



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

*The mission of the Ontario College of Pharmacists is to regulate the practice of pharmacy, through the participation of the public and the profession, in accordance with standards of practice which ensure that pharmacists provide the public with quality pharmaceutical service and care.*

## INSTRUCTIONS AND CHECKLIST

**Application forms for a Certificate of Authorization for a Health Profession Corporation (“Corporation”) that are incomplete will be returned.**

**You are reminded that the \$1000.00 (plus HST) fee accompanying the application form is non-refundable. The fee may be paid by certified, cheque, money order or by cash. (Please note that cash is not recommended)**

### INSTRUCTIONS

**Prior to submitting your application form, please ensure that the following criteria have been met:**

- A Director (*must be a member of the College*) authorized to sign on behalf of the Corporation has signed the Application for a Certificate of Authorization – Form A.
- The same Director who signed Form A, must also sign the required Statutory Declaration – Form B
- Each Director (*must be a member of the College*) of the Corporation has executed an Undertaking in Form C.
- Each Shareholder (*must be a member of the College*) of the Corporation has executed an Undertaking in Form D, excluding Director(s) who have completed Form C.
- Should any amendments or changes occur to the Corporation before the submission of application to the College, a certified copy of the amending certificate(s) issued by the Ministry of Government Services must be provided with the application.  
(See Checklist #6)
- In completing the Application Form, if more space was required, ensure that you have attached additional pages appropriately labeled. Should you require more copies for Form C and Form D, please make as many copies of the form as required.

### CHECKLIST

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

1.  Form A – Application for a Certificate of Authorization is signed and completed by the same Director of the Corporation who signed the Statutory Declaration (See Checklist #3.)
2.  Fee in the amount of \$1000.00 (plus HST) payable to the Ontario College of Pharmacists.
3.  Form B – Statutory Declaration has been executed by a Director of the Corporation before a commissioner or notary public not more than 15 days before the application is submitted to the Registrar.
4.  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.
5.  Certified copy of the Certificate of Incorporation of the Corporation (*must be issued by the Ministry of Government Services*.)
6.  Certified copy of every Certificate of the Corporation (*must be issued by the Ministry of Government Services*) that has been endorsed under the Business Corporations Act (*Ontario*) as of the day the application is submitted.
7.  Form C – Director Undertaking is to be completed by each Director of the Corporation.
8.  Form D- Shareholder Undertaking is to be completed by each shareholder of the Corporation, excluding Director(s) who have completed Form C.



**FORM A**  
**Application for a Certificate  
of Authorization for a  
Health Profession Corporation**

*The mission of the Ontario College of Pharmacists is to regulate the practice of pharmacy, through the participation of the public and the profession, in accordance with standards of practice which ensure that pharmacists provide the public with quality pharmaceutical service and care.*

**1. NAME OF HEALTH PROFESSION CORPORATION**

**ONTARIO CORPORATION No.**

*(issued by the Ministry):*

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

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

Address: \_\_\_\_\_ Suite: \_\_\_\_\_

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

Tel: ( ) \_\_\_\_\_ Fax: ( ) \_\_\_\_\_ Email (optional): \_\_\_\_\_

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

OCP Registration #: \_\_\_\_\_

Last Name: \_\_\_\_\_ Given: \_\_\_\_\_ Middle Name(s): \_\_\_\_\_

Business Address: \_\_\_\_\_ Suite: \_\_\_\_\_

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

Tel: ( ) \_\_\_\_\_ Fax: ( ) \_\_\_\_\_ Email (optional): \_\_\_\_\_

OCP Registration #: \_\_\_\_\_

Last Name: \_\_\_\_\_ Given: \_\_\_\_\_ Middle Name(s): \_\_\_\_\_

Business Address: \_\_\_\_\_ Suite: \_\_\_\_\_

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

Tel: ( ) \_\_\_\_\_ Fax: ( ) \_\_\_\_\_ Email (optional): \_\_\_\_\_

*(Attach additional pages appropriately labeled, if necessary)*

<b>FOR OFFICE USE ONLY</b>	<b>Certificate No.:</b>	<b>Date Issued:</b>	<b>Date Denied:</b>	<b>Date Received:</b>
	_____	_____	_____	_____



**FORM A - Page 2**  
**Application for a Certificate  
of Authorization for a  
Health Profession Corporation**

**4. NAME(S) OF DIRECTOR(S)/OFFICER(S) AS OF THE DAY THE APPLICATION WAS SUBMITTED**  
*(must be a member of the College)*

*NOTE: All director(s) and officer(s) must also be shareholders of the corporation. Please check (✓) the appropriate box. If you are an officer, please indicate the title of your office, example: President, Secretary, Treasurer, etc).*

OCP Registration No.:	Full Name:	Director: <input checked="" type="checkbox"/>	Officer: <input checked="" type="checkbox"/>	Officer Type:
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	

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

OCP Registration No.:	Full Name:

