

CPA By-laws

BY-LAWS

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Under the authority of Section 8 of the
Chartered Professional Accountants and Public Accountants Act

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100 GENERAL PROVISIONS

101 Former By-laws

- (1) Subject to the Act and the Regulations thereunder, all By-laws passed under the authority of predecessor Acts are hereby repealed, provided that any proceedings commenced in relation to matters arising before the effective date of these By-laws shall proceed and conclude as if such By-laws were still in force.

102 Definitions

In these By-laws any words importing the singular number or specific gender only include more persons, parties or things.

In these By-laws:

- (a) “**Act**” means Chartered Professional Accountants and Public Accountants Act, as amended and in force from time to time;
- (b) “**Adjudication Tribunal**” means an adjudication tribunal appointed in accordance with Section 32 of the Act;
- (c) “**Advertise**” means the making by or on behalf of a Member of any oral or written representation to the public by any means whatsoever concerning services offered by the Member in the Member’s capacity as a chartered professional accountant or in the Member’s practice of public accounting or in any Related Business or Practice (as referred to in By-law 102(nn)) or in the process of recruiting staff and, notwithstanding the generality of the foregoing, includes the making of any such representations on the Member’s stationery, or in any announcement, business card, brochure, leaflet, pamphlet, sign, notice, or any other document or printed or written matter, as well as in any newspaper, magazine, journal or other periodical, or by means of any broadcast by radio, television or other means, and “**Advertisement**” and “**Advertising**” shall have corresponding meanings;
- (d) “**Allegation**” means a written document alleging that a person has engaged in conduct deserving of sanction;
- (e) “**Annual Meeting**” means the annual general meeting of the Members of the Association held pursuant to Section 6(5) of the Act and By-law 220;
- (f) “**Applicant**” means anyone applying for membership in the Association pursuant to the By-laws;
- (g) “**Association**” means the Association of Chartered Professional Accountants of Newfoundland and Labrador;
- (h) “**Assurance Engagement**” means performing an assurance engagement and issuing an assurance report in accordance with the Standards of Professional Practice published by CPA Canada, as amended from time to time, or an assurance engagement or a report purporting to be performed or issued, as the case may be, in accordance with those standards;
- (i) “**Audit & Investment Committee**” means the committee appointed pursuant to By-law 235;
- (j) “**Audit Engagement**” means performing an audit engagement and issuing an auditor’s report in accordance with the Standards of Professional Practice published by CPA Canada, as amended from time to time, or an audit

- engagement or a report purporting to be performed or issued, as the case may be, in accordance with those standards;
- (k) **“By-laws”** means these By-laws as amended and in force from time to time and **“By-law”** refers to one of these By-laws;
 - (l) **“Board”** means the Board of the Association;
 - (m) **“Chartered Professional Accountant”** and **“CPA”** each mean an individual who meets the criteria for Membership under the Section 10(1) of the Act;
 - (n) **“Chief Executive Officer”** and **“CEO”** each mean the individual appointed by the Board pursuant to By-law 210(2);
 - (o) **“Certificate”** means a certificate to practice as a Chartered Professional Accountant;
 - (p) **“Common Final Examination”** means the qualifying examination prepared by the Board of Evaluators of CPA Canada on behalf of the Provincial CPA Body;
 - (q) **“Compilation Engagement”** means a compilation engagement completed or purporting to be completed in accordance with the Standards of Professional Practice published by CPA Canada, as amended from time to time;
 - (r) **“Complainant”** means a person making an Allegation;
 - (s) **“Complaints Authorization Committee”** means the Complaints Authorization Committee appointed pursuant to Section 28(1) of the Act;
 - (t) **“CPA ASB”** means the Chartered Professional Accountants Atlantic School of Business;
 - (u) **“CPA Canada”** means the national Organization of Chartered Professional Accountants in Canada;
 - (v) **“CPA Canada Competency Map”** means the competencies required of a registrant on the path to, and upon, certification as a Chartered Professional Accountant. The Competency Map will also form the basis for Practical Experience Requirements;
 - (w) **“Disciplinary Panel”** means the Disciplinary Panel appointed pursuant to Section 28(4) of the Act;
 - (x) **“Elected Officers”** means the officers elected by the Board pursuant to Section 4(3) of the Act;
 - (y) **“Firm”** means a sole proprietorship, Partnership or Professional Corporation;
 - (z) **“Fiscal Year”** means the fiscal year of the Association ending on the 31st day of March in each year;
 - (aa) **“Human Resources Committee”** means the committee appointed pursuant to By-law 233;
 - (bb) **“in writing”** applies to both paper and approved electronic forms;
 - (cc) **“Governance Committee”** means the committee appointed pursuant to By-law 236;
 - (dd) **“Licence”** means a licence to practise as a public accountant issued under the Act;
 - (ee) **“Licensed Public Accountant”** and **“LPA”** each mean an individual who meets the criteria and has been granted a Licence under Section 10(2) of the Act;
 - (ff) **“Management Consulting”** means an advisory service performed in investigating and identifying management problems related to the policy, organizational, operational, administrative or technical aspects of an enterprise or organization; recommending solutions to these problems; and/or assisting in their implementation;
 - (gg) **“Member”** means a Member of the Association, except where otherwise indicated by context;

- (hh) **“Member in Good Standing”** means a Member who is not currently suspended from Membership in the Association for any cause whatsoever.
- (ii) **“Membership & Licensing Committee”** means the committee appointed pursuant to By-law 232;
- (jj) **“Organization”** includes a corporation, company, society, association, firm or similar body as well as any department or division of a government or a Crown corporation, agency, board or commission established by or pursuant to statute;
- (kk) **“Office Practice Inspection Committee”** means the committee appointed pursuant to By-law 441;
- (ll) **“Partnership”** means a partnership including a limited liability partnership;
- (mm) **“Practice Inspection”** means inspecting the application of Standards of Professional Practice and the manner and methods of practice of registered and licensed Firms by the Association;
- (nn) **“Practice of Public Accounting”** means providing services to the public in one or more of the following functions:
 - i. practising as a “Public Accountant” as defined in Section 2(f) of the Act, as amended and in force from time to time;
 - ii. performing an Assurance Engagement as defined in the CPA Canada Handbook;
 - iii. performing a specific auditing procedures engagement as defined in the CPA Canada Handbook;
 - iv. performing a Compilation Engagement as defined in the CPA Canada Handbook; where there is third party reliance on financial information that is the subject of the compilation engagement;
 - v. accounting, insofar as it involves analysis, advice and interpretation in an expert capacity, but excluding record keeping;
 - vi. taxation, insofar as it involves advice and counselling in an expert capacity, but excluding mechanical processing of returns; and
 - vii. preparing a tax return or other statutory filing when such preparation is in a connection with a practice offering or providing a service as described in (i), (ii), (iii), (iv), (v) or (vi)

For greater certainty, the Practice of Public Accounting does not include the following in circumstances where there is no overlap with By-law 102(nn)(i) to 102(nn)(vii):

- i. management consulting, including investigating and identifying management and business problems related to the policy, technical, organizational, operational, financial, systems, procedures, or administrative aspects of organizations and recommending appropriate solutions;
- ii. insolvency, including receivership, trusteeship in bankruptcy, liquidation and administration of bankrupt or insolvent companies and estates;
- iii. data processing, including manual record keeping;
- iv. administratorship, insofar as it involves the management of affairs on behalf of others;
- v. computer systems consulting;
- vi. business brokerage, negotiating and advising on the sale, financing, merger or acquisition of business organization;
- vii. executorship and estate administration;
- viii. personal financial planning;
- ix. investment counselling;

- x. insurance counselling; and
- xi. valuation;
- (oo) **“Practising Office”** means an office of a Firm engaged in the Practice of Public Accounting; for Student registration purposes, and subject in that regard to such conditions as may be stipulated by the Board from time to time, **“Practising Office”** also includes Members holding the office of Auditor General of Canada or the office of Auditor General of the Province;
- (pp) **“Pre-Approved Program Route Office”** and **“PPR”** each mean a Pre-Approved Program Route Office that has been approved by the Board or its designate to employ Students for the purposes of providing the practical experience required for admission to membership in the Association;
- (qq) **“Prerequisite Courses”** means the Prerequisite level courses developed and delivered based on the CPA Canada Competency Map as amended from time to time;
- (rr) **“Professional Education Program”** and **“PEP”** each mean the graduate level program developed and delivered based on the CPA Canada Competency Map as amended from time to time;
- (ss) **“Practical Experience Requirements”** means the term of paid employment during which a Student demonstrates the attainment of professional knowledge, skills, values, ethics and attitudes required for entry to the CPA Canada profession;
- (tt) **“Profession”** means the profession of chartered professional accountants in the Province and **“Professional”** refers to that profession;
- (uu) **“Professional Corporation”** means a corporation that has been incorporated and is in good standing pursuant to the *Corporations Act* (Newfoundland and Labrador) and is registered and holds a certificate under Section 18 of the Act;
- (vv) **“Provincial CPA Body”** means the regulatory organization of chartered professional accountants incorporated in any province or territory of Canada, or in Bermuda, but does not include the Association of Chartered Professional Accountants of Newfoundland and Labrador;
- (ww) **“Province”** shall mean the Province of Newfoundland and Labrador;
- (xx) **“Registrar”** means the representative appointed by the Board pursuant to Section 11(1) of the Act;
- (yy) **“Regulations”** means the regulations of the Board made pursuant to Section 46 of the Act and **“Regulation”** refers to one of those Regulations;
- (zz) **“Regulatory Framework”** means the Act, Regulations, By-laws, Rules of Professional Conduct and Policies of the Association.
- (aaa) **“Resignation”** means a voluntary application made by a Member to cancel his/her certification as a Member of the Association;
- (bbb) **“Respondent”** means a chartered professional accountant, former chartered professional accountant, a Professional Corporation, former Professional Corporation, a Student or a former Student against whom an Allegation has been made;
- (ccc) **“Rules of Professional Conduct”** means the CPA Rules of Professional Conduct of the Association adopted pursuant to these By-laws and amended from time to time;
- (ddd) **“Seal”** means the seal of the Association as adopted by resolution of the Board from time to time;
- (eee) **“Standards of Professional Practice”** means assurance, audit, financial reporting, accounting and other standards pronounced by the Accounting

Standards Board, the Public Sector Accounting Board, or the Auditing and Assurance Standards Board and published in the CPA Canada Handbook and further includes other standards, as amended from time to time, approved and published by CPA Canada;

- (fff) **“Strategic Planning Committee”** means the committee appointed pursuant to By-law 237;
- (ggg) **“Student”** means a student registered with the delegated educational institution, pursuant to By-law 606(3);
- (hhh) **“Suspension”** means an action taken by the Association to temporarily or conditionally discontinue the registration, certification or licence of a Member or Student as a result of non-compliance with the Regulatory Framework;
- (iii) **“Taxation Service”** means providing advice or interpretation with respect to Canadian taxation matters;
- (jjj) **“Virtual Meeting”** means a meeting held with or without a physical location in which participation and/or vote by electronic means in real time is possible;

103 Definition by the Board

- (1) Any other word or phrase in the By-laws and Rules of Professional Conduct of the Association shall have the meaning or scope given to it from time to time by resolution of the Board.

104 Interpretation by the Board

- (1) In addition to all its other powers, the Board, for the information and guidance of Members, may by resolution interpret the intention or meaning of any By-law, Rule of Professional Conduct, procedure, resolution or report in connection with the Association and may determine any dispute with regard to such intent or meaning.
- (2) Any such Board Interpretation shall be final, binding and conclusive with regard to any such dispute.

105 Compliance with Regulatory Framework

- (1) All Members and Students by their registration with CPA ASB and enrollment in PEP or application for membership in the Association or for registration and certification as a Member of the Association or by their continuance of membership, registration or certification shall agree and shall be deemed to have agreed with the Association and each of its Members to the terms of the By-laws, Rules of Professional Conduct, policies and procedures of the Association and all acts or things done or to be done thereunder.
- (2) The Regulatory Framework pertaining to Members providing services as a professional accountant through or in the name of a Professional Corporation shall apply to the Professional Corporation.
- (3) For the purposes of these By-laws “present” shall mean attending in person or by telephone or other telecommunications device as provided for by Section 6(2) and 8(1)(h) of the Act.
- (4) A reference in a By-law, Rule of Professional Conduct, or policy to a statute or statutory provision shall be construed as including a reference to any amendment, modification, consolidation, revision, re-enactment or extension of such statute or

statutory provision for the time being in force or to any subordinate legislation made under the same.

106 Delivery of Documents

- (1) Any letter sent by registered mail from the Association to a Member or Student shall be deemed to have been received by the earlier of signature for receipt by the Member or Student or on the tenth calendar day after the day of mailing of such letter addressed to the Member or Student at the last mailing address designated by the Member or Student, unless the Member or Student to whom the letter is sent establishes that s/he did not, acting in good faith, through absence, accident, illness or good cause beyond his/her control, receive the letter.
- (2) Any document sent by electronic mail of the document from the Association to a Member or Student shall be deemed to have been received by the Member or Student on the next business day after the day of transmission of such document to the last facsimile number or e-mail address designated by the Member or Student, unless the Member or Student to whom the letter is sent establishes that s/he did not, acting in good faith, through absence, accident, illness or good cause beyond his/her control, receive the letter.
- (3) Members shall designate annually the address, telephone and e-mail address to which such documents in (1) or (2) shall be sent. In the absence of such designation the last address appearing in the records of the Association shall be considered the designated information.
- (4) Members shall electronically update or advise the Association in writing within thirty (30) days of any changes to the designated name, address, telephone or e-mail address information contained within the register.
- (5) Students shall designate annually via CPA ASB the address, telephone and e-mail address to which such documents in (1) or (2) shall be sent. In the absence of such designation the last address appearing in the records of the CPA ASB shall be considered the designated information.
- (6) Students shall electronically update or advise CPA ASB in writing within thirty (30) days of any changes to the designated name, address, telephone or e-mail address information contained within the register.

107 Electronic Signatures

- (1) Unless otherwise specifically provided in the By-laws, any document permitted or required to be signed may be signed by electronic signature, so long as the means of electronic signature permits a reliable determination by the Association that the document was created or communicated by or on behalf of the person permitted or required to sign the document.

108 Head Office

- (1) The Head Office of the Association shall be in the Province at such place therein as the Board may from time to time decide.

[The Next By-law is 200]

200 ASSOCIATION GOVERNANCE

BOARD

201 Board Composition and Term

- (1) The affairs of the Association shall be managed and conducted by a Board of Directors elected or appointed to fill vacancies in accordance with the Act and By-laws.
- (2) The Board shall consist of:
 - (a) 12 elected Members, of whom
 - i. At least two (2) members are licensed under Section 10 of the Act as Public Accountants; and
 - ii. At least two (2) members are not licensed under Section 10 of the Act as Public Accountants;
 - (b) Four (4) additional Members who are not Members of the Association, who shall be appointed in accordance with Section 5 of the Act.
- (3) The term of office for a Board Member shall be three years, with eligibility for re-election for two additional consecutive terms.

