



Saskatchewan Society of Occupational Therapists

Instructions C-1

Instructions for Completion of Application for Initial Registration and Permit for Professional Corporation

(Section 8 of *The Professional Corporations Act*)

NOTE: Applicants should ensure that they carefully review the provisions of *The Professional Corporations Act* and the SSOT Bylaws relating to professional incorporation.

A. Identification:

1. Name of Applicant: The Applicant is the individual member who is applying on behalf of the professional corporation for registration and a permit.
2. Contact information for Applicant: This contact information is to enable the Society to contact the Applicant directly if further information or clarification is required.
3. Name of Proposed Professional Corporation: This is the name that the Applicant wishes to use for the professional corporation. Applicants must contact the Society before incorporating under *The Business Corporations Act* to ensure that the name selected will be acceptable to the Society and that the corporation will otherwise be in compliance with *The Professional Corporations Act*. Business corporations incorporated prior to the coming into force of the SSOT Bylaws relating to professional incorporation may be registered as professional corporations if they qualify.
4. Contact information for Professional Corporation if different from above: Please complete if the contact information for the professional corporation will be different from the contact information provided for the Applicant.

B. Share Information:

1. List all individuals, corporations or trust who will be holders and/or beneficial owners of voting shares in the Professional Corporation: Clause 6(1)(b) of *The Professional Corporations Act* requires that ALL holders of voting shares, as well as ALL beneficial owners of voting shares, MUST be members of the SSOT. This means that ONLY members of SSOT may hold voting shares in the professional corporation and a member may not own a voting share of the professional corporation on behalf of a non-member. If non-members hold or beneficially own shares in a professional corporation, the professional corporation will not qualify to be registered and permitted. It is for this reason that the SSOT licence number must be provided for each shareholder or beneficial owner.
2. List all individuals, corporations or trust who will be holders and/or beneficial owners of non-voting shares in the professional corporation: Clause 6(1)(c) of *The Professional Corporations Act* requires that ALL holders of non-voting shares, as well as the beneficial owners of non-voting shares, MUST be: 1) members of the SSOT, or 2) spouses, children or parents of

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members, or 3) corporations whose shares are owned only by members or spouses, children or parents of members, or 4) trusts whose beneficiaries are only members or spouses, children or parents of members. If non-members who are not spouses, children or parents of members are the holders or beneficial owners of non-voting shares, or have shares in corporations that are the holders or beneficial owners of non-voting shares, or are the beneficiaries of trusts that are the holders or beneficial owners of non-voting shares, the professional corporation will not qualify to be registered and permitted. It is for this reason that the SSOT licence number of the member related to must be provided for each non-voting shareholder or beneficial owner and why a Trust Information Sheet or a Corporation Information Sheet must be completed for each trust or corporation.

3. List the individuals who will be Directors of the Professional Corporation: Clause 6(1)(d) of *The Professional Corporations Act* requires that ALL directors of a professional corporation MUST be members of the SSOT. If a non-member is a director the professional corporation will not qualify to be registered and permitted.
4. List all persons who will practice occupational therapy by, through, or in the name of the Professional Corporation: Clause 6(1)(e) of *The Professional Corporations Act* requires that ALL persons who provide professional services through the professional corporation MUST be members of the SSOT. If a non-member is providing professional services the professional corporation will not qualify to be registered and permitted.

C. Attachments

The following must be submitted with the application:

- A copy of the existing or proposed Articles of Incorporation of the Professional Corporation – these documents are obtained from the Corporations Registry.
- Trust Information Sheet or a Corporation Information Sheet for each Trust or Corporation holding shares in the Professional Corporation. These must be completed in relation to each corporation or trust that holds or beneficially owns shares in the Professional Corporation
- Articles of Incorporation and current Profile Reports of all corporations that will hold shares in the Professional Corporation – a Profile Report is obtained from the Corporations Registry ;
- Trust documentation establishing all trusts that will hold shares in the Professional Corporation – trusts are typically established through private documentation and this documentation must be submitted; and
- A registration fee of \$250.00.

D. Certification

By signing the certification, each member is assuring the SSOT that the information provided to it about the Professional Corporation is true and accurate, and that the Professional Corporation is eligible to be registered and permitted. Providing false information is a serious matter and could lead to discipline proceedings being taken against the member.

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Corporation Information Sheet

A separate corporation information sheet must be completed for each corporation that holds any legal or beneficial interest in the shares of a professional corporation.

Where a corporation holds shares in a professional corporation, that corporation must meet certain eligibility criteria subclause 6(1)(c)(iii) of *The Professional Corporations Act* or the professional corporation will not be eligible to be registered and permitted.

1. Name of corporation holding or to hold shares: This is the name of the corporation as registered with Corporations.
2. Number of issued non-voting shares held or to be held in the professional corporation (PC): Corporations are ONLY allowed to hold non-voting shares or the professional corporation is not eligible to be registered and permitted.
3. List the information for all holders of all shares in the corporation: The names of the holders and beneficial owners of shares in the corporation that holds shares in the professional corporation must be provided because ONLY members, or spouses, children or parents of members, may hold shares in the corporation to maintain the eligibility of the professional corporation to be registered and permitted.

By signing the certification, each member is assuring the SSOT that the information provided to it about the corporation that holds or beneficially owns shares in the professional corporation is true and accurate, and that the professional corporation is therefore eligible to be registered and permitted. Providing false information is a serious matter and could lead to discipline proceedings being taken against the member.

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Trust Information Sheet

A Separate Trust Information Sheet must be completed for each trust that holds any legal or beneficial interest in any share of a professional corporation.

Where a trust holds shares in a professional corporation that trust must meet certain eligibility criteria as set out in subclause 6(1)(c)(iv) of *The Professional Corporations Act* or the professional corporation will not be eligible to be registered and permitted.

1. Name of Trust holding or to hold shares: Provide the name of the trust and a copy of the document establishing the trust
2. Name and address of Trustee: Provide the name and address of the person or corporation that acts as Trustee under the Trust, who could be contacted to confirm or verify information provided about the Trust.
3. Name, address and relationship of every beneficiary, or possible beneficiary, under the Trust: The information relating to all beneficiaries of a trust that holds shares in the professional corporation must be provided because ONLY members, or spouses, children or parents of members, may be beneficiaries of a trust holding shares to maintain the eligibility of the professional corporation to be registered and permitted.

By signing the certification, each member is assuring the SSOT that the information provided to it about the trust that holds or beneficially owns shares in the professional corporation is true and accurate, and that the professional corporation is therefore eligible to be registered and permitted. Providing false information is a serious matter and could lead to discipline proceedings being taken against the member.

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