Certificate of Authorization
Application Package –
for a Professional Corporation
(Social Work)

Only members of the College can apply for a Certificate of Authorization. Please note that there are separate packages for social work and social service work members. Please ensure that your entire package is for the category of membership in which you hold a certificate of registration with the College.

Please ensure that you review all of the following documents, which are included in this package:

- Checklist for Certificate of Authorization for a Professional Corporation
- Application Guide: Certificate of Authorization for a Professional Corporation
- Application Form for a Certificate of Authorization for a Professional Corporation
- Application Form for a Certificate Regarding Proposed Corporate Name (Professional Corporation)
- Section C – Undertaking of Shareholder
- Section D – Statutory Declaration of Director

You are also required to submit the following:

- Original certificate of status of corporation issued by the Ministry of Government and Consumer and Business Services
- Copy of Certificate of Incorporation and Articles of Incorporation

Prior to mailing your application, please ensure that the following is enclosed:

☐ Completed application form

☐ Payment

☐ Completed application for proposed name (if applicable)

☐ Undertaking from each shareholder

☐ Statutory declaration of director

☐ Original certificate of status of corporation issued by the Ministry of Government and Consumer and Business Services

☐ Copy of Certificate of Incorporation and Articles of Incorporation

Send to the following address:

Ontario College of Social Workers and Social Service Workers
250 Bloor Street East, Suite 1000
Toronto, ON M4W 1E6

Faxed or emailed documentation will not be accepted.

As a result of amendments to the Social Work and Social Service Work Act (the "SWSSW Act") and the Ontario Business Corporations Act (BCA), and the bylaws made under the Act, social workers and social service workers are now permitted to incorporate for the purpose of practising social work or social service work, provided that they obtain Certificates of Authorization from the Ontario College of Social Workers and Social Service Workers (the "College"). The new provisions outline the conditions and requirements that must be met in order to obtain a Certificate of Authorization from the College, and include:

- all of the issued and outstanding shares of the corporation must be legally and beneficially owned by one or more social workers, who hold a general certificate of registration issued by the College, in the case of a corporation that proposes to practise social work or by one or more social service workers who hold a general certificate of registration issued by the College, in the case of a corporation that proposes to practise social service work

- all officers and directors of the corporation must be shareholders of the corporation

- the articles of the professional corporation must provide that the corporation cannot carry on a business other than the practise of social work, in the case of a corporation that proposes to practise social work, or social service work in the case of a corporation that proposes to practise social service work, and activities related to, or ancillary to, the practise of such profession

- the name of the corporation must include the words "Professional Corporation" or "Société professionnelle" and comply with the rules respecting the names of professional corporations set out in the regulations made under the BCA and with the rules respecting names set in the bylaws made under the SWSSW Act

- the name of the corporation must include the surname of one or more of the shareholders of the corporation as the surname is set out in the College register and also may include the shareholder's given name, one or more of the shareholder's initials or a combination of given name and initials

- the name of the corporation must include either "Social Work" or "travail social" in the case of a corporation, which proposes to practise social work, or "Social Service Work" or "techniques de travail social" in the case of a corporation, which proposes to practise social service work
• the name of the corporation must not include any information other than the information permitted or required by the above, except that the College may require the addition of a word or words indicating the geographic area in which the corporation proposes to practice

• in the case of a corporation, which proposes to practise the profession of social work, each of the shareholders of the corporation must hold a general certificate of registration for social work issued by the Registrar and be a member in good standing and

• in the case of a corporation, which proposes to practise the profession of social service work, each of the shareholders of the corporation must hold a general certificate of registration for social service work issued by the Registrar and be a member in good standing.

In order to obtain a Certificate of Authorization issued by the College, a corporation must complete and submit to the College an application for a Certificate of Authorization, in a form approved by the College, along with certain information and documents as required by the bylaws made under the SWSSW Act. If a member of the College wishes to do so, a member may apply to the College for a certification regarding the proposal name of the intended corporation. You may wish to refer to section 3.2 of the BCA and bylaw No. 46 of the College.

