

College of Occupational Therapists of Nova Scotia Professional Corporations Regulations

made under Section 6 of the
Occupational Therapists Act
S.N.S. 1998, c. 21
O.I.C. 1999-148 (April 7, 1999), N.S. Reg. 34/99

Citation

1 These regulations may be cited as the *College of Occupational Therapists of Nova Scotia Professional Corporations Regulations*.

Definitions

2 In these regulations

- (a) “Act” means *Occupational Therapists Act*;
- (b) “Board” means Board of the College;
- (c) “College” means the College of Occupational Therapists of Nova Scotia;
- (d) “permit” means a permit issued and in force pursuant to Section 5 of these regulations permitting a corporation to engage in the practice of occupational therapy;
- (e) “professional corporation” means a corporation issued a permit pursuant to this Act;
- (f) “Registrar” means the person holding the office of Registrar pursuant to the Act; and
- (g) “spouse”, despite subclause 2(y)(ii) of the Act, includes a person who is living with another person, having lived with that person for at least one year, if the 2 persons have publicly represented themselves as husband and wife or as in an analogous relationship.

Requirement for permit

3 A professional corporation may engage in the practice of occupational therapy upon being issued a permit pursuant to these regulations.

Application for permit

4 An application for a permit or to renew a permit shall be made to the Registrar.

Issuance of permit

5 The Registrar may issue a permit to a professional corporation that

- (a) files a completed application in accordance with Form A under seal of the professional corporation;
- (b) pays a fee of \$100.00 on initial application or a fee of \$75.00 on renewal of a permit;
- (c) provides the Registrar with a certificate of incorporation of the company pursuant to the *Companies Act*, and satisfies the Registrar that the professional corporation is a company limited by shares in good standing under the *Companies Act* and the *Corporations Registration Act*, and that it is a private company as defined by the *Securities Act*;
- (d) satisfies the Registrar that the name of the professional corporation is a fit and proper name for a professional corporation engaged in the practice of occupational therapy;
- (e) satisfies the Registrar that the majority of issued shares of the professional corporation are beneficially owned by one or more occupational therapists;
- (f) satisfies the Registrar that the majority of the issued voting shares of the professional corporation are legally and beneficially owned by one or more occupational therapists;
- (g) satisfies the Registrar that all of the directors of the professional corporation are registered occupational therapists;
- (h) provides the Registrar with written confirmation stating that the persons who will carry on the practice of occupational therapy for or on behalf of the professional corporation are occupational therapists.

6 A permit issued pursuant to Section 5 is valid for the licensing year in which it is issued.

Renewal of permit

7 A permit may be renewed upon application to the Registrar in accordance with Form B under seal of the professional corporation and upon satisfying the Registrar that the professional corporation continues to meet the conditions specified in Section 5.

8 An application to renew a permit shall be made not earlier than 90 days and not later than 30 days prior to the expiry date of the permit.

Contravention of Section 5

9 (1) Despite Section 19, where it appears to the Registrar that the professional corporation fails to meet any of the requirements specified in Section 5, the Registrar may, after giving written notice, suspend, revoke, or refuse to renew a permit issued under Section 5.

(2) Reference to the specific requirements of Section 5 that appear to the Registrar to have been contravened by the professional corporation shall be included in the notice.

Review of decision to suspend

10 Where, pursuant to Section 9, the permit of a professional corporation is suspended, revoked, or not renewed, the professional corporation may, within 15 calendar days, request that the Board review the Registrar's decision.

11 (1) Where a professional corporation requests a review by the Board pursuant to Section 10, the professional corporation shall, within 30 days of receiving notice of the Registrar's decision, make written submission to the Registrar and to the Board.

(2) The Board may investigate the matter as it sees fit, and may require the professional corporation, its directors, officers, employees or shareholders to provide information and documentation to the Board.

(3) The Board may ratify, reverse or modify the decision of the Registrar, as it sees fit.

(4) Where the Board re-instates or re-issues a permit suspended, revoked or not renewed pursuant to Section 9, the Board may prescribe terms and conditions upon which re-instatement or re-issuance of a permit may be granted.

Fees payable to trustee

12 No fees or other remuneration shall be paid to any individual or company holding a non-voting share in a professional corporation or holding company as trustee except for fees payable to the trustee solely for services rendered as trustee in an amount not exceeding the fees which might be fixed by the Supreme Court of Nova Scotia pursuant to the *Trustee Act*, and in any such trust arrangement it shall be stipulated that such fees shall be subject to review by the court for the purpose of determining whether the fees are reasonable in the circumstances.

