



College of Homeopaths of Ontario Registration Policies

Title: Health Profession Corporation

Category: Class
Policy Type: Internal / External
Policy Number: REG AD 13
Status: Final Approval from Council
Revision: February 2, 2015

Note to Readers: In the event of any inconsistency between this document and the legislation that affects homeopathy practice, the legislation governs. The College has the power and authority to implement the applicable acts and regulations under the Regulated Health Professions Act, 1991. The factors outlined in this policy will be considered and every application will be reviewed on a case by case basis. If you have a question on how this policy affects your individual situation please contact the College directly.

It is important to note that College publications may be used by the College or other bodies in determining the interpretation of the provisions within the Homeopathy Act, 2007, its regulations and the College's Bylaws.

Applicable Categories of Registration (unless otherwise noted):

1. Registrant Full Certificate of Registration
2. Registrant Grandparented Certificate of Registration
3. Registrant Inactive Certificate of Registration

Applicable Regulation: College of Homeopaths Bylaw 22 – Professional Corporations, Ontario Regulation 39/02 (Certificates of Authorization Regulation to the *Regulated Health Professions Act, 1991*).

Policy

Registrants of the College of Homeopaths of Ontario who choose to form a health professional corporation must first incorporate with the Ministry of Government and Consumer Services¹ under the Ontario Business Corporations Act² before submitting an application to the College for a Certificate of Authorization. A homeopathy professional corporation must have a Certificate of Authorization issued by the College before the corporation may practice the profession of homeopathy.

Purpose and Principles(s)

Before applying for articles of incorporation, Registrants are advised to review the College's application package for a Certificate of Authorization, College Bylaws, and the Regulated Health Professions Act (RHPA)³ including the Health Professions Procedural Code (sections 85.8-85.14)⁴ and Regulation 39/02. Registrants are urged to ensure that they are in compliance with regulations governing the corporation name as this is strictly enforced.

¹ www.ontario.ca/serviceontario

² www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_90b16_e.htm

³ www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_91r18_e.htm#BK33

⁴ www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_91r18_e.htm#BK33

Annual Renewals

A Certificate of Authorization must be renewed annually on or before the anniversary of the certificate's date of issue. The College shall notify the director(s) of the homeopathy professional corporation requesting submission of the Renewal Form in advance of the renewal deadline. **The College assumes no responsibility for initiating application for renewal.** The College will provide the homeopathy professional corporation with at least thirty (30) days to respond.

If a corporation fails to comply with one or more of the requirements for renewal, the College will issue a notice proposing to revoke the corporation's Certificate of Authorization. Revocation will occur sixty (60) days from the date of the notice, if grounds for revocation still exist. Upon revocation, the corporation will cease to be a homeopathy professional corporation.

The Registrar may revoke a Certificate of Authorization if the corporation fails to notify the College of any changes made to the corporation within fifteen (15) days following the change.

The corporation must advise the College of the following changes:

- 1. Add\Remove Shareholder:** May prompt the Registrar to review the Certificate of Authorization.
- 2. Name Change:** A homeopathy professional corporation must apply for a Revised Certificate of Authorization to ensure that the corporation continues to be eligible to hold a Certificate of Authorization. The Registrar may issue a Revised Certificate of Authorization to a homeopathy professional corporation if the corporation changes its name after a Certificate of Authorization has been issued, provided the Registrar is satisfied the corporation has applied for a Revised Certificate of Authorization by completing an application in the form approved by the College, along with the relevant documentation and fee.
- 3. Amalgamation:** Upon amalgamation with another corporation, a homeopathy professional corporation ceases to exist as an entity separate from the newly amalgamated corporation, and its Certificate of Authorization is revoked, as it is no longer valid.

In the event of revocation, the amalgamated corporation must apply for and obtain a new Certificate of Authorization before it may practise as a homeopathy professional corporation. The amalgamated corporation must meet all of the eligibility conditions and requirements for issuance of a Certificate of Authorization.

