



Royal College of Dental Surgeons of Ontario

Ensuring Continued Trust

6 Crescent Road, Toronto, ON Canada M4W 1T1
T: 416.961.6555 F: 416.961.5814 Toll Free: 1.800.565.4591 www.rcdso.org

Notice of Change of Shareholder(s)

NAME OF HEALTH PROFESSION CORPORATION

CERTIFICATE OF AUTHORIZATION NUMBER

On behalf of the Corporation, I, [Insert name of Director], being a Director (must be a dentist and

member of the College) of the above Corporation with legal authority to bind the Corporation, do hereby provide Notice to the Royal College of Dental Surgeons of Ontario on the Corporation's behalf of the following changes to the dentist Shareholder(s) of the Corporation:

NOTE: EFFECTIVE JUNE 4, 2009, A HEALTH PROFESSION SHALL NOTIFY THE REGISTRAR OF A CHANGE IN THE SHAREHOLDERS OF THE CORPORATION WHO ARE MEMBERS OF THE COLLEGE.

DENTIST SHAREHOLDERS WHO BECAME SHAREHOLDERS

[Insert name and registration number of Shareholder] became a Shareholder on the ___ day of ___, ___ [Voting checkboxes]

[Insert name and registration number of Shareholder] became a Shareholder on the ___ day of ___, ___ [Voting checkboxes]

DENTIST SHAREHOLDERS WHO CEASED TO BE SHAREHOLDERS

[Insert name and registration number of Shareholder] ceased to be a Shareholder on the ___ day of ___, ___ [Voting checkboxes]

[Insert name and registration number of Shareholder] ceased to be a Shareholder on the ___ day of ___, ___ [Voting checkboxes]

Dated this ___ day of ___, ___

Per: _____

Signature of Director (must be a member of the College)

[Insert Name of Health Profession Corporation]

Print Name and Registration Number of Director



This Declaration is for existing health profession corporations and must accompany the Notice of Change of Shareholders form. This Declaration must be signed and dated **after** the shareholder change has taken place. The Notice of Change must be submitted to the College within 10 days of each and every change of voting dentist shareholder of the corporation.

I, _____, a Director (*must be a dentist and member of the College*)
[Insert Full Name of Dentist]

of _____
[Insert Full Name of Health Profession Corporation ("Corporation")]

do hereby solemnly certify that the following statements are true:

1. I am a member of the College holding Certificate of Registration No. _____ .
2. I am a Director (*must be a dentist and member of the College*) of the Corporation authorized to sign on behalf of the Corporation.
3. The Corporation is in compliance with section 3.2 of the *Business Corporations Act (Ontario)*, including the regulations made under that Act applicable to a dentistry professional corporation, as of the date this Declaration is signed.
4. The Corporation is in compliance with the *Regulated Health Professions Act, 1991* including the regulations made under that Act applicable to a dentistry professional corporation, and in particular, subparagraph 2.2 of subsection 1(1) of Ontario Regulation 39/02¹ as of the date this declaration is signed.
5. The information contained in the Notice of Change of Shareholders form accompanying this Declaration is true, accurate and complete as of the date this Declaration is signed.
6. The Corporation does not carry on, and will not carry on, any business that is not the practice of dentistry or any activity related or ancillary to the practice of that profession.

Signature of Director (must be a dentist and member of the College)

(/ /)
Date DD MM YYYY

Name of Director (signatory) (please print)

¹NOTE: Subparagraph 2.2 of subsection 1(1) of Ontario Regulation 39/02 requires that:

- each issued and outstanding voting share of the corporation be legally and beneficially owned, directly or indirectly, by a member of the College; and
- each issued and outstanding non-voting share of the corporation be owned in one of the following ways:
 - i. legally and beneficially, directly or indirectly, by a member of the College;
 - ii. legally and beneficially, directly or indirectly, by a family member of a voting dentist shareholder; or
 - iii. 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.

FORM C
TO BE COMPLETED BY EACH NEW DIRECTOR ONLY

Undertaking

Each new Director of the Health Profession Corporation to execute a separate Undertaking.

I, _____, a member of the Royal College of Dental Surgeons
Name of Director
of Ontario ("College") and a director and a shareholder of _____
Name of Corporation ("Corporation")

UNDERTAKE TO THE COLLEGE AS FOLLOWS:

1. I accept professional responsibility for any act or omission of the Corporation that would be professional misconduct if such act or omission had been committed or omitted by a member of the College.
2. I will ensure that the Corporation does not do or cause to be done or omit or cause to be omitted anything that would be professional misconduct if done or omitted to be done by a member of the College.
3. I will ensure that the Corporation does not engage in the practice of dentistry or any activity related or ancillary to the practice of that profession unless it maintains a valid Certificate of Authorization issued by the College.
4. I will ensure that the Corporation does not practise under any name other than the name of the Corporation, a practice name previously approved by the College for use by a dentist shareholder of the Corporation or a name permitted by Regulation.
5. I will ensure that the Corporation complies with the *Regulated Health Professions Act, 1991*, the *Dentistry Act, 1991*, the regulations made under those Acts, and the by-laws of the College.
6. I will ensure that the College is notified immediately of any change in shareholders of the Corporation and that any future shareholder of the Corporation execute and file with the College, within ten days of becoming a shareholder of the Corporation, an Undertaking in a form approved by the College.
7. I will ensure that the College is notified of any changes to practice locations of the Corporation as soon as they occur.
8. I acknowledge that a breach of this Undertaking may result in referral of specified allegations of professional misconduct against me to the Discipline Committee arising out of my failure to abide by any of the terms of this Undertaking.
9. I acknowledge having been advised to obtain independent legal advice prior to signing this Undertaking.

Signature of Director (must be a dentist and member of the College)

Signature of Witness

Name of Director (please print)

Name of Witness (please print)

Date

FORM D
TO BE EXECUTED BY EACH NEW DENTIST SHAREHOLDER ONLY
(must be a member of the College)

Undertaking

Each new Dentist Shareholder of the Health Profession Corporation to execute this Undertaking.

I, _____, a member of the Royal College of Dental Surgeons
Name of Shareholder
of Ontario ("College") and a shareholder of _____ UNDERTAKE TO
Name of Corporation ("Corporation")

THE COLLEGE AS FOLLOWS:

1. I accept professional responsibility for any act or omission of the Corporation that would be professional misconduct if such act or omission had been committed or omitted by a member of the College.
2. I will ensure that the Professional Corporation does not do or cause to be done or omit or cause to be omitted anything that would be professional misconduct if done or omitted to be done by a member of the College.
3. I will ensure that the College is notified within ten (10) days if I cease to be a shareholder of the Corporation.
4. I acknowledge that a breach of this Undertaking may result in referral of specified allegations of professional misconduct against me to the Discipline Committee arising out of my failure to abide by any of the terms of this Undertaking.
5. I acknowledge having been advised to obtain independent legal advice prior to signing this Undertaking.

Signature of Dentist Shareholder (must be a member of the College)

Signature of Witness

Name of Dentist Shareholder (please print)

Name of Witness (please print)

Date