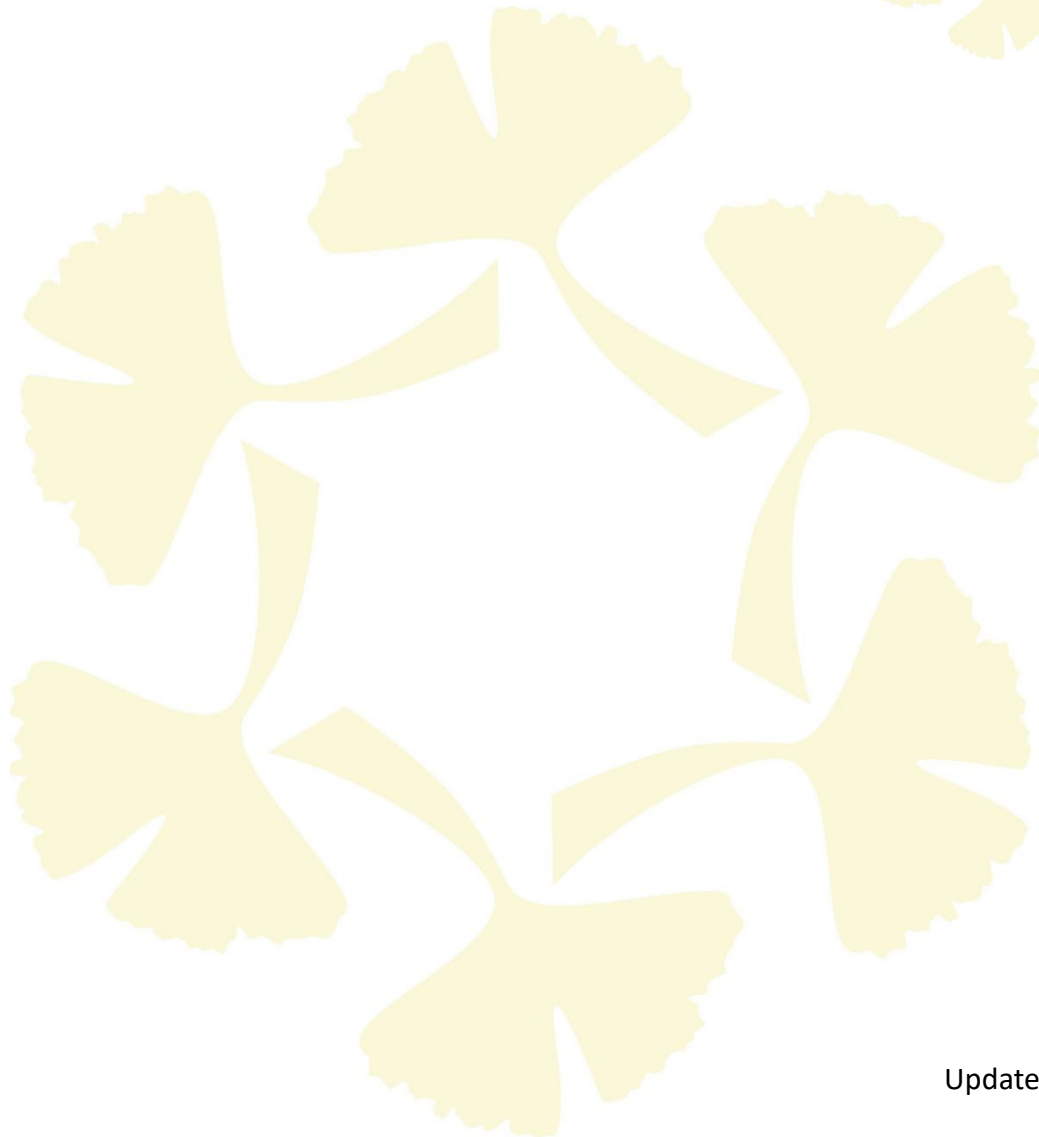




The College of Naturopaths of Ontario

# HANDBOOK

Renewing a Certificate of Authorization  
for a Professional Corporation



Updated July 2024

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## Certificate of Authorization Renewal Guide

