



**MANITOBA DENTAL ASSOCIATION**

**THE  
BYLAW FOR  
DENTAL  
CORPORATIONS**

## BYLAW FOR DENTAL CORPORATIONS

### PREAMBLE

A By-law, pursuant to *The Dental Association Act (The Act)*, to administer dental corporations.

### SECTION I - DENTAL CORPORATION REGISTRY

1. The Registrar shall maintain a register of all dental corporations containing the following information with respect to each dental corporation:
  - a. dental corporation name;
  - b. dental corporation shareholder, officer and director member names;
  - c. member names practicing dentistry through or on behalf of the dental corporation;
  - d. restrictions, conditions or limitations imposed on the permit; and
  - e. date permit issued.
2. The Registrar shall prepare such other records with respect to dental corporations as may be directed by the Board.
3. The dental corporation registry shall be available to the public during normal business hours.

### SECTION II - DENTAL CORPORATION NAME

1. A corporation must receive approval from the Registrar for name of the corporation prior to application for a dental corporation permit.
2. A dental corporation must receive approval from the Registrar for any name change to the dental corporation.
3. The name of any dental corporation shall include the words "dental corporation".
4. The Registrar shall approve a name for a dental corporation that:
  - a. includes the surname or surnames of one or more voting shareholders of the corporation;
  - b. includes the title "Doctor" or "Dr." when in combination with the surname or surnames;
  - c. complies with *The Dental Association Act*;
  - d. complies with Manitoba Dental Association (MDA) bylaws; and
  - e. complies with *MDA Code of Ethics Part B, Articles 1 and 4*.
5. The Registrar shall reject a name for a dental corporation that:
  - a. includes the name of a person not a voting shareholder;
  - b. consists primarily of a number;
  - c. includes the name of a trademarked product or procedure;
  - d. includes a term that in the opinion of the Registrar is false, misleading, or deceptive;
  - e. includes a term that in the opinion of the Registrar expresses or implies an opinion incapable of objective verification;
  - f. may infer a derogatory, negative or inaccurate perception about:
    - i. the profession of dentistry;
    - ii. another member, dental office or profession; or
  - g. includes an adjective or adverb.
6. A corporation whose name contains the words "dental corporation" shall not carry on any business in the Province unless it holds a valid dental corporation permit.
7. The full name of each licensed member and dental corporation carrying on the practice of dentistry in a dental office shall be displayed in a public location at that dental office and on the dental office letterhead.

### **SECTION III - DENTAL CORPORATION PERMIT**

1. A dental corporation permit shall be issued in the prescribed form approved by the Board;
2. Unless surrendered, cancelled or suspended, a dental corporation permit issued in accordance with this bylaw is valid from the effective date on the permit until:
  - a. the 30<sup>th</sup> day of June of the year if issued before the 30<sup>th</sup> day of June in any year; or
  - b. the 30<sup>th</sup> day of June of the next year if issued after the 30<sup>th</sup> day of June in any year.
3. A dental corporation permit shall be displayed in a public location of any dental office where the dental corporation practises dentistry through one or more licensed members.

### **SECTION IV - DENTAL CORPORATION REGISTRATION AND INITIAL PERMIT**

1. A corporation is eligible to apply for a dental corporation permit and practise dentistry through one or more members if:
  - a. every voting share of the corporation is legally and beneficially owned by a dental corporation or a licensed member in the categories of:
    - i. general practitioner dentist;
    - ii. specialist; or
    - iii. academic.
  - b. no licensed member who legally or beneficially owns a share in the corporation has a restriction, limitation or condition on their ability to own a dental corporation.
2. A corporation is eligible to be issued a dental corporation permit if the corporation submits to the Registrar:
  - a. completed and signed Dental Corporation Permit application in the form approved by the Board;
  - b. evidence of professional liability insurance or coverage for the corporation;
  - c. a list of the address or addresses of each of the facilities the corporation proposes to practise dentistry as of the day of the application submission;
  - d. the prescribed initial application and permit fees (SCHEDULE A - FEES);
  - e. any other outstanding fine, fee, debt or levy owed to the Manitoba Dental Association;
  - f. declaration of each voting member of the corporation, executed not more the 15 days before the application submission in the form approved by the Board, certifying:
    - i. the corporation does not carry on and does not plan to carry on any business or activity other than the practice authorized by the permit and the provision of other services directly associated with that practice;
    - ii. the corporation does not have and shall not allow voting agreements involving a person who is not a licensed member;
    - iii. the corporation does not have and shall not allow unanimous shareholder agreements involving a person who is not a licensed member;
    - iv. member liability for professional negligence will not be affected by the fact a member practises dentistry through or on the behalf of the corporation; and
    - v. member acknowledgement that failure to notify the Registrar in the required form within 15 days of any change in the shareholders, directors or president of the corporation shall result in a suspension or cancellation of the permit.
  - g. original, certified copy or notarized copy of Articles of Incorporation, Articles of Continuance, or Articles of Amalgamation of the corporation under *The Corporations Act*; and
  - h. original Certificate of Status for the corporation issued by the Director of the Companies Office not more than 30 days before the application submission.
3. The Registrar may request additional information in writing from the corporation, if in the opinion of the Registrar it is necessary to the application review.