202 Election of the Board

- (1) In advance of each Annual Meeting the number of Members of the Board to be elected shall be determined by the number of vacancies at that time in the Membership of the Board.
- (2) A Nomination of a Member for election to the Board shall be in writing, signed by two Members of the Association, have the written assent of the nominated Member appended thereto, and shall be lodged with the Association at a date to be fixed by the Board annually, which date shall be at least twenty-one (21) days before the date of the Annual Meeting or adjourned Annual Meeting.
- (3) The Board shall adopt procedures by which Members may cast ballots, such that only one ballot is confidentially recorded for any Member:
 - i. By a paper ballot or some other voting document lodged with the scrutineers; and/or
 - ii. By a ballot cast through electronic medium when the anonymity, security and authenticity of which can be verified by the scrutineers.
- (4) A ballot shall be prepared by the Secretary-Treasurer and sent by mail, or other electronic means as may be prescribed by the Board, to each Member in good standing at least ten (10) days before the date of the Annual Meeting or adjourned Annual Meeting and shall contain the names, alphabetically arranged by last name, of the persons nominated, and shall have indicated thereon by general description the places of residence and such other information as may be required by the Governance Committee. Such voting paper shall not be effective or considered unless it is:
 - (a) returned and received by the Association by noon two (2) business days prior to the date of the Annual Meeting; and

- (b) marked for the election of not more than the number of persons nominated for election to the Board as are to be elected at that Annual Meeting.
- (5) The person(s) with the greatest number of votes, up to the number of vacant positions to be filled, will be elected subject to the Board composition requirements in By-law 201(2)(a) being met.
- (6) Two (2) scrutineers, appointed by the Board from the Members, and the Chief Executive Officer, shall count the ballots received by the Association and verify results in accordance with By-law 202(4) and shall submit to the Secretary-Treasurer a certified list of the names of the persons elected at the Annual Meeting.
- (7) The Secretary-Treasurer shall declare at the Annual Meeting the names of those Members elected to the Board and of any members of the Board appointed by the Minister pursuant to Section 5 of the Act, but the officers of the Association shall notwithstanding continue to act until their successors are elected by the Board.
- (8) In the event of a tie between any two or more nominees necessary to complete the full membership of the Board, announcement thereof shall be made by the Secretary-Treasurer at the Annual Meeting and a ballot shall thereupon be conducted by the chair of the Annual Meeting among the Members present in order to resolve the tie.
- (9) The ballots shall be destroyed following the Annual Meeting.

203 Qualification for and Disqualification from the Board

- (1) All Members, except honorary Members, whose residence is in the Province, shall be eligible for election to the Board, subject to By-law 203(2).
- (2) A Member shall not be eligible for nomination as a candidate for election to the Board or, if serving on the Board to continue such service, if s/he:
 - (a) has been convicted of an offence of fraud, theft, forgery or tax evasion, or an offence of conspiring or attempting to commit any such offense; or
 - (b) has been found guilty by an adjudication tribunal pursuant to the Act of any breach of the Rules of Professional Conduct; or
 - (c) is not a Member in good standing.
- (3) Board Members are expected to attend all meetings of the Board and of any committees to which they have been appointed. Upon the occurrence of two (2) unexcused absences from meetings of the Board annually, any Elected Member of the Board may, with a vote of two thirds of Board Members present at the meeting, be removed from the Board.
- (4) If service on the Board ends in accordance with the provisions of By-law 203(2) or By-law 203(3), or if for any other reason an Elected Board Member leaves the Board before the end of their term, the remaining Board Members shall appoint a replacement to fulfil the remainder of the Term, in accordance with Section 4(7) of the Act.
- (5) A Member who has been found ineligible for nomination for election to the Board or to continue to serve on the Board pursuant to By-law 203(2) or (3) shall become eligible for nomination for election to the Board the later of:
 - (a) five (5) years from the date of conviction under By-law 203(2)(a); or

- (b) five (5) years from the finding of professional misconduct which made the Member ineligible under By-law 203(2)(b); or
- (c) for purposes of 203(2)(c), immediately following reinstatement as a Member in Good Standing; or
- (d) two (2) years from the date the Member was removed from the Board under By-law 203(3).

204 Meetings of the Board

- (1) Meetings of the Board shall be held at such times and places as the Chair shall determine, including by means of telephone, electronic or other communication facilities that will permit all persons participating in the meeting to communicate with each other, and reasonable notice of such meetings shall be given to all Members of the Board.
- (2) A meeting of the Board shall be convened on receipt by the Chair, any other officer of the Board, or the Chief Executive Officer of a requisition for a meeting duly signed by any five Board Members specifying the general nature of the business to be transacted at such meeting. A meeting of the Board shall be convened within ten (10) business days of receipt of such requisition or notification.

205 General Powers

- (1) In addition to the powers specifically exercised by the Board pursuant to these By-laws, the Board may do all such other acts, matters and things necessary to fulfil the objects of the Association under the Act and to otherwise carry into effect the provisions of these By-laws.
- (2) Subject to the Act and the By-laws, the order of business and procedure at all meetings of the Board shall be governed by the rulings of the Chair.

206 Volunteer Expenses

- (1) Directors, members of Association committees and members of the Disciplinary Panel shall be paid their reasonable out of pocket expenses of attending meetings of the Board and its committees and of conducting the affairs of CPA Newfoundland and Labrador. The Board may establish policies concerning the payment of such expenses.

[The Next By-law is 210]

OFFICERS

210 Election and Appointment of Officers

- (1) The following shall be the Elected Officers of the Board and shall act on behalf of the Board on matters delegated by the Board:
 - (a) Chair
 - (b) Vice-Chair
 - (c) Secretary/Treasurer
- (2) As soon as possible following the Annual Meeting at which it has been elected, the Board shall meet and elect as required, from the elected members of the Board, a Chair, a Vice-Chair, and a Secretary-Treasurer.
- (3) The Board shall elect a Chair and a Vice-Chair from among the elected Members of the Board to hold office for a two-year term, confirmed annually.
- (4) The Board shall elect a Secretary/Treasurer from the elected Members of the Board to hold office for a one-year term. The Secretary/Treasurer may be re-elected to their office by the Board.
- (5) The Board shall provide for the appointment and remuneration of a Chief Executive Officer, Registrar and such other officers and agents as the Association may from time to time require.

211 Re-Staff an Officer Vacancy

- (1) In the event the Chair position becomes vacant for any reason, the Vice-Chair will automatically move up and the Board will elect a replacement for the Vice-Chair position from the elected members of the Board to fulfill the remainder of the term.
- (2) In the event the Vice-Chair chooses not to move up for any reason, the Board shall elect a Chair from the elected members of the Board to fulfill the remainder of the term.
- (3) In the event the Vice-Chair and/or Secretary/Treasurer position becomes vacant for any reason, the Board shall elect a replacement for the vacant position from the elected members of the Board to fulfill the remainder of the term.

212 Chair/Vice-Chair Responsibilities

- (1) The responsibilities of the Chair / Vice-Chair shall include the following:
 - (a) The Chair shall preside at all meetings of the Association and the Board;
 - (b) In the absence or at the request of the Chair, the Vice-Chair shall act as Chair;
 - (c) At any meeting of the Association or of the Board where the Chair or the Vice-Chair is not in attendance, those present at the meeting, provided they constitute a quorum under these By-laws, may by resolution appoint any other Member of the Board present at such meeting to act as Chair of the meeting;
 - (d) such other duties as the Board may direct.

213 Secretary-Treasurer's Responsibilities

- (1) The Secretary – Treasurer shall be responsible for:
 - (a) notifying Members of the Association of the Annual Meeting and Special Meetings;
 - (b) notifying members of the Board of all Board meetings to be held;
 - (c) ensuring proceedings of all meetings are recorded;
 - (d) chair meetings of the Audit & Investment Committee;
 - (e) such other duties as the Board may from time to time direct.
- (2) In the event that the Secretary-Treasurer is unable to perform his/her duties in relation to any meeting, the Chair shall appoint a Member of the Board to act as Secretary-Treasurer pro tempore and such person so appointed shall carry out all duties of the Secretary-Treasurer as prescribed by the By-laws of the Association in relation to such meeting.

214 Chief Executive Officer's Responsibilities

- (1) The Chief Executive Officer shall be responsible for:
 - (a) the custody, receipt and disbursements of the funds of the Association;
 - (b) carrying out the objects of the Association;
 - (c) such other duties as the Board may from time to time direct.

215 Registrar's Responsibilities

- (1) The Registrar shall be responsible for:
 - (a) The register, which will include the name, address, category and date of registration of every Member and the Registrar shall report to the Board on matters related to the register at least annually;
 - (b) those aspects of the complaints and disciplinary process as required pursuant to Sections 28-44 of the Act;
 - (c) such other duties as the Board may from time to time direct.

[The next By-law is 220]

MEETINGS OF THE ASSOCIATION

220 Annual General Meeting

- (1) The Annual Meeting of the Association shall be held not later than the 30th day of September in each year in such location as the Board shall determine. The Annual Meeting may be conducted in whole or in part by a Virtual Meeting.
- (2) Notice of the time and place of the Annual Meeting shall be provided by the Secretary-Treasurer, in a manner determined by the Board, to all Members at least ten (10) days prior to the date of such meeting. The notice shall include a copy of the annual report of the Association. The annual report shall include the report of the Chair, the annual financial statement of the Association and the report of the auditor thereon.

221 Other General Meetings

- (1) A special meeting of the Association other than a special meeting convened pursuant to Section 6(7) of the Act may be held from time to time upon resolution of the Board and shall be called forthwith by the Chair, and in the Chair's absence, by the Vice-Chair, or by the majority of the Board.
- (2) Notice of the time and place of such special meeting shall be provided by the Secretary-Treasurer, in a manner determined by the Board, to all Members at least ten (10) days prior to the date of such special meeting.
- (3) No business other than that specified in said notice shall be brought before such special meeting.
- (4) A special meeting called pursuant to Section 6(7) of the Act shall be held within sixty (60) days of receipt of the request for such special meeting.

222 Adjournment of Annual or Other General Meetings

- (1) Any meeting of the Association may be adjourned from time to time by any resolution of the majority of the Members present but no business shall be transacted at any resumption of such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

223 Procedures at Annual or Other General Meetings

- (1) At any meeting of the Association twenty-five (25) Members present in person or by approved virtual means or represented by proxy or otherwise and in good standing shall constitute a quorum.
- (2) Only Members present in person or by approved virtual means and in good standing shall have a vote except as provided in By-law 225.
- (3) Voting shall be by show of hands unless ten (10) or more Members present require a vote by ballot.
- (4) If a vote by ballot is required, the Chair shall appoint two (2) scrutineers to take the vote, or provide such other electronic means as appropriate to conduct the vote.

- (5) At any meeting of the Association, resolutions shall be presented in writing if required by the presiding officer.
- (6) Subject to the By-laws, the order of business and procedures at all meetings of the Association shall be set and governed by the Chair.

224 Notice Provisions

- (1) Any notice under these By-laws shall be deemed to have been duly given if and when mailed to the designated address pursuant to By-law 106(1) or sent by electronic mail to the designated e-mail pursuant to By-law 106(2).
- (2) The confirmation of the Secretary-Treasurer or other officer appointed by the Board shall be conclusive evidence of the due mailing of any such notice.
- (3) The non-receipt of any notice under these By-laws shall not invalidate such notice or any meeting, or any resolution, proceeding or action at any meeting.
- (4) The Board may from time to time determine in its sole discretion what the reasonable notice required under the By-laws should be in the circumstances and may declare that any notice already given has been reasonable.

225 Proxy Voting Provisions

The Board may from time to time determine, in particular cases, permit any Member who is entitled to vote at any Annual Meeting or Other General Meetings of the Association to cast his/her vote by proxy subject to the following provisions:

- (1) the instrument appointing a proxy shall be in writing under the hand of the Member and delivered not less than five (5) business days before the Annual Meeting or Other General Meetings for which the proxy is given to a proxy scrutineer who shall be a person selected by the Board. The Board may appoint an alternate proxy scrutineer to serve if the proxy scrutineer is unable to attend the meeting;
- (2) no person shall act as proxy unless s/he is entitled on his/her own behalf to be present and vote at the meeting at which s/he acts as a proxy;
- (3) the instrument appointing a proxy shall be in writing, signed by the Member, and shall be in the following form:

I, _____ of _____, a Member in good standing of the Association hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the meeting of the Association to be held on the _____ day of _____ 20__

Witness
Member;
- (4) prior to the meeting the proxy scrutineer (or his/her alternate) shall review the proxies received for compliance with this By-law and furnish the Chief Executive Officer or such other person as may be appointed by the Chief Executive Officer, with a record of the names of all Members who have filed proxies and the names of those who act for such proxies. Such records shall not show how any particular Member directed his/her vote to be cast;
- (5) any Member who has appointed a proxy pursuant to 225 (1) to (3) may, at any time prior to the time scheduled for the commencement of the meeting in question,

personally attend the place of the meeting, revoke his/her proxy in writing, and cast his vote personally. The proxy scrutineer (or his/her alternate) shall attend the place of the meeting one-half hour before the time appointed for the commencement of the meeting to receive written revocation of proxies;

- (6) the proxy scrutineer (or his/her alternate) shall report in writing to the Secretary-Treasurer or designate appointed under By-law 213(2) the number of proxy votes.

