



Certified General
Accountants of Ontario

By-Law Four, Code of Ethical Principles and Rules of Conduct and the Public Accounting Licensing Regulations

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Table of Contents

By-Law Four	4
Article 1 - Definitions	4
Article 2 - Registered Membership	6
Membership Categories	6
Application for Regular Membership and Determination of Good Character	6
Approval of Membership Applications	8
Ownership of Certificates	8
Membership Register	8
Dues and Fees	8
Waiver of Dues, Fees or Assessments	8
Article 3 - Resignation, Suspension, Termination, Reinstatement and Readmission of Membership	8
Resignation	9
Suspension	9
Reinstatement	9
Readmission	10
Article 4 - Students.....	11
Article 5 - Governors and Officers.....	11
The Board of Governors.....	11
Election of Governors.....	12
Officers.....	14
Duties of Officers.....	14
Indemnification of Governors, Officers and Committee Members	15
Removal of Governors	15
Article 6 - Committees.....	16
General Provisions	16
Executive Committee	16
Article 7 - Meetings	17
Annual General or Special General Meeting	17
Notice	17
Quorum	17
Auditors	17
Order of Procedure	18
Voting	18
Meetings of the Board of Governors	18
Article 8 - Subsidiary Bodies	19
Article 9 – Maintenance of Professional Standards, Competence and Conduct	19
Compliance by Members, Firms and Students.....	19
Procedures.....	20
Mandatory Professional Development	21
Practice Inspection.....	21
Competence.....	21
Appointment of an Investigator.....	24
Proposed Resolution of a Complaint.....	24
Extraordinary Remedies.....	24
Complaints Concerning a Governor, Committee Member or Association Staff or Their Related Parties .	25
The Competence Tribunal.....	25
The Discipline Committee	27
Appointment of an Investigator.....	29
Proposed Resolution of a Complaint.....	29
Extraordinary Remedies.....	29
Complaints Concerning a Governor, Committee Member or Association Staff or Their Related Parties .	30
The Professional Conduct Tribunal	30
Exception	32
Article 10 - Honours	34
Article 11 - By-Law, the Code of Ethical Principles, Rules of Conduct and the Public Accounting Licensing Regulations.....	35
By-Law	35
The Code of Ethical Principles and Rules of Conduct and the Public Accounting Licensing Regulations	35
Article 12 - Borrowing By-Law.....	36
Article 13 - Head Office and Seal.....	36
Article 14 - Professional Corporations.....	36
Conditions for Professional Corporations.....	36
Ownership of Shares.....	36

Use of Title	37
Articles of Incorporation.....	37
Application for Certificate of Authorization.....	37
Issue of Certificate of Authorization.....	37
Term of Certificate of Authorization.....	38
Change in Particulars.....	38
Renewal of Certificate of Authorization	38
Particulars for Renewal of Certificate of Authorization	38
Renewal Certificate	38
Expired Certificate.....	38
Cease Practising	39
Revocation of Certificate	39
Entries and Notification	39
Ceasing to Practise	39
Application for New Certificate after Expiration or Revocation	39
Public Disclosure.....	40
Exceptions to Public Disclosure	40
Fees Payable to the Association	40
Register.....	40
Other Records.....	40
Fiduciary and Ethical Obligations to Clients	41
Investigations	41
Restrictions Apply to a Professional Corporation's Certificate.....	41
Article 15 - Limited Liability Partnerships	41
1. Limited Liability Partnerships	41
2. Limited Liability Partnerships Permitted by the Certified General Accountants Association of Ontario Act, 1983.....	41
3. Board Authorization to Practice as Limited Liability Partnerships	42
4. Registration of Limited Liability Partnership	42
5. Firm Name to Contain 'Limited Liability Partnership' or 'LLP' or 'L.L.P.'	42
6. Firm Name and the Code of Ethical Principles and Rules of Conduct	42
7. Professional Liability Insurance Coverage	42
8. Loss of Limited Liability Partnership Registration	43
Article 16 – Public Accounting Licence	43
Article 17 – General Provision	46

Schedule A – Code of Ethical Principles and Rules of Conduct

Schedule A to By-Law Four is the Code of *Ethical Principles and Rules of Conduct of the Association*

Schedule B – Public Accounting Licensing Regulations

Schedule B to By-Law Four is the Public Accounting Licensing Regulations of the Association

By-Law Four

This By-Law contains amendments approved by the membership at the September 25, 2009 annual general meeting..

Be it and it is hereby enacted that By-Law Number Three of The Certified General Accountants Association of Ontario be replaced by the following, which shall be By-Law Number Four.

Article 1 - Definitions

1. In this By-Law:

- (a) 'Act' means the Certified General Accountants Association of Ontario Act, 1983, being 31 Elizabeth II, 1982, Chapter Pr6 of The Statutes of Ontario, 1983;
- (b) 'Affiliated organization' means the Canadian Association and any provincial or territorial Certified General Accountants Association, and anybody with whom the Association has executed an affiliation agreement;
- (c) 'Annual general meeting' means a meeting of the members of the Association convened in each calendar year for the purposes stated in Article 7 of this By-Law;
- (d) 'Associate' (of a firm) means a member who is neither a partner, an employee nor a duly registered student;
- (e) 'Association' means the Certified General Accountants Association of Ontario, incorporated by Act of the Legislative Assembly of Ontario on the twenty-third day of February, nineteen hundred and eighty-three;
- (f) 'Board' means the board of governors of the Association;
- (g) 'Canadian Association' means the Certified General Accountants Association of Canada, incorporated by Act of the Parliament of Canada on the sixth day of June, nineteen hundred and thirteen;
- (h) 'Certificate of authorization' means a certificate of authorization issued under the Act authorizing the professional corporation named in it to practise as a certified general accountant;
- (i) 'Chair' means the president elected by the board as provided for by the Act;
- (j) 'Corporation' (capitalized) means the Association;
- (k) 'Executive Vice-Chair' means the executive vice-president elected by the board as provided for by the Act;
- (l) 'Expulsion' means permanent removal from membership;
- (m) 'Firm' means a proprietorship, a partnership, a limited liability partnership, a corporation or a professional corporation engaged in a professional practice or in the practice of public accounting;
- (n) 'Fiscal year' means the fiscal year of the Association terminating on the last day of April of each year;
- (o) 'Indefinite suspension' means removal from membership until condition(s) as specified is/are met;
- (p) 'Independent reviewer' means a person appointed to review a complaint that has been closed by the professional standards and competence committee or the discipline committee;

- (q) 'Licensee' means a member holding a valid licence to practise as a public accountant;
- (r) 'Member' means a person who has been accepted into membership and so registered as provided in Article 2 of this By-Law;
- (s) 'Practice' means a firm providing professional services as a Certified General Accountant to the public;
- (t) 'Practice of Public Accounting' has the meaning given to it in the Public Accounting Act, 2004;
- (u) 'Professional corporation' means a corporation incorporated under the Business Corporations Act, R.S.O. 1990, c. B.16 that holds a valid certificate of authorization under the Act;
- (v) 'Professional Practice' means a proprietorship, partnership, limited liability partnership, professional corporation or corporation that provides professional services;
- (w) 'Public Accountant' means any person that has been granted a licence to practise public accounting pursuant to the provisions of the Public Accounting Act, 2004;
- (x) 'Public representative' means a person who is not a member and who is appointed by the board to represent the public interest;
- (y) 'Register' means the membership database maintained on paper or electronic digital storage media;
- (z) 'Registrar' means the registrar of the Association as appointed by the board from time to time;
- (aa) 'Related person' is any person who has one of the following relationships to the person in question, whether based on blood, marriage, common law or adoption, namely:
 1. child or spouse of a child;
 2. grandchild or spouse of a grandchild;
 3. parent or spouse of a parent;
 4. grandparent or spouse of a grandparent;
 5. sibling or spouse of a sibling;
 6. aunt or uncle or spouse of an aunt or uncle;
 7. niece or nephew or spouse of a niece or nephew.

and in respect of the definition or related person,

"child" means a child born within or outside marriage and includes an adopted child and a person whom a parent has demonstrated a settled intention to treat as a child of his or her family;

"parent" means a persons who has demonstrated a settled intention to treat a child as a member of his or her family whether or not that person is a natural parent of the child;

"spouse" means a person to whom the person is married or with whom the person is living in a conjugal relationship outside marriage.

- (ab) 'Secretary' and 'Treasurer' shall each mean the secretary-treasurer of the Association where these offices are held by one person;
- (ac) 'Special general meeting' means a meeting of the members of the Association convened for the purpose or purposes stated in the notice of such meeting;
- (ad) 'Student' means a person whose application to undertake the program of professional studies approved by the Association has been accepted by the Association and who has paid the appropriate fees and has not withdrawn, or been suspended or expelled;
- (ae) 'Subsidiary body' means a chapter or group as established under Article 8 of this By-Law;
- (af) 'Suspension' means removal of rights and privileges from a member, licensee or a firm for the

period specified; and

(ag) 'Vice-Chair' means a vice-president elected by the Board as provided for by the Act.

2. Words importing the singular number or the masculine gender shall include, where applicable, the plural number or the feminine gender.

Article 2 - Registered Membership

Membership Categories

1. The membership of the Association shall consist of one registered class. Such members may be divided into five categories as follows:
 - (a) Regular Membership may be granted to persons who have applied for and been accepted for membership in the Association and are normally gainfully employed;
 - (b) Retired Membership may be granted to members who have ceased to be full-time gainfully employed and who do not intend at any time thereafter to seek or accept gainful employment either temporarily or permanently. A member is gainfully employed if the member's annual gross income, excluding pension, other retirement income and investment income, is greater than 15 times the annual membership dues that include both the CGA Ontario and CGA Canada portions inclusive of taxes. The member shall make a written application to the registrar for transfer to this category;
 - (c) Parental Leave Status Membership may be granted to members who are taking a temporary leave of absence from employment for the purpose of raising a family and who have made written application to the registrar for transfer to this category. The duration of the leave(s) must be a minimum of 12 months, but will not be granted for more than five years. Leave(s) may be taken consecutively or split in any combination of full years to the five year maximum during a person's membership in the Association;
 - (d) Life Membership, subject to any policy established by the board, may be granted by majority vote of members present in person or by proxy at any annual general meeting of the Association to members who are commended for extraordinary service to the Association;
 - (e) Suspended Membership includes a person whose rights and privileges of membership are suspended for the period specified.
2. Membership shall be terminated by death, resignation, expulsion or expiration of a period of suspension where the terms and conditions imposed by the suspension have not been met.

Application for Regular Membership and Determination of Good Character

3. To be eligible for admission to regular membership, a person shall:
 - (a) (i) be of good character;
 - (ii) be not less than 18 years of age; and
 - (iii) have passed the academic examinations and met the experience requirements prescribed by the board; or
 - (b) be eligible under the Act, affiliation organization's provisions or such other provisions as the board may determine from time to time.
4. Applications for admission to regular membership shall be made on the prescribed form and filed with the registrar at the head office of the Association.
5. The registrar shall review the information filed and shall:

- (a) make any further inquiry of the student or seek any additional documentation as necessary to enable a proper and complete assessment of the application, including information with respect to any relevant matter that took place prior to admission as a student in the Association;
 - (b) conduct or appoint any person to conduct an investigation as necessary;
 - (c) where satisfied that the applicant has met all eligibility requirements for admission, refer the application and supporting materials to the admissions standards committee with a recommendation of eligibility for membership;
 - (d) where not satisfied that the applicant has met all eligibility requirements for admission, refer the application and supporting materials to the admissions standards committee with a recommendation of ineligibility for membership.
6. (a) An admissions standards committee is established and shall be chaired by one governor appointed by the Chair. The composition of the admissions standards committee shall include members of the Association with at least one member who is a licensee and one public representative. The committee shall include broad representation of members in relation to firm size, type of firm, geographic location, as well as members from industry and government;
- (b) The committee shall:
- (i) review all applications sent by the registrar and approve those where it is satisfied that the applicant has met all eligibility requirements for admission;
 - (ii) review any applications where the registrar has recommended that the person is ineligible for membership and conduct all further inquiries into the matter it determines necessary, and may appoint an investigator to conduct such investigation as it deems appropriate;
 - (iii) hold a hearing in respect of any matters referred to it by the public accounting licensing board to determine the good character of a member. This committee shall hold a hearing in writing and the applicable provisions of the Statutory Powers Procedure Act, R.S.O. 1990, Chapter S22, as amended, shall govern;
 - (iv) in respect of a review under paragraph (ii) or a hearing under paragraph (iii) of this subsection, the committee shall:
 - (1) approve the application, or where applicable, inform the public accounting licensing board that it has concluded that the member is of good character; or
 - (2) reject the application or referral and inform the student or the public accounting licensing board, as applicable, of its decision; and
 - (vi) notify the board of all approved applications.
- (c) The student making an application or the member whose character has been referred to the committee by the public accounting licensing board may appeal a decision of the admissions standards committee to the appeal tribunal established under the provisions of Article 9 for this purpose;
- (d) An investigator appointed under this Article has the powers of an investigator appointed pursuant to the provisions of Article 9.
7. The application when presented to the board shall be accompanied by evidence that the applicant:
- (a) has passed the academic examinations prescribed by the board and while registered as a student of the Association or any affiliated organization, has displayed the ability and willingness to conform to the Association's Code of Ethical Principles and Rules of Conduct; or
 - (b) is eligible under the provisions of the Act, affiliated organization's provisions or such other provisions as the board may determine from time to time.

