and telephone number for all other locations, if any, where the corporation provides professional services. Do not include the residences of clients.

Address (including city, province, postal code)	Phone no.

D) SHAREHOLDERS OF THE CORPORATION

Enter the name, CRPO registration number and address of each shareholder of the corporation. All shareholders must be CRPO members. Attach a separate sheet if there is insufficient space.

Full legal name	CRPO registration no.	Address

E) CORPORATE DIRECTORS AND OFFICERS

Enter the name of each director and officer of the corporation and his or her title(s) of office. Attach a separate sheet if there is insufficient space below.

Full legal name	Title(s) of office

F) PROFESSIONAL ACTIVITIES

Provide a brief description of the professional activities to be carried out by the corporation. Include areas of practice and categories of clients seen (e.g. children, clients presenting anxiety).

Note: The corporation cannot carry on, and cannot plan to carry on, any business that is not the practice of psychotherapy or activities related to or ancillary to the practice of psychotherapy. List in full any ancillary activities permitted under the corporation's articles of incorporation. Attach a separate sheet if there is insufficient space below.

G) DECLARATION

The individual submitting this application for a Certificate of Authorization for a psychotherapy professional corporation must complete this declaration, sign and date it.

I, _____ declare:
(full legal name)

- i. that the corporation is in compliance with section 3.2 of the Business Corporations Act, including the regulations made under that section, 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 I am required to submit as part of this application, and
 - iv. that the information contained in the application is complete and accurate as of the day this declaration is signed,
- and I make this declaration believing it to be true and knowing that there are penalties for making a false declaration.

Signature of Declarant:

Date:

H) UNDERTAKING FOR PROFESSIONAL CORPORATIONS

Each shareholder of the corporation must sign this form. Print as many copies of this form as there are shareholders.

I, _____, am a shareholder of
(full legal name of shareholder)

_____, and do undertake as follows:
(legal name of corporation)

1. I will ensure that, in the course of practising the profession, the corporation does not do anything that would be professional misconduct if done or failed to be done by me.
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*.
3. I will ensure that the corporation complies with the *Regulated Health Professions Act* and its regulations, the Health Professions Procedural Code, The *Psychotherapy Act* and its regulations, and by-laws of the College.
4. 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.
5. 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.
6. 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.

Signature of shareholder:

Date:

CRPO Registration no.:

I) APPLICATION CHECKLIST

Complete the following checklist after ensuring that the required information is attached:

1. This application form, completed. **Fill in form electronically. Submit one copy along with required attachments, preferably by email.**

Email electronic copy to: info@crpo.ca

If submitting by mail or fax, send materials to:

College of Registered Psychotherapists of Ontario
375 University Avenue, Suite 803
Toronto, ON M5G 2J5
Fax: 416-639-2168

2. Initial fee of \$705.12 (\$624 + \$81.12 HST) or renewal fee of \$470.08 (\$416 + \$54.08 HST).¹ Once your application is received you will be issued an invoice under the "Invoices" tab of your CRPO account. Please remit payment via the bank-to-bank method outlined in the instructions on your account. Payment is required in full before your application will be approved.
3. Corporate profile report issued by the Ministry of Government and Consumer Services or by a service provider which is under contract with the Ministry of Government and Consumer Services, that is dated not more than 30 days before submitting this application to the College. The corporate profile report must indicate that the corporation is active.
4. (For initial applications only), copy of the certificate of incorporation of the corporation.
5. (For initial applications only), copy of every certificate of the corporation that has been endorsed under the *Business Corporations Act* as of the day this application is submitted (if applicable).
6. (For renewal only), copy of every certificate of the corporation that has been endorsed under the *Business Corporation Act* since the corporation's most recent application for a Certificate of Authorization or for renewal of its Certificate of Authorization (if applicable).
7. Declaration signed by the individual submitting the application (Section G – Declaration)
8. Undertaking signed by each shareholder (Section H – Undertaking for Professional Corporations)

¹ The initial fee consists of an application fee of \$104 and a \$520 fee for the issuance of a Certificate of Authorization. The \$104 application fee is non-refundable once CRPO begins reviewing the application, and the \$520 fee for the issuance of a Certificate of Authorization is non-refundable following approval of the application. The \$416 fee for renewal of a Certificate of Authorization is non-refundable. Fees are subject to HST.

