

# By-Laws

**CPA New Brunswick**  
June 23, 2023

<b>PART</b>	<b>BY-LAW</b>	<b>HEADING</b>	<b>PAGE</b>
Part I – Definitions			3
Part II – Governance	By-Law No 1	Membership Categories	8
	By-Law No 2	Admission, Resignation, and Readmission	11
	By-Law No 3	Fees	12
	By-Law No 4	Suspension	13
	By-Law No 5	CPA New Brunswick Board	14
	By-Law No 6	Election Procedure	19
	By-Law No 7	Duties of Elected Officers	20
	By-Law No 8	President and CEO	22
	By-Law No 9	Registrar	23
	By-Law No 10	Meetings	24
	By-Law No 11	Committees	28
	By-Law No 12	Audit Committee	29
Part III – Regulation	By-Law No 13	Registration	30
	By-Law No 14	Complaints Committee	32
	By-Law No 15	Hearing Committee	34
	By-Law No 16	Public Practice	38
	By-Law No 17	Practice Inspections	40
	By-Law No 18	Professional Corporations	42



<b>PART</b>	<b>BY-LAW</b>	<b>HEADING</b>	<b>PAGE</b>
	By-Law No 19	Partnerships	45
	By-Law No 20	Firms	46
	By-Law No 21	Professional Liability Insurance	47
	By-Law No 22	Continuing Professional Development	49
	By-Law No 23	CPA Code of Professional Conduct	50
	By-Law No 24	Speciality	50
	By-Law No 25	Use of CA-IFA and CA-IT	51
	By-Law No 26	Custodian	51
	By-Law No 27	Bankruptcy, Insolvency, and Mental Incompetence	52
	By-Law No 28	Certificates, Permits, and Licences	54
Part IV – General	By-Law No 29	Head Office and Fiscal Year	54
	By-Law No 30	The Seal	55
	By-Law No 31	Protection of Directors and Others	55
	By-Law No 32	Insurance for Directors and Officers	56
	By-Law No 33	Declaration of Interest and Confidentiality	56
	By-Law No 34	Remuneration of Directors and Committee Members	56
	By-Law No 35	Auditor	57
	By-Law No 36	Appointed Officers, Agents, and Attorneys	57
	By-Law No 37	Interpretation of By-Laws	57



## CPA New Brunswick BY-LAWS

### Part I

#### DEFINITIONS

Words contained in these By-Laws and in the Policies have the meaning ascribed to them in the Act, unless otherwise defined below:

“Act” means the *Chartered Professional Accountants Act*;

“Annual General Meeting” or “AGM” means the annual general meeting of Members with voting rights;

“Board” means the Board of Directors of CPA New Brunswick constituted under section 4 of the Act;

“By-Laws” means these By-Laws;

“Candidate” means a person who is enrolled in a CPA Education Program established by CPA New Brunswick;

“Certificate” means the Certificate issued to Members of CPA New Brunswick that have satisfied the requirements to be registered as a Chartered Professional Accountant;

“Chartered Professional Accountant” and “CPA” means an individual Member whose name is entered in the Register maintained under the Act;

“Common Final Examination” means the qualifying examination prepared by the Board of Examiners of CPA Canada on behalf of CPA New Brunswick and the provincial CPA organizations;



“Complaints Committee” means the Complaints Committee appointed by the Board to conduct investigations into complaints in accordance with the Act and By-Laws;

“Continuing Professional Development” or “CPD” means the requirements authorized in the Act and contained in these By-Laws;

“CPA Code of Professional Conduct” means the Rules of Professional Conduct established in these By-Laws pursuant to paragraph 5(1)(q) of the Act;

“CPA New Brunswick” means the Chartered Professional Accountants of New Brunswick;

“CPA Canada” means the Chartered Professional Accountants Canada

“Education Program” means an education program of any kind approved by the Board and includes such education programs as may be required as qualifications for membership in the CPA New Brunswick, for continued membership in the CPA New Brunswick or for entry in the specialists register.

“Firm” means a sole practitioner or proprietorship, a partnership or a Professional corporation;

“Firm Roster” means the Roster in which all names and addresses of Firms are recorded;

“Hearing Committee” means the Hearing Committee appointed by the Board to hear complaints referred to it in accordance with the Act and By-Laws;

“Legacy Bodies” or “Legacy Body” or “Legacy Member” means the Society of Management Accountants of New Brunswick, the Certified General Accountants



Association of New Brunswick and the New Brunswick Institute of Chartered Accountants and any members thereof in good standing prior to the commencement of the Act;

“Licence” means a Licence issued to a Professional Corporation under the Act, the By-Laws or Policies;

“LLP” means a limited liability partnership within the meaning of the *Partnership Act*;

“mail” and “cause to be mailed” refer to the means of delivering documents through postal services, or by facsimile or electronic mail where the Member has provided information to permit delivery of documents through that means of delivery;

“Member” means a Chartered Professional Accountant and any person whose name is entered in the Register, Specialists Register or in any of the Rosters established and maintained pursuant to the Act, the By-Laws or Policies, and includes for the purposes of applying the provisions of the Act, Professional Corporations and such persons who are permitted by the Act, By-Laws or Policies to carry on, in association, partnership or other prescribed arrangements with a Chartered Professional Accountant or Professional Corporation, the practice of Chartered Professional Accountant, or such aspects thereof as may be prescribed;

“Member in good standing” means an active Regular Member who is not under suspension from membership in CPA New Brunswick for any cause whatsoever, and who is not subject to any restrictions prescribed by the Hearing Committee;

“Mentor” means an individual Member approved by CPA New Brunswick who provides guidance to candidates on competency development, and who models and facilitates the understanding of the CPA profession’s values, ethics and attitudes;



“Officers” of CPA New Brunswick means the Chair, Vice-Chair, and the Secretary, who are elected by the Board and the President & Chief Executive Officer and Registrar who are appointed by the Board;

“Organization” includes corporation, company, society, association, firm or similar body;

“Policies” mean the rules made by the Board under section 6 of the Act;

“Practice Inspection Committee” means the Practice Inspection Committee appointed pursuant to the By-Laws;

“Practice Leader” means a Member authorized by the Act, By-Laws, and Policies for a Public Practice or other regulated services and includes the Office of the Auditor General of New Brunswick and Office of the Auditor General of Canada and employees in those Offices;

“Professional Corporation” or “PC” means a corporation the name of which is entered in the Professional Corporation Register;

“Professional Corporation Register” or “PC Register” means the Register which contains the name and address of every PC permitted to carry on the practice of a Chartered Professional Accountant pursuant to the Act, the By-Laws or Policies, and the names and addresses of the officers and directors of such corporations;

“Provincial CPA body” means a body recognized by CPA New Brunswick that governs the Chartered Professional Accountant profession in a province or territory of Canada, or Bermuda;

“Public Practice” means those tasks, services, and functions, as may be prescribed, performed by a CPA, and offered to or provided to the public;



“Public Practice Permit” or “Permit” means an authorization issued by the Registrar to Members who maintain a Public Practice;

“Public Representative” where used to refer to directors or committee members, means a person who is not and has never been registered under the Act, is not a Candidate, is not a Member, and is not eligible for membership under the Act;

“Register” means the Register which contains the name and address of every individual Member in good standing;

“Roster” means Roster which contains the name and address of every person in a category of membership recognized by CPA New Brunswick not entitled to be entered into the Register;

“Specialist Register” means the register kept pursuant to paragraph 11(1)(d) of the Act and authorized by these By-Laws;



## Part II – Governance

### BY-LAW No 1 MEMBERSHIP CATEGORIES

#### CATEGORIES

1.01 The Members of CPA New Brunswick shall be divided into the following categories:

- i. Active Members;
- ii. Active Associate Members;
- iii. Active Non-Resident Members;
- iv. Fellow Chartered Professional Accountants;
- v. Specialists;
- vi. Inactive or Retired Members;
- vii. Honorary & Life Members; and
- viii. Student or Candidate Members

#### ACTIVE MEMBERS

1.02 Active Members shall reside or work in New Brunswick and be those persons whose names are entered in the Register and pays full provincial dues and CPA Canada dues to CPA New Brunswick.

1.03 Active Members shall be entitled to full membership rights, including:

- i. Notice to attend and participate in meetings of CPA New Brunswick and to receive copies of any regular bulletins or publications issued by CPA New Brunswick;
- ii. Upon election or appointment, to hold office and to nominate persons to hold office;
- iii. Upon election or appointment, serve on committees; and
- iv. The right to vote.





## ACTIVE ASSOCIATE MEMBERS

1.04 Active Associate Members shall be those persons who reside in New Brunswick; however, New Brunswick is not the province that submits their national dues, whose names are entered in the Active Associate section of the Register. Active Associate Members shall have the right to membership in New Brunswick but have no right to be elected to the Board, to vote or be appointed to serve on committees.

a. No new active associate memberships will be issued.

## ACTIVE NON-RESIDENT MEMBERS

1.05 Active Non-Resident Members shall be those persons whose names are entered in the Active Non-Resident section of the Register. Active Non-Resident Members shall have the right to practice but have no voting rights in CPA New Brunswick and have no right to be elected to the Board or appointed to serve on committees.

## FELLOW CHARTERED PROFESSIONAL ACCOUNTANTS

1.06 Fellow Chartered Professional Accountants shall be any Active Members; Active Associate Members; Active Non-Resident Members; Specialists; Inactive or Retired Members or Honorary & Life Members; who are entitled to use the title of Fellow and the initials FCPA.

1.07 Fellow Chartered Professional Accountants shall be entitled to all the rights of the category of membership in which that person's name is recorded.