As outlined in section 85.8 of the Health Professions Procedural Code (the Code), which is Schedule 2 of the *Regulated Health Professions Act, 1991* (RHPA), the *Business Corporations Act, R.S.O. 1990, c.B16* (BCA) and Ontario Regulation 39/02 (the Regulation) made under the RHPA, regulated health professionals are permitted to incorporate for the purpose of practising a health profession, providing they obtain certificates of authorization from their respective health profession Colleges.<sup>1</sup>

Certificates of authorization are valid for one year from the date of certificate issuance and must be renewed with the College of Naturopaths of Ontario (the College) annually. Renewal involves the submission of an online application form, along with specific documentation and payment of a renewal fee.

Should you not wish to maintain your certificate of authorization for the professional corporation, please refer to the [Dissolving a Professional Corporation](#) section of this handbook.

## Required Documents and Fees

To renew your certificate of authorization, the following items must be provided to the College **at least 30 days prior** to the expiry date noted on your PC's certificate of authorization:

1. A completed online application.
2. Payment of the PC renewal fee, as per [Schedule 3 to the by-laws](#).
3. A [Declaration](#), completed by a Director of the corporation and signed no more than 15 days before the renewal application is submitted.
4. A copy of a 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 30 days before the renewal application is submitted.
5. A copy of every certificate of the corporation that has been endorsed under the *Business Corporations Act* as of the date this application is submitted (if applicable).
6. **If changes have been made to the Articles of Incorporation or the PC name**, a copy of the amended Articles of Incorporation (change to the articles) or the Certificate of Amendment (PC name change) issued by the Ministry of Government and Consumer Services.

## Online Renewal Application Process

### Completing the Online Renewal Form

To access the online PC renewal form:

- Log onto your College account through the [Login page](#) on the College website.
- Enter your username and previously created password.

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<sup>1</sup> Ontario Regulation 39/02 under the *Regulated Health Professions Act*, "Certificates of Authorization", s (1)

- Your username is your current email address on file with the College.
- If you do not remember your password, click on **Forgot my Password** to have a reset link sent to your email address previously provided to the College.
- Once you are logged in, click on the **Renew** button on your dashboard in the **PC / IVIT Renewal** section. If you also have an IVIT Premise, first select the Professional Corporation in the dropdown option next to **PC / IVIT Renewal**.

Please note that any changes to the information provided at renewal must be submitted to the Chief Executive Officer (CEO) in writing within 30 days of the change (see [Appendix III](#)).

Where applicable, the PC renewal form is pre-populated with information you have previously reported to eliminate the need to re-enter information that is not anticipated to change.

### **Corporate Name**

This section displays the name of your PC. If the name requires an update, you may change it in this section. Please refer to the [Required Documents and Fees](#) section of this handbook regarding supporting documentation.

To update the name:

1. click the “Add” button to request a name change,
2. enter the full name of the corporation as it appears on the Corporate Profile Report in the **Corporation Full Name** section; and
3. enter the abbreviated version of the name in the **Corporation Short Label** section (i.e., John Doe Naturopathic PC).

The name of the corporation must meet the requirements set out in section 3.2 of the *Business Corporations Act* (Ontario). Please refer to [Appendix I](#) of this handbook for additional information.

### **Corporate Address and Contact Information**

This section displays the corporate address of your PC. If the address is incorrect, you may update it in this section.

To update the information:

1. click the “Add” button to update the address,
2. enter the corporation address, city and postal code as it appears on the Corporate Profile Report,
3. enter the phone number associated with the corporation or practice location; and
4. enter the email address associated with the corporation, practice location or your contact email.

This information will be available on the Corporation Public Register.

**The corporate address on the PC renewal application must match the corporate address as it appears on the Corporate Profile Report.**

### **Shareholders**

In this section you will need to add the name of each shareholder of the corporation and their telephone number as of the date of submission of the renewal application (if a holding company is used, this includes all shareholders of the holding company). **All directors and officers must be shareholders of the corporation and must be added to this section.** Each shareholder must sign and [upload](#) the [Undertaking for a Professional Corporation](#) in this section.