The College is unable to provide any legal or accounting advice with regard to incorporation. The College recommends Registrants to consult a lawyer and/or an accountant.

Procedures

The College will issue a Certificate of Authorization if the following is provided by the Registrant:

1. A completed application.
2. The application fee.
3. A copy of the 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 thirty (30) days before the application is submitted to the Registrar, and that indicates 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 fifteen (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.
7. The name, business address, business telephone number and registration number of each Registrant who is a shareholder of the corporation as of the day the application is submitted.
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.

Definitions

Health Profession Corporation

Means a corporation incorporated under the *Business Corporations Act* that holds a valid Certificate of Authorization issued under the *Regulated Health Professions Act, 1991* or the *Health Professions Procedural Code*.

Related Policies, Standards, Guidelines and Regulations

Homeopathy Act, 2007, Ontario Regulation 18/14 Registration [Note: This regulation is not yet in force. It comes into force on the day named by proclamation by the Lieutenant Governor.]

Suspensions, failure to provide information

15. (1) If a member fails to provide the College with information about the member as required under the by-laws and within the time period set by the College,

(a) the Registrar may give the member notice of intention to suspend the member's certificate of registration; and

(b) the Registrar may suspend the member's certificate of registration if the member fails to provide the information within 30 days after the notice is given. O. Reg. 18/14, s. 15 (1).

(2) If the Registrar suspends a member's certificate of registration under subsection (1), the Registrar shall lift the suspension upon being satisfied that the former member,

(a) has given the required information to the College;

(b) has paid any fees required under the by-laws for lifting the suspension;

- (c) has paid any fees, penalty or other amount owed to the College;
- (d) has professional liability insurance coverage in the amount and in the form as required under the by-laws; and
- (e) will be in compliance with any outstanding requirements of the College's Quality Assurance Committee and Inquiries, Complaints and Reports Committee or any outstanding orders of the Council, Executive Committee, Discipline Committee and Fitness to Practise Committee as of the anticipated date on which the suspension is to be lifted. O. Reg. 18/14, s. 15 (2).

Homeopathy Act, 2007, Ontario Regulation 315/12 Professional Misconduct [Note: This regulation is not yet in force. It comes into force on the day named by proclamation by the Lieutenant Governor.]

Acts of misconduct

1. The following are acts of professional misconduct for the purposes of clause 51 (1) (c) of the Health Professions Procedural Code:

- 42. Directly or indirectly benefiting from the practice of the profession while the member's certificate of registration is suspended unless full disclosure is made by the member to the College of the nature of the benefit to be obtained and prior approval is obtained from the Executive Committee.

Regulated Health Professions Act, 1991

"health profession corporation" means a corporation incorporated under the *Business Corporations Act* that holds a valid certificate of authorization issued under this Act or the Code;

Holding out as a health profession corporation

[34.1 \(1\)](#) No corporation shall hold itself out as a health profession corporation unless it holds a valid certificate of authorization. 2000, c. 42, Sched., s. 30.

Same

[\(2\)](#) No person shall hold himself or herself out as a shareholder, officer, director, agent or employee of a health profession corporation unless the corporation holds a valid certificate of authorization. 2000, c. 42, Sched., s. 30.

Onus of proof to show certificate of authorization

37. (2) A person who is charged with an offence to which holding a certificate of authorization would be a defence shall be deemed, in the absence of evidence to the contrary, to have not been issued a certificate of authorization. 2000, c. 42, Sched., s. 31; 2007, c. 10, Sched. M, s. 9 (1).

Injunctions

[\(3\)](#) Subsections (1) and (2) apply, with necessary modifications, to a person who is the subject of an application under section 87 of the Code. 2007, c. 10, Sched. M, s. 9 (2).

Offences

40. (3) Every corporation that contravenes section 31, 32 or 33 or subsection 34 (1), 34.1 (1) or 36 (1) is guilty of an offence and on conviction is liable to a fine of not more than \$50,000 for a first offence and not more than \$200,000 for a second or subsequent offence. 2007, c. 10, Sched. M, s. 12.