APPLICATION FOR A CERTIFICATE REGARDING PROPOSED CORPORATE NAME

A member of the College may apply to the College for a certificate regarding the proposed name of the intended corporation by completing the Application for a Certificate regarding Proposed Corporation Name and paying the $100 fee. The College will consider the application. If the College is satisfied that the proposed name meets the requirements regarding a corporate name (see below under "Corporate Name"). The College will issue a certificate that the College does not object to the establishment of a professional corporation under the name proposed by the member. A certificate issued in response to the application does not reserve the name and does not mean that the Director appointed under the Business Corporations Act has approved the name. A member of the College is not required to apply to the College for a certificate regarding the proposed corporate name.

APPLICATION FOR CERTIFICATE OF AUTHORIZATION FOR A PROFESSIONAL CORPORATION

There are four sections of the Application for a Certificate of Authorization, which must be completed. If the corporation proposes to practise social work, complete the application and accompanying documents that relate to social work. If the corporation proposes to practise social
service work, complete all sections of the application and accompanying documents that relate to social service work.

SECTION A NAME AND ADDRESS OF CORPORATION

Corporate Name
The name of the corporation must meet the requirements set out in section 3.2 of the Business Corporations Act and the bylaws made under the SWSSW Act, which include the following:

- the corporation must not have a number name
- the corporate name must include the words 'Professional Corporation" or "Société professionnelle"
- the corporate name must include the surname of one or more shareholders of the corporation as the surname is set out in the College register
- the corporate name also may include the shareholder's given name, one or more of the shareholder's initials or a combination of his or her given name and initials
- the corporate name must include either "Social Work" or "travail social" in the case of a corporation which proposes to practise social work, or "Social Service Work" or "techniques de travail social" in the case of a corporation, which proposes to practise social service work
- the corporate name must not include any information other than that permitted or required under the Business Corporations Act or the bylaws made under the SWSSW Act as outlined above, except that the College may require the addition of a word or words indicating the geographic area in which the corporation proposes to practise; and
- the corporate name must not violate the provisions of any other Act.

Practice Name
If the practice name is different from the corporate name, provide the name under which the corporation practises.

Business Address
This must be the actual business address of the corporation and not the address of the corporation's legal counsel.

SECTION B-COMPLETION OF APPLICATION

Complete each statement in this section and provide the required information as directed on the form, noting the following:

a. The individual applying for a Certificate of Authorization on behalf of the corporation must hold a current certificate of registration with the College and be a director of the corporation.
b. Each shareholder of the corporation must hold a general certificate of registration issued by the College and be a member in good standing. In the case of a corporation proposing to practise social work, each shareholder must be a member of the College in the category of social work. In the case of a corporation proposing to practise social service work, each shareholder must be a member of the College in the category of social service work.

c. Each director and officer must be a shareholder of the corporation.

d. The director applying on behalf of the corporation must sign and date the application.

e. The following documentation must accompany the application for a Certificate of Authorization:

   i. The fee for the Certificate of Authorization of $500, less the amount(s) (to a maximum of $200) paid to the College in connection with a related application to the College for a corporate name certificate.

   ii. An Undertaking dated and signed by each shareholder of the corporation, in the form attached as Section C.

   iii. The statutory declaration of a director of the corporation executed not more than 15 days before the application is submitted, in the form attached as Section D.

   iv. Original Certificate of Status of the corporation issued by the Ministry of Government and Consumer Services not more than 30 days before the application is submitted to the Registrar, which indicates that the corporation is active.

   v. A copy of every certificate of the corporation (such as, for example, the Certificate of Incorporation and every Certificate of Amendment) that has been endorsed under the Business Corporations Act as at the date the application is submitted.

   vi. As applicable satisfactory evidence regarding the registration of a practice name under the Business Names Act.

SECTION C-UNDERTAKING

Each shareholder of the corporation must sign and date the Undertaking, before a witness, which is to be submitted with the application for a Certificate of Authorization. Each shareholder must be listed in the application and must hold a general certificate of registration issued by the College and be a member in good standing. A breach of the undertaking given to the College
may result in a referral of specified allegations of professional misconduct against the member to
the Discipline Committee of the College. It is recommended that, prior to signing the
undertaking, the shareholder obtain independent legal advice.