1.08 The Board has the authority to confer the title of "Fellow" according to the Policies and such Policies may also provide for the removal of the right to use the title "Fellow";

1.09 Any Member who has been conferred the title Fellow by another provincial CPA body may use the designation "Fellow" or "FCPA" while in New Brunswick but such person shall not be considered a Fellow of CPA New Brunswick unless the title is conferred under the provisions of this By-Law and the Policies;

1.10 Subject to section 66 of the Act, a Legacy Member may continue to use the designation "FCA", "FCMA" or "FCGA", as applicable, in conjunction with "FCPA", provided the Member was elected as a Fellow of its respective Legacy Body prior to the date of the Act coming into force.



## SPECIALISTS

- 1.11 A Specialist shall be those Active Members, Active Associate Members, and Active Non-Resident Members whose name are entered into the Specialist Register.
- 1.12 Specialists shall have all the rights of the category of membership in which that person's name is recorded.

## INACTIVE OR RETIRED MEMBERS

- 1.13 Inactive Members shall be those persons who are unable to maintain an Active or Active Associate membership due to temporary personal circumstances. Circumstances that may lead to an Inactive membership will be set by the Board from time to time. Any application to become an Inactive Member shall be submitted to the Registrar for approval based on supporting documentation and must be renewed annually. Retired Members shall be former Active or Active Associate Members who wish to maintain their CPA designation but are no longer working. Any application to be considered as a Retired Member shall be submitted to the Registrar for approval based on supporting documentation.
- 1.14 Inactive or Retired Members shall be entitled to receive notice of and attend meetings of CPA New Brunswick, to receive any copies of any regular bulletins or publications issued by CPA New Brunswick, and to serve, upon appointment, on committees of CPA New Brunswick.
- 1.15 Inactive or Retired Members have voting rights at meetings of CPA New Brunswick and are eligible for nomination to any office of CPA New Brunswick.

## HONORARY AND LIFE MEMBERS

- 1.16 Legacy Members who were awarded Life membership prior to September 1, 2014 are entitled to the benefits awarded to them prior to that date.
- 1.17 Legacy Members who held Honorary membership status prior September 1, 2014 are entitled to use the designation alone and are not entitled to add CPA to their name;
- 1.18 Notwithstanding the above, CPA New Brunswick will not award Honorary or Life memberships;



## STUDENT OR CANDIDATE MEMBERS

- 1.19 Student or Candidate Members are those persons who are entered in the Student or Candidate Roster.
- 1.20 Student or Candidate Members are not entitled to vote or to use the designation "Chartered Professional Accountant" or the initials "CPA".
- 1.21 Student or Candidate Members are entitled:
  - i. To receive notice of and attend meetings of CPA New Brunswick, to receive any copies of any regular bulletins or publications issued by CPA New Brunswick, however, they do not have the right to vote; and
  - ii. To serve, upon appointment, on committees of CPA New Brunswick in accordance with the By-Laws and Policies.

## **BY-LAW No 2 ADMISSION, RESIGNATION AND READMISSION**

### APPLICANT ADMISSION

- 2.01 The Registrar may admit to membership any applicant who resides or works in New Brunswick or is eligible and legally entitled to work in Canada and for whom it has received satisfactory evidence of good moral character and competence to be registered as a Member of CPA New Brunswick, provided such applicant has applied for and is eligible for membership in accordance with the Act, By-Laws and Policies.
- 2.02 The By-Laws and Policies read together shall provide for the educational, practical experience and examination requirements for persons who apply to become members.

### ACCEPTANCE OF BY-LAWS

- 2.03 All Members whose names are entered into the Register, PC Register, Firm Roster, or Roster and all persons accepting any membership in CPA New Brunswick as contemplated in By-Law 1 shall be deemed to have agreed and be bound by the Act, By-Laws, CPA Code of Professional Conduct, and Policies of CPA New Brunswick.



## RESIGNATION

2.04 Any Member shall be entitled to resign from CPA New Brunswick on the date written notice is received by the Registrar.

All Certificates, Licences, and Permits issued by CPA New Brunswick or any Legacy Body must be returned to the Registrar.

Any pending complaints will continue against the resigning member as if he/she had not resigned.

Any amount owed to CPA-NB including any penalties related to complaints or to delays in returning documents are still due and are subject to legal action if unpaid.

## READMISSION

2.05 A former Member who has resigned or whose membership was revoked may be readmitted to membership in accordance with the Act, By-Laws and Policies.

### **BY-LAW No 3 FEES**

3.01 On or before February 1<sup>st</sup> of any year, the Board may by ordinary resolution determine annual fees for:

- i. all classifications of membership in By-Law No 1;
- ii. PC Licences;
- iii. Firm Registrations; and
- iv. Public Practice Permits,

payment of which shall be due before March 31<sup>st</sup> of the same year.

3.02 The Board may by ordinary resolution determine any other fees, dues, and assessments including additional fees, interest, and fines for late payment or delinquent accounts.



- 3.03 Notwithstanding anything in this By-Law, the Board may make Policies with respect to the:
- i. refund of annual or other fees;
  - ii. proration or waiver of annual or other fees; and
  - iii. proration of fees on a transfer from another jurisdiction.

## **BY-LAW No 4 SUSPENSION**

### **SUSPENSION**

- 4.01 The Registrar may suspend:
- i. the membership of a Member;
  - ii. the Licence of a PC; and
  - iii. a Public Practice Permit,

for failure to pay any fee, assessment or any other amounts payable to CPA New Brunswick, including, without limitation, interest or other penalties for late payment pursuant to any Policy for the payment of such amounts, or for contravention of any By-Law that requires the filing of a document or for failing to do any other act by a specified or ascertainable date.

Failure to pay the required fee, assessment or other charge set out in By-law 4.01 within a fixed period of time after suspension or until the occurrence of some event, as stated in the applicable policies, may result in revocation of membership. The person's name shall be removed from the register upon revocation.

### **REINSTATEMENT**

- 4.02 A suspended member or a retired member seeking to return to active service may be reinstated into active membership in accordance with the Act, By-Laws and Policies.

The Registrar may reinstate any suspension under this section or as otherwise imposed on a Member upon satisfaction of all required conditions, as may be determined by the Registrar or imposed on the Member.



## OBLIGATIONS DURING SUSPENSION

- 4.03 During any period of suspension pursuant to this section, the suspended party shall continue to be subject to the disciplinary powers of CPA New Brunswick as fully and to the same extent as if such rights and privileges had not been or become suspended.

## **BY-LAW No 5 CPA NEW BRUNSWICK BOARD**

### POWERS

- 5.01 The Board is comprised of 11 directors; nine elected Members, two Public Representatives appointed pursuant to Policy, and the President and CEO shall attend in an ex-officio capacity. The Board will control, govern and manage, or supervise the control, government and management of the business and affairs of CPA New Brunswick and all aspects of the practice of Chartered Professional Accountants and shall be responsible for the administration of the Act.
- a. The Board may decide to increase the number of Board members for special purposes such as encouraging student members. The extra position(s) and their incumbents must be ratified by a vote of the members at the next AGM.
- 5.02 The Board may from time to time by resolution:
- i. Borrow money upon the credit of CPA New Brunswick;
  - ii. Limit or increase the amount to be borrowed;
  - iii. Hypothecate, mortgage or otherwise pledge the real or personal property of CPA New Brunswick, or both, to secure any money borrowed for the purposes of CPA New Brunswick;
  - iv. Secure loans by the issue of debentures, debt instruments or otherwise and pay interest thereon.



## BANKING

- 5.03 Pursuant to the Policies, CPA NB will adhere to best practice financial controls.
- 5.04 By policy, the Board will determine who can sign purchase contracts; payment vehicles and banking instruments on behalf of CPA NB.
- 5.05 A legal document that requires the corporate seal be affixed to it, or involves opening a bank or investment account, that document will be signed by the Chair or Vice Chair and one other Board member.
- 5.06 Notwithstanding any provisions to the contrary contained in the By-Laws, the Board may at any time and from time to time by resolution direct the signing, spending and approval authorities and limits of the:
  - i. President & CEO;
  - ii. Other CPA NB staff positions;
  - iii. The Board Chair, Vice-Chair and Secretary;
  - iv. Other Board Directors, as required.

## VOTING

- 5.07 Except as otherwise required by the Act or these By-Laws, every question arising at any meeting of the Board shall be decided by a majority of vote, and the Chair shall have an additional vote only in the case of an equality of votes.
- 5.08 Voting at all Board meetings shall be by show of hands unless three directors present in person request a secret ballot in which case the Chair shall appoint a scrutineer for the purpose of taking the secret ballots.

## EXECUTIVE COMMITTEE

- 5.09 Subject to subsections 9(1) and 9(2) of the Act, the Executive Committee of the Board will be comprised of the full Board membership.

There shall be three Officer positions of the Board consisting of the Chair, Vice-Chair, and Secretary. Between Board meetings, the Vice-Chair and Secretary will provide advice, as required, to the Chair.



In any emergency situation, the three Officer positions may collectively carry out any of the duties and exercise any of the powers and privileges of the Board, but they will report their actions to the Board for formal ratification at the earliest opportunity.

5.10 The Board shall annually elect a Secretary.

Every second year, the Board will elect a Vice-Chair for a two-year term. Afterwards, or if the Chair resigns early, the former Vice-Chair shall become the Chair for a two-year term.

Notwithstanding any other clause in this By-Law, the Board may remove a member from the Vice-Chair or Chair position with a ratified motion at any fully-constituted Board meeting to open the position for nominations and election.