Display of permit

13 The professional corporation shall at all times display the current permit issued to it in a conspicuous place at its premises.

Proposed change of name

14 Where a professional corporation holding a permit proposes to change its name or operate under a business name other than its own name, it shall first satisfy the Registrar that the proposed name or business name is a fit and proper name for use by a professional corporation engaged in the practice of occupational therapy.

Changes to Memorandum of Association

15 The Memorandum of Association of the professional corporation shall not be changed without the written consent of the Registrar.

Notice pursuant to Section 80 of the Act

16 A professional corporation required to give notice to the Registrar pursuant to Section 80 of the Act shall give such notice in writing and satisfy the Registrar that it will continue to fulfil the requirements for issuance of a permit.

Conflict of interest

17 No occupational therapist shall cause or commit a professional corporation or a holding company to engage in or invest in any business that is contrary to the proper and ethical practice of occupational therapy or that creates a conflict of interest for the professional corporation or its employees.

Advertising and designated titles

18 Sections 52 to 55 with respect to advertising and Section 51 with respect to designated titles in the *College of Occupational Therapists of Nova Scotia Registration Regulations* shall apply mutatis mutandis to any professional corporation that holds a permit under Section 5 of these regulations.

Suspension of permit

19 The Registrar may suspend the permit of a professional corporation without notice or investigation where the Registrar believes that it has contravened any regulation that requires it to pay a fee or assessment, file a document, or do any other act by a specified or ascertainable date.

Re-instatement of permit

20 A permit suspended by the Registrar pursuant to Section 19 may be re-instated by the Registrar upon payment of the fee or assessment, or upon receipt of a document required to be filed, or upon any other required act being performed by the professional corporation.

Register of Professional Corporations

21 The Registrar shall maintain a Register of Professional Corporations and enter the name and address of the professional corporation upon issuance or re-issuance of a permit.

Records

22 Every professional corporation shall

- (a) maintain current financial records in accordance with generally accepted accounting principles;
- (b) cause financial statements to be prepared at the end of each fiscal year;
- (c) maintain current patient records; and
- (d) maintain, in accordance with generally accepted business standards, records with respect to its employees.

Names

23 The names and business names by which a professional corporation, a partnership of 2 or more professional corporations or a partnership of 1 or more professional corporations and 1 or more individual occupational therapists may be known shall

(a) be in good taste;

(b) not imply superiority of qualifications, experience or education over that of other occupational therapists.

Access to minute book records

24 Upon 7 days' written notice, a professional corporation shall provide the Registrar with access to the minute book records and such other business and financial records as may be reasonably required.

Notice

25 Any notice required to be given to a professional corporation pursuant to the Act or these regulations may be by prepaid registered mail to the address indicated on the Register of Professional Corporations and shall be deemed to have been received on the 3rd day after the notice is sent.

26 Where notice of any act or thing is required to be given to the Registrar or the Board pursuant to the Act or these regulations, it shall be in writing by prepaid registered mail and shall be deemed to have been received by the Registrar or Board, as the case may be, on the 3rd day after the notice is sent.

Form A - Application for a Permit
(Pursuant to subsection 78(3) of the *Occupational Therapists Act*)

Only forms that are typed or legibly printed will be accepted.

_____ Limited/Incorporated
("Company") with Registered Office at _____ in the
_____ of _____, in the Province of Nova Scotia,
hereby applies for a permit under subsection 78(3) of the *Occupational Therapists Act*.

1. Attached are
 - (a) a copy of the Company's Certificate of Incorporation;
 - (b) a Certificate of Status in respect of the Company issued by the Registrar of Joint Stock Companies, under the *Companies Act* and the *Corporations Registration Act*;
 - (c) payment of the fee prescribed by clause 5(b) of the regulations.
2. The name of the Company is _____
3. The objects of the Company stated in its Memorandum of Association include the objects of engaging in the practice of occupational therapy and

4. The Company is a private company as defined by the *Securities Act*.
5. The total number of voting shares is

6. The total number of non-voting shares is _____
7. The persons who own voting shares of the Company who are not registered occupational therapists under the *Occupational Therapists Act* are

Name	Address	No. & class of shares
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8. The persons who own voting shares of the Company who are registered occupational therapists under the *Occupational Therapists Act* are

Name	Address	No. & class of shares
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9. The persons who own non-voting shares of the Company or for whom any shares of the Company are held in trust, and the trustee, if any, are

Beneficial Owner	Address	Trustee	Address	No. & class of shares
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10. The directors of the Company, each of whom is a registered occupational therapist under the *Occupational Therapists Act*, are

Name	Address
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11. The President of the Company is

Name	Address
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12. The remaining officers of the Company are

Name	Address
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Name	Address
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13. The persons who will carry on the practice of occupational therapy for or on behalf of the Company, each of whom is a registered occupational therapist under the *Occupational Therapists Act*, are

Name	Address
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Name	Address
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14. The Company undertakes that while its permit is in force, it will at all times faithfully keep and perform all of the obligations of a registered occupational therapist and comply with all of the rules and requirements of the College of Occupational Therapists of Nova Scotia.