SECTION D - STATUTORY DECLARATION

The statutory declaration must be completed by the same director of the corporation, who signed
the application form, and must be sworn before a commissioner for taking affidavits in Ontario.
The statutory declaration cannot be executed more than 15 days before the application is
submitted to the Registrar. The statutory declaration must be submitted with the application for a
Certificate of Authorization.

SUBMISSION OF THE APPLICATION

The application for a Certificate of Authorization must be submitted to the Registrar of the
College, along with the required supporting documentation and fee to the following address:

Ontario College of Social Workers and Social Service Workers
250 Bloor Street East
Suite 1000
Toronto, ON M4W 1E6

Incomplete applications will be returned.

RENEWAL

The Certificate of Authorization must be renewed annually prior to the anniversary of the date of
issue. If you are renewing a Certificate of Authorization, please contact the College for an
application for renewal of a Certificate of Authorization at least 90 days prior to the anniversary
date.

GENERAL

It is recommended that members of the College consult with their own advisors to decide
whether or not to practise social work or social service work through a professional corporation.
The College is not in a position to provide any legal, accounting, tax or financial advice in this
regard.
APPENDIX 1

Section 3.2 of the Business Corporations Act (Ontario)
(Current as of October 15, 2019)

Application of Act to Professional Corporations
3.2 (1) This Act and the regulations apply with respect to a professional corporation except as
otherwise set out in this section and sections 3.1, 3.3 and 3.4 and the regulations.

Conditions for Professional Corporations
(2) Despite any other provision of this Act but subject to subsection (6), a professional corporation
shall satisfy all of the following conditions:

1. All of the issued and outstanding shares of the corporation shall be legally and beneficially
owned, directly or indirectly, by one or more members of the same profession.

2. All officers and directors of the corporation shall be shareholders of the corporation.

3. The name of the corporation shall include the words “Professional Corporation” or “société
professionnelle” and shall comply with the rules respecting the names of professional
corporations set out in the regulations and with the rules respecting names set out in the
regulations or by-laws made under the Act governing the profession.

4. The corporation shall not have a number name.

5. The articles of incorporation of a professional corporation shall provide that the corporation
may not carry on a business other than the practise of the profession but this paragraph shall
not be construed to prevent the corporation from carrying on activities related to or ancillary
to the practice of the profession, including the investment of surplus funds earned by the
corporation.

(2.1) A professional corporation that has a name that includes the words “société
professionnelle” shall be deemed to have complied with the requirements of subsection 10 (1).

Corporate acts not invalid
(3) No act done by or on behalf of a professional corporation is invalid merely because it
contravenes this Act.

Voting agreements void
(4) An agreement or proxy that vests in a person other than a shareholder of a professional
corporation the right to vote the rights attached to a share of the corporation is void.

Unanimous shareholder agreements void
(5) Subject to subsection (6), a unanimous shareholder agreement in respect of a professional
corporation is void unless each shareholder of the corporation is a member of the professional
corporation.
Application Form for a Certificate of Authorization for a Professional Corporation – Social Work

PLEASE REFER TO THE APPLICATION GUIDE PRIOR TO SUBMISSION

Date of submission of application:   _________/__________/_________
Date  Month           Year

Section A

1. Name of Corporation
   Ontario Corporation No. Issued by Ministry

   (Attach OCSWSSW certificate regarding proposed name, if applicable)

2. Business Address of Corporation

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<thead>
<tr>
<th>Street:</th>
<th>Suite:</th>
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<td>City:</td>
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<td>Postal Code:</td>
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3. Practice name of corporation if corporation practices under a name other than its corporate name:
Section B

4. Name(s) of each shareholder as of the day the application is submitted (must be a member of the College in the category of social work) and his/her business address. Business telephone number and registration number with the College as of that day.