Responsibility of employment agencies

[41.](#) Every person who procures employment for an individual and who knows that the individual cannot perform the duties of the position without contravening subsection 27 (1) is guilty of an offence and on conviction is liable to a fine of not more than \$25,000 for a first offence, and not more than \$50,000 for a second or subsequent offence. 1991, c. 18, s. 41; 2007, c. 10, Sched. M, s. 13.

Responsibility of employers

[42. \(1\)](#) The employer of a person who contravenes subsection 27 (1) while acting within the scope of his or her employment is guilty of an offence and on conviction is liable to a fine of not more than \$25,000 for a first offence, and not more than \$50,000 for a second or subsequent offence. 1991, c. 18, s. 42 (1); 2007, c. 10, Sched. M, s. 14 (1).

Responsibility of directors of corporate employers

[\(2\)](#) In addition, if the employer described in subsection (1) is a corporation, every director of the corporation who approved of, permitted or acquiesced in the contravention is guilty of an offence and on conviction is liable to a fine of not more than \$25,000 for a first offence, and not more than \$50,000 for a second or subsequent offence. 1991, c. 18, s. 42 (2); 2007, c. 10, Sched. M, s. 14 (2).

Exception

[\(3\)](#) Subsection (2) does not apply with respect to a corporation that operates a public hospital within the meaning of the *Public Hospitals Act* or to a corporation to which Part III of the *Corporations Act* applies. 1991, c. 18, s. 42 (3).

Note: On a day to be named by proclamation of the Lieutenant Governor, subsection (3) is amended by striking out “Part III of the *Corporations Act*” and substituting “the *Not-for-Profit Corporations Act, 2010*”. See: 2010, c. 15, ss. 241 (1), 249.

Health Professions Procedural Code, Schedule 2 of the Regulated Health Professions Act **Register**

23. (1) The Registrar shall maintain a register. 2007, c. 10, Sched. M, s. 28.

Contents of register

(2) The register shall contain the following:

1. Each member's name, business address and business telephone number, and, if applicable, the name of every health profession corporation of which the member is a shareholder.
2. The name, business address and business telephone number of every health profession corporation.
3. The names of the shareholders of each health profession corporation who are members of the College.

Reporting by employers, etc.

85.5 (1) A person who terminates the employment or revokes, suspends or imposes restrictions on the privileges of a member or who dissolves a partnership, a health profession corporation or association with a member for reasons of professional misconduct, incompetence or incapacity shall file with the Registrar within thirty days after the termination, revocation, suspension, imposition or dissolution a written report setting out the reasons. 1993, c. 37, s. 23; 2000, c. 42, Sched., s. 36.

Same

(2) If a person intended to terminate the employment of a member or to revoke the member's privileges for reasons of professional misconduct, incompetence or incapacity but the person did not do so because the member resigned or voluntarily relinquished his or her privileges, the person shall file with the Registrar within thirty days after the resignation or relinquishment a written report setting out the reasons upon which the person had intended to act. 1993, c. 37, s. 23.

Application

(3) This section applies to every person, other than a patient, who employs or offers privileges to a member or associates in partnership or otherwise with a member for the purpose of offering health services. 1993, c. 37, s. 23.

Health Profession Corporations

Professional corporations

85.8 (1) Subject to the regulations made under subsection 43 (1) of the *Regulated Health Professions Act, 1991* and the by-laws, one or more members of the same health profession may establish a health profession corporation for the purposes of practising their health profession. 2005, c. 28, Sched. B, s. 2 (1).

Same

(2) The provisions of the *Business Corporations Act*, including the regulations made under that Act, that apply with respect to professional corporations apply with respect to a health profession corporation established under subsection (1). 2005, c. 28, Sched. B, s. 2 (1).

