

# Draft Bylaws

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## Part 7 - Permits

### Division 1 - General

#### Registrar authorized to act

7-1 Subject to section 43(2) of the Act, the registrar is authorized to act under section 43(1) of the Act in relation to health profession corporation permits.

#### Health profession corporation permit application - general requirements

- 7-2 (1) An applicant seeking a permit to operate as a health profession corporation must provide a completed health profession corporation permit application to the registrar in the specified form.
- (2) An applicant must provide to CPSBC:
- (a) an acknowledgement in a form approved by the registrar, executed by each eligible licensee who, under section 59(1)(a) of the Act, legally and beneficially owns the voting shares of the health profession corporation or who, under section 59(1)(b) of the Act, legally and beneficially owns the voting shares of a company that legally and beneficially owns the voting shares of the health profession corporation, acknowledging that the eligible licensee has read Division 4 of Part 3 of the Act, and that the eligible licensee understands that:
    - (i) the eligible licensee's liability for professional negligence is not affected by the eligible licensee practising through or on behalf of the health profession corporation,
    - (ii) the eligible licensee's relationship with the health profession corporation does not affect, modify or diminish the application of the Act, the Regulations, and these Bylaws to the eligible licensee, and
    - (iii) neither the issuance of a health profession corporation permit nor the eligible licensee's practising through or on behalf of the health profession corporation in any way relieves or absolves the eligible licensee from complying with a standard, limit or condition imposed under the Act or these Bylaws,
  - (b) a certificate of solicitor in a specified form,
  - (c) a true copy of the certificate of incorporation, filed transition application, certificate of amalgamation, or certificate of continuation, as applicable, any certificate of change of name, and any certificate of restoration issued to or filed by the corporation under the *Business Corporations Act*,
  - (d) documents confirming that the health profession corporation is in good standing under the *Business Corporations Act*,

- (e) documents confirming that all directors and senior officers of the health profession corporation as defined in section 1(1) of the *Business Corporations Act* are eligible licensees under the Act,
- (f) documents confirming that the applicant meets the eligibility standards for a permit under section 7-3 of these Bylaws,
- (g) documents confirming compliance with the applicable requirements for professional liability protection or liability insurance once the permit is issued,
- (h) the permit application fee and annual permit fee, as applicable, and
- (i) payment of any outstanding amount owed to CPSBC by the health profession corporation or an eligible licensee described in section 59(1)(a) or (b) of the Act, including without limitation any amount accrued or accruing to a former regulatory college prior to its amalgamation with CPSBC.

### **Eligibility standards for a health professional corporation permit**

- 7-3 (1) An applicant may be issued a permit to operate as a health profession corporation if, in addition to satisfying the requirements under Division 4 of Part 3 of the Act:
- (a) all eligible licensees who own voting or non-voting shares of the health profession corporation under section 59(1)(a) and section 59(2)(a)(i) of the Act are practising licensees, and
  - (b) all legal and beneficial owners of the voting shares in a holding company that owns non-voting shares in a health profession corporation are practising licensees.
- (2) An applicant for a health profession corporation permit must provide to CPSBC:
- (a) confirmation the applicant holds a practising licence in good standing under the Act,
  - (b) policies for the operation of the health profession corporation acceptable to the permit committee which promote anti-racism, reconciliation, and Indigenous cultural safety, and which advance equity, diversity, and inclusion,
  - (c) information confirming all employees of the health profession corporation who will be providing health services through the health profession corporation are, or will be supervised by, practising licensees under the Act, and
  - (d) information confirming that all directors and senior officers of the health profession corporation, as defined in section 1(1) of the *Business Corporations Act*, are eligible licensees of CPSBC who will be practising through the health profession corporation.

## Prohibition on conflicts of interest in business activities of health profession corporations

7-4 A health profession corporation or a company owning shares in a health profession corporation must not engage or invest in any business activity which is contrary to the proper and ethical practice of medicine or which otherwise creates a conflict of interest for the health profession corporation, the company that owns shares in the health profession corporation, or any of their directors, senior officers or employees.