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<tr>
<th>College Registration No.:</th>
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<tbody>
<tr>
<td>Last Name:</td>
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<tr>
<td>Business Address:</td>
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<td>Postal Code:</td>
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5. Name(s) of each director and officer of the day the application is submitted (must be a member of the College in the category of social work).

**Note: All directors and officers must be shareholders of the corporation.** For each person listed, please check the appropriate box to indicate whether the person is a director or officer or both. If the person is an officer, please indicate the title of the office.

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<thead>
<tr>
<th>College Registration No.</th>
<th>Full Name:</th>
<th>Director</th>
<th>Officer</th>
<th>Province Title of Office</th>
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6. The corporation intends to practice the profession of social work and/or carry on activities related to the practice of the profession of social work in the following location(s):

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7. Have any of the directors, officers or shareholders been a director, officer or shareholder of a professional corporation whose Certificate of Authorization was revoked?

   Yes ☐  No ☐

8. If the answer is “Yes”, provide the name of the director, officers or shareholder and the name of the professional corporation whose Certificate of Authorization was revoked.

   Name of director, officer or shareholder: _______________________________

   Name of professional corporation: _______________________________

9. I confirm that the information contained in this Application for a Certificate of Authorization for a Professional Corporation is complete and accurate.

   ________________________________________________   Date

   Signature of Director authorized to apply for a Certificate of Authorization on behalf of the Corporation

   ________________________________________________

   Please print name   College Registration No.
10. The application fee for a Certificate of Authorization is $500.00, less the amount(s) (to a maximum of $200.00) paid to OCSWSSW in connection with a related application to OCSWSSW for a corporate name certificate.

Payment may be made by cheque, money order or credit card. Make cheque or money order payable to the Ontario College of Social Workers and Social Service Workers (OCSWSSW). While the College is pleased to accept payment by credit card, we are unable to do so by telephone or online.

All payments must be made in full. There will be a $25.00 charge for any cheque or credit card that is not honoured. Post-dates cheques will not be accepted.

Payment: $500.00

( ) Related application fee(s) paid to OCSWSSW for a corporate name certificate (to a maximum of $200).

Total Due: $ 

Complete the following:

Enclosed please find a cheque □ or money order □

in the amount of $ ________________

or

Credit card information (PLEASE PRINT)

Visa □ Mastercard □

Expiry Date _____ / _____ Card Number __________________________ CVV _____

Name on Credit Card ________________________________

Signature of Card Holder ____________________________
Application Form for a Certificate Regarding Proposed Corporate Name (Professional Corporation) – Social Work

IMPORTANT NOTICE

If a certificate is used in response to this application, the certificate will only state that the Ontario College of Social Workers and Social Service Workers does not object to the proposed name of your intended corporation. The certificate does not reserve the name, and does not mean that the Director appointed under the Business Corporations Act has approved the name.

Upon payment of a $100.00 fee, a member of the College may apply in writing to the College for a certificate that the College does not object to the establishment of a professional corporation under the name proposed by the member.

1. The College must be satisfied that the proposed name meets the following standards:

   a. The proposed name of the corporation meets the requirements in Section 3.2 of the Business Corporations Act and does not violate the provisions of any other Act. These requirements include that the corporate name include the words “Professional Corporation” or “société professionnelle” and that the corporation must not have a number name.

   b. The proposed name of the corporation must include the surname of one of or more shareholders of the corporation as the surname is set out in the College register, and also may include the shareholder’s given name, one or more of the shareholder’s initials or a combination of his or her given name and initials.

   c. The proposed name of the corporation must include either “Social Work” or “travail social” in the case of a corporation which proposed to practise social work.

   d. The proposed name of the corporation must not include any information other than the information permitted or required by (a) (b) and (c) above, except that the College may require the addition of a word or words indicating the geographic area in which the corporation proposed to practise.

2. Name(s) of contact applicant(s) proposing to practise social work through a professional corporation (applicant(s) must be a member of the College in the category of social work).
3. Name(s) of each intended shareholder(s) (must be a member of the College in the area of social work and holds a general certificate of registration) and his or her business address, business telephone number and registration number with the College.

