

Bylaws of the College of Dental Surgeons of British Columbia

PART 11 – DENTAL CORPORATIONS

Interpretation

11.01 In this Part, “**holding company**”, in respect of a dental corporation, has the same meaning as in section 40.1 of the Act.

Application for dental corporation permit

- 11.02 (1)** A corporation is eligible to be issued a permit to operate as a dental corporation if, in addition to satisfying the other requirements and conditions under section 43 of the Act,
- (a) every registrant of the college referred to in section 43(1)(c) and (e) of the Act is
 - (i) a full registrant or restricted to specialty registrant, or
 - (ii) with the approval of the registrar, a non-practising registrant,
 - (b) the corporation delivers to the registrar
 - (i) a completed dental corporation permit application in Form 28,
 - (ii) any applicable application and permit fees specified in Schedule F,
 - (iii) any other outstanding fine, fee, debt or levy owed to the college,
 - (iv) a certificate of solicitor in Form 29,
 - (v) an acknowledgement in Form 30, executed by each dentist 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, acknowledging that the dentist has read section 14.1 of the Act, and that the dentist understands that
 - (A) the dentist’s liability for professional negligence will not be affected by the fact that the dentist practises dentistry through or on behalf of the corporation, and
 - (B) the application of the Act, the Regulation, and these bylaws to the dentist will not be affected, modified or diminished as a result of the dentist’s relationship with the corporation, and
 - (vi) a true copy of the certificate of incorporation, filed transition application, certificate of amalgamation, or certificate of continuation, as the case may be, any certificate of change of name, and any certificate of restoration, issued to or filed by the corporation under the *Business Corporations Act*, and

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- (c) the name of the corporation is approved by the registrar under section 11.03.
- (2) The registrar is authorized to act for the board under section 43 of the Act.
- (3) A permit issued to a corporation under section 43 of the Act is valid until
 - (a) the corporation delivers a written request to the registrar for cancellation of the permit,
 - (b) the permit is revoked under section 44 of the Act, or
 - (c) the corporation is dissolved or otherwise ceases to be a company in good standing under the *Business Corporations Act*.

Dental corporation names

11.03 (1) The name of a dental corporation

- (a) must contain
 - (i) the surname, or the surname and any combination of the given names or initials, of every full registrant or restricted to specialty registrant who is a direct or indirect voting shareholder of the corporation, except a voting shareholder who will not be providing any dental services through or on behalf of the corporation, and
 - (ii) the title “Doctor” or “Dr.”, which must be combined with the name of each voting shareholder referred to in subparagraph (i),
 - (b) in addition to the words required under paragraph (a), may contain only
 - (i) the surnames, or the surnames and any combination of the given names or initials, of one or more dentists who are direct or indirect shareholders of the corporation in addition to the names required under paragraph (a)(i), which must also be combined with the title “Doctor” or “Dr.”,
 - (ii) the title “Dentist”,
 - (iii) if a direct or indirect shareholder of the corporation is a certified specialist, the name of the applicable specialty, or a title approved by the registrar that may be used by certified specialists in the applicable specialty, which must be combined with the name of the shareholder, and
 - (iv) the words or abbreviations “Dental Corporation”, “Dental Corp.”, “Corporation”, “Corp.”, “Incorporated”, or “Inc.”, and
 - (c) must not contravene Part 12.
- (2) The registrar may approve the name of a corporation that complies with subsection (1) on receipt of

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- (a) a completed application for dental corporation name approval in Form 31, and
- (b) any applicable application fee specified in Schedule F.