Notice of change of shareholder

85.9 A health profession corporation shall notify the Registrar within the time and in the form and manner determined under the by-laws of a change in the shareholders of the corporation who are members of the College. 2000, c. 42, Sched., s. 37; 2007, c. 10, Sched. M, s. 69.

Application of Act, etc.

85.10 The following things apply to a member who practises a health profession through a health profession corporation:

1. The *Regulated Health Professions Act, 1991* and the regulations made under that Act.
2. The health profession Act governing the member's health profession and the regulations and by-laws made under that Act. 2001, c. 8, s. 220; 2007, c. 10, Sched. M, s. 65.

Professional, fiduciary and ethical obligations to patients

85.11 (1) The professional, fiduciary and ethical obligations of a member to a person on whose behalf the member is practising a health profession,

- (a) are not diminished by the fact that the member is practising through a health profession corporation; and
- (b) apply equally to the corporation and to its directors, officers, shareholders, agents and employees. 2000, c. 42, Sched., s. 37; 2001, c. 8, s. 221 (1).

Investigation

(2) Subsections (3) and (4) apply if an action or the conduct of a member practising on behalf of a health profession corporation is the subject of one of the following:

1. A complaint.
2. A mandatory report.
3. A specified allegation of professional misconduct or incompetence.
4. An investigation, review or hearing by the Board.
5. An investigation, inspection or assessment by an investigator or assessor appointed under the Code.
6. An inquiry by a panel of the Inquiries, Complaints and Reports Committee.
7. A referral to the Discipline Committee or the Fitness to Practise Committee.
8. A hearing by a committee of the college. 2001, c. 8, s. 221 (2); 2007, c. 10, Sched. M, s. 66.

Same

(3) In the circumstances described in subsection (2), any power that the College may exercise in respect of the member may be exercised in respect of the health profession corporation. 2001, c. 8, s. 221 (2).

Liability

(4) In the circumstances described in subsection (2), the health profession corporation is jointly and severally liable with the member for all fines, costs and expenses that the member is ordered to pay. 2001, c. 8, s. 221 (2).

Conflict in duties

85.12 If there is a conflict between a member's duty to a patient, the college or the public and the member's duty to a health profession corporation as a director or officer of the corporation, the duty to the patient, the college or the public prevails. 2001, c. 8, s. 222.

Restrictions apply to corporation's certificate

85.13 A term, condition or limitation imposed on the certificate of registration of a member practising a health profession through a health profession corporation applies to the certificate of authorization of the corporation in relation to the practice of the health profession through the member. 2000, c. 42, Sched., s. 37.

Prohibition, professional misconduct

85.14 (1) In the course of practising a health profession, a health profession corporation shall not do, or fail to do, something that would constitute professional misconduct if a member of the health profession did, or failed to do, it. 2001, c. 8, s. 223.

Prohibition, contraventions

(2) A health profession corporation shall not contravene any provision of,

- (a) the *Regulated Health Professions Act, 1991* and the regulations made under that Act; or
- (b) the health profession Act governing the member's health profession and the regulations and by-laws made under that Act. 2001, c. 8, s. 223; 2007, c. 10, Sched. M, s. 67.

Prohibition, corporate matters

(3) A health profession corporation shall not practise a health profession when it does not satisfy the requirements for a professional corporation under subsection 3.2 (2) of the *Business Corporations Act* or a requirement established under subsection 3.2 (6) of that Act. 2005, c. 28, Sched. B, s. 2 (2).

College of Homeopaths of Ontario Bylaws, July 29, 2013

22. PROFESSIONAL CORPORATIONS

22.01 - Duty to Provide Information

Every Registrant shall, for every professional corporation of which the Registrant 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:

- (i) the name of the professional corporation as registered with the Ministry of Government Services;
- (ii) any business names used by the professional corporation;
- (iii) the name, as set out in the register, and registration number of each shareholder of the professional corporation;
- (iv) 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;
- (v) the principal practice address, telephone number, facsimile number and email address of the professional corporation;
- (vi) 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
- (vii) a brief description of the professional activities carried out by the professional corporation.