Approval of Membership Applications

8. Notice of board meetings at which applicants for regular membership are to be considered shall contain the name and address of each applicant. The name and address of each applicant admitted to membership shall be included in the minutes of the meeting. All new members shall be issued a certificate of membership by the Association and shall hold the certificate only so long as they remain a registered member.
9. Applicants whose applications are approved by the board, and who have made payment of dues and fees as required, shall forthwith be regular members of the Association.

Ownership of Certificates

10. The certificates issued by the Association and the Canadian Association shall remain the property of the Association or the Canadian Association.

Membership Register

11. The registrar shall keep a register in which shall be entered:
 - (a) the names and addresses of all members of the Association in good standing;
 - (b) the names and addresses of all professional corporations granted a certificate of authorization; and
 - (c) the names and addresses of all limited liability partnerships registered with the Association.

Only those persons or firms so registered are entitled to the privileges of membership in the Association.

12. The registrar shall hold the register open to examination by the public at the head office of the Association during normal office hours.

Dues and Fees

13.
 - (a) Annual dues of regular, retired and parental leave status members shall be set from time to time by resolution of the board and shall be payable on the first of May in each year;
 - (b) Annual fees and dues pertaining to a licence to practise public accounting shall be set from time to time by resolution of the board;
 - (c) Special assessments may be levied from time to time by resolution of the board.
14. Membership dues and entrance fees shall be payable at the time of filing application for admission to membership. The first year's membership dues may be prorated at the discretion of the board. The dues received from successful applicants shall constitute payment in full to the end of the fiscal year in which the applicant is admitted to membership.
15. Any member elected to life membership shall be exempt from payment of annual dues.

Waiver of Dues, Fees or Assessments

16. The board may, at its discretion, waive the annual dues, fees, and/or special assessments of any member or any category of members.

Article 3 - Resignation, Suspension, Termination, Reinstatement and Readmission of Membership

Resignation

1. Any member may tender a written resignation to the board and any firm may make a voluntary request to cancel a certificate of authorization, but neither shall take effect until all arrears of fees, special assessments and other indebtedness to the Association have been fully paid and all outstanding competence and disciplinary complaints against the member and, or, the firm, have been completed and the member or firm has fully satisfied all sanctions imposed by a tribunal.
2. Members or firms whose resignations or requests to cancel a certificate of authorization received by the secretary within 30 days subsequent to the commencement of a fiscal year shall not be liable for the annual dues for that fiscal year.

Suspension

3. (a) Any member or firm who is in default of annual dues, fees or a special assessment or any portion thereof, three months after they become due and payable may, after sending of notice, be suspended from membership by the board and their name published in public newspapers through a press release; in the Association's newsletter; on the Association website, and through other media deemed appropriate under the circumstances;
- (b) Any member who is not licensed as a public accountant and is in default of the Association's mandatory annual continuing professional development requirements three months after the deadline for reporting continuing professional development hours may, after sending of notice, be suspended from membership by the board and their name published in public newspapers through a press release; in the Association's newsletter; on the Association website; and through other media deemed appropriate under the circumstances; and where the member is licensed as a public accountant, the default of the Association's mandatory continuing professional development requirements for any annual period shall be referred to the discipline committee for review and consideration to refer the matter to the professional conduct tribunal;
- (c) Any member or firm who is in default of the payment of professional liability insurance program premiums, or any portion thereof, and does not produce proof of insurance within 30 days of the demand by the registrar for the information, shall be automatically suspended. Suspensions pursuant to this provision shall be reported to the board;
- (d) Any member or firm suspended pursuant to this Article shall be classified as a suspended member or firm for a period of 12 months from the date of suspension. Absent compliance with the terms of the suspension within the 12 month period, the membership is terminated or the certificate of authorization of a professional corporation is revoked. In the event there are outstanding complaints to the discipline committee or the professional standards and competence committee, the termination or revocation is stayed and the person or firm remains a suspended member until the complaint has been dismissed, resolved or completed and, where there is any proceeding before either the professional conduct tribunal, the competence tribunal, or the appeal tribunal, the termination or revocation is stayed and the person or firm remains a suspended member until a decision is rendered. Thereafter, unless the member or firm has fully satisfied the terms related to the imposition of the suspension made pursuant to this Article, the stay is vacated and the membership is terminated or the professional corporation's certificate of authorization is revoked.

Reinstatement

4. (a) Any person or firm whose membership in the Association has been suspended, terminated, or whose certificate of authorization has been revoked, or whose resignation or request for cancellation of a certificate of authorization has been accepted, pursuant to sections 3(a), (b) or (c) and whose suspension has not exceeded one year at the date of application, may apply in writing to the registrar for reinstatement of membership or for the renewal of a certificate of authorization. Any person or firm whose membership in the Association has been suspended pursuant to sections 3(a), (b) or (c) and whose suspension has exceeded one year at the date of application, and any person who has been suspended as a result of a hearing before any tribunal of the Association, may apply in writing to the board for reinstatement of membership.

- (b) Any person whose membership in the Association has been suspended by reason of his or her default in complying with the Association's mandatory continuing professional development requirements may only be reinstated after he or she has fully complied with those requirements;
 - (c) Any member who holds retired status and requests to be reinstated as a regular member is required to pay the current year's annual dues and fulfill the mandatory continuing professional education program from the date of active status.
5. The board or the registrar, as appropriate, shall have the power to refuse or grant reinstatement and to prescribe the conditions upon which the reinstatement may be granted. Such conditions may include the payment of all arrears of annual dues, fees or special assessments, and such other conditions as the board or the registrar may deem fit. The registrar shall report all grants or refusals of reinstatement to the board including the terms, if any, upon which such reinstatements were made.
 6. Pursuant to the provisions of this Article with respect to reinstatement of membership in the Association or the renewal of a certificate of authorization, where a complaint is made against the member or professional corporation subsequent to reinstatement or renewal, in respect of misconduct alleged to have occurred during the time between the previous resignation, suspension, cancellation or termination and the reinstatement of membership or renewal of a certificate of authorization, the complaint shall be investigated by the discipline committee pursuant to the provisions of Article 9 of this By-Law and on completion of such investigation, the discipline committee may pursue any course of action available to it in accordance with the provisions of that Article.

Readmission

7. Any person expelled from membership in the Association pursuant to a decision of a tribunal may apply to the registrar for readmission to membership in the Association by making a written application in the form prescribed by the board and by paying the application fee and administration fee.
8. The registrar shall, upon receiving a written application for readmission to the Association that includes the application fee and administration fee, refer the matter to the discipline committee. Subject to any inquiry or investigation conducted by the discipline committee, it shall refer the application to the professional conduct tribunal for a hearing.
9. The discipline committee may make a request for additional information or conduct an investigation into any matter relevant to the application, pursuant to the provisions of Article 9 of this By-Law.
10. The panel of the professional conduct tribunal hearing the matter with respect to the application shall not include any person who participated in a panel of the tribunal that resulted in the expulsion of the applicant.
11. The professional conduct tribunal shall conduct a hearing of the application for readmission to membership in the Association, pursuant to the provisions of Article 9 of this By-Law, at which the applicant and the discipline committee shall be entitled to be heard.
12. The applicant for readmission must satisfy the tribunal that he or she is of good character and has met all the criteria for readmission to membership in the Association.
13. The professional conduct tribunal shall have regard to the following factors as it may deem appropriate in arriving at its decision:
 - (a) the information contained in the application form and any documents accompanying the form;
 - (b) conduct during the time that the applicant was a member which was not investigated by the discipline committee because the information was reported after the applicant was expelled from membership;
 - (c) the circumstances of the applicant's expulsion from membership, including the nature of the charges of which he or she was found guilty, and the reasons for expulsion given in the tribunal decision and reasons;
 - (d) measures taken by the applicant since expulsion to remedy the factors that gave rise to the conduct for which the member was expelled;
 - (e) the extent to which the applicant has fulfilled the terms of the order of the tribunal resulting in the

- expulsion;
 - (f) the length of time since the applicant's expulsion;
 - (g) the evidence in support of the applicant's character pertaining to any actions by the applicant since expulsion; and
 - (h) the measures taken by the applicant since expulsion which supports his or her request for readmission.
14. The professional conduct tribunal may, at the conclusion of its hearing:
 - (a) accept the application for readmission to membership in the Association;
 - (b) accept the application for readmission to membership in the Association subject to the applicant fulfilling such requirements specified by the tribunal; or
 - (c) reject the application.
 15. A person making application for readmission to membership in the Association, in respect of whom the professional conduct tribunal has conducted a hearing and made a decision, and the discipline committee, shall be given written notice of the tribunal decision and, if not satisfied with the decision, may appeal the decision to the appeal tribunal pursuant to the provisions of Article 9 of this By-Law.
 16. The factors enunciated in section 13 of this Article are applicable to the appeal tribunal.
 17. A decision of a tribunal, or the decision of a court where an appeal has been made to a court, in respect of the application for readmission to membership in the Association, shall be reported to the registrar and to the board.
 18. Membership in the Association shall be granted pursuant to the provisions of Article 2 of this By-Law, as applicable, where the application has been accepted by a tribunal and where applicable, the applicant has fulfilled such requirements specified by the tribunal.
 19. Pursuant to the provisions of this Article with respect to readmission to membership in the Association, where a complaint is made against the member subsequent to readmission, in respect of misconduct alleged to have occurred during the time between the member's previous resignation, termination or expulsion and his or her readmission, the complaint shall be investigated by the discipline committee pursuant to the provisions of Article 9 of this By-Law and on completion of such investigation, the discipline committee may pursue any course of action available to it in accordance with the provisions of that Article.

Article 4 - Students

1. The board may by resolution determine the necessary qualifications and experience requirements for applicants to the program of professional studies, and the fees for tuition, deferments and exemptions.
2. The course of subjects shall be that adopted from time to time by the board.
3. Students shall not make use of the designation or initials of the Association, nor advertise or hold themselves out to be other than students of the Association.
4. Students may form groups for the advancement of their studies and professional knowledge, and for the purpose of making recommendations for the consideration of the board.
5. Students may vote, nominate and be nominated for office in subsidiary bodies.

Article 5 - Governors and Officers

The Board of Governors

1. The affairs of the Association shall be managed by a board of 15 elected governors plus the immediate past chair, each of whom shall be a member of the Association.
2. (a) A member may not serve on the board for a consecutive period exceeding the greater of (i) three terms and (ii) nine years; unless holding the position of Chair, Executive Vice-Chair, or

Secretary/Treasurer at the end of the consecutive period;

- (b) A member who has served as specified in subsection 2(a) of this Article shall be eligible for re-election to the board following a hiatus of five years.
- 3. A member elected to the board may not concurrently hold office in an elected position on a subsidiary body of the Association.
- 4. A member elected to the board may not concurrently be an employee of the Association.
- 5. The board may provide for the appointment, annually, to the board of up to three public representatives as additional governors.
- 6. When a vacancy occurs on the board, the board shall:
 - (a) in the case of an elected governor, not later than the second meeting after the vacancy arises, appoint another member to fill the vacancy until the next election of governors; and
 - (b) provide for the election of another member to fill the vacancy for the balance of the term;
 - (c) in the case of a public representative, appoint another public representative to fill the vacancy.

Election of Governors

- 7. Annually, the members shall elect five of their number to the board for a term of three years, plus sufficient members to fill vacancies arising under subsection 6(b) of this Article.
- 8. Any member permanently domiciled in Ontario may, subject to subsections 2(a), 2(b) and section 10 of this Article, and further provided that the member does not come within the description set out in subsections 26(c) and 26(d) of this Article, be nominated for election to the board.
- 9. In the event of failure to hold an election at the time specified below, the governors shall continue to exercise the authority vested in them until such time as their successors shall be regularly elected.
- 10. The procedure for conducting the election of governors, under the direction of the board through the office of the CEO, is as follows:
 - (a) The date of eligibility for nomination and voting shall be 85 days prior to June 1;
 - (b) The CEO shall send to each member by ordinary mail or by electronic means to members with an email address, not later than 75 days prior to June 1, a request for nominations, a statement of vacancies on the board and a list of amendments to the latest published Ontario Member Roster and Directory of Services. The amendments and the Ontario Member Roster and Directory of Services shall constitute the Amended Ontario Membership Roster;
 - (c) Application for correction of errors in the Amended Ontario Member Roster and Directory of Services should be made in writing to the CEO not later than 55 days prior to June 1. Anyone whose name does not appear in the Amended Ontario Member Roster and Directory of Services or who has not made written application as described above is not eligible to vote;
 - (d) Nominations shall be effected by completing the form supplied and returning it to the CEO not later than 55 days prior to June 1. It shall show the name of the member nominated and be signed by the nominee to indicate acceptance and by two members as proposers;
 - (e) The governors shall be elected by means of:
 - (i) a mail paper ballot as hereinafter provided; or
 - (ii) by ballot cast through electronic medium, the anonymity, security and authenticity of which can be verified by the scrutineers appointed by the Chair under subsection 10(h).
 - (f) The CEO shall, not later than 35 days prior to June 1:

