

Draft Bylaws:

**College of Health and Care
Professionals of British Columbia**

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7.0 Permits

Registrar authorized to act

7.1 The Registrar is authorized to act under section 43 of the Act.

Health Profession Corporation Permit application

7.2 A Corporation seeking an HPC Permit under this Part must deliver an application to the Registrar in the form and manner specified by the Registrar.

General requirements

7.3 An application for an HPC Permit must include all of the following:

- (a) a certificate of solicitor in a form approved by the Registrar;
- (b) an acknowledgement in a form approved by the Registrar, executed by each Licensee who, under section 59(1)(a) of the Act, legally and beneficially owns the voting shares of the 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 Corporation, acknowledging that the Licensee has read Division 4 of Part 3 of the Act, and that the Licensee understands that:
 - (i) the Licensee's liability for professional negligence is not affected by the Licensee practising through or on behalf of the Corporation;
 - (ii) the Licensee's relationship with the Corporation does not affect, modify or diminish the application of the Act, the Regulations, and these Bylaws to the Licensee; and
 - (iii) neither the issuance of the Health Profession Corporation Permit nor the Licensee's practising through or on behalf of the Corporation in any way relieves or absolves the Licensee from complying with a standard, limit or condition imposed under the Act;
- (c) a certified 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) a certificate of good standing issued under the *Business Corporations Act*;
- (e) documents confirming that all directors of the Corporation are eligible Licensees under the Act and these Bylaws;

- (f) documents confirming that the Corporation meets the eligibility standards for a Permit under section 58 of the Act;
- (g) documents confirming compliance with the applicable requirements for professional liability protection or liability insurance once the Permit is issued;
- (h) the applicable fees set out in Schedule “___”;
- (i) payment of any outstanding amount owed to the College by the Corporation or a Licensee described in section 59(1)(a) or (b) of the Act, including without limitation any amount owed to the College prior to the In-Force Date; and
- (j) any other information reasonably required by the Registrar or the Permit Committee to assess the application.

7.4 A Permit Applicant may be issued an HPC Permit if, in addition to satisfying the requirements under Division 4 of Part 3 of the Act, the Licensees who, under section 59(1)(a) of the Act, own voting shares of the Corporation or who under section 59(1)(b) of the Act, own voting shares of a company that owns the voting shares of the Corporation are all practising Licensees.

Health Profession Corporation names

7.5 A Health Profession Corporation may only use a name:

- (a) that is not in use by another Corporation holding a valid Health Profession Corporation Permit issued under the Act or the *Health Professions Act*;
- (b) that does not so nearly resemble the name of another Corporation holding a valid Health Profession Corporation Permit issued under the Act or the *Health Professions Act* that it is likely to confuse or mislead the public;
- (c) that complies with these Bylaws and standards of the College, including, without limitation, Bylaw 7.41(b); and
- (d) for which the Health Profession Corporation has received approval from the Registrar or the Permit Committee in accordance with Bylaw 7.8 or 7.11.

7.6 A Health Profession Corporation may use the name of a Licensee in its corporate name, but only if the Licensee whose name is being used is:

- (a) a voting shareholder of the Health Profession Corporation; and
- (b) actively providing Health Services through the Health Profession Corporation.

7.7 To apply for name approval under Bylaw 7.5(d), an applicant must:

- (a) submit an application in the form required by the Permit Committee;
- (b) provide the applicable name approval fee set out in Schedule “___”; and

