

A Step-by-Step Guide to Professional Incorporation for Registrants of the College of Dental Hygienists of Ontario

CDHO registrants are reminded that it is prudent to seek professional financial and/or legal advice prior to incorporating their dental hygiene practices.

1. Request an information package from the CDHO or visit the CDHO website at www.cdho.org
2. Check that your CDHO Certificate of Registration is current.
3. Check that each member of the corporation holds a certificate of registration with the CDHO.
4. Select the directors and officers of the corporation.
5. Choose a name for the professional corporation (refer to Section A of the Guide).
6. Check that the name of the professional corporation is not used by another corporation and is otherwise suitable with a corporate name checking service (obtain a list of these services from the Ministry of Consumer and Business Services [MCBS]).
7. Obtain and complete an application form registering the name of the corporation with the MCBS.
8. Obtain a certified copy of the Certificate of Incorporation from the MCBS.
9. Obtain a certificate of status from the MCBS.
10. Within 30 days of obtaining the MCBS documents, complete the CDHO application, including the names of each director and officer.
11. Ensure that the Undertaking is signed by each shareholder in the corporation.
12. The director making the application must sign the statutory declaration no more than 15 days before submitting and delivering the application to the CDHO Registrar.
13. Ensure that all forms are complete and accurate.
14. Enclose the \$750.00 fee.
15. Deliver all completed forms, documents and the fees to the CDHO to obtain a Certificate of Authorization.



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)* (including regulations), the *Health Professions Procedural Code* and the *Business Corporations Act (BCA)*, 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.¹ The provisions outline the conditions and requirements that must be met in order to obtain a Certificate of Authorization from the College of Dental Hygienists of Ontario (CDHO), 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 dental hygiene profession, who hold a certificate of registration issued by the CDHO;
- 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 of dental hygiene as governed by the CDHO 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 or by-laws under the *Regulated Health Professions Act* and the *Dental Hygiene Act (DHA)*.

In order to obtain an initial² **Certificate of Authorization** from the College, a corporation must complete and submit to the CDHO an application, in a form approved by the College, along with certain information and documents as required by regulation. There are 4 sections which must be completed. You may wish to refer to section 3.2 of the *BCA* and Ontario Regulation 39/02, as amended 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 *Business Corporations Act* and the regulation as follows:

- the corporation shall not have a number name;
- 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 as the surname is set out in the CDHO register;

¹ Ontario Regulation 39/02, as amended under the *Regulated Health Professions Act*, “Certificates of Authorization”, s (1).

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

- 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 profession practised by the shareholders i.e., dental hygiene;
- the corporate name must not include any information other than that permitted or required under the *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 practice name is different from the **corporate** name, provide the name under which the corporation practises.

Business address of the corporation

This must be the actual **corporate** address of the corporation and not the address of the corporation’s legal counsel i.e., where the practice is located.

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 CDHO and be a director of the corporation.
2. Each shareholder of the corporation must hold a current certificate of registration issued by the CDHO.
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 for the **Certificate of Authorization**: \$750.00;
 - An Undertaking dated and signed by each shareholder of the corporation;
 - The statutory declaration of a director of the corporation executed not more than 15 days before the application is submitted;
 - 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;
 - A certified copy of the Certificate of Incorporation of the corporation (including the Articles of Incorporation);
 - A certified copy of every Certificate of Incorporation for the corporation that has been endorsed under the *Business Corporations Act* as of the day the application is submitted (if applicable).

³ O. Reg 39/02, as amended, s. (2) - (5).

SECTION C – UNDERTAKING

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 must hold a current certificate of registration issued by the CDHO.

SECTION D – 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 on March 1st. 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, along with the required supporting documentation and fee to the following address:

College of Dental Hygienists of Ontario, 69 Bloor Street East, Suite 300, Toronto, Ontario M4W 1A9

APPENDIX I

Section 3.2 of the Business Corporations Act

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.

APPENDIX II

ONTARIO REGULATION 39/02 made under the *Regulated Health Professions Act, 1991* CERTIFICATES OF AUTHORIZATION

Last amendment: O.Reg. 666/05.

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. 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 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 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 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.
 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.

Regulation/incorporation/CDHO guide to certificate of authorization



College of Dental Hygienists of Ontario

Application for a Certificate of Authorization

Declaration and Undertaking

Name of Applicant: _____

Date of application: Day _____ Month _____ Year _____

Corporation Name: _____

Corporation No.: _____

(N.B. The name of the corporation must comply with the requirements of s. 1 of Ontario Regulation 39/02.⁴)

Address: _____

Phone No. _____ Fax No. _____

E-mail: _____

⁴ Section 1 of Ontario Regulation 39/02, reads, in part, as follows:

- I. (1) A corporation is eligible to hold a certificate of authorization issued by a College if all the following conditions are met:....
 3. The name of the corporation meets the standards described in subsections (2) to (5).
 - O. Reg. 39/02, as amended, s. 1 (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, as amended, s. 1 (2).
 - (3) The name of the corporation must include the surname of one or more shareholders of the corporation, 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. 39/02, as amended, s. 1 (3).
 - (4) The name of the corporation must indicate the health profession practised by the shareholders. O. Reg. 39/02, as amended, s. 1 (4).
 - (5) The name of the corporation must not include any information other than the information permitted or required by subsections (2), (3) and (4).