[The next By-law is 230]

COMMITTEES

230 Committees: Appointment – Composition – Meetings

- (1) Pursuant to Section 8(1)(b) of the Act, the Board may from time to time appoint Members of the Board comprising representatives of elected and appointed members to the following Board committees:
 - (a) Complaints Authorization Committee;
 - (b) Membership & Licensing Committee;
 - (c) Human Resources Committee;
 - (d) Discipline Advisory Committee;
 - (e) Any other Board committee duly created by the Board.
- (2) The Chair shall be ex officio a Member of all committees of the Board under By-law 230(1).
- (3) The Board may from time to time appoint Board and/or non-Board Members to the following advisory committees:
 - (a) Audit and Investment Committee;
 - (b) Governance Committee;
 - (c) Strategic Planning Committee;
 - (d) Regulatory Advisory Committee;
 - (e) Any other advisory committee duly created by the Board.
- (4) The Chief Executive Officer may appoint from the membership of the Association management committees that are required in the execution of his/her duties. The management committees shall include but are not limited to:
 - (a) Practice Inspection Committee per By-law 441;
 - (b) Any other management committee as may be required from time to time.
- (5) Except where otherwise specifically provided, meetings of committees shall be held, on reasonable notice, at such times and places as the respective chair thereof shall from time to time determine, including by means of telephone, electronic or other communication facilities that will permit all persons participating in the meeting to communicate with each other.
- (6) Except where otherwise specifically provided, at any meeting of a committee constituted pursuant to By-law 230(1), a majority of the Members of a committee thereof shall constitute a quorum provided that at any such meeting a majority of the Members of the committee present and voting shall be Members of the Association and at least one committee member present is an appointed member pursuant to Section 5(1) of the Act.
- (7) Every Member of a committee present shall have one vote.
- (8) A Member of a committee referred to in By-law 230(1) may at any time give notice in writing to the chair of the committee that the Member intends to resign. The Member's office shall become vacant on the acceptance of the Resignation by the committee or, in the case of a Member of the Association, when the Member ceases to be a Member of the Association, or is excluded or suspended for any period from Membership, or in the case of any Member of a committee, if the Member is absent from the meetings of a committee for more than two consecutive meetings without

- the consent of the committee, the committee may, with a vote of two thirds of committee Members present at the meeting be removed from the committee.
- (9) Should any matter arise between two meetings of the Board affecting the interests of the Association or the profession, which in the opinion of the Chair requires immediate consideration, but does not come within the jurisdiction of a committee or the mandate of the Chief Executive Officer, s/he shall have power to appoint a special committee of not less than three Members of the Board to investigate the matter. The Chair shall report to the Board at the first meeting after the said committee has been appointed:
- (a) his/her reasons for nominating the committee; and
 - (b) the findings of the committee. The Board may continue the committee or deal with the matter in any way that it may deem best in the interest of the Association.
- (10) The Board may appoint or authorize local committees or associations of Members in any municipality or area:
- (a) such local committees or associations shall not have any delegated duties or responsibilities of the Board and shall not be authorized to speak or Act on behalf of the Association;
 - (b) local committees or associations of Members may be dissolved at any time by resolution of the Board.

231 Complaints Authorization Committee

- (1) The Complaints Authorization Committee shall consist of such Members including a chair and vice-chair as are appointed by the Board pursuant to Section 28(1) and (2) of the Act.
- (2) The Complaints Authorization Committee shall have the powers and responsibilities bestowed upon it pursuant to Section 31 of the Act.

232 Membership & Licensing Committee

- (1) The Membership & Licensing Committee shall consist of such Members including a chair as are appointed by the Board.
- (2) The Membership & Licensing Committee shall have the power to examine, approve or reject all applications for membership in the Association, including the power to inquire into the moral, legal and educational fitness of each applicant, and generally to deal with all matters affecting membership in the Association, other than those matters within the power of the Complaints Authorization Committee and the Disciplinary Panel.
- (3) The Membership & Licensing Committee shall have the power to review the conditions giving rise to a Suspension or expulsion for bankruptcy, mental incompetence or mental disability and make recommendations to the Board as to whether such suspensions or expulsions shall be terminated or continued and on what terms and conditions, if any.
- (4) The Membership & Licensing Committee shall have the power to receive and consider requests or submissions from Members and Students respecting special circumstances affecting membership or Student registration status.

- (5) The Membership & Licensing Committee shall have the power to review the conditions giving rise to the failure of a Member to comply with the minimum requirements for continuing professional development as outlined in By-law 312 and to recommend to the CEO or his/her designate an appropriate course of action pursuant to By-law 315.
- (6) The Membership & Licensing Committee shall have the power to examine, approve or reject all applications for licensure in the Association, including the power to inquire into the members' ability to meet the requirements set out in By-laws 410-419, as applicable.
- (7) The Membership & Licensing Committee shall have such other powers and responsibilities delegated to it through the Board Approved Committee Terms of Reference.
- (8) The Registrar shall give prompt written notice to the Member of all Membership & Licensing Committee decisions pertaining to that Member.
- (9) Within thirty (30) days of the date of the notice, the Member may apply to have the matter reviewed by the Board without a hearing, which shall make such decision in respect of the matter as it deems to be appropriate in the circumstances.

233 Human Resources Committee

- (1) The Human Resources Committee shall consist of such Members including a chair as are appointed by the Board.
- (2) The Human Resources Committee shall have the power and responsibility to review the remuneration of the CEO at least annually.
- (3) The Human Resources Committee shall have the power and responsibility to review the performance of the CEO at least annually and report to the Board thereon.
- (4) The Human Resources Committee shall ensure the CEO is seeking appropriate feedback regarding the Registrar's performance and that the CEO is completing an annual review of the Registrar's remuneration.
- (5) The Human Resources Committee shall be responsible for the recruitment process as it relates to the positions of CEO and/or the Registrar, including making recommendations to the Board.
- (6) The Human Resources Committee shall have such other powers and responsibilities delegated to it through the Board Approved Committee Terms of Reference.

234 Discipline Advisory Committee

- (1) The Discipline Advisory Committee shall consist of such Members including a chair as are appointed by the Board.
- (2) The Discipline Advisory Committee shall be comprised of the CEO, Registrar, Board Chair, Board Vice-Chair, Board Secretary/Treasurer, the Complaints Authorization Committee Chair and a public representative appointed by the Board.
- (3) The primary responsibility of the Discipline Advisory Committee is to provide instructions to legal counsel on disciplinary matters when required. The Discipline Advisory Committee will only become involved after the Complaints Authorization

Committee has referred a complaint to the discipline panel and an adjudication tribunal has been appointed to conduct a hearing.

- (4) The Discipline Advisory Committee shall have such other powers and responsibilities delegated to it through the Board Approved Committee Terms of Reference.

235 Audit and Investment Committee

- (1) The Audit & Investment Committee shall consist of such Members, including a chair who shall be the Secretary-Treasurer, as appointed by the Board from time to time.
- (2) The Audit & Investment Committee shall consider, examine, and review all elements of the financial statements related to the Association.
- (3) The Audit & Investment Committee shall present to the Board for review and approval, the financial statements of the Association at least annually.
- (4) The Audit & Investment Committee shall ensure the annual audit is effectively carried out, the financial statements are fairly presented in accordance with Canadian Accounting Standards for Not-for-Profit Organizations, and that anything that the external auditor feels should be brought to the attention of the Board is brought to the Board for consideration and appropriate action.
- (5) The Audit & Investment Committee shall assess investments on behalf of the Association and shall ensure the investments are monitored and managed in a manner that is consistent with the investment policy approved by the Board.
- (6) The Audit & Investment Committee shall review the annual budget and recommend for Board approval the associated membership fees.
- (7) Notwithstanding any other provision of these By-laws, the day-to-day responsibility for the financial reporting, information systems, risk management and internal controls of the Association rests with management and staff, as directed and overseen by the Board via the Audit & Investment Committee.
- (8) The Audit & Investment Committee shall have such other responsibilities assigned to it through the Board Approved Committee Terms of Reference.

236 Governance Committee

- (1) The Governance Committee shall consist of such Members including a chair as are appointed by the Board.
- (2) The Governance Committee shall monitor the performance of the Board related to its ability to fulfil its legal, ethical and functional responsibilities through adequate governance policy development, Board recruitment strategies, training programs, monitoring of board activities, and evaluation of Board members' performance.
- (3) The Governance Committee shall evaluate Board members' performance at least bi-annually.
- (4) The Governance Committee shall be responsible for providing orientation and training programs for Board Members as may be required from time to time.
- (5) The Governance Committee shall have such other responsibilities assigned to it through the Board Approved Committee Terms of Reference.

237 Strategic Planning Committee

- (1) The Strategic Planning Committee shall consist of such Members including a chair as are appointed by the Board.
- (2) The Strategic Planning Committee shall create a proposed Strategic Plan for the Association (“the Strategic Plan”) and present to the Board for approval.
- (3) The Strategic Planning Committee shall ensure the organization maintains a Strategic Plan and monitors the Association’s performance against it at least semi-annually.
- (4) The Strategic Planning Committee shall create, develop, adopt, examine and maintain a reporting framework with the CEO to demonstrate the Association’s performance on the Strategic Plan.
- (5) The Strategic Planning Committee shall complete a detailed strategic assessment annually which shall include an assessment of the significant changes in the operating environment and continued relevance of the vision and mission of the Strategic Plan.
- (6) The Strategic Planning Committee shall have such other responsibilities assigned to it through the Board Approved Committee Terms of Reference.

238 Regulatory Advisory Committee

- (1) The Regulatory Advisory Committee shall consist of such Members including a chair as are appointed by the Board.
- (2) The Regulatory Advisory Committee shall review at least annually the By-laws, identify potential changes and present recommendations for changes to the Board for approval.
- (3) The Regulatory Committee shall have such other responsibilities assigned to it through the Board Approved Committee Terms of Reference.

[The next By-law is 240]

GENERAL

240 Banking: Deposits – Investments – Authorized Signatures

- (1) Monies of the Association shall be kept in such chartered banks or trust companies as the Board may from time to time by resolution determine.
- (2) Monies of the Association may be invested in accordance with the investment policy as approved by the Board from time to time.
- (3) All cheques and electronic transfers and other financial instruments shall be signed or authorized by such person or persons as authorized by resolution of the Board from time to time.

241 Execution of Legal Documents

- (1) All other deeds, contracts, documents or legal papers to be signed by the Association shall be:
 - (a) attested by the signature of
 - i. one of the elected officers; and
 - ii. the Chief Executive Officer or his/her appointee for this purpose; or
 - (b) attested in such other manner as the Board may from time to time determine by resolution.

242 Indemnification of Board Members, Officers, Committee Members and Others

- (1) Every person when acting in his/her capacity as:
 - (a) a Member of the Board; or
 - (b) an officer of the Association; or
 - (c) a Member of a committee of the Associationand any other servant or agent of the Association shall, out of the funds of the Association, be indemnified and saved harmless
 - i. from and against any liability s/he may suffer or incur arising out of the normal operation of the Association, or out of any duty or responsibility under these By-laws, or out of any undertaking or assignment authorized by the Board,
 - ii. for all costs, charges and expenses which s/he may suffer or incur in or about the defence of any claim, action, suit or proceeding alleging such liabilityprovided such liability, costs, charges and expenses are suffered or incurred without his/her own wilful default.

[The Next By-law is 300]

300 MEMBERSHIP

301 Admission to Membership

- (1) The Membership & Licencing Committee shall direct the Registrar to certify as a member of the Association anyone who:
- (a) makes an application on the appropriate form and pays the prescribed application fee;
 - (b) provides to the Membership & Licencing Committee evidence of good character satisfactory to the Membership & Licencing Committee;
 - (c) is not an undischarged bankrupt;
 - (d) has provided all information and produced all documents and all other materials requested by the Association or anyone acting on its behalf; and
 - (e) is one of the following:
 - i. Student in good standing who
 1. has met all the requirements to be registered as a Student per By-law 601;
 2. has completed the education requirements per By-law 607;
 3. has completed the Practical Experience Requirements prescribed in By-law 608; and
 4. has successfully passed the Common Final Examination. Any Student shall be considered to have successfully completed the Common Final Examination if s/he achieves a standing as required by the standards established by CPA Canada.
 - ii. a Member in good standing of a Provincial CPA Body which recognizes Membership in the Association as a basis for obtaining Membership in that Provincial CPA Body without requiring the Member to write and pass the Common Final Examination.
 - iii. a certified public accountant from the United States of America as defined in Regulation 3(3)(c) who
 1. is a Member of a state which has adopted the 150-hour education requirement prescribed by the National State Boards of Accounting Regulators and the American Institute of Certified Public Accountants; and
 2. has completed practical experience that has been assessed by the Membership & Licencing Committee as meeting the Practical Experience Requirements for admission to Membership in the Association as prescribed by the Board.
 3. has met all other requirements in the mutual recognition agreement between Canada and the United States of America as approved by the Board.
 - iv. a Member or former Member of a designated accounting body outside Canada, except for the United States of America, as defined in Regulation 3(3)(b) and has
 1. successfully completed all educational, examination and experience requirements outlined in the formal agreement between the Association and that designated body;

2. obtained membership in a professional accounting body outside Canada as a result of meeting that professional accounting body outside Canada's requirements while the individual was a resident in the professional accounting body outside Canada; and
3. has completed practical experience that has been assessed by the Membership & Licencing Committee as meeting the Practical Experience Requirements for admission to Membership in the Association as prescribed by the Board.

302 Certificate

- (1) Upon acceptance to Membership pursuant to By-law 301(1) or registration of a Professional Corporation pursuant to By-law 401(1), the Association shall issue a Certificate to the Member or Professional Corporation.
- (2) A Certificate issued to a Member or Professional Corporation shall be in the form approved by the Board and shall be signed by the Chair and another officer designated by the Board and the Member Certificate shall bear the Seal of the Association.
- (3) Each certificate shall remain the property of the Association and the Association may demand the immediate return of the certificate held by a Member or Professional Corporation:
 - (a) when the Member or Professional Corporation resigns from the Association;
 - (b) when the Member or Professional Corporation is suspended from the Association; or
 - (c) when the Member or Professional Corporation is expelled by the Association.

303 Applicant Subject To Disciplinary Proceedings

- (1) Anyone applying to be certified as a member of the Association who has made a positive disclosure pursuant to Regulation 5(2) (b), (c), (d) or (e) shall provide a written consent permitting the Membership & Licencing Committee or its designate to access information regarding such investigation or disciplinary proceedings from that organization.
- (2) The Membership & Licencing Committee may defer consideration of an application until such time as any proceedings pursuant to By-law 303(1) have been concluded.