- (c) provide any additional information or records the Permit Committee requests.
- 7.8 On receipt of an application for name approval under Bylaw 7.7, the Permit Committee must either:
- (a) issue a certificate if the Permit Committee is satisfied that the proposed name complies with Bylaw 7.5; or
 - (b) reject the application.
- 7.9 The name of a Corporation that held a Permit issued under the *Health Professions Act* as of the date the Act came into force is deemed to comply with the naming requirements of Bylaw 7.5, and the Corporation may use the name until the occurrence of any of the following:
- (a) the Corporation's name is changed;
 - (b) the Corporation applies for, but does not receive an HPC Permit; or
 - (c) the Corporation does not renew an HPC Permit or has an HPC Permit revoked.
- 7.10 Upon the occurrence of any of the events set out in Bylaw 7.9, the Corporation must obtain approval for a name in accordance with Bylaw 7.5.
- 7.11 The Registrar may approve a Permit Applicant's proposed name on behalf of the Permit Committee if the Registrar is satisfied that the proposed name satisfies all requirements in Bylaw 7.5(a) to (c), and meets the following criteria:
- (a) the name consists of:
 - (i) the surname and any combination of the given names or initials of every Licensee who is a voting shareholder of the Corporation, except a voting shareholder who will not be providing any professional services through or on behalf of the Corporation; and
 - (ii) the words or abbreviations "Professional Corporation", "Corporation", "Corp", "Incorporated", or "Inc."; and
 - (b) if a voting shareholder of the Corporation is authorized to use the "Dr." title, the name consists of:
 - (i) the title "Doctor" or "Dr." or the initial of the Licensee's degree, combined with the name of each voting shareholder referred to in Bylaw 7.6; and
 - (ii) the words or abbreviations "Professional Corporation", "Corporation", "Corp.", "Incorporated", or "Inc.".

Professional liability protection or insurance

- 7.12 A Health Profession Corporation must obtain and at all times maintain professional liability protection or professional liability insurance in an amount of not less than \$___ [*dollar amount*].
- 7.13 The professional liability protection or professional liability insurance required in Bylaw 7.12 must be in one of the following forms:
- (a) an insurance policy that covers the Health Profession Corporation for negligence in the provision of all Designated Health Professions in which the Health Profession Corporation provides services;
 - (b) an insurance policy that covers every practising Licensee of the Health Profession Corporation, and every person under their supervision or employ, in the provision of all Designated Health Professions in which the Health Profession Corporation provides services; or
 - (c) such other form approved by the Registrar.

Consequences of failing to maintain professional liability protection or insurance

- 7.14 A Health Profession Corporation which ceases to maintain professional liability protection or professional liability insurance as required under Bylaw 7.12 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 be protected or insured and provide documentation confirming it has obtained professional liability protection or professional liability insurance as required under Bylaw 7.12 of these Bylaws.

Notification of changes

- 7.15 A Health Profession Corporation must:
- (a) obtain prior written approval from the Permit Committee before changing the previously-approved name of the Corporation;
 - (b) provide to the Registrar a true copy of any certificate of change of name issued to the Corporation under the *Business Corporations Act*;
 - (c) provide to the Registrar a new certificate of solicitor if required by the Permit Committee; and
 - (d) provide written notification to the Registrar as soon as practicable of any other change in information which was previously provided to the College regarding the Health Profession Corporation including, without limitation, changes to ownership of shares, shareholders,

directors, eligible Licensees, the Corporation's business contact information and/or registered and records office.

- 7.16 A Health Profession Corporation which ceases to meet any eligibility standard or requirement under the Act or these Bylaws must notify the Registrar in writing immediately.
- 7.17 A Health Profession Corporation which ceases to provide the services of a Designated Health Profession must notify the Registrar in writing immediately.
- 7.18 In case of notification under Bylaw 7.17, the Registrar may require the Health Profession Corporation to change its name by removing terms from its name that associate it with the practice of a Designated Health Profession.

Amalgamation of Health Profession Corporations

- 7.19 A Health Profession Corporation seeking to amalgamate with another Health Profession Corporation must:
- (a) obtain prior written approval from the Permit Committee before amalgamation with another Health Profession Corporation;
 - (b) provide to the Registrar a true copy of a certificate of change of name issued to the Corporation under the *Business Corporations Act*; and
 - (c) provide to the Registrar a new certificate of solicitor if requested to do so.

Restoration of Health Profession Corporation

- 7.20 A Licensee seeking to restore a Health Profession Corporation that has been dissolved under the *Business Corporations Act* must:
- (a) obtain prior written approval from the Permit Committee before seeking restoration of the Health Profession Corporation;
 - (b) provide to the Registrar a true copy of the certificate of restoration issued to the Corporation under the *Business Corporations Act*; and
 - (c) provide to the Registrar a new certificate of solicitor if requested to do so.

Conflicts of Interest

- 7.21 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 a Designated Health Profession 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.

