

Subd. 2. COOPERATION. When any federal or state governmental department or unit or any political subdivision of the federal or state government has demonstrated to the commissioner that it has sufficient authority, funds, personnel and equipment for the carrying out of the provisions of this act, the commissioner may enter into an approved agency agreement with such governmental unit for the exercise of common or similar powers whereby the governmental units shall designate an approved agency to carry out provisions of this act, subject to the supervision of the commissioner. Said agreement shall comply with the provisions of Minnesota Statutes, Section 471.59.

Subd. 23. REVOCATION. For any violation of sections 18.031 to 18.036, after notice and a hearing, the commissioner may deny, suspend, or revoke for the unexpired term of the license, the license of the licensee.

Approved May 21, 1971.

CHAPTER 450—S.F.No.1115

[Coded in Part]

An act relating to veterinary medicine; authorizing the formation of professional corporations by veterinarians and providing for the conduct and regulation thereof; amending Minnesota Statutes 1969, Section 156.11.

Be it enacted by the Legislature of the State of Minnesota:

Section 1. Minnesota Statutes 1969, Section 156.11, is amended to read:

156.11 VETERINARIANS; PROFESSIONAL CORPORATIONS. It shall be unlawful in the state of Minnesota for any corporation, other than one organized pursuant to and for the purposes of sections 2 to 23, to practice veterinary medicine, or to hold itself out or advertise itself in any way as being entitled to practice veterinary medicine, or to receive the fees, or portions of fees, or gifts or other emoluments or benefits derived from the practice of veterinary medicine, or the performance of veterinary services by any person, whether such person be licensed to practice veterinary medicine or not. Any corporation violating the provisions of this section shall be guilty of a gross misdemeanor and fined not more than \$1,000 for each offense, and each day that this chapter is violated shall be considered a separate offense.

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Sec. 2. [319.972] CITATION. Sections 2 to 23 may be cited as the veterinarians' Minnesota professional corporation act.

Sec. 3. [319.973] DEFINITIONS. Subdivision 1. For the purposes of sections 2 to 23 the terms defined in this section shall have the meanings given to them.

Subd. 2. "Professional service" means personal service rendered by a veterinarian pursuant to a license granted him under Minnesota Statutes, Chapter 156.

Subd. 3. "Professional corporation" means a corporation organized under sections 2 to 23 for the purpose of the practice of veterinary medicine.

Subd. 4. "Board" means the state veterinary examining board.

Sec. 4. [319.974] FORMATION OF CORPORATION. One or more natural persons licensed as veterinarians in this state may form a corporation pursuant to either chapter 301 or 317, for the purpose hereinafter set forth.

Sec. 5. [319.975] PURPOSE FOR WHICH INCORPORATED. A professional corporation may be organized pursuant to the provisions of sections 2 to 23 only for the purpose of the practice of veterinary medicine and services ancillary thereto and shall not engage in any business other than rendering such veterinary service which it was organized to render and services ancillary thereto; provided, however, that a professional corporation may own real and personal property necessary or appropriate for the primary purpose of rendering veterinary service and may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.

Sec. 6. [319.976] APPLICABILITY OF CORPORATION ACTS. A corporation incorporating pursuant to the provisions of sections 2 to 23 and under either chapter 301 or 317, shall proceed in the manner specified in the particular act under which it has elected to incorporate except that (1) if it has only one shareholder or member, it need have only one director who shall be such shareholder or member and it may permit such shareholder or member to hold all offices; (2) if it has only two shareholders or members, it need have only two directors who shall be such shareholders or members and it may permit such shareholders or members to hold all offices; and (3) if it elects to proceed pursuant to chapter 317, its articles of incorporation need not contain the statement required by section 317.08, subdivision 2, clause 3. After incorporation a professional corporation shall enjoy the powers and privileges and shall be subject to the duties and liabilities of other corporations organized under the particular act under which it has elected to incorporate, except insofar as the same may be limited or enlarged by sections 2 to 23.

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If any provision of sections 2 to 23 conflicts with the provisions of the act under which such corporation elects to incorporate, the provisions of sections 2 to 23 shall take precedence.

Sec. 7. [319.977] **CORPORATE NAME.** The corporate name of any corporation organized under sections 2 to 23 shall not be used to imply superiority and shall end with the word "Chartered," or the word "Limited," or the abbreviation "Ltd." or the words "Professional Association," or the abbreviation "P.A."

