

CONSOLIDATION OF BY-LAW NO. 46

(January 19, 2023)

Ontario College of Social Workers and Social Service Workers (the "College")

A by-law relating to professional corporations as permitted by the *Business Corporations Act (Ontario)* and the *Social Work and Social Service Work Act*.

BE IT ENACTED as a by-law of the College as follows:

I. Prohibition

1.1 A corporation shall not practise the profession of social work or the profession of social service work unless it holds a current certificate of authorization as provided in this by-law.

II. Eligibility

2.1 A corporation is eligible to hold a certificate of authorization issued by the College if the following conditions are met:

- (a) The articles of the corporation provide that the corporation cannot carry on a business other than the practice of:
 - (i) social work, in the case of a corporation each of the shareholders of which is a registrant of the College holding a general certificate of registration for social work, or
 - (ii) social service work, in the case of a corporation each of the shareholders of which is a registrant of the College holding a general certificate of registration for social service work, and activities related to or ancillary to the practice of such profession.
- (b) The name of the corporation meets the standards set out in (c), (d), (e) and (f) below.
- (c) The 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.
- (d) The name of the corporation must include the surname of one or more shareholders of the corporation as the surname is set out in the College register, and may also include the shareholder's given name, one or more of the shareholder's initials or a combination of given name and initials.

- (e) 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.
- (f) The name of the corporation must not include any information other than the information permitted or required by (c), (d) and (e) 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.
- (g) In the case of a corporation which proposes to practise the profession of social work, each of the shareholders of the corporation:
 - (i) holds a general certificate of registration for social work issued by the Registrar, and
 - (ii) is a registrant in good standing.
- (h) In the case of a corporation which proposes to practise the profession of social service work, each of the shareholders of the corporation:
 - (i) holds a general certificate of registration for social service work issued by the Registrar; and
 - (ii) is a registrant in good standing.

III. Classes of Certificate of Authorization

3.1 A certificate of authorization for a professional corporation, all the shareholders of which hold general certificates of registration for social work, shall only authorize the corporation to practise social work.

3.2 A certificate of authorization for a professional corporation, all the shareholders of which hold general certificates of registration for social service work, shall only authorize the corporation to practise social service work.

IV. Pre-approval of Proposed Corporate Name

4.1 Upon payment of the fee as provided in this by-law, a registrant 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 registrant.

4.2 The College shall consider every application made under 4.1 above and shall:

- (a) if the College is satisfied that the proposed name meets the standards set out in 2.1(c), (d), (e) and (f) above, issue the certificate referred to in 4.1 to the registrant; or
- (b) if the College is not so satisfied, reject the application.

4.3 If the College rejects the application made under 4.1 above, the College shall so notify the registrant.

V. Issuance of Certificate

5.1 The College shall issue a certificate of authorization to a corporation in respect of the profession of social work or social service work if the corporation is eligible to hold one and applies for the certificate by giving the following information and documents to the Registrar:

- (a) A completed application in a form approved by the College;
- (b) The application fee provided for in this by-law;
- (c) A certified copy of the certificate of incorporation of the corporation;
- (d) A certificate of status of the corporation issued by the Ministry of Public and Business Service Delivery not more than 30 days before the application is submitted to the Registrar, which indicates that the corporation is active;
- (e) A certified copy of every certificate of the corporation that has been endorsed under the Business Corporations Act as of the day that the application is submitted;
- (f) The statutory declaration of a director of the corporation, executed not more than 15 days before the application is submitted to the Registrar certifying:
 - (i) that the corporation is in compliance with Section 3.2 of the *Business Corporations Act* as of the date that the statutory declaration is executed;
 - (ii) that the corporation does not carry on, and does not plan to carry on, any business that is not the practice of social work or social service work (as applicable) or activities related to or ancillary to the practice of that profession;
 - (iii) that there has been no change in the status of the corporation since the date of the certificate of status referred to in (d) above; and
 - (iv) that the information contained in the application is complete and accurate as of the date that the statutory declaration is executed.