304 Bankruptcy, Mental Incompetence or Mental Disability

- (1) Upon receipt by the Board of the proof provided for under By-law 304(2) and information required pursuant to By-law 306(2) any Member, Student or Professional Corporation who:
 - (a) becomes a bankrupt; or
 - (b) is subject to an order of the Supreme Court of Newfoundland and Labrador or a judge thereof, pursuant to the Mentally Disabled Persons' Estates Act, RSNL 1990, Chapter M-10, as amended, appointing a guardian for the custody and management of the Member's estate based on the finding that the Member is a mentally incompetent person; or

- (c) is declared, by the Supreme Court of Newfoundland and Labrador, or a judge thereof, pursuant to the Mentally Disabled Persons' Estates Act, RSNL 1990, Chapter M-10, as amended, to be a person incapable of managing his/her affairs, without there being a declaration of mental incompetence; or
 - (d) is subject to an order of the Supreme Court of Newfoundland and Labrador or a judge thereof for the temporary maintenance of a mentally incompetent person, pursuant to the Mentally Disabled Persons' Estates Act, RSNL 1990, Chapter M-10, as amended;
 - (e) is subject to the guardianship of the Office of the Public Trustee of Newfoundland and Labrador, without appointment, pursuant to the Mentally Disabled Persons' Estates Act, RSNL 1990, Chapter M-10, as amended;
 - (f) is admitted as or becomes an involuntary patient in a psychiatric facility or continues therein by virtue of a Certificate of renewal pursuant to the Mental Health Care and Treatment Act, SNL. 2006, M-9.1, as amended, or other statute for the time being in force; or
 - (g) under the provisions of any legislation in force in any jurisdiction of Canada similar in nature to the legislation referred to in paragraphs (b), (c), (d), (e) or (f) of By-law 304(1), is deemed to be a person incapable of managing his/her affairs or is subject to guardianship or is admitted as or becomes an involuntary patient in a psychiatric facility
- may, upon resolution by the Board, be subject to any of the actions as determined in By-law 304(3).
- (2) For the purposes of By-law 304(1), any one of the following may be accepted by the Board as conclusive proof of the facts certified, evidenced or declared:
 - (a) in the case of a bankrupt, a certified copy of the receiving order or a Certificate of the official receiver certifying that the person is a bankrupt;
 - (b) in the case of a mentally incompetent person a certified copy of the final court order of guardianship, or in the case of a person declared to be incapable of managing his/her affairs a certified copy of such declaration of incompetence, or in the case of temporary mental incompetence a certified copy of the court order in this regard or in the case of the Registrar of the Supreme Court being made guardian without appointment, a declaration of the Registrar to that effect;
 - (c) in the case of a person who is an involuntary patient in a psychiatric facility, written evidence from an appropriate authorized individual in such psychiatric facility stating that person has been involuntarily admitted to or has become an involuntary patient in the psychiatric facility or continues therein as an involuntary patient.
 - (3) Within thirty (30) days of receipt of the information referred to in By-law 304(2) or By-law 306(2) the Board shall review the information and may do any one or more of the following:
 - (a) take no further action;
 - (b) suspend the Member and impose conditions on subsequent reinstatement;
 - (c) remove the Student's name from the register of Students and impose conditions on subsequent re-registration;
 - (d) impose restrictions and/or supervision of the Member's practice;
 - (e) impose restrictions on the Member's professional activities;
 - (f) expel the Member and impose conditions on subsequent readmission;
 - (g) suspend, revoke or cancel a permit to a Professional Corporation;

- (h) recommend monitoring or counselling;
 - (i) refer the matter to the Complaints Authorization Committee;
 - (j) impose other conditions that the Board deems appropriate.
- (4) The Board shall provide at least ten (10) days' notice of any review by the Board pursuant to By-law 304(3) to the Member, or the Member's legal representative, or such other person appointed by the court to represent such Member.
- (5) The Board shall prepare a written report of its findings and notify the Member or Student in writing of its decision and any sanctions to be imposed and, in the case of a person to whom By-law 304(1)(b), (c), (d), (e) or (f) applies, similar notice shall also be given to that person's legal representative, if the Board is advised of any.
- (6) In making its determination under By-law 304(3) the Board shall have regard to such considerations as it may deem appropriate including without limitation:
- (a) The circumstances that caused or contributed to the bankruptcy, the mental incompetence or mental disability and the conduct of the Member in respect of such circumstances;
 - (b) The extent to which the bankruptcy, mental incompetence or mental disability may put at risk the interests of
 - i. any client or employer of the Member; or
 - ii. any other party or parties adversely affected by the bankruptcy, mental incompetence or mental disability;
 - (c) the number and nature of the creditors affected;
 - (d) whether or not there is or was any associated criminal or civil liability on the part of the Member in respect to the bankruptcy, mental incompetence or mental instability;
 - (e) the Member's financial circumstances;
 - (f) the date the Member expects to be discharged from the bankruptcy;
 - (g) whether or not the Member is:
 - i. competent to carry on the practice of public accounting, if the Member is engaged in such practice or indicates an intention to engage in such practice in the foreseeable future; or
 - ii. capable of performing without impairment the essential duties associated with his/her employment; or
 - iii. capable of carrying out without impairment any business or practice in which the Member is engaged.
- (7) In addition to the considerations set out in By-law 304(3), the Board shall consider, in respect of a Member engaged in the Practice of Public Accounting, whether:
- (a) the Member is able to finance, organize and manage a public accounting practice; and
 - (b) a reasonable observer would conclude that the Member's objectivity or independence has been impaired or appears to be impaired.

305 Termination of Suspension

- (1) A Member whose membership is suspended or expelled by operation of By-law 304(3), may, whether or not the condition giving rise to the Suspension or expulsion has been removed, apply to have the Suspension or expulsion terminated; any such

- application shall be investigated by the Membership & Licencing Committee and, after investigation, the Membership & Licencing Committee shall report its findings to the Board concerning the matter.
- (2) Findings reported to the Board by the Membership & Licencing Committee under By-law 305(1) will include a recommendation and the Board will accept or reject the recommendation and take additional action as necessary. The decision of the Board shall be recorded in the minutes and shall be final, binding and conclusive for all purposes.
 - (3) In arriving at its' finding, the Membership & Licencing Committee, shall have regard to such considerations as may seem appropriate including without limitation whether the applicant is of good moral character; and
 - (a) has been discharged from bankruptcy as evidenced by a court order; or
 - (b) has been declared by a court to have become mentally competent or capable of managing his/her own affairs as evidenced by a court order to that effect or has had his/her guardian discharged pursuant to the Mentally Disabled Persons' Estates Act, RSNL 1990, Chapter M-10, as amended; or
 - (c) has sufficiently recovered and has been discharged from a psychiatric facility as evidenced by a Certificate or other written evidence to that effect from an appropriate authorized individual in such psychiatric facility.
 - (4) If the Membership & Licencing Committee while conducting its investigation pursuant to By-law 305(1) becomes aware of any act, omission, matter or thing on the part of the Applicant that the Complaints Authorization Committee is empowered to investigate and inquire into pursuant to Section 31 of the Act, it may continue its investigation but shall bring such act, omission, matter or thing to the attention of the Registrar pursuant to the Act.
 - (5) Where an investigation or enquiry by the Complaints Authorization Committee referred to in By-law 305(4) results in Suspension or results in a charge being made against the applicant, the disposition of which causes the applicant to be suspended as a Member for a specified period of time, or to be expelled from Membership, before the Membership & Licencing Committee concludes its investigation, the Membership Committee shall not proceed further with its investigation and the application made under paragraph (1) hereof shall terminate and be of no further effect.

306 Requirement to Report Bankruptcy

- (1) Any Member or Student who becomes bankrupt shall advise the Association as soon as practicable, but no later than fourteen (14) days after the event.
- (2) The Member or Student who has notified the Association pursuant to By-law 306(1) shall prepare a written report, and submit the report to the Registrar within thirty (30) days of notifying the Association, setting out:
 - (a) the background leading to and the circumstances surrounding the financial difficulty;
 - (b) the Member's ability to continue practicing their profession;
 - (c) the Member's or Student's personal circumstances and means of livelihood;and

- (d) any other information that may be appropriate in proceeding with the review and investigation.
- (3) In the event that the Association becomes aware that a Member has become bankrupt and has not advised the Association as required pursuant to this By-law, the Member's rights and privileges of membership shall be suspended from the date on which the Association becomes aware of the bankruptcy, and the failure to report the bankruptcy shall be referred to the Registrar as an Allegation.

307 Resignation

- (1) Any Member may submit his/her Resignation to the Board and his/her membership in the Association shall terminate on the day set for such termination by the Board unless;
 - (a) the Member's Practicing Office is the subject of a Practice Inspection or a follow-up inspection;
 - (b) the Member's professional conduct is:
 - i. the subject of an investigation by the Complaints Authorization Committee, or
 - ii. the subject of a charge made by the Complaints Authorization Committee;
 - (c) the Member has not fully complied with an order of the Disciplinary Panel;
 - (d) the Member is in arrears in respect of any Association fees or other charges; or
 - (e) the Member is not a Member in Good Standing
- (2) The Board may impose such other conditions that it deems reasonable and appropriate in the circumstances and which must be satisfied before a Resignation is accepted.
- (3) Upon Board acceptance of a Resignation, a Member shall return to the Association the certificate granted at the time of admission to membership. If such certificate is not able to be located a Member shall sign a declaration certifying that the certificate cannot be located and advising the Board that the certificate will be returned if located in the future.

308 Annual Reporting Form

- (1) On or before April 30th of each year, every Member shall submit to the Registrar, an Annual Reporting Form declaring their involvement in Providing Services to the Public in the form required by the Board.
- (2) In the event a Member fails to comply with the reporting requirements as required in By-law 308(1), the Chief Executive Officer, or his/her designate, shall forthwith send by electronic mail and/or registered mail to the designated address, pursuant to By-law 106, a notice to the effect that unless the Member complies with the reporting requirement within thirty (30) days from the date of such notice, any or all of his/her rights and privileges as a Member under the Act and the By-laws will be automatically suspended.
- (3) Any person, whose rights and privileges as a Member have been suspended by operation of By-law 308(2) above, may apply to the Board to have the Suspension terminated and the Board may, by resolution, terminate such Suspension upon receiving evidence that the Member has complied with the reporting requirement and upon payment of a reinstatement fee equal in amount to the membership application

- fee as prescribed from time to time by the Board under By-law 501. The Board may in its discretion waive payment of the reinstatement fee or a portion thereof.
- (4) If any Member does not comply with the reporting requirements within thirty days after the date that the rights and privileges of such Member have been suspended, the Board may direct that such Member be expelled from membership in the Association and that his/her name be removed from the register of Members; notice of such expulsion from membership may be given in such form and manner as the Board may determine from time to time.
 - (5) A person who has been expelled from membership under this By-law may be readmitted on such terms as the Board may determine from time to time.

309 Fellow of the Chartered Professional Accountants

- (1) Fellows of the Chartered Professional Accountants of Newfoundland and Labrador shall be those Members who are admitted as a Fellow of the Association by the Board as per Section 9(1) of the Regulations.
- (2) Any Member, who is entitled by another provincial CPA regulatory body to use the Fellow of the Chartered Professional Accountants or FCPA designation may use that designation as a Member of the Association, as long as the other provincial CPA regulatory body continues to permit the Member to use the designation.
- (3) The Board may establish criteria related to Fellowship eligibility, nature of achievements under review and the process for submission of a nomination file to the Board for consideration to grant the Fellow of the Chartered Professional Accountants or FCPA designation.
- (4) The Fellow of the Chartered Professional Accountants or FCPA designation is automatically suspended upon suspension of the Member's certification under the Act. The FCPA designation shall be reinstated upon the reinstatement of the Member's certification under the Act, except in cases of revocation as per By-law 309(5) below
- (5) The Fellow of the Chartered Professional Accountants or FCPA designation is revoked when:
 - (a) the FCPA is no longer a Member of the Association or the Member of another CPA provincial body;
 - (b) an Adjudication Tribunal finds the Member guilty of conduct deserving of sanction, or the Member pleads guilty of conduct deserving of sanction, resulting in one or more of the following:
 - i. Suspension of the Member's certification,
 - ii. Suspension or Revocation of the Member's Public Accounting Licence, or
 - iii. Restriction of the Members Practice;
 - (c) upon resolution by the Board that a Member's behaviour, whether subject to discipline proceedings or not, has brought the profession into disrepute or is otherwise inconsistent with the intent and values of the Fellowship.
- (6) Upon revocation, there is no mechanism for reinstatement of the Fellow of the Chartered Professional Accountants designation except to follow the nomination process outlined in By-law 309(3).

- (7) Fellows of the Chartered Professional Accountants are Members and are entitled to all rights, and subject to all obligations, of Members.

CONTINUING PROFESSIONAL DEVELOPMENT

310 Authority

- (1) The Board may designate a committee or a person to act on its behalf with the power to:
 - (a) prescribe what activities qualify as continuing professional development;
 - (b) prescribe the form of compliance report to be filed by a Member;
 - (c) review compliance reports submitted by Members;
 - (d) require a Member to produce to the committee or the person, such verification of the contents of the Member's compliance report as the committee or person deems necessary;
 - (e) require a Member to complete professional development activities within a specified period of time or provide a full or partial exemption from the continuing professional development requirements in circumstances where a Member is not in compliance with this By-law; and
 - (f) report Members to the Complaints Authorization Committee.

311 Continuing Professional Development Policies

- (1) The Board may make policies relating to the:
 - (a) minimum level of continuing professional development; and
 - (b) reporting requirements of Members with respect to their continuing professional development; and
 - (c) Members who may be exempted from the requirements of this By-law.

312 Continuing Professional Development Minimum Requirements

- (1) Every Member, except Members who are exempt from continuing professional development requirements pursuant to By-law 313, shall complete a minimum of 120 hours of continuing professional development every rolling three-year period and a minimum of 20 hours annually. At least half of the minimum requirements must be verifiable continuing professional development as prescribed by the Board.

313 Members Exempt from Continuing Professional Development

- (1) Upon application by a Member, the Board may provide an exemption from any or all of the requirements of continuing professional development.

314 Reporting

- (1) Every Member shall submit a report, in the prescribed form, to the Chief Executive Officer or his/her designate on or before April 30th of each year. The report will outline the verifiable and unverifiable continuing professional development hours earned for the preceding calendar year.
- (2) Where no hours exist to report pursuant to By-law 314(1) or inadequate hours exist to meet the minimum requirements pursuant to By-law 312, the Member shall submit a report to the Chief Executive Officer, or his/her designate, containing the Members' plan to remedy the deficiencies over a reasonable period of time or an explanation of

- the Member's circumstance which exist to warrant an exemption pursuant to By-law 313.
- (3) Every Member shall maintain documentation for five (5) years to support the annual declaration.
 - (4) Annually the Chief Executive Officer, or his/her designate, shall select a random sample of reports submitted for purposes of verifying Members' compliance with the continuing professional development requirements.
 - (5) Any Member who has been requested to provide evidence of their continuing professional development activities pursuant to By-law 314(4) above shall provide sufficient appropriate documentation within a reasonable period of time.

315 Failure to Comply with Reporting Requirements

- (1) In the event a Member fails to comply with the reporting requirements as required in By-law 314(1) and (2), the Chief Executive Officer, or his/her designate, shall forthwith send by electronic mail and/or registered mail to the designated address, pursuant to By-law 106, a notice to the effect that unless the Member complies with the reporting requirement within thirty (30) days from the date of such notice, any or all of his/ her rights and privileges as a Member under the Act and the By-laws will be automatically suspended.
- (2) Any person, whose rights and privileges as a Member have been suspended by operation of By-law 315(1) above, may apply to the Board to have the Suspension terminated and the Board may, by resolution, terminate such Suspension upon receiving evidence that the Member has complied with the reporting requirement and upon payment of a reinstatement fee equal in amount to the membership application fee as prescribed from time to time by the Board under By-law 501. The Board may in its discretion waive payment of the reinstatement fee or a portion thereof.
- (3) If any Member does not comply with the reporting requirements within thirty (30) days after the date that the rights and privileges of such Member have been suspended, the Board may direct that such Member be expelled from membership in the Association and that his/her name be removed from the register of Members; notice of such expulsion from membership may be given in such form and manner as the Board may determine from time to time.
- (4) A person who has been expelled from membership under this By-law may be readmitted on such terms as the Board may determine from time to time.
- (5) Any member who fails to provide the relevant documentation requested pursuant to By-law 314(5) within a reasonable period of time, as determined by the Chief Executive Officer, or his/her designate, shall be reported to the Registrar who may exercise any of its powers under By-law 710(2).
- (6) If a Member fails to provide a report acceptable to the Chief Executive Officer, or his/her designate pursuant to By-law 314(2) above within a reasonable period of time, or fails to meet the terms outlined in the submitted plan the Member shall be reported to the Registrar who may exercise any of its powers under By-law 710(2).

