

Federally-Incorporated Professional Associations¹

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Part I

Applications for incorporation of national professional associations received in Corporations Canada are of three types:

- a. those that make no claim to regulate a group of persons in any way;
- b. those that purport to regulate in a field that is already regulated provincially, e.g. doctors, lawyers, accountants, and
- c. those that purport to regulate in a field that is as yet unregulated provincially.

It will continue to be the policy of the Minister to accept, without qualification, applications for the incorporation of professional associations of all such types under Part II of the *Canada Corporations Act*. There will be no automatic requirement for a b) type applicant to file the consent of the existing provincial regulating body. This policy is based on the view that by incorporation, we merely create a corporate shell that is subject to any and all provincial laws respecting professions. In this way, provincial jurisdiction is not infringed.

Please note, however, that no association of types b) or c) above should be permitted to give to itself the **exclusive** right to regulate a certain field of endeavour. Words to this effect should be deleted from the application.

Individual difficult cases, where objections are received prior to incorporation, should be referred to the Chief, Corporate Examination Section.

Part II

From now on, when incorporating a not-for-profit association which suggests, whereby its name or its objects, that it considers itself to be an association of professionals, examiners should incorporate the following clause into the Letters Patent cover page in the manner set out in attached Part III:

- The issuance of these letters patent does not constitute authority to practice or to regulate the practice of the profession referred to herein.

The examiner should also enclose a copy of the attached Notice (Part IV) with the outgoing Letters Patent or rejection letter.

Similarly, when pre-clearing a name which suggests an association of professionals, e.g. Canadian Association of Laboratory Technologists, or a professional qualification, e.g. P.H. Brown, Engineering Associates Inc.; or P. Brown, C.A. Consultants Inc.; or P. Brown, Professional Accounting Services Ltd., the Name Officer should enclose a copy of the attached Notice with her/his name decision letter and indicate on the file that this has been done.

Finally, when issuing a CBCA Certificate approving a name which appears to make reference to a professional qualification, the Examiner (unless the Name Officer has already done so) should enclose a copy of the attached Notice with the outgoing certificate or rejection notice and indicate on the file that this had been done.

¹ <http://strategis.ic.gc.ca/epic/site/cd-dgc.nsf/en/cs00012e.html>

Part III

The issuance of these letters patent does not constitute authority to practice or to regulate the practice of the profession referred to herein.

C A N A D A

Letters Patent

Whereas an application has been filed to incorporate a corporation under the name.

Therefore the Minister of Industry, by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - _____(3)

Given under the seal of office of the Minister of Industry.

for the Minister of Industry

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Deputy Registrar General of Canada

Part IV

Please note that an incorporation in the proposed name may be in violation of provincial regulatory laws dealing with professions. It is your responsibility to refer to the statutory body, if any, of the province or provinces in which you intend to operate for confirmation of name acceptability.

Evidence of such confirmation is not required for federal incorporation.
