

Professional Corporation Registration Instructions & Application Form

This document details the steps required to register a professional corporation with Alberta Registries and obtain a corporation permit from the Alberta College and Association of Chiropractors (ACAC).
ACAC members should consult with a lawyer or accountant to see if incorporation is appropriate.

1. Prepare the following incorporation information and submit to the ACAC for endorsement:

- Articles of Incorporation*
 - Notice of Directors
 - Notice of Address
 - NUANS (name search) report
 - ACAC Application form (*page 3 of this package*)
- } samples can be found at:
www.servicealberta.gov.ab.ca/841.cfm

***The corporation name must** contain only the surname, or surnames and any combination of the given names or initials, of one or more regulated members of the ACAC, who are voting shareholders of the corporation followed by the words *Professional Corporation*. (Bylaw 11.3)

***Under the restrictions on the corporation's business, the following excerpt from the ACAC Bylaws must be included:**

The business that may be conducted and the powers, functions and duties that may be exercised by a professional corporation shall include the following:

- (a) to engage in every phase and aspect of rendering the same chiropractic services to the public that a registered member, being an active member of the Alberta College and Association of Chiropractors, is authorized to render;
- (b) to purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal with, real and personal property and other assets in the course of the management of the corporation;
- (c) to contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required; and
- (d) to enter into partnership, consolidate or merge with or purchase the assets of another corporation or individual rendering the same professional chiropractic services.

***Under the liability of shareholders and employees, the following excerpt from the *Health Professions Act* must be included:**

Despite anything to the contrary in the *Business Corporations Act* and despite the providing of the professions services of a regulated member of the Alberta College and Association of Chiropractors on behalf of a professional corporation, every voting shareholder of a professional corporation is liable to the same extent and in the same way as if the shareholder were, during that time, carrying on the business of the professional corporation as a partnership or, if there is only one shareholder, as an individual providing professional services.

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2. ACAC review and endorsement

The ACAC Registrar will review the submitted documentation to ensure that it is in compliance with the HPA and Bylaws. The Registrar will then endorse the Articles of Incorporation and return them to the member and their representative.

3. File incorporating documents with Alberta Registries

The endorsed articles must then be filed with Alberta Registries' Corporate Registry. Obtain a Certificate of Incorporation and a copy of the finalized Articles of Incorporation.

4. Complete the ACAC registration process

- Submit a copy of Certificate of Incorporation
- Submit a copy of finalized Articles of Incorporation
- Submit a \$200 registration fee (Invoices are posted to the ACAC member's online profile and can be paid by Visa/MC on the members' side of www.albertachiro.com or by cheque)

Once the registration process has been completed, the Registrar will issue a professional corporation permit and place the professional corporation's name on the ACAC register.

Additional requirements and information regarding professional corporations:

Annual Renewal

Professional corporation permits must be renewed with the ACAC on an annual basis. Notice with respect to renewal is sent in July of every year to the director of the corporation.

Members wishing to renew the permit for a professional corporation shall submit to the Registrar on or before September 30 of each year: an annual renewal form, a copy of the most recent Proof of Filing and a \$50 registration renewal fee. Failure to renew a professional corporation certificate will result in notification to Corporate Registry that the professional corporation is not registered and no longer valid.

Disposal or transfer of shares on death

If, in the event of a member's death, the shares of his/her professional corporation are bequeathed to a non-member, such as a spouse or child, the professional corporation's permit will expire either upon 90 days from the death or a period deemed reasonable by the Registrar.

Upon expiry of the permit, the corporation will lose its status as a chiropractic professional corporation but it can continue to exist as an ordinary corporation under the *Alberta Business Corporation Act* (ABCA) if the new shareholders want the corporation to continue. See section 10(3) of the ABCA.

Professional Corporation Application for Permit

_____ Professional Corporation, with a registered office
at _____ in the City/Town of _____

in the Province of Alberta, hereby applies for a permit under Section 104 of the *Health Professions Act*.

Name one director of the corporation, who is also a regulated member of the Alberta College and Association of Chiropractors (ACAC):

Name:

List all voting shareholders of the corporation (i.e., regulated ACAC members), including the director:

Name:

Name:

Name:

I, _____, a regulated member of the Alberta College and Association of Chiropractors and director of the above named professional corporation, hereby certify to the Alberta College and Association of Chiropractors that the structure of the Professional Corporation, which is the subject of this application, is compliant with the *Health Professions Act, sec 109* in its entirety and that the information contained in this application is true and complete.

Date

Signature

A \$200 registration fee will be posted to the ACAC member's online profile and can be paid by Visa/MasterCard on the members' side of www.albertachiro.com or by cheque