

Under Alberta's *Health Professions Act*, chiropractors may choose to incorporate their practices. Please consult with your lawyer or accountant to see if incorporation is appropriate for you.

This document is designed to walk members through the steps required to establish a professional corporation, register that corporation with Alberta Registries and then obtain an ACAC professional corporation permit.

1. Prepare the following incorporation documents:

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

*The articles of incorporation must contain:

Corporation name: The name of the professional corporation shall contain only the surname, or the surnames and any combination of the given names or initials, of one or more regulated members of the ACAC, who are shareholders of the corporation followed by the words 'Professional Corporation'. (ACAC By-law 11.3)

Restrictions on the corporation's business: This section in the Articles of Incorporation must be consistent with the *Health Professions Act* and by-laws. The professional corporation must, by law or by virtue of its incorporation documents, have the capacity to carry on the business and exercise the powers set out in 11(2) of the Chiropractic Profession By-laws. The following excerpt from the *Chiropractic Profession By-Laws* must be included in the Articles of Incorporation:

11. (2) 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.

Liability of shareholders and employees: The following excerpt from section 107 of the *Health Professions Act* must be included in the Articles of Incorporation:

107 Despite anything to the contrary in the *Business Corporations Act* and despite the providing of the professions services of a regulated member

- (c) 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

2. **Submit incorporation documents to the ACAC**

Submit the proposed Articles of Incorporation, Notice of Address, Notice of Directors and the NUANS (name search) report to the Alberta College and Association of Chiropractors for approval and endorsement **prior to submitting any incorporating documents to an Alberta Registry agent.**

Submit documents to 11203 70 Street NW, Edmonton, AB T5B 1T1

3. **ACAC to review and endorse incorporating documents**

The ACAC Registrar will review the submitted documentation to ensure that it is in compliance with the *Health Professions Act* and by-laws. The Registrar will then endorse the Articles of Incorporation and return them to the member, or if requested the member's representative.

4. **File incorporating documents with Alberta Registries**

Submit the endorsed Articles of Incorporation to Alberta Registries' Corporate Registry. Once the professional corporation is incorporated, the member should obtain from the Corporate Registry the following:

- (i) copy of Certificate of Incorporation;
- (ii) copy of finalized Articles of Incorporation.

5. **Submit application to the ACAC for a professional corporation permit**

Apply to the ACAC for a permit by submitting the following documents:

- permit application (sent from the ACAC with endorsed articles)
- copy of Certificate of Incorporation (from Corporate Registry)
- copy of finalized Articles of Incorporation (from Corporate Registry)
- \$200 registration fee (payable to the ACAC)

If everything is in order, the Registrar will issue a professional corporation permit and place the professional corporation's name on the ACAC's 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 will be sent in July of every year to the director of the corporation.

Every professional corporation that wishes to have its permit renewed for the following licensing year shall submit to the Registrar on or before September 30 of each year:

- i) a statement of particulars (sent from ACAC)
- ii) a copy of your most recent Proof of Filing (sent from Corporate Registry and filed with minute books)
- iii) \$50 registration renewal fee

When a corporation has filed the statement of particulars, the most recent Proof of Filing and has paid the required renewal fee, the Registrar shall, if satisfied the member is in good standing, issue an annual renewal certificate to the professional corporation.

Failure to renew your professional corporation certificate will result in notification to Corporate Registry that your professional corporation is not registered and therefore no longer valid.

- **Notice of change**

Articles of Amendment to change a professional corporation name or to add/delete directors/shareholders must be endorsed by the ACAC Registrar before being submitted and filed with Alberta Registry.

- **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, then the professional corporation's permit will expire upon 90 days from the death or some other period the Registrar considers reasonable.

Upon expiry of the permit, the corporation will lose its status as a chiropractic professional corporation but can continue to exist as an ordinary corporation under the Alberta Business Corporation Act (ABCA) if the new shareholders wish the corporation to continue. In that event, the name of the corporation would have to be changed by excluding the words 'professional corporation' or 'professional chiropractic corporation' and replacing them with any other word referred to in section 10(3) of the ABCA ('Limited,' 'Limitee,' 'Incorporated,' 'Incorporatee,' or the abbreviation 'Ltd.,' 'Ltee,' 'Inc.,' or 'Corp.').