5.11 Between the coming into force of the Act and the 2019 AGM the Executive Committee shall include one director from each Legacy Body.

5.12 Following the 2019 AGM the Executive Committee will be elected without consideration of Legacy affiliation.

## TERM

5.13 Unless otherwise provided for in these By-Laws all directors elected or appointed to the Board shall hold office for a term of three years.

The Chair, Vice-Chair and Secretary shall be elected by the Board from among the directors.

5.14 A director shall not serve more than six consecutive years on the Board. Exceptionally, the Board may extend the term of a Director, without the need of a vote at an AGM, to enable that Director to full-fill his/her commitment as Vice-Chair and then Chair of the Board. Even in the case of such a term extension, a Director may not serve more than eight consecutive years on the Board.

## FREQUENCY OF MEETINGS

5.15 Meetings of the Board shall be held at least four times yearly, or at any time or place determined by the Chair or on written request by three directors of the Board and in no case later than thirty days following receipt of such written request.



## NOTICE

- 5.16 Notice of the time and place of Board meetings shall be sent by mail or through electronic communication to each director not less than ten days before the date of such meeting.
- 5.17 Notwithstanding the foregoing, a meeting of the Board may be held at any time or place without formal notice if all directors are present or have waived notice of the meeting.
- 5.18 Notwithstanding the foregoing, a meeting of the Board shall be held each year to elect officers immediately following the AGM provided quorum of the Board is present and no notice or waiver of notice of such meeting shall be necessary.

## COMPOSITION

- 5.19 Consistent with subsection 4(1) of the Act, the Board shall at all times be comprised of not less than 10 directors.

## VACANCY

- 5.20 Any vacancy of a director may, at the discretion of the Board, be filled by an appointment by the Board. Such director shall serve out the remaining term of the departing Board member.
- 5.21 In the event the office of Chair becomes vacant for any reason, the BOD will decide the process and the term to fill the position.

In the event the office of Vice-Chair becomes vacant for any reason, a new Vice-Chair shall be appointed from amongst the remaining directors or officers to serve the remainder of the term and then move on to the Chair role.

In the event the office of Secretary becomes vacant for any reason, the Board shall appoint a new Secretary from amongst the remaining elected directors or officers to serve the remainder of the term.



## QUORUM

5.22 Fifty percent of the directors shall constitute a quorum for transaction of business at any meeting of the Board.

Notwithstanding vacancies, the remaining directors may exercise all the powers of the Board.

If less than fifty percent of the director positions are filled, the remaining directors will call a Special Meeting of Members as soon as possible to elect new members. For clarity, if the Board has less than fifty percent of its Director positions filled, it may no longer appoint new Directors but will seek elections at a special meeting of the membership.

5.23 Twenty-five Members with voting rights, in person or by proxy or if the Board determines so by policy, by using a technology that allows the member to hear and see the room and to be seen and heard in the room, shall constitute the quorum for the transaction of business at an AGM.

## VACATING OFFICER & DIRECTORS

5.24 A director or officer shall be vacated if that director or officer:

- i. Ceases to be a Member in good standing;
- ii. Files for bankruptcy or protection from creditors or other similar procedure;
- iii. Is declared by a court of competent jurisdiction to be a mentally incompetent person or to be incapable of managing her affairs pursuant to legislation then in force;
- iv. Is certified by proper authorities in that behalf to be suffering from a mental disorder of a nature or to a degree so as to require hospitalization and has been admitted to a psychiatric facility and continues therein as a patient;
- v. Is convicted of or pled guilty to, any criminal offence;
- vi. By notice in writing to the Chair of the Board resigns;
- vii. Upon an affirmative vote of not less than eighty percent of the Board entitled to vote at a duly constituted meeting of the Board, is removed; or
- viii. Dies.



- 5.25 A director or officer may be vacated if that director or officer:
- i. Is absent from three consecutive meetings of the Board without the consent of the Board.
- 5.26 Any director or officer shall be entitled to vote on any motion to remove that person from office.
- 5.27 In times of a declared national, provincial or municipal emergency, the CPA NB Board of directors has full delegated authority to take any and all actions to protect CPA NB operations; the public and/or the best interests of the membership, even if such actions contravene other clauses in these By-Laws. This clause does not imply contravening legislation.

## **BY-LAW No 6 ELECTION PROCEDURES**

- 6.01 Election of directors shall be by such means determined by the Board, and shall be conducted in the following manner:
- i. A call for nominations to the Board of Directors shall be sent to all active Members with voting rights of CPA New Brunswick, which shall include: a description of the desired skills and competencies, a method to submit nominations, and a deadline.
  - ii. No further nominations will be accepted after the deadlines have been passed.
  - iii. The Secretary shall, at least sixty days prior to the date of the AGM, send to each Member with voting rights either by post or electronically, a list of all nominees eligible for election.
  - iv. In the event that more Members are nominated than are to be elected, the Secretary shall send, by mail or electronically, to each Member with voting rights, at least fifteen days before the date of the AGM, a notice that there will be an election and a list of the candidates for the Board. An e-ballot shall be prepared or cause to be prepared containing the names of the candidates for the Board, clearly indicating thereon the number of candidates and terms, if applicable.
  - v. E-ballots, if required, shall be distributed to each Member with voting rights prior to the AGM.

- vi. If in the counting of e-ballots an e-ballot indicates a greater number of choices than those available for election, the e-ballot will be spoiled.
- vii. Directors whose terms are completed shall retire at the AGM at which directors are to be elected but any retiring director, subject to these By-Laws or Policies, shall be eligible for re-election.
- viii. The Chair shall, on or before the date fixed for the AGM, appoint as scrutineers two Members with voting rights of CPA New Brunswick who shall not have been nominated as candidates for election thereto. The scrutineers shall count the electronic voting and shall prepare a certified, alphabetical list of those elected and return the same to the Secretary, who shall declare the result of the voting. The electronic voting, after being counted and results declared by the Secretary, shall be immediately destroyed;
- ix. Those nominees receiving the highest number of votes shall be declared elected to the Board for the ensuing term, as determined;
- x. If an equality of votes between two or more persons leaves the election of one or more of the candidates undecided, the scrutineers shall obtain the deciding vote by the Chair before making the results known to the meeting;
- xi. A retiring director shall retain office until the dissolution of the meeting at which that director's successor is elected; and
- xii. Accidental omission to give notice of nomination or electronic voting to any of the Members with voting rights, not exceeding five percent of the Members so entitled, shall not invalidate an AGM or an election of the Board or of the officers

## **BY-LAW No 7 DUTIES OF ELECTED OFFICERS**

- 7.01 Each elected officer of CPA New Brunswick shall have and perform the powers, functions and duties specified in these By-Laws and such further powers, functions and duties as the Board may, from time to time, entrust to or confer upon the officer.



## CHAIR

### 7.02 The Chair shall:

- i. Preside at all meetings of the Board and the Executive Committee of CPA New Brunswick, and at such meetings shall be entitled to participate in all discussions and to vote;
- ii. Preside at all AGMs and Special Meetings of CPA New Brunswick;
- iii. Call an AGM and Special Meetings of CPA New Brunswick;
- iv. Exercise general control and supervision over the affairs of CPA New Brunswick, and the activities of the President & Chief Executive Officer;
- v. Be a signing officer of CPA New Brunswick;
- vi. Be the official representative of CPA New Brunswick along with the President & Chief Executive Officer;
- vii. Have all powers necessary or desirable to enable the carrying out of the duties of office effectively;
- viii. Sign financial statements with the Secretary; and
- ix. Perform such other duties and exercise such other powers as the Board may from time to time direct.

## VICE-CHAIR

### 7.03 The Vice-Chair shall:

- i. Be vested with all the powers and shall perform all the duties of the Chair in the absence, disability or refusal to act of the Chair;
- ii. Perform all other duties and exercise such powers as may be assigned by the Board from time to time;
- iii. Assume the office of Chair at the end of the term or the resignation of the Chair, whichever first occurs; and
- iv. Be a signing officer of CPA New Brunswick.



## SECRETARY

### 7.04 The Secretary shall:

- i. Record and retain all Board confidential in-camera notes and reference materials for future Board reference;
- ii. Be the custodian of the President and CEOs personnel file on behalf of the Board;
- iii. Be a signing officer of CPA New Brunswick;
- iv. Perform election duties as outlined in By-Law 7;
- v. Other tasks as may be assigned by the Board from time to time;

## **BY-LAW No 8 PRESIDENT AND CEO**

8.01 The Board shall appoint a President & Chief Executive Officer who shall report to the Board with the supervision of the Chair. The President & Chief Executive Officer shall have the general management and direction of CPA New Brunswick's business and affairs, the power to appoint and remove any employees and agents of CPA New Brunswick not elected or appointed directly by the Board and to settle the terms of their employment and remuneration and other powers and shall perform other duties as assigned by the Board from time to time or as are incident to the role of the President & Chief Executive Officer. The President & Chief Executive Officer shall be an ex-officio member of the Board and shall be a signing officer of CPA New Brunswick.