- (i) Determine the number of eligible voters as listed in the Amended Ontario Membership Roster;
 - (ii) Allocate a block of numbers equal to or greater than the number of eligible voters without email addresses and record the first and last numbers of such block;
 - (iii) Provide paper ballots, equal in number to the eligible voters without email addresses and to eligible voters with email addresses who request paper ballots, to each of which shall be assigned a separate number selected from the allocated block, and which shall contain the names of all members who have been nominated for election to the board;
 - (iv) Provide access to voting through electronic medium to eligible voters with email addresses who have not requested paper ballots.
- (g) The CEO shall, not later than 24 days prior to June 1, send by ordinary mail or electronic medium to each member determined to be an eligible voter:
- (i) a randomly selected paper ballot or access to voting through electronic medium;
 - (ii) a stamped ballot envelope, marked on the outside "Official Ballot" and addressed to the CEO; and
 - (iii) such instructions and extracts from this By-Law that may be deemed necessary for the guidance of voters, provided that such instructions shall include the statement that the ballot envelope, and no other, shall be used for the purpose of returning the ballot to the CEO and that only the use of the electronic medium access provided by the Association shall be used for the purpose of voting by electronic medium.
- (h) The Chair shall, not later than 12 days prior to the last Friday in May, appoint three or more scrutineers. Only a member whose name appears in the Amended Ontario Member Roster and who is not a governor or a nominee for election as a governor shall be eligible for appointment as a scrutineer.
- (i) Each voter shall, after duly marking the ballot, enclose the ballot in the ballot envelope, seal the ballot envelope, and forward it by post or deliver it in person to the CEO so that it shall be in the possession of the CEO not later than 4:30 p.m. of the last Friday in May, and after that hour no further ballots shall be received;
- (j) The CEO shall deliver, unopened, all ballots returned by the date specified in paragraph 10(h)(i) and any unused ballots to the scrutineers at the time fixed for count, together with the recorded first and last numbers of the allocated block of numbers as aforementioned;
- (k) The scrutineers shall, on a day and time to be fixed by the Chair:
- (i) Account for all the ballots produced by post, noting those that remain unused and those distributed to eligible voters, thus establishing a list of numbered paper ballots valid for the election;
 - (ii) Declare void and destroy, with its contents, any returned envelope substituted in place of the official ballot envelope;
 - (iii) Open the returned ballot envelopes and place the ballots in numerical order;
 - (iv) Declare void, and not record in the count of votes for the election of governors, any ballot the number of which falls outside the list of numbered ballots valid for the election, or any ballots that bear duplicated numbers, or any ballot that shows votes for more candidates than are required to fill the available vacancies or any ballot on which the name of any candidate has been repeated;
 - (v) Account for all the ballots cast by electronic medium;
 - (vi) Record the vote and report the result thereof to the CEO.

11. Elected governors shall be ranked by the number of votes polled and those receiving the higher number

of votes shall fill the vacancies for the longer terms.

12. In the event of a tie vote for the last available vacancy or between a longer or shorter term, the Chair shall cast a deciding vote.
13. The CEO shall report to each member which candidates were elected as governors. Such reporting will be by ordinary mail or electronically and list the successful candidates in alphabetical order, without the ballot counts or ranking.
14. Notwithstanding anything contained in Article 5 or Article 7, in the event of a mail strike or other occurrence which, in the opinion of the board requires the termination of an election or the termination or adjournment of any annual general or special general meeting, the following shall apply:
 - (a) The board shall have power to terminate such election or to terminate such meeting or to adjourn such meeting from time to time; but in such case one or more members of the board shall be present at the place and time of the original meeting to inform the members then present of the decision of the board to terminate or to adjourn such meeting;
 - (b) In the event that such meeting is terminated, a new meeting shall be called by the board forthwith after termination of the mail strike or other occurrence for the purposes for which the original meeting was called;
 - (c) The foregoing provisions for termination of an election or the termination or adjournment of a meeting shall apply to any mail ballot for the election of governors or for any other purpose provided in this By-Law;
 - (d) In the event that an election is terminated, a new election shall be called by the board forthwith after the termination of the mail strike or other occurrence requiring termination of the election;
 - (e) The foregoing provisions as to the conduct of the election of governors shall apply to any such new election and the board shall select the first day of the first month which is practicable in substitution for the first day of June date required aforesaid;
 - (f) Save as to the new date necessarily substituted for June 1, any new election shall be conducted in strict accordance with the procedure set out in Paragraph 10 of this Article and including strict compliance with all stipulations as to time and with the last Friday of the month preceding the substituted date substituted for the last Friday in May aforesaid.
15. The newly elected governors shall assume office upon adjournment of the board meeting, normally held in June, where the officers are elected, and upon signing the declaration of office.

Officers

16. The officers of the Association shall be a Chair, a vice chair, a secretary/treasurer, and two executive members.
17. The newly elected officers shall assume their positions upon adjournment of the meeting at which they were elected.

Duties of Officers

18. The Chair shall preside at all annual general meetings and special general meetings of the Association and meetings of the board, and shall call meetings of the members and of the board when the chair deems necessary and when called upon in proper manner to do so.
19. In the absence of the Chair, the executive vice-chair, or failing which a vice-chair in order of seniority, shall preside.
20. In the absence of the Chair and all vice-chairs from a duly called meeting of the board, the secretary

shall call the meeting to order and conduct the election of a chair who shall preside over that meeting.

21. In the absence of the secretary from a duly called meeting of the board, the board shall appoint some other member or some other person to act as secretary for that meeting.
22. The secretary shall have charge of all minutes, records, and correspondence of the Association, shall report such facts regarding the same as may be required, and perform the duties pertaining to such office. The secretary shall turn over to the successor, or to whomsoever the board may appoint, the seal, books, records, papers, writings and all other property belonging to the Association. The secretary also shall act as secretary of the board and shall issue notices as required.
23. The treasurer shall be responsible for the collection and receipt of all monies due to the Association and the acknowledgement of receipt. The treasurer shall deposit all such monies in an account or accounts in the name of the Association in a chartered bank or trust company in Canada as designated by the board and make disbursement from such, account or accounts at the direction of the board. The treasurer shall also, at each meeting of the board, present an interim financial statement on the affairs of the Association. At the annual general meeting the treasurer shall render statements, with the auditors' report thereon, showing the revenue and expenditures during the fiscal year and the financial position as at the close of the fiscal year. The treasurer shall report at least once a year to the board any member in arrears, and shall keep all books and accounts at any time open to inspection by the board and by the auditor.
24. The board may delegate such duties as it determines unless expressly prohibited by law or by this By-Law.

Indemnification of Governors, Officers and Committee Members

25. Every governor, officer or committee member of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
 - (a) all costs, charges and expenses whatsoever that such governors, officers, committee members or other persons sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or about the execution of duties of their offices or in respect of any such liability;
 - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his own malice, willful neglect or default.

Removal of Governors

26. Governors or public representatives may vacate their office by submitting their resignation in writing to the board and such resignation shall be effective at the next meeting of the board.
27. Governors or public representatives shall automatically cease to hold such office when:
 - (a) they cease to be a member of the Association; or
 - (b) they fail to attend three consecutive meetings of the board without giving in writing good and valid reasons acceptable to the board; or
 - (c) they are certified to be not competent to manage their own estate under the Mental Health Act;
 - (d) they become bankrupt;
 - (e) the board has voted to remove or suspend the governor or public representative in accordance with the procedures set out in the board of governors' confidentiality policy and the conflict of interest policy.
28. When a governor or a public representative resigns or ceases to hold office the board shall at the next

meeting of the board declare the seat vacant and proceed to fill the vacancy in accordance with Paragraph 6 of this Article.

29. The members, at any annual general meeting or at any special general meeting called for the purpose, by resolution may remove any governor provided that such resolution is passed by a vote of not less than three-quarters of the members present at the said meeting either personally or by proxy.

Article 6 - Committees

General Provisions

1. The board may appoint or elect committees, but shall elect an executive committee in accordance with section 11 of this Article.
2. The board may delegate to committees such powers and duties as the board may determine unless expressly prohibited by law or by this By-Law.
3. The Chair shall be a member of all committees.
4. Actions of committees, beyond the powers delegated to them as described in section 2 of this Article, shall not be binding on the board unless and until approved by the board.
5. The Chief Executive Officer shall be a non-voting member of all committees.
6. Except as otherwise provided in this By-Law, the Chair shall appoint committee chairs.
7. Meetings of each committee shall be subject to the call, oral or written, of the chair.
8. A quorum of the admissions standards committee, the professional standards and competence committee, the discipline committee, the public accounting licensing board and the public accounting licensing review committee shall consist of one half the members of the committee, excluding those appointed under sections 3 and 5 of this Article, or three persons, whichever is greater, and shall include a licensee and a public representative. One half of the members of all other committees, excluding those appointed under sections 3 and 5 of this Article, shall constitute a quorum of all meetings of committees.
9. At meetings of committees questions shall be decided by a majority vote of committee members present, and in the case of a tie vote the chair of the meeting shall be entitled to cast a second or deciding vote.
10. The chair of each committee shall cause to have written the minutes of each meeting of the committee, not later than 30 days after each meeting and shall forthwith forward to the secretary of the Association a copy of such minutes.

Executive Committee

11. The board shall elect from its number an executive committee of not less than three governors, one of whom shall be the executive vice-chair who shall be chair of the committee.
12. The board shall not delegate to the executive committee the power to enact matters of policy or to approve extraordinary expenditures.
13. Minutes of each meeting of the executive committee shall be submitted to the next meeting of the board for approval.
14. The Chief Executive Officer shall be the secretary of the executive committee.
15. The provisions of sections 1 to 9 inclusive of this Article shall be applicable to the executive committee.

Article 7 - Meetings

Annual General or Special General Meeting

1. The annual general meeting shall be held at such place within Ontario at such time in each calendar year as the board may from time to time determine.
2. Any matter pertaining to merger, amalgamation or admission of the membership of another body must be approved at an annual general meeting or special general meeting of the Association called for that purpose and any resulting agreement in order to be binding must receive the approval of a two-thirds majority of those members voting in a mail or electronic ballot conducted for that purpose.
3. The Chair or the board:
 - (a) May call a special general meeting whenever either deems it necessary;
 - (b) Shall call a special general meeting whenever requested in writing to do so by at least 20 per cent of the members and shall do so within 60 days of the receipt of such written request.

Notice

4. (a) The notice of the time and place of holding the annual general meeting or any special meeting shall be:
 - (i) mailed to each member by ordinary mail to the member's last known address, postage prepaid; or
 - (ii) sent by electronic means to all members with email addresses;provided that all members receive the said notice by one or the other method prescribed in this section;
- (b) Such notice shall be mailed or sent electronically not less than 15 days, excluding both the day of mailing by post or electronic medium, as the case may be, and the day of the meeting, before the date of the meeting.
5. Failure to receive such notice, for any reason whatsoever, shall not invalidate the said notice and it shall not be necessary to give public notice or advertisement of the said meeting.
6. Where the said meeting is a special general meeting the said notice shall state the specific business to be transacted thereat and no further business shall be transacted.

Quorum

7. Fifty members personally present or represented by proxy shall constitute a quorum at the annual general meeting or any special general meeting. If a quorum is not present within one hour after the time appointed for the meeting, a new meeting shall be called.

Auditors

8. One or more auditors shall be elected annually at the annual general meeting of the Association. The auditor partner of the firm appointed should be rotated every five years at a minimum.
9. Any member other than a governor, public representative, or employee of the Association shall be eligible for election or appointment as auditor.
10. In the event of the resignation or death of an auditor, or of an auditor becoming disqualified, or of an

auditor becoming in the opinion of the board incapable of performing the duties of auditor, the board may fill the vacancy by appointment until the next annual general meeting or special general meeting.

Order of Procedure

11. The order of procedure at the annual general meetings of the Association shall be as follows:
 - (a) Reading, correcting and adopting minutes;
 - (b) Reading and considering correspondence;
 - (c) Reading and considering reports of committees;
 - (d) Amendments or additions to By-Laws;
 - (e) Reading and considering the audited financial statements;
 - (f) Election of auditors;
 - (g) General business.
12. In all matters not governed by this By-Law, procedures shall be in accordance with Robert's Rules of Order.

Voting

13. Every member shall be entitled to attend all annual general meetings and special general meetings and all members, including the Chair of the meeting, shall be entitled to vote on all questions brought before the meeting.
14. All members may be represented at annual and special general meetings of the Association by another member acting as their proxy, provided that such proxy is in writing, whether in paper form or in electronic form sent by electronic means, and on the form provided by the secretary or a facsimile thereof and further provided:
 - (a) That no proxy in paper form shall be signed in blank and any proxy shall be valid only for the meeting for which it was specifically given or for any adjournment thereof;
 - (b) That proxies sent to the Association by electronic means shall contain the member's name and email address so that the authenticity of the proxy can be verified;
 - (c) The proxies or notices of proxies held must be filed, by post or through electronic medium, with the secretary three days before the meeting takes place, excluding the day of filing and the day of the meeting.
15. Except as otherwise provided in this By-Law, questions at meetings of members shall be decided by a majority of members present either in person or by proxy, and in the case of a tie vote the chair of the meeting shall be entitled to cast a second or deciding vote.

Meetings of the Board of Governors

16. The Chair shall call a meeting of the board:
 - (a) When the Chair deems it necessary;

- (b) When presented with a written request signed by five governors that a meeting be held, and the date of such meeting shall be not later than two weeks after the receipt by the Chair of the written request.

17. The board may meet at any place within Ontario.
18. Notice of the time and place of holding any meeting of the board shall be mailed by ordinary mail, postage prepaid, or electronically, not less than five days, excluding both the day of mailing or the sending of an electronic notice and the day of the meeting, before the date of such meeting to each member of the board, provided, however, that where all members of the board are present and waive notice a meeting may be held without notice.
19. A simple majority of the members of the board shall constitute a quorum for the transaction of business.
20. A copy of the minutes of each meeting of the board shall be mailed by the secretary to each member of the board within 30 days after such meeting.
21. Questions at meetings of the board shall be decided by a majority of the members of the board present, and in the case of a tie vote, the Chair shall be entitled to a second or deciding vote.