Disposition of shares

- 11.04** (1) The legal or beneficial interest in a voting or non-voting share of a dental corporation or holding corporation must not be transferred, pledged, or assigned to any person who is not entitled to hold that legal or beneficial interest in accordance with the requirements of section 43 of the Act and section 11.02(1)(a).
- (2) If the legal or beneficial interest in any voting share of a dental corporation or a holding company that directly or indirectly owns a legal or beneficial interest in any voting share of the corporation is transferred to a dentist or holding company who is entitled to hold that legal or beneficial interest under section 43 of the Act and section 11.02(1)(a), the dental corporation must
- (a) notify the registrar of the transfer, and
 - (b) deliver to the registrar an acknowledgement in Form 30 executed by
 - (i) the transferee, if the transferee is a dentist, unless an acknowledgment by the transferee has previously been delivered to the registrar, or
 - (ii) each dentist 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 acknowledgement executed by that dentist has previously been delivered to the registrar.
- (3) If, as a result of a transfer of shares, the name of the dental corporation ceases to comply with section 11.03(1), the dental corporation must
- (a) apply under section 11.03(2) for approval of a new name for the dental corporation that complies with section 11.03(1), and
 - (b) after a new name is approved under paragraph (a), cause its name to be changed under the *Business Corporations Act* to the approved new name.

Notification of changes

- 11.05** (1) A dental corporation must
- (a) not change its name unless the new name has been approved by the registrar under section 11.03, and
 - (b) deliver to the registrar a true copy of any certificate of change of name issued to the dental corporation under the *Business Corporations Act*.

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- (2) A dental corporation must
 - (a) immediately notify the registrar of any other changes to the information contained in the corporation's most recent certificate of solicitor delivered to the registrar, and
 - (b) deliver to the registrar another certificate of solicitor in Form 29 if required by the registrar.

Permit revocation hearings

- 11.06** (1) The powers and duties of the board under section 44 of the Act are delegated to the discipline committee.
- (2) A permit revocation hearing may be consolidated with a hearing conducted under section 38 of the Act if there are common matters in issue in both hearings, and the discipline committee considers consolidation to be appropriate in the circumstances.
 - (3) The discipline committee may conduct an oral hearing or a hearing by written submission to determine if a permit should be revoked.
 - (4) The discipline committee may conduct a hearing on the receipt of a written complaint or on its own motion.
 - (5) The registrar must provide notice of a permit revocation hearing by personal service or registered mail to the dental corporation at its registered office not less than 60 days before the date of the hearing.
 - (6) The notice of permit revocation hearing must
 - (a) name the dental corporation as respondent,
 - (b) describe the matter that is to be the subject of the hearing, including the particulars of any evidence in support of that subject matter,
 - (c) if the hearing will be conducted by written submission, notify the respondent that the respondent is entitled to submit a written submission within 30 days of receiving the notice, and
 - (d) if the hearing is to be an oral hearing,
 - (i) specify the date, time and place of the hearing, and
 - (ii) notify the respondent that the discipline committee is entitled to proceed with the hearing in the absence of a representative of the dental corporation.
 - (7) The respondent and the college may appear as parties and with legal counsel at an oral permit revocation hearing of the discipline committee.

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- (8) If the respondent does not attend an oral permit revocation hearing of the discipline committee, the discipline committee may
 - (a) proceed with the hearing in the respondent's absence on proof of receipt of the notice of permit revocation hearing by the respondent, and
 - (b) without further notice to the respondent, take any action that it is authorized to take under the Act.
- (9) After a permit revocation hearing, the discipline committee must notify the respondent in writing of its decision under section 44(1) or (2) of the Act.

Provision of services through a dental corporation

11.07 For the purposes of section 42(2)(b) of the Act, services referred to in section 42(1) of the Act may be provided on behalf of a corporation by a person employed or engaged as a contractor by the corporation

- (a) to whom a dentist delegates the provision of those services, or who is authorized by a dentist to provide those services under a dentist's supervision, in accordance with any applicable requirements under Part 8, and
- (b) who provides those services in accordance with any applicable requirements under Part 8.

Promotional activities by dental corporations

11.08 A dental corporation must comply with the requirements of Part 12 as if it were a dentist, to the extent those requirements may be applicable to a corporation.