Ministry of Health
Health Services Branch
Integrated Community Health Services Centres Program
49 Place d'Armes
P.O. Box 48
Kingston ON K7L 5J3
ICHSC@ontario.ca

Amalgamation and Share Transfer Application

Instructions

This application must be submitted by the Licensee to seek prior approval from the Director of Integrated Community Health Services Centres (Director) for a share transfer, in accordance with the Limitations and Conditions of their Licence, pursuant to the *Integrated Community Health Services Centres Act, 2023* (ICHSCA).

Please complete this form and send with the following supporting material:

1. A letter from the President/chief executive of the Licensee or lawyer representing the Licensee, describing in detail the parties involved, the desired share transactions, and the proposed effective date.
2. A copy of the Articles of Incorporation for the Licensee, and a copy of the Articles of Incorporation for any shareholder that is a corporation.
3. A Certificate of Status from the Ontario Business Registry - Current certificates would be those dated within 15 days of the date of submission to the ministry.

Please note: The information provided in this Amalgamation and Share Transfer Application is to reflect the intended corporate structure, not the current corporate structure.

The completed application can be submitted to: ICHSC@ontario.ca

Collection of personal information

In accordance with the *Freedom of Information and Protection of Privacy Act, R.S.O. 1990*, c. F.31 (FIPPA), and section 58 of the ICHSCA, the ministry may collect, use and disclose personal information in connection with assessing a Share Transfer Application, as it relates to the administration of the ICHSCA. The ministry is authorized to collect personal information relating to persons other than those who are completing the application form, such as physicians providing insured services for the centre or the shareholders of a corporation that owns the centre. “Personal information” as defined in FIPPA includes information about an identifiable individual relating to the individual’s education, criminal or employment history and contact information, among other things. Please ensure that all persons about whom you are providing personal information to the ministry are aware that:

- You are providing information about them to the ministry pursuant to an Amalgamation and Share Transfer Application under the ICHSCA
- The information provided may be used to assess, verify and monitor the centre’s eligibility for licensing and for the ongoing inspection of centres, and
- Questions about the collection of personal information may be directed to ICHSC@ontario.ca

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Section A: Type, Order & Proposed Effective Date of Application

What is the application type?

☐ Amalgamation ☐ Share Transfer ☐ Amalgamation and Share Transfer

What is the order of the application?

☐ Amalgamation First ☐ Share Transfer First

Proposed Effective Date for Change in Ownership

Section B: Centre Information

Licensee Name (Full Legal Name)

Name of Centre

Address of Centre

Unit Number	Street Number	Street Name	PO Box

City/Town	Province	Postal Code

Licence Number	ICHSC Billing Number

Mailing Address

Unit Number	Street Number	Street Name	PO Box

City/Town	Province	Postal Code

Telephone Number	Fax Number	Email Address

Section C: Changes to Designated Contacts

President

Last Name	First Name	Middle Initial

Telephone Number	Fax Number	Email Address

Administrator

Last Name	First Name	Middle Initial

Telephone Number	Fax Number	Email Address

Centre Email Address (main contact for all important information from the ICHSC program)

Email Address

Quality Assurance Advisor

Last Name	First Name	Middle Initial

Telephone Number	Fax Number	Email Address

Second Administrator

Last Name	First Name	Middle Initial

Telephone Number	Fax Number	Email Address

Section D: Statement from Current Centre Owner licensed under the ICHSCA

I, hereby request that the Director approve the proposed amalgamation and/or share transfer of Licence number as described in this application.

The information provided in this Application is complete, accurate and truthful and I understand that the Director may revoke or suspend my licence if false or misleading information is provided in connection with this Application.

I understand that the information provided in this Application is subject to the FIPPA, the ICHSCA, and to any other applicable laws and regulations.

I am not aware of any reason that the proposed amalgamation and/or share transfer of the above-noted licence should not be approved by the Director. In the event the Director approves the proposed amalgamation and/or share transfer, I will continue to comply with all relevant provisions of the ICHSCA and its regulations.