Article 8 - Subsidiary Bodies

1. The board may authorize the formation of chapters and groups in geographical areas not within the jurisdiction of affiliated organizations.
2. Such chapters and groups will exist at the pleasure of the board. Their rights and responsibilities shall be as defined from time to time by the board. Such chapters and groups may not seek incorporation or charter as independent units of the Association.
3. The operation of a chapter or group shall be directed by a board of directors not less than three in number, elected by the members and students in that chapter or group.
4. Directors shall be responsible for operating the chapter or group in accordance with guidelines laid down by the board.
5. Each chapter or group shall hold a meeting of its members and students at least once a year and submit a financial statement and report on its activities to the board.
6. Upon declaration by the board that any chapter or group is no longer operative, the rights and responsibilities of the chapter or group shall cease to exist and its net assets shall be transferred to the Association.

Article 9 – Maintenance of Professional Standards, Competence and Conduct

Compliance by Members, Firms and Students

1. (a) All members, firms, and students of the Association are required to comply with the Code of Ethical Principles and Rules of Conduct of the Association, which forms Schedule A to this By-Law;
- (b) The term 'complaint' refers to information from any source that suggests that a member, firm or student has:
 - (i) breached the Code of Ethical Principles and Rules of Conduct; and/or
 - (ii) failed to meet the standards of professional competence.
- (c) All members, firms, and students, by their applications for membership, a certificate of authorization, or registration as a student, as applicable, or by their applications for reinstatement or readmission to membership, the renewal of a certificate of authorization, or re-registration as a student, or by their continuance of membership or registration, shall consent and be deemed to

have consented to the release of information, to the complainant, provided by them pursuant to this Article in response to a complaint and further agree that they shall use the information received by them in the course of the exchange of information pertaining to the complaint only for purposes relating to the administration or compliance with the By-Law and with the Code of Ethical Principles and Rules of Conduct of the Association. Use for any other purpose shall constitute a breach of this provision.

Procedures

2. In order to maintain the standards of the Association, the following entities are established:

(a) A discipline committee to:

- (i) receive and investigate complaints concerning any member, firm, or student; or
- (ii) consider an application for readmission to membership in the Association.

The discipline committee shall be chaired by one governor appointed by the Chair. The committee members shall be appointed by the discipline committee chair and include at least one public representative and one licensee;

(b) A professional standards and competence committee to:

- (i) receive and review or investigate matters relating to issues of professional competence, and
- (ii) hear appeals from members with respect to extensions of the mentoring program.

The professional standards and competence committee shall be chaired by one governor appointed by the Chair. The chair of the committee shall appoint members of the Association and at least one public representative and one licensee to serve on the professional standards and competence committee;

(c) A competence tribunal to hear matters referred to it relating to issues of professional competence following the procedure of the Statutory Powers Procedure Act, R.S.O. 1990, Chapter S22, as amended. Members of the competence tribunal shall be appointed by the Chair and shall include at least one licensee and one public representative. A competence tribunal panel of three comprised of two members of the Association and one public representative shall hear proposed resolutions regarding complaints and unresolved complaints. Where the matter pertains to a licensee, the competence tribunal panel composition with respect to members of the Association shall include at least one licensee. A quorum of a competence tribunal panel shall be three persons;

(d) A professional conduct tribunal to accept or reject the resolution of complaints reached by the discipline committee; in cases that have not been resolved or that pertain to an application for readmission to membership in the Association, to inquire into, to hear and pronounce upon complaints referred to it by the discipline committee; or to hear matters referred by the Chair under this By-Law. Members of the professional conduct tribunal shall be appointed by the Chair and shall include at least one licensee and one public representative. A professional conduct tribunal panel of three shall hear proposed resolutions regarding complaints, unresolved complaints or a matter in relation to an application for readmission to membership in the Association following the procedure of the Statutory Powers Procedure Act, R.S.O. 1990, Chapter S22, as amended. Where the matter pertains to a licensee, the professional conduct tribunal panel composition with respect to members of the Association shall include at least one licensee. A quorum of a professional conduct tribunal panel shall be three persons;

(e) An appeal tribunal to hear appeals from the admissions standards committee, competence tribunal, the professional conduct tribunal, the public accounting licensing board and the public accounting licensing review committee following the procedure of the Statutory Powers Procedure Act, R.S.O. 1990, Chapter S22, as amended. Members of the appeal tribunal panel shall be appointed by the Chair and shall include at least one licensee and one public representative. In each case a tribunal panel shall be comprised of two members of the Association and one public representative, and where the matter before the tribunal panel pertains to a licensee, the composition with respect to members of the Association shall include at least one licensee. A quorum of an appeal tribunal panel shall be three persons.

The term of appointment to a tribunal shall be three years. Vacancies that occur in a tribunal will be filled by appointment by the Chair.

Mandatory Professional Development

3. The Association shall establish requirements to be met by each member with respect to mandatory professional development. The failure to meet these requirements shall be subject to sanctions as provided by this By-Law.

Practice Inspection

4. (a) The Association shall conduct an inspection of a member's practice for the purpose of determining if the member is meeting standards of professional competence;
- (b) The practice inspection shall verify that every licensee that issues or seeks to be authorized to issue audit reports on financial statements of any reporting issuer as defined under the Securities Act is registered with the Canadian Public Accountability Board;
- (c) A member is compelled to produce working paper files, books, documents or other materials as required by the practice inspector and any failure to comply with this provision shall be a breach of professional conduct;
- (d) The practice inspector has the powers of an investigator as necessary to perform a practice inspection;
- (e) After each practice inspection, the Association through the professional standards and competence committee shall review the results determined by the practice inspector and shall, where necessary:
 - (i) recommend practice improvements;
 - (ii) direct a follow-up practice inspection within a time to be specified;
 - (iii) direct that the member take professional development or training as necessary;
 - (iv) direct that the member practice only under the active supervision of another member approved by the Association; and/or
 - (v) make a referral to the competence tribunal where the continuing actions of the member are substantially inconsistent with the objectives of the Association's practice inspection program.

Competence

5. (a) On receipt of a complaint, the professional standards and competence committee's staff shall make such reasonable inquiries as necessary in order to determine its merits and to report the results of the inquiry to the professional standards and competence committee. Where information comes to the attention of the committee that suggests a member or a firm fails to meet standards of professional competence pursuant to deficiencies in:
 - (i) the member's knowledge, skill or judgment; and/or
 - (ii) the member or a firm's attention to the interests of clients, the records, systems or procedures of the practice.and where the deficiencies give rise to a reasonable apprehension that the quality of service to clients or an employer may be adversely affected, the matter shall be referred to the professional standards and competence committee;
- (b) The professional standards and competence committee shall, after receiving a complaint that suggests that a member or a firm fails to meet the standards of professional competence, and after inviting submissions in writing from the complainant, where applicable, and the person or the firm

under investigation, and after providing the complainant's information to the person or the firm under investigation and the information from the person or the firm under investigation to the complainant, as appropriate:

- (i) identify the failure as an apparent failure to meet the standards of professional competence that are generally accepted by the profession and that apply to accounting, financial reporting, and audit, review and compilation engagements;
 - (ii) attempt at its discretion, to arrive at a resolution of the complaint that is agreeable to all parties;
 - (iii) upon notice to all parties, present the facts of the complaint and a proposed agreed resolution thereof, if such may occur, in a summary manner, after a 10-day waiting period, to the competence tribunal for its decision to accept or reject the proposed agreed resolution pursuant to the procedures described in subsection 5(j) of this article. During the said 10-day waiting period, any party may withdraw from the proposed resolution of the complaint;
 - (iv) where the professional standards and competence committee is unable to arrive at a mutually agreed upon resolution of the complaint, or agreement to a resolution is withdrawn as aforesaid, or if resolution by agreement is not desirable, refer the matter to a competence tribunal and, within 30 days, advise the complainant, the person or firm under investigation, and the secretary of the Association for a report to the board of its decision to refer the matter to the tribunal;
 - (v) in cases where the professional standards and competence committee determines that the complaint did not disclose a failure to meet the standards of professional competence, advise the complainant and the person or firm under investigation, within 30 days, that the matter has been reviewed and closed.
- (c) *where the committee receives notice from a member that he or she wishes to appeal the decision of his or her mentor to extend the member's mentoring program, the committee shall:*
- (i) *request the member to file information to support his or her contention that the mentor program should not be extended, to the extent proposed or at all;*
 - (ii) *provide the appeal materials to the mentor and request the mentor to respond with information in support of the mentor's decision to extend the member's mentoring program;*
 - (iii) *make a decision on the written material before it.*
- The committee may request, at its discretion, that either the member or mentor or both attend before it to answer questions concerning their submissions.*
- The decision of the committee shall be final and binding.*
- (d) Where on completion of its investigation, the professional standards and competence committee determines that a complaint is to be closed without pursuing a course of action described in subsection 5(b) (i) to (v), it may provide guidance and advice to a member, firm or student. The guidance and advice shall be construed as remedial in nature;
- (e) In the course of any review, investigation or proceedings under this By-Law, the member or firm is prohibited from making an arrangement with the complainant whereby the complainant would withdraw the complaint or agree not to testify. Where the matter giving rise to the complaint is settled by agreement of the complainant and the member or the firm under investigation, or for any other reason, and the complainant withdraws the complaint, the review, investigation or proceedings shall continue at the discretion of the professional standards and competence committee;
- (f) Where the complainant is dissatisfied with the decision of the professional standards and competence committee made pursuant to subsection 5 (b) (v) and/or subsection 5 (d), the complainant may:
- (i) make a written request, sent by registered mail or any other method of delivery that requires the signature of the recipient to the professional standards and competence committee, within 30 days of the date of the committee's notice to the complainant that the complaint has been

closed; and

- (ii) outline the specific issues that the complainant seeks to have reviewed; and
 - (iii) pay a fee for the review, in an amount to be determined by the Association from time to time, which fee shall be refunded to the complainant if the independent reviewer refers the complaint back to the professional standards and competence committee for reconsideration.
- (g) Upon receipt of a written request for a review of the professional standards and competence committee's decision made pursuant to subsection 5(b) (v) and/or subsection 5(d), the committee shall forward the request to the Chair;
- (h) (i) Upon receipt of such a request by a complainant, the Chair shall appoint an independent reviewer to perform an independent review of the closed complaint.
- (ii) The independent reviewer shall:
- (1) consider any written application, including the material before the professional standards and competence committee, made by a complainant that has been sent within the stipulated limitation period;
 - (2) obtain such technical or other assistance as necessary to properly fulfill his or her responsibilities;
 - (3) refer the complaint to the professional standards and competence committee for reconsideration: where the independent reviewer determines that the professional standards and competence committee was not in receipt of all information and documents that are now available to the independent reviewer and where the documents and information were not in the possession of the complainant and could not reasonably have been in the possession of the complainant prior to the disposition of the complaint by the committee; where the independent reviewer suspects a lack of independence on the part of any member of the committee who participated in the decision to close the complaint or any other reason that is appropriate in the circumstances, and, in that event, advise the complainant and the person under investigation of the reasons for doing so;
 - (4) in the event that the independent reviewer does not refer the complaint to the professional standards and competence committee for reconsideration, the independent reviewer shall advise the complainant and the person under investigation of that decision, and shall provide reasons for that decision by registered mail or any other method of delivery that requires the signature of the recipient within 30 days from the date of reaching a decision;
 - (5) receive the written reasons of the professional standards and competence committee after its reconsideration of the complaint.
- (iii) The independent reviewer shall make a report to the board annually;
- (iv) The professional standards and competence committee shall:
- (1) receive any referral from the independent reviewer and give consideration to all information; and
 - (2) make a decision and provide written reasons for the committee's decision to the independent reviewer, the complainant and the person under investigation, within 30 days.
- (v) Where the member is a licensee or a professional corporation engaged in the practice of public accounting and where a complaint was dismissed in the investigative process or dealt with by admonishing the licensee, the complainant shall be notified in writing of the outcome of the review and this notification shall inform the complainant that if the complainant is unsatisfied with the manner in which the complaint was handled, the complainant may request that the Public Accountants Council review the handling of the complaint.

Appointment of an Investigator

- (i) (i) In order to assist it in determining whether there may have been a failure to meet the standards of professional competence, the professional standards and competence committee may appoint an investigator to investigate any complaint and to report the results to the committee;
- (ii) An investigator may:
 - (1) investigate any other matter related to member competency that comes to the attention of the investigator in the course of the investigation, whether or not connected with the complaint under investigation;
 - (2) require the person or firm under investigation to provide information and answers to questions that relate to all matters under investigation;
 - (3) upon reasonable notice, enter the business premises of the person or firm under investigation during reasonable business hours or at such other time as may be agreed to by the person or firm under investigation;
 - (4) require the production of and examine any documents, files, records, storage devices or receptacles or other information that relates to matters under investigation;
 - (5) make copies of, or remove, for making copies, any item referred to in the preceding section; where the item is removed a receipt shall be given;
 - (6) return the items borrowed for purposes of copying with reasonable dispatch, giving recognition to the volume and complexity associated with the copying.
- (iii) The investigator shall complete the investigation within a reasonable time for the scope and circumstances of the investigation and shall prepare and submit a report to the professional standards and competence committee at the completion of the investigation.