- (g) An undertaking signed by each shareholder of the corporation under the terms of which the shareholder agrees not to apply for an inactive or retired certificate of registration, and to continue to hold a general certificate of registration, and agrees to ensure that:
- (i) in the course of practising the profession of social work or social service work, the professional corporation does not do, or fail to do, anything that would be professional misconduct, a breach of the Bylaws or a breach of the standards of the profession, if done or failed to be done by the shareholder;
 - (ii) 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;
 - (iii) the professional corporation maintains a valid certificate of authorization and does not practise social work or social service work after its certificate of authorization has been revoked or when it does not satisfy the requirements for a professional corporation under the Act and subsection 3.2(2) of the *Business Corporations Act*;
 - (iv) the professional corporation complies with and does not contravene any provision of the Act, the regulations made under the Act and the By-laws;
 - (v) any person who is not currently a shareholder of the professional corporation shall file a similar undertaking immediately after becoming a shareholder;
 - (vi) the Registrar is notified in writing of:
 - (A) any changes to the name, articles of incorporation, its business address, its directors, its officers or its shareholders 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.

- (vii) If the professional corporation practises in a name other than its corporate name, the corporation shall first notify the College of its practice name and that the professional corporation shall include its corporate name in all written, electronic or other communications;
 - (viii) The professional corporation will not contravene a term, condition or limitation imposed on its certificate of authorization; and
 - (ix) The professional corporation will not permit shares to be voted in contravention of subsection 3.2(4) of the *Business Corporations Act*.
- (h) The name, business address, business telephone number, registration number of, and class of certificate of registration held by, each person who is a shareholder of the corporation as of the date the application is submitted;
 - (i) The name of each of the directors and officers of the corporation as of the date the application is submitted;
 - (j) The address of the premises at which the corporation carries on its activities as of the date when the application is submitted; and
 - (k) If the corporation proposes to practise in a name other than its corporate name, its practice name.

5.2 The certificate of authorization shall contain such terms and conditions as the Registrar or the College considers appropriate.

VI. Revised Certificate

6.1 The College may issue a revised certificate of authorization to a professional corporation if the corporation changes its name after the certificate of authorization has been issued to it.

VII. Refusal to Issue Certificate

- 7.1 The College shall refuse to issue a certificate of authorization if:
- (a) the corporation is not eligible to hold one;
 - (b) the corporation does not comply with Articles II and V above; or

- (c) a director, officer or shareholder of the corporation was a director, officer or shareholder of a professional corporation whose certificate of authorization was revoked, unless the Registrar is satisfied that it is unlikely that the certificate being applied for will be revoked.

VIII. Professional Corporation's Duty to Notify College

8.1 If a professional corporation:

- (a) changes its corporate name, its practice name, its articles of incorporation, its business address, its directors, its officers or its shareholders; or
- (b) is subject to any material change in the structure or operation of the business of the corporation, including the occurrence of any of the following events:
 - (i) the institution 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,

the corporation shall, within thirty (30) days of such change, notify the Registrar in writing and give the Registrar certified copies of the documents evidencing such change.

8.2 The professional corporation shall, within thirty (30) days after any person becomes a shareholder in the corporation, notify the Registrar in writing of such change and give the Registrar an undertaking by such person as provided in 5.1(g).

8.3 A professional corporation ceases to be eligible to hold a certificate of authorization if the corporation fails to notify the Registrar or give the Registrar the documents as provided in 8.1 or 8.2 above.

IX. Annual Renewal of Certificate

9.1 The College shall renew a certificate of authorization for a professional corporation on an annual basis if the professional corporation applies for renewal by giving the following information and documents to the Registrar prior to the anniversary date of the issuance of the certificate of authorization:

- (a) a completed application for renewal in a form approved by the College;
- (b) the annual renewal fee provided for in this by-law;

- (c) a certificate of status of the professional corporation issued by the Ministry of Public and Business Service Delivery not more than thirty (30) days before it is submitted to the Registrar, which indicates that the corporation is active;
- (d) a certified copy of every certificate of the professional corporation that has been endorsed under the *Business Corporations Act* since the corporation's most recent application for a certificate of authorization or for renewal of its certificate of authorization;
- (e) the statutory declaration of a director of the professional corporation, executed not more than fifteen (15) days before the application for renewal is submitted to the Registrar, certifying:
 - (i) that the professional corporation is in compliance with Section 3.2 of the *Business Corporations Act* as of the date the statutory declaration is executed;
 - (ii) that the professional corporation does not carry on, and does not propose to carry on, any business that is not in the practice of the profession set out in its certificate of authorization, or activities related to or ancillary to the practice of that profession;
 - (iii) that there has been no change in the status of the professional corporation since the date of the certificate referred to in (c) above;
 - (iv) each shareholder holds a general certificate of registration and has not applied for an inactive or retired certificate of registration; and
 - (v) that the information contained in the application for renewal is complete and accurate as of the date the statutory declaration is executed;
- (f) the name, business address, business telephone number, and registration number of, and class of certificate of registration held by, each person who is a shareholder of the professional corporation as of the date the application for renewal is submitted;
- (g) the names of each of the directors and officers of the professional corporation as of the date the application for renewal is submitted;
- (h) the address of the premises at which the professional corporation carries on activities as of the date when the application for renewal is submitted;

