College of Dental Surgeons of Alberta

PROFESSIONAL CORPORATIONS FOR DENTISTS' INFORMATION PACKAGE

A dentist must be registered and active with the College prior to seeking approval of a professional corporation (PC).

Attached is information on incorporation, amendment, amalgamation, continuance, revivals relevant sections of the legislation, and required College forms.

Additional information relating to dental Professional Corporations is available on the College's website at www.cdsab.ca.

Practice Resource - Professional Corporation – Professional Corporation >> Legislative + Discipline – CDSA Bylaws (Bylaw #20).

All requests, supporting documents and forms must be emailed as a PDF to ProfessionalCorporations@CDSAB.ca

For additional information and clarification contact our office at ProfessionalCorporations@CDSAB.ca.

Information relating to Corporations in Alberta can be located at Service Alberta's website at *www.alberta.ca/service-alberta located under Registries – Corporate Registry.*

INITIAL REGISTRATION OF PROFESSIONAL CORPORATION

FIRST STEP - Criteria

Once your legal counsel or accountant has prepared the Articles (Incorporation, Continuance, or Amendment), you, your lawyer or tax accountant, must submit the signed documents to ProfessionalCorporations@cdsab.ca for approval before submitting them to corporate registries.

The College will review the documents to ensure they meet the criteria of appropriate legislation and bylaws:

1. The Professional Corporation (PC) name must adhere to the following format:
    a. Primary Name Structure: The PC name must begin with the dentist's full legal first name (or initial) and full legal last name.
        i. The dentist's middle name(s), in full or as initials, may also be included but is optional.
    b. Legal Designation: the name must end with either "Professional Corporation" or "Professional Dental Corporation."

Examples:

Acceptable: John Doe Professional Corporation or J.S. Doe Professional Dental Corporation.
Not Acceptable: Dr. John Doe Professional Corporation (a corporation cannot hold a degree).

2. All voting shareholders and directors of the PC must be active registrants of the College.

3. All non-voting shares with legal and beneficial ownership is vested in one or more for the following persons (as defined by the *Health Professions Act*):
    a. one or more registrants of the College who are also be a voting shareholders;
    b. in respect of any registrant of the college who is also a voting shareholder, one or more of the following persons:
        i. the spouse of a registrant;
        ii. the common-law partner of a registrant;
        iii. a child of a registrant;
        iv. a trust, all of the beneficiaries of which are minor children of a registrant.

4. The Articles must include the following two clauses, they may be attached as separate schedules to the Articles:
    a. Restriction on Business clause as detailed in Appendix 1
    b. Chap. H-107(b) of the *Health Professions Act* as detailed in Appendix 2

5. The Articles must be signed by the incorporating dentist(s), not by legal counsel or any other person. Signatures can be in original or by DocuSign.

Upon the College's review of the Articles, and confirmation that all criteria have been met, they will be stamped as approved, signed, and dated. The College will not backdate the approval date for any reason.

The documents will be returned as a secure PDF by email, within approximately 5 business days, along with information detailing further instructions. Accompanying the approval will be:

1. Form A, "Application for a Professional Corporation Annual Permit" to be completed, and
2. Credit card payment information form.

SECOND STEP - Alberta Corporate Registries

The approved documents must then be submitted to Alberta Corporate Registry for processing by the registrant, legal representative, or accountant. Once the Articles are registered a Certificate will be issued by Alberta Corporate Registries.

THIRD STEP - Registering the PC with the CDSA

Once the PC is registered with Alberta Corporate Registries the following items are required to register the PC with the College:

a) Form A, "Application for a Professional Corporation Annual Permit": this form must be completed in full and signed by the incorporating dentist(s); it cannot be signed by legal counsel or any other person.
b) A copy of the Certificate of Incorporation (or Continuance or Amendment as appropriate).
c) Certificate of Status if the Articles were registered more than 30 days prior to the application (Form A) being submitted.
d) Payment of fees in the amount of $500.00: $400.00 for initial PC registration fees and $100.00 for the current year's annual permit fee.

A Certificate and Annual Permit will be issued to the requestor and can also be accessed in the Practice Resources Portal.

ANNUAL PERMIT RENEWAL

A renewal notice for the Annual Permit will be emailed directly to the registrant(s) listed as the owner(s) of the PC each year in November. The annual renewal submission consists of:

a) Professional Corporation Permit Renewal Form
b) Payment of annual fee of $100.00 to be paid online

The annual permit renewal is completed within the Practice Resources Portal for each individual Professional Corporation. Please ensure your PC mailing and email addresses are kept up to date.