Proposed Resolution of a Complaint

- (j) Where the professional standards and competence committee presents a proposed agreed resolution of a complaint to the competence tribunal, the tribunal shall only accept or reject the proposed resolution; it shall not vary it. Provided the competence tribunal ratifies the proposed resolution of the complaint, this ratification shall be the final disposition of the complaint. Where the tribunal refuses to accept the proposed resolution, it may grant the professional standards and competence committee an opportunity to return before it within 10 days or such other reasonable time as shall be stipulated by the tribunal, with an amended proposed agreed resolution. Where the competence tribunal refuses to ratify a proposed resolution and does not grant the professional standards and competence committee an opportunity to return before it with an amended proposed agreed resolution, a newly constituted competence tribunal panel shall be appointed to conduct a formal hearing pursuant to section 6 herein. Within 30 days of any decision made by the tribunal, the Association shall advise the complainant, the person or firm under investigation, and the secretary of the Association for a report to the board of the decision;

Extraordinary Remedies

- (k) (i) If in the course of its review of a complaint that come before it, the professional standards and competence committee receives evidence that discloses likely immediate and serious harm to the public or a third party, it shall cause the complaint to be summarily investigated and on receipt of the investigation report, it shall submit that summary investigation report to the Chair;

- (ii) Where the Chair, on reviewing the summary investigation report submitted by the professional standards and competence committee, believes that immediate suspension of a member or the certificate of authorization of a firm is required in the public interest, the Chair may impose a suspension on the member or the firm effective immediately and for a period of time to be specified. A suspension imposed by the Chair is subject to confirmation by the board at its next meeting;
- (iii) Where the Chair, after receiving the summary investigation report of the professional standards and competence committee, imposes a suspension, the Chair shall inform the member or the firm of the investigation and the decision to impose the suspension;
- (iv) The member or the firm may apply to the Chair to stay the immediate suspension. The member or the firm shall provide evidence in support of the application and shall provide ten days notice to the professional standards and competence committee of the application;
- (v) At the conclusion of the period of suspension imposed by the Chair and confirmed by the board, the Chair, with the subsequent approval of the board, may impose an additional period or periods of suspension where there is a continuing public interest in doing so. The Chair shall provide the member or the firm and the professional standards and competence committee with the opportunity to present submissions prior to making a decision as to whether to impose any additional periods of suspension;
- (vi) The professional standards and competence committee shall complete the investigation in accordance with section 5 of this Article;
- (vii) Where the Chair is unable to act, the executive vice-chair shall act in the Chair's place.

Complaints Concerning a Governor, Committee Member or Association Staff or Their Related Parties

- (l) (i) The Chair shall receive any complaint or information which suggests that a governor or a member of the Association who is a member of any committee of the Association or a member of the Association staff or any member who is a related person of such governor or committee member or staff member may have failed to meet the standards of professional competence included in, but not limited to, Article 9, subsection (5)(a);
- (ii) The chair shall appoint a person who is not a governor or former governor, or a member or former member of the staff of the Association to conduct any review or investigation as necessary and that person shall have all the investigatory power provided under this By-Law. The results of the investigation or review shall be reported to the Chair;
- (iii) The Chair, at least two public representatives and, where the governor or member who is the subject of the complaint is licensed as a public accountant, a licensee, shall constitute the professional standards and competence committee in the circumstances of such a complaint and shall make its decision with respect to an appropriate course or action for the matter included in, but not limited to, Article 9, section (5);
- (iv) Where the complaint is made against the Chair, the executive vice-chair shall act in his or her place.

The Competence Tribunal

- 6. (a) Parties to the proceedings are the professional standards and competence committee, the member or a representative of a firm who is the subject of the hearing, and any other person added as a party by the competence tribunal;
- (b) Sections 12 to 17 and sections 19 to 21 of Article 9 herein apply to a competence tribunal hearing *mutatis mutandis*;
- (c) Where the competence tribunal determines that the member or a firm is failing or has failed to meet standards of professional competence necessary to serve the interests of the public or an employer, the tribunal shall make one or more of the following orders:

- (i) reprimand;
 - (ii) expulsion from membership in the Association;
 - (iii) revocation of a licence or certificate of authorization;
 - (iv) suspension of a member, a licence, or a certificate of authorization, for a specified period;
 - (v) suspension of a member, a licence, or a certificate of authorization, specifying conditions for reinstatement;
 - (vi) requirement to complete professional development or other courses or the successful completion of examinations;
 - (vii) require the member or the firm to institute new records, systems or procedures in the practice;
 - (viii) require the member or the firm to obtain professional advice with respect to the management of the practice;
 - (ix) a review under the practice inspection program;
 - (x) order a re-investigation by the professional standards and competence committee by a prescribed date;
 - (xi) require the commencement of a hearing before the professional conduct tribunal in accordance with section 12 of this Article;
 - (xii) restrict the member or the firm to specified areas of practice either for a specified time or on such terms and conditions as may be ordered;
 - (xiii) require the member or the firm to practise only under the active supervision of another member approved by the Association;
 - (xiv) an order to compensate the aggrieved party;
 - (xv) assessment of a fine and/or costs;
 - (xvi) any other order the competence tribunal considers appropriate as the case may require in the public interest.
- (d) Where it appears to the competence tribunal that a member or members of the public would be at risk by reason of the fact that a member or firm remains in good standing, it may on its own or at the request of the professional standards and competence committee order that the rights and privileges of the member, or the certificate of authorization of a firm, be suspended in whole or in part until the final disposition of the charge(s). Where a member or a certificate of authorization is suspended in this manner, the hearing must proceed in an expeditious manner;
 - (e) When the competence tribunal completes its hearing of a matter, it may issue an immediate order prior to the delivery of its reasons that a member be suspended or expelled or the certificate of authorization of a firm be suspended or revoked. On doing so, the member's or firm's rights and privileges of membership are suspended or terminated from the time of the order of suspension or expulsion or the suspension or revocation of the certificate of authorization, as applicable;
 - (f) The member or firm subject to the immediate suspension or termination of membership or the suspension or revocation of a certificate of authorization, as applicable pursuant to section 5 (5) and (6), may move on 10 days notice to the appeal tribunal for an order staying the implementation of any suspension, expulsion, or revocation, imposed by the competence tribunal pending the release of its decision on the complaint. The notice of motion to stay shall specify the grounds in support of the stay and shall be sent by registered mail or any other method of delivery that requires the signature of the recipient to the secretary of the Association, the chair of the professional standards and competence committee and to the appeal tribunal;
 - (g) Where a member or a firm fails to comply with any order made by the competence tribunal, the

matter may be brought back before the competence tribunal for any order it considers appropriate;

- (h) Where, as a result of an order or decision of the competence tribunal, the member or the firm's ability to practise is restricted in any manner, the terms of the restriction (s) shall be made public by posting the decision on the website of the Association as soon as practicable and a copy of such order or decision and reasons therefor shall be sent to the secretary of the Association, to the chair of the professional standards and competence committee, and to the person under investigation, and to any party added to the proceeding by the tribunal, together with a notice of each party's right to appeal the decision of the professional standards and competence tribunal to the appeal tribunal. Where the member or the firm is a licensee, the order or decision shall also be provided to the Public Accountants Council for posting on its website;
- (i) Any appeal of an order of the competence tribunal is to the appeal tribunal in accordance with the provisions of Paragraph 22 mutatis mutandis.

The Discipline Committee

- 7. (a) On receipt of a complaint or an application for readmission to membership in the Association, the discipline committee's staff shall make such reasonable inquiries as necessary in order to determine its merits and to report the results of the inquiry to the discipline committee. The discipline committee shall, after receiving a complaint or an application for readmission to membership in the Association, and after receiving submissions in writing from the complainant or applicant, where applicable, and the person under investigation, and after providing the complainant's information to the person or the firm under investigation and the information from the person or firm under investigation to the complainant, as appropriate:
 - (i) identify the complaint as an apparent infraction of the Code of Ethical Principles and Rules of Conduct;
 - (ii) attempt at its discretion, to arrive at a resolution of the complaint that is agreeable to all parties;
 - (iii) upon notice to all parties, present the facts of the complaint and a proposed agreed resolution thereof, if such may occur, in a summary manner, after a 10-day waiting period, to a professional conduct tribunal for its decision to accept or reject the proposed agreed resolution pursuant to the procedures described in section 9 of this article. During the said 10-day waiting period, any party may withdraw from the proposed resolution of the complaint;
 - (iv) where the discipline committee is unable to arrive at a mutually agreed upon resolution of the complaint, or agreement to a resolution of the complaint is withdrawn as aforesaid, or if resolution of the complaint by agreement is not desirable, refer the matter to a professional conduct tribunal and within 30 days, advise the complainant, the person or firm under investigation, and the secretary of the Association for a report to the board, of its decision to refer the matter to the tribunal;
 - (v) in cases where the discipline committee determines that there is no infraction of the Code of Ethical Principles and Rules of Conduct, advise the complainant and the person or the firm under investigation, within 30 days, that the matter has been reviewed and closed;
 - (vi) in cases where the discipline committee receives an application for readmission to membership in the Association and has completed its inquiries and investigation, as necessary, refer the matter to a professional conduct tribunal panel of three members.
- (b) Where on completion of its investigation, the discipline committee determines that a complaint is to be closed without pursuing a course of action described in subsection 7(a) (i) to (v), it may provide guidance and advice to a member, firm or student. The guidance and advice shall not be constituted as disciplinary in nature;
- (c) In the course of any review, investigation or proceedings under this By-Law, the member or firm is prohibited from making an arrangement with the complainant whereby the complainant would withdraw the complaint or agree not to testify. Where the matter giving rise to the complaint is settled by agreement of the complainant and the member or the firm under investigation, or for any other reason, and the complainant withdraws the complaint, the review, investigation or

proceedings shall continue at the discretion of the discipline committee;

- (d) Where the complainant is dissatisfied with the decision of the discipline committee made pursuant to subsection 7(a) (v) and/or subsection 7(b) the complainant may:
 - (i) make a written request, sent by registered mail or any other method of delivery that requires the signature of the recipient to the discipline committee, within 30 days of the date of the discipline committee's notice to the complainant that the complaint has been closed; and
 - (ii) outline the specific issues that the complainant seeks to have reviewed; and
 - (iv) pay a fee for the review, in an amount to be determined by the Association from time to time, which fee shall be refunded to the complainant if the independent reviewer refers the complaint back to the discipline committee for reconsideration.
- (e) Upon receipt of a written request for a review of the discipline committee's decision, made pursuant to subsection 7(a) (v) and/or subsection 7(b), the committee shall forward the request to the Chair;
- (f) (i) Upon receipt of such a request by a complainant, the Chair shall appoint an independent reviewer to perform an independent review of the closed complaint;
 - (ii) The independent reviewer shall:
 - (1) consider any written application, including the material before the discipline committee, made by a complainant that has been sent within the stipulated limitation period;
 - (2) obtain such technical or other assistance as necessary to properly fulfill his or her responsibilities;
 - (3) refer the complaint to the discipline committee for reconsideration: where the independent reviewer determines that the discipline committee was not in receipt of all information and documents that are now available to the independent reviewer and where the documents and information were not in the possession of the complainant and could not reasonably have been in the possession of the complainant prior to the disposition of the complaint by the discipline committee; where the independent reviewer suspects a lack of independence on the part of any member of the discipline committee who participated in the decision to close the complaint or any other reason that is appropriate in the circumstances, and, in that event, advise the complainant and the person under investigation of the reasons for doing so;
 - (4) in the event that the independent reviewer does not refer the complaint to the discipline committee for reconsideration, the independent reviewer shall advise the complainant and the person under investigation of that decision, and shall provide reasons for that decision by registered mail or any other method of delivery that requires the signature of the recipient within 30 days from the date of reaching a decision;
 - (5) receive the written reasons of the discipline committee after its reconsideration of the complaint.
 - (iii) The independent reviewer shall make a report to the board annually;
 - (iv) The discipline committee shall:
 - (1) receive any referral from the independent reviewer and give consideration to all information; and
 - (2) make a decision and provide written reasons for the committee's decision to the independent reviewer, the complainant and the person under investigation within 30 days.
 - (v) Where the member is a licensee or a professional corporation engaged in the practice of public accounting and where a complaint was dismissed in the investigative process or dealt with by admonishing the licensee, the complainant shall be notified in writing of the outcome of the review and this notification shall inform the complainant that if the complainant is unsatisfied with the manner in which the complaint was handled, the complainant may request that the

Public Accountants Council review the handling of the complaint.

Appointment of an Investigator

8. (a) In order to assist it in determining whether there may have been professional misconduct, or to assist it with its review of an application for readmission to membership in the Association, the discipline committee may appoint an investigator to investigate any complaint or application for readmission to membership in the Association and to report the results to the committee;
- (b) An investigator may:
 - (i) investigate any other conduct that comes to the attention of the investigator in the course of the investigation, whether or not connected with the complaint or application for readmission to membership in the Association under investigation;
 - (ii) require the person or firm under investigation to provide information and answers to questions that relate to all matters under investigation;
 - (iii) upon reasonable notice, enter the business premises of the person or the firm under investigation during reasonable business hours or at such other time as may be agreed to by the person or the firm under investigation;
 - (iv) require the production of and examine any documents, files, records, storage devices or receptacles or other information that relates to matters under investigation;
 - (v) make copies of, or remove, for making copies, any item referred to in the preceding section; where the item is removed a receipt shall be given;
 - (vi) return the items borrowed for purposes of copying with reasonable dispatch, giving recognition to the volume and complexity associated with the copying.
- (c) The investigator shall complete the investigation within a reasonable time for the scope and circumstances of the investigation and shall prepare and submit a report to the discipline committee at the completion of the investigation.