K) APPLICANT SIGNATURE

By submitting this application, I authorize the College to verify information included in this application and attached documents, and to request additional information relating to this application, including from third parties. I understand that a false or misleading statement may result in refusal to issue a Certificate of Authorization, revocation of a Certificate of Authorization and/or a referral to the discipline process.

I understand that some information collected through this application will be made available on the College's Public Register in accordance with the *Regulated Health Professions Act* and the College's by-laws.

Signature of Declarant:

Date:

OFFICE USE ONLY

Application approved

Certificate Issue Date:

Application denied

New Certificate No.:

Reasons denied:

L) APPENDIX: RELEVANT LEGISLATION**Section 3.2 of the Ontario *Business Corporations Act*:****Application of Act to professional corporations**

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 but subject to subsection (6), 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 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).

Deemed compliance

(2.1) A professional corporation that has a name that includes the words "société professionnelle" shall be deemed to have complied with the requirements of subsection 10 (1). 2004, c. 19, s. 3 (1).

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) Subject to subsection (6), 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; 2005, c. 28, Sched. B, s. 1 (2).

Special rules, health profession corporations

(6) The Lieutenant Governor in Council may make regulations,

- (a) exempting classes of health profession corporations, as defined in section 1 (1) of the *Regulated Health Professions Act, 1991*, from the application of subsections (1) and (5) and such other provisions of this Act and the regulations as may be specified and prescribing terms and conditions that apply with respect to the health profession corporations in lieu of the provisions from which they are exempted;
- (b) exempting classes of the shareholders of those health profession corporations from the application of subsections 3.4 (2), (4) and (6) and such other provisions of this Act and the regulations as may be specified and prescribing rules that apply with respect to the shareholders in lieu of the provisions from which they are exempted;
- (c) exempting directors and officers of those health profession corporations from the application of such provisions of this Act and the regulations as may be specified and prescribing rules that apply with respect to the directors and officers in lieu of the provisions from which they are exempted. 2005, c. 28, Sched. B, s. 1 (3).

ONTARIO REGULATION 39/02
CERTIFICATES OF AUTHORIZATION

Last amendment: O. Reg. 264/14.

Definitions

0.1 In this Regulation,

“child”, in relation to a shareholder, includes a person whom the shareholder has demonstrated a settled intention to treat as a child of his or her family, except under an arrangement where the child is placed for valuable consideration in a foster home by a person having lawful custody;

“family member” means, in relation to a shareholder, the shareholder’s spouse, child or parent;

“parent”, in relation to a shareholder, includes a person who has demonstrated a settled intention to treat the shareholder as a child of his or her family, except under an arrangement where the child is placed for valuable consideration in a foster home by a person having lawful custody;

“spouse” means, in relation to a shareholder, a person to whom the shareholder is married or with whom the shareholder is living in a conjugal relationship outside marriage;

“voting dentist shareholder” means, in relation to a corporation, a member of the Royal College of Dental Surgeons of Ontario who owns voting shares of the corporation;

“voting physician shareholder” means, in relation to a corporation, a member of the College of Physicians and Surgeons of Ontario who owns voting shares of the corporation. O. Reg. 666/05, s. 1; O. Reg. 264/14, 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.
 2. In the case of a certificate of authorization issued by a College other than the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, 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 issuing College.
 - 2.1 In the case of a certificate of authorization issued by the College of Physicians and Surgeons of Ontario, each issued and outstanding voting share of the corporation is legally and beneficially owned, directly or indirectly, by a member of the College and each issued and outstanding non-voting share of the corporation is owned in one of the following ways:
 - i. It is legally and beneficially owned, directly or indirectly, by a member of the College.
 - ii. It is legally and beneficially owned, directly or indirectly, by a family member of a voting physician shareholder.
 - iii. It is owned legally by one or more individuals, as trustees, in trust for one or more children of a voting physician shareholder who are minors, as beneficiaries.
 - 2.2 In the case of a certificate of authorization issued by the Royal College of Dental Surgeons of Ontario, each issued and outstanding voting share of the corporation is legally and beneficially owned, directly or indirectly, by a member of the College and each issued and outstanding non-voting share of the corporation is owned in one of the following ways:
 - i. It is legally and beneficially owned, directly or indirectly, by a member of the College.
 - ii. It is legally and beneficially owned, directly or indirectly, by a family member of a voting dentist shareholder.
 - iii. It is owned legally by one or more individuals, as trustees, in trust for one or more children of a voting dentist shareholder who are minors, as beneficiaries.
 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).

