

Manitoba Veterinary Medical Association Incorporation Information

Veterinary corporations

After recent changes to the statute that governs the practice of veterinary medicine and with the coming into force of new by-laws about veterinary corporations, veterinarians are now permitted for the first time in Manitoba to practice veterinary medicine through a corporation.

This document provides only general information and is not intended to offer you legal or other professional advice. Similarly, MVMA staff members are not qualified to provide advice on how to structure a veterinary corporation or on the corporate, commercial, tax, and other issues that relate to incorporation. Instead, you should refer to the relevant rules, which appear in *The Veterinary Medical Act*, CCSM c. V30, Part 4.1, and MVMA General By-Law No. 1, Part 3. In addition, you might want to obtain professional advice about how to structure a veterinary corporation in order to meet your own personal, family, professional, and financial planning needs.

Procedure for obtaining a veterinary corporation permit

1. Reserve a corporate name

Apply to the Manitoba Companies Office in order to reserve a corporate name. If granted, a business name reservation merely withholds the availability of a corporate name from use by someone else for a short period of time while you move forward with your veterinary incorporation. The contact information for the Manitoba Companies Office is:

1010 – 405 Broadway
Winnipeg, Manitoba R3C 3L6
Telephone: (204) 945-2500
Toll-free in Manitoba: (888) 246-8353
Fax: (204) 945-1459
Email: companies@gov.mb.ca

A business name reservation does not relieve you from your obligation to ensure that your selected corporate name is not the same as an existing name, similarly confusing to that of an existing name, or otherwise violates trade-mark and other laws relating to intellectual property.

In choosing a corporate name, keep in mind that a veterinary corporation must include in its name the phrase “veterinary corporation” (*The Veterinary Medical Act*, s. 17.4(1)(b)). In addition, pursuant to s. 12 of *The Business Names Registration Act*, the proposed name must not be similar to other corporate names already registered, deceptively described, prohibited, or otherwise objectionable on public grounds.

2. Apply for a corporate name certificate

After reserving the intended corporate name with the Manitoba Companies Office, apply to the MVMA Registrar using the “Application for Certificate Respecting Corporate Name” form for a certificate that the MVMA consents to the proposed name for the veterinary corporation. In determining whether to issue a certificate, the MVMA will apply the criteria set out above.

A corporate name certificate merely states that the MVMA consents to the proposed name. It does not reserve the name, and it does not imply that the Manitoba Companies Office has approved the name.

3. Register the veterinary corporation

After you have received the certificate from the MVMA stating that it consents to your proposed name, apply to the Manitoba Companies Office for registration of the veterinary corporation. File the MVMA certificate with your application to the Manitoba Companies Office.

Note that *The Veterinary Medical Act* imposes restrictions upon the organization and share structure of a veterinary corporation, including:

- Each voting share of a veterinary corporation must be legally and beneficially owned by one or more licensed members of the MVMA or one or more veterinary corporations permitted by the MVMA (s. 17.4(1)(c))
- Non-voting shares of a veterinary corporation must be legally and beneficially owned by
 - a person who also is a voting shareholder of the corporation
 - the spouse, common-law partner, or child of a voting shareholder of the corporation, or
 - a corporation, each share of the capital stock of which is legally and beneficially owned by a person who also is a voting shareholder of the corporation or the spouse, common-law partner, or child of a voting shareholder of the corporation (s. 17.4(1)(d))
- Each director of the veterinary corporation must be a licensed MVMA member (s. 17.4(1)(e))
- The president of the veterinary corporation must be a licensed MVMA member (s. 17.4(1)(f))
- Each individual through whom the veterinary corporation will be carrying on the practice of veterinary medicine must be authorized under *The Veterinary Medical Act* to practice veterinary medicine in Manitoba
- If any individual or veterinary corporation that owns shares ceases to qualify as a voting or non-voting shareholder and if any irregularity is not corrected within the timeframe set out in *The Veterinary Medical Act* or MVMA General By-Law No. 1, the MVMA may revoke the permit that had been issued to the affected veterinary corporation.

4. Apply for a veterinary corporation permit

Once the Manitoba Companies Office has registered a veterinary corporation under *The Corporations Act*, you must apply to the MVMA using the “Application for a Veterinary Corporation Permit” form for a permit if the veterinary corporation will practice veterinary medicine pursuant to *The Veterinary Medical Act*.

The application to the MVMA must include:

- a copy of all articles of incorporation and amendments thereto, as filed at the Manitoba Companies Office
- a current certificate of status for the corporation, as issued by the Manitoba Companies Office
- a copy of the MVMA corporate name certificate, as filed at the Manitoba Companies Office, and
- payment of the permit fee

If your application is in order, the MVMA will issue a permit to the veterinary corporation entitling it to practice veterinary medicine in Manitoba. A permit is valid from the effective date shown on it until the following June 30th, unless the permit has been surrendered, suspended, or revoked before that date.

Change of corporate name

If you intend to change the name of a veterinary corporation that already holds a valid permit, refer to Rule 3-7.

Change in corporate information

If there is a change in any of the information that appears in your permit application or in the most recent application for the renewal of your permit (for example, a change in the registered or business address of the corporation, or a change in directors, officers, or shareholders), Rule 3-4 requires the veterinary corporation to inform the MVMA Registrar of those changes within 15 days of the change.

Additional information

Please contact the MVMA Executive Director if you require additional information. However, MVMA staff members are not qualified to provide advice on how to structure a veterinary corporation or on the corporate, commercial, tax, and other issues that relate to incorporation. For such guidance, please refer to the relevant rules, which appear in *The Veterinary Medical Act*, CCSM c. V30, Part 4.1, and MVMA General By-Law No. 1, Part 3. In addition, you might want to obtain professional advice about how to structure a veterinary corporation in order to meet your own personal, family, professional, and financial planning needs.