### 8.02 The President & CEO will:

- i. Prepare or cause to be prepared and issued all notices and agenda as shall be required to be issued;
- ii. Keep or cause to be kept minutes of all meetings of the Board;
- iii. Cause a copy of the minutes of each Board meeting to be provided to each director prior to the next meeting of the Board;
- iv. Keep a book wherein shall be kept recorded a copy of the Act and of any and all amendments thereto;
- v. Keep a record of the names and addresses of all persons who are or have been directors, with the several dates at which each became or ceased to be a director;

- vi. Be the financial advisor to the Board and responsible for the implementation of all financial Policies approved by the Board;
- vii. Be responsible for the preparation and presentation to the Board of the operating budget of CPA New Brunswick;
- viii. Control the custody of the assets of CPA New Brunswick;
- ix. Keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of CPA New Brunswick and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of CPA New Brunswick;
- x. Be responsible for the investment of surplus cash, as authorized by the Board, to ensure maximum return in keeping with sound practices as to minimizing risk to CPA New Brunswick;
- xi. Prepare or cause to be prepared the Annual Statement of Operations and Statement of Financial Position, together with such exhibits and reports as many be necessary;
- xii. Keep or cause to be kept a log of all motions passed by the Board, the date passed and the date rescinded, if applicable.
- xiii. Perform such other duties as may from time to time be assigned by the Board; and
- xiv. Be a signing officer of CPA New Brunswick.

## **BY-LAW No 9 REGISTRAR**

- 9.01 The President and CEO, if not occupying the office of Registrar, shall appoint a Registrar to serve at the pleasure of the President and CEO to carry out the functions as contemplated in the Act, By-Laws, and Policies.



## REGISTRAR'S DUTIES

9.02 The Registrar shall,

- i. Issue a Certificate to Members upon admission to membership and from time to time and in such form or forms as the Board may approve by resolution, to such persons and a Licence to PCs that have met the requirements of the Act, By-Laws and Policies and have paid all required fees;
- ii. Issue annually a renewal Licence to PCs and a renewal Permit to Firms in such prescribed form to such PCs and Firms that have met the requirements of the Act, By-Laws and Policies;
- iii. Accurately keep or cause to be kept the Registers and Rosters of CPA New Brunswick and shall record or cause to be recorded all information required to be kept in such Registers and Rosters;
- iv. Perform all duties and exercise all powers assigned to the Registrar in the Act, By-Laws and Policies and perform such other duties and exercise such other powers as may be directed from time to time by the Board;
- v. Deliver to her successor in office all books, papers and other property of CPA New Brunswick and of the Board; and;
- vi. Keep a record in alphabetical order of the names of all Members indicating in respect of each Member: the class of membership, the dates on which the person became a Member, ceased to be a Member, or was readmitted, together with the Member's mailing address, and such further particulars as may be necessary or prescribed.

## **BY-LAW No 10 MEETINGS**

### ANNUAL GENERAL MEETING

10.01 The AGM of CPA New Brunswick shall be held within two hundred and twenty days following each fiscal year end of CPA New Brunswick at such time and place as the Board may determine in the Province of New Brunswick.





10.02 The order of business at the AGM shall be:

- i. A review of the minutes of the last AGM and of any intervening Special Meeting of CPA New Brunswick and the adoption thereof;
- ii. Business arising out of the minutes;
- iii. The report of the Chair;
- iv. The report of the President & Chief Executive Officer;
- v. The presentation of the audited financial statements of CPA New Brunswick and the reading of the report of the auditor thereon;
- vi. The election of directors;
- vii. Amendments to By-Laws, if necessary;
- viii. The appointment of auditors; and
- ix. Such other business, if any, as may properly come before the meeting.

## PROCEDURE AT MEETINGS

10.03 The proceedings at all meetings of CPA New Brunswick shall be governed by the latest edition of Robert's Rules of Order.

10.04 If within half an hour of the time appointed for the commencement of the AGM or special meeting of CPA New Brunswick a quorum is not met, the Chair shall, in the case of an AGM, call another meeting for such time and place and subject to such notice requirements as the Chair shall determine, and in the case of a special meeting, the meeting shall be dissolved.

## VOTES TO GOVERN

10.05 Every question at any meeting of CPA New Brunswick shall be decided by the majority of the votes duly cast on the question.

10.06 Voting at an AGM or Special Meeting of CPA New Brunswick shall be by show of hands unless three Members present in person request a secret ballot in which case the Chair shall appoint three scrutineers for the purposes of taking the secret ballot.



## ADJOURNMENT

10.07 The Chair of any AGM may, by a resolution passed by the majority of the members present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

## SPECIAL MEETINGS

10.08 A Special Meeting shall be called at any time by the Board, the Chair or upon written request signed by any fifty Members of CPA New Brunswick at such time and at such place as the Chair may determine and in no case later than sixty days following receipt of such written request by the Chair.

10.09 Persons entitled to attend a Special Meeting of CPA New Brunswick shall be those entitled to vote thereat, the auditor, and others, who although not entitled to vote, are required under the provisions of the Act or By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair or with the consent of the Board.

## RIGHT TO VOTE

10.10 The status of any Member for the purpose of determining voter qualification shall be confirmed by reference to Member records on the request of any two Members present at the meeting.

10.11 Every Member entitled to vote at any meeting of CPA New Brunswick may vote on any question as follows:

- i. By voting in person at the meeting;
- ii. By proxy appointed by a signed proxy form in the required form, which said proxy must be held by a Member who is present at the said meeting; or
- iii. By electronic means in a manner and form approved by the Board.

## PROXY VOTING

10.12 Every Member entitled to vote at meetings of CPA New Brunswick may by instrument in writing appoint a proxy, who shall be a Member, to attend and act at the meeting in the



same manner, to the same extent and with the same power as if the Member were present at the meeting in the manner, to the extent and with the power conferred by the proxy.

- 10.13 All proxies shall be originals and be filed with the Secretary by mail, in person, or electronically, as approved by the Board of Directors, at least ten days before the date of any meeting at which such proxy is to be used.
- 10.14 Proxies shall be valid only for the meeting or any adjournment thereof specified in such proxy.
- 10.15 No Member shall hold more than five proxies.
- 10.16 Proxies may be withdrawn by a Member by a notice in writing delivered by mail, in person, or electronically, as approved by the Board, to the Secretary at any time.
- 10.17 A Member having granted a proxy shall be deemed to have withdrawn the proxy if the Member attends the meeting for which the proxy was issued, and such proxy may not be reinstated.
- 10.18 The form for a proxy shall be provided for in a Policy.

## BY-LAW AMENDMENT

- 10.19 No motion for the repeal or amendment of a By-Law at the instance of a Member pursuant to the Act shall be considered at an Annual General, special or other meeting of CPA New Brunswick unless a notice of motion in writing signed by the proponents of the motion and setting out the exact wording of the proposed motion has been given to CPA New Brunswick no later than sixty days prior to the date of the meeting at which the motion is to be considered. Such notice of motion shall be forwarded to the Members of CPA New Brunswick at least twenty-five days prior to the meeting at which it is to be considered.



## **BY-LAW No 11 COMMITTEES**

### **GOVERNANCE**

11.01 CPA New Brunswick shall maintain the following standing committees with respect to Governance:

- i. Executive Committee;
- ii. Audit Committee;
- iii. Governance Committee; and
- iv. Finance & Risk Committee.

### **PROFESSIONAL REGULATION**

11.02 CPA New Brunswick shall maintain the following standing committees with respect to Professional Regulation:

- i. Complaints Committee;
- ii. Hearing Committee; and
- iii. Practice Inspection Committee.

### **GENERAL**

11.03 The Chair of each Committee, and the members thereof, shall be appointed in accordance with the provisions of the Act, By-Laws and Policies with respect to such committees.

11.04 The Board shall establish, maintain and appoint such other committees as it may from time to time deem necessary or expedient.

11.05 Unless otherwise expressly provided, the Board may fill any vacancy on any committee and any person appointed to fill such vacancy shall hold office on that committee until that person's successor, whether appointed or elected, commences her term of office.

11.06 Except as otherwise expressly provided the Board may from time to time appoint an additional Member(s) to any committee.

11.07 The Chair of each Committee shall submit a report in writing to the Board at every Board meeting on its activities and whether the committee has conducted business.



## **BY-LAW No 12 AUDIT COMMITTEE**

- 12.01 The Audit Committee shall consist of a minimum of three Members, none of whom should be signing officers. Members of the committee shall be appointed by the Board and may be removed by the Board.
- 12.02 Committee members will be appointed for a term of two years and be eligible to serve no more than six years. The Committee will select its Chair from among the Committee members.
- 12.03 Meetings shall be held at least a minimum of two times per year. A majority of Members plus one will constitute a quorum. The panel Chair has two votes in the event of a tie.
- 12.04 The Committee is to:
- i. Approve the audit plan with particular reference to its nature and scope, emphasis and priorities;
  - ii. Review the financial statements prior to the Audit;
  - iii. Review the audited financial statements of CPA New Brunswick with the Secretary, the President and CEO and the Auditor;
  - iv. Recommend the approval of the audited report and accounts;
  - v. Evaluate the auditor's performance annually and recommend the reappointment or change in appointment of external auditors;
  - vi. Recommend the audit fee to the Board; and
  - vii. Monitor the implementation of the external auditors' recommendations which are accepted by the Audit Committee.
- 12.05 The Chair of the Audit Committee shall report to the Board as appropriate on the areas covered by the above terms of reference.
- 12.06 The minutes of the Audit Committee meetings should be formally recorded and submitted to the Board at its next meeting.



## Part III – Regulation

### BY-LAW No 13 REGISTRATION

- 13.01 In order to register and maintain registration with CPA New Brunswick, a Candidate shall meet the entrance requirements established by the Board, be a Candidate registered in good standing and comply with the By-Laws, Policies and regulations, established by the Board.
- 13.02 CPA New Brunswick shall maintain or cause to be maintained a Roster of Candidates that are registered with CPA New Brunswick.
- 13.03 The Board may establish By-Laws or Policies with respect to the minimum educational or other requirements for registration or reregistration as a Candidate.