<table>
<thead>
<tr>
<th>Name(s) of Contact Applicant</th>
<th>College Registration No.</th>
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<td>Bus. Tel.:</td>
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</table>

4. Proposed name of the intended corporation is (see conditions listed above):
5. The fee for the Application for a Corporate Name Certificate is $500.00
   - This fee may be deducted from the application fee for the Certificate of Authorization
     up to a maximum or $200.00.

   - Payment may be made by cheque, money order or credit card. Make cheque or money
     order payable to the Ontario College of Social Workers and Social Service Workers
     (OCSWSSW). While the College is pleased to accept payment by credit card, we are
     unable to do so by telephone.

   - All payments must be made in full.

   - There will be a $25.00 charge for any cheque or credit card that is not honoured.

   - Post-dated cheques will not be accepted.

Please complete the following:

Enclosed please find a cheque □ or money order □ in the amount of $________________

or

Credit card information (PLEASE PRINT)

Visa □ Mastercard □ Expiry Date ____/____ Card Number ________________CVV ________

Name on Credit Card ______________________________

Signature of Card Holder ______________________________

_________________________ ________________________
Signature of Applicant Date

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<tr>
<th>Business Address:</th>
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<td>Bus. Tel.:</td>
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For internal use only.

☐ No objection to proposed name of intended corporation
☐ College objects to proposed name of intended corporation. Reasons:

____________________________________________________________________________________________________
____________________________________________________________________________________________________
____________________________________________________________________________________________________
____________________________________________________________________________________________________
____________________________________________________________________________________________________

Communicated to applicant on ______________________ by ______________________

THIS CERTIFICATE IS NOT A CERTIFICATE OF AUTHORIZATION
Section C – Undertaking of Shareholder – Social Work

To be Completed by each Shareholder
(to accompany Application for a Certificate of Authorization for a Professional Corporation – Social Work)
Each Shareholder of the Corporation to executive a separate Undertaking

I, __________________________, a member of the Ontario College of Social Workers and Social Service Workers (“College”) and a shareholder of [name of Corporation (“Corporation”)]

UNDERTAKE TO THE COLLEGE AS HOLLOWS:

1. I agree not to apply for an inactive or retired certificate of registration and to continue to hold a general certificate of registration for social work.

2. I will ensure that, in the course of practising the profession of social work, the professional corporation does not do, or fail to do, anything that would be professional misconduct, a breach of the bylaws of the College or a breach of the standards of the profession, if done or failed to be done by the shareholder.

3. I will ensure that the professional corporation does not breach any of the provisions of the Code of Conduct for professional corporations that may be published from time to time by the College.

4. I will ensure that the professional corporation maintains a valid Certificate of Authorization and does not practise social work after its Certificate of Authorization has been revoked or when it does not satisfy the requirements for a professional corporation under the Social Work and Social Service Work Act (the “Act”) and subsection 3.2(2) of the Business Corporations Act (Ontario).

5. I will ensure that the professional corporation complies with and does not contravene any provision of the Act, the regulations made under the Act and the bylaws of the College.

6. I will ensure that any person who is not currently a shareholder of the professional corporation shall file a similar undertaking immediately after becoming a shareholder.

7. I will ensure that the Registrar is notified in writing of:
a. Any changes to the name, articles of incorporation, business address, directors, officers or shareholders of the professional corporation or the class of certificate of registration held by any of its shareholders; or

b. Any material change in the structure or operation of the business of the professional corporation, including the occurrence of any of the following events:

   i. the initiation of criminal or quasi-criminal proceedings against it;
   ii. the death of a shareholder
   iii. its bankruptcy or insolvency
   iv. the appointment of a receiver for it; or
   v. the filing of an application for its winding up.

within thirty (30) days of any such change and give the Registrar certified copies of the documents evidencing such change.

8. I will ensure that, if the professional corporation practices in a name other than its corporate name, the corporation shall first notify the College of its practice name and I will ensure that the professional corporation shall include its corporate name in all written, electronic and other communications.