## Health profession corporation names

- 7-5 (1) Subject to subsection (2), the name of a health profession corporation holding a valid health profession corporation permit issued under the *Health Professions Act* is deemed to comply with the requirements of this section.
- (2) If any change is made to the name of a health profession corporation issued under the *Health Professions Act*, the changed name must:
- (a) comply with subsections (3) to (6), and
  - (b) be approved by the Permit Committee or registrar under subsection (7).
- (3) The name of a health profession corporation must contain as applicable:
- (a) the surname and a sequential combination of the given names or initials of every eligible licensee holding voting shares of the health profession corporation and providing any medical services through or on behalf of the health profession corporation,
  - (b) if a voting shareholder of the health profession corporation is a medical practitioner licensee,
    - (i) the title "Doctor" or "Dr." or the initial of the eligible licensee's medical degree, which must be combined with the name of each voting shareholder referred to in subsection (a), and
    - (ii) the words or abbreviations "Professional Corporation", "Corporation", "Corp.", "Incorporated", or "Inc.", or
  - (c) if a voting shareholder of the health profession corporation is a podiatric surgeon licensee,
    - (i) the title "Doctor", "Dr." or "D.P.M." or the initials of the eligible licensee's medical degree, which must be combined with the name of each voting shareholder referred to in subsection (a), and
    - (ii) the words "Podiatric Corporation".
- (4) In addition to the requirements in subsection (3), the name of a health profession corporation may contain as applicable:

- (a) the name of the applicable specialty, or a title approved by the Permit Committee or registrar that may be used in the applicable specialty if a voting shareholder of the health profession corporation is a medical practitioner licensee registered for specialty practice, which name must be combined with the name of each voting shareholder, or
  - (b) the words "Medical", "Medical Services", "Surgical", "Surgical Services" or the word "Services" if a voting shareholder of the health profession corporation is a medical practitioner licensee.
- (5) Despite subsections (3) and (4) the Permit Committee or registrar may approve another form of name where there are more than two eligible licensees who are voting shareholders of the health profession corporation who are providing medical services through or on behalf of the health profession corporation.
- (6) The name of a health profession corporation must not:
- (a) be identical to the name of another health profession corporation with a valid health profession corporation permit issued by CPSBC or under the *Health Profession Act*,
  - (b) so closely resemble the name of another health profession corporation with a valid health profession corporation permit issued by CPSBC or under the *Health Profession Act* that, in the opinion of the Permit Committee or registrar, it is likely to confuse or mislead the public, and
  - (c) must not contravene section 7-19 of these Bylaws.
- (7) The Permit Committee or registrar may approve the name of a health profession corporation that complies with subsections (3) to (6) on receipt of:
- (a) a completed health profession corporation permit application in a specified form,
  - (b) the permit application fee or annual permit fee, as applicable, and
  - (c) additional information or records that the health profession corporation is ordered to provide.

### **Professional liability protection or insurance**

- 7-6 The health profession corporation must obtain and at all times maintain professional liability protection or professional liability insurance for the health profession corporation, or for each of its employees, against liability for negligence in the provision of services that constitute the practice of the designated health profession in an amount of not less than \$10,000,000 for medical practitioner licensees and \$3,000,000 for podiatric surgeon licensees per claim or per occurrence in a form satisfactory to CPSBC.

### **Consequences of failing to maintain professional liability protection or insurance**

- 7-7 A health profession corporation which ceases to maintain professional liability protection or professional liability insurance as required under section 7-6 of these Bylaws must:

- (a) immediately cease operating as a health profession corporation, and
- (b) notify the registrar in writing not more than seven days after ceasing to have professional liability protection or professional liability insurance and:
  - (i) provide consent for the immediate cancellation of its health profession corporation permit, or
  - (ii) provide documentation confirming it has obtained professional liability protection or professional liability insurance as required under section 7-6 of these Bylaws.

### **Disposition of shares**

- 7-8 (1) The legal or beneficial interest in a voting or non-voting share of a health profession corporation must not be transferred, pledged or assigned to any person or company which is not entitled to hold that legal or beneficial interest under section 59 of the Act.
- (2) If the legal or beneficial interest in a voting share of a health profession corporation is proposed to be transferred or issued to an eligible licensee or company entitled to hold that legal or beneficial interest under section 59 of the Act and who or which is not already a voting shareholder, the health profession corporation must, prior to the transfer or issuance, provide to CPSBC:
- (a) written notice of the proposed transfer or issuance,
  - (b) a completed application, in a specified form, for approval to join the health profession corporation,
  - (c) an acknowledgment in compliance with section 7-2(a) of these Bylaws executed by:
    - (i) the transferee or shareholder to be issued the voting shares, if the transferee or new shareholder is an eligible licensee, and
    - (ii) each eligible licensee who is a voting shareholder of the transferee or of another holding company that directly or indirectly owns a legal or beneficial interest in any voting share of the transferee, if the transferee is a holding company, unless an acknowledgment executed by that eligible licensee has previously been provided to CPSBC, and
  - (d) a certificate of solicitor in a specified form.
- (3) If the name of the health profession corporation will cease to comply with section 7-5 of these Bylaws as a result of the proposed transfer or issuance of shares, the health profession corporation must:
- (a) apply for approval of a new name for the health profession corporation under section 7-5 of these Bylaws, and

- (b) if approval under section 7-5 of these Bylaws is granted, provide verification to CPSBC that it has changed its name to the new approved name under the *Business Corporations Act*.