[The Next By-law is 400]

400 PRACTICE OF THE PROFESSION

401 Professional Corporation

- (1) A Member or group of Members intending to practice in the name of a Professional Corporation shall apply for registration as a Professional Corporation pursuant to the Act, in the form approved by the Board and shall provide evidence:
 - (a) of the good standing of the corporation as defined in the *Corporations Act* (NL);
 - (b) of compliance with the provisions of the Act respecting the legal and beneficial ownership of the shares in the Professional Corporation;
 - (c) that the registered directors are Members;
 - (d) that each person who is not a Member employed or engaged by the Professional Corporation is under the direction and supervision of a Member; and
 - (e) that professional liability insurance coverage relating to the services provided through the Professional Corporation is in accordance with the By-law 430 and 431.
- (2) Subject to By-law 401(3), a voting shareholder of a Professional Corporation who ceases to be a Member for any reason shall within thirty (30) days of cancellation of registration:
 - (a) dispose of his/her shares; or
 - (b) change the name of the Professional Corporation such that it no longer references the title of professional accountant or Professional Corporation.
- (3) A shareholder of a Professional Corporation who makes an application to the Board under By-law 305(1) may defer:
 - (a) disposition of shares; or
 - (b) changes to the name of the Professional Corporation until such time as the review of the application is complete.

402 Limited Liability Partnership

- (1) A Firm intending to practice in the name of a limited liability partnership shall apply for a limited liability partnership permit in the form approved by the Board and shall provide evidence:
 - (a) of the status of a limited liability partnership under the Partnership Act or under the laws of a jurisdiction in Canada other than Newfoundland and Labrador, as the case may be;
 - (b) that at least one (1) practice leader of the Firm is a Member; and
 - (c) that the Firm name is suffixed by the phrase "Limited Liability Partnership" or its abbreviation "LLP" or "Société à responsabilité limitée" or its abbreviation "SRL".

403 Term and Renewal for a Professional Corporation or a Limited Liability Partnership

- (1) The term of a Certificate for a Professional Corporation or Permit for a limited liability partnership shall be for a period of time which is the lesser of: one (1) year or the period of time between the date of approval and March 31 of that year.

- (2) A Member or Firm continuing to practice in the name of a Professional Corporation or limited liability partnership shall apply annually for renewal in a manner approved by the Board.
- (3) The fee payable for a Professional Corporation or limited liability partnership permit upon initial application shall be at an amount as set by the Board from time to time and is due at the time of application.
- (4) The fee payable for a Professional Corporation or limited liability partnership permit upon renewal shall be at an amount as set by the Board from time to time and is due at the time of application.

404 Categories of Practice

- (1) There are three (3) categories of practice of the profession:
 - (a) Licensure as a Public Accountant - the Practice of Public Accounting in functions requiring a Licence, including functions set out in By-law 102(nn)(i)-(iii);
 - (b) Other Regulated Services - the Practice of Public Accounting in functions not requiring a License, including functions set out in By-law 102(nn)(iv)-(vii); and
 - (c) General - general practice by a Member or Professional Corporation.
- (2) A Member or Professional Corporation prior to engaging in the Practice of Public Accounting in categories 404(1)(a) and (b) above shall apply for registration of a Firm in accordance with By-law 405(1).
- (3) A Member or Professional Corporation registering a Firm in accordance with 404(1)(b) in the provision of Compilation Engagement services shall meet additional registration requirements pursuant to By-laws 422 - 429.
- (4) Pursuant to Section 13(2) of the Act, a Member or Professional Corporation prior to engaging in the Practice of Public Accounting in functions requiring a Licence shall also apply for a licence in accordance with Section 10(2) of the Act.

405 Firm

- (1) A Member or Professional Corporation, or group of Members or Professional Corporations, shall register a Firm prior to engaging in the Practice of Public Accounting.
- (2) To qualify for registration as a Firm of the Association, a Member or Professional Corporation, or group of Members or Professional Corporations, shall upon application provide:
 - (a) a list of all Members in the proposed Firm engaged in the Practice of Public Accounting; and
 - (b) any other information specified by the Board.
- (3) To maintain registration as a Firm with the Association, the Member in charge of Firm shall provide annually in the prescribed form:
 - (a) a list of all Members in the Firm engaged in the Practice of Public Accounting; and
 - (b) any other information specified by the Board.

- (4) A Member or Professional Corporation engaged in the Practice of Public Accounting in functions not requiring a licence qualifies for an exemption from registration of a Firm when the service provided is:
 - (a) to fewer than three clients and the professional services are not advertised, marketed or otherwise promoted to the public; or
 - (b) as an officer or director in a volunteer capacity; or
 - (c) to or through a registered Firm
- (5) Upon receipt of a notice in writing from the Association and within the time specified in the notice, a Member shall submit to the Association evidence with particulars of compliance with the requirements specified in 405(3).
- (6) Each Firm shall have a name which:
 - (a) is not misleading;
 - (b) does not contravene professional good taste; and
 - (c) is in accordance with the Rules of Professional Conduct.
- (7) The Registrar may approve a Firm registration only if the name complies with By-law 405(5).

406 Operation of Offices

- (1) Each office in Newfoundland and Labrador of any member or firm engaged in the practice of public accounting shall be under the personal charge and management of a member who shall be accessible to meet the needs of clients.

407 Appointment of Assisting Accountant

- (1) An application for registration of a firm must be accompanied by one of the following, in the form required by the Membership & Licensing Committee:
 - (a) written confirmation of the appointment of an assisting accountant to be responsible for returning client records in the event of the applicant's death or incapacity;
 - (b) written authorization for the Association to appoint a member in good standing holding a registration consistent with the applicant's registration, as an assisting accountant for the applicant in the event of the applicant's death or incapacity; or
 - (c) the applicant's certification that they will only be engaged in providing services to the public at or in association with a registered firm in which two or more members have a proprietary interest.
- (2) A member who has provided certification to the Association under subsection (1)(c) must notify the Association and provide a written confirmation or authorization as described in subsection (1)(a) or (b) before engaging in providing services to the public in any manner that would be outside the scope of that certification.
- (3) An assisting accountant appointed by a member under subsection (1)(a) or (2) must be another member in good standing holding registration consistent with the Applicant's registration.

[The Next By-law is 410]

LICENSURE AS A PUBLIC ACCOUNTANT

410 Licensure as a Public Accountant

- (1) Any Member applying to the Membership & Licensing Committee for a licence to provide the services of a Public Accountant as defined in the Act, as amended and in force from time to time; shall be reviewed by the Membership & Licensing Committee to determine eligibility for licensure pursuant to the requirements of these By-laws.
- (2) Eligibility for licensure is restricted to Members:
 - (a) licensed in the immediate preceding year in Newfoundland and Labrador,
 - (b) resident in Newfoundland and Labrador, or
 - (c) licensed in the province in which they are resident.

411 Categories of Licence

- (1) There are two categories of Licence:
 - (a) Audit Level Licence – is one where the member is eligible to carry out all functions included in the practice of public accounting as defined in 102(nn)(i)-(iii);
 - (b) Review Level Licence – is one where the member is eligible to carry out all functions included in the practice of public accounting as defined in 102(nn)(i)-(iii) except an Audit Engagement as defined in 102(j).

412 Qualification for Licensure

- (1) To qualify for licensure as a Public Accountant a Member shall:

Audit Licence:

- (a) have met one of the following educational requirements:
 - i. The successful completion of the CPA Assurance and Tax electives and the Common Final Examination with depth in Financial Reporting and Assurance;
 - ii. The successful completion of the CA Uniform Final Evaluation;
 - iii. The successful completion of the CGA PA1 and the Advanced External Auditing (AU2) and Taxation 2 courses and the national CGA examinations;
 - iv. The successful completion of the CMA post certification public accounting registration program;
 - v. Other education that the Membership & Licensing Committee may from time to time approve as meeting the pre-licensing education and study requirement;

And

- (b) have met at least one of the following experience requirements:
 - i. In a five-year period met experience registration requirements by demonstrating they have thirty-months of substantive experience in the Practice of Public Accounting gained through a pre-approved program office registered to provide audit services, consisting of a minimum of 1,250 hours in assurance services, of which 625 hours shall be in the Audit of historical financial statements; or

- ii. Practical experience in public accounting which met the requirements to practice public accounting under their legacy designation and which the Membership and Licencing Committee may from time to time approve as meeting the experience requirement.

Review Licence:

- (2) To qualify for a review licence a Member must meet the requirements pursuant to By-law 412(1)(a) and 412(1)(b) above, except:
 - (a) the minimum 1,250 Assurance Hours in 412(1)(b)(i)(1) does not require a minimum of 625 hours in the Audit of historical financial statements and,
 - (b) the qualifying experience may be gained through a pre-approved program office registered to provide review services.

413 Qualified Member whose absence, if any, from Public Accounting has been less than Five-Years

- (1) Members having met the requirements pursuant to By-law 412 and have had less than a five-year absence, if any, from the practice of public accounting, shall provide evidence acceptable to the Membership and Licencing Committee that the Member has:
 - (a) met the educational and experience requirements of By-law 412;
 - (b) been active in public accounting in the intended area of practice within the preceding five-years;
 - (c) completed continuing professional development that is current and relevant to the Practice of Public Accounting in the intended area of practice; and
 - (d) met any other requirements for licencing prescribed by the Board from time to time.

414 Qualified Member whose absence from Public Accounting has been more than Five-Years

- (1) Members having met the educational and experience requirements pursuant to By-law 412 but were absent from the practice of Public Accounting for more than five years shall provide evidence acceptable to the Membership and Licencing Committee that the Member has completed:
 - (a) a minimum of twelve months in the Practice of Public Accounting in the intended area of practice under the supervision of or in coordination with a Member licensed to perform engagements in the intended area of practice and who is deemed appropriate by the Association who will certify such competency assessment;
 - (b) continuing professional development prescribed by the Membership and Licencing Committee; and
 - (c) any other requirements for licencing prescribed by the Board from time to time.

415 Bridging Requirements – Members having not previously qualified for a Licence

Audit Level Licence

- (1) Members who have not met the education requirements for licensure pursuant to By-law 412(1)(a) must:

- (a) Complete the Post Designation Public Accounting program (PDPA)
- (2) Members who have not met the experience requirements for licensure pursuant to By-law 412(1)(b) must:
 - (a) Complete two years' experience within the last five years gained through a pre-approved program office registered to provide audit services, consisting of a minimum of 1,250 hours in assurance services, of which 625 hours shall be in the Audit of historical financial statements; and
 - (b) Verification by the employer as to the hours and their categories and of the depth in assurance, which can be in the form of a negative confirmation.

Review Level Licence

- (3) To qualify for a Review Licence a Member must have met the requirements pursuant to By-law 415(1) and 415(2) above, except:
 - (a) the minimum 1,250 Assurance Hours pursuant to 415(2)(a)(i) does not require a minimum of 625 hours in the Audit of historical financial statements and,
 - (b) the qualifying experience pursuant to By-law 415(2)(a) may be gained through a pre-approved program office registered to provide review services.

416 Bridging from a Review Level Licence to an Audit Level Licence

- (1) Members who hold or qualify for a Review Level Licence, but have not met the 625 audit hour requirement in By-law 412(1)(b)(i)(1) or 415(2)(a)(i) as applicable, and wish to bridge to an Audit Level Licence shall demonstrate they have completed a minimum of 625 hours in the preceding five-years in the performance of audits of historical financial statements in a pre-approved program office as an employee or a contractor.
- (2) Any member currently holding a review level licence, who previously qualified for an Audit Level Licence, but has not provided audit services in the immediate preceding five-year period, must meet the requirements outlined in By-law 414(1)(a).

417 Licence Applications

- (1) Any Member applying for a Public Accounting Licence shall
 - (a) Apply to the Registrar in the form approved by the Board;
 - (b) Provide evidence that the Member has met the requirements for Licensure pursuant to the By-laws relevant to their pathway to Licensure;
 - (c) provide evidence that the Member has obtained professional liability insurance in an amount and form as required by the Board for all Members carrying on the Practice of Public Accounting pursuant to By-law 430 and 431; and
 - (d) Include any other information requested by the Registrar.

418 Licence Renewal - Audit Level Licence

- (1) Any Member applying to renew an Audit Level Licence shall
 - (a) apply to the Registrar in the form approved by the Board;
 - (b) have held an Audit Level licence in the immediate past year;

- (c) provide evidence acceptable to the Membership and Licencing Committee that in the immediate preceding five years of the date of receipt of the renewal application the Member has:
 - i. participated in a recognized capacity in the provision of audit level public accounting services,
 - ii. been subject to a Practice Inspection satisfactory to the Association that included at least one Audit Engagement and
 - iii. the required capabilities, competence and current skills to provide audit level public accounting services;
 - (d) complete continuing professional development that is current and relevant to the Practice of Public Accounting and acceptable to the Membership and Licencing Committee;
 - (e) provide evidence that the Member has obtained professional liability insurance in an amount and form as required by the Board for all Members carrying on the Practice of Public Accounting pursuant to By-law 430 and 431; and
 - (f) Include any other information requested by the Registrar.
- (2) Any Member having held an Audit Level Licence in the immediate past year who has not met the requirement of 418(1)(c) may be considered for a Review Level Licence renewal in accordance with By-law 419.

419 Licence Renewal - Review Level Licence

- (1) Any Member applying to renew a Review Level Licence shall
- (a) apply to the Registrar in the form approved by the Board;
 - (b) have held an Audit Level or a Review Level Licence in the immediate past year;
 - (c) provide evidence acceptable to the Membership and Licencing Committee that in the immediate preceding five years of the date of receipt of the renewal application the Member has:
 - i. participated in a recognized capacity in the provision of review level public accounting services,
 - ii. been subject to Practice Inspection satisfactory to the Association that included at least one audit and/or review engagement, and
 - iii. the required capabilities, competence and current skills to provide public accounting services;
 - (d) complete continuing professional development that is current and relevant to the Practice of Public Accounting and acceptable by the Membership and Licencing Committee;
 - (e) provide evidence that the Member has obtained professional liability insurance in an amount and form as required by the Board for all Members carrying on the Practice of Public Accounting pursuant to By-law 430 and 431; and
 - (f) Include any other information requested by the Registrar.

