



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



Certificate of Authorization Application Package Review – Social Work

Only College registrants can apply for a Certificate of Authorization. Please note that there are separate packages for social work and social service work registrants. Please ensure that your entire package is for the category of registration 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 Public and Business Service Delivery
- Certified copy of Certificate of Incorporation and Articles of Incorporation



Checklist for Certificate of Authorization for a Professional Corporation – Social Work

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 Public and Business Service Delivery
- Certified 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.



Application Guide: Certificate of Authorization for a Professional Corporation – Social Work

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
- 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, 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 "Social Work" or "travail social"
- 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
- 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



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 College registrant 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 (OPTIONAL)

A College registrant 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 College registrant 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.

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 in the category of social work with the College and be a director of the corporation.
- b. Each shareholder of the corporation must hold a general certificate of registration in the category of social work issued by the College and be a member in good standing.
- 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 each 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



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.

- 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 in the category of social work 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 each director of the corporation, 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 College registrants 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

Street:		Suite:
City:	Province:	Postal Code:
Bus. Tel:	Bus. Fax:	Email:

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 College registrant in the category of social work) and his/her business address. Business telephone number and registration number with the College as of that day.

College Registration No.:		
Last Name:		Given Name(s):
Business Address:		Suite
City:	Province:	Postal Code:
Bus. Tel:	Bus. Fax:	Email:

College Registration No.:		
Last Name:		Given Name(s):
Business Address:		Suite
City:	Province:	Postal Code:
Bus. Tel:	Bus. Fax:	Email:

College Registration No.:		
Last Name:		Given Name(s):
Business Address:		Suite
City:	Province:	Postal Code:
Bus. Tel:	Bus. Fax:	Email:



College Registration No.:		
Last Name:		Given Name(s):
Business Address:		Suite
City:	Province:	Postal Code:
Bus. Tel:	Bus. Fax:	Email:

(Attach additional pages appropriately labeled, if necessary)

5. Name(s) of each director and officer of the day the application is submitted (must be a College registrant 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.

College Registration No.	Full Name:	Director	Officer	Province Title of Office
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	
		<input type="checkbox"/>	<input type="checkbox"/>	

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):

Street:		Suite:
City:	Province:	Postal Code:
Bus. Tel:	Bus. Fax:	Email:



Street:		Suite:
City:	Province:	Postal Code:
Bus. Tel:	Bus. Fax:	Email:

Street:		Suite:
City:	Province:	Postal Code:
Bus. Tel:	Bus. Fax:	Email:

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.

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

Date

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, Visa debit and Mastercard debit. 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 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 (OPTIONAL)

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 College registrant 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 “Social Work” or “travail social”.
 - 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 College registrant in the category of social work).



Name(s) of Contact Applicant	College Registration No.

3. Name(s) of each intended shareholder(s) (must be a College registrant 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.

College Registration No.		
Last Name:		Given Name(s):
Business Address:		Suite:
City:	Province:	Postal Code:
Bus. Tel.:	Bus. Fax:	Email:

College Registration No.		
Last Name:		Given Name(s):
Business Address:		Suite:
City:	Province:	Postal Code:
Bus. Tel.:	Bus. Fax:	Email:

College Registration No.		
Last Name:		Given Name(s):
Business Address:		Suite:
City:	Province:	Postal Code:
Bus. Tel.:	Bus. Fax:	Email:

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 of \$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

Business Address:		Suite:
City:	Province:	Postal Code:
Bus. Tel.:	Bus. Fax:	Email:



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 execute 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 FOLLOWS:

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 together with the practice 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, _____, a director of _____
Insert full name of Social Worker *Insert 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. _____.
 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.
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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.

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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 Public and Business Service Delivery 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 province of _____
this _____ day of _____, 20_____
month

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).