4. The Registrar may require restrictions, conditions or limitations on a corporation, if in the opinion of the Registrar, it is necessary to comply with relevant legislation or protect the public.
5. The Registrar shall issue a dental corporation permit if:
  - a. the requirements of subsection IV(2) have been submitted;
  - b. any requested additional information has been submitted;
  - c. any required restrictions, conditions or limitations on the corporation are in place; and
  - d. satisfied that the corporation meets all the requirements and conditions to practise as a dental corporation as provided in the Act and MDA bylaws.
6. The Registrar shall notify the corporation in writing of a decision to refuse to issue a permit and the reasons for that decision.
7. A corporation may appeal to the MDA Board of Directors (the Board) a refusal by the Registrar to issue a permit.

#### **SECTION V - DENTAL CORPORATION PERMIT REVIEW**

1. A dental corporation shall apply to the Registrar for approval of any changes to the dental corporation involving:
  - a. a change of the dental corporation name; and/or
  - b. Articles of Amalgamation or Articles of Amendment.
2. A dental corporation applying for a permit review shall submit to the Registrar:
  - a. completed and signed Dental Corporation Revision application in the form approved by the Board;
  - a. evidence of professional liability insurance or coverage for the corporation;
  - b. a list of the address or addresses of each of the dental offices the corporation practises dentistry as of the day of the application submission;
  - c. the prescribed review fee (SCHEDULE A - FEES);
  - d. any other outstanding fine, fee, debt or levy owed to the Manitoba Dental Association;
  - e. declaration of a director of the corporation, executed not more the 15 days before the application submission in the form approved by the Board, certifying:
    - i. the corporation does not carry on and does not plan to carry on any business or activity other than the practice authorized by the permit and the provision of other services directly associated with that practice;
    - ii. the corporation does not have and shall not allow voting agreements involving a person who is not a licensed member;
    - iii. the corporation does not have and shall not allow unanimous shareholder agreements involving a person who is not a licensed member;
    - iv. member liability for professional negligence will not be affected by the fact a member practises dentistry through or on the behalf of the corporation; and
    - v. member acknowledgement that failure to notify the Registrar in the required form within 15 days of any change in the Articles or particulars of the corporation as provided in the initial application shall result in a suspension or cancellation of the permit.
  - f. original, certified copy or notarized copy of Articles of Incorporation, Articles of Amendment or Articles of Amalgamation of the corporation under *The Corporations Act*; and
  - g. original Certificate of Status for the corporation issued by the Director of the Companies Office not more than 30 days before the application submission.
3. The Registrar may request additional information in writing from the corporation, if in the opinion of the Registrar it is necessary for the permit review.

4. The Registrar may require restrictions, conditions or limitations on a corporation, if in the opinion of the Registrar, it is necessary to comply with relevant legislation or protect the public.
5. The Registrar shall issue a revised dental corporation permit if:
  - a. the requirements of subsection V(2) have been submitted;
  - b. any requested additional information has been submitted;
  - c. any required restrictions, conditions or limitations on the corporation are in place; and
  - d. satisfied that the corporation meets all the requirements and conditions to practise as a dental corporation as provided in the *Act* and MDA bylaws.
6. The Registrar shall notify the corporation in writing of a decision to refuse approval of a revision to the permit and the reasons for that decision.
7. A corporation may appeal to the MDA Board of Directors (the Board) a refusal by the Registrar to revise the permit.

