

College of Naturopathic Physicians of British Columbia

**Schedule "A"
Certificate of Solicitor**

TO: The College of Naturopathic Physicians of British Columbia (the "College")

RE: _____ (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, the Articles of the Corporation, the Certificate of Incorporation, and the Central Securities Register;
 - (b) Part 4 of *the Health Professions Act* of British Columbia;
 - (c) Part 7 of the Bylaws of the College 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 is in compliance with
 - (a) Part 4 of *the Health Professions Act* of British Columbia; and
 - (b) Part 7 of the Bylaws of the College under the *Health Professions Act*.
4. The Corporation and every holding company referred to in paragraph 2(a) to the extent applicable to the Corporation is incorporated and/or registered under the *Business Corporations Act* of British Columbia and is in good standing under that Act.
5. 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 naturopathic medicine to the public (except as otherwise permitted under section 43(3) of the *Health Professions Act*), to:
 - (a) full registrants of the College or, with the approval of the College, non-practicing registrants, 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:

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- 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.

6. The Articles of the Corporation include provisions restricting the legal and beneficial ownership of all non-voting shares in the Corporation, for so long as the Corporation carries on the business of providing services of naturopathic medicine to the public (except as otherwise permitted under section 43(3) of the *Health Professions Act*), to:
 - (a) persons described in paragraph 5(b)(i) to (iii) of this certificate; 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 5(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 the College, 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 5(b)(i) to (iii) of this certificate.

7. 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 naturopathic medicine to the public, other than:
 - (a) a registrant described in paragraph 5(a) of this certificate; or
 - (b) subject to *the Health Professions Act*, and a direction of the College, a personal representative of a deceased registrant.

8. 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 naturopathic medicine 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 5(a) of this certificate, the authority to exercise the voting rights attached to any or all of the shares of the shareholder.

Barrister and Solicitor

Date (yyyy/mm/dd)

Please affix seal