Proposed Resolution of a Complaint

9. Where the discipline committee presents a proposed agreed resolution of a complaint to the professional conduct tribunal panel, the professional conduct tribunal shall only accept or reject the proposed resolution; it shall not vary it. Provided the professional conduct tribunal ratifies the proposed resolution of the complaint, this ratification shall be the final disposition of the complaint. Where the professional conduct tribunal refuses to accept the proposed resolution, it may grant the discipline committee an opportunity to return before it within 10 days or such other reasonable time as shall be stipulated by the tribunal, with an amended proposed agreed resolution. Where the professional conduct tribunal refuses to ratify a proposed resolution and does not grant the discipline committee an opportunity to return before it with an amended proposed agreed resolution, a newly constituted professional conduct tribunal panel shall be appointed to conduct a formal hearing pursuant to section 12 herein. Within 30 days of any decision made by the tribunal, the Association shall advise the complainant, the person or firm under investigation, and the secretary of the Association for a report to the board, of the decision.

Extraordinary Remedies

10. (a) If in the course of its review of matters that come before it, the discipline committee receives evidence that discloses likely immediate and serious harm to the public or a third party, it shall

cause the matter to be summarily investigated and on receipt of the investigation report, it shall submit that summary investigation report to the Chair;

- (b) Where the Chair, on reviewing the summary investigation report submitted by the discipline committee, believes that immediate suspension of a member or a certificate of authorization of a firm is required in the public interest, the Chair may impose a suspension on the member or the firm effective immediately and for a period of time to be specified. A suspension imposed by the Chair is subject to confirmation by the board at its next meeting;
- (c) Where the Chair, after receiving the summary investigation report of the discipline committee, imposes a suspension, the Chair shall inform the member or the firm of the investigation and the decision to impose the suspension;
- (d) The member or the firm may apply to the Chair to stay the immediate suspension. The member or the firm shall provide evidence in support of the application and shall provide ten days notice to the discipline committee of the application;
- (e) At the conclusion of the period of suspension imposed by the Chair and confirmed by the board, the Chair, with the subsequent approval of the board, may impose an additional period or periods of suspension where there is a continuing public interest in doing so. The Chair shall provide the member or the firm and the discipline committee with the opportunity to present submissions prior to making a decision as to whether to impose any additional periods of suspension;
- (f) The discipline committee shall complete the investigation in accordance with section 7 of this Article;
- (g) Where the Chair is unable to act, the executive vice-chair shall act in the Chair's place.

Complaints Concerning a Governor, Committee Member or Association Staff or Their Related Parties

- 11. (a) The Chair shall receive any complaint or information which suggests that a governor or a member of the Association who is a member of any committee of the Association or a member of the Association staff or any member or student who is a related person of such governor or committee member or staff member may be in breach of the Code of Ethical Principles and Rules of Conduct;
- (b) The Chair shall appoint a person who is not a governor or former governor, or a member or former member of the staff of the Association to conduct any review or investigation as necessary and that person shall have all the investigatory power provided under this By-Law. The results of the investigation or review shall be reported to the Chair;
- (c) The Chair and at least two public representatives and where the governor or member who is the subject of the complaint is licensed as a public accountant, a licensee, shall constitute the discipline committee in the circumstances of such a complaint and shall make its decision with respect to an appropriate course of action for the matter included in, but not limited to, Article 9, sections 7 to 10 of this article;
- (d) Where the complaint is made against the Chair, the executive vice-chair shall act in his or her place.

The Professional Conduct Tribunal

- 12. (a) A professional conduct tribunal shall:
 - (i) after an unresolved complaint, or the application for readmission to membership in the Association has been referred to it and a copy thereof has been sent to the person or the firm under investigation to the last address on the Association register, or to the last known address of a person seeking readmission to membership in the Association; and

- (ii) within 60 days after the person or the firm under investigation, or the applicant for readmission to membership in the Association, has been sent by registered mail or any other method of delivery that requires the signature of the recipient, to the last address on the Association register, a notice of the purpose, date, time, place and authority for the hearing, and a description of the charges;
 - (iii) hear the matter in accordance with the provisions of the Statutory Powers Procedure Act, R.S.O. 1990, Chapter S22, and reach a decision.
 - (b) The parties to proceedings before the professional conduct tribunal are the discipline committee; where applicable, the chair; the person or firm who is the subject of the hearing; and any other person added as a party by the professional conduct tribunal;
 - (c) With respect to a hearing to be held before the professional conduct tribunal, the Association shall set out on its website the place, date and time of the hearing, along with the name of the member and the firm, a description of the charge(s), and a notice that the hearing is open to the public.
13. If a person or firm whose conduct is under investigation fails to appear in answer to the notice at the time and place appointed, the hearing may be conducted in their absence.
14. A hearing may be adjourned at any time and from time to time, upon such terms as the professional conduct tribunal panel may decide. Upon receipt of a request for an adjournment, the chair of the professional conduct tribunal panel may adjourn the hearing.
15. All parties at any hearing shall have the right to counsel and all parties may be represented by counsel or an agent.
16. (a) Either party to a hearing may serve on the other a Request to Admit, for the purposes of the hearing, the truth of facts or the authenticity of the documents set out in the Request to Admit;
- (b) If the party served with a Request to Admit fails to respond to the Request by serving a Response to Request to Admit within 20 days after the Request was served on the party, the party will be deemed to admit, for the purposes of the hearing only, the truth of the facts and the authenticity of any documents set out in the Request to Admit;
- (c) Either party to a hearing may serve on the other party a Notice Under the Evidence Act (Business Records) pursuant to section 35(3) of the Evidence Act, R.S.O. 1990, Chapter E.23.
17. (a) An order or decision taken after a hearing shall be made in writing by the same tribunal panel presiding over the matter and shall contain or be accompanied by the reasons for the order or decision, in which are set out the findings of fact and the conclusions drawn therefrom. The order or decision and reasons therefore shall be made within 30 days after the hearing, or within such other reasonable time as shall be stipulated by the professional conduct tribunal at the conclusion of the hearing. A copy of such order or decision and reasons shall be sent to the secretary of the Association for a report to the board, to the chair of the discipline committee, to the person under investigation, and to any party added to the proceeding by the tribunal, together with a notice of each party's right to appeal the order or decision of the professional conduct tribunal to the appeal tribunal;
- (b) Where it appears to the professional conduct tribunal that a member or members of the public would be at risk by reason of the fact that a member or firm charged with professional misconduct remains in good standing, it may on its own or at the request of the discipline committee order that the rights and privileges of the member, or the certificate of authorization of a firm, be suspended in whole or in part until the final disposition of the charge(s). Where a member or a certificate of authorization is suspended in this manner, the hearing must be proceeded with in an expeditious manner;
- (c) When the professional conduct tribunal completes its hearing of a matter, it may issue an immediate order prior to the delivery of its reasons that a member be suspended or expelled or the certificate of authorization of a firm be suspended or revoked. On doing so, the member's or firm's rights and privileges of membership are suspended or terminated from the time of the order of suspension or expulsion or the suspension or revocation of the certificate of authorization, as applicable;

Exception

- (d) The member, firm or student subject to the immediate suspension or termination of membership or the suspension or revocation of a certificate of authorization, as applicable pursuant to subsections 17 (b) and (c), may move on 10 days notice to the appeal tribunal for an order staying the implementation of any suspension, expulsion, or revocation, imposed by the professional conduct tribunal pending the release of its decision on the complaint. The notice of motion to stay shall specify the grounds in support of the stay and shall be sent by registered mail or any other method of delivery that requires the signature of the recipient to the secretary of the Association, the chair of the discipline committee and to the appeal tribunal.
18. (a) If the professional conduct tribunal finds a breach of the Code of Ethical Principles and Rules of Conduct it may impose one or more of the following actions:
- (i) reprimand;
 - (ii) a review under the practice inspection program;
 - (iii) a requirement to complete professional development or other courses or the successful completion of examinations;
 - (iv) restrict the member or the firm to specified areas of practice either for a specified time or on such terms and conditions as may be ordered;
 - (v) order a re-investigation by the discipline committee by a prescribed date;
 - (vi) suspension of a member, a licence, or a certificate of authorization for a specified period;
 - (vii) suspension of a member, a licence, or a certificate of authorization, specifying conditions for reinstatement;
 - (viii) require the member or the firm to practice only under the active supervision of another member approved by the Association;
 - (ix) expulsion from membership in the Association;
 - (x) revocation of a licence or certificate of authorization;
 - (xi) an order to compensate the aggrieved party;
 - (xii) assessment of a fine and/or costs;
 - (xiii) ancillary orders as may be appropriate or requisite as the case may require in the public interest.
- (b) Any member, licence or certificate of authorization suspended pursuant to section 18 (a) (vi) or (vii) above shall be classified as a suspended member, licence or certificate of authorization, as applicable, for such period of time stipulated by the professional conduct tribunal and may be subject to terms and conditions imposed by the tribunal that must be satisfied prior to, or subsequent to, return to membership by a member with all rights and privileges, or the removal of restrictions made to a licence or certificate of authorization;
- (c) Failure to comply with section 18 (a) (ii), (iii),(iv), (vi) (vii), (viii) (xi), (xii) or (xiii) above shall be cause for expulsion of a member, or the revocation of a licence or certificate of authorization, as applicable, at any further hearing before the professional conduct tribunal;
- (d) The decision of the professional conduct tribunal with respect to an application for readmission to membership in the Association shall be made in accordance with the provisions of Article 3 of this By-Law.
19. Where it is adjudged that disciplinary proceedings were unwarranted, the professional conduct tribunal

may order costs as it, in its absolute discretion considers just, be paid by the Association to the person or the firm whose conduct was the subject of the proceedings.

20. The professional conduct tribunal may, on finding that a complaint of professional conduct has not been established, provide guidance and advice to members, firms or students. The guidance and advice shall not be constituted as disciplinary in nature.
 21. (a) The Association shall promptly release to the public and to members all professional conduct tribunal and appeal tribunal orders, decisions and reasons with respect to a member, a licence, or the certificate of authorization of a firm where there has been a finding of professional misconduct or where a student has been expelled from the Association's program of professional studies, unless the tribunal determines that disclosure of the name of the licensee, partnership or professional corporation to or in any or all of the above is not required in the public interest and its disclosure would be unfair to the licensee, partnership or professional corporation. The release of such tribunal orders, decisions and reasons shall be posted on the Association's website in a manner accessible to the public, and where the member is a licensee or the firm has a certificate of authorization to practice public accounting and there is a finding of professional misconduct, the order, decision and reasons shall also be promptly provided to the Public Accountants Council For the Province of Ontario for posting on its website, unless the tribunal determines that disclosure of the name of the licensee, partnership or professional corporation to or in any or all of the above is not required in the public interest and its disclosure would be unfair to the licensee, partnership or professional corporation;
 - (b) Notice of suspension or expulsion of a member, the suspension or revocation of a licence or the certificate of authorization of a firm, or the placing of a restriction on the member's or the firm's practice shall promptly be given to the public by publication on the Association's website and in a newspaper or newspapers distributed in the geographic area of the member or firm's current or former practice, employment and/or residence, or in such other manner as the Association may determine to be appropriate, unless the professional conduct tribunal or the appeal tribunal, as applicable, determines that the circumstances of the case are of a nature that such notice is not in the public interest and would be unduly unfair to the member or firm, in which case the tribunal shall provide written reasons for not ordering publication of the notice. Such notice shall also include the name of the member or firm unless ordered otherwise by the tribunal;
 - (c) The onus of proving to the professional conduct tribunal or to the appeal tribunal, as applicable, that a notice of expulsion or revocation of a certificate of authorization should not be released to the public or to members is on the member or the firm;
 - (d) The final disposition of each complaint, including the order, decision and reasons shall be reported by the chair of either the professional conduct tribunal or the appeal tribunal to the secretary for a report to the board and for implementation of disciplinary action, subject to section 27 below.
22. (a) The discipline committee, the firm, or the person who was the subject of the hearing may notify the secretary of the Association in writing within 30 days of the sending of the order, decision and reasons referred to in section 17 of this Article, that they wish to appeal the order or decision of the professional conduct tribunal to the appeal tribunal. A notice that fails to contain the grounds for the appeal, together with evidence that demonstrates that a transcript of the hearing giving rise to the appeal has been ordered, shall be invalid;
 - (b) Delivery of a notice of appeal to the appeal tribunal stays implementation of the decision of the originating tribunal until the disposition of the appeal. In the event the originating tribunal ordered that the licence of a licensee be revoked or the authorization of a partnership or professional corporation to practise public accounting be revoked, then, upon receipt of a notice of appeal, the licence or the certificate of authorization to practise public accounting shall be suspended until the disposition of the hearing, unless the originating tribunal determined in the circumstances that, in the event of an appeal, a suspension is not required for the protection of the public or in the public interest;
 - (c) If the appellant fails to deliver copies of the transcripts of the original hearing to the respondent and the appeal tribunal prior to the hearing of the appeal, the appeal shall be summarily dismissed;
 - (d) The parties to proceedings before the appeal tribunal are, as applicable, the discipline committee; the professional standards and competence committee; the Chair; the admissions standards committee; the public accounting licensing review committee the person or firm who was the

- subject of the hearing; and any other person added as a party by the professional conduct tribunal or competence tribunal;
- (e) The Association shall, for each appeal hearing, set out on its website the place, date and time of the hearing, along with the name of the member or the firm, or both as applicable, a description of the charge(s), and the appeal(s), and a notice that the hearing is open to the public.
23. (a) The appeal tribunal shall, after the appeal has been referred to it by the secretary:
- (i) set a date for hearing of the appeal and give notice thereof to all parties by registered mail or any other method of delivery that requires the signature of the recipient to their last known address;
 - (ii) conduct a review of the hearing of a tribunal in accordance with the grounds for appeal asserted and the jurisdiction of the appeal tribunal as set out in section (2)(e) aforesaid, of this article. The appeal shall proceed solely on the basis of the transcript of the evidence led before the tribunal of first instance and the exhibits, and such further evidence as may be admitted in exceptional circumstances;
 - (iii) reach a decision; and
 - (iv) issue an order and provide its decision in writing with reasons for the decision, by registered mail or any other method of delivery that requires the signature of the recipient, to the secretary of the Association for a report to the Board, and to the appellant(s) and respondent(s) within 30 days of the conclusion of the hearing or within such other reasonable time as shall be stipulated by the appeal tribunal at the conclusion of the hearing.
24. The appeal tribunal may, on finding that a competence complaint or a complaint of professional conduct has not been established, provide guidance and advice to members, firms or students. The guidance and advice shall not be constituted as disciplinary in nature.
25. The appeal tribunal is authorized to correct clear errors of a factual nature or the misapprehension or misapplication of an appropriate principle of accounting, an assurance standard or law and may give any decision that ought to have been pronounced by a tribunal under this By-Law.
26. An appeal from a decision of the appeal tribunal shall be made within 30 days of the date of mailing of its decision and reasons.
27. In the event of an appeal to the courts, implementation of the decision of a tribunal shall be stayed pending final disposition of court proceedings, except where any tribunal orders that the member is expelled, the licence of a member is revoked, or a certificate of authorization of a firm is revoked, the member, the licence, or the certificate of authorization, as applicable, shall be suspended unless the tribunal which made the order determines in the circumstances of the case that a suspension is not required for the protection of the public or in the public interest.
28. A person acting under the authority of the Act or the By-Law must keep confidential all facts, information and records obtained or provided under the Act or the By-Law except as required for the administration of this Act or By-Law.