420 Effect on Eligibility of Suspension of Membership

- (1) A Member's eligibility for licensure as a public accountant shall be automatically suspended upon the suspension of the Member's certification under the Act.

- (2) A suspended Member whose licence has been suspended may apply to have their licence reinstated upon the reinstatement of the Member's privileges of membership.

421 Licensee Ceases to be a Member of the Association

- (1) If a Member licensed under the Act, as amended and in force from time to time; having been deemed eligible by the Association for licensure ceases to be a Member of the Association then the individual is no longer eligible for licensure.

COMPILATION ENGAGEMENT SERVICES

422 Registration to provide Compilation Engagement Services

- (1) Any Member applying to the Membership & Licensing Committee for registration to provide Compilation Engagement services shall be reviewed by the Membership & Licensing Committee to determine eligibility pursuant to the requirements of these By-laws.
- (2) Eligibility for Registration is restricted to Members:
 - (a) registered in the immediate preceding year in Newfoundland and Labrador,
 - (b) resident in Newfoundland and Labrador, or
 - (c) registered in the province in which they are resident.

423 Qualification for Registration to provide Compilation Engagements

- (1) To qualify for Registration to provide Compilation Engagements a Member shall:
 - (a) have met one of the following educational requirements:
 - i. The successful completion of the CPA Tax elective and the Common Final Examination with depth in financial reporting;
 - ii. Legacy CA Members having successfully completed the CA Uniform Final Evaluation;
 - iii. Legacy CGA Members having successfully completed the CGA PA1 and the Taxation 2 courses and the national CGA examinations;
 - iv. Legacy CMA Members having successfully completed the CMA post certification public accounting registration program;
 - v. Other education that the Membership & Licensing Committee may from time to time approve as meeting the requirement;

And

- (b) have met at least one of the following experience requirements:
 - i. In a five-year period, have met experience registration requirements as an employee or contractor of a Firm registered with the Association to provide compilation or higher level of services, or under the supervision of a Member registered with the Association to provide compilation or higher level of services, by demonstrating they have completed thirty months in the practice of public accounting including a minimum of 625 chargeable hours in either compilation, review or the audit of historical financial information; or
 - ii. Practical experience in public accounting which met the requirements to practice public accounting under their legacy designation and which the Membership and Licencing Committee may from time to time approve as meeting the experience requirement.

424 Qualified Member whose absence, if any, from Public Accounting has been less than Five-Years

- (1) Members having met the requirements pursuant to By-law 423 and have had less than a five-year absence, if any, from the practice of public accounting, shall provide

evidence acceptable to the Membership and Licencing Committee that the Member has:

- (a) met the educational and experience requirements of By-law 423;
- (b) been active in public accounting in the intended area of practice within the preceding five-years;
- (c)
- (d) completed continuing professional development that is current and relevant to the Practice of Public Accounting in the intended area of practice; and
- (e) met any other requirements for registration prescribed by the Board from time to time.

425 Qualified Member whose absence from Public Accounting has been more than Five-Years

- (1) Members having met the educational and experience requirements pursuant to By-law 423 but were absent from the practice of Public Accounting for more than five-years shall provide evidence acceptable to the Membership and Licencing Committee that the Member has completed:
 - (a) continuing professional development prescribed by the Membership and Licencing Committee; and
 - (b) any other requirements for registration prescribed by the Board from time to time.

426 Bridging Requirements – Members having not previously qualified for Registration to provide Compilation Engagement Services

- (1) To register to perform compilation engagements, Members who have not met the education requirements for registration pursuant to By-law 423(1)(a) must:
 - (a) Successfully complete a CPA Tax course as prescribed from time to time by the Membership and Licensing Committee.
- (2) Members who have not met the experience requirements for registration pursuant to By-law 423(1)(b) must:
 - (a) Complete six months experience within the last five years gained through either a pre-approved program route or through the experience verification route at a CPA office registered to provide compilation engagement services, consisting of a minimum of 625 chargeable hours in either compilation, review or the audit of historical financial information; and
 - (b) Verification by the employer as to the hours and their categories, which can be in the form of a negative confirmation.

427 Registration Applications

- (1) Any Member applying for registration to perform compilation engagements shall:
 - (a) Apply to the Registrar in the form approved by the Board;
 - (b) Provide evidence that the Member has met the requirements for registration pursuant to the By-laws relevant to their pathway to registration;

- (c) provide evidence that the Member has obtained professional liability insurance in an amount and form as required by the Board for all Members carrying on the Practice of Public Accounting pursuant to By-law 430 and 431; and
- (d) Include any other information requested by the Registrar.

428 Registration Renewal – Compilation Engagement Services

- (1) Any Member applying to renew their registration to perform compilation engagement services shall:
 - (a) apply to the Registrar in the form approved by the Board;
 - (b) have held registration to perform compilation engagement services in the immediate past year;
 - (c) provide evidence acceptable to the Membership and Licencing Committee that in the immediate preceding five years of the date of receipt of the renewal application the Member has:
 - i. participated in a recognized capacity in the provision of compilation or higher-level public accounting services;
 - ii. been subject to a Practice Inspection satisfactory to the Association; and
 - iii. the required capabilities, competence and current skills to provide compilation engagement services;
 - (d) complete continuing professional development that is current and relevant to the Practice of Public Accounting and acceptable to the Membership and Licencing Committee;
 - (e) provide evidence that the Member has obtained professional liability insurance in an amount and form as required by the Board for all Members carrying on the Practice of Public Accounting pursuant to By-law 430 and 431; and
 - (f) Include any other information requested by the Registrar.

429 Effect on Eligibility of Suspension of Membership

- (1) A Member's eligibility for registration to perform compilation engagement services shall be automatically suspended upon the suspension of the Member's certification under the Act.
- (2) A suspended Member whose registration has been suspended may apply to have their registration reinstated upon the reinstatement of the Member's privileges of membership.

PROFESSIONAL LIABILITY INSURANCE

430 Requirement to carry Professional Liability Insurance

- (1) Every Firm providing services to the public in Newfoundland and Labrador as defined in By-law 102(nn) shall maintain professional liability insurance coverage in accordance with By-law 431 even if the services are provided on a voluntary or part-time basis.

- (2) The professional liability insurance shall be placed with an insurer licensed to do business in Canada, and such insurance contracts should include an endorsement requiring the insurer to advise CPA Newfoundland and Labrador when the policy is cancelled, not renewed or if there is a reduction in coverage.

431 Minimum Professional Liability Insurance Requirements

- (1) Professional liability insurance coverage for a Firm providing services to the public pursuant to 102(nn) shall include coverage:
 - (a) In an amount and form at least equal to
 - i. \$1,000,000 per occurrence, \$1,000,000 aggregate where one Member is the sole-proprietor of the firm engaged in providing service to the public;
 - ii. \$1,500,000 per occurrence, \$1,500,000 aggregate where two or three Members are Partners in the same firm engaged in providing service to the public;
 - iii. \$2,000,000 per occurrence, \$2,000,000 aggregate where four or more Members are Partners in the same firm engaged in providing service to the public; and
 - (b) for legal/defence costs shall be in addition to these minimum policy limits;
 - (c) For prior acts;
 - (d) for a six-year discovery period which maintains the coverage following withdrawal from the practice of public accounting;
- (2) The minimum levels of professional liability insurance coverage in this section are subject to the commercial availability of such insurance to members and registered firms engaged in providing services to the public. The insurance will be considered commercially available if CPA Professional Liability Insurance Plan Incorporated is able to provide it.

432 Professional Liability Insurance Reporting Requirements

- (1) Any change to the professional liability insurance impacting the information reported in the Annual Reporting Form shall be submitted to the Registrar as soon as practical, provided that in all cases the change shall be reported within thirty (30) days of the effective date of the change.

433 Professional Liability Insurance Failure to Comply

- (1) In the event a Member or Professional Corporation fails to comply with By-law 431 or 432, the Registrar, or his/her designate, shall forthwith send by electronic mail and/or registered mail to the designated address, pursuant to By-law 106, a notice to the effect that unless the Member's or Professional Corporation's Firm, complies with the requirements within thirty (30) days, any and all rights and privileges as a Member under the Act and the By-laws will be automatically suspended.
- (2) In the event that compliance with By-law 431 or 432 is not met within the thirty (30) day period in paragraph (1) above, then:
 - (a) In the case of a firm, the rights and privileges of membership in the Association of the partners of the firm shall be suspended;

- (b) In the case of a Professional Corporation registered by the Association, the annual licence shall be immediately revoked and the rights and privileges of the Member owners of the Professional Corporation shall also be suspended;
 - (c) In the case of a sole proprietor, the rights and privileges of membership in the Association of the member shall be suspended.
- (3) The Member and/or Professional Corporation whose rights and privileges or Licence have been suspended or revoked pursuant to Paragraph (2) shall be reinstated to membership effective the date upon which satisfactory proof of the required coverage, together with the reinstatement fee and the late filing fee prescribed by the Board are received by the Association.
- (4) Subject to paragraph (6), in the event a Member whose rights and privileges of membership in the Association have been suspended pursuant to paragraph (1) remains suspended for a period of thirty (30) days, that person shall be expelled from membership.
- (5) A person expelled from membership pursuant to paragraph (4) may apply to the Board to be readmitted to membership in the Association upon:
- (a) making a written application in the form prescribed by the Board;
 - (b) filing a declaration with the application that since the person's expulsion from membership, s/he has not engaged in any conduct, other than as specifically set out in the declaration, that, if engaged in by a member, could reasonably be considered a violation of the Rules of Professional Conduct or the provisions of the Act;
 - (c) providing satisfactory proof of the required coverage;
 - (d) remitting the reinstatement fee and the late filing fee prescribed by the Board.
- (6) Notwithstanding paragraph (4), where:
- (a) a Member's Firm is the subject of a Practice Inspection; or
 - (b) a member is the subject of an investigation or a charge made by the Complaints Authorization Committee; or
 - (c) a member has not fully complied with an order of an Adjudication Tribunal,
- his/her membership shall not be terminated pursuant to paragraph (4) until the practice inspection or Complaints Authorization Committee investigation has been completed, or the final disposition of the charge has been made, or the member has fully complied with the Adjudication Tribunal order.

[The Next By-law is 440]

OFFICE PRACTICE INSPECTION

440 Office Practice Inspection

- (1) Every Member providing services to the public as a partner/owner in public practice in engagements covered in the CPA Canada Handbook – Assurance or Member having the authority to sign such engagement on behalf of the Firm shall be subject to a Practice Inspection in accordance with the Practice Inspection Committee Policy established by the Board in accordance with By-law 441(3).

441 Office Practice Inspection Committee

- (1) The committee is to be comprised of a Chair, approved by the CEO and not less than four other committee Members who, when possible, should be responsive to the needs of varying sized firms. Committee Members shall be Members in good standing with the Association, be competent in both fact and appearance and meet other conditions for committee membership as set by the CEO from time to time as outlined in these By-laws.
- (2) The Office Practice Inspection Committee shall act on behalf of the CEO in:
 - (a) the supervision of the Office Practice Inspection Program which assesses Members' compliance with professional standards as they relate to the performance of assurance, compilations and other specified engagements; and
 - (b) reviewing and evaluating the reports and recommendations of the Director, Professional Services and/or practice inspector;
 - (c) reporting to the Member or Firm whose practice has been inspected, in writing, any deficiencies identified in the Practice Inspection and the desired follow up or remedial action required in instances of non-compliance with professional standards, in accordance with By-law 442;
 - (d) exercising the investigation and inspection powers provided for in By-law 609(4) with respect to the employment of Students;
 - (e) providing an educational experience to Members and Firms.
- (3) The Board may adopt from time to time procedures to be followed by the Office Practice Inspection Committee in carrying out its duties under the By-laws, such procedures being herein referred to as the "Practice Inspection Committee Policy".
- (4) The Office Practice Inspection Committee in the execution of its duties shall:
 - (a) carry out a program of Practice Inspection in accordance with the Practice Inspection Committee Policy;
 - (b) review the annual reporting forms submitted by all members in accordance with By-law 308 to maintain a complete listing of all members providing services to the public as a partner/owner in public practice in engagements covered in the CPA Canada Handbook - Assurance;
 - (c) require the cooperation of any Member who is engaged in the Practice of Public Accounting in the Province. Such Member shall, when requested, make available to the Office Practice Inspection Committee or the appointed practice inspector all files, books, documents, or other material in his/her possession, custody or control, which the committee may require from time to time in order to ensure the maintenance of professional standards by the Member, in accordance with the terms and procedures as set forth in the Practice

- Inspection Committee Policy; and in the case of files maintained in electronic format, the Member shall provide the inspector with a computer able to provide full access to the files or provide a complete copy of the electronic files;
- (d) authorize the Director, Professional Services to act on its behalf in communication with members subject to Practice Inspection and to appoint the Director to act as a practice inspector as required or retain the services of inspectors on a fee basis or otherwise.
 - (e) authorize any such inspector to enquire into all matters which may be brought to the inspector's attention by the committee or its chair and through its chair to authorize any such inspector to interview any Member or Student and to examine any working paper files, books, documents or other material that are directly relevant to the committee;
 - (f) set the fee to be paid to practice inspectors for the provision of services and to review and adjust the fee from time to time as deemed necessary by the committee;
 - (g) review from time to time, and recommend to the Board the fee to be charged to the Member for completion of that Member's Practice Inspection; and
- (5) The Office Practice Inspection Committee and any Member thereof and any person acting on its behalf shall maintain the confidentiality of:
- (a) all Practice Inspection reports and files;
 - (b) all working paper files, books, documents or other material; and
 - (c) the affairs of any Member and of the Member's client and, notwithstanding any other provision of these By-laws or the Rules of Professional Conduct, any matter arising out of a Practice Inspection shall not be disclosed or brought to the attention of the Complaints Authorization Committee unless, as a result of an inspection, the Office Practice Inspection Committee is of the opinion that any failure to maintain professional standards is sufficiently serious as to reflect adversely upon the professional competence, reputation, or integrity of a Member or Student.

442 Failure to meet Professional Standards

- (1) Where, in the opinion of the Office Practice Inspection Committee, a Member, Firm or Professional Corporation does not meet professional standards on an initial or subsequent inspection or re-inspection, the Office Practice Inspection Committee may impose sanctions which may include:
- (a) partial or full re-inspection within a specified period of time;
 - (b) implementation of improvements as recommended;
 - (c) mandatory completion of a professional course of instruction;
 - (d) supervised practice, with parameters of the supervision by a monitor as determined by the Office Practice Inspection Committee, which may include but are not limited to:
 - i. the responsibility for retaining a monitor;
 - ii. minimum qualifications of the monitor;
 - iii. reporting requirements for the monitor; and
 - iv. the scope of the monitor's retainer;
 - (e) mandatory performance or re-performance of certain procedures;
 - (f) suspension of ability to train students;

- (g) such other sanction which may be deemed appropriate in the circumstances
- (2) Where the Office Practice Inspection Committee feels that the member, firm or Professional Corporation has failed to meet the standards of the profession and there exists a risk to the public that cannot be addressed by imposing the sanctions identified in (a) – (g) above, the Office Practice Inspection Committee shall file a complaint with the Registrar.