Sec. 8. [319.978] **CERTIFICATE OF REGISTRATION.** No corporation shall open, operate, or maintain an establishment for any of the purposes set forth in sections 2 to 23 without a certificate of registration from the board. Application for a certificate of registration shall be made to the board in writing and shall contain the name of the applicant, the location or locations of the establishment or establishments at which the applicant proposes to operate and such other information as may be required by the board. Upon receipt of such application, the board shall make an investigation of the professional corporation. If the board finds that the incorporators, officers, directors, members and shareholders, if any, are all licensed as veterinarians in this state, and if no disciplinary action is pending against any of them, and if it appears that the professional corporation will be conducted in compliance with the provisions of sections 2 to 23 and the laws of Minnesota and the rules and regulations of the board, the board shall issue, upon payment of a registration fee of \$100, which shall be for the use of the board, a certificate of registration covering the establishment or establishments at which the applicant proposes to operate which shall remain effective until January 1 following the date of issuance thereof.

Sec. 9. [319.979] **ANNUAL RENEWAL.** Upon written application of the holder containing such information as the board may require, accompanied by a fee of \$25 which shall be for the use of the board, the board shall annually renew the certificate of registration unless the board finds that the professional corporation does not meet all the requirements of sections 2 to 23 for a certificate of registration or unless the board finds that the professional corporation has failed to comply with the provisions of sections 2 to 23 or the rules and the regulations of the board.

Sec. 10. [319.98] **POSTING.** The certificate of registration shall be conspicuously posted upon the premises of each of the establishments to which it is applicable.

Sec. 11. [319.981] **CHANGE OF LOCATION.** No professional corporation which has been issued a certificate of registration shall change the location of any establishment to which such certificate of registration is applicable until it has first notified the board of its intention so to do and obtained from the board a new certificate of

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registration. Upon receipt of any such notification the board, in accordance with its regulations shall amend the certificate of registration so that it shall apply to the new location.

Sec. 12. [319.982] TRANSFER AND ASSIGNMENT OF CERTIFICATE. No certificate of registration shall be transferable or assignable.

Sec. 13. [319.983] SUSPENSION OR REVOCATION OF CERTIFICATE. The board may suspend or revoke any certificate or registration for any of the following reasons: (a) the revocation or suspension of the license to practice veterinary medicine of any officer, director, shareholder, member, or employee of a holder of a certificate of registration not promptly removed or discharged by such holder, (b) the death of the last remaining shareholder or member, as the case may be, of a holder of a certificate of registration, or (c) upon finding that the holder of a certificate of registration has failed to comply with the provisions of sections 2 to 23 or the rules or regulations of the board.

Sec. 14. [319.984] NOTICE OF SUSPENSION OR REVOCATION. Before any certificate of registration is suspended or revoked, the holder shall be given written notice of the proposed action and the reasons therefor, and shall be given a public hearing by the board with the right to produce testimony concerning the charges made. The notice shall also state the place and date of the hearing, which shall be at least ten days after service of said notice.

Sec. 15. [319.985] APPEALS. Subdivision 1. Any professional corporation whose application for a certificate of registration has been denied or whose certificate of registration has been suspended or revoked may, within 30 days after notice of such action by the board, appeal to the district court for Ramsey county. The court shall inquire into the cause of the board's action and may affirm, or reverse such decision and order a further hearing by the board, or may order the board to grant appellant a certificate of registration.

Subd. 2. An appeal may be instituted by serving a notice of appeal personally or by registered mail upon the board, or one of its members, or its secretary and by filing such notice of appeal in the office of the clerk of district court for the county of Ramsey, all within 30 days after the service of the order or decision of the board from which an appeal is taken.

Subd. 3. Within 30 days after the service of the notice of appeal upon the board, or within such further time as the court may allow, the board shall transmit to the court the original or a certified copy of the entire record of the proceedings in which the decision under appeal was made, but by stipulation of all parties to the appeal the record may be shortened by eliminating any portion thereof. The cost

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of preparing the transcript of the testimony, objections and rulings thereon, and exceptions shall be paid by the appellant.

Subd. 4. The appeal shall be conducted by the court without a jury and shall be confined to the record, except that in cases of alleged irregularities in the procedure before the board testimony thereon may be taken in the court.

Sec. 16. [319.986] HOW SERVICE RENDERED. A professional corporation may practice veterinary medicine only through natural persons who possess a license to practice veterinary medicine in Minnesota and may so render professional service notwithstanding any provision of law to the contrary. Such persons need not be members or shareholders of the corporation but may be employed by the corporation to perform professional service. Nothing contained in sections 2 to 23 shall be construed to require a license or other legal authorization of any individual who is employed by a professional corporation to perform services for which no license or other legal authorization is otherwise required.

Sec. 17. [319.987] RELATIONSHIP TO PERSON SERVED. The provisions of sections 2 to 23 shall not alter any law applicable to the relationship between a person practicing veterinary medicine and a person receiving such veterinary service, including liability arising out of such veterinary service; provided, however, that nothing contained in this section shall render a person personally liable in tort for any act in which he has not personally participated; and, provided further, that nothing contained in this section shall render a director, officer, or employee of a professional corporation personally liable in contract for any contract which he executes on behalf of a professional corporation within the limits of his actual authority.