Article 10 - Honours

1. Notwithstanding Article 2 and any policy established by the board any person who has rendered significant service to the Association may by a two-thirds majority vote of the members present in person or by proxy at any annual general meeting of the Association, be elected to honorary membership in the Association. Election to honorary membership does not entitle the person so elected to take or use the designation 'certified general accountant,' use the initials 'CGA' after his or her name, be elected a member of the board, vote in annual elections to the board or vote at annual general meetings.
2. The board may, by a two-thirds majority vote of those present at a meeting of the board, appoint or elect a person of prominence or one who has rendered conspicuous service to the Association as honorary Chair for such period as it may deem fit.

Article 11 - By-Law, the Code of Ethical Principles and Rules of Conduct and the Public Accounting Licensing Regulations

By-Law

1. The objects and powers of the Association shall be carried out and exercised under the By-Law Articles and resolutions passed by the board.
2. Every new By-Law or amendments to the existing By-Law shall be effected:
 - (a) By resolution of the board, but such new By-Law or such amendments to the existing By-Law shall have effect only until the next annual general meeting, and in default of confirmation thereat, shall cease to have force;
 - (b) By resolution of the members at an annual general meeting or special general meeting, for which notice of the proposed new By-Law or proposed amendment to the existing By-Law has been given, in accordance with section 5 of this Article.
3. A request for a new By-Law or an amendment to the existing By-Law signed by no fewer than 25 members may be submitted to the secretary. The request shall be in writing and shall state the exact form of the proposed new By-Law or the proposed amendment to the existing By-Law. The secretary, upon receipt of such request shall without undue delay advise the board.
4. A new By-Law or an amendment to the existing By-Law proposed under subsection 3 of this Article shall not be considered or voted upon until the expiration of at least 30 days after notice to the secretary.
5. A copy of such notice of proposed new By-Law or proposed amendment to the existing By-Law shall be sent by the secretary to each member by mail or electronically at least 15 days previous to the annual general meeting or special general meeting called for the purpose.
6. The secretary shall hold the By-Laws of the Association open to examination by the public at the head office of the Association during normal office hours.

The Code of Ethical Principles and Rules of Conduct and the Public Accounting Licensing Regulations

7. The board shall introduce and, by resolution of the board, adopt any amendment to the Public Accounting Licensing Regulations necessary to foster the effective regulation of licensing practices and any amendment to the Code of Ethical Principles and Rules of Conduct necessary to foster high standards of professional competence and ethical conduct.
8. The Association recognizes that where the Public Accountants Council for the Province of Ontario determines that it is in the public interest to:
 - (a) introduce or amend any rule of professional conduct specific to the practice of public accounting that it directs the Association to introduce or amend; or
 - (b) repeal any rule of professional conduct specific to the practice of public accounting as directed by it,

the Public Accountants Council for the Province of Ontario may do so.

The Association shall also submit any rule of professional conduct relating to the practice of public

accounting that it proposes to introduce, amend, or repeal to the Public Accountants Council For the Province of Ontario for its prior review and comment and where the Public Accountants Council For the Province of Ontario does not object within 60 days, the Association will proceed with the subject amendment(s).

Article 12 - Borrowing By-Law

1. The board of the Corporation is hereby authorized from time to time:
 - (a) to borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by the way of overdraft or otherwise;
 - (b) to issue or reissue debt obligations of the Corporation;
 - (c) to pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;
 - (d) to mortgage, charge, hypothecate, pledge or otherwise create a security interest in all or any property real and personal, immoveable and moveable, undertaking and rights of the Corporation, owned or subsequently acquired, to secure any debt obligations of the Corporation present or future or any money borrowed or to be borrowed or any other debt or liability of the Corporation present or future;
 - (e) to give a guarantee on behalf of the Corporation to secure the performance of an obligation, of any person present or future.

Article 13 - Head Office and Seal

1. The head office of the Association shall be in the City of Toronto.
2. The seal of the Association shall contain the words 'The Certified General Accountants Association of Ontario' and shall be in the form shown on the impression in the margin hereof; and shall be affixed to official documents as authorized by the board from time to time.

Article 14 - Professional Corporations

1. Subject to the provisions of the By-Laws, a member of the Association or two or more members of the Association practising as individuals or as a partnership may establish a professional corporation for the purpose of practising as certified general accountants, and the provisions of the *Business Corporations Act* R.S.O 1990, c.B.16 that apply to professional corporations within the meaning of that statute apply to such a corporation.

Conditions for Professional Corporations

Ownership of Shares

2. All of the issued and outstanding shares of the corporation shall be legally and beneficially owned, directly or indirectly, by one or more members of the Association.
3. All officers and directors of the corporation shall be shareholders of the corporation.

Use of Title

4. Except as provided in section 7, the name of a professional corporation shall include the words 'Professional Corporation' and shall be in accordance with the By-Laws and the Code of Ethical Principles and Rules of Conduct of the Association, and the firm name shall be registered under the Business Names Act, R.S.O. 1990, c.B. 17, as amended, and the firm shall provide proof of such registration to the Association. Upon receipt of such proof of registration, the firm name shall be registered with the Association pursuant to this Article and Rule 514 of the Code of Ethical Principles and Rules of Conduct
5. Except as provided in section 7, a professional corporation shall carry on its practice under its corporate name.
6. A corporation shall not have a number name.
7. A professional corporation may carry on its practice in partnership under a firm name that does not contain its full corporate name if the firm name is in accordance with the By-Laws and the Code of Ethical Principles and Rules of Conduct.

Articles of Incorporation

8. The Articles of incorporation of a professional corporation shall provide that the corporation may not carry on a business other than the practice of the profession but this paragraph shall not be construed to prevent the corporation from carrying on activities related to or ancillary to the practice of the profession, including the temporary investment of surplus funds earned by the corporation.

Application for Certificate of Authorization

9. A professional corporation applying for a certificate of authorization under section 9.1(3) of the Act shall furnish to the registrar:
 - (a) a completed application in the form approved by the board, including evidence of public practice registration for each member through whom the corporation will be providing professional services;
 - (b) a copy of all Articles of Incorporation or the most recent Re-Stated Articles of Incorporation of the professional corporation certified by the Director of the Companies Branch;
 - (c) a Certificate of Status for the professional corporation issued by the Director of the Companies Branch dated no earlier than 60 days prior to the date of such application; and
 - (d) the fee fixed for the issue of a certificate under section 25.

Issue of Certificate of Authorization

10. When a professional corporation has filed the material under section 9, the registrar shall, if he or she is satisfied with respect to the matters described in section 3.2 of the Business Corporations Act R.S.O 1990, c.B.16 and sections 2 to 7 inclusive of Article 14 of By-Law Four herein, issue a certificate of authorization to the professional corporation in the form approved by the board, and otherwise the registrar shall reject the application and notify the professional corporation in writing.

Term of Certificate of Authorization

11. A certificate of authorization issued under section 10 is valid from the effective date shown on it until the last day of December in the calendar year next following the year in which it is issued unless it is sooner suspended as a result of a decision of a tribunal in accordance with procedures outlined in Article 9 of the By-Law or revoked in accordance with section 18 of Article 14 of the By-Law.

Change in Particulars

12. A professional corporation must inform the registrar of any change in the particulars set forth in the application furnished pursuant to section 9, including a change in the shareholders of the corporation, by providing to the registrar a Statement of Particulars in the form approved by the board within 30 days of the change.

Renewal of Certificate of Authorization

13. The registrar shall, on or before November 30 in each year, mail to each professional corporation then holding a certificate of authorization, a written notice in the form approved by the board respecting the renewal of its certificate.

Particulars for Renewal of Certificate of Authorization

14. Every professional corporation that seeks to have its certificate renewed for the following calendar year shall furnish to the registrar on or before January 1 in each year:
 - (a) a Statement of Particulars in the form prescribed by the board; and
 - (b) the fee fixed for the renewal of a certificate of authorization under section 25.

Renewal Certificate

15. When a professional corporation has filed the material in section 14, if the registrar is satisfied the professional corporation continues to meet all the requirements described in section 3.2 of the Business Corporations Act and sections 2 to 7 inclusive of Article 14 of By-Law Four, he or she shall issue an annual renewal certificate to the professional corporation in the form prescribed by the board.

Expired Certificate

16. The registrar shall promptly:
 - (a) strike from the register the name of a professional corporation whose certificate has expired; and
 - (b) notify the professional corporation and members concerned and all other parties considered necessary by the registrar that the certificate of the professional corporation has expired.

Cease Practising

17. A professional corporation whose certificate has expired shall cease carrying on practice.

Revocation of Certificate

18. (a) A certificate of authorization shall be revoked where:

- (i) the professional corporation contravenes the Act or the By-Law made under the Act;
- (ii) the professional corporation engages in any activity that breaches the Code of Ethical Principles and Rules of Conduct of the Association; and
- (iii) the professional conduct tribunal, the competence tribunal or the appeal tribunal has issued an order to revoke a certificate of authorization of the professional corporation.

Entries and Notification

19. The registrar shall promptly:

- (a) strike from the register the name of a professional corporation whose certificate has been revoked; and
- (b) notify the professional corporation and members concerned and all other parties considered necessary by the registrar that the certificate of the professional corporation has been revoked.

Ceasing to Practise

20. (a) A professional corporation whose certificate has been suspended or revoked by the professional conduct tribunal, the competence tribunal or the appeal tribunal shall immediately cease carrying on practice;
- (b) The certificate of authorization to practise public accounting issued pursuant to Article 16 to a professional corporation in which there is a sole shareholder shall be suspended automatically as of the date the shareholder's membership in the Association is suspended for any reason under this By-Law. The certificate of authorization that is suspended is automatically reinstated upon the reinstatement of the shareholder's membership in the Association and the reinstatement or re-issuance of the sole shareholder's licence to practise public accounting.

Application for New Certificate after Expiration or Revocation

21. A professional corporation whose certificate has expired or has been revoked from an action other than by a decision of the professional conduct tribunal, the competence tribunal or the appeal tribunal, may apply in the form approved by the board for a new certificate in accordance with sections 9 to 12 of this article.

Public Disclosure

22. (a) A member who is practising as a professional corporation must disclose such fact on all letterhead used by such corporation;
- (b) Where one or more practising members of a partnership which carries on practice is a professional corporation, such fact shall be disclosed on all letterhead used by the partnership.

Exceptions to Public Disclosure

23. All information and documents relating to a professional corporation which has been received by the board is confidential and shall not be disclosed to any person unless otherwise required by law and except that:
- (a) any such information and documents may be used by the board for its governing and in the administration of the affairs of the Association; and
- (b) the following information may be disclosed to any person upon request:
- (i) whether a professional corporation has a valid certificate to carry on practice; and
 - (ii) which members of the Association are shareholders of the professional corporation.

Fees Payable to the Association

24. The board may fix the fees payable by a professional corporation for the issue or renewal of a certificate.

Register

25. The registrar shall keep and maintain a register of professional corporations as prescribed by Article 2, section 11, which shall contain the following information with respect to each professional corporation:
- (a) the name and registered office of the professional corporation, its business address and the certificate number on the register assigned to it;
 - (b) the date of issue of the certificate to the professional corporation;
 - (c) the dates of renewal of the certificate of the professional corporation;
 - (d) the conditions attached to the certificate as a result of a decision made by any tribunal; and
 - (e) whether or not it is entitled to practise public accounting.

Other Records

26. The registrar shall prepare such other records with respect to professional corporations as may be directed by the board.

Fiduciary and Ethical Obligations to Clients

27. The fiduciary and ethical obligations of a member to a person on whose behalf the member is practising as a certified general accountant,
- (a) are not diminished by the fact that the member is practising through a professional corporation; and
 - (b) apply equally to the corporation and to its directors, officers, shareholders, agents and employees.

