



PROFESSIONAL CORPORATIONS FOR DENTISTS **INFORMATION PACKAGE**

This information package is designed to assist you in following the procedures for registering as a Professional Corporation in Alberta.

A dentist must first be registered with the Alberta Dental Association and College prior to seeking approval as a professional corporation (PC).

INITIAL REGISTRATION OF YOUR PC

FIRST STEP

Once your legal counsel or accountant has prepared the Articles (these could be Incorporation, Continuance, Amendment, etc. depending on your circumstances), you must submit the original signed documents to the Alberta Dental Association and College (ADA&C) for approval prior to submitting them to corporate registries.

We will review them to ensure they meet the criteria of the appropriate legislation and bylaws:

1. The name must be in the correct format. The first name (in full or initial) and full last name of the dentist must be the first part of the PC name. The dentist's middle name(s) (in full or initial) may be used but are optional. The last part of the PC name must be either Professional Corporation or Professional Dental Corporation. For example John Samuel Doe could incorporate as John Doe Professional Corporation or as J. S. Doe Professional Dental Corporation, etc. However, Dr. John Doe Professional Corporation is not acceptable as it is not possible for a corporation to earn a degree.

2. All voting shareholders and directors of the PC must be licensed members of the ADA&C.
3. All non-voting shareholders (holding legal and beneficial ownership of all issued non-voting shares) must be any one or more of the following (as defined by the Health Professions Act):
 - a) A regulated member of the ADA&C;
 - b) The spouse of a regulated member whom is also a voting shareholder;
 - c) The common-law partner of a regulated member whom is also a voting shareholder;
 - d) A child of a regulated member whom is also a voting shareholder;
 - e) A trust, all of the beneficiaries of which are minor children of a regulated member whom is also a voting shareholder.
4. The Articles must include the following two clauses, they may be attached as separate schedules to the Articles:
 - a) Restriction on Business clause as detailed in Appendix 1
 - b) Chap. H-107(b) of the Health Professions Act as detailed in Appendix 2
5. The Articles must be signed by the incorporating dentist(s), not by legal council or any other person.

Attached, as Appendix 3, for your convenience, are sections 107 – 115 inclusive of the Health Professions Act, which contains the amendments under Bill 53.

Once we have reviewed the Articles and they meet all the criteria, they will be stamped as approved, signed and dated as at the date they are approved. We cannot back date the approval date for any reason.

The original documents will be returned, usually within 4-5 business days, along with a letter detailing further instructions along with a Form A “Application for a Permit”.

SECOND STEP

The documents must be sent to Alberta Corporate Registry for processing. Once the Articles are registered a Certificate will be issued from Alberta Corporate Registry.

THIRD STEP

Once the PC is registered with Alberta Corporate Registry you must register it with ADA&C. The following items are required in order to register your PC:

- a) Form A – Application for Professional Corporation Annual Permit: this form must be completed in full and signed by the incorporating dentist; it cannot be signed by legal council or any other person.
- b) A copy of the Certificate of Incorporation (or Continuance or Amendment as appropriate).
- c) Certificate of Status if the Articles were registered more the 30 days prior to the application (Form A) being submitted.
- d) Payment of fees in the amount of \$500.00 - \$400.00 for PC initial registration fees and \$100.00 for the current year annual fee.

A Certificate, Annual Permit, and Receipt will be issued and the registration process is complete.

ANNUAL PERMIT RENEWAL

A renewal notice for the Annual Permit will be emailed directly to the registered member whom is listed as the owner of the PC each year in mid November. The annual renewal submission consists of:

- a) Professional Corporation Permit Renewal Form
- b) Payment of annual fee of \$100.00.

The annual permit renewal will be issued and both emailed and mailed to the PC upon receipt of the above. Please ensure that your mailing and email address are up to date at all times.

AMENDEMENTS, AMALGAMATIONS, AND REVIVALS

Any dentist considering changing their registered PC should consult with their lawyer and/or accountant to guide him/her through the complexities. Approval by the ADA&C is required prior to registering Articles of Amendment, Amalgamation, or Revival; as well there is an ADA&C administration fee of \$300.00 for any changes made to an existing registered PC.

CHANGE IN SHAREHOLDINGS

Any changes to the shareholdings of the PC must be reported to the ADA&C within 15 days of the change utilizing Form B "Statement of Particulars". Changes in shareholdings may consist of the issuance of additional or new classes of shares, shares issued or sold to a new shareholder, etc. Please see items 2 and 3 above for information regarding who can be shareholders of a dental PC. There are no fees associated with filing a Form B.

I trust this information will be of assistance to you. A copy of the pertinent sections of the legislation concerning this subject are attached, including ADA&C forms. Please do not hesitate to contact our office should you require further information or clarification.

Further information relating to dental Professional Corporations can be located on the ADA&C Members website at www.abdentists.com under Member Services – Professional Corporation and under Legislative + Discipline – ADA&C Bylaws (Bylaw #14).

Further information relating to Corporations in Alberta can be located at Service Alberta's website at www.servicealberta.ca and located under Registries – Corporate Registry.