

APPLICATION FOR CERTIFICATE OF AUTHORIZATION FOR A HEALTH PROFESSION CORPORATION

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

You are reminded the fee accompanying the application is non-refundable.

Instructions

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

- The Statutory Declaration has been completed by the Director Liaison assigned in the application and has been properly authenticated by a Commissioner or Notary Public.
- Each Director (*must be a registrant of the College*) of the Corporation has executed a Director Undertaking.
- Each Shareholder (*must be a registrant of the College*) of the Corporation has executed a Shareholder Undertaking, excluding Director(s) who have completed a Director Undertaking.
- Should any amendments or changes occur to the Corporation before the submission of application to the College, a copy of the amending certificate(s) issued by the Ministry of Government Services must be provided with the application (See Checklist #5)
- In completing the Application Form, if more space was required, ensure that you have attached additional pages appropriately labeled.

Checklist

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

- ☐ 1. Application for a Certificate of Authorization for a Health Profession Corporation
- ☐ 2. Fee payable to the Ontario College of Pharmacists.
- ☐ 3. A copy of the Articles of Incorporation
- ☐ 4. A copy of the 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. 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. 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.
- ☐ 7. Director Undertaking completed by each Director of the Corporation.
- ☐ 8. Shareholder Undertaking completed by each shareholder of the Corporation, excluding Director(s) who have completed the Director Undertaking.

APPLICATION FOR CERTIFICATE OF AUTHORIZATION FOR A HEALTH PROFESSION CORPORATION

CORPORATE NAME

In accordance with the Regulated Health Professions Act, 1991 Sections 2-5 and the Business Corporations Act, Section 3.2

- The name of the corporation must include the surname of one or more shareholders of the corporation who are registrants 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.
- The name of the corporation must indicate the health profession
- The name of the corporation shall include the words "Professional Corporation" or "société professionnelle"
- The name of the corporation must not include any information other than the information permitted or required by subsections (2), (3) and (4) of the Regulated Health Professions Act, 1991.

CORPORATION NAME

CONTACT PHONE NUMBER

CONTACT EMAIL ADDRESS

Shareholder(s) of the Corporation

In accordance with the Regulated Health Professions Act, 1991 Sections 1 (1.2) 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 issuing College.

| OCP Registration No. | Shareholder's Name | Number of Shares | Type of Shares |
|-------------------------|--------------------|---------------------|----------------|
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

Director/Officer(s) of the Corporation

In accordance with the Business Corporations Act, Section 3.2 all officers and directors of the corporation shall be shareholders of the corporation. If you are an officer, please indicate the title of your office, example: President, Secretary or Treasurer.

| OCP Registration No. | Director/Officer's Name | Director | Officer | 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"/> | |

Director Liaison

The College holds all owners and corporate directors accountable for ensuring that their corporation conforms to the regulations and requirements governing Health Profession Corporations. To facilitate and maintain proper accountability, every corporation must appoint a pharmacist Director Liaison (DL) to communicate with the College on matters relating to the corporation and any pharmacy owned and operated by the corporation. The Director Liaison will also serve as the primary contact with respect to this application.

| | |
|-----------------------|--------------|
| DIRECTOR LIAISON NAME | OCP NUMBER |
| EMAIL ADDRESS | PHONE NUMBER |
| SIGNATURE | DATE |

Corporate Intent

Briefly describe the professional activities to be carried out by the corporation

- In accordance with the Business Corporations Act, Section 3.2 the corporation may not carry on a business that is not the practice of pharmacy or activities related or ancillary to the practice of pharmacy.

| |
|--|
| |
| |
| |
| |
| |
| |

Current Corporate Activities

In accordance with the Regulated Health Professions Act, 1991 Sections 2 (10) list the address of the premises at which the corporation carries on activities as of the day the application is submitted

Location 1

| | | | |
|----------------|--------------|------------|----------|
| STREET ADDRESS | | CITY | PROVINCE |
| POSTAL CODE | PHONE NUMBER | FAX NUMBER | |

Location 2

| | | | |
|----------------|--------------|------------|----------|
| STREET ADDRESS | | CITY | PROVINCE |
| POSTAL CODE | PHONE NUMBER | FAX NUMBER | |

Location 3

| | | | |
|----------------|--------------|------------|----------|
| STREET ADDRESS | | CITY | PROVINCE |
| POSTAL CODE | PHONE NUMBER | FAX NUMBER | |

Confirmation

I confirm that the information contained in this Application for a Certificate of Authorization for a Health Profession Corporation is complete and accurate

| | |
|-------------------------------|------------|
| DIRECTOR LIAISON NAME (PRINT) | OCP NUMBER |
| SIGNATURE | DATE |

Statutory Declaration

I, _____, a registrant of the Ontario College of Pharmacists ("College"),

(Name of Director)

a director of _____

(Name of Health Profession Corporation)

do hereby solemnly certify that the following statements are true:

1. I am a registrant 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 3.2¹ 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

CONTINUED...

Statutory Declaration....continued

¹ 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.

Director Undertaking

Each Director of the Health Profession Corporation must execute a separate Undertaking

I, _____, a registrant 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 registrant 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 registrant 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 Regulations Health Professions Act, 1991, the Pharmacy Act, 1991, and the Drug and Pharmacy Regulation 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.

| | |
|--------------------|-------------------|
| DIRECTOR NAME | OCP NUMBER |
| DIRECTOR SIGNATURE | DATE SIGNED |
| WITNESS NAME | WITNESS SIGNATURE |

Shareholder Undertaking

Each Shareholder who is not a director of the Health Profession Corporation must execute a separate Undertaking

I, _____, a registrant 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 registrant 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 registrant 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.

| | |
|-----------------------|-------------------|
| SHAREHOLDER NAME | OCP NUMBER |
| SHAREHOLDER SIGNATURE | DATE SIGNED |
| WITNESS NAME | WITNESS SIGNATURE |

PAYMENT INFORMATION

Refer to the Schedule of Fees on our website (line 35) – fee should be based on the year the application is submitted:

<https://www.ocpinfo.com/wp-content/uploads/2019/12/schedule-of-fees.pdf>

CORPORATION NAME

☐ I am enclosing a cheque made payable to the Ontario College of Pharmacists in the amount of:

Amount

☐ I authorize the Ontario College of Pharmacists to charge the credit card below in the amount of:

AMOUNT

CREDIT CARD AUTHORIZATION

☐ Visa ☐ MasterCard ☐ American Express

CREDIT CARD NUMBER

CVV NUMBER

EXPIRY DATE (MM/YY)

CARDHOLDERS NAME

TELEPHONE

CARDHOLDERS SIGNATURE

DATE SIGNED

- **If paying by credit card**, you may submit your completed notification to the College by scanning and emailing the application form to the attention of Pharmacy Applications & Renewals at pharmacyapplications@ocpinfo.com or fax to 416-847-8399.
- **If paying by cheque**, please mail your complete notification to:

Ontario College of Pharmacists
Pharmacy Applications & Renewals
483 Huron Street
Toronto, ON M5R 2R4.