

CERTIFICATE OF SOLICITOR

TO: BC College of Oral Health Professionals (BCCOHP)

RE: (name of dental corporation) _____
_____ (the "Corporation")

I, _____, the undersigned, certify that:

1. I am a member in good standing of the Law Society of British Columbia.
2. I have reviewed:
 - (a) the Notice of Articles and the Articles of the Corporation;
 - (b) Part 4 of the *Health Professions Act*;
 - (c) Part 14 of the Bylaws of the BC College of Oral Health Professionals under the *Health Professions Act*; and
 - (d) such other documents as I consider necessary for the purpose of giving this Certificate of Solicitor.
3. The Corporation, and every holding company referred to in paragraph 2(a), is incorporated under the British Columbia *Business Corporations Act*, and is in good standing under that Act.
4. The Articles of the Corporation include provisions restricting the legal and beneficial ownership of all voting shares in the Corporation, for so long as the Corporation carries on the business of providing services of dentistry to the public (except as otherwise permitted under section 43(3) of the *Health Professions Act*), to:
 - (a) full registrants, restricted to specialty registrants of BCCOHP, or, with the approval of BCCOHP, a non-practicing registrant, or
 - (b) companies as defined in the *Business Corporations Act*, all the voting shares of which are legally and beneficially owned by registrants described in subparagraph (a), and all the non-voting shares of which are legally and beneficially owned by persons:
 - (i) who are registrants described in subparagraph (a);
 - (ii) who are the spouse (as defined in section 43(1.1) of the *Health Professions Act*), children, parents, siblings, or other relatives of a shareholding registrant; or
 - (iii) who reside with a shareholding registrant.

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5. The Articles of the Corporation include provisions restricting the beneficial ownership of all non-voting shares in the Corporation, for so long as the Corporation carries on the business of providing services of dentistry to the public (except as otherwise permitted under section 43(3) of the *Health Professions Act*), to:
- (a) persons described in paragraph 4(b)(i) to (iii); or
 - (b) companies as defined in the *Business Corporations Act*, all the shares of which are legally and beneficially owned by persons described in paragraph 4(b)(i) to (iii), and requiring that, if any such non-voting shares are held in trust, the trustee must be a resident of Canada approved by BCCOHP, the trust must be governed by the laws of British Columbia or another jurisdiction in Canada, and all beneficiaries of the trust must be persons described in paragraph 4(b)(i) to (iii).
6. The Articles of the Corporation include provisions restricting any person from acting as a director of the Corporation, for so long as the Corporation carries on the business of providing services of dentistry to the public, other than:
- (a) a registrant described in paragraph 4(a); or
 - (b) subject to the direction of BCCOHP, a personal representative of a deceased registrant.
7. The Articles of the Corporation include provisions restricting any voting shareholder of the Corporation, for so long as the Corporation carries on the business of providing services of dentistry to the public, from entering into a voting trust agreement, proxy agreement, or any other type of agreement that vests in another person who is not a registrant described in paragraph 4(a), the authority to exercise the voting rights attached to any or all of the shares of the shareholder.

Barrister and Solicitor _____ Date – M/D/Y _____

SEAL