**6. THE CORPORATION INTENDS TO PRACTISE AND/OR CARRY ON BUSINESS IN THE FOLLOWING LOCATION(S):**

Address: \_\_\_\_\_ Suite: \_\_\_\_\_

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

Tel: ( ) \_\_\_\_\_ Fax: ( ) \_\_\_\_\_ Email (optional): \_\_\_\_\_

Address: \_\_\_\_\_ Suite: \_\_\_\_\_

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

Tel: ( ) \_\_\_\_\_ Fax: ( ) \_\_\_\_\_ Email (optional): \_\_\_\_\_

Address: \_\_\_\_\_ Suite: \_\_\_\_\_

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

Tel: ( ) \_\_\_\_\_ Fax: ( ) \_\_\_\_\_ Email (optional): \_\_\_\_\_





**FORM B - STATUTORY DECLARATION**  
**Application for a Certificate**  
**of Authorization for a**  
**Health Profession Corporation**

*The mission of the Ontario College of Pharmacists is to regulate the practice of pharmacy, through the participation of the public and the profession, in accordance with standards of practice which ensure that pharmacists provide the public with quality pharmaceutical service and care.*

I, \_\_\_\_\_, a director of \_\_\_\_\_,  
(Name of Director) (Name of Health Profession Corporation)

do hereby solemnly certify that the following statements are true:

1. I am a member of the College holding Certificate of Registration No. \_\_\_\_\_.
2. I am a director of the Corporation and have the authority to apply for a Certificate of Authorization.
3. The Corporation is in compliance with section 3.2<sup>1</sup> of the Business Corporations Act (Ontario) as of the date this Statutory Declaration is executed.
4. The Corporation does not plan to carry on and will not carry on any business that is not the practice of pharmacy or an activity related or ancillary to the practice of that profession.
5. There has been no change in the status of the Corporation since the date of the certificate of status enclosed with the Application for a Certificate of Authorization that accompanies this Statutory Declaration.
6. 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 declared.

Declared before me in the City of \_\_\_\_\_ in the \_\_\_\_\_ of \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
A Commissioner, etc.

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

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

**Application of Act**

3.2 (1) This Act and the regulations apply with respect to a professional corporation except as otherwise set out in this section and sections 3.1, 3.3 and 3.4 and the regulations. 2000, c. 42, Sched., s. 2.

**Conditions for professional corporations**

(2) Despite any other provision of this Act, a professional corporation shall satisfy all of the following conditions:

1. All of the issued and outstanding shares of the corporation shall be legally and beneficially owned, directly or indirectly, by one or more members of the same profession.
2. All officers and directors of the corporation shall be shareholders of the corporation.
3. The name of the corporation shall include the words "Professional Corporation" or "Société professionnelle" and shall comply with the rules respecting the names of professional corporations set out in the regulations and with the rules respecting names set out in the regulations or 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 temporary investment of surplus funds earned by the corporation. 2000, c. 42, Sched., s. 2.

**Corporate acts not invalid**

(3) No act done by or on behalf of a professional corporation is invalid merely because it contravenes this Act. 2000, c. 42, Sched., s. 2.

**Voting agreements void**

(4) An agreement or proxy that vests in a person other than a shareholder of a professional corporation the right to vote the rights attached to a share of the corporation is void. 2000, c. 42, Sched., s. 2.

**Unanimous shareholder agreements void**

(5) A unanimous shareholder agreement in respect of a professional corporation is void unless each shareholder of the corporation is a member of the professional corporation, 2000, c. 42, Sched., s. 2.



**Ontario  
College of  
Pharmacists**

483 Huron Street, Toronto, ON M5R 2R4  
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## **FORM C - DIRECTOR UNDERTAKING** **Application for a Certificate of Authorization for a Health Profession Corporation**

*The mission of the Ontario College of Pharmacists is to regulate the practice of pharmacy, through the participation of the public and the profession, in accordance with standards of practice which ensure that pharmacists provide the public with quality pharmaceutical service and care.*

### **UNDERTAKING**

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

I, \_\_\_\_\_, a member of the Ontario College of Pharmacists ("College"),  
(Name of Director)

a director and a shareholder of \_\_\_\_\_  
(Name of Health Profession Corporation)

#### **UNDERTAKE TO THE COLLEGE AS FOLLOWS:**

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

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

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

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

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

\_\_\_\_\_  
Date



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## **FORM D - SHAREHOLDER UNDERTAKING**

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

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## **UNDERTAKING**

**Each Shareholder of the Health Profession Corporation to execute a separate Undertaking**

I, \_\_\_\_\_, a member of the Ontario College of Pharmacists ("College"),  
(Name of Shareholder)

and a shareholder of \_\_\_\_\_  
(Name of Health Profession Corporation)

### **UNDERTAKE TO THE COLLEGE AS FOLLOWS:**

1. I accept professional responsibility for any act or omission of the Corporation that would be professional misconduct if such act or omission had been committed or omitted by a member of the College.
2. I will ensure that the Corporation does not do or cause to be done or omit or cause to be omitted anything that would be professional misconduct if done or omitted to be done by a member of the College.
3. I will ensure that the College is notified of any changes to practice locations of the Corporation as soon as they occur.
4. I acknowledge that a breach of this Undertaking may result in referral of specified allegations of professional misconduct against me to the Discipline Committee arising out of my failure to abide by any of the terms of this Undertaking.
5. I acknowledge having been advised to obtain independent legal advice prior to signing this Undertaking.

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

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

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

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

\_\_\_\_\_  
Date