AMENDMENTS, AMALGAMATIONS, AND REVIVALS

Dentists considering changes to their registered PC are advised to consult with their lawyer and/or accountant for guidance on the complexities involved. College approval is required prior to registering Articles of Amendment, Amalgamation, or Revival with AB Corporate Registries. A $300 administration fee applies to any changes made to an existing registered PC. All submissions must include the current mandatory schedules that can be found attached within this package.

CHANGE IN SHAREHOLDINGS

Any changes to the shareholdings of a PC must be reported to the College within 15 days using Form B "Statement of Particulars". Changes may include issuing additional or new classes of shares, transferring or selling shares, transferring or selling to a new shareholder, or similar adjustments. For details on eligible shareholders of a dental PC, refer to items 2 and 3 under criteria. There are no fees for filing an updated Form B.

APPENDIX 1

Restrictions on Business

SCHEDULE "A"

The business that may be carried on and the powers that may be exercised by a Professional Corporation shall include:

a) to engage in every phase and aspect of rendering the same dental services to the public that a dentist, being a member of the College, is authorized to render;
b) to purchase or otherwise acquire to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in and with, real and personal property necessary for the rendering of dental services;
c) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute mortgages, transfers of corporate property and other instruments to secure the payment or corporate indebtedness as required;
d) to enter into partnership, consolidate or merge with or purchase the assets of another corporation or individual rendering the same professional services.

APPENDIX 2

Liability of shareholders

Health Professions Chap. H-107(b)

Despite anything to the contrary in the Business Corporations Act and despite the providing of the professional services of a regulated member

b) of the College,

on behalf of a professional corporation, every voting shareholder of a professional corporation is liable to the same extent and in the same way as if the shareholder were, during that time, carrying on the business of the professional corporation as a partnership or, if there is only one voting shareholder, as an individual providing professional services.

College of Dental Surgeons of Alberta

Professional Corporation Certificate and Permit
Credit Card Payment Authorization Form

Please complete and sign this form to authorize the College of Dental Surgeons of Alberta to make a one-time charge to the credit card listed below.

AUTHORIZATION

I, _____, _____ authorize the College of Dental Surgeons of Alberta to charge the credit card account indicated below for the amount of $500 for the one-time registration fee of $400, and $100 for the 2026 Annual Fee for _____

(name of Professional Corporation/ Professional Dental Corporation)

CONTACT INFORMATION

Address _____ Phone Number _____

_____

City and Province _____ Postal Code _____

Email _____

Card Type: ◯ VISA ◯ Debit VISA ◯ MasterCard ◯ American Express

Cardholder Name: _____
(as appears on front of card)

Card Number: _____

Expiration Date: _____ CVV Number: _____

SIGNATURE _____ **DATE** _____

The College of Dental Surgeons of Alberta is hereby authorized to charge the credit card indicated in this authorization form according to the terms outlined above. This payment authorization is for the application fee indicated above, and is valid for one time use only. I certify that I am an authorized user of this credit card and that I will not dispute the payment with my credit card company, so long as the transaction corresponds to the terms indicated in this form.

Accounting records are kept in order to invoice and process the appropriate fees for applications. Information collected is used for the purpose noted above and then destroyed by confidential shredding.

College of Dental Surgeons of Alberta

Professional Corporation Administration Fee
Credit Card Payment Authorization Form

Please complete and sign this form to authorize the College of Dental Surgeons of Alberta to make a one-time charge to the credit card listed below.

AUTHORIZATION

I, _____, authorize the College of Dental Surgeons of Alberta to charge the credit card account indicated below for the amount of $300.00 for the administration fee for:

◯ **Amendment** ◯ **Amalgamation** ◯ **Revival** ◯ **Continuance**

_____

(name of Professional Corporation/ Professional Dental Corporation)

CONTACT INFORMATION

Address _____

_____

City and Province _____ Postal Code _____

Email _____ Phone Number _____

Card Type: ☐ VISA ☐ Debit VISA ☐ MasterCard ☐ American Express

Cardholder Name: _____
(as appears on front of card)

Card Number: _____

Expiration Date: _____ CVV Number: _____

SIGNATURE _____ **DATE** _____

The College of Dental Surgeons of Alberta is hereby authorized to charge the credit card indicated in this authorization form according to the terms outlined above. This payment authorization is for the application fee indicated above, and is valid for one time use only. I certify that I am an authorized user of this credit card and that I will not dispute the payment with my credit card company, so long as the transaction corresponds to the terms indicated in this form.

Accounting records are kept in order to invoice and process the appropriate fees for applications. Information collected is used for the purpose noted above and then destroyed by confidential shredding.