Sec. 18. [319.988] EMPLOYEES. Each individual licensed in this state to practice veterinary medicine who is employed by a professional corporation shall remain subject to reprimand or discipline for his conduct under the provisions of the licensing statute pursuant to which he is licensed, or any other applicable law, rule or regulations.

Sec. 19. [319.989] TO WHOM SHARES AND MEMBERSHIPS MAY BE ISSUED. A professional corporation may issue its stock only to, and may admit as a member only, natural persons who are licensed in this state to practice veterinary medicine. A person who becomes a shareholder or member in any such corporation may transfer his shares or his membership only to a natural person to whom such corporation could issue such shares or such membership pursuant to the provisions of this section. No proxy to vote any share of or any membership in such corporation may be given to a person who is not so licensed, nor may any voting trust be established with respect to the shares of such corporation unless all the voting trustees are natural persons who are so licensed.

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Sec. 20. [319.99] DEATH OR DISQUALIFICATION OF SHAREHOLDER. A professional corporation which holds a certificate of registration shall report to the board the death of any of its shareholders or members within 30 days thereafter. Within 90 days following the date of death of a shareholder or member of a professional corporation or the loss of his license to practice veterinary medicine in the state of Minnesota, all of the shares owned by such shareholder shall be transferred to and acquired by the professional corporation or persons qualified to own such shares. If the articles of incorporation or bylaws of a professional corporation fail to state a price or method of determining a price at which such corporation or its shareholders may purchase the shares of a deceased shareholder or shareholder no longer qualified to own shares in such corporation, then the price for such shares shall be the fair market value as determined by the board of directors but not less than the book value as of the end of the month immediately preceding the death or disqualification of the shareholder. Book value shall be determined from the books and records of such corporation in accordance with the regular method of accounting used by such corporation.

Sec. 21. [319.991] EXAMINATION BY BOARD. Subdivision 1. The board, or any employee designated by the board, shall have the right at all reasonable times to free access to all books and records of any professional corporation organized hereunder and may summon and examine under oath the officers, directors, and employees of any such corporation in all matters concerning the operations of any such corporation under sections 2 to 23 or the corporation laws of Minnesota or rules and regulations of the board provided, however, that nothing contained in this section shall be deemed to authorize anyone to have access to, or to compel anyone to testify with respect to, books, records or information of any type relating to professional services performed by an employee of a professional corporation for a patient or client.

Subd. 2. Any information obtained by the board as a result of any proceeding authorized by this section shall be confidential except that on request a copy thereof shall be made available to a duly authorized representative of the professional corporation involved, and shall be immune from subpoena and inadmissible as evidence at a trial, hearing or proceeding before any court, board or commission except a proceeding before the board of the type authorized by sections 2 to 23 or an appeal of the type authorized by sections 2 to 23.

Sec. 22. [319.992] RULES. The board may make such rules as are necessary to carry out the provisions of sections 2 to 23.

Sec. 23. [319.993] SAVINGS CLAUSE. Nothing contained herein is intended to alter the right of natural persons licensed to practice veterinary medicine, to organize as a partnership, an unincorporated

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association, a business trust, or any other form recognized under the laws of this state.

Approved May 21, 1971.

CHAPTER 451—S.F.No.1179

An act relating to municipalities; amending the group insurance protection for officers and employees; amending Minnesota Statutes 1969, Section 471.61, Subdivision 1.

Be it enacted by the Legislature of the State of Minnesota:

Section 1. Minnesota Statutes 1969, Section 471.61, Subdivision 1, is amended to read:

471.61 PUBLIC OFFICERS AND EMPLOYEES; GROUP INSURANCE, PROTECTION FOR OFFICERS, EMPLOYEES, RETIRED OFFICERS AND EMPLOYEES. Subdivision 1. **OFFICERS, EMPLOYEES.** Any county, municipal corporation, town, school district, county extension committee, other political subdivision or other body corporate and politic of this state, other than the state or any department thereof, through its governing body, and any two or more subdivisions acting jointly through their governing bodies, may insure or protect its or their officers and employees, and their dependents, or any class or classes thereof, under a policy or policies, or contract or contracts of group insurance or benefits covering life, health, and accident, in the case of employees, and medical and surgical benefits, and hospitalization insurance or benefits, for both employees and dependents, or dependents of an employee whose death was due to causes arising out of and in the course of employment, or any one or more of such forms of insurance or protection. Any such governmental unit, including county extension committees and those paying their employees, may pay all or any part of the premiums or charges on such insurance or protection. Any such payment shall be deemed to be additional compensation paid to such officers or employees but for purposes of determining contributions or benefits under any public pension or retirement system it shall not be deemed to be additional compensation. Any one or more of such governmental units may determine that a person is an officer or employee if such officer or employee receives a portion of his income from such governmental subdivisions without regard to the manner of his election or appointment. The appropriate officer of

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