Operator Name (First and Last Name)	Signature (Current Centre Operator licensed under the ICHSCA)	Date (yyyy/mm/dd)

Witness Name (First and Last Name)	Witness Signature	Date (yyyy/mm/dd)

Appendix A - Corporate Ownership

Complete this appendix if the proposed transferee is a corporation

Part 1: Definitions

Associate (s.1(3) of the ICHSCA)
Persons shall be deemed to be associates of each other if,

(a) one person is a corporation of which the other person is an officer or director;

(b) one person is a partner of the other person;

(c) one person is a corporation of which the other person beneficially owns, directly or indirectly, voting shares carrying more than 10 per cent of the voting rights attached to all voting shares of the corporation for the time being outstanding;

(d) both persons are members of a voting trust where the trust relates to shares of a corporation;

(e) one person is the father, mother, brother, sister, child or spouse of the other person or is another relative who has the same home as the other person; or

(f) both persons are associates within the meaning of clauses (a) to (e) of the same person.

Beneficial Ownership
Beneficial ownership includes ownership through a trustee, legal representative, agent or other intermediary.

Certificate of Status from the Ontario Business Registry
Current certificates would be those dated within 15 days of the date of submission to the ministry.

Interest Affecting Control (s.1(2) of the ICHSCA)
A person shall be deemed to have an interest affecting the control of a corporation if the person alone or with one or more associates directly or indirectly beneficially owns or controls the lesser of,

(a) voting shares in the corporation in a sufficient number to permit that person either alone or with more associates to direct the management and policies of the corporation; or

(b) voting shares to which are attached 10 per cent or more of the voting rights attached to all issued and outstanding voting shares of the corporation.

Other Business Associations
Other business associations may include contractual relationships such as service contract relationships, debtor/creditor relationships, partnerships, joint ventures or other commercial ventures; or occupancy of a position as an officer, director or some other capacity.

Spouse means,
a spouse as defined in section 29 of the *Family Law Act*;

Voting Share
Voting share means any share of any class of shares of a body corporate carrying voting rights under all circumstances and any share of any class of shares carrying voting rights by reason of the occurrence of a contingency that has occurred and is continuing.

Part 2: Information

Appendix A must:

(a) Be completed by the corporate entity proposing the share transfer of this licence, and

(b) Include a separate Appendix A for corporate shareholders listed on Table 2 - Proposed Transferee: Beneficial Ownership or Control of the Corporation, and

(c) Include a current Certificate of Status from the Ontario Business Registry as part of their applications. Current certificates would be those dated within 15 days of the date of submission to the ministry.

Corporate Address - Head Office

Name of Corporation			Telephone Number
Unit Number	Street Number	Street Name	PO Box
City/Town	Province/State		Postal/Zip Code
Country			

Corporation

Date of Incorporation (yyyy/mm/dd)

Act of Incorporation

☐ Federal - specify Act:

☐ Provincial - specify Province and Act:

☐ Outside Canada - specify:

Manner of Incorporation

☐ Articles of Incorporation ☐ Memorandum of Association ☐ Letters Patent

☐ Special Act - specify:

Corporation is

☐ Public ☐ Private

Documentation: Attach a copy of the

☐ Certificate of Incorporation

☐ Certificate of Status

☐ Letters Patent

☐ Memorandum of Association

Appendix A - Corporate Ownership (continued)

Table 1: Current Officers and Directors of the Proposed Transferee Corporation

Corporation Directors/Officers

List all the current officers and directors of this corporation, using the format below. Also provide the residential telephone number of the president of this corporation.

Position Codes: C = Chairman of the Board P = President V = Vice President T = Treasurer
S = Secretary X = Comptroller A = Auditor O = Other - specify

Name (First Name, Last Name)	Initials	Director ☐Yes ☐No	Position Code (if Other - specify)
Telephone Number	Business Hours	Is officer a physician in the province of Ontario? ☐No ☐Yes (specify ministry assigned billing number)	

Residential Address

Unit Number	Street Number	Street Name	PO Box
City/Town	Province	Postal Code	Email Address

Name (First Name, Last Name)	Initials	Director ☐Yes ☐No	Position Code (if Other - specify)
Telephone Number	Business Hours	Is officer a physician in the province of Ontario? ☐No ☐Yes (specify ministry assigned billing number)	