I, _____, a member of the College of Dental Hygienists 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*.

I, _____, **DECLARE THAT:**

1. **Membership:** I am a member in good standing of the College of Dental Hygienists of Ontario.
2. **Incorporation:** The Corporation is incorporated under the *Business Corporations Act of Ontario*.
3. **Good standing:** The Corporation is in good standing with the Registrar of the *Business Corporations Act of Ontario* and 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 application).
4. **Practice name:** The Corporation agrees that if it practises in a name other than its corporate name, that the Corporation shall first notify the CDHO of its practice name and shall include its corporate name in all written, electronic or broadcast communications.
5. **Shareholders:** The name of each shareholder of the Corporation and his or her CDHO registration number, business address, business telephone number, and e-mail address as of the date of the application is (use additional pages if necessary):

Full Name	CDHO Registration No.	Business Address	Business Phone	E-mail

6. **Directors and officers:** (Note: all directors and officers must be shareholders of the corporation as listed in 5.) The directors and officers of the Corporation are:

Full Name (as above)	Check off if a Director	Check off if an Officer	Give Title of Office if an Officer

7. **Practice location(s):**

The Corporation practises in the following location(s) (if different from the principal address). The only addresses omitted are residential addresses of clients.

Address	Phone	Fax	E-mail

8. **Professional activities:** As indicated in the accompanying statutory declaration, the Corporation can not carry on, and can not plan to carry on, any business that is not the practice of the profession governed by the College i.e., dental hygiene or activities related to or ancillary to the practice of the profession (Regulation 39/02 2.(1) 6.ii). The activities that the Corporation plans to carry out include:

Provide brief description:

9. **Individuals practising:** Registrants of the College of Dental Hygienists of Ontario that will practise on behalf of the Corporation, including shareholders and employees of the Corporation, are:

Full Name	College Registration No.

10. **Insurance:** As per the regulations made under the *Dental Hygiene Act, 1991* all members holding a general or specialty certificate of registration must maintain professional liability insurance in the amount set out in the by-laws before being issued a general or specialty certificate of registration. O. Reg. 21/94 amended 131/00, Part VII. Members with an inactive certificate of registration can not practise dental hygiene through a professional corporation (although they can be inactive shareholders).
11. **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.



Application Checklist

The Application is not complete without the following enclosures:

- Signed application form including undertaking forms signed by all shareholders.
- Fee of \$750.00
- Statutory declaration by a director of the Corporation signed before a commissioner, lawyer or notary public no more than 15 days before the application.
- Certificate of Status from Ministry of Consumer & Business Services issued in the previous 30 days.
- Certified copy of Certificate of Incorporation.
- Certified copy of every certificate of the corporation that has been endorsed under the *Business Corporations Act* (if applicable).

Date

Applicant's signature/s

OFFICE USE ONLY

- Application is approved
- Application is denied

Date

Registrar's signature



Undertaking Form (Each Shareholder of the Corporation Must Sign this Form)

I, _____, **UNDERTAKE AS FOLLOWS:**

1. I will ensure that the professional corporation does not do or omit to do anything that would be professional misconduct if done or omitted to be done by myself.
2. I will ensure that the professional corporation does not breach any provision of the Code of Conduct for Professional Corporations that may be published by the College of Dental Hygienists of Ontario from time to time.
3. I will ensure that the professional 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.
4. I will ensure that the Corporation complies with the *Dental Hygiene Act*, regulations and bylaws of the College.
5. I will ensure that any future 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 practice locations of the Corporation as soon as they occur.
7. I will ensure that this certificate of authorization is renewed annually on or before March 1st of each year.

Date

Signature of shareholder



Statutory Declaration

I, _____, a director of _____,
holding CDHO registration number _____ do hereby solemnly declare the following:

I. I certify the following:

- i. that the corporation is in compliance with section 3.2⁵ of the *Business Corporations Act* 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 CDHO 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 enclosed with the application for a certificate of authorization that accompanies this statutory declaration; and
- iv. that 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.

Declared before me in the City of _____, on this _____ day of _____, 20____.

(Signature of Declarant)

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 card below)

⁵ Section 3.2 of the *Business Corporations Act*, 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.