

Professional Corporation Update – Form 4-6B

Firm ID:

Applicability:

This application (Form 4-6B) is to be completed by a Professional Corporation (“PC”) that is currently registered with the Chartered Professional Accountants of Ontario (“CPA Ontario”).

This form must be completed pursuant to Regulation 4-6, section 24, before the Registrar can update CPA Ontario’s records¹ of any of the following changes:

- the name and business address of the professional corporation;
- the name(s) of the shareholder(s) who legally and beneficially own(s), directly or indirectly, the shares of the professional corporation;
- the name(s) of the officer(s) and director(s) of the professional corporation;
- any term, condition, limitation or restriction imposed on the professional corporation;
- any suspension or revocation of any certificate of authorization; and
- whether the professional corporation holds a certificate of authorization.

Requirements for Completion:

All documentation and other information, as requested by this application, are required in full at the time of submitting an application, failing which, the application will be deemed incomplete. Incomplete applications will result in a delay in processing your request.

Questions:

For questions relating to this form, please contact CPA Ontario’s Customer Service at customerservice@cpaontario.ca or by telephone during business hours (Monday to Friday, 8:30 a.m. to 5 p.m.) at 416 969.4324 or 1 800 387.0735, ext. 324.

Method of Submission:

Notwithstanding the exceptions* noted below, completed applications and fee payment may be submitted via email, fax or regular mail.

Email*:	Fax*:	Regular Mail:
customerservice@cpaontario.ca Please ensure the subject line contains the following: Professional Corporation Update (Form 4-6B)	Fax: 416 962.8900	Chartered Professional Accountants of Ontario Attn: Office of the Registrar 69 Bloor Street East, Toronto, ON M4W 1B3, CANADA
*Information completed via affidavit and containing notary or commissioner stamp or seal or other stamp or seal must be submitted in original form by regular mail.		

Definitions:

“**certificate of authorization**” means a certificate of authorization issued to a professional corporation pursuant to the *Public Accounting Act, 2004* to permit it to engage in the practice of public accounting;

“**Firm**” means any entity registered or eligible for registration under the Act or the Bylaws, and includes a partnership, a limited liability partnership, and a professional corporation;

“**licence**” means a licence issued to a Member pursuant to the *Public Accounting Act, 2004* to permit the Member to engage in the practice of public accounting;

“**professional corporation**” means a corporation incorporated under the *Business Corporations Act* that has as its only shareholder(s) a Member or Members;

“**public accounting services**” are the services described in sections. 2 and 3 of the *Public Accounting Act, 2004*;

“**registration certificate**” means a certificate issued under the Act, Bylaws, or Regulations to a professional corporation;

“**sole shareholder professional corporation**” means a professional corporation, as defined in section 3.1 of the *Ontario Business Corporations Act*, which has only one Member shareholder.

“**providing accounting services to the public**” includes:

- the performance of any engagement addressed by standards in the CPA Canada Handbook- Assurance for which a licence is not required under the *Public Accounting Act, 2004* to perform the engagement;
- accounting insofar as it involves analysis, advice and interpretation in an expert capacity, but excluding record keeping;
- taxation, insofar as it involves advice and counselling in an expert capacity, but excluding mechanical processing of returns;
- compilation services, if it can reasonably be expected that all or any portion of the compilation or associated materials prepared by the Member providing the service will be relied upon or used by a third party, whether or not a licence is required under the *Public Accounting Act, 2004*; and
- such other services and activities as may be included by the Council by resolution from time to time;
- and all references in the CPA Code of Professional Conduct to “public accounting” shall be read as though they were also references to “providing accounting services to the public”.

¹ Members and PCs are reminded of Bylaw 4.17.6, which requires a PC to notify the Registrar in writing of any significant change in practice, composition or structure ten (10) days prior to such change being effected, failing which, the rights and privileges of the Member and PC may be suspended by the Registrar. A significant change includes but is not limited to any change in shareholder, director, officer, articles of incorporation, or dissolution. The effective date of notification is the date that this form is received by CPA Ontario.