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 copy of a corporation profile report, issued by the Ministry of Government and Consumer Services or by a service provider which is under contract with the Ministry of Government and Consumer Services, that is dated not more than 30 days before the application is submitted to the Registrar and that indicates that the corporation is active.
4. A copy of the certificate of incorporation of the corporation.
5. A 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 declaration of a director of the corporation, signed not more than 15 days before the application is submitted to the Registrar, stating,
 - i. that the corporation is in compliance with section 3.2 of the *Business Corporations Act*, including the regulations made under that section, as of the date the 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 referred to in paragraph 3, and
 - iv. that the information contained in the application is complete and accurate as of the day the declaration is signed.
6. In the case of an application submitted to the Registrar of either the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, the name of each person who is both a voting shareholder and a member of the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, as the case may be, 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.
7. In the case of an application submitted to any College other than the Colleges referred to in paragraph 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. 264/14, s. 2.

(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 of change of name or articles

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).

Declaration upon shareholder changes

- 4.1 At the time that a corporation holding a certificate of authorization issued by the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario notifies the Registrar under section 85.9 of the Code of a change in the shareholders of the corporation, the corporation shall also give the Registrar the declaration of a director of the corporation, signed after the change of shareholders, stating that the corporation is in compliance with section 3.2 of the *Business Corporations Act*, including the regulations made under that section, as of the date the declaration is signed. O. Reg. 264/14, s. 3.

Annual renewal

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 copy of a corporation profile report issued by the Ministry of Government and Consumer Services or by a service provider which is under contract with the Ministry of Government and Consumer Services that is dated not more than 30 days before the application for renewal is submitted to the Registrar and that indicates that the corporation is active.
 4. A 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 declaration of a director of the corporation, signed not more than 15 days before the application for renewal is submitted to the Registrar, stating,
 - i. that the corporation is in compliance with section 3.2 of the *Business Corporations Act*, including the regulations made under that section, as of the date the 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 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 declaration is signed.
 6. In the case of an application for renewal submitted to the Registrar of either the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, the name of each person who is both a voting shareholder and a member of the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, as the case may be, 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.
 7. In the case of an application for renewal submitted to any College other than the Colleges referred to in paragraph 6, 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 officers of the corporation as of the day the application for renewal is submitted.
9. The address of the premises at which the corporation carries on activities as of the day the application for renewal is submitted. O. Reg. 264/14, s. 4.

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.
 6. In the case of a corporation that holds a certificate of authorization issued by the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, the corporation fails to give the Registrar a declaration in accordance with section 4.1. O. Reg. 39/02, s. 6 (1); O. Reg. 666/05, s. 6; O. Reg. 264/14, s. 5.

(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.

CRPO By-law 22. Professional Corporations

22.01 - Fees

1. The fee for the application for a certificate of authorization, including on any reinstatement of a certificate of authorization, for a professional corporation is \$104 +HST.
2. The fee for the issuance of a certificate of authorization is \$520 +HST.
3. The fee for the annual renewal of a certificate of authorization is \$416 +HST.
4. 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 \$52 +HST 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 30 days of the notice being sent.
5. The fee for the issuing of a document or certificate respecting a professional corporation, other than the original certificate of authorization and the original annual renewal of the certificate of authorization, is \$50 +HST.

22.02 - Duty to Provide Information

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 30 days and upon any change in the information within 30 days of the change:

- (a) the name of the professional corporation as registered with the Ministry of Government Services;

- (b) any business names used by the professional corporation;
- (c) the name, as set out in the register, and registration number of each shareholder of the professional corporation;
- (d) 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;
- (e) the principal practice address, telephone number, facsimile number and email address of the professional corporation;
- (f) 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

a brief description of the professional activities of the professional corporation including areas of practice and categories of clients seen.