#### **SECTION VI - NOTIFICATION OF CHANGES**

1. Every dental corporation shall notify the Registrar of any changes to the information provided in the APPLICATION FOR INITIAL PERMIT OR REVISIONS within 15 days of such change in a form approved by the Board.

#### **SECTION VII - DENTAL CORPORATION PERMIT RENEWAL**

1. On or before the 31<sup>st</sup> day of May, the Registrar shall notify each dental corporation on the registry with a current valid permit that the permit must be renewed on or before the 30<sup>th</sup> day of June.
2. Notification shall be sent to the address of the dental corporation unless an alternate address is authorized by the Registrar.
3. A dental corporation renewing a permit shall submit to the Registrar:
  - a. completed and signed renewal application in the form approved by the Board;
  - b. evidence of professional liability insurance or coverage for the corporation;
  - c. a list of the address or addresses of each of the dental offices the corporation practises dentistry as of the day of the application submission;
  - d. the prescribed application and permit fees (SCHEDULE A - FEES);
  - e. any other outstanding fine, fee, debt or levy owed to the Manitoba Dental Association;
  - f. declaration of a director of the dental corporation, executed not more the 15 days before the application submission in the form approved by the Board, certifying:
    - i. the corporation does not carry on and does not plan to carry on any business or activity other than the practice authorized by the permit and the provision of other services directly associated with that practice;
    - ii. the corporation does not have and shall not allow voting agreements involving a person who is not a licensed member;
    - iii. the corporation does not have and shall not allow unanimous shareholder agreements involving a person who is not a licensed member;
    - iv. member liability for professional negligence will not be affected by the fact a member practises dentistry through or on the behalf of the corporation; and
    - v. member acknowledgement that failure to notify the Registrar in the required form within 15 days of any change in the Articles or particulars of the corporation as provided in the initial application shall result in a suspension or cancellation of the permit.
  - g. copy of the dental corporation annual return filed with the Director of the Companies Office.
4. The Registrar may request additional information in writing from the corporation, if in the opinion of the Registrar it is necessary to the permit renewal review.

5. The Registrar may require restrictions, conditions or limitations on a corporation, if in the opinion of the Registrar, it is necessary to comply with relevant legislation or protect the public.
6. Registrar shall issue a renewed dental corporation permit if:
  - a. the requirements of subsection VII(2) have been submitted;
  - b. any requested additional information has been submitted;
  - c. any required restrictions, conditions or limitations on the corporation are in place; and
  - d. satisfied that the corporation meets all the requirements and conditions to practise as a dental corporation as provided in the Act and MDA bylaws.
7. The Registrar shall notify the corporation in writing of a decision to refuse approval of a renewal to the permit and the reasons for that decision.
8. A corporation may appeal to the MDA Board of Directors (the Board) a refusal by the Registrar to revise the permit.

#### **SECTION VIII - DENTAL CORPORATION PERMIT EXPIRATION**

1. A dental corporation permit shall expire on the 1<sup>st</sup> day of July if a corporation fails to renew the permit on or before the 30<sup>th</sup> day of June in that year.
2. A corporation whose name contains the words "dental corporation" shall not carry on any business in the Province unless it holds a valid dental corporation permit.
3. The Registrar shall notify the corporation, voting shareholders and any other party that in the opinion of the Registrar is necessary to notify, that the permit of the dental corporation has expired.

#### **SECTION IX - DENTAL CORPORATION SUSPENSION OR CANCELLATION**

1. The Board may suspend or cancel a dental corporation permit in accordance with *The Act*.
2. The Board may take any other action it considers appropriate in accordance with *The Act* instead of suspending or cancelling the dental corporation permit.
3. The Board may restrict the corporation or any voting shareholder of the corporation privileges to apply for reinstatement or new dental corporation permit.
4. On behalf of the Board, the Chairperson shall notify the corporation and Registrar within seven days of a decision. The written decision and reasons for decision shall be mailed to the corporation and Registrar within thirty days of the decision.
5. The Registrar shall implement any decision of the Board within a reasonable time period dependent on the nature of the decision.
6. A corporation shall surrender a dental corporation permit to the Registrar within 15 days of written notification to the corporation of the Board cancelling the permit.