The name of the registrant renewing the certificate of authorization of the corporation will appear automatically in this section; however, you may also identify yourself as the Director or Officer of the corporation. To do so, select either Director or Officer from the options provided.

You may add a new phone number in the *Phone Number* field or add the phone number associated with the corporation.

Note that each shareholder must be listed in the application and must hold a current certificate of registration issued by the College.

### **Practice Location**

If the practice name and/or location is different from the **corporate** name and/or location, provide the name under which the corporation practises in the fields provided by clicking the “Add” button.

If the practice name and location is already in our database, it will appear when you begin typing the name of the practice in the field provided. If it is not listed, click on the “not listed” field, this will generate an Unlisted Practice Location section which will allow you to add the practice name and address.

### **Professional Activities**

As indicated in the statutory declaration, the corporation cannot carry on, and cannot plan to carry on, any business that is not the practise of the profession governed by the College or activities related to or ancillary to the practise of the profession (Regulation 39/02 2.(1) 6.iii).

In this section, list in full any ancillary activities permitted under the corporation’s Articles of Incorporation (section 5).

### **Registrants Practising**

In this section list any registrants of the College of Naturopaths of Ontario that will practise the profession through the corporation, including shareholders of the corporation.

The name of the registrant renewing the certificate of authorization of the corporation will appear automatically in this section.

To add additional registrants, click the “Add” button and type in the name of the registrant in the **Registrant field**.

### **Declarations**

This section includes a series of declarations and agreements that must be reviewed, acknowledged and accepted before finalizing the application form.

#### **Documentation Declarations**

The declarations confirm that all required documentation and fees, as set out in the [Documents and Fees](#) section of this handbook, have been provided.

To attach these documents to your application, click the ‘Upload’ button under **Supporting Documents** in this section.

#### **Statutory Declarations**

This section includes a series of declarations that must be reviewed, acknowledged and accepted before finalizing the application form.

### **Submission of the Application**

Once you have entered all the necessary information, click the “submit” button at the bottom of the page. College staff will review your submission within five to ten business days and will notify you via email when the PC renewal fee has been added to your College account, along with instructions on how to pay this fee.

If preferring to pay by cheque, money order or bank draft, please ensure it is made payable to the College of Naturopaths of Ontario (abbreviations are not acceptable), that it includes your registration number and full name on the cheque or money order and consider sending payment through a postal service option that allows you to track delivery without requiring a signature.

Please submit your payment to:

College of Naturopaths of Ontario  
Attn: Registration Department  
10 King Street East, Suite 1001  
Toronto, ON M5C 1C3

If you encounter technical difficulties, please contact the Registration Department at [registration@collegeofnaturopaths.on.ca](mailto:registration@collegeofnaturopaths.on.ca) or by phone at 416-583-5998.

## **Processing Timelines & Certificate Issuance**

The processing timeline for renewal applications, once all documents have been received by the College, is five to ten business days.

If additional information or corrections are required before your application can be approved, you will receive an email outlining the additional information, corrections and/or documents that need to be submitted. The requested information and/or documents must be provided within 15 days of the request; if they are not received within 15 days, your application will be closed. Should you wish to pursue a certificate of authorization after this 15-day period has elapsed, a new renewal application, along with all the necessary documents will be required.

Upon approval of the PC renewal form and once the PC renewal fee is received, you will receive a confirmation letter via email with instructions on how to download your certificate of authorization.

## **Ceasing a Professional Corporation**

### **Dissolving a Professional Corporation**

Registrants holding a certificate of authorization who no longer wish to practise through their PC may seek to dissolve their corporation through the [Ministry of Government and Consumer Services](#).

The dissolution process typically takes anywhere from 30 to 90 days. If seeking to dissolve your PC, it's recommended that you seek to complete the process prior to the expiry of your certificate of authorization.

If seeking to resign your certificate of registration to practise naturopathy in Ontario, your PC must be dissolved before the resignation can be processed.

