

## Restrictions and other Provisions

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### **The following must comprise part of the Articles of Incorporation:**

#### Restrictions:

“None, but for greater certainty and without restricting the business which the Corporation may carry on, the Corporation shall have the following objects:

- (a) to engage in every phase and aspect of rendering the same medical services to the public that a regulated member of the College of Physicians and Surgeons of Alberta is authorized to render;
- (b) to purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in or with, real or personal property necessary for the rendering of medical services;
- (c) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgage, transfers of corporate property and other instruments to secure the payments of corporate indebtedness as required.
- (d) To enter into partnership, consolidate or merge with or purchase the assets of another corporation or individual rendering the same professional services”.

#### Other Provisions:

“The liability of the shareholders is limited as provided in the Business Corporations Act, except in the circumstances described in Section 107 of the Health Professions Act, R.S.A. 2000, Chapter H-7, which reads as follows:

Despite anything to the contrary in the *Business Corporations Act* and despite the providing of the professional services of a regulated member

- (a) of the College of Physicians and Surgeons of Alberta who is a physician, surgeon or osteopath,

on behalf of a professional corporation, every voting shareholder of a professional corporation is liable to the same extent and in the same way as if the shareholder were, during that time, carrying on the business of the professional corporation as a partnership or, if there is only one voting shareholder, as an individual providing professional services.”