### EDUCATION

- 13.04 CPA New Brunswick shall provide a course or an education program for the registered Candidates. Every registered Candidate shall pursue the required education program.
- 13.05 CPA New Brunswick may enter into an agreement or agreements with any University or other organized educational body in Canada to administer and provide all or any part of the required education program.
- 13.06 CPA New Brunswick shall hold or cause to be administered such examinations as it deems necessary in each calendar year.
- 13.07 Before being permitted to write the Common Final Examination, registered Candidates must successfully complete the education program.
- 13.08 The Board may set a policy which limits the number of times that a Candidate may attempt the Common Final Examination. Any Candidate who does not successfully complete the evaluation within the required number of attempts shall thereupon be struck off the register of Candidates and shall be eligible for reinstatement only upon satisfying the requirements for reinstatement as established by the Board.



13.09 A Candidate requesting a review of consideration of special circumstances regarding the Common Final Examination or education program shall register a request for such a review in the manner required by the Board in accordance with the Policies of CPA New Brunswick or by its representative.

13.10 The Board may cause the Registrar to investigate:

- i. Any matter in order to determine whether an applicant is suitable for registration as a Candidate, and
- ii. The progress, competence, character, habits, and suitability for the continued registration by CPA New Brunswick of a Candidate.

13.11 The Board may appoint an Education Committee of not less than five Members to advise the Board on the administration of all education requirements and programs and to administer this By-Law and such other requirements as the Board may from time to time direct.

13.12 Every Candidate may appeal any decision of the Education Committee to the Board.

## PRACTICAL EXPERIENCE REQUIREMENTS

13.13 Every Candidate registered with CPA New Brunswick shall, as a prerequisite to admission to membership in CPA New Brunswick, complete a period of practical experience of an amount and nature as required by the Board.

13.14 Every pre-approved CPA training office registered with CPA New Brunswick shall meet all requirements determined by the Board.

13.15 The Board, or a committee authorized by the Board, may

- (a) (i) Designate any person to make whatever investigation is deemed necessary in accordance with the Policies adopted by the Board to determine whether an organization/Public Practice Permit holder meets the standards required by the Board to be qualified to employ Candidates, and
- (ii) to satisfy itself that the organization is complying with the requirements of this By-Law;
- (b) Upon review of a report made by a person pursuant to clause (a)(i) above, approve an organization/Public Practice Permit holder to employ Candidates in a pre-approved model.



- (c) Upon review of a report made by a person pursuant to clause (a)(ii) above, reconfirm the organization's/Public Practice Permit holder's approval or take such other steps as may be required.
- 13.16 Any of the duties and functions respecting the practical experience may be delegated by the Board to such persons as the Board may determine from time to time.
- 13.17 Notwithstanding any other provision of this By-Law, the Registrar may, in the Registrar's sole discretion, determine whether or when any such Candidate has satisfied the period of practical experience required by the Board, such that the Candidate is eligible to apply for admission to membership in CPA New Brunswick.

## **BY-LAW No 14 COMPLAINTS COMMITTEE**

- 14.01 In this By-Law, a reference to a "Member" as a person subject to a complaint includes all Members of CPA New Brunswick, including firms authorized to practice publicly.
- 14.02 The Complaints Committee shall consist of such Members of CPA New Brunswick as the Board may from time to time appoint, and may, if the Board so appoints, include one or more Public Representatives.  

The terms of office and qualifications of the members of the Complaints Committee shall also be determined by the Board.
- 14.03 The Complaints Committee shall consist of not less than nine persons and no more than thirty (30).
- 14.04 A quorum of any Complaints Committee shall comprise all members of that Panel.
- 14.05 The Chair of the Complaints Committee, or the Registrar if delegated by the Chair of the Complaints Committee, shall appoint a panel of not less than three persons from the membership of the Complaints Committee to consider a complaint. One member of the Panel shall be selected by the Chair of the Complaints Committee to act as Panel Chair. Such Panel Chair shall have signing authority for the Complaints Committee.
- 14.06 The Complaints Committee Panel shall consider all complaints and, among other things, may cause such investigation or further investigation of the complaint as it deems necessary and, in doing so, the Complaints Committee shall have all powers conferred to it by the Act and By-Laws.



- 14.07 At all meetings of any Complaints Committee Panel, all matters arising will be decided by a majority of the votes. The Panel Chair shall cast a deciding vote in the event of a tie.
- 14.08 No member of the Complaints Committee who has a direct or indirect personal or other interest in a complaint shall consider such complaint or be part of the Complaints Committee Panel formed to consider the complaint.
- 14.09 The Complaints Committee shall forthwith consider all complaints referred to it and may do one or a combination of the actions permitted by subsection 37(6) of the Act and shall outline such action(s), directive or decision in the form of a written report.
- 14.10 The Board may by resolution from time to time establish specific rules and/or procedures to be followed by the Complaints Committee Panel in the consideration of a complaint.
- 14.11 Subject to the provisions of the Act, the By-Laws and the Policies that may be established from time to time, the rules and/or procedures to be followed in the consideration of a complaint shall be determined by the Panel Chair, whose decision shall be final, binding and conclusive.
- 14.12 Upon receipt of the report of the Complaints Committee Panel, the Registrar shall forthwith cause a copy of the report to be provided to the Member and the complainant.
- 14.13 When the Complaints Committee Panel refers a matter to the Hearing Committee pursuant to paragraph 37(6) (f) of the Act, the Complaints Committee may, at any time after receipt of a complaint, if it considers it probable that the continued practice of the Member will be harmful to the public or to the Member's clients, pending final disposition of the matter, exercise the authority set out in subsection 37(7) of the Act, subject to the provisions of subsections 37(8) to (12) of the Act.
- 14.14 A Complaints Committee Panel may exercise the authority set out in section 38 of the Act.



## **BY-LAW No 15 HEARING COMMITTEE**

- 15.01 In this By-Law a reference to a “Member” as a person subject to a complaint includes all Members of CPA New Brunswick, including firms authorized to practice publicly.
- 15.02 The Hearing Committee shall consist of such Members of CPA New Brunswick as the Board may from time to time appoint, and may, if the Board so appoints, include one or more Public Representatives. The terms of office and qualifications of the members of the Hearing Committee shall also be determined by the Board.
- 15.03 The Hearing Committee shall consist of such persons as may be determined by the Board from time to time.
- 15.04 A quorum of any Hearing Committee Panel shall comprise all members of that Committee Panel.
- 15.05 The Board shall appoint one of the members, who shall be a CPA of the Hearing Committee as Chair of the Committee. Such Panel Chair shall have signing authority for the Hearing Committee.
- 15.06 The Chair of the Hearing Committee, or the Registrar if delegated by the Chair of the Hearing Committee, shall appoint a panel of not less than three persons from the membership of the Hearing Committee to hear and consider each complaint referred to it.
- 15.07 At all meetings of Hearing Committee panels, all matters arising will be decided by a majority of the votes. The Panel Chair shall cast a deciding vote in the event of a tie.
- 15.08 The Board may by resolution from time to time establish specific rules and/or procedures to be followed by the Hearing Committee Panel in the consideration of a complaint matter referred to it for determination.
- 15.09 Upon a complaint matter being referred to the Hearing Committee for determination, either at the pre-hearing stage or during the hearing:
  - i. CPA New Brunswick and the Member are the only parties to any hearing before the Hearing Committee. The complainant is not a party to the hearing, but may be called by either party to provide additional information and/or evidence, through testimony or otherwise, to the Hearing Committee;
  - ii. The Registrar or such other person as shall be designated by the Committee Chair shall provide the Member who is the subject of the complaint with a written

“Notice of Hearing” at least fourteen days before the commencement of the hearing, which Notice shall summarize the matters and allegations (including the specific breaches identified by the Complaints Committee or otherwise raised by the complaint) to be considered by the Hearing Committee;

- iii. Unless otherwise permitted by the Hearing Committee, the Member whose conduct is the subject of the hearing shall attend personally at the time and place appointed for the hearing, and if the Member does not attend personally at the hearing, the Hearing Committee may proceed without any further notice of the proceedings and the failure to attend shall, if so ordered by the Hearing Committee, constitute, in and of itself, an act of professional misconduct;
- iv. The Member shall be entitled to the rights set out in subsection 42(1) of the Act,
- v. A witness may be advised by the witness’s legal counsel as to the witness’s rights, but such legal counsel may take no other part in such hearing without leave of the Hearing Committee; and
- vi. Where such hearing is in camera, legal counsel for a witness shall not be entitled to be present except when that witness is giving evidence.

15.10 Any hearing before the Hearing Committee shall be open to the public except where one or more of the parties requests that the hearing be held in camera, which request may be granted by the Hearing Committee where, the Hearing Committee is of the opinion that:

- i. Matters involving public security may be disclosed; or
- ii. Intimate financial, personal or other matters may be disclosed at the hearing that are of such a nature, having regard to the circumstances, that the desirability of avoiding disclosure thereof in the interests of any person affected or in the public interest outweighs the desirability of adhering to the principle that hearings be open to the public

15.11 The Hearing Committee Panel may make such orders, give such directions and do all things necessary to ensure the conduct of a full and proper hearing and to prevent abuse of its processes as provided for in the Act.

15.12 A hearing before the Hearing Committee Panel may be adjourned at any time and from time to time at the request of a party or as directed by the Hearing Committee, and no further notice shall be required to be given to any party to the proceedings so long as adequate directives are provided as to the conduct and/or continuation of the proceedings.