### **Failing to Renew a Certificate of Authorization**

Registrants that fail to renew (or dissolve) their certificate of authorization by the expiry date on their certificate will receive a Notice of Intent to Revoke the PC with 65 days to comply with renewal requirements (or dissolve their PC) before the certificate of authorization is revoked.

If revoked and wishing to continue to practise naturopathy through a PC, you will be required to submit a new application, which includes the need to file new documentation, pay the application fee and issuance fee to obtain a new certificate of authorization. Please refer to information on [Revocation of Certificate](#) under [Appendix II](#) of this handbook.

## APPENDIX I

### Section 3.2 of the Business Corporations Act

#### ***Application of Act to professional corporations***

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).



## APPENDIX II

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

### 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 nonvoting 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 nonvoting 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 copy of a 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 30 days before the application is submitted to the Registrar and that indicates that 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 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 declaration is signed.
7. In the case of an application submitted to the Registrar of either the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, the name of each person who is both a voting shareholder and a member of the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, as the case may be, as of the day the application is submitted and his or her business address, business telephone number and registration number with the College as of that day.
8. In the case of an application submitted to any College other than the Colleges referred to in paragraph 7, the name of each person who is a shareholder of the corporation as of the day the application is submitted and his or her business address, business telephone number and registration number with the College as of that day.
9. The names of the directors and the officers of the corporation as of the day the application is submitted.
10. The address of the premises at which the corporation carries on activities as of the day the application is submitted. O. Reg. 264/14, s. 2.

(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 declaration of a director of the corporation, signed after the change of shareholders, stating 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. O. Reg. 264/14, s. 3.

### **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 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 30 days before the application for renewal is submitted to the Registrar and that indicates that the corporation is active.
4. A 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 declaration of a director of the corporation, signed 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 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 for renewal is complete and accurate as of the date the declaration is signed.

6. In the case of an application for renewal submitted to the Registrar of either the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, the name of each person who is both a voting shareholder and a member of the College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario, as the case may be, as of the day the application is submitted and his or her business address, business telephone number and registration number with the College as of that day.
7. In the case of an application for renewal submitted to any College other than the Colleges referred to in paragraph 6, the name of each person who is a shareholder of the corporation as of the day the application is submitted and 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 officers of the corporation as of the day the application for renewal is submitted.
9. The address of the premises at which the corporation carries on activities as of the day the application for renewal is submitted. O. Reg. 264/14, s. 4.

#### **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; O. Reg. 264/14, s. 5.

(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**

### **By-laws Related to Incorporation**

#### **21. PROFESSIONAL CORPORATIONS**

##### **21.01 Application Fee**

The CEO shall charge a fee for the processing of an application for a certificate of authorization or for an application for reinstatement of a certificate of authorization of a professional corporation as set out in Schedule 3 of the by-laws.

##### **21.02 Issuance Fee**

The CEO shall charge a fee for the issuance of a certificate of authorization as set out in Schedule 3 of the by-laws.

##### **21.03 Renewal Fee**

The CEO shall charge a fee for the annual renewal of the certificate of authorization of a professional corporation as set out in Schedule 3 of the by-laws.

##### **21.04 Administrative Fee**

A professional corporation or a registrant listed in the College's records as a shareholder of a professional corporation shall pay an administrative fee as set out in Schedule 3 of the by-laws for each notice sent by the CEO to the corporation or registrant for failure of the corporation to renew its certificate of authorization on time. The fee is due within 30 days of the notice being sent.

##### **21.05 Documentation Fee**

The CEO shall charge a fee, as set out in Schedule 3 of the by-laws, for the issuing of a document or certificate respecting a professional corporation other than the first certificate of authorization or one annual renewal of a certificate of authorization.

##### **21.05.01 Automatic Inflationary Increase**

The Fees Relating to Professional Corporations and Certificates of Authorization set out in Schedule 3 are adjusted annually by an amount equivalent to the change in the Consumer Price Index, by Province, for All-Items Ontario as published by Statistics Canada, or any successor organization, for November and rounded up to the nearest dollar. Annual increases will be published by the CEO no later than the 15th day of January each year.

##### **21.06 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 CEO within 30 days and upon any change in the information within thirty 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 e-mail 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.