- (i) if the professional corporation practises in a name other than its corporate name, its practice name(s) as of the date the application for renewal is submitted; and
- (j) an undertaking as provided in 5.1(g) signed by each shareholder of the professional corporation who has not previously given such undertaking to the Registrar.

X. Revocation of Certificate

10.1 The following are the grounds upon which a professional corporation's certificate of authorization may be revoked:

- (a) the professional corporation ceases to be eligible to hold a certificate of authorization;
- (b) the professional corporation ceases to practise the profession with respect to which the certificate was issued;
- (c) the professional corporation fails to renew on an annual basis its certificate of authorization prior to the anniversary date of the issuance of the certificate or to comply with one or more of the requirements for renewal of a certificate;
- (d) the professional corporation carries on any business or activity that is not the practice of social work or social service work (as appropriate) or activities related to or ancillary to the practice of such profession;
- (e) the professional corporation is in breach of any of the prohibitions set out in Section 23.6 of the Act;
- (f) the professional corporation fails to notify the Registrar of changes in any of the information referred to in Article VIII above or give the Registrar the documents referred to in Article VIII.

10.2 If the College proposes to revoke a professional corporation's certificate of authorization, the College shall give notice of the proposed revocation, setting out the date the revocation will take effect and the grounds for the proposed revocation.

10.3 The College shall revoke the professional corporation's certificate of authorization 60 days after the date on which the notice is given if any of the grounds for revocation exist on the date specified in the notice.

10.4 The College shall notify the professional corporation if the corporation's certificate of authorization is revoked.

10.5 If a professional corporation's certificate of authorization is revoked, a new certificate of authorization may be issued to the corporation only if the corporation is eligible to hold one and applies for a new certificate in accordance with Article V above.

XI. Appeals

11.1 If:

- (a) the College rejects the registrant's application for a certificate regarding the proposed name of a professional corporation;
- (b) the College has refused an application by a corporation for a certificate of authorization;
- (c) the College has refused to issue a renewal of a certificate of authorization;
- (d) the College has refused to issue a certificate of authorization without terms or conditions that are not acceptable to the corporation; or
- (e) the College has revoked a certificate of authorization,

the registrant or corporation affected (the "appellant") may, within thirty (30) days after being notified of the matter, appeal the matter to the Corporations Committee by filing with the Registrar a written notice of appeal on the form approved by the College and paying the appeal fee provided for in this by-law.

11.2 The following shall apply to all appeals filed in accordance with 11.1:

- (a) the Corporations Committee shall ask the appellant and the Registrar for such additional material as the Corporations Committee deems appropriate in order that the Corporations Committee may consider the appeal;
- (b) the Corporations Committee shall consider written submissions only unless the Corporations Committee allows a person to make oral submissions;
- (c) the Corporations Committee shall consider the appeal as promptly as practicable and shall deliver its decision to the appellant and the Registrar;
- (d) if the Corporations Committee is satisfied that an appeal should succeed, its decision shall direct the Registrar or the College to reverse the decision on which the appeal was based; and
- (e) the decision of the Corporations Committee will be final and no further appeal will be allowed.

11.3 An appeal filed in accordance with 11.1 does not operate as a stay of a decision of the Registrar or the College with respect to the matter that is the subject of the appeal.

XII. Surrender of Certificate

12.1 A professional corporation may, at any time, surrender its certificate of authorization by returning the original certificate to the Registrar together with notice of the surrender thereof. Any certificate so surrendered shall cease to be valid immediately upon such surrender.