- 15.13 The Hearing Committee Panel shall have the proceedings and the evidence presented and received recorded (audio) and if necessary transcribed and certified in accordance with the procedures recognized under the *Recording of Evidence Act* and Regulations adopted thereunder.
- 15.14 At least ten days before the hearing, a party intending to adduce evidence shall provide all other parties with:
- i. In the case of documentary evidence, a copy of the documents or an opportunity to examine the documents;
  - ii. In the case of evidence of an expert, the identity of the expert and a copy of the expert's written report, or if there is no written report, a written summary of the expected evidence of the expert; and
  - iii. In the case of a witness, the identity and contact information of the witness and a written summary of the expected evidence of the witness.
- 15.15 The Hearing Committee Panel may take notice of facts that may be judicially noticed, and any generally recognized facts, information, or opinions within its specialized knowledge.
- 15.16 All evidence before the Hearing Committee Panel shall be given under oath or solemn affirmation.
- 15.17 Any member of the Hearing Committee Panel may administer oaths and affirmations for the purpose of any of its proceedings.
- 15.18 The Hearing Committee Panel shall consider the allegations, hear and/or receive the evidence and ascertain the relevant facts in each proceeding before the Hearing Committee Panel.
- 15.19 The Hearing Committee Panel shall, within twenty-one (21) days of the completion of its proceedings, or such further time as the Committee deems necessary, not exceeding ninety (90) days:
- i. Determine whether each of the allegations (including the specific breaches identified by the Complaints Committee or otherwise raised by the complaint) outlined in the "Notice of Hearing" or as otherwise raised by the parties and/ or the Hearing Committee, has been proven; and
  - ii. Make such order as to costs as it deems appropriate under section 56 of the Act.

- 15.20 The Hearing Committee Panel may order one or more of the orders and/or exercise one or more of the powers set out under subsection 39(12), 39(14) and section 56 of the Act and such order or other action shall be outlined in the form of a written decision setting out the key facts and evidence considered and grounds (reasoning) for its decision on each allegation / charge at issue in the proceedings.
- 15.21 The Hearing Committee Panel shall report its decision in writing, including reasons for its decision, to the:
- i. Registrar;
  - ii. Chair of the Complaints Committee;
  - iii. Member;
  - iv. Complainant; and
  - v. Board, upon the decision of the Committee becoming final.
- 15.22 Notice of any decision or order made by the Hearing Committee Panel may be given in such form and manner as the Hearing Committee Panel may from time to time determine.
- 15.23 Notice of any order of suspension or revocation of membership, including the name of the Member whose membership has been suspended or revoked, shall be given to the public and to all Members of CPA New Brunswick after the order becomes final.
- 15.24 Subject to 15.21 above, notice given under this By-Law shall disclose the name of the person disciplined unless the Hearing Committee Panel otherwise orders.
- 15.25 Such further or other notice of any decision or order may be given or published in such a way and at such times as the Hearing Committee Panel may determine.
- 15.26 If the Hearing Committee Panel imposes a sanction of revocation or suspension or a limitation of practice upon any Member, that Member shall notify any employer forthwith.



## **BY-LAW No 16 PUBLIC PRACTICE**

### **REGISTRATION FOR PUBLIC PRACTICE**

16.01 All Practice Leaders whose names are entered in the Register, PC Register, Specialist Register, or Firm Roster are required to obtain a Public Practice Permit.

### **QUALIFICATION**

16.02 All Members who wish to begin or maintain a Public Practice and who meet the following criteria are eligible to apply for or renew a Public Practice Permit:

- (a) All Members who already have a Public Practice Permit issued by CPA New Brunswick;
- (b) Those Members who do not qualify under clause (a), but who have completed the requirements under the Policies;

16.03 Additionally, Firms and PCs who are in public practice must meet the following conditions:

- i. The name contains the words “Chartered Professional Accountant(s)” or the acronym “CPA(s)” unless the Member is in the partnership with a non-member. In such instances, the name of the partnership must not contain the words “Chartered Professional Accountant(s)” or the acronym “CPA(s)”;
- ii. The proprietor or at least one partner is a Member;
- iii. Each employee or contract employee of the proprietorship or partnership is either a Member or under the supervision of a Member;
- iv. The proprietorship or partnership has fulfilled any other Policies as may be determined by the Board.

16.04 The Registrar shall follow the Policies with respect to the means of evaluating the competence of any Practice Leader and accordingly, may establish additional education or experience requirements for a Practice Leader within Public Practice.

### **APPLICATION**

16.05 An application for a Public Practice Permit shall be made to the Registrar and shall include a completed application in the prescribed form.



## PART-TIME PUBLIC PRACTICE OFFICE

16.06 A Practice Leader may be registered and represent oneself to the public as a part-time Firm/PC in public practice, provided that:

- i. Such a part-time Firm/PC in public practice shall not be operated without the prior approval of the Registrar;
- ii. Such a part-time Firm/PC in public practice is under the personal charge and management of a Practice Leader who shall normally be present in that office during the published business hours of the part-time Firm/PC in public practice and whenever such Firm/PC is open for business; and
- iii. When the Practice Leader who is responsible for the part-time Firm/PC in public practice is not able to be in attendance, arrangements must be in place for the public to be served by a competent person who has access to the Practice Leader by telephone, facsimile, electronic or some other timely method of communication.

## ISSUANCE OF PUBLIC PRACTICE PERMITS

16.07 When an application for a Public Practice Permit is made under this By-Law, provided that the Registrar is satisfied with respect to the matters described in this By-Law and the Policies, the Registrar shall issue a Public Practice Permit. The Registrar may refuse to issue or renew a Public Practice Permit if the Registrar is not satisfied of proper evidence of eligibility for the Public Practice Permit in accordance with the Act, By-Laws, or the Policies. If so, the Registrar shall notify the applicant in writing of the fact of the denial and the reason(s) for it.

## CHANGE IN PARTICULARS

16.08 Any holder of a Public Practice Permit must inform the Registrar of any changes in the particulars set forth in the application for the Public Practice Permit within thirty days of the change.



## REFUSAL TO ISSUE, RENEW, OR SUSPENSION OF A PERMIT

- 16.09 The Registrar may cancel or suspend a Public Practice Permit if the Public Practice Permit holder ceases to meet the requirements or fails to comply with any provision of the Act, By-Laws, or Policies.
- 16.10 A Public Practice Permit holder whose Permit has not been renewed or has been suspended or cancelled for any reason shall cease carrying on practice under the name “Chartered Professional Accountant”, “Chartered Professional Accountants” or CPA.
- 16.11 When the Registrar refuses to issue or renew a Public Practice Permit, the Registrar shall notify the Public Practice Permit holder in writing of the decision and the reasons for that decision.
- 16.12 When a Public Practice Permit is suspended for a fixed period of time, or until the occurrence of some event, as stated in the applicable policies, the Public Practice Permit shall be cancelled, and the holder’s name shall be removed from the appropriate Register.
- 16.13 Any Member impacted by a decision of the Registrar under this By-Law may appeal such decision to the Board within thirty days, and any such appeal will be conducted by the Board in an expeditious manner.

## **BY-LAW No 17 PRACTICE INSPECTIONS**

- 17.01 Every Public Practice Permit holder shall be subject to practice inspections, conducted by the Practice Inspection Committee in accordance with Policies adopted by the Board which will conform, to the greatest extent possible, with any national standards for practice inspection adopted by CPA Canada.

## PRACTICE INSPECTION COMMITTEE

- 17.02 The Practice Inspection Committee shall be appointed by the Board, in a manner that will conform, to the greatest extent possible, with any national standards regarding committee composition adopted by CPA Canada.
- 17.03 The Chair of the Practice Inspection Committee shall be appointed by the Board from among the members of the Practice Inspection Committee.





- 17.04 A majority of the Practice Inspection Committee shall constitute a quorum of that Committee.
- 17.05 At all meetings of the Practice Inspection Committee, all matters shall be decided by a majority of the votes. The Chair casts a deciding vote in the event of a tie.
- 17.06 The Practice Inspection Committee shall appoint practice inspectors who shall not be members of the Practice Inspection Committee and who shall report to the Practice Inspection Committee.
- 17.07 The Board delegates to the Practice Inspection Committee its authority to oversee practice inspections.

## SCOPE OF INSPECTIONS

- 17.08 The Public Practice Permit holder shall be inspected in accordance with the By-Laws and Policies. The Committee shall authorize the inspection of:
- i. Every Member, Firm or PC engaged in Public Practice at least every three years, and
  - ii. Every Member, Firm or PC engaged in Public Practice after twelve months of initial registration.

## EXEMPTIONS

- 17.09 The Practice Inspection Committee may exempt a Public Practice Permit holder from inspection:
- i. If the Public Practice is inactive; or
  - ii. On whatever other grounds the Practice Inspection Committee deems appropriate.

## INSPECTION PROCEDURES

- 17.10 The Board may authorize by Policy, the Procedures and processes of the Practice Inspection Committee from time to time.



## COMPLAINTS & DISCIPLINE

17.11 Notwithstanding any other provision of these By-Laws, the Policies or the CPA Code of Professional Conduct, any matter arising out of a practice inspection shall be referred to the Registrar as a complaint if the Practice Inspection Committee is of the opinion that the conduct of a Public Practice Permit Holder constitutes or may constitute professional misconduct, including but not limited to a breach or potential breach of the CPA Code of Professional Conduct or indicates or may indicate that the Member is an unfit or incapacitated Member.

## **BY-LAW No 18 PROFESSIONAL CORPORATIONS**

18.01 The Registrar shall maintain in the PC Register the following information with respect to each PC:

- i. The name and registered office of each PC and the number in the Corporation Register attributed to the PC;
- ii. The names and addresses of the officers, directors and shareholders of the PC;
- iii. The date of issuance and the expiry date of the Licence to the PC;
- iv. The respective dates of the renewal of the Licence of the PC;
- v. The status of each PC including a reference to any conditions, limitations and restrictions that may apply to that corporation; and
- vi. Such further particulars as may be directed from time to time by the Board.