[The Next By-law is 500]

500 FEES

- (1) The Board may prescribe application fees, registration fees, registration renewal fees, annual fees, readmission fees, reinstatement fees, annual licence fees, service to the public fee and any other fees, or dues to be paid by Members and applicants set by the Board before March 31 of each preceding year.

501 Membership Application Fee

- (1) Every application for membership in the Association shall be accompanied by the payment of an application fee.
- (2) The Board may exempt an Applicant from the payment of such application fee, if such Applicant is a Member in good standing of a Provincial CPA Body which exempts a Member of the Association from the payment of an application fee on application for Membership in such body.
- (3) If any person, previously a Member of the Association, other than a Member in good standing of a Provincial CPA Body, applies for readmission as a Member of the Association his/her application shall be accompanied by the payment of an application fee.
- (4) If any application for membership in the Association or for re-admission as a Member of the Association is not accepted, the application fee so paid by the person making such application shall be returned to the applicant.

502 Annual Membership Fee

- (1) Every Member shall pay an annual membership fee for the ensuing year.
 - (a) the full amount of such annual membership fee shall be paid by
 - i. Members residing or working within the Province;
 - ii. Members residing elsewhere in Canada or outside Canada who are not paying the full annual membership fee of any other Provincial CPA Body;
 - (b) a reduced fee as the Board may deem appropriate shall be paid by
 - i. Members who reside in another province or territory in Canada other than Newfoundland and Labrador, or in Bermuda provided they pay the full annual membership fee of another Provincial CPA Body.
- (2) Such fee shall include the annual membership fee to CPA Canada unless the member establishes to the satisfaction of the Association that the annual CPA Canada fee has been or will be paid by the Member to another Provincial CPA Body.
- (3) At the discretion of the Board, any Applicant admitted to membership during the fiscal year may only be required to pay a portion of the annual membership fee.
- (4) Payment of membership fees shall be made:
 - (a) in full, on or before the first day of April; or
 - (b) by scheduled payments as agreed to by the CEO.
 - i. Payment arrangements other than annual may be subject to an administration charge

503 Exemption, Waiver or Deferral of Fees

- (1) The Board may establish criteria and guidelines for the exemption, waiver or deferral of a portion of or all of the annual membership fee and any special assessments charged in accordance with By-law 504. The Board may also delegate the approval of such requests based on established criteria.

504 Special Assessments

- (1) The Board may assess and collect from any or all of its Members for any ordinary, special or extraordinary expenditure for such amount as the Board may determine. Any such determination will take effect once passed by the Board and the Board shall have the right to collect such assessment.

505 Service to the Public Annual Fee

- (1) Every Member who provides one or more of the services included in 102(nn) are subject to an annual Service to the Public fee

506 Individual Licensed Public Accountant Fees

- (1) Every initial application for individual licensure as a public accountant shall be accompanied by the payment of an application fee.
- (2) Every individual Licensed Public Accountant shall pay an annual licence fee.
- (3) Any licence renewal fee not paid by the expiration date of the current licence will result in the public accountant licence not being renewed.

507 Professional Corporation Fees

- (1) Every initial application to register a Professional Corporation for membership in the Association shall be accompanied by the payment of an application fee.
- (2) Every Professional Corporation shall pay an annual registration fee.
- (3) Every Professional Corporation who is Licenced, shall also pay an Annual Licence Fee.
- (4) Any licence renewal fee not paid by the expiration date of the current licence will result in the public accountant licence not being renewed.

508 Practice Inspection Fees

- (1) Every Firm engaged in the Practice of Public Accounting in the Province shall pay for each inspection or re-inspection by the Office Practice Inspection Committee, a fee based on the hours required to complete the inspection or re-inspection, the hourly rate to be set annually by the Board. The Office Practice Inspection Committee may also charge such other incidental costs as it deems appropriate.

509 Suspension for Non-payment of Fees and Other Charges

- (1) If the annual membership renewal fee payable by any Member is not paid by April 30th annually, the Chief Executive Officer, or his/her designate, shall forthwith send by electronic mail and/or registered mail to the designated address pursuant to By-law 106, a notice to the effect that unless the said fee is paid within thirty (30) days from the date of sending such notice, any or all of his/her rights and privileges as a Member under the Act and the By-laws will be automatically suspended.
- (2) If any other fee, assessment or amount payable by any Member is not paid within three (3) calendar months after the date upon which the same is due and payable, the Chief Executive Officer, or his/her designate, shall forthwith send by electronic mail and/or registered mail to the designated address pursuant to By-law 106, a notice to the effect that unless the said fee, assessment or other amount payable is paid within thirty (30) days from the date of mailing such notice, any or all of his/her rights and privileges as a Member under the Act and the By-laws will be automatically suspended.
- (3) Any person, whose rights and privileges as a Member have been suspended by operation of By-law 509(1) or 509(2) above, may apply to the Board to have the Suspension terminated and the Board may, by resolution, terminate such Suspension upon payment of such unpaid fee or assessment and upon payment of a reinstatement fee equal in amount to the Membership Application Fee as prescribed by the Board under By-law 501. The Board may in its discretion waive payment of the reinstatement fee or a portion thereof.

510 Expulsion for non-payment of fees and other charges

- (1) If such fee, assessment or other amount is not paid within thirty (30) days after the date that the rights and privileges of such Member have been suspended, the Board may direct that such Member be expelled from membership in the Association and that his/her name be removed from the register of Members; notice of such expulsion from Membership may be given in such form and manner as the Board may determine.
- (2) A person who has been expelled from membership under this By-law may be readmitted on such terms as the Board may determine.

[The Next By-law is 600]

600 STUDENT EDUCATION

601 Student Registration

- (1) The Board may:
 - (a) investigate any matter in order to determine whether an Applicant is suitable for registration as a Student; and
 - (b) investigate the progress, competence, character, habits, and suitability of a Student for the continued registration by the Association.
- (2) Any person may apply to be registered as a Student, who:
 - (a) resides in the Province; and
 - (b) produces proof to the delegated educational institution satisfactory to it that s/he is eligible to register as a Student.
- (3) A Student is not a Member of the Association and has none of the rights associated with registration as a Member.

602 Student involvement in the Practice of Public Accounting

- (1) Any Student who is not an employee of a Practicing Office shall not be engaged in the practice of public accounting except as expressly permitted in writing by the Board.

603 Student Associations

- (1) Students may form an Association or society for the better advancement of their studies and professional skill and knowledge and for the purpose of making recommendations affecting their joint interests for the consideration of the Board, but all rules and regulations of such an Association or society shall have force or effect only when the same shall have been approved by the Board, and such shall be subject to revision and amendments as the Board may decide.

604 Student Fees

- (1) Every registered Student shall pay such fees as may be prescribed by the delegated educational institution.

605 Movement of Students from One Province to Another

- (1) A Student of another Provincial CPA Body may register with the delegated educational institution and the Association as a Student if s/he becomes resident in Newfoundland and Labrador.
- (2) A Student registered with the delegated educational institution and the Association may register as a Student of another CPA Provincial Body upon becoming resident in that Province.

606 Approved Educational Process

- (1) The Board shall approve a course or courses of study to meet the educational requirements for certification.
- (2) The Board may enter into an agreement or agreements with any university or other organized educational institution in Canada to administer a program of study to meet the educational requirements pursuant to 606(1).
- (3) The Board acknowledges the CPA ASB as the delegated educational institution responsible for registering CPA students on its behalf, and .
 - (a) The Board accredits the CPA ASB's prescribed program of study as fulfilling the requirements of By-Law 606(1); and
 - (b) The Board adopts the regulations, policies, rules, and guidelines of the CPA ASB as its own, with power to vary such regulations, policies, rules, and guidelines as the Board deems appropriate;
 - (c) The Board adopts the examinations arranged and prepared by the Board of Examiners of the CPA Canada as its prescribed examinations for the CPA Prerequisite Courses, the CPA Professional Education Program and the Common Final Examination;
 - (d) The Board accredits CPA ASB as the sole educational institution responsible for administering the Common Final Examination and requires it to be offered at least once in each calendar year at such time and place as it shall determine.

607 Education Requirements

- (1) Every application for registration as a Student shall include a declaration of the applicant's intention to qualify, in due course, for admission to Membership in the Association; an undertaking to observe and comply with the Regulatory Framework of the Association affecting them; and an undertaking to submit to the direction of the Board, and the delegated educational institution in all matters relating to Students' studies and examinations.
- (2) Upon approval by the Board or the delegated educational institution, the Applicant for registration shall become a registered Student and shall be subject to the Regulatory Framework of the Association.
- (3) Before being permitted to write the Common Final Examination, registered Students must:
 - (a) successfully complete the delegated educational institution's professional program or such other program of study as approved by the Board, pursuant to By-law 606(2); and
 - (b) satisfy such other requirements of the delegated educational institution as appropriate.

608 Practical Experience Requirements

- (1) Every Student registered with the Association shall as a prerequisite to admission to Membership in the Association complete a period of practical experience of an amount and nature prescribed by the Board.

609 Pre-Approved Program Route Office

- (1) Every Pre-approved Program Route Office (each an “PPR”) employing one or more Students and every Member who, as an employee of a PPR, has responsibility for the supervision and training of one or more Students employed by the Organization is responsible for giving such practical experience and instruction and for affording such opportunities as are necessary to enable each Student to acquire the skills, competencies and knowledge of a Member.
- (2) Every PPR employing one or more Students and every Member who, as an employee of a PPR, has a responsibility for the supervision and training of one or more Students employed by the Organization shall maintain records showing:
 - (a) the CPA Student’s term of employment;
 - (b) confirmation of the conduct of the periodic progress reviews as required by the Practical Experience Requirements as adopted by the Board; and
 - (c) if providing practical experience to practice Public Accounting, the CPA Student’s chargeable hours in assurance services, Audit Engagements and Canadian taxation services.
- (3) The Board or its delegated educational institution shall have the power to make whatever investigation it deems necessary, including an inspection of the books and records of the PPR, to satisfy itself that the PPR is complying with the requirements of this By-law.
- (4) The Board may:
 - (a) designate any person to make whatever investigation is deemed necessary in accordance with the policies and procedures adopted by the Board to determine whether an Organization meets, or continues to meet, the standards prescribed by the Board to be qualified as a PPR; and
 - (b) upon review of a report made by the person pursuant to clause (a) above, approve the Organization as a PPR.

610 Experience Verification Route

- (1) Every Student employed in an Organization that follows the Experience Verification Route (EVR) is responsible to monitor their practical experience to ensure they acquire the skill, competency and knowledge of a Member.
- (2) The Student shall maintain records showing:
 - (a) the term of his/her employment;
 - (b) a confirmation from a supervisor of the periodic progress reviews as required by the Practical Experience Requirements adopted by the Board; and
 - (c) any other requirements as may be defined from time to time by Board or its delegated educational institution.
- (3) The Board or its delegated educational institution shall have the power to make whatever investigation it deems necessary, including an inspection of the books and records of the Student, to satisfy itself that the Student is complying with the requirements of this By-law.

[The Next By-law is 700]

700 RULES OF PROFESSIONAL CONDUCT AND DISCIPLINARY PROCEEDINGS

RULES OF PROFESSIONAL CONDUCT

701 Passing and Approval of Rules

- (1) The Board hereby passes, approves and adopts the Rules of Professional Conduct contained in Appendix "A" hereto, prescribing without limitation the standards of moral, legal and educational fitness and conduct of Members and Students of the Association, and immediately upon the repealing or amendment of such Rules of Professional Conduct by the Board, full particulars thereof shall be sent to all Members of the Association.

702 Compliance with Rules

- (1) Members and Students shall comply with such standards as prescribed by the Rules of Professional Conduct of the Association.

703 Board Powers

- (1) Notwithstanding the terms of the Rules of Professional Conduct, the Board shall have the additional right and power to determine from time to time in particular cases, what acts, omissions, matters or things constitute unfitness, lack of moral character, or professional or other misconduct of Members and Students, or constitute violations of the Regulatory Framework of the Association or are or have been derogatory to the reputation, dignity or honour of the Association or the profession.

[The Next By-law is 710]

DISCIPLINARY PROCEEDINGS

710 Jurisdiction

- (1) Upon receipt of an Allegation pursuant to Section 29(1) of the Act, the Registrar shall determine if the Association has jurisdiction to hear the Allegation in accordance with the Act. If the Registrar determines that the Association does not have jurisdiction with respect to the Respondent and/or the subject matter of the Allegation, then the Complainant shall be advised accordingly.
- (2) If the Registrar determines that the Association has jurisdiction in the matter, then the Allegation shall be referred to the Complaints Authorization Committee unless it can be resolved by the Registrar in accordance with Section 30(1) of the Act.
- (3) In the event that a Complainant, who has submitted an Allegation pursuant to Section 29(1) of the Act for which the Association has jurisdiction, advises the Registrar in writing that s/he would like to withdraw the Allegation, the Allegation shall be referred to the Complaints Authorization Committee, which committee shall determine if there is a good and sufficient reason to allow the Complainant to withdraw the allegation.

711 Committees

- (1) The work related to the disciplinary powers and duties of the Association shall be carried out by the Complaints Authorization Committee, the Disciplinary Panel and the Board in accordance with the Act, Regulations and these By-laws, provided that the Board may from time to time establish guidelines and procedures for the conduct of such work that is not inconsistent with the Act, Regulations or these By-laws.
- (2) The Complaints Authorization Committee, the Disciplinary Panel and any Member thereof and any person retained or appointed to carry out any aspect of the work referred to in By-law 711(1) including but not limited to experts and investigators, shall maintain the confidentiality of all matters that come to his/her knowledge in the course of his/her duties, and shall not communicate any of those matters to any other person except:
 - (a) as may be required in connection with the administration of or proceeding under the Act, the Regulations and/or By-laws;
 - (b) to his/her legal counsel;
 - (c) with the consent of the person to whom the information relates; or
 - (d) to the extent that the information is available to the public under the Act.

712 Complaints Authorization Committee – Composition

- (1) The Complaints Authorization Committee is a committee of the Board. The Board shall appoint Board members to the Complaints Authorization Committee in compliance with Section 28 of the Act.
- (2) The quorum for any decision of the Complaints Authorization Committee is three and include a Board Member appointed under Section 5 of the Act.
- (3) In the event a quorum cannot, due to death, incapacity or recusal, be attained for a meeting of the Complaints Authorization Committee, the Chair of the Board or his/her designate is authorized to appoint additional Board Member(s) to the Complaints

Authorization Committee which appointment shall remain in effect until the next meeting of the Board.

