



**NOTE:** Dental Corporations are now regulated under Part 4 of the Health Professions Act and Part 11 of the CDSBC Bylaws.

To Whom It May Concern:

## Application for Consent to Practise Dentistry as a Member of a Company

This is my application to the College of Dental Surgeons of British Columbia (the "College") for consent:

- (a) to permit a company incorporated under the British Columbia *Business Corporations Act* to provide dental services to the public;
- (b) to use the name \_\_\_\_\_ as the name under which the company will carry on the practise of dentistry;
- (c) to practise under contract or as an employee of the said company.

The basis of this application is that a company incorporated under the British Columbia *Business Corporations Act* having the name set out in (b) above (the "Company") will carry on the practise of dentistry. I have been advised that unless I obtain the permission called for by section 74 of the *Dentists Act* (the "Act") I will be acting in contravention of the Act. I enclose a Certificate of Compliance executed by my lawyer confirming certain requirements of the College in regard to the Notice of Articles and Articles of the Company.

With respect to the present application I solemnly undertake to the College and its Council, so long as the Company carries on the practise of dentistry:

1. That no one other than:
  - (a) only a member in good standing of the College (a "Member");
  - (b) a corporation all the voting shares in which are held legally and beneficially by a Member or Members (a "Holding Corporation"); or
  - (c) subject to the direction of the College, the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member;
 shall hold legally or beneficially any voting share in the Company;
2. That no one other than:
  - (a) a Member or, subject to the direction of the College, the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member;

- (b) the spouse, child, father, mother, brother, or sister of a Member described in paragraph (a) who or whose personal representative or trustee in bankruptcy holds voting or non-voting shares in the Company;
- (c) a corporation all the shares in which are owned by such persons;
- (d) subject to the direction of the College, the personal representative of such person if such person is deceased or the trustee in bankruptcy of such person if such person is bankrupt;

shall hold any beneficial interest in any non-voting share in the Company.

3. That only a Member holding the beneficial ownership of voting shares in the Company or in a Holding Corporation which holds voting shares in the Company or, subject to the direction of the College, the personal representative of a deceased Member shall be the President or a director of the Company;
4. That no change will be made in the Notice of Articles and Articles or name of the Company without the written consent of the College;
5. That no voting share in the Company shall be transferred, pledged, or assigned to other than a Member, a Holding Corporation, or, subject to the direction of the College, the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member without the written consent of the College;
6. That no holder of the beneficial interest in voting shares in the Company shall enter into a voting trust agreement, proxy agreement or any other type of agreement giving to another person any authority to exercise the voting power of those shares unless the transferee is a Member or a Holding Corporation and holds the beneficial interest in voting shares of the Company;
7. That no employee of the Company who is not a Member shall practise dentistry except as permitted by the *Act*;
8. That in the event of my erasure from the Register of Members of the College or my suspension from practice pursuant to any provision of the *Act*, I shall cause the Company to terminate or restrict its provision of dental services as the College may direct;
9. That I shall not cause or permit the Company to engage or invest in any business that is inimical to the proper and ethical practice of dentistry or which creates a conflict of interest for the Company or its employees;
10. That in the event that voting shares in the Company are hereafter to be issued or transferred to another Member or Holding Corporation, I shall cause that transferee to make an application similar to this to the College prior to the issue or transfer of shares;
11. In consideration of the approval by the College of this application:

- (a) I and all Holding Corporations in which I hold voting shares hereby unconditionally waive the protection of Sections 87(1) and 87(2) of the *Business Corporations Act* (British Columbia) insofar as the activities of the Company relate to liabilities to a patient as set out in 11(b) hereof;
  - (b) I hereby covenant and agree that I will ensure that every Member who holds voting shares in the Company or in any Holding Corporation which holds voting shares in the Company is jointly and severally liable for the debts, obligations, acts, and omissions, whether arising through gross negligence or otherwise, of the Company to a patient arising out the Company's providing dental services to that patient while that member held voting shares in the Company or that Holding Corporation and for any breach by the Company of the *Act*, the Rules issued pursuant to the *Act*, the Code of Ethics of the College, or lawful resolutions of the Council or Executive Committee of the College while that Member held voting shares in the Company or that Holding Corporation, and that such Members will guarantee payment of and will indemnify and save the Company harmless in respect of any such liability or breach to the extent that the Company is not able to satisfy such liability from insurance proceeds or otherwise;
  - (c) I hereby acknowledge that the public and statutory duties of the College require that I have personal liability as set out in paragraph 11(b) and that accordingly the College may seek and obtain injunctive relief to enforce the covenants set out in this paragraph and I will not, and will cause the Company and all Holding Corporations in which I hold voting shares and which hold voting shares in the Company not to, require that the College post security or provide an undertaking as to damages in connection therewith;
  - (d) I hereby acknowledge and agree that the covenants set out in this paragraph are reasonable, valid, and commensurate with the protection of the legitimate interests of the public and the College;
  - (e) I hereby waive all defences to the strict enforcement of the covenants set out in this paragraph; and
  - (f) I hereby agree that the covenants set out in this paragraph will subsist even if the Company or I cease to carry on the professional practise of dentistry;
12. That if British Columbia legislation is passed allowing the incorporation of professional practices generally, I will on receipt of notice in writing from the College take, and cause any Holding Corporation in which I own voting shares to take, whatever action the College may prescribe to have the Company comply with such legislation or at my option terminate the Company's carrying on the practise of dentistry;
13. That I shall cause the Company, each Member, and each of its employees to have professional liability insurance at least in the minimum amounts established from time to time by the College;

14. That I shall cause the Company to place in its Articles a restriction on the transfer of voting shares in the Company in terms which reflect the restrictions set out herein and to have the restriction typed or printed on the front of each voting share certificate as follows:

"So long as the corporation carries on the practise of dentistry, these shares may only be transferred to a member in good standing of the College of Dental Surgeons of British Columbia who holds an unexpired annual licence and whose application for incorporation has been approved under the Rules of the College, to a corporation all the voting shares in which are held by such a person, or to the personal representative of such a person if that person is deceased or the trustee in bankruptcy of a bankrupt Member".

With respect to this application I acknowledge:

- (a) That any breach of any of the foregoing by the Company, any Holding Corporation, or me shall constitute "unprofessional conduct";
- (b) That neither the granting of this application nor my practising dentistry as an employee of the Company shall in any way relieve or absolve me or the Company from observing the provisions of the *Act*, the Rules issued pursuant to the *Act*, the Code of Ethics of the College, and lawful resolutions of the Council or Executive Committee of the College and I hereby agree that it shall not be a defence to any inquiry into my professional activities by the Council of the College that I am practising my profession through or by means of a corporation;
- (c) That I accept personal responsibility for any breach by the Company of the *Act*, the Rules issued pursuant to the *Act*, the Code of Ethics of the College, and lawful resolutions of the Council or Executive Committee of the College;
- (d) That on behalf of the Company I hereby agree that any breach by the Company of the provisions of the *Act*, the Rules issued pursuant to the *Act*, the Code of Ethics of the College, or the lawful resolutions of the Council or Executive Committee of the College will be good and sufficient grounds for revoking the permission of the Company to practise dentistry.

In this Application, words in the singular include the plural, and words in the plural include the singular.

Enclosed is a cheque in the amount of \$556 being the processing fee for this Application.

Yours truly,

\_\_\_\_\_  
(Dentist's signature)

Dated: \_\_\_\_\_