



ADVISORY NO. LLP – 3

[Replaces Advisory No. LLP-2]

Date: November 29, 2017

Subject: **LIMITED LIABILITY PARTNERSHIPS**

Optometrists registered with the Alberta College of Optometrists (ACO) are permitted to provide professional services within a Limited Liability Partnership (LLP). The specific rules surrounding optometrists providing professional services in a LLP are listed in the *Alberta Partnership Act* and the *Alberta Health Professions Act*.

Please Note: All partners in an ACO LLP must be ACO Regulated Members or registered ACO Professional Corporations.

The ACO strongly encourages all Regulated Members to consult with appropriate legal and accounting advice before revising a current LLP; or, creating and registering a new LLP.

Once registered with the ACO and the Alberta Government, LLP Partners:

- Are not individually liable (directly or indirectly) for debts, obligations or liabilities of the partnership or of another partner arising from negligence, wrongful acts or omissions, or malpractice and/or misconduct of other partners or of an employee of the LLP in the ordinary course of carrying on the practice of optometry.
- Continue to be at risk for his/her share in the partnership assets. As a result, LLPs will be required to carry adequate liability insurance to satisfy the claims against the potentially offending partner.
- Continue to incur full personal liability when negligent or when engaging in wrongful acts or misconduct. Any partner who knew of the negligence, etc. and failed to take remedial action would also incur full personal liability.

The following points summarize the rules and specific requirements for ACO LLP's. ACO Application and Renewal Forms are available on the ACO website. The Government of Alberta forms may be downloaded from the Alberta Government website.

[a] General Rules Governing Alberta Optometric LLPs

1. All partners must be ACO Regulated Members or registered Professional Corporations of the Alberta College of Optometrists in good standing.
2. All partners must provide evidence that they carry, at least, the minimum liability insurance as set out in the ACO By-laws.
3. The LLP must provide evidence that it carries, at least, the minimum liability insurance as set out in the ACO By-Laws.
4. The LLP must file an Annual Return with the Government of Alberta.
5. The ACO must be notified of all amendments, declarations, dissolutions, etc. of the LLP within 15 days of the change.
6. The LLP must apply for a yearly permit, pay the required LLP Permit Fee and complete the yearly ACO LLP Permit Renewal Form.
7. The registered office of the Alberta LLP must be located in Alberta.

[b] General Rules Governing Extra-Provincial Optometric LLPs

1. All partners must be ACO Regulated Members or registered Professional Corporations of the Alberta College of Optometrists in good standing.
2. The partnership must have the status of a Limited Liability Partnership under the laws of the jurisdictions outside Alberta and in Alberta.
3. All partners must provide evidence that they carry, at least, the minimum liability insurance as set out in the ACO By-Laws.
4. The Extra-Provincial LLP must provide evidence that it carries, at least, the minimum liability insurance as set out in the ACO By-laws.
5. The Extra-Provincial LLP must file an Annual Return with the Government of Alberta.
6. The ACO must be notified of all amendments, declarations, dissolutions, etc. of the LLP within 15 days of the change.
7. The Extra-Provincial LLP must apply for a yearly permit, pay the required LLP Permit Fee and complete the yearly ACO LLP Permit Renewal Form.
8. The registered office of the Extra-Provincial LLP must be located in Alberta.

[c] Steps Necessary to Register a New Alberta LLP

1. Conduct a name search at Alberta Corporate Registry to determine whether anyone else is using the same name or a similar name.
2. Submit the LLP Articles, ACO LLP Application Form and the prescribed LLP Permit Fee (\$100.00 per partner) to the ACO Registrar for endorsement.
3. Once endorsed by the ACO Registrar, submit all endorsed documents and application forms to the Government of Alberta to register the LLP under the *Alberta Partnership Act*.
4. Once the LLP is registered with the Government of Alberta please forward to the ACO a copy of:
 - a. The Declaration of Partnership; and
 - b. The Declaration of Trade Name.
5. When the ACO receives a copy of the Declaration of Partnership and Declaration of Trade Name, a LLP Permit will be mailed out.

[d] Steps Necessary to Register a New Extra-Provincial LLP

1. Conduct a name search in all applicable jurisdictions to determine whether anyone else is using the same name or a similar name.
2. Submit the ACO Extra-Provincial LLP Application Form and the prescribed LLP Permit Fee (\$100.00 per partner) to the ACO Registrar for endorsement.
3. Once endorsed by the ACO Registrar, submit all endorsed documents and application forms to the Government of Alberta to register the Extra-Provincial LLP under the *Alberta Partnership Act*.
4. Once the Extra-Provincial LLP is registered with the Government of Alberta please forward to the ACO a copy of:
 - a. The Declaration of Partnership; and
 - b. The Declaration of Trade Name.
5. When the ACO receives a copy of the Declaration of Partnership and the Declaration of Trade Name, an Extra-Provincial LLP Permit will be mailed out.

[e] Change in Particulars

A registered Alberta LLP or Extra-Provincial LLP must notify the ACO in writing of any change in the particulars specified in the original Application or the Renewal Application within 15 days of the change. A photocopy, fax or scanned copy of the completed Alberta Government form is considered adequate notification.

The ACO will levy a fee of \$100.00 per new partner if the change involves the addition of a new partner. The new LLP and must still comply with the registration requirements as noted above. The deletion of a partner or any other changes in particulars will not require the payment of an administration fee.

[f] Renewal of an Alberta LLP or an Extra-Provincial LLP

All LLP Permits expire on December 31st of the calendar year in which they were issued. The ACO office will mail out a notice of renewal to each registered LLP at the same time as all other fee notices are sent out each year, usually in late October or early November.

The completed LLP Renewal Form and the prescribed renewal fee must be received by the ACO on or before December 1st each year. Upon approval, the ACO Registrar will endorse the renewal application and an ACO Certificate of LLP Registration Renewal will be forwarded to the LLP office address, or a certificate to each member of the LLP for display along with the Regulated Member's Annual Practice Permit and/or P.C. Permit.

[g] Non-Compliance

The ACO is required to provide notification to the Registrar of Corporations in accordance with the *Alberta Partnership Act* if it becomes aware of the failure of an Alberta or Extra-Provincial LLP or one of its partners to maintain compliance with the requirements required by the ACO.