Investigations

28. If the conduct of a member practising on behalf of a professional corporation is the subject of an investigation or inquiry,
- (a) any power that may be exercised under the Act in respect of the member may be exercised in respect of the professional corporation; and
 - (b) the professional corporation is jointly and severally liable with the member for all fines and costs the member is ordered to pay.

Restrictions Apply to a Professional Corporation's Certificate

29. A term, condition, limitation or restriction imposed on the practice of a member practising as a certified general accountant through a professional corporation applies to the certificate of authorization of the professional corporation in relation to practise as a certified general accountant.

Article 15 - Limited Liability Partnerships

1. Limited Liability Partnerships

Pursuant to the Partnerships Act, R.S.O. 1990, c.P.5, professional partnerships in Ontario may carry on business as limited liability partnerships within the meaning of the Partnerships Act for the sole purpose of practising a profession governed by legislation, provided that:

- (a) such legislation expressly permits a limited liability partnership to practise the profession;
- (b) the governing body of the profession requires the partnership to maintain a minimum amount of liability insurance; and
- (c) the partnership complies with certain specified requirements of the Partnerships Act.

2. Limited Liability Partnerships Permitted by the Certified General Accountants Association of Ontario Act, 1983

Pursuant to the addition of section 9.1(1) to the Act, two or more members of the Association may form a limited liability partnership or may continue a partnership as a limited liability partnership within the meaning of the Partnerships Act for the purpose of practising as a certified general accountant.

3. Board Authorization to Practice as Limited Liability Partnerships

In accordance with the provisions of the Partnerships Act and the Act, as amended, members are permitted to practice as limited liability partnerships upon their fulfillment of the requirements of the Partnerships Act, and the provisions of this By-Law.

4. Registration of Limited Liability Partnership

Limited liability partnerships are required to register their firm names under the Business Names Act, R.S.O. 1990, c.B. 17, as amended, as required by the Partnerships Act, and shall provide proof of such registration to the Association. Upon receipt of such proof of registration, the firm name registered with the Association pursuant to this Article and Rule 514, of the Code of Ethical Principles and Rules of Conduct will be changed by adding at the end of it the words 'Limited Liability Partnerships' or the letters 'LLP' or 'L.L.P.', to conform with the Business Names Act registration.

5. Firm Name to Contain 'Limited Liability Partnership' or 'LLP' or 'L.L.P.'

A limited liability partnership registered under the *Business Names Act*, this Article and Rule 514 of the *Code of Ethical Principles and Rules of Conduct* shall contain either the words 'Limited Liability Partnership' or the letters 'LLP' or 'L.L.P.' as the last words or letters of its firm name, and such words or letters, as the case may be, shall always be shown as part of the firm name.

6. Firm Name and the Code of Ethical Principles and Rules of Conduct

- (a) Failure to comply with the provisions of section 5 above shall be considered a violation of Article 15 of By-Law Four and Rule 514 of the Code of Ethical Principles and Rules of Conduct;
- (b) Use of the words 'Limited Liability Partnerships' or the letters 'LLP' or 'L.L.P.' without entitlement to do so shall be considered a violation of Article 15 of By-Law Four;
- (c) Compliance with the provisions of section 5 above shall not be considered a violation of Rule 510 of the Code of Ethical Principles and Rules of Conduct.

7. Professional Liability Insurance Coverage

A firm registered as a limited liability partnership shall:

- (a) maintain professional liability insurance coverage for each partner in an amount sufficient to comply with the requirements of Rule 516 of the Code of Ethical Principles and Rules of Conduct; and
- (b) disclose to all of its clients its status as a limited liability partnership, the resulting limitation of its liability, the amount of professional liability insurance required by the Association, and the fact that it maintains the required amount of insurance.

8. Loss of Limited Liability Partnership Registration

It shall be a condition of entitlement to practise as a limited liability partnership that the firm maintain registration under the Business Names Act, and maintain professional liability insurance in an amount sufficient to comply with the requirements of Rule 516 of the Code of Ethical Principles and Rules of Conduct. A firm which ceases to be registered as a limited liability partnership under the Business Names Act, or which fails to carry the required insurance, shall immediately notify the Association in writing, whereupon the Association registration of the firm name will be changed by deleting from it the words 'Limited Liability Partnership' or the letters 'LLP' or 'L.L.P.', as the case may be.

Article 16 – Public Accounting Licence

1. The Association shall prescribe the form and content of application for a public accounting licence and the content of such application shall include all matters necessary to determine whether the applicant meets the requirements of the Public Accounting Act, 2004, and the standards for licensure. The application shall be in writing and shall contain or be accompanied by:
 - (a) the names of persons to whom reference may be made as to the applicant's character and suitability for licensure; and
 - (b) a declaration signed by the applicant that the content of the application is true and correct.
2. A public accounting licensing board is established to act on behalf of the Association in respect of all matters relating to the issuance of licences to its members to permit its members to practise as public accountants in Ontario, and it shall be chaired by one governor appointed by the Chair. The public accounting licensing board shall include at least one public representative and at least one member holding a licence, in addition to such other members as the Chair may appoint from time to time. Members appointed to this board shall include a broad representation of members in relation to firm size, type of firm, geographic location, as well as members from industry and government. The matters to be acted upon shall include:
 - (a) applications from members for public accounting licences;
 - (b) applications from professional corporations for certificates of authorization to practise public accounting;
 - (c) applications for renewal of public accounting licences and certificates of authorization;
 - (d) receipt for the record of notices of revocation of public accounting licences and certificates of authorization; and
 - (e) applications for the issuance of public accounting licences to members whose previous public accounting licences expired;unless such application(s) is/are referred to the admission standards committee for a hearing and decision relating to a determination of good character or a hearing and decision as to whether the qualifications for licensing have been met.
3. (a) A public accounting licensing review committee is established by the Association and shall be chaired by one governor appointed by the Chair. The public accounting licensing review committee shall include at least one public representative and at least one member holding a licence, in addition to such other members as the chair may appoint from time to time. Members appointed to the committee shall include a broad representation of members in relation to firm size, type of firm, geographic location, as well as members from industry and government. The committee shall consider the following matters:
 - (i) any application for a licence from a member in respect of whom the public accounting licensing board has directed that a hearing be held to determine whether the member has fulfilled the qualifications to be licensed as set out in the Public Accounting Act, 2004, the regulations

made under the said Act, the standards set by the Public Accountants Council For the Province of Ontario, or this By-Law;

- (ii) any application for a public accounting licence from a member who is licensed to practise public accounting in a jurisdiction outside Ontario; and
 - (iii) any other matter related to public accounting licensing that is referred to it by the board or by the public accounting licensing board.
- (b) Where a hearing is held under the provisions of paragraph 3 (a) (i), the committee shall hold the hearing in writing and the applicable provisions of the Statutory Powers Procedure Act, R.S.O. 1990, Chapter S22 shall govern;
- (c) A party who makes application under paragraph 3 (a) (ii), or is the subject of a decision under paragraph 3 (a) (iii), may appeal the decision of the public accounting licensing review committee to the appeal tribunal established under the provisions of Article 9 for this purpose.
4. Every member engaged in the practice of public accounting as defined in the Public Accounting Act, 2004 shall hold a public accounting licence issued by the Association, pursuant to the Public Accounting Act, 2004 and every professional corporation engaged in the practice of public accounting shall hold a certificate of authorization to practise public accounting issued by the Association pursuant to the Public Accounting Act, 2004.
5. Every member who makes application for the issuance or renewal of a licence to practise public accounting in his or her own name, or who is a shareholder of a professional corporation at the time of application, shall be of good character.
6. A member is entitled to be granted a licence as a public accountant where the member:
- (a) makes application for a public accounting licence and pays the Association such fees as approved by the Association;
 - (b) meets the qualifications established by the Association to become licensed as a public accountant;
 - (c) meets the requirement for good character by providing such information as required by the Association in relation to good character and the public accounting licensing board or admission standards committee having responsibility for a review of the person's character is satisfied that the member has met the requirement; and
 - (i) has engaged in the practice of public accounting in a substantive way within the immediate past five years; or
 - (ii) has not engaged in the practice of public accounting in a substantive way within the immediate past five years and has successfully completed:
 - (1) a period of at least twelve months of public accounting services, within a maximum of 36 months from the date of the application, under the supervision of a licensee who shall, upon the member's completion of the period of public accounting experience, provide the Association with a certificate of such completion; and
 - (2) any course or courses prescribed by the Association and any updating examination(s) or evaluation(s) on
 - (a) the accounting and assurance standards set out in the CICA Handbook - Accounting and CICA Handbook - Assurance;
 - (b) the CGA Canada Public Practice Manual;
 - (c) the Code of Ethical Principles and Rules of Conduct;
 - (d) CGA Independence Standard;
 - (e) taxation; and
 - (f) business law.

- (d) For purposes of this section, the five-year period shall commence on January 1, 2007 for any person who was granted a licence or a permit to practise under the provisions of the Public Accountancy Act and whose licence or permit to practise was continued under the Public Accounting Act, 2004.
7. A licence to practise public accounting shall bear the date that it was issued or renewed and the date of its expiration and unless revoked shall remain in effect until its expiration.
 8. A member holding a licence to practise public accounting is entitled to renew the licence prior to its expiry if, prior to the expiry date, an application for renewal is made, all applicable fees are paid, and any other requirements for renewal made by the Association have been met.
 9. Where a member holding a licence to practise public accounting fails to make an application for renewal of a licence and receive the renewal prior to the expiration of the existing licence, or where the Association for any reason fails to renew a licence prior to its expiration, the member shall immediately cease practicing public accounting until it receives a licence, where applicable.
 10. Where a member previously held a licence, the provisions of sections 5 and 6 of this Article apply with respect to any re-application for a licence.
 11. The Association shall maintain a register of members granted a licence and the register shall be available to the public for inspection. The register shall also record any restrictions or conditions placed on the licence as a result of an administrative action by the Association or a decision made by a tribunal.
 12. Any member holding a licence may make an application to the Association to surrender the licence and the Association may accept such application subject to conditions it may establish for the surrender of a licence.
 13. Where the membership in the Association is suspended or a member holding a licence ceases to be a member of the Association for any reason, the licence shall be suspended or revoked, as applicable, effective on the day of the suspension or the day the person ceases to be a member and where a professional corporation is authorized to practise public accounting and it ceases to hold a valid certificate of authorization, it shall cease to practise public accounting on the date that its certificate of authorization is no longer valid.
 14. Where a tribunal has revoked the licence of a member, the Association may consider the application of the member for a new licence where it is satisfied that:
 - (a) the member is of good character;
 - (b) the member is competent to practise public accounting; and
 - (c) there would not be a risk to the public posed should a licence be issued.
 15. The Association shall not issue a licence to a member if the member held a licence issued under the Public Accounting Act, 2004 by another authorized designated body and such licence was suspended or revoked and not reinstated by that other authorized designated body.
 16. Where the public accounting licensing board deems it necessary to hold a hearing to determine good character of a member, the matter shall be forwarded to the admissions standards committee.
 17. An appeal from a decision made by the public accounting licensing board or the public accounting licensing review committee is to the appeal tribunal in accordance with the provisions of section 22, of Article 9, mutatis mutandis.
 18. A licensee, partnership or professional corporation authorized to practise public accounting shall consent and is deemed to consent for all purposes to the release of any and all information and documentation by a licensee, partnership or professional corporation to the Association and to the Public Accountants Council for the Province of Ontario for the purposes of enabling the Association and the Public Accountants Council for the Province of Ontario to carry out their respective responsibilities and functions pursuant to the Public Accounting Act, 2004, the Certified General Accountants Association of Ontario Act, 1983, the Code of Ethical Principles and Rules of Conduct and By-Law Four.
 19. A licensee, when providing any accounting services in respect of a financial statement, or of any part of

a financial statement or any statement attached to a financial statement, shall disclose in any written statement, opinion or report, the fact that the person is licensed as a public accountant by use of the term "Licensed Public Accountant" following the name of the licensee and the designation "Certified General Accountant" or the initials "CGA".

20. A professional corporation that holds a certificate of authorization to practise public accounting, when providing any accounting services in respect of a financial statement, or of any part of a financial statement or any statement attached to a financial statement, shall disclose in any written statement, opinion or report, the fact that it holds a certificate of authorization by use of the words "Authorized to practise public accounting by the Certified General Accountants Association of Ontario".
21. A firm, when providing any accounting services in respect of a financial statement, or of any part of a financial statement or any statement attached to a financial statement, shall disclose in any written statement, opinion or report, that it is a public accounting practice by the use of the term "Licensed Public Accountants" following the designation "Certified General Accountants".
22. Every licensee that issues, or seeks to be authorized to issue, audit reports on financial statements of any reporting issuer as defined under the Securities Act shall be registered with the Canadian Public Accountability Board, shall be subject to the rules and oversight of the Canadian Public Accountability Board, and shall be subject to inspection by the Canadian Public Accountability Board in respect of the performance of such engagements.
23. The provisions of this Article apply to the issuance of a licence to a person from another jurisdiction who is permitted to practise as a public accountant in that jurisdiction.
24. An applicant for a public accounting licence and all licensees must comply with the Public Accounting Licensing Regulations adopted by the Association, which forms Schedule B to this By-Law.

Article 17 – General Provision

Unless otherwise specifically provided, the provisions of this By-Law, including the *Code of Ethical Principles and Rules of Conduct*, apply to every member, firm or student.

Schedule A – **Code of Ethical Principles and Rules of Conduct**

Schedule A to By-Law Four is the *Code of Ethical Principles and Rules of Conduct* of the Association.

Schedule B – **Public Accounting Licensing Regulations**

Schedule B to By-Law Four is the Public Accounting Licensing Regulations of the Association.