

Excerpts from the *Social Work and Social Service Work Act*

Professional corporations

23.1 Subject to the by-laws, a member or two or more members practising social work or social service work as individuals or as a partnership may establish a professional corporation for the purpose of practising social work or social service work, and the provisions of the Business Corporations Act that apply to professional corporations within the meaning of that Act apply to such a corporation. 2000, c. 42, Sched., s. 43.

Notice of change of shareholder

23.2 A professional corporation shall notify the Registrar within the time and in the form and manner determined under the by-laws of a change in the shareholders of the corporation. 2000, c. 42, Sched., s. 43.

Application of Act, etc.

23.3 This Act, the regulations and the by-laws apply to a member despite the fact that the member practises social work or social service work through a professional corporation. 2000, c. 42, Sched., s. 43.

Professional, fiduciary and ethical obligations to clients

23.4 (1) The professional, fiduciary and ethical obligations of a member to a person on whose behalf the member is practising social work or social service work,

(a) are not diminished by the fact that the member is practising through a professional corporation; and

(b) apply equally to the corporation and to its directors, officers, shareholders, agents and employees. 2000, c. 42, Sched., s. 43; 2001, c. 8, s. 234 (1).

Complaint, etc.

(2) Subsections (3) and (4) apply if an action or the conduct of a member practising on behalf of a professional corporation is the subject of one of the following:

1. A complaint.
2. A mandatory report.
3. An allegation of professional misconduct, incompetence or incapacity.
4. An investigation, inspection or review.
5. A hearing. 2001, c. 8, s. 234 (2).

Powers when complaint, etc.

(3) In the circumstances described in subsection (2), any power that may be exercised in respect of the member may be exercised in respect of the professional corporation. 2001, c. 8, s. 234 (2).

Liability when complaint, etc.

(4) In the circumstances described in subsection (2), the professional corporation is jointly and severally liable with the member for all fines and costs that the member is ordered to pay. 2001, c. 8, s. 234 (2).

Conflict in duties

23.4.1 If there is a conflict between a member's duty to a client, the College or the public and the member's duty to a professional corporation as a director or officer of the corporation, the duty to the client, the College or the public prevails. 2001, c. 8, s. 235.

Restrictions apply to corporation's certificate

23.5 A term, condition or limitation imposed on the certificate of registration of a member practising social work or social service work through a corporation applies to the certificate of authorization of the corporation in relation to the practice of social work or social service work through the member. 2000, c. 42, Sched., s. 43.

Prohibitions, professional corporation

23.6 (1) In the course of practising social work or social service work, a professional corporation shall not do, or fail to do, something that would constitute professional misconduct if a member did, or failed to do, it. 2001, c. 8, s. 235.

Prohibition, contraventions

(2) A professional corporation shall not contravene any provision of this Act, the regulations or the by-laws. 2001, c. 8, s. 235.

Same

(3) A professional corporation shall not contravene a term, condition or limitation imposed on its certificate of authorization. 2001, c. 8, s. 235.

Prohibition, corporate matters

(4) A professional corporation shall not practise social work or social service work when it does not satisfy the requirements for a professional corporation under this Act and under subsection 3.2 (2) of the Business Corporations Act. 2001, c. 8, s. 235.

Same

(5) A professional corporation shall not permit shares to be voted in contravention of subsection 3.2 (4) of the Business Corporations Act. 2001, c. 8, s. 235.

47.1 (1) A professional corporation shall not represent or hold out expressly or by implication that it is a professional corporation under this Act unless the corporation holds a valid certificate of authorization to practise social work or social service work. 2001, c. 8, s. 237.