### **Application to vary permit**

- 7-9 A health profession corporation applying to vary a health profession corporation permit must provide to CPSBC:
- (a) a completed health profession corporation permit application in the specified form in accordance with section 7-2 and section 7-3 of these Bylaws,
  - (b) the applicable fees set out in Schedule X,
  - (c) payment of any outstanding amount owed or owing to CPSBC by the health profession corporation or an eligible licensee described in section 59(1)(a) or (b) of the Act, including without limitation any amount accrued or accruing to a former regulatory college prior to its amalgamation with CPSBC, and
  - (d) additional information or records that are ordered to be provided.

### **Notification of changes**

- 7-10 (1) A health profession corporation must provide written notification to the registrar as soon as practicable of any change regarding the health profession corporation including, without limitation, changes to ownership of shares, shareholders, directors and senior officers as defined in section 1(1) of the *Business Corporations Act*, eligible licensees, the health profession corporation's business contact information and/or registered and records office.
- (2) A health profession corporation which ceases to meet eligibility standards or otherwise comply with these Bylaws or which ceases to provide medical services to the public must notify the registrar in writing as soon as practicable.
- (3) The registrar may require the health profession corporation to change its name by removing terms referenced in section 7-5 of these Bylaws, and to deliver a certificate of change of name from the Registrar of Companies to CPSBC to confirm the name change.

## **Division 2 - Renewal of permit**

### **Term of permit**

- 7-11 Unless the Permit Committee directs otherwise, a health profession corporation permit expires on the last day of the following February.

### **Annual renewal**

- 7-12 The registrar must notify each health profession corporation of the process for annual permit renewal and the consequences of failing to renew no later than February 1 of each year.



## Annual permit fee

7-13 The annual permit fee is payable before March 1 of each year.

## Requirements for renewal of permit

- 7-14 (1) Before March 1 of each year, a health profession corporation applying for renewal of its permit must provide to CPSBC:
- (a) a completed renewal application in the specified form,
  - (b) a completed declaration in the specified form attesting to the health profession corporation's compliance with the Act, the Regulations and these Bylaws, and any limits, conditions or terms imposed on its permit,
  - (c) documents confirming the health profession corporation is in good standing under the *Business Corporations Act*,
  - (d) documents confirming compliance with applicable requirements for professional liability protection or professional liability insurance,
  - (e) the annual permit fee specified in Schedule X,
  - (f) payment of any outstanding amount owed or owing to CPSBC by the health profession corporation or an eligible licensee described in section 59(1)(a) or (b) of the Act, including without limitation any amount accrued or accruing to a former regulatory college prior to its amalgamation with CPSBC, and
  - (g) additional information or records that are ordered to be provided.
- (2) If a health profession corporation fails to renew its permit in accordance with the requirements in subsection (1), it must pay a late renewal fee as set out in Schedule X and apply for late renewal no later than May 1 if it seeks to continue to operate as a health profession corporation.
- (3) If a health profession corporation fails to apply for late renewal on or before May 1, it must apply for reinstatement of the permit if it seeks to continue to operate as a health profession corporation.

## Division 3 - Validity of permit

### Validity of permit

- 7-15 A health profession corporation permit issued under these Bylaws which has not expired is valid until the earlier of:
- (a) the date the registrar receives a written request from the health profession corporation for cancellation of the permit under section 7-18 of these Bylaws,
  - (b) the date on which the health profession corporation changes its name,
  - (c) the date on which the health profession corporation permit is revoked under section 7-19 of these Bylaws, or

- (d) the date on which the health profession corporation is dissolved or otherwise ceases to be a company in good standing under the *Business Corporations Act*.

## **Division 4 - Limits or conditions on permit**

### **Imposition of limits or conditions**

- 7-16 (1) Subject to these Bylaws and the terms of a disciplinary order, if any, the Permit Committee may impose limits or conditions when issuing, renewing, varying, or reinstating a health profession corporation permit, including but not limited to:
- (a) a condition requiring the health profession corporation to provide periodic reports to confirm compliance with section 58 of the Act,
  - (b) proof that the health profession corporation is in good standing under the *Business Corporations Act*.
- (2) Subject to subsection (1) and section 62 of the Act, the Permit Committee must deliver written notice of proposed limits or conditions to the health profession corporation and afford an opportunity to be heard, which may be in writing, before exercising their discretion to impose limits or conditions.