XIII. Registrant's Duty to Provide Information

13.1 Each registrant of the College shall, for every corporation which applies for a certificate of authorization of which the registrant is a shareholder, and for every professional corporation of which the registrant is a shareholder, provide in writing, the following information on the application and annual renewal forms for a certificate of authorization, within (30) days of a request by the Registrar, and within thirty (30) days of any change in such information:

- (a) the name of the corporation;
- (b) if the corporation practises in any name other than its corporate name, the practice name(s) of the corporation;
- (c) the name, business address, business telephone number and registration number of, and class of certificate of registration for, each shareholder of the corporation;
- (d) the name of each officer and director of the corporation and the title and office held by each such officer and director;
- (e) the business address, business telephone number, facsimile number and email address of the corporation; and
- (f) the address and telephone number of any location (other than the residences of clients) at which are provided the professional services offered by the corporation.

13.2 Each registrant of the College shall, for every corporation referred to in 13.1 above of which the registrant is a shareholder, provide in writing to the Registrar notice of any material change in the structure or operation of the business of the corporation including the occurrence of any of the following events:

- (a) the initiation of criminal or quasi-criminal proceedings against it;
- (b) the death of a shareholder;
- (c) its bankruptcy or insolvency;
- (d) the appointment of a receiver for it; or (e) the filing of an application for its winding up within thirty (30) days of the occurrence of any such material change.

XIV. Fees

14.1 The application fee for a certificate that the College does not object to the establishment of a professional corporation under a proposed name is \$100.00.

14.2 The application fee for a certificate of authorization is \$500.00, less the amount(s) (to a maximum of \$200.00) paid in connection with an application referred to in 14.1 above.

14.3 The fee for an annual renewal of a certificate of authorization is \$400.00.

14.4 A professional corporation, or a registrant of the College listed in the College's records as a shareholder of a professional corporation, shall pay an administration fee of \$50.00 for each notice sent by the College to the corporation or registrant for failure of the professional corporation to renew its certificate of authorization prior to the anniversary date of the issuance of its certificate of authorization.

14.5 The fee for the issuance of a document or certificate respecting a professional corporation, other than the certificates referred to in 14.1, 14.2 or 14.3 above, is \$50.00.

14.6 The fee for appealing a matter to the Corporations Committee is \$100.00.

XV. Continuing Jurisdiction

15.1 Where a registrant of the College becomes a shareholder of a professional corporation, the registrant shall continue to be subject to the jurisdiction of the College for professional misconduct, incompetence or incapacity which is referable to any time prior to the registrant becoming a shareholder of the professional corporation.

15.2 Where a registrant of the College practises the profession of social work or social service work through a professional corporation, the registrant and the professional corporation shall, notwithstanding the revocation or surrender of the certificate of authorization of the corporation, continue to be subject to the jurisdiction of the College for professional misconduct, incompetence or incapacity which is referable to any time during which the professional corporation held a certificate of authorization.

XVI. Standards of Practice

16.1 The following are prescribed as standards of practice for every registrant of the College who is a shareholder, officer or director of a professional corporation:

- (a) The registrant shall not permit the professional corporation to do or fail to do anything, in the course of practising the profession of social work or social service work, that would be professional misconduct, a breach of the By-laws or a breach of the standards of the profession, if done or failed to be done by the registrant;

- (b) The registrant shall not permit the professional corporation to breach any of the provisions of the Code of Conduct for professional corporations that may be published from time to time by the College;
- (c) The registrant shall cause the professional corporation to maintain a valid certificate of authorization and shall not permit the professional corporation to practise social work or social service work after its certificate of authorization has been revoked or when it does not satisfy the requirements for a professional corporation under the Act and subsection 3.2(2) of the *Business Corporations Act*;
- (d) The registrant shall cause the professional corporation to comply with and shall not permit the professional corporation to contravene any provision of the Act, the regulations made under the Act and the By-laws;
- (e) The registrant shall not permit the professional corporation to contravene a term, condition or limitation imposed on its certificate of authorization; and
- (f) The registrant shall not permit shares to be voted in contravention of subsection 3.2(4) of the *Business Corporations Act*.

XVII. Definitions

17.1 The definitions as set out in By-law No. 1 as amended from time to time shall apply to this by-law unless otherwise defined herein. In addition, in this by-law, the following words and phrases shall have the meanings set out below:

"registrant in good standing" means a registrant of the College who is not in default in the payment of any fees, penalties or other amounts owing to the College or whose certificate of registration has not been suspended.

XVIII. Effective Date (Omitted)

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(January 19, 2023)

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A by-law relating to professional corporations as permitted by the
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PROFESSIONAL CORPORATIONS BY-LAW**