#### **SECTION X - REINSTATEMENT OF A SUSPENDED DENTAL CORPORATION PERMIT**

1. A corporation whose permit has been suspended may apply for reinstatement of a suspended permit:
  - a. in accordance with the decision of the Board;
  - b. in accordance with requirements for application to practise as a corporation; and
  - c. payment of the prescribed fee (SCHEDULE A - FEES).
2. The Registrar shall not reinstate a permit until the corporation has complied with any restrictions, conditions or limitations that may have been set by the Board in their decision to suspend the permit.

#### **SECTION XI - APPEAL OF A REFUSAL BY THE REGISTRAR**

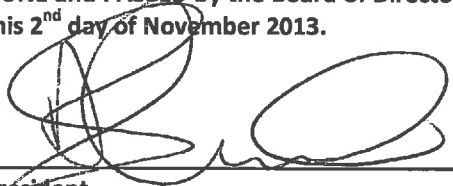
- 1. An applicant may appeal a registration decision by the Registrar to the Board.**
- 2. Only decisions by the Registrar refusing to issue, revise or renew permits are subject to appeal.**
- 3. A corporation may request a copy of documents in their MDA file.**
- 4. An applicant has thirty days from written notification of the decision to send an appeal submission to the Chairperson of the Board along with the non-refundable appeal fee (SCHEDULE A - FEES).**
- 5. The Board shall establish an appeal committee (the Committee) by its own process and the terms of this section.**
- 6. The Committee shall consist of:**
  - a. three voting members of the Board;**
  - b. a minimum of one third of the committee shall be public representatives; and**
  - c. no member or employee of the MDA involved in the initial decision.**
- 7. Board members are responsible to identify any potential conflicts to the Chairperson prior to the selection process.**
- 8. The Board shall schedule the appeal review within sixty days of establishing the Committee.**
- 9. Written notice of the date, time and place of the review shall be provided to the corporation and the Registrar.**
- 10. In reviewing the Registrar's refusal, the committee shall consider only the following:**
  - a. MDA file for the corporation and supporting documentation;**
  - b. Registrar's written decision and reasons for decision;**
  - c. applicant written appeal submission and supporting documents; and**
  - d. Registrar's written response to appeal submission.**
- 11. The Committee may make the following determinations:**
  - a. confirm the Registrar's decision;**
  - b. vary the Registrar's decision and issue, revise or renew a permit; or**
  - c. vary the Registrar's decision and issue a permit with restrictions, conditions or limitations on the dental corporation.**
- 12. The Committee shall provide the Chairperson a written decision and reason for decision within thirty days of making the decision.**
- 13. On behalf of the Board, the Chairperson shall notify the corporation and Registrar within seven days. The written decision and reasons for decision shall be mailed to the applicant and Registrar within thirty days of the Subcommittee decision.**
- 14. The Registrar shall implement any decision of the Board within a reasonable time period dependent on the nature of the decision.**

#### **SECTION XII - DENTAL CORPORATION FEES**

- 1. The Board in consultation with the Executive Director may revise the fees in Schedule A.**

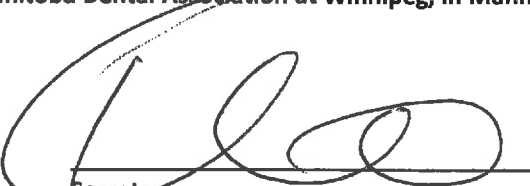
All bylaws with the prefixes "31A-" or "40-" of the Manitoba Dental Association are hereby repealed.

**DONE and PASSED** by the Board of Directors of the Manitoba Dental Association at Winnipeg, in Manitoba this 2<sup>nd</sup> day of November 2013.



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President



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Secretary

This by-law will become effective on the 17<sup>th</sup> day of December 2013, unless 10 members request on or before the 16<sup>th</sup> day of December 2013 in writing, its ratification at a general meeting of the Association pursuant to ss. 43(2) of *The Dental Association Act*.

Attached: Schedule A.



**SCHEDULE A - FEES**

<b>Dental corporation initial permit application fee</b>	<b>\$350.00</b>
<b>Dental corporation permit review fee</b>	<b>\$350.00</b>
<b>Dental corporation permit reinstatement fee</b>	<b>\$350.00</b>
<b>Dental corporation permit annual renewal fee</b>	<b>\$150.00</b>
<b>Appeal fee</b>	<b>\$500.00</b>

**NOTE: ALL FEES ARE NON-REFUNDABLE.**