Members and PCs are also reminded that a PC shall register the name under which it engages in the practice of public accounting, provides accounting services to the public, or carries on a related business or practice. No PC composed of Members shall carry on any business or practice in Ontario without holding a valid registration certificate. No PC shall engage in the practice of public accounting without holding a valid certificate of authorization.

Firm ID:

1. Personal Information (as currently registered)

Name of PC:

Preferred Mailing Address:

City:

Province:

Postal Code:

Tel:

Fax:

Email:

Website:

2. Reason for Update (check all that apply and complete relevant part(s) of this form):

Name change (Part 3)

Director, Officer, Shareholder change(s) (Part 7)

Address or location change(s) (Part 4)

Professional Corporation closure (Part 9)

Operating status change(s) (Part 5)

Other (please specify):

Professional Corporation contact change(s) (Part 6)

Please note that the effective date of notification is the date that this form is received by CPA Ontario.

3. Updates to Name

All name changes must be approved by the Ministry of Government and Consumer Services and be reflected in amended Articles of Incorporation, under the *Ontario Business Corporations Act*, before CPA Ontario can update its records. We will not accept name changes that are inconsistent with the Bylaws, Regulations and CPA Code of Professional Conduct. Members are therefore encouraged to review Regulation 4-6 and Rule 401 prior to finalizing name changes with the Ministry.

Current Name:

New Name:

Effective date of change (mm/dd/yyyy): / /

Ministry-approved amended articles of incorporation included with this application.

4. Updates to Address and/or Office Locations

Please specify which office(s) require an update (check all that apply)

Change to registered (head) office

Change to secondary office(s)

Please specify the details of the change

Reason for disclosure:

Address – as noted below

Additional office – as noted below

Office closure (Note: for closure of the entire PC, please complete **Part 9**);

Effective date of change (mm/dd/yyyy): / /

Address:

City:

Province:

Postal Code:

Tel:

Fax:

Email:

Website:

Please use this as the head office.

If a change is being made to more than one office, please add an additional sheet(s) as required.

Firm ID:

5. Updates to Operating Status

The operating status of the PC is changed to the following (check all that apply):

Changed to full-time practice effective (mm/dd/yyyy): / /

Changed to part-time practice effective (mm/dd/yyyy): / /

Please indicate one of the following (only if the practice is now part-time):

Open to the public

Not open to the public

Type of services provided is changed to the following (check all that apply):

Partner in the Firm*:

Effective (mm/dd/yyyy): / /

*If a PC will become a partner in an LLP Firm, a Firm Update Form 4-6A must be attached indicating the changes to the partnership and roster by providing a Ministry approved Form 6.

Providing administrative services to the Firm:

Effective (mm/dd/yyyy): / /

Engages in the practice of public accounting in Ontario. An application for a Certificate of Authorization ("COA") Form 4-6D must accompany this form. At least one shareholder of the PC must be licensed in order for the PC to hold a COA.

Cancellation of the existing Certificate of Authorization (COA), effective (mm/dd/yyyy): / /

A revocation of the COA of the PC does not change the Registration of the PC, however, the PC will be required to return the COA or complete the Certificate Declaration of Loss Form 4-3D.

Form 4-3D has been included with this application

Cancellation of the existing Certificate of Registration (COR). Complete **Part 9** of this form.

6. Updates to Professional Corporation Contact

Only record **changes** in this part. Contact information that has not changed should not be recorded in this section of the application. Please note that CPA Ontario will communicate with the Local Senior Officer contact regarding administrative and other regulatory matters involving the PC.

