

Professional Corporation Amendment / Amalgamation Instructions and Application



This document details the steps required to complete a professional corporation amendment with Alberta Registries if you are either taking over/purchasing another regulated members Professional Corporation, converting an Alberta numbered company to a Professional Corporation, changing share structure, or a name change, etc.

1. Prepare the following incorporation information and submit to the CCOA for endorsement:

- Articles of Amendment / Amalgamation*
- Notice of Directors, if applicable
- Notice of Address, if applicable
- Notice of Agent for Service, if applicable
- NUANS (name search) report – if changing the name of your current Professional Corporation
- CCOA Application form (*page 3 of this package*)

Forms can be found at:

<http://www.alberta.ca/business-organization-forms>

***The corporation name must** contain only the surname, or surnames and any combination of the given names or initials, of one or more regulated members of the CCOA, who are voting shareholders of the corporation followed by the words *Professional Corporation* or *Professional Chiropractor Corporation*. (Bylaw 7.4)

If when the original Professional Corporation was first registered the following excerpt from the CCOA Bylaws (Bylaw 7.3) was not included in the Articles of Incorporation, or if you are converting an Alberta numbered company to a professional corporation they must be included in the Articles of Amendment

***Under item #5 - Restrictions on the Corporation's Business:**

The business that may be conducted and the powers, functions and duties that may be exercised by a professional corporation shall include the following:

- to engage in every phase and aspect of rendering the same chiropractic services to the public that a regulated member, being an active member of the College of Chiropractors of Alberta, is authorized to render;
- to purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal with, real and personal property and other assets in the course of the management of the corporation;
- to contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required; and
- to enter into partnerships, consolidate or merge with or purchase the assets of another corporation or individual rendering the same professional chiropractic services and currently registered as a professional corporation with the College of Chiropractors of Alberta

If when the original Professional Corporation was first registered the following excerpt from the Health Professions Act was not included in the Articles of Incorporation, or if you are converting an Alberta numbered company to a professional corporation, they must be included in the Articles of Amendment

***Under item #6 – Other Rules or Provisions:**

Copy and paste the following into “Other Rules or Provisions”

This text may **not** be altered in any way – it must be reproduced exactly as below.

Despite anything to the contrary in the *Business Corporations Act* and despite the providing of the profession’s services of a regulated member of the College of Chiropractors of Alberta on behalf of a professional corporation, every voting shareholder of a professional corporation is liable to the same extent and in the same way as if the shareholder were, during that time, carrying on the business of the professional corporation as a partnership or, if there is only one shareholder, as an individual providing professional services.

2. Submit the registration fee

- Submit the registration fee (invoices are posted to the CCOA member’s online profile and can be paid by Visa/MC on the members’ side of www.theccoa.ca or by cheque)

3. CCOA review and endorsement

Once the fee has been paid, the CCOA Registrar will review the submitted documentation to ensure that it is in compliance with the HPA and Bylaws. The Registrar will then endorse the Articles of Incorporation and return them to the member and their representative.

4. File incorporating documents with Alberta Registries

The endorsed articles must then be filed with Alberta Registries’ Corporate Registry. Obtain a Certificate of Amendment or Amalgamation and a copy of the finalized Articles of Amendment or Amalgamation.

5. Complete the CCOA registration process

- Submit a copy of Certificate of Amendment or Amalgamation
- Submit a copy of finalized Articles of Amendment or Amalgamation

Once the registration process has been completed, the Registrar will issue a professional corporation permit and place the professional corporation’s name on the CCOA register.

Additional requirements and information regarding professional corporations

Annual Renewal

Professional corporation permits must be renewed with the CCOA on an annual basis. A renewal notice is sent via email each year to the director of the corporation.

Members wishing to renew the permit for a professional corporation shall submit to the Registrar on or before November 30 of each year: an online annual renewal form and a registration renewal fee. Failure to renew a professional corporation certificate will result in notification to Corporate Registry that the professional corporation is not registered and is no longer valid.

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Disposal or transfer of shares on death

If, in the event of a member's death, the shares of his/her professional corporation are bequeathed to a non-member, such as a spouse or child, the professional corporation's permit will expire either upon 90 days from the death or a period deemed reasonable by the Registrar.

Upon expiry of the permit, the corporation will lose its status as a chiropractic professional corporation, but it can continue to exist as an ordinary corporation under the *Alberta Business Corporation Act* (ABCA) if the new shareholders want the corporation to continue. See section 10(3) of the ABCA.

Questions?

Email the CCOA at registration@theccoa.ca.

Professional Corporation Application for Permit

_____ ☐ Professional Corporation or ☐ Professional
Chiropractor Corporation, (please select one) with a registered office at *(street address, including postal code)*

in the City/Town of _____, in the Province of Alberta, hereby applies for a permit
under Section 104 of the *Health Professions Act*.

Name one director of the corporation, who is also a regulated member of the College of Chiropractors of Alberta (CCOA):

Name: _____

List all voting shareholders of the corporation (i.e., regulated CCOA members), including the director:

Name: _____

Name: _____

Name: _____

I, _____, a regulated member of the College of Chiropractors of Alberta and director of the above-named professional corporation, hereby certify to the College of Chiropractors of Alberta that the structure of the Professional Corporation, which is the subject of this application, is compliant with the *Health Professions Act, sec 109* in its entirety and that the information contained in this application is true and complete.

Date

Signature

A registration fee will be posted to the CCOA member's online profile and can be paid by Visa/MasterCard (on the members' side of thecco.ca) or by cheque.

Submit this application in PDF form

to: registration@thecco.ca