

You Asked About...

Advise the ADA&C of all Professional Corporation Changes **Julie Gagnon** **Legal Counsel, Reynolds Mirth Richards Farmer LLP**

A dentist operating a professional corporation (“PC”) is responsible to ensure the PC complies with all Alberta legislation, which includes the Business Corporations Act and the Health Professions Act (“HPA”). A dentist is also responsible for ensuring that the operation of the PC is in accordance with the ADA&C Bylaws, Code of Ethics and Standards of Practice.

When a PC is first incorporated, the ADA&C must approve the application before the PC can be registered with the Alberta corporate registry. The dentist must provide initial information about the PC to the ADA&C for review prior to approval of the PC. The ADA&C reviews the information to ensure compliance with the legislation, as there are requirements in the legislation on matters such as share ownership, who can be a director of a PC and the name of the PC. These requirements exist, in large part, to ensure that the public is protected in the manner that dental services are provided.

Once the PC is approved, the dentist continues to have obligations to provide information to the ADA&C about the PC. There are ongoing reporting requirements under section 112 of the HPA and a dentist must inform the ADA&C Registrar **within 15 days** of any change in the ownership of the PC (voting or non-voting shareholders), the directors or to the name of the PC.

This is mirrored in Bylaw 14(5)(b) which states that every PC shall inform the Executive Director and Registrar of a change by providing a Statement of Particulars within 15 days of the change. The Statement of Particulars is found in Form B of the Bylaws.

The ADA&C has an obligation to ensure compliance with the legislation and with its Bylaws. As such, any change in ownership, directors or naming of the PC must be reported to the ADA&C, so that the ADA&C can fulfill its legislated mandate to ensure compliance with legislation and protection of the public.

Failure to comply with the reporting requirements can result in breach of the HPA and the Bylaws and could be found to constitute unprofessional conduct. As such, it would be prudent for dentists in a PC to review their past records to ensure that any changes to ownership, directors or to the name of the PC have been reported to the ADA&C and to take steps to report any changes not previously reported. Where a dentist is unclear if there has been a change, the dentist can contact the ADA&C or consult his or her lawyer to ensure the dentist is not in breach of the HPA or the Bylaws.