## APPLICATION FOR REGISTRATION

18.02 A corporation applying for a PC Licence shall furnish to the Registrar:

- i. A duly executed application;
- ii. A certified copy of the corporation's Articles of Incorporation;
- iii. A list of shareholders and types/classes and number of shares held in the Corporation;
- iv. Confirmation of good standing as a corporation from the appropriate government agency; and
- v. Payment of all fees, as determined by the Board.



## MEMBER REPRESENTING CORPORATION

18.03 Each PC shall appoint a Member as its representative to whom all communications regarding the corporation may be sent or given and service on such Member by CPA New Brunswick or the Registrar shall be deemed good service on the corporation, its directors, officers and shareholders.

18.04 The appointment of a Member representing the PC and the replacement of such representative by a new one shall be sent to the Registrar within ten days of the appointment.

## NAME

18.05 The name of a PC shall contain only:

- i. The surnames, or the surnames and any combination of the given names or initials of one or more Members or former Members of CPA New Brunswick, which may be followed by "Chartered Professional Accountant" or "comptable professionnel agréé" or the initials "CPA";
- ii. The word "and" or the symbol "&", if applicable;
- iii. The words "Company" or "Associates" which shall, if used, follow the words mentioned in (i) and (ii) hereof, followed by the words "Professional Corporation" or "Corporation professionnelle" or the initials "P.C." or "C.P."; and
- iv. The words "Inc." or "Incorporated" which shall, if used, follow the words mentioned in (i), (ii) and (iii) hereof,

18.06 Except as provided in the By-Laws, a PC shall carry on the practice of a Chartered Professional Accountant under its corporate name.

18.07 A PC may carry on Public Practice under a name which does not contain its full corporate name, provided that the other name complies with any requirements set out in the Policies and the CPA Code of Professional Conduct and that the full corporate name of the PC is shown on all letterhead, reports, financial statements and invoices issued by the PC.



## DIRECTORS

18.08 All directors of a PC must be Members.

18.09 (1) Where the applicant PC is legally or beneficially owned by:

- i. A Member of a PC registered under the By-Laws;
- ii. A member of the immediate family of a Member, which means a spouse, child or parent of a Member;
- iii. A trust, all of the beneficiaries of which are persons described in (i) or (ii) above; or
- iv. A body corporate, all of the issued shares of which are legally or beneficially owned by persons described in (i), (ii) or (iii) above;

A majority of voting shareholders must be Members.

(2) Where the applicant PC is legally or beneficially owned by anyone other than those individuals and entities listed at section 19.09(1), all voting shareholders must be Members.

## RENEWAL OF LICENCE

18.10 The Registrar shall, if satisfied that all conditions of the Act, By-Laws and Policies have been met, renew a licence of a PC.

The Registrar may cancel or suspend a professional corporation licence if the licence holder ceases to meet the renewal requirements or fails to comply with any provision of the Act, By-Laws, or Policies.

When a professional corporation licence is suspended for a fixed period of time or until the occurrence of some event as stated in the applicable policies, the licence shall be cancelled, and the holder's name shall be removed from the appropriate Register.

## NOTIFICATION

18.11 The Registrar shall promptly enter on the PC Register a memorandum with respect to the name of each PC whose Licence has been revoked or suspended or has expired, and shall thereupon notify each such PC and all other parties considered necessary by the Registrar of the fact that the Licence of each such PC has been revoked, suspended, or has expired.

## REINSTATEMENT OF SUSPENDED LICENCE

18.12 A suspended professional corporation licence, pursuant to By-Law 19.10, may be reinstated within a fixed period of time after suspension or until the occurrence of some event as stated in the applicable policies, on the Registrar being satisfied that the PC has:

- i. paid such fine or costs, if any, it was ordered to pay within that period of time fixed for such payment;
- ii. paid the renewal fee for the year in which the licence is reinstated; and
- iii. complied with all conditions set out in the By-Laws and Policies for such reinstatement.

## **BY-LAW No 19 PARTNERSHIPS**

19.01 The name of a partnership of:

- i. Two or more individual Members, or
- ii. Two or more PCs, or
- iii. One or more PCs and 1 or more individual Member

Shall contain only:

- (a) The surnames, or the surnames and any combination of the given names or initials of one or more Members or former Members of CPA New Brunswick, which may be followed by “Chartered Professional Accountant” or “comptable professionnel agréé” or the initials “CPA”;
- (b) The word "and" or the symbol "&", if applicable;
- (c) The words "Company" or "Associates" which shall, if used, follow the words mentioned in (a) and (b) hereof;
- (d) And if any such partnership is a limited liability partnership, the initials “LLP” or “SRL”, which shall, if used, follow the words mentioned in (a), (b) and (c) hereof.



19.02 Except as may be provided in the Policies, a partnership shall carry on the practice of a Chartered Professional Accountant under its full partnership name and shall use its full partnership name on all letterhead, reports, financial statements and invoices issued by the partnership.

## **BY-LAW No 20 FIRMS**

### **FIRM ROSTER**

20.01 CPA New Brunswick shall maintain a Firm Roster which shall include:

- i. The name and registered office of the Firm and its business address;
- and
- ii. Such further particulars as may be directed by the Board.

### **FIRM NAMES**

20.02 The name of a Firm shall be subject to approval by the Registrar, and the Registrar shall in its sole discretion, determine whether such a name is consistent with the CPA Code of Professional Conduct.

### **UNAUTHORIZED PUBLIC PRACTICE**

20.03 A Firm shall cease carrying on the practice under the name "Chartered Professional Accountant" or "Chartered Professional Accountants" pursuant to Rule 401 of the CPA Code of Professional Conduct.

### **REINSTATEMENT OF FIRM NAME**

20.04 Where the use of Firm name has been suspended for a fixed period of time or until the occurrence of some event, the Firm name may be reinstated or cancelled at the conclusion of that period of time or the occurrence of the event, as the case may be, on the Registrar being satisfied that the Firm has:

- i. paid such fine or costs, if any, it was ordered to pay within that period of time fixed for such payment;
- ii. paid the renewal fee for the year in which the Permit is reinstated; and
- iii. complied with all conditions set out in the By-Laws and Policies for such reinstatement.

## **BY-LAW No 21 PROFESSIONAL LIABILITY INSURANCE**

- 21.01 Unless otherwise exempted in accordance with this By-Law, every Practising Member and such other persons as may be designated in the Policies shall obtain and maintain professional liability insurance coverage in accordance with this By-Law and Policies and in the amounts determined by the Board from time to time.
- 21.02 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 New Brunswick where the policy is cancelled, or not renewed or if coverage is below the minimum coverage required.
- 21.03 The coverage required for professional liability insurance will be established by a Policy as approved by the Board from time to time;

### **REPORTING REQUIREMENTS**

- 21.04 Within thirty (30) days after the expiration date of their professional liability insurance, every Public Practice Permit holder, unless otherwise exempted, shall submit to the Registrar or to such other person as may be designated from time to time by the Board, a declaration in the form required by the Board with a certificate from the insurer or an attestation of the terms and conditions of the policy, setting out the following:
- i. That the insurance required by the By-Law is in effect;
  - ii. The date on which the insurance ceases to be in effect;
  - iii. The name and address of the insurer; and
  - iv. The name of all Practice Leaders covered by the insurance policy.



21.05 Any change to the information set out in the declaration and certificate shall be submitted by each Public Practice Permit holder to the Registrar, or such person as may be designated upon, within 30 days of such change.

## SANCTION FOR FAILURE TO COMPLY

21.06 Upon reporting thereof to the Registrar that a Public Practice Permit holder has:

- i. not provided the certificate required under this By-Law; or
- ii. cancelled insurance coverage or has been reduced below the minimum required level; or
- iii. failed to produce a policy or other requested documentation in accordance with this By-Law,

All rights and privileges of Practising Members in CPA New Brunswick may be suspended unless within a fixed period of time after notification of non-compliance, the breach has been remedied. Failure to comply within the fixed period of time after the date of suspension may result in revocation of membership/cancellation of permit.

## EXEMPTION FROM REQUIREMENT

21.07 The Office of the Auditor General of New Brunswick and every Practising Member therein employed in carrying out the responsibilities of that office shall be exempt from the requirements of this By-Law.

21.08 Any Practising Member may apply to the Registrar of CPA New Brunswick to be exempted from the requirement to carry professional liability insurance where special circumstances exist. The Registrar shall hear the application and determine if an exemption shall be granted.

21.09 A Practising Member may appeal in writing a decision to a Committee appointed by the Board within thirty days of the receipt of that decision, and the determination by the Board Committee in this matter shall be final and binding.





## **BY-LAW No 22 CONTINUING PROFESSIONAL DEVELOPMENT**

- 22.01 Continuing professional development (CPD) as required by the Board in the Policies shall be completed, and satisfactory proof provided thereof in the form of a duly completed compliance report/annual declaration, shall be provided to CPA New Brunswick, by every Member of CPA New Brunswick, except for those Members who have been exempted pursuant to Policies established by the Board or by making application as provided herein.
- 22.02 In the event that the compliance report/declaration required in paragraph (1) is not provided within a fixed period of time after the reporting date established by the Board in the CPD Policies, the Member shall be suspended from membership.
- 22.03 Any person whose membership is suspended under this By-Law may be reinstated within a fixed period of time or until the occurrence of some event as stated in the applicable policies upon reporting/declaring CPD and paying other fees as may be determined by the Board and on such terms as the Registrar may determine.
- Failure to comply within the required period may result in the revocation of membership.
- 22.04 The Board may designate a committee or the Registrar which has the power to:
- i. Hear applications from Members which may give rise to partial or complete exemptions from the minimum CPD requirements, as per the criteria established by the Board from time to time;
  - ii. Determine a form of compliance report/annual declaration to be filed by a Member;
  - iii. Review and audit compliance reports submitted by Members; and
  - iv. Require a Member to produce to the committee, a member of the committee or the Registrar, such verification of the contents of the Member's compliance report as the committee deems necessary.