Contact	CPA Ontario ID	Name & Title	Effective Date of Change (mm/dd/yyyy)	Business Address
Member to whom general CPA Ontario notices should be directed:			/ /	
Member in charge of office (Local Senior Officer):			/ /	as above
Senior officer of firm in Canada (applies to professional corporations that are National firms):			/ /	as above

Firm ID:

Contact	CPA Ontario ID	Name & Title	Effective Date of Change (mm/dd/yyyy)	Business Address
Senior officer having responsibility for Ontario operations of the firm (applies to National and Regional firms):			/ /	as above
Officer having responsibility for the operations of the firm in any region or geographic territory in Ontario that involves more than one office (applies to Regional firms):			/ /	as above
Designated Representatives (disciplinary and Member status notices): Primary			/ /	as above
Designated Representatives (disciplinary and Member status notices): Alternate			/ /	as above
Human Resources Contact:	N/A		/ /	as above
Practice Inspection Contact:			/ /	as above

7. Updates to Directors, Officers and/or Shareholders

The listing of directors, officers and/or shareholders of the PC requires an update as noted below:

Member Name:

CPA Ontario ID:

Title/Position:

Effective date of change (mm/dd/yyyy): / /

Add; or Remove: as Shareholder as Director as Officer

If more than one change is being made, please add an additional sheet(s) as required. Changes to the directors and incorporators must be approved by the Ministry and be reflected in amended Articles of Incorporation, under the *Ontario Business Corporations Act*, before CPA Ontario will update its records.

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Ministry-approved amended articles of incorporation included with this application.

Pursuant to Regulation 4-4, section 11.5, professional liability insurance (“Discovery Insurance Coverage”) **must** be maintained, in an unreduced amount, for a period of six (6) years following the date of the withdrawal of a shareholder, officer, director or Member employee of a PC, whether or not that shareholder, officer, director or Member employee continues to carry on the practice of public accounting or providing accounting services to the public elsewhere, to cover acts or omissions occurring prior to the changes listed in the subsections above. Satisfactory proof of having maintained Discovery Insurance Coverage or certification of self-insurance as required by Regulation 4-4 must be submitted to CPA Ontario on an annual basis by the sole shareholder, partner(s) or the Local Senior Officer at the PC. The completion of **Part 9** of this application is also required.

8. Update to Firm Roster

Only record **changes** in this part. Roster information that has not changed should not be recorded in this section of the application. Please note that CPA Ontario will communicate with the Local Senior Officer contact regarding administrative and other regulatory matters involving the Firm.

Check the box below corresponding to the employment status. Attach additional sheet(s) if required.

CPA Ontario ID	Registered Name(s) of Member(s) in the Firm	Shareholder	Associate	Employee

Please list each employee(s) (excluding administrative staff and Members listed above) in the practice who provide professional services. Attach additional sheet(s), if required.

Full Name(s) of Employee(s):	Title:

Firm ID:

9. Professional Corporation Closure

Reason for closure (select all that apply):

Now employed full-time at:

Employer Name:

Employer Address:

City:

Province:

Postal Code:

Retired, effective (mm/dd/yyyy): / /

Ceased engaging in the practice of public accounting in Ontario and ceased providing accounting services to the public in Ontario, but the entity is not dissolved and remains registered with the Ministry, effective

(mm/dd/yyyy): / /

Ceased engaging in the practice of public accounting in Ontario and ceased providing accounting services to the public in Ontario, and has dissolved with the Ministry. Date of dissolution filed with Ministry

(mm/dd/yyyy): / /

Proof of dissolution, as filed with Ministry, has been included with this application

Other:

Upon notifying CPA Ontario of the professional corporation's closure, the existing COR will be withdrawn. The professional corporation is required to return the COR or complete the Certificate Declaration of Loss Form 4-3D.

Form 4-3D has been included with this application

Pursuant to Regulation 4-4, section 11.4, professional liability insurance ("Discovery Insurance Coverage") **must** be maintained, in an unreduced amount, for a period of six (6) years following the date of dissolution or discontinuance of a PC. Satisfactory proof of having maintained Discovery Insurance Coverage or certification of self-insurance as required by Regulation 4-4 must be submitted to CPA Ontario on an annual basis by the sole shareholder, partner(s) or the Local Senior Officer at the PC which has ceased practice. The completion of **Part 10** of this application is also required.

