

INFORMATION AND DOCUMENTATION REQUIRED BY YOUR LAWYER TO COMPLETE INCORPORATION, APPLICATION FOR CERTIFICATE OF AUTHORIZATION AND TRANSFER OF PRACTICE

STEP 1 – INCORPORATION AND ORGANIZATION OF THE PROFESSIONAL CORPORATION

1. Proposed name for corporation (*must include "Professional Corporation" and for certain of the professions include the type of profession (for physicians include "medicine" and for dentists include "dentistry") and include the **surname** of one or more professional shareholders – may also include shareholder's given name, initials or combination of both*) please provide 1st, 2nd and 3rd choice:

- 1) _____
- 2) _____
- 3) _____

2. Full name and residence address of each professional director/shareholder:

3. Number of additional classes of non-voting shares to be provided for issuance to family members now and in the future (*i.e. if you are planning on marrying or having children and would like the option to issue shares to family members*) – you should discuss this with your accounting advisor:

4. Address for registered office of company (*your choice of residence or practice address – this information will be available through a search of the ministry records, as well as potentially by the regulating body*):

5. Address, phone number, fax number and email for premises where the corporation will carry on the practice (*this information may be made public through the regulating body*):

SPOUSAL INFORMATION

- 1. If you intend to add a spouse as a non-voting shareholder:
 - (a) Will your spouse be employed by the Corporation? yes no
 - (b) Do you have a marriage or cohabitation agreement? yes no If yes, please provide us with a copy.
 - (c) Are you legally married? yes no
 - (d) If you are not legally married, are you living in a conjugal relationship? yes no
 - (e) Is your spouse a US Person? (see Appendix "A" attached) yes no

ADDITIONAL FAMILY MEMBER INFORMATION (CHILDREN/PARENTS)

1. Full name, relationship to the professional and residence address of each non-voting family member shareholder (please provide date of birth for each shareholder under the age of 18):

PROFESSIONAL SHAREHOLDER RESIDENCY INFORMATION

2. Is the professional a Canadian citizen or permanent resident of Canada (see attached Appendix “A” for definition) yes no

3. Is the professional a US Person? (see attached Appendix “A” for definition) yes no If yes, please review with your tax advisor before proceeding further.

FAMILY MEMBER RESIDENCY INFORMATION

1. Is each intended family member shareholder either a citizen of Canada or a permanent resident of Canada yes no

2. Is any intended family member shareholder a US Person? (see attached Appendix “A”) yes no

STEP 2 – APPLICATION TO THE PROFESSIONAL REGULATING BODY FOR CERTIFICATE OF AUTHORIZATION FOR THE CORPORATION

1. Regulating body registration number for each professional shareholder (*each holder of voting shares must be a registrant with the Governing Body– all other shareholders must be a family member of the professional who must hold all voting shares*):

2. Name and location (branch) of banking institution to be used by professional corporation:

3. Name, address and phone number for accountant/accounting firm to be used by professional corporation:

4. Names of proposed officers for professional corporation, i.e. President, Secretary/Treasurer, etc. (*normally the professional would act as both President and Secretary/Treasurer, officers must be registered members of the Governing Body*):

5. Proposed fiscal year end for the professional corporation (*requires consultation with accountants for appropriate timing*):

6. Brief description of the nature of the practice to be carried out by the corporation:

7. Business name(s) under which the Corporation practices and that is different from the corporate name:

STEP 3 – TRANSFER OF ASSETS OF PRACTICE FROM PROFESSIONAL TO THE PROFESSIONAL CORPORATION (INPUT FROM ACCOUNTANT WILL BE REQUIRED)

1. Detailed listing of (*if applicable*):

(a) assets to be transferred

(b) liabilities to be assumed

2. Details of employment arrangements between professional(s) and Professional Corporation including salary (date when salary will commence) and vacation time (*input from accountants required for employment agreements*):

3. Are premises owned or leased? If leased, copy or details of lease for premises from which practice is operated (*if applicable*) (*consent to the assignment of the lease will usually be required from Landlord*). If arrangements with a hospital, provide copy of the agreement with hospital.

4. Copy or details of leases for equipment (computers, phones etc.) utilized in the practice and being transferred to the corporation (*if applicable*) (*consent to the assignment of leases will usually be required*)

5. Details of any x-ray equipment utilized in the practice and being transferred to the corporation (*form to be completed and filed with the Ministry of Health and Long Term Care*) – please provide copy of current HARP filing

CONTACT INFORMATION

Name and address of practice: _____

Business phone: _____

Business Fax: _____

Home Phone: _____

Email: _____

Additional Miscellaneous
Information:

"Governing Body" means:

1. in the case of a physician, the College of Physicians and Surgeons of Ontario
 2. in the case of a dentist, the Royal College of Dental Surgeons of Ontario
 3. in the case of an accountant, the Chartered Professional Accountants of Ontario
 4. in the case of a lawyer, the Law Society of Upper Canada
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Please return the completed form to Siskinds:

- (a) by fax at (519) 672-6065, attention: Christine Zwart, Legal Assistant; or
- (b) by email to christine.zwart@siskinds.com.

APPENDIX A

AM I A U.S. PERSON?

The following checklist has been developed to determine whether you may be a U.S. Person for tax purposes. Generally, a U.S. Person is a U.S. citizen or resident, domestic corporation (incorporated or domiciled in the United States), domestic partnership, trust or estate (domiciled in the U.S.).

Information regarding the determination of U.S. citizenship and residency is provided below. (Note: This information is not exhaustive and does not cover all situations that may arise. Clients are strongly encouraged to speak to their own professional advisor if they think there may be U.S. tax implications.)

Are you a U.S. citizen?

As indicated on the U.S. Citizenship and Immigrations Services website, you may be considered a U.S. citizen under the following circumstances:

1. Individuals who are born in the United States and subject to the jurisdiction of the United States and individuals born in certain territories or outlying possessions of the United States are citizens at birth.
2. Also, individuals born outside the United States may be citizens at birth if their parent or parents were citizens at the time of birth and other requirements are met.
3. Additionally, you may become a U.S. citizen after birth either through your parents, known as "derived" or "acquired" citizenship, or by applying for naturalization on your own.

Further information is available at the following website: <http://www.uscis.gov/portal/site/uscis>

Are you a U.S. resident?

Residency can be difficult to determine and is based on case facts. If you answer 'yes' to any of the following questions, you may be considered a U.S. resident.

1. Do you have a Green Card?
2. Do you meet the substantial presence test? i.e., 31 days of presence in the U.S. in the current year and 183 days in the three-year period that includes:
 - (a) all of the days in the current year where you were in the U.S.;
 - (b) 1/3 of the days present in the U.S. for the first preceding year; and
 - (c) 1/6 of the days present in the U.S. for the second preceding year.
3. Do you have dual citizenship status?
4. Is your spouse a resident of the U.S.? If so, have you elected to be a resident for US tax purposes?

Are you a Resident Canadian? (Required for Professional to act as the director of the professional corporation)

"Resident Canadian" is defined under the *Business Corporations Act* (Ontario) as an individual who is:

- (a) a Canadian citizen ordinarily resident in Canada;
- (b) a Canadian citizen not ordinarily resident in Canada who is a member of a prescribed class of persons; or
- (c) a permanent resident [within the meaning of the *Immigration Act (Canada)*] and ordinarily resident in Canada.