9. I will ensure that the professional corporation will not contravene a term, condition or limitation imposed on its Certificate of Authorization; and

10. I will ensure that the professional corporation will not permit shares to be voted in contravention of subsection 3.2(4) of the Business Corporations Act (Ontario).

11. I acknowledge that a breach of this Undertaking may result in a referral of specified allegations of professional misconduct against me to the Discipline Committee arising out of my failure to comply with any of the terms of this Undertaking.

12. I acknowledge having been advised to obtain independent legal advice prior to signing this Undertaking.

________________________________________  __________________________________________
Signature of Shareholder                  Signature of Witness

________________________________________  __________________________________________
Name of Shareholder (please print)        Name of Witness (please print)

________________________________________
Date
Section D – Statutory Declaration of Director – Social Work

To be Completed by each Director
(to accompany Application for a Certificate of Authorization for a Professional Corporation – Social Work)
Each Director of the Corporation to execute a separate Declaration.

I, [Full Name], a director of [Full Name of Corporation (“Corporation”)],
do solemnly declare that the following statements are true:

1. I am a member of the Ontario College of Social Workers and Social Service Workers holding a general Certificate of Registration No. [Registration Number].

2. I am a director of the corporation and have the authority to apply for a Certificate of Authorization.

3. The corporation is in compliance with section 3.2 of the Business Corporations Act (Ontario) as of the date this Statutory Declaration is executed.

Section 3.2 of the Business Corporations Act (Ontario), as of October 15, 2019, reads as follows:

Application of Act to professional corporations
(1) This Act and the regulations apply with respect to a professional corporation except as otherwise set out in this section and sections 3.1, 3.3 and 3.4 and the regulations.

Conditions for professional corporations
(2) Despite any other provision of this Act but subject to subsection (6), a professional corporation shall satisfy all of the following conditions:

1. All of the issued and outstanding shares of the corporation shall be legally and beneficially owned, directly or indirectly, by one or more members of the same profession.

2. All officers and directors of the corporation shall be shareholders of the corporation.
3. The name of the corporation shall include the words “Professional Corporation” or “société professionnelle” and shall comply with the rules respecting the names of professional corporations set out in the regulations and with the rules respecting names set out in the regulations or by-laws made under the Act governing the profession.

4. The corporation shall not have a number name.

5. The articles of incorporation of a professional corporation shall provide that the corporation may not carry on a business other than the practice of the profession but this paragraph shall not be construed to prevent the corporation from carrying on activities related to or ancillary to the practice of the profession, including the investment of surplus funds earned by the corporation.

**Deemed compliance**

(2.1) A professional corporation that has a name that includes the words “société professionnelle” shall be deemed to have complied with the requirements of subsection 10 (1).

**Corporate acts not invalid**

(3) No act done by or on behalf of a professional corporation is invalid merely because it contravenes this Act.

**Voting agreements void**

(4) An agreement or proxy that vests in a person other than a shareholder of a professional corporation the right to vote the rights attached to a share of the corporation is void.

**Unanimous shareholder agreements void**

(5) Subject to subsection (6), a unanimous shareholder agreement in respect of a professional corporation is void unless each shareholder of the corporation is a member of the professional corporation.

4. The corporation does not carry on and does not plan to carry on any business that is not the practice of social work or activities related or ancillary to the practice of that profession.

5. There has been no change in the status of the corporation since the date of the Certificate of Status issued by the Ministry of Government and Consumer and Business Services enclosed with the Applications for a Certificate of Authorization that accompanies this Statutory Declaration.
6. The information contained in the Application for a Certificate of Authorization that accompanies this Statutory Declaration is complete and accurate as of the day this Statutory Declaration is executed.

And I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if I made under oath.

Declared before me in the City of ______________ in the ___________ of _______________
this ___________ day of ________________, 20__________

______________________________  ________________
A Commissioner, etc.           Signature of Declarant

Made pursuant to section 41 of the Canada Evidence Act and section 43 of the Evidence Act of Ontario (affix stamp or seal below).