Residential Address

Unit Number	Street Number	Street Name	PO Box
City/Town	Province	Postal Code	Email Address

Name (First Name, Last Name)	Initials	Director ☐Yes ☐No	Position Code (if Other - specify)
Telephone Number	Business Hours	Is officer a physician in the province of Ontario? ☐No ☐Yes (specify ministry assigned billing number)	

Residential Address

Unit Number	Street Number	Street Name	PO Box
City/Town	Province	Postal Code	Email Address

Name (First Name, Last Name)	Initials	Director ☐Yes ☐No	Position Code (if Other - specify)
Telephone Number	Business Hours	Is officer a physician in the province of Ontario? ☐No ☐Yes (specify ministry assigned billing number)	

Residential Address

Unit Number	Street Number	Street Name	PO Box
City/Town	Province	Postal Code	Email Address

Appendix A - Corporate Ownership (continued)

Shareholding

Voting Shares	Classes of Voting Shares			
Identify Authorized Classes				
Number of Shares Authorized				
Number of Shares Issued				
Number of Votes per Share				
Total Number of Votes - by Class				
Total Number of Votes - All Classes				

Voting Shares - ownership or control

Use Table 2 on the following page to list all person(s)/corporation(s) who directly or indirectly beneficially own or control voting shares.

List the name(s) of the person(s)/corporation(s) who alone, or with one or more associate(s), directly or indirectly beneficially own(s) or control(s) sufficient voting shares to direct management and policies of the applicant corporation.

Note: The ICHSCA requires, among other things, that a licensee that is a corporation must notify the Director in writing within fifteen days of any change in the officers or directors of the corporation, and must notify the Director in anticipation of any change that may affect control of the Corporation.

Appendix A - Corporate Ownership (continued)

Table 2: Beneficial Ownership or Control of the Proposed Transferee Corporation

Pursuant to section 5 of Appendix A, list the persons that directly or indirectly beneficially own or control voting shares in the Proposed Transferee Corporation.

Name (First Name, Last Name)	Is shareholder a physician in the province of Ontario? ☐No ☐Yes (specify ministry assigned billing number)			
Address				
Unit Number	Street Number	Street Name	PO Box	City/Town
Province	Postal Code	Telephone Number	Email Address	
Classes of Voting Shares	Number of Shares Held by Class	Total Number of Votes Held	Percentage of Total Shares	
Association with Other Shareholders ☐Yes ☐No	Name of Associate(s) (First Name, Last Name)	Nature of Association		

Name (First Name, Last Name)	Is shareholder a physician in the province of Ontario? ☐No ☐Yes (specify ministry assigned billing number)			
Address				
Unit Number	Street Number	Street Name	PO Box	City/Town
Province	Postal Code	Telephone Number	Email Address	
Classes of Voting Shares	Number of Shares Held by Class	Total Number of Votes Held	Percentage of Total Shares	
Association with Other Shareholders ☐Yes ☐No	Name of Associate(s) (First Name, Last Name)	Nature of Association		

Name (First Name, Last Name)	Is shareholder a physician in the province of Ontario? ☐No ☐Yes (specify ministry assigned billing number)			
Address				
Unit Number	Street Number	Street Name	PO Box	City/Town
Province	Postal Code	Telephone Number	Email Address	
Classes of Voting Shares	Number of Shares Held by Class	Total Number of Votes Held	Percentage of Total Shares	
Association with Other Shareholders ☐Yes ☐No	Name of Associate(s) (First Name, Last Name)	Nature of Association		

Name (First Name, Last Name)	Is shareholder a physician in the province of Ontario? ☐No ☐Yes (specify ministry assigned billing number)			
Address				
Unit Number	Street Number	Street Name	PO Box	City/Town
Province	Postal Code	Telephone Number	Email Address	
Classes of Voting Shares	Number of Shares Held by Class	Total Number of Votes Held	Percentage of Total Shares	
Association with Other Shareholders ☐Yes ☐No	Name of Associate(s) (First Name, Last Name)	Nature of Association		