College of Dental Surgeons of Alberta

FORM A

COLLEGE OF DENTAL SURGEONS OF ALBERTA

APPLICATION FOR PROFESSIONAL CORPORATION ANNUAL PERMIT

_____ , with Registered Office at _____ in the _____ of _____, in the Province of Alberta, hereby applies for a permit under Section 109 of the Health Professions Act.

1. Annexed hereto are:

   (a) a copy of the Corporation's Certificate of Incorporation (together with amendments if any),
   (b) Certificate of Status (if the issuance of the Certificate of Incorporation took place more than 30 days prior to the application date);
   (c) Payment of the fee prescribed by Council.

2. The name of the Corporation is _____ Professional

3. The business and powers of the Corporation stated in its Articles of Incorporation include those contained in Section 20(1) of the By-laws of the College.

4. The Corporation is in good standing with the Registrar of Corporations under The Business Corporations Act.

5. All the persons who are voting shareholders of the Corporation, each of whom is a registrant of the College of Dental Surgeons of Alberta are:

Name	Address	No of Shares	Class of Shares

CDSA
College of Dental Surgeons of Alberta

6. All the persons for whom any issued voting shares of the Company are held in trust, and the Trustee thereof, each of whom is a registrant of the College of Dental Surgeons of Alberta are:

Trustee	Address	Beneficial Owner	Address	No of Shares	Class of Shares

7. All the persons who are non-voting shareholders of the Corporation, each of whom is a registrant of College of Dental Surgeons of Alberta, the spouse of a registrant, the common-law partner of a registrant, a child of a registrant, or a trust, all of the beneficiaries of which are minor children of a registrant, are:

Name	Relationship	Address	No of Shares	Class of Shares

8. All the persons who are directors of the Corporation, each of whom is a registrant of the College of Dental Surgeons of Alberta are:

Name	Address

CDSA
College of Dental Surgeons of Alberta

9. Each of the persons who will carry on the practice of a dentist on behalf of the Corporation, is a registrant of the College of Dental Surgeons of Alberta.

10. The Corporation hereunder undertakes with the College of Dental Surgeons of Alberta that it will at all times while it is the holder of the subsisting annual permit will and faithfully keep and perform all of its obligations in the practice of dentistry and all of the rules and requirements of the College of Dental Surgeons of Alberta.

_____ _____

Dated Applicant

MEMBER'S CERTIFICATE

I, _____ , a registrant of the College of Dental Surgeons of Alberta and a director of the above named applicant, hereby certify to the College of Dental Surgeons of Alberta that the information and particulars contained in Paragraphs 2 to 10 inclusive of the within application are true and complete.

_____ _____

Dated Director

College of Dental Surgeons of Alberta

FORM B

COLLEGE OF DENTAL SURGEONS OF ALBERTA

PROFESSIONAL CORPORATION STATEMENT OF PARTICULARS

1. Name of Corporation _____

2. The business and powers of the Corporation stated in its Articles as amended include those contained in Section 20(1) of the By-laws of the College.

3. The Corporation is in good standing with the Registrar of Corporations under The Business Corporations Act.

4. All the person who are voting shareholders of the Corporation, each of whom is a registrant of the College of Dental Surgeons of Alberta are:

Name	Address	No of Shares	Class of Shares

5. All the persons for whom any issued voting shares of the Corporation are held in trust, and the Trustee thereof, each of whom is a registrant of the College of Dental Surgeons of Alberta are:

Trustee	Address	Beneficial Owner	Address	No of Shares	Class of Shares

CDSA
College of Dental Surgeons of Alberta

6. All the persons who are non-voting shareholders of the Corporation, each of whom is a registrant of College of Dental Surgeons of Alberta, the spouse of a registrant, the common-law partner of a registrant, a child of a registrant, or a trust, all of the beneficiaries of which are minor children of a registrant, are:

Name	Relationship	Address	No of Shares	Class of Shares

7. All the persons who are directors of the Corporation, each of whom is a registrant of the College of Dental Surgeons of Alberta are:

Name	Address

College of Dental Surgeons of Alberta

8. Each registrant of the College of Dental Surgeons of Alberta who will carry on the practice of a Dentist on behalf of the Corporation.

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

I, _____ , a registrant of the College of Dental Surgeons of Alberta and a director of the Corporation, hereby certify to the College of Dental Surgeons of Alberta that the information and particulars respecting the Corporation are true and complete, and that any changes to the Articles are in compliance with the provisions of Sections 103 to 115 of the Health Professions Act.

_____ Dated

_____ Director