GOVERNING BODY RULES FOR HEALTH PROFESSIONS
DESIGNATED UNDER THE
PROFESSIONAL CORPORATIONS ACT

Disclaimer: The *Professional Corporations Act* and its regulations set out the requirements to register as a professional corporation. These Rules set out the procedures to do so. If a rule is inconsistent with the Act, or incomplete, the Act takes precedence.

The Act can be found at http://www.justice.gov.nt.ca/PDF/ACTS/Professional%20Corporations.pdf

APPROVED BY THE MINISTER OF HEALTH AND SOCIAL SERVICES

"original signed by"

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Sandy Lee

EFFECTIVE: December 1, 2009

GOVERNING BODY RULES FOR HEALTH PROFESSIONS DESIGNATED UNDER THE NORTHWEST TERRITORIES *PROFESSIONAL CORPORATIONS ACT*

DEFINITIONS

For the purposes of these Rules

"corporation" means professional corporation;

"designated profession" means a profession designated in the regulations of the *Professional Corporations Act* and listed in Schedule A;

"governing body" means the Department of Health and Social Services represented by the Registrar, Professional Licensing, or his/her designate;

"immediate family" means the spouse, children, parents, or grandchildren of members who own voting shares;

"license" means an annual authorization to practice issued by the governing body to a member of a designated health profession in the Northwest Territories;

"member" means a licensed member of a designated profession listed in the *Professional Corporations Act Regulations*;

"permit" means a valid permit issued by the Registrar, Professional Licensing to a corporation that has met the requirements of the *Professional Corporations Act* and *Governing Body Rules for Health;* and

"register" means the Corporate Register maintained by the governing body.

PROFESSIONAL CORPORATION

1. One or more members may incorporate a corporation, or register as an extra-territorial corporation, under the *Business Corporations Act* to provide the professional services that members may lawfully provide.

2. Before a corporation can provide services or carry on business, it must be registered with the governing body and hold a permit.

3. A member who holds a license may apply to the governing body to be registered as a corporation and obtain a permit.

4. (1) The name of a corporation incorporated in the Northwest Territories must
   (a) include the words “professional corporation” or one of the following terms or abbreviations: Société professionnelle; Prof. Corp.; P.C.; soc. prof; or s.p.;
   (b) describe the services that the member can perform (ie. Medical, Dental);
   (c) not be a numbered name; and
   (d) include a member’s last name, where a single member wishes to incorporate.

   (2) The governing body may allow an extra-territorial corporation to use its name as authorized in its home jurisdiction.

   (3) The governing body will allow a corporation that holds an existing permit under the *Dental Profession Act* to retain its name if dentists become a designated profession under the *Professional Corporations Act*.

5. To be registered the corporation must provide
   (a) a Certificate of Incorporation issued under the *Business Corporations Act;*
   (b) a copy of the Articles of Incorporation;
   (c) the names and addresses of all Directors;
   (d) the names and addresses of all voting shareholders;
   (e) the names and addresses of all non-voting shareholders and their relationship to the member(s); and
   (f) confirmation that the corporation carries adequate liability insurance for the corporation and each of its employees.

6. A Director must hold a license in the Northwest Territories.

7. Voting shares must be owned by a member.

8. Non-voting shares may be owned by a member or immediate family of a member who holds voting shares.

9. Only licensed members can provide professional services on behalf of or in the name of the corporation.

10. No person shall advertise, carry on business as, or hold itself out to be a corporation without a permit issued by the governing body.

REGISTRATION, RENEWAL, PERMIT FEES AND CERTIFICATE OF STATUS

9. The Registrar may register a corporation and issue a permit in its name if the corporation
   (a) completes the application form;
   (b) pays the fee;
   (c) provides proof of incorporation or registration as an extra-territorial corporation under the *Business Corporations Act*;
   (d) meets the requirements of the *Professional Corporations Act* and the *Governing Body Rules for Health Professions*; and
   (e) is not prevented by its Articles of Incorporation from providing the professional services it may lawfully perform.

10. (1) A permit expires on the same date as the member's license.
    (2) Expiry dates of designated professions are outlined in Schedule B.

11. The Registrar may renew a permit if the corporation
    (a) completes a renewal application form;
    (b) pays the fee;
    (c) provides a Certificate of Compliance issued pursuant to the *Business Corporations Act;* and
    (d) continues to meet the requirements of the *Professional Corporations Act* and the *Governing Body Rules for Health Professions*.

12. The Registrar will notify the corporation in writing if the application for registration or permit renewal is refused.

13. The corporation may appeal the Registrar's decision as set out in section 9 of the *Professional Corporations Act*.

14. The Registrar will issue a Certificate of Status on the request of the corporation and receipt of the fee.

GOVERNING BODY AND CORPORATE REGISTER

15. The Registrar will maintain a Corporate Register in accordance with the *Professional Corporations Act*.

16. The Corporate Register will include the names and addresses of the corporation and its Directors.

17. The Corporate Register is a public register.

18. The Directors of a corporation that holds a permit shall promptly notify the Registrar in writing of any change to the information contained in the corporate permit application or renewal forms.

REVOCATION OF PERMIT

19. The Registrar may revoke a permit in accordance with the *Professional Corporations Act*.

20. The Registrar shall revoke a permit issued to a corporation where the sole member who carries on the business or activities of the corporation dies, becomes incapacitated or has their license revoked.

GENERAL

21. These rules may be amended from time to time by the governing body.

SCHEDULE A

DESIGNATED PROFESSIONS

(Subsection 16(1)(c), *Professional Corporations Act*)

DESIGNATED PROFESSION	GOVERNING BODY	GOVERNING ACT

SCHEDULE B

FEES

(Subsection 16(1)(c), *Professional Corporations Act*)

1. The following fees are established under these Rules:

   (a) corporate permit $200
   (b) renewal $200
   (c) certificate of status $20

SCHEDULE C

EXPIRY DATE BY DESIGNATED PROFESSION

1. "Example" Profession March 31st