## **Division 5 - Refusal of permit application**

### **Notice of adverse application decision by the Permit Committee**

- 7-17 (1) Subject to section 63(2) of the Act, before the Permit Committee makes an adverse application decision, it must direct the registrar to serve a notice of a proposed adverse application decision to the applicant.
- (2) Where the Permit Committee makes an adverse application decision under section 63 of the Act, it must direct the registrar to provide written notice of the adverse application decision with reasons to the applicant within 30 days of the date of the decision.

## **Division 6 - Permit cancellation and revocation**

### **When the registrar must cancel permit**

- 7-18 The registrar must cancel a health profession corporation permit if the health professional corporation requests or gives written consent to the cancellation.

### **When Permit Committee may revoke permit**

- 7-19 The Permit Committee may revoke a health profession corporation permit if:
- (a) notification is received that the health profession corporation ceases to be in good standing under the *Business Corporations Act*, or

- (b) notification is received that the health profession corporation is otherwise in contravention of the requirements of the Act, Regulations, or these Bylaws.

### Permit revocation process

- 7-20 (1) Before revoking a health profession corporation under section 7-19, the Permit Committee must direct the registrar to serve notice of a permit revocation hearing to the health profession corporation at its registered and records office and to the business address of each eligible licensee who holds shares in the health profession corporation, by personal service or registered mail not less than 60 days before the date of hearing.
- (2) The notice of permit revocation hearing must:
- (a) name the health profession corporation as the respondent,
  - (b) describe the matter that is to be the subject of the hearing, including the particulars of any evidence that CPSBC will be relying on,
  - (c) indicate if the hearing is to be an oral hearing:
    - (i) the date, time and place of the hearing, and
    - (ii) specify that the Permit Committee is entitled to proceed with the hearing in the absence of a representative of the health profession corporation appearing, and
  - (d) indicate if the hearing is to be conducted in writing:
    - (i) the deadline for providing written submissions, and
    - (ii) specify that the Permit Committee is entitled to proceed with the hearing if the health profession corporation does not provide written submissions by the specified deadline.
- (3) If the Permit Committee conducts an oral hearing:
- (a) the respondent and CPSBC may appear as parties and with legal counsel,
  - (b) the testimony of witnesses must be taken on oath, solemn affirmation, or on a culturally appropriate form of affirmation or ceremony which confirms a witness's commitment to speak the truth, and
  - (c) the respondent and CPSBC have the right to cross-examine witnesses and to call evidence.
- (4) If the respondent does not attend an oral permit revocation hearing or fails to provide written submissions for a hearing in writing by a specified deadline, the Permit Committee may:
- (a) proceed with the hearing in the respondent's absence on proof that notice of the permit revocation hearing was provided in accordance subsection (1), and
  - (b) without further notice to the respondent, take any action it is authorized to take under the Act.

- (5) The Permit Committee must direct the registrar to deliver its decision with reasons to the health profession corporation as soon as practicable.

## **Division 7 - Reinstatement of permit**

### **Reinstatement**

7-21 An applicant applying for reinstatement of a health profession corporation permit must, in addition to meeting the requirements in sections 7-2 and 7-3 of these Bylaws, provide to CPSBC:

- (a) a completed application for reinstatement in the specified form, and
- (b) additional information or records that are ordered to be provided.

## **Division 8 - Advertising and communications with the public**

### **Marketing by health profession corporation**

7-22 A health profession corporation which operates a business of providing health services to the public must:

- (a) ensure it is clear that all services are being provided by a health profession corporation in marketing and written communications,
- (b) comply with the requirements of section 8-3 as if it were an eligible licensee, to the extent those requirements may be applicable to a health profession corporation, and
- (c) ensure the health profession corporation's name, together with the eligible licensee's name and business address, appears on the licensee's letterhead, prescription pads and electronic communications.

## Schedule X

### 8. Fees for health profession corporation permits

Fee type	Fee
Application for incorporation of a new health profession corporation permit	\$350.00 per licensee
Application for continuation of a health profession corporation incorporated under the laws of another province	\$350.00 per licensee
Notification of change for a health profession corporation	\$350.00 per licensee
Application to form a health profession corporation by way of an amalgamation	\$350.00 per licensee
Application for name change of a health profession corporation with a valid permit	\$350.00 per licensee
Application to join an existing multi-physician health profession corporation	\$350.00 per new applicant licensee
Application to repurpose a non-health profession corporation	\$350.00 per licensee
Application for reinstatement of a suspended health profession corporation permit	\$350.00 per licensee
Application for restoration of a health profession corporation following dissolution under the <i>Business Corporations Act</i>	\$350.00 per licensee
Annual permit fee	\$135.00 per corporation
Late renewal fee for failure to provide a completed renewal application and the annual permit fee before March 1	\$100.00 per corporation