15. I, _____ of Nova Scotia, do solemnly declare

- (a) that I am a registered occupational therapist pursuant to the *Occupational Therapists Act*;
- (b) that I am a shareholder and director of the above named applicant;
- (c) that the information in this application and in particular Sections 2 to 14 is true, accurate, and complete.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

DECLARED AT _____, in)
the County of)
Province of Nova Scotia, on)
the) _____
day of _____, before me:) Applicant
)
) _____
) Occupational Therapists Registration
) No.
)

A Barrister of the Supreme)
Court of Nova Scotia)
) (Affix Corporate Seal)

Form B - Application For Renewal of Permit
(Pursuant to subsection 78(5) [of the] *Occupational Therapists Act*)

Only forms that are typed or legibly printed will be accepted. A renewal fee of \$75.00 must accompany this form.

1. The name of the professional corporation is: _____

_____ (the "professional corporation")

2. The professional corporation is a valid and subsisting company limited by shares under the *Companies Act*, is registered and in good standing having paid the annual fees under the *Professional Corporations Registration Act* and is a private company as defined by the *Securities Act*.

Yes _____ No _____

3. All of the persons who carry on the practice of occupational therapy for or on behalf of the professional corporation are occupational therapists licensed to practise occupational therapy in Nova Scotia.

Yes _____ No _____

4. In the past year, have there been any changes respecting the shareholders, number of shares, share distribution, directors or officers of the professional corporation?

Yes _____ No _____

If yes, complete the relevant section(s) of Schedule A to this form and continue to Question 5. If no, go to Question 8.

5. In the past year, have there been any changes to the persons who carry on the practice of occupational therapy for and on behalf of the professional corporation?

Yes _____ No _____

If yes, complete Section 6 of Schedule A to this form and continue to Question 6. If no, go to Question 8.

6. All of the directors of the professional corporation are occupational therapists licensed to practise occupational therapy in Nova Scotia

Yes _____ No _____

7. The majority of issued shares of the professional corporation are legally and beneficially owned by one or more occupational therapists.

Yes _____ No _____

8. The majority of issued voting shares of the professional corporation are legally and beneficially owned by one or more occupational therapists.

Yes _____ No _____

9. In the past year, have there been changes to the objects of the professional corporation?
Yes _____ No _____

If yes, what are the current objects as stated in the Memorandum of Association?

10. The professional corporation undertakes that while its permit is in force, it will at all times faithfully comply with all of the obligations of a registered occupational therapist and with all of the rules and requirements of the College of Occupational Therapists of Nova Scotia.

I, _____, an occupational therapist licensed to practise occupational therapy in Nova Scotia and a shareholder and director of the professional corporation, hereby verify to the College of Occupational Therapists of Nova Scotia that the information and particulars contained in this application form and schedule are true and complete.

Dated at _____, Nova Scotia, on the _____ day of _____, _____.

Name of Professional Corporation

Director

Occupational Therapist Licence No. _____

(Affix Corporate Seal)

[Please ensure that the renewal fee of \$75.00 is enclosed.]

NOTE: Where changes have been indicated above, the relevant sections of Schedule A must also be completed.

Form B - Schedule A

Complete, where applicable, if there have been changes in the past year.

1. Total number Issued voting shares _____
of: Issued non-voting shares _____

2. Issued shares legally or beneficially owned by registered occupational therapists:

Shareholder Name & Address	No. of shares	Voting or non-voting
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3. Issued shares legally or beneficially owned by shareholders other than registered occupational therapists:

Shareholder Name & Address	No. of shares	Voting or non-voting
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4. Issued shares held in trust:

Beneficial Owner & Address	Trustee & Address	No. of shares	Voting or non-voting
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5. Professional corporation directors and officers:

Name	Address	Title or Position
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6. The persons who will carry on the practice of occupational therapy for or on behalf of the professional corporation, each of whom is a registered occupational therapist in Nova Scotia:

Name	Address
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