

## INCORPORATION GUIDE AND PROCEDURES

### A. Professional Corporations

Part 5 of *The Social Work Profession Act* allows social workers to incorporate professional corporations. A professional corporation may provide services within the practice of social work in Manitoba, through one or more licensed members of the College, or as a member of a general partnership of professional corporations or of professional corporations and members.

College staff are not qualified to advise you about how to structure your professional corporation or about corporate or commercial issues or other related considerations which arise from incorporation. You may want to obtain professional advice about how to set up the corporate structure to meet your own personal, family, professional and financial planning needs.

### B. Procedure for Obtaining a Professional Corporation Permit

#### 1. Reserve a Corporate Name

You should apply to the Director appointed under *The Corporations Act* to reserve a corporate name. This is strongly recommended, as it will help to avoid disputes as to entitlement to an intended name. The address of the Director is:

1010 - 405 Broadway  
Winnipeg, Manitoba  
R3C 3L6  
Telephone: (204) 945-2500  
Fax: (204) 945-1459  
E-mail: [companies@gov.mb.ca](mailto:companies@gov.mb.ca)

In choosing a corporate name, remember that the name of a professional corporation must include the words "social worker", "social workers", "registered social worker", or "registered social workers", or the initials "S.W." or "R.S.W.".

#### 2. Apply for a Certificate Respecting Corporate Name

After the intended corporate name has been reserved with the Director appointed under *The Corporations Act*, apply to the College, using the prescribed form, for a certificate indicating that the College consents to the proposed name for the professional corporation. The certificate will only state that the College consents to the proposed name. The certificate does not reserve the name and does not imply that the Director appointed under *The Corporations Act* has approved the name.

#### 3. Apply to Incorporate the Professional Corporation

Once you have received a certificate stating that the College consents to your proposed name, apply to the Director appointed under *The Corporations Act* for registration of the corporation.

**Remember the following:**

- i. Each voting share of the corporation must be legally and beneficially owned by a licensed member of the College or by a professional corporation.
- ii. Non-voting shares must be legally and beneficially owned by:
  - (a) a person who is a voting shareholder of the corporation;
  - (b) a spouse, common-law partner or child, within the meaning of the *Income Tax Act* (Canada), of a voting shareholder of the corporation; or
  - (c) a corporation each share of the capital stock of which is legally and beneficially owned by a person referred to in paragraphs (a) or (b).
- iii. Each director of the corporation must be a licensed member of the College.
- iv. The president of the corporation must be a licensed member of the College.
- v. Each person through whom the corporation will be providing professional services must be:
  - (a) a licensed member of the College; or
  - (b) an employee acting under the supervision of a member through whom the corporation will be providing professional services.

A professional corporation's permit may be cancelled or suspended if the corporation ceases to meet any of the foregoing requirements.

4. **Apply for a Permit to Practice as a Professional Corporation**

Once the corporation has been registered under *The Corporations Act*, and you wish to carry on services within the practice of social work, pursuant to Part 5 of *The Social Work Profession Act*, you must apply to the College for a permit, using the form provided by the College.

The application to the College must include:

- (a) a copy of all Articles of Incorporation and amendments thereto;
- (b) a copy of the College's Certificate Respecting Corporate Name;
- (c) a current Certificate of Status issued under *The Corporations Act*;
- (d) the application fee of \$100;
- (e) the annual fee to practice of \$360;

If your application is in order, the College will issue a permit to the corporation entitling it to practice social work, in Manitoba. A professional corporation must not carry on any business or activity other than the provision of professional services authorized by the permit and the provision of

other services directly associated with the provision of those services. Unless it is cancelled, surrendered or under suspension, a permit is valid for the period specified in the permit.

### **C. Renewal of Permit**

Permits issued by the registrar of the College are valid only for the period of time specified on the permit and a professional corporation must apply for renewal of the permit prior to the expiration of the current permit, using the renewal form provided by the College.

A professional corporation shall apply for renewal of its permit on or before the expiry of its current permit. The renewal application must provide to the registrar of the College information about any criminal offence conviction of the corporation, its directors, officers, voting shareholders, or any person through whom the corporation carries on the practice of social work since the date the corporation last applied for registration or renewal of its permit.

### **D. Change in Corporation Information**

Every professional corporation must notify the registrar of the College of every change in the voting shareholders, the other shareholders, the directors or the president of the corporation. Whenever there is a change in the information that a professional corporation has provided in its application for a permit or renewal of a permit, the professional corporation must submit the new information to the registrar as soon as possible.

### **E. More Information**

For more information about the procedure outlined in this guide, write or contact:

Manitoba College of Social Workers, 101-2033 Portage Avenue, Winnipeg, Mb. R3J 0K6, [admin@mcsw.ca](mailto:admin@mcsw.ca), 204.888.9477.

Approved by the MCSW Interim Transitional Board November 3, 2015