



College of
Medical Radiation
Technologists of
Ontario

Ordre des
technologues en
radiation médicale
de l'Ontario

Health Profession Corporations

*Information and application for
certificate of authorization for a
health profession corporation by
members of the College of Medical
Radiation Technologists of Ontario*

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Date: June 4, 2010

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APPLICATION GUIDE

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), the *Health Professions Procedural Code* and the Ontario [Business Corporations Act](#) (BCA), and a regulation made under the RHPA¹, 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. The new provisions outline the conditions and requirements that must be met in order to obtain a Certificate of Authorization from a health profession 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 made under the RHPA.

In order to obtain an initial² 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 5 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 Ontario *Business Corporations Act* and the regulation as follows:

- the corporation shall not have a number name;

¹ Ontario Regulation 39/02 under the *Regulated Health Professions Act*.

² For annual renewal of Certificate of Authorization see section on Renewal in this Guide.

- 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 who are members of the College, 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 to be practised by members of the College through the corporation;
- the corporate name must not include any information other than that permitted or required under the Ontario *Business Corporations Act* or the regulation as outlined above;³
- the corporate name must not violate the provisions of any other Act.

Practice Name

If the business or practice name is different from the **corporate** name, provide the name under which the corporation proposes to practise.

Business Address of the Corporation

This must be the actual business 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. All of the issued and outstanding shares of the corporation must be legally and beneficially owned by a person or persons who 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 fee to apply for the Certificate of Authorization of \$ 565.00 (\$500.00 fee; \$65.00 HST);⁴

³ O. Reg 39/02, sections 1 (2) to (5).

⁴ The application fee of \$565.00 is non-refundable. The fee may be paid by cheque or money order payable to the College of Medical Radiation Technologists of Ontario.

- ❑ An original Certificate of Status of the corporation issued by 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 notarial copy of the Certificate of Incorporation of the corporation (including the articles of incorporation);
- ❑ A notarial copy of every certificate of the corporation that has been endorsed under the Ontario *Business Corporations Act* as of the day the application is submitted (if applicable);
- ❑ The statutory declaration of a director of the corporation executed not more than 15 days before the application is submitted;
- ❑ An Undertaking dated and signed by each shareholder of the corporation;
- ❑ An Undertaking dated and signed by each director of the corporation.

SECTION C – UNDERTAKING OF SHAREHOLDER

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 all of the issued and outstanding shares of the corporation must be legally and beneficially owned by a person or persons who hold a current certificate of registration issued by the College.

SECTION D – UNDERTAKING OF DIRECTOR

Each director 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 director must be listed in the application and must be a shareholder of the corporation.

SECTION E - 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 Medical Radiation Technologists of Ontario, 375 University Avenue, Suite 300, Toronto, ON M5G 2J5. Application forms that are incomplete will be returned.

APPENDIX I

APPENDIX 1

Section 3.2 of the Ontario Business Corporations Act (current to January 1, 2006)

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 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).

APPENDIX II

APPENDIX II

ONTARIO REGULATION 39/02

made under the

Regulated Health Professions Act, 1991
(current to January 1, 2006)

CERTIFICATES OF AUTHORIZATION

Definitions

0.1 In this Regulation,

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

“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.

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. 665/05, 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 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*, including the regulations made under that section, 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, if the shareholder is a member of the College, 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); O. Reg. 666/05, s. 3.
- (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).

Duty to give Registrar declaration upon shareholder change

- 4.1 At that 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 statutory declaration of a director of the corporation, executed after the change of shareholders, certifying 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 statutory declaration is executed. O. Reg. 666/05, s.4.

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*, including the regulations made under that section, 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, if the shareholder is a member of the College, 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; O. Reg. 666/05, 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).
 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 statutory declaration in accordance with section 4.1. O. Reg. 39/02, s. 6 (1); O. Reg. 666/05, s.6.
- (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.

APPENDIX III

APPENDIX III

By-laws Related to Incorporation

[*CONSOLIDATION OF BY-LAW NO. 23*](#)

[*CONSOLIDATION OF BY-LAW NO. 28*](#)

APPLICATION FORM



College of
Medical Radiation
Technologists of
Ontario

Ordre des
technologues en
radiation médicale
de l'Ontario

375 University Avenue
Suite 300
Toronto, Ontario
M5G 2J5

tel (416) 975-4353
fax (416) 975-4355

1 (800) 563-5847

Initial Application for a Certificate of Authorization for a Health Profession Corporation

Date of submission of application

Section A

Corporation name

Corporation #

(N.B. The name of the corporation must comply with the requirements of s.1 of Ontario 39/02 and section 3.2 of the Ontario *Business Corporations Act* – see Guide)

Business or practice name (if applicable)

Business address of corporation (If you provide a home address, please note that this information is available to the public)

City

Province

Postal code

(_____) _____
Telephone (include area code)

(_____) _____
Fax (include area code)

E-mail (optional)

Mailing address of corporation

Same as above

City

Province

Postal code

Section B

I, _____, a member of the College of Medical Radiation Technologists 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 Medical Radiation Technologists of Ontario and my certificate of registration is not currently suspended or revoked.
- 2) *Incorporation*: The corporation is incorporated under the Ontario *Business Corporations Act*.
- 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).
- 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	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 off if a Director	Check off if an Officer	Provide Title of Office if an Officer

- 6) *Practice 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 business address, as listed in Section A.