713 Complaints Authorization Committee – Powers

- (1) The Complaints Authorization Committee shall be responsible for the initiation of the disciplinary work of the Association in accordance with the powers granted to the Complaints Authorization Committee pursuant to Section 31 of the Act.
- (2) Pursuant to Section 31(1)(b) of the Act the Complaints Authorization Committee may appoint a Committee Member(s) as an Investigator(s) or may hire as an Investigator(s) a Member of the Association or a non-Member to conduct an investigation on behalf of the Complaints Authorization Committee.
- (3) The Complaints Authorization Committee may invite any one or more of the following individuals to attend a meeting or meetings of the committee, for the purpose of providing information and/or clarification to the committee regarding the investigation of an allegation:
 - (a) Complainant;
 - (b) Respondent;
 - (c) Monitor;
 - (d) Counsel for the Complaints Authorization Committee;
 - (e) Investigator;
 - (f) Any experts engaged to assist the Complaints Authorization and/or at the request of the Investigator.
- (4) In the event that the Complainant is invited, or a Respondent is required pursuant to Section 31(1)(d) of the Act, to attend a meeting of the Complaints Authorization Committee, s/he will be entitled to have his/her legal counsel attend, however it will be the Respondent who is required to answer questions posed by the Complaints Authorization Committee.
- (5) The Complaints Authorization Committee may amend the scope of the Allegation being investigated, at any time prior to dismissal of the Allegation under Section 31(2) or before concluding, pursuant to Section 31(3) of the Act, that there are reasonable grounds to believe that the Respondent has engaged in conduct deserving of sanction. The authority of the Complaints Authorization Committee to amend the scope of the investigation is subject to the requirement that, in the opinion of the Complaints Authorization Committee, the Respondent has not been prejudiced by lack of notice of the amendment. If, in the opinion of the Complaints Authorization Committee, the Respondent may be prejudiced by such amendment, the Complaints Authorization Committee may only proceed with the amendment if it directs such additional investigation as is necessary, in the opinion of the Complaints Authorization Committee, to remove any prejudice arising from an amendment of the allegation.
- (6) Pursuant to Section 31(2) of the Act, where the Complaints Authorization Committee is of the opinion that there are no reasonable grounds to believe that a Respondent has engaged in conduct deserving of sanction, the committee shall dismiss the Allegation and give notice in writing of the dismissal to the Complainant and to the Respondent, which notice shall include an explanation for the dismissal of the Allegation. A record of the dismissal and the explanation for the dismissal shall be maintained in the records of the Association. The Complainant shall also be advised

- in the written notice that the Complainant may appeal the dismissal of the Allegation to the Trial Division by filing a notice of appeal with the Registrar of the Supreme Court within 30 days after receiving notice of the dismissal.
- (7) Where the Complaints Authorization Committee is of the opinion that there are reasonable grounds to believe that the Respondent has engaged in conduct deserving of sanction, a written notice shall be given to the Complainant and to the Respondent advising that, pursuant to Section 31(3) of the Act, the Allegation is considered to constitute a complaint and shall advise what action will be taken by the Complaints Authorization Committee in relation to the complaint.

714 Powers of Investigator

- (1) The Person(s) appointed pursuant to Section 31(1)(b) ("Investigator"), shall be responsible for carrying out investigations into all matters which may be brought to their attention by the Complaints Authorization Committee or its designate.
- (2) Pursuant to Section 31(5) of the Act, the Investigator appointed by the Complaints Authorization Committee shall have the right to:
- (a) Interview any Member or Student or other person, including Members, or Students who are not a subject of the allegation;
 - (b) Inspect and copy records and other documents relating to the subject matter of the investigation.
- (3) If the Investigator determines that it is necessary to obtain expert advice in order to complete his/her review of an Allegation made against a Member, the Investigator shall identify to the Complaints Authorization Committee the nature of the expertise required and the Complaints Authorization Committee shall authorize the engagement of an appropriate expert as soon as reasonably practicable.

715 Investigation Procedures

- (1) If the Complaints Authorization Committee decides, pursuant to Section 31(1)(b) of the Act, to conduct an investigation itself or to appoint a person to conduct an investigation on its behalf, then the committee shall give written notice of the investigation to the Complainant and to the Respondent which notice shall contain the name of the investigator(s), a brief description of the process for the investigation stage of the complaint, and the name and contact information for a designated staff representative of the Association.
- (2) The Investigator shall prepare an investigation plan, and update it as necessary. The investigation plan and any updates shall be submitted to the Complaints Authorization Committee for review.
- (3) A Member of the Complaints Authorization Committee or the Registrar for the Association shall be appointed to act as the liaison for the Investigator, which liaison shall be referred to as the Monitor. The Monitor will monitor the progress of the investigation, to ensure that it is being conducted in a timely fashion and that the investigation and report will adequately address the matters to be investigated. If the Monitor appointed is a Member of the Complaints Authorization Committee, then s/he is not eligible to participate in the deliberations or voting with respect to the matter being investigated. The Monitor has no authority with respect to the content or outcome of the final report and the Monitor shall act in a facilitative capacity only.

- (4) The Investigator shall maintain a record of all documents and information necessary to support the report to the Complaints Authorization Committee, including but not limited to:
- (a) The written complaint and the Respondent's written response;
 - (b) The investigation plan and any amendments of the plan;
 - (c) Paper and electronic records, or copies thereof, and any other evidence acquired or reviewed during the investigation, as well as information about its origin;
 - (d) Review of time records related to the Respondent's work;
 - (e) Chronology of events;
 - (f) List of parties and witnesses, with contact information and an organizational chart, as appropriate;
 - (g) Record of interviews, dates and results;
 - (h) Flowcharts/diagrams analyzing transactions, as appropriate;
 - (i) Analysis of events;
 - (j) List of Rules of Professional Conduct that may be pertinent to the investigation.

716 Investigation Report

- (1) The Investigator(s) shall prepare and deliver a written report of the findings of the investigation to the Complaints Authorization Committee.
- (2) The Complaints Authorization Committee may request that the Investigator conduct any follow-up investigation into matters arising from the Investigator's report or to provide any additional information or clarification as may be deemed necessary by the Complaints Authorization Committee.

[The Next By-law is 720]

HEARING AND NOTICE PROCEDURES

720 Disciplinary Panel and Adjudication Tribunal

- (1) The Board shall appoint at least ten (10) members of the Association, in compliance with the provisions of Section 28(4) of the Act who, together with at least three (3) non-members appointed by the Minister, shall constitute a Disciplinary Panel.
- (2) Pursuant to Section 32 of the Act for the purposes of dealing with a complaint referred to the Disciplinary Panel, the chairperson of the Disciplinary Panel shall appoint from the Disciplinary Panel an adjudication tribunal consisting of three (3) persons, two (2) of whom shall be Members and one (1) shall be a person appointed by the Minister under Section 28(4) of the Act.

721 Procedure at Formal Hearings

Subject to the Act, in connection with any formal hearing by the Disciplinary Panel and an Adjudication Tribunal, the following rules of procedure shall apply:

- (1) any person charged shall be entitled to thirty (30) days' notice of the time and place appointed for any formal hearings of the charge (excluding the day of mailing and the day of the hearing) together with a copy of the charge, addressed to the person charged at the designated address Pursuant to By-law 106(1);
- (2) any person charged shall attend at the time and place appointed for the hearing of the charge; if the person charged does not attend the formal hearing the Adjudication Tribunal may proceed in the absence of the person charged and the person charged will not be entitled to any further notice in the proceedings;
- (3) at any formal hearing of a charge, the person charged shall be entitled to be represented by legal counsel, to be present during the hearing, to question any witnesses either personally, or by counsel and to submit statements, evidence and argument;
- (4) the Adjudication Tribunal may require the attendance before it of any witness, in accordance with Section 28(10) of the Act, and the Adjudication Tribunal shall provide written notice to the witness, setting out the charge which is the subject of the hearing, the date, time and place of the hearing, and a list of all books, documents, working papers and other papers or material that the witness is required to bring to the hearing;
- (5) unless it is otherwise specifically provided, the procedure at all formal hearings and questions of admissibility of evidence, shall be determined by the ruling of the chair, whose decision shall be final, binding and conclusive;
- (6) a formal hearing may be adjourned at any time and from time to time and no further notice shall be required;
- (7) the proceedings at any formal hearing shall be recorded in shorthand or otherwise but need not be transcribed;
- (8) if no transcript is ordered, the report of any formal hearing signed by the chair shall be conclusive evidence of the proceedings for all purposes;

- (9) if more than one Member or Student is involved in any charge or if there is more than one charge, the formal hearing may proceed as to each charge or Member or Student separately or together as the Chair may from time to time determine;
- (10) in any formal hearing the Adjudication Tribunal may administer oaths and affirmations for the purpose of any of its proceedings and may require evidence before it to be given under oath or affirmation;
- (11) notwithstanding any other provision of these By-laws, the Adjudication Tribunal may, in particular cases, proceed in such manner and grant such relief as the nature of the case or natural justice may require;
- (12) where there is a variance between the wording of a charge and the evidence presented in support thereof, and where, in the opinion of the Adjudication Tribunal, the Respondent has not been prejudiced by lack of notice, the Adjudication Tribunal may direct an amendment of the charge so as to make it conform to the evidence and proceed with the hearing of the charge. If the Adjudication Tribunal is of the opinion that the Respondent may be prejudiced by such amendment, the Adjudication Tribunal may, if it is of the opinion that such prejudice can be removed by an adjournment, make such amendment and adjourn the hearing of the charge to a later date;
- (13) where there are additional charges made against a Respondent in an existing proceeding, those charges may be heard by the Adjudication Tribunal hearing the charges in the existing proceeding where, in the opinion of the Adjudication Tribunal the additional charges are related to the existing charges or where they arose out of an investigation related to the existing charges, and where the Respondent has not been prejudiced by the lack of notice of the addition of charges to the proceeding. If the Adjudication Tribunal is of the opinion that the Respondent may be prejudiced by lack of notice, the Adjudication Tribunal may, if it is of the opinion that such prejudice can be removed by an adjournment, add the charges and adjourn the hearing of the charges to a later date;
- (14) the Adjudication Tribunal shall give its final decision and order including reasons, in any proceedings in writing;
- (15) the Adjudication Tribunal shall send to the person charged, by electronic mail and/or registered mail addressed to such person at the designated address pursuant to By-law 106, a copy of its final decisions and order, if any, in the proceedings, together with written reasons therefore and accordingly that the time limited by the Act as to notice of publication of any order, shall be deemed to commence on the day following the date of electronic mailing, or the tenth (10th) day following the date of mailing by registered mail in accordance with the provisions of this paragraph, provided that in lieu of mailing as aforesaid, a copy of the decision and order, if any, together with the reasons therefore, may be personally served upon such party and in such cases the time limited by By-law 722(1) shall commence on the day following the date on which such personal service is affected;
- (16) the Adjudication Tribunal, may
 - (a) make such orders or give such directions in proceedings before it as it considered proper to prevent abuse of its processes;
 - (b) reasonably limit further cross-examination of a witness where it is satisfied that the cross-examination of the witness has been sufficient to disclose fully and fairly the facts in relation to which the witness has given evidence;

- (c) exclude from a hearing anyone, other than a barrister and solicitor qualified to practise in Newfoundland and Labrador, appearing as an agent on behalf of a party or as an adviser to a witness if it finds that such person is not competent to properly represent or to advise the party or does not understand and comply at the hearing with the duties and responsibilities of an advocate or adviser;
 - (d) make such orders and give such directions as it considers necessary for the maintenance of order;
 - (e) conduct hearings, in whole or in part, electronically or in writing, if the Adjudication Tribunal is of the opinion that the Member's right to a fair hearing will not be prejudiced and that any parties or witnesses participating electronically or in writing can be identified with certainty and can be sworn/affirmed as appropriate in the proceeding.
- (17) the Members of the Adjudication Tribunal who are assigned to render a decision after any formal hearing shall not have taken part prior to such formal hearing or appeal in any investigation or consideration of the subject matter of such formal hearing and shall not communicate directly or indirectly in relation to the subject matter of such formal hearing or with any person or with any party or his/her representative except upon notice to and opportunity for all parties to participate, but such Members may seek legal advice from an advisor independent from the parties and in such case the nature of the advice shall be made known to the parties in order that they may make a submission as to the law;
- (18) no Member of the Adjudication Tribunal shall participate in a decision pursuant to any formal hearing who was not present throughout such hearing or appeal and heard the evidence and argument of the parties, and, except with the consent of the parties, no decision pursuant to the hearing shall be reached unless all Members so present participate in the decision;
- (19) in any formal hearing the findings of fact shall be based exclusively on evidence admissible or matters that may be noticed under the Act and these By-laws;
- (20) In the event that a Member of an Adjudication Tribunal dies or becomes incapacitated, the remaining Members of the Adjudication Tribunal are authorized to continue to hear the matter, to decide any matter and to render a decision.

722 Notice of Decisions and Orders

- (1) In addition to such notice as required under Section 37(3) of the Act, notice of any order made by the Adjudication Tribunal may be given in such form and manner as the Adjudication Tribunal may from time to time determine.
- (2) Where the Respondent's licence to practice has been suspended or restricted pursuant to Section 31(3)(c) of the Act, the Complaints Authorization Committee, or a designate of the Association, shall promptly notify each and every other Provincial CPA Body and any other international affiliates of the Suspension or restriction and shall also promptly notify each and every other Provincial CPA Body and any other international affiliates if and when the Suspension or restriction is lifted by the Complaints Authorization Committee and/or the Adjudication Tribunal.
- (3) Such further or other notice of any order made by the Adjudication Tribunal pursuant to the provisions of Section 37(5) of the Act may be given or published in such a way and at such times as the Adjudication Tribunal or the Board may determine.

- (4) the Association shall be permitted to provide a Member's discipline history to another Provincial CPA Body, including information pertaining to any guilty pleas and settlements, and including investigation files or other supporting documentation in relation to any charge(s) for which the Member has been found guilty or has plead guilty.
- (5) All Members and Students, by their applications for Membership or registration or by their continuance of Membership or registration, shall consent and be deemed to have consented to any notice or publication pursuant to the provisions of this By-law.
- (6) Neither the Association nor the Board shall be required to take notice of any published article or private communication or of any statement affecting the conduct of a Member or a Student.

723 Taking Notice

The Adjudication Tribunal may, in making its decision in any proceedings:

- (1) take notice of facts that may be judicially noticed; and
- (2) take notice of any generally recognized scientific or technical facts, information, or opinions within its scientific or specialized knowledge.

APPENDIX "A" – RULES OF PROFESSIONAL CONDUCT