Designated Licensee

- 7.22 A Health Profession Corporation must designate a person as the Health Profession Corporation's Designated Licensee, who is primarily responsible for the Health Profession Corporation's communications with the College and compliance with the administrative requirements applicable to a Health Profession Corporation.
- 7.23 A Health Profession Corporation's Designated Licensee must be:
- (a) a Licensee in good standing; and
 - (b) a voting shareholder of the Health Profession Corporation.

Disposition of shares

- 7.24 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.
- 7.25 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 the Registrar:
- (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 acknowledgement in compliance with Bylaw 7.3(b) 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 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 the College; and
 - (d) a certificate of solicitor in a specified form.
- 7.26 If the name of the Health Profession Corporation will cease to comply with Bylaw 7.5 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 Bylaw 7.7; and
- (b) if approval under Bylaw 7.8(a) is granted, provide verification to the Registrar that it has changed its name to the new approved name under the *Business Corporations Act*.

Term of Permit

- 7.27 Unless the Permit Committee directs otherwise, a Health Profession Corporation's Permit expires on March 31 of each year.
- 7.28 A Corporation that held a health profession corporation permit issued under the *Health Professions Act* that was valid on the In-Force Date is deemed to hold a Health Profession Corporation Permit issued under the Act and these Bylaws until March 31, 2026.
- 7.29 A Corporation described in Bylaw 7.28 must notify the College of the name of its Designated Licensee within 30 days of the In-Force Date.

Requirements for renewal of Permit

- 7.30 Before March 31 of each year, a Health Profession Corporation applying for renewal of its Permit must provide to the College:
- (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) the annual renewal fee specified in Schedule "___";
 - (d) payment of any outstanding amount owed or owing to the College by the Corporation or a 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 the College; and
 - (e) any additional information or records that are requested by the Registrar or the Permit Committee.
- 7.31 The Registrar may refuse to renew an HPC Permit if the Registrar is not satisfied that the Health Profession Corporation complies with all of the requirements set out in these Bylaws and the Act.
- 7.32 A Health Profession Corporation that fails to deliver the items required in Bylaw 7.30 before its HPC Permit expires, but does so by May 31 must, in addition to delivering those items:

- (a) include an attestation in a form approved by the Registrar that it has not provided the services of an HPC Eligible Designated Health Profession to the public following the expiration of its HPC Permit; and
- (b) pay a late fee as set out in Schedule “___”.

7.33 A Health Profession Corporation that fails to deliver the items required under Bylaw 7.30 before its HPC Permit expires and does not do so by May 31 must re-apply for an HPC Permit as if it were a new applicant.

Application to vary Permit

7.34 A Health Profession Corporation applying to vary a Health Profession Corporation Permit must provide to the College:

- (a) a completed application in the specified form;
- (b) the applicable fee set out in Schedule “___”;
- (c) payment of any outstanding amount owed or owing to the College by the Corporation or a Licensee described in section 59(1)(a) or (b) of the Act, including without limitation any amount owed to the College prior to the In-Force Date; and
- (d) any additional information or records requested by the Registrar or the Permit Committee.

Imposition of limits or conditions

7.35 Subject to these Bylaws, the Act, and the terms of a Disciplinary Order, if any, the Registrar or 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 and these Bylaws; and
- (b) proof that the Health Profession Corporation is in good standing under the *Business Corporations Act*.

Notice of adverse application decision by the Permit Committee

7.36 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.

7.37 A Permit Applicant may seek a Reconsideration of an adverse application decision made under section 44 of the Act by providing a request for Reconsideration in the form specified by the Registrar within 30 days following receipt of the adverse application decision.

- 7.38 The hearing of a Reconsideration of an adverse application decision under section 382(6)(a) of the Act will be a hearing based on written submissions unless the Registrar determines there are exceptional circumstances requiring a different form of hearing.
- 7.39 The Registrar must cancel a Health Profession Corporation Permit if the Health Profession Corporation requests or gives written consent to the cancellation.

