

AMALGAMATION

INVO
COLLEGE USE ONLY

Pursuant to Part 4 of the Health Professions Act, R.S.B.C. 1996, c.183 (the "Act") and Part 6 of the Bylaws of the College of Physicians and Surgeons of British Columbia (the "College").

Please print your responses clearly and completely. If you have any questions, contact the College at 604-733-7758 or 1-800-461-3008 (toll-free in BC).

PART A

This application is for a: Solo corporation Multi-registrant corporation (minimum three registrants required)

Registrant (Applicant) 1

First name: _____ Middle name: _____

Last name: _____ CPSID: _____

Mailing address: _____

City: _____ Province: _____ Postal code: _____

Phone: _____ Fax: _____ Email: _____

Registrant (Applicant) 2

First name: _____ Middle name: _____

Last name: _____ CPSID: _____

Mailing address: _____

City: _____ Province: _____ Postal code: _____

Phone: _____ Fax: _____ Email: _____

Registrant (Applicant) 3

First name: _____ Middle name: _____

Last name: _____ CPSID: _____

Mailing address: _____

PART B

Names of corporations to be amalgamated:

Enter each corporation name on a single line, or separate each name with a semicolon (;)

Proposed name: _____ Corporate designation: _____

Proposed name of amalgamated corporation: _____
hereinafter referred to as the "Corporation"

SCHEDULE A – ACKNOWLEDGEMENT

This schedule is to be completed by every registrant who is a voting shareholder of the Corporation or of a holding company that directly or indirectly owns a legal or beneficial interest in any voting share of the Corporation, as defined under section 43 of the Act.

Corporation: _____

Holding company 1 (if applicable): _____

Holding company 2 (if applicable): _____

Holding company 3 (if applicable): _____

Section 14.1 of the Act

Responsibility of registrants not affected by incorporation

14.1 (1) The liability of a registrant for the professional negligence is not affected by the fact that the registrant practices the designated health profession as an employee of a corporation.

(2) the relationship of a registrant to a corporation, whether as a shareholder, director, officer, agent, trustee, contractor or employee of the corporation, does not affect, modify or diminish the application to the registrant of this Act, the regulations and the bylaws.

(3) Nothing in this Act affects, modifies or limits any law that applies to the fiduciary, confidential or ethical relationships between a registrant and a person receiving the professional services of the registrant.

(4) The relationship between a corporation and a person receiving services provided by the corporation is subject to all applicable law relating to the fiduciary, confidential and ethical relationships that exist between a registrant and the registrant’s client.

I/We acknowledge that I/we have read and understand the provisions of section 14.1 of the Act and section 6-3(1)(b) of the Bylaws and undertake to comply with these provision.

I/We confirm that I/we have personal liability coverage or protection as set out under section 4-10 of the Bylaws.

Signature: _____ CPSID: _____ Date: _____
Registrant 1 YYY-YY-MM-DD

Signature: _____ CPSID: _____ Date: _____
Registrant 2 YYY-YY-MM-DD

Signature: _____ CPSID: _____ Date: _____
Registrant 3 YYY-YY-MM-DD

SCHEDULE B – CERTIFICATE OF SOLICITOR

I/We, _____,

confirm that I/we, or _____

located at _____

will act as the registered and records office of a company to be amalgamated under the name _____ (the "Corporation")

and that upon amalgamation of the Corporation, but before the Corporation commences business, I/we will deliver to the College of Physicians and Surgeons of British Columbia all documents and information required under sections 6-3(1)(f) to (h) of the Bylaws for the purpose of this application.

I/We confirm that, to the best of my/our knowledge and belief, the Corporation, any holding company shareholder and any trust will be in compliance with the provisions of Part 4 of the Act and Part 6 of the Bylaws of the College, and that the articles of the Corporation and any holding company shareholder will contain a provision that the company is subject to Part 4 of the Act and Part 6 of the Bylaws of the College.

I/We will report to the College any changes to the information contained herein, attached or subsequently provided to complete this application, or while I/we am/are retained to act for the Corporation.

Full name of individual authorized to sign on behalf of law firm/law corporation: _____

Name of law firm/law corporation: _____

Address: _____

City: _____ Province: _____ Postal code: _____

Phone: _____ Fax: _____ Email: _____

Signature: _____ Date: _____

The information collected in this application form is collected under the authority of Health Professions Act, SBC 1996, c.183. The information provided will be used to process your application for a medical corporation permit with the College of Physicians and Surgeons of British Columbia. If you have any questions about the collection and use of this information, please contact the College at 300-669 Howe Street, Vancouver, BC, V6C 0B4 or call 604-733-7758 or 1-800-461-3008 (toll-free in BC).

SUBMISSION

Before you submit the application, recheck the following information:

- registrant's legal name
- registrant's CPSID number
- registrant's current address
- necessary punctuation in the proposed corporation name, including:
 - period after first name initial(s) (e.g. "John" is "J."; "Chi-Hsin" is "C.", "C-H." or "C.-H.")
 - no space between initials (e.g. "S.C.")

Submit the completed application and all supporting documents toncapp@cpsbc.ca.

Do not submit applications by mail or fax. The College does not process applications received by mail or fax, or accept payment by cheque or money order.

NEXT STEPS

After receiving the College's consent, you are required to provide true copies of the following post-reporting documents for the Corporation, and the Holding Company (if any) by email or mail:

- Certificate of Amalgamation
- Notice of Articles
- Central Securities Register (for all classes of shares, and containing status of each shareholder)
- Register of Directors and Officer information
- Certified and signed Articles (with BC corporation number and the College's clause embedded)

A suggested clause for BC medical corporation is acceptable to the College is as follows:

"Notwithstanding any other provisions of these Articles, the company is subject to and shall at all times comply with the requirements of Part 4 of the Health Professions Act, RSBC 1996, c.183 (as amended from time to time), and Part 6 of the Bylaws of the College of Physicians and Surgeons of British Columbia under the Health Professions Act (as amended from time to time)."

A suggested clause for a BC holding company is acceptable to the College is as follows:

"Notwithstanding any other provisions in these Articles, the Company, while it holds shares in a company which holds a permit under s.43(1) of the Health Professions Act, RSBC 1996, c.183 (as amended from time to time), and Part 6 of the Bylaws of the College of Physicians and Surgeons of British Columbia under the Health Professions Act (as amended from time to time)."

Any other clauses in the articles that are included for ease of reference in relation to the requirements of the Health Professions Act and Bylaws fall within legal counsel's expertise.