Address	Phone

- 7) *Professional Activities:* As indicated in the accompanying statutory declaration, the corporation cannot carry on, and cannot plan to carry on, any business that is not the practice of medical radiation technology or activities related to or ancillary to the practice of medical radiation technology (Regulation 39/02 subparagraph 6 (ii) of subsection 2 (1)). Please provide a brief description of the business and professional activities to be carried on by the corporation.

- 8) *Supporting Documentation:* The application is not complete without the following documents:

- Signed application form
- Fee of \$565.00 payable to College of Medical Radiation Technologists of Ontario
- Statutory declaration of a director of the corporation sworn before a commissioner, lawyer or notary public not more than 15 days before this application is submitted
- Original Certificate of Status from Ministry of Government Services issued not more than 30 days before this application is submitted, which indicates that the corporation is active
- Notarial copy of Certificate of Incorporation (including the articles of incorporation)
- Notarial copy of every certificate of the corporation that has been endorsed under the Ontario *Business Corporations Act* as of the date this application is submitted (if applicable)
- Undertaking to be signed by each shareholder of the corporation
- Undertaking to be signed by each director of the corporation

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.

Signature of director authorized to sign on behalf of the Corporation

Date

Print name

College Registration Number

For administration use only

Date of receipt of the application _____

Application is approved

Certificate number of the certificate of authorization _____

Date certificate issued _____

Application is denied

Reasons denied: _____

Signature of Registrar

Date

Section C

UNDERTAKING OF SHAREHOLDER FOR HEALTH PROFESSION CORPORATIONS

(Each Shareholder of the Corporation Must Sign this Form)

I, _____, a member of the
Name of Shareholder

College of Medical Radiation Technologists of Ontario (the "College") and a shareholder of

_____, undertake to the College as follows:
Name of Corporation (the "Corporation")

- (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, 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.
- (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 Ontario *Business Corporations Act* or a requirement established under subsection 3.2(6) of that Act.
- (4) I will ensure that the Corporation complies with the *Regulated Health Professions Act* and its regulations, the *Health Professions Procedural Code*, the [Medical Radiation Technology 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 of the College.
- (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 business or 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 a 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.
- (9) I acknowledge having been advised to obtain independent legal advice prior to signing this Undertaking.

Signature of shareholder

Date

Witness

Date

Name of shareholder (please print) _____

Section D

UNDERTAKING OF DIRECTOR FOR HEALTH PROFESSION CORPORATIONS

(Each Director of the Corporation Must Sign this Form)

I, _____, a member of the
Name of Director

College of Medical Radiation Technologists of Ontario (the "College") and a director of

_____, undertake to the College as follows:
Name of Corporation (the "Corporation")

- (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, 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.
- (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 Ontario *Business Corporations Act* or a requirement established under subsection 3.2(6) of that Act.
- (4) I will ensure that the Corporation complies with the *Regulated Health Professions Act* and its regulations, the *Health Professions Procedural Code*, the [Medical Radiation Technology Act](#) and its regulations, and by-laws of the College.
- (5) I will ensure that any person who is not currently a director of the corporation shall file a similar undertaking with the College as soon as he or she becomes a director.
- (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 of the College.
- (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 business or 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 a 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.
- (9) I acknowledge having been advised to obtain independent legal advice prior to signing this Undertaking.

Signature of director

Date

Witness

Date

Name of director (please print) _____

Section E

STATUTORY DECLARATION¹

I, _____, am a director of
Name of medical radiation technologist

_____, and do hereby solemnly declare the following:
Name of health profession corporation (the "Corporation")

(1) I certify that the following statements are true:

- i. I am a member of the College holding certificate of registration number _____,
- ii. I am a director of the Corporation and have the authority to apply for a certificate of authorization,
- iii. the Corporation is in compliance with section 3.2² of the Ontario *Business Corporations Act*, including the regulations made under that section, as of the date this statutory declaration is executed,
- iv. the Corporation does not carry on, and does not plan to carry on, any business that is not the practice of medical radiation technology or activities related to or ancillary to the practice of that profession,
- v. 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
- vi. 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 _____.

A Commissioner, etc.
Made pursuant to s. 41 of the *Canada Evidence Act*,
And s. 43 of the *Evidence Act*, of Ontario.
(Affix stamp, seal or business card)

Signature of Declarant

Print name

¹ Under para. 6 of subsection 2(1) of O.Reg. 38/02, an application for a certificate of authorization is to be accompanied by a statutory declaration containing the information as set out in this statutory declaration

² Please see Section 3.2 of the Ontario *Business Corporations Act* (current to January 1, 2006)

Section 3.2 of the Ontario Business Corporations Act (current to January 1, 2006) 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, 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).