## **BY-LAW No 23**

### **CPA CODE OF PROFESSIONAL CONDUCT**

- 23.01 The Board may, by resolution, repeal, amend or enact the CPA Code of Professional Conduct and related interpretations or technical and other practice standards that do not form part of the By-Laws.
- 23.02 CPA New Brunswick adopts the CPA Code of Professional Conduct issued by CPA Canada as amended from time to time and incorporates the same herein as a By-Law by reference.
- 23.03 In case of conflict between the CPA Code of Professional Conduct, and the other provisions of the By-Laws of CPA New Brunswick, the By-Laws shall have precedence.
- 23.04 No Member, Firm or PC shall act or perform duties as a CPA contrary to or in breach of the CPA Code of Professional Conduct.
- 23.05 When any Member:
- i. Fails to do anything required by the CPA Code of Professional Conduct;
  - ii. Does anything or permits anything to be done which is not permitted by the CPA Code of Professional Conduct; or
  - iii. Breaches any provision of the CPA Code of Professional Conduct; or any combination thereof;

the Registrar may upon becoming aware of such conduct immediately complete, sign and deliver a complaint with respect to the Member to the Chair of the Complaints Committee.

## **BY-LAW No 24**

### **SPECIALITY**

- 24.01 The Board may make Policies providing for the training and recognition of specialists. Any Policies so made may, among other matters, provide for the registration of specialists, and the use of, or restriction on, any associated designations and initials.



## **BY-LAW No 25** **Use of CA·IFA and CA·IT**

25.01 A Member who, as at December 31, 2013 was registered:

- i. With any provincial Institute as at December 31, 2013 and with the Alliance for Excellence in Investigative and Forensic Accounting or the Alliance for Excellence in Information Technology, or
- ii. In the education program of either Alliance but who did not successfully complete such program until after December 31, 2013,

May use the CA·IFA and CA·IT designation as applicable, provided that the Member:

- i. Has successfully completed the education program of the applicable Alliance;
- ii. Remains a Member of CPA New Brunswick, and
- iii. Continues to comply with any requirements applicable to holding out as a specialist pursuant to the CPA Code of Professional Conduct,

subject to the transition requirements set out in the Act.

## **BY-LAW No 26** **CUSTODIAN**

26.01 The Board or the Executive Committee of the Board is authorized to act for and on behalf of CPA New Brunswick in all matters arising pursuant to the provisions of the Act respecting custodians including the commencement and maintenance of such actions, applications or proceedings as the Board or the Executive Committee of the Board may deem necessary or appropriate.

## **BY-LAW No 27**

### **BANKRUPTCY, INSOLVENCY AND MENTAL INCOMPETENCE**

- 27.01 Any Member, who makes an assignment in bankruptcy or is adjudged bankrupt or takes the benefit of any statutory provision for insolvent debtors shall advise CPA New Brunswick of the fact within ten days after the event.
- 27.02 Subject to the Policies, any Member, to whom By-Law 27.01 applies, upon a date to be determined by the Registrar, and in the discretion of the Registrar, considering the interests of the public and the profession, may be removed or suspended from membership or struck from the applicable Register or Roster or have restrictions or limitations imposed on the practice of such person by the Registrar, but the Registrar shall not be under any duty to set such a date.
- 27.03 Any Member who:
- i. Is declared by a Court of competent jurisdiction to be a mentally incompetent person or to be incapable of managing her affairs pursuant to legislation for the time being in force, or
  - ii. Is certified by the proper authorities in that behalf to be suffering from mental disorder of a nature or degree so as to require hospitalization and has been admitted to a psychiatric facility and continues therein as a patient, or
  - iii. Conducts herself, whether through mental infirmity arising from disease, age or otherwise in a manner unbecoming to a Member,

Upon a date to be determined by the Registrar, and in the discretion of the Registrar, considering the interests of the public and the profession, may be removed or suspended from membership in CPA New Brunswick or struck from the Student or Candidate Roster, but the Registrar shall not be under any duty to set such a date.

- 27.04 Upon the membership of any Member having been ordered by the Registrar to be revoked or suspended under this By-Law, the name of such person shall be removed from the applicable Register or Roster.
- 27.05 In exercising any discretion under this By-Law, the Registrar may accept as conclusive proof of the facts certified, evidenced or declared such evidence as the Registrar considers reliable.
- 27.06 In exercising any discretion under this By-Law, the Registrar may accept as conclusive proof of the facts certified, evidenced or declared the following:



- i. In the case of a mentally incompetent person or a person who is incapable of managing her affairs, a certified copy of the Court order declaring the person to be mentally incompetent or to be incapable of managing her affairs;
- ii. In the case of a person who is certified by the proper authorities in that behalf to be suffering from a mental disorder of a nature or degree so as to require hospitalization and has been admitted to a psychiatric facility and continues therein as a patient, the certificate of the said proper authorities to that effect.

27.07 Whereupon recommendation by the Registrar to the Board that a former Member, whose name has been removed from the Register or Roster pursuant to this By-Law, as the case may be,

- i. Has maintained good character in the period subsequent to the removal of his name from the Register, and has been discharged from bankruptcy as evidenced by a Court order to that effect;
- ii. Has been declared by a Court to have become mentally competent or capable of managing his own affairs as evidenced by a Court order to that effect;
- iii. Has sufficiently recovered and has been discharged from a psychiatric facility as evidenced by a certificate or other evidence to that effect of the proper authorities, or such other evidence as shall be satisfactory to the Registrar; or
- iv. Is no longer insolvent,

The Board may readmit or reinstate such person to CPA New Brunswick on such terms as the Board may determine.

27.08 Any action taken under this By-Law may be referred to the Complaints Committee in the same manner as contemplated in Section 37 of the Act, and on cause being shown, the Committee may rescind or vary any such Order.



## **BY-LAW No 28 CERTIFICATES, PERMITS, LICENCES**

- 28.01 All Certificates, Public Practice Permits, and Licences are the property of CPA New Brunswick and may not be reproduced in whole or in part or in any manner whatsoever and shall be returned to CPA New Brunswick when required in these By-Laws or otherwise requested.
- 28.02 Any Member who cannot return any Certificate, Public Practice Permit, or Licence which has been requested due to loss or other unforeseen circumstances shall provide proof to the Registrar of such loss or circumstances in the form of an Affidavit sworn before a Notary Public.
- 28.03 All Certificates, including those issued to Fellows, shall be under the seal of CPA New Brunswick attested by the Chair and the President and CEO.

The membership certificates should be signed by the President & CEO and the Chair or their delegate.

- 28.04 The Board may, in its discretion, direct the Registrar to notify in writing all Members of the name of any person who has ceased to be a Member or whose membership has been suspended and such notification may also indicate that such person has failed to return a Certificate after having been advised in writing to do so. Further notice of such suspension or termination of membership may also be published in accordance with any Policy.

## **Part IV- General**

### **BY-LAW No 29 HEAD OFFICE AND FISCAL YEAR**

- 29.01 The Head Office of CPA New Brunswick shall be in Moncton in the Province of New Brunswick, or at such place as may be determined by the Board from time to time.
- 29.02 The fiscal year of CPA New Brunswick shall end on the 31st day of March of each year.



### **BY-LAW No 30 THE SEAL**

30.01 The seal of CPA New Brunswick shall be in such form as the Board may approve from time to time and under the custody of the Registrar and any other Officer provided for in the By-Laws.

### **BY-LAW No 31 PROTECTION OF DIRECTORS AND OTHERS**

31.01 No director shall be liable for the acts, omissions, neglect or defaults of any other director or for joining in any such acts, omissions, neglects or defaults, or for any resulting loss, expense damage or misfortune whatever, which shall happen in the execution of the duties of office or in relation thereto unless in or as a result of any action, suit or proceeding the director is adjudged to have not acted in good faith and/or has acted fraudulently or is otherwise in breach of any duty or responsibility imposed on the director under the Act or under any other statute.

31.02 CPA New Brunswick shall indemnify current and former directors, their heirs and legal representatives, against all costs, charges and expenses including an amount paid to settle an action, or to satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they have been made a party by reason of being or having been a director if:

- i. The director acted honestly and in good faith with a view to the best interest of CPA New Brunswick; and
- ii. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director had reasonable grounds for believing that her conduct was lawful.

31.03 CPA New Brunswick may also indemnify current or former directors, employees, agents, committee members, volunteers and servants of the Board and of CPA New Brunswick who have been substantially successful in the defense of any civil, criminal or administrative action against all costs, charges and expenses reasonably incurred by them in respect of defending such action or proceeding arising from actions taken on behalf of CPA New Brunswick, if they are fairly and reasonably entitled to such indemnity.



## **BY-LAW No 32 INSURANCE FOR DIRECTORS AND OFFICERS**

32.01 CPA New Brunswick must purchase and maintain insurance for the benefit of any current or former director, officer, employee, agent or servant of the Board and of CPA New Brunswick against liabilities, costs, charges and expenses sustained or incurred by such person for acting on