Reinstatement

- 7.40 A Corporation applying for reinstatement of a Health Profession Corporation Permit must, in addition to meeting the requirements in Bylaws 7.3 and 7.4 provide to the College:
- (a) a completed application for reinstatement in the specified form;
 - (b) the fee required by Schedule “___”; and
 - (c) any additional information or records requested by the Registrar or the Permit Committee.

Marketing by Health Profession Corporation

- 7.41 A Health Profession Corporation must:
- (a) clearly state that any Health Services offered are being provided by a Health Profession Corporation in marketing and written communications; and
 - (b) comply with the requirements of Bylaws X through X [*marketing and advertising*] as if it were a Licensee, to the extent those requirements may be applicable to a Corporation.
- 7.42 If the College receives an inquiry about a Health Profession Corporation, the Registrar may disclose:
- (a) the legal name of the Health Profession Corporation;
 - (b) the names of all shareholders, including any Holding Companies;
 - (c) the names of all directors; and
 - (d) the name and contact information of the Health Profession Corporation’s Designated Licensee.

Permit Committee may act under Section 114 of the Act

- 7.43 The Permit Committee may act under section 114 of the Act, whether or not a Regulatory Complaint has been made against an individual Licensee with respect to the matters of concern.
- 7.44 The Permit Committee may act under section 114 of the Act in conjunction with the investigation of, or following the disposition of, a Regulatory Complaint against an individual Licensee.

Notice of proposed disciplinary action

- 7.45 Where the Permit Committee directs the Registrar to issue a written notice to a Health Profession Corporation under section 114(1) of the Act, in addition to the requirements set out in section 114(1)(a) of the Act, the notice must:
- (a) name the Health Profession Corporation as a respondent; and
 - (b) provide the Health Profession Corporation with the opportunity to request a hearing.
- 7.46 Where a Health Profession Corporation requests a hearing, the Permit Committee must direct the Registrar to deliver a notice of hearing to the Health Profession Corporation which:
- (a) specifies whether the hearing will be an oral hearing, in-person or by electronic means, or a hearing by written submissions;
 - (b) sets out the date, time and, if applicable, location of an in-person or electronic hearing, or the timelines for providing submissions for a written hearing; and
 - (c) indicates that the hearing will proceed despite the Health Profession Corporation's failure to attend the hearing or provide written submissions, as applicable, upon proof that the notice of hearing was delivered to the Health Profession Corporation.
- 7.47 The notice referred to in Bylaw 7.46 must be delivered to the Health Profession Corporation at least 14 days before:
- (a) the date set for the hearing; or
 - (b) in the case of a hearing by written submissions, the date set for delivery of the first submissions.

Hearing process

- 7.48 Where the Permit Committee conducts an oral hearing:
- (a) the Health Profession Corporation and College may appear as parties with legal counsel;
 - (b) the Health Profession Corporation and the College may call evidence;
 - (c) the testimony of witnesses must be taken on a culturally-appropriate form of affirmation or ceremony that confirms a witness's commitment to speak the truth, or on solemn affirmation, or oath; and
 - (d) subject to Bylaw 7.49, the Health Profession Corporation and the College have the right to cross examine witnesses who give evidence.
- 7.49 Except as otherwise required by these Bylaws or the Act, the Permit Committee may determine its own procedures for conducting a hearing and control its own process, including making orders to:

- (a) adjourn the hearing;
- (b) admit or refuse to admit evidence; and
- (c) otherwise facilitate the timely, just, and orderly conduct of the hearing.

7.50 The Permit Committee may be assisted by independent legal counsel in the conduct of a hearing.

7.51 Unless otherwise directed by the Permit Committee, any portion of a hearing that is an oral hearing must be in public.

7.52 The Permit Committee may order either the Health Profession Corporation or the College to pay hearing Costs after making a decision at a hearing based on the Tariff of Costs at Schedule X.

7.53 The Permit Committee may proceed with a hearing in the Health Profession Corporation's absence on proof that notice of the hearing has been delivered in accordance with Bylaw 7.46.

7.54 The Permit Committee must provide a copy of its decision respecting disciplinary action with reasons to the Registrar together with directions, if any, regarding notice to the public as soon as practicable.

7.55 The Registrar must deliver written notice of the disciplinary action decision with reasons to the Health Profession Corporation as soon as practicable.