

Section D - Statutory Declaration of Director - Social Work



Ontario College of
Social Workers and
Social Service Workers

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To be Completed by Each Director (to accompany Application for a Certificate of Authorization for a Professional Corporation - Social Work)

Each Director of the Corporation to execute a separate Declaration.

I, _____, a director of _____,
Insert full name of Social Worker *Insert full name of Corporation ("Corporation")*

do hereby solemnly declare that the following statements are true:

1. I am a member of the Ontario College of Social Workers and Social Service Workers holding Certificate of Registration No. _____.
2. I am a director of the corporation and have the authority to apply for a Certificate of Authorization.
3. The corporation is in compliance with section 3.2 of the *Business Corporations Act (Ontario)* as of the date this Statutory Declaration is executed.

Section 3.2 of the *Business Corporations Act (Ontario)*, as of July 1, 2003, reads as follows:

Application of Act to professional corporations

- (1) This Act and the regulations apply with respect to a professional corporation except as otherwise set out in this section and sections 3.1, 3.3 and 3.4 and the regulations. 2000, c. 42, Sched., s. 2.

Conditions for professional corporations

- (2) Despite any other provision of this Act, a professional corporation shall satisfy all of the following conditions:

- i All of the issued and outstanding shares of the corporation shall be legally and beneficially owned, directly or indirectly, by one or more members of the same profession.
- ii All officers and directors of the corporation shall be shareholders of the corporation.
- iii The name of the corporation shall include the words "Professional Corporation" or "Société professionnelle" and shall comply with the rules respecting the names of professional corporations set out in the regulations and with the rules respecting names set out in the regulations or by-laws made under the Act governing the profession.
- iv The corporation shall not have a number name.
- v The articles of incorporation of a professional corporation shall provide that the corporation may not carry on a business other than the practice of the profession but this paragraph shall not be construed to prevent the corporation from carrying on activities related to or ancillary to the practice of the profession, including the investment of surplus funds earned by the corporation. 2000, c. 42, Sched., s. 2; 2002, c. 22, s. 8.

Corporate acts not invalid

- (3) No act done by or on behalf of a professional corporation is invalid merely because it contravenes this Act. 2000, c. 42, Sched., s. 2.

Voting agreements void

- (4) An agreement or proxy that vests in a person other than a shareholder of a professional corporation the right to vote the rights attached to a share of the corporation is void. 2000, c. 42, Sched., s. 2.

Unanimous shareholder agreements void

- (5) A unanimous shareholder agreement in respect of a professional corporation is void unless each shareholder of the corporation is a member of the professional corporation. 2000, c. 42, Sched., s. 2.

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4. The corporation does not carry on and does not plan to carry on any business that is not the practice of social work or activities related or ancillary to the practice of that profession.
 5. There has been no change in the status of the corporation since the date of the Certificate of Status issued by the Ministry of Consumer and Business Services enclosed with the Application for a Certificate of Authorization that accompanies this Statutory Declaration.

6. The information contained in the Application for a Certificate of Authorization that accompanies this Statutory Declaration is complete and accurate as of the day this Statutory Declaration is executed.

And I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath.

Declared before me in the City of _____ in the _____ of _____
this _____ day of _____, 20____.
month

A Commissioner, etc.

Signature of Declarant

Made pursuant to section 41 of the *Canada Evidence Act* and section 43 of the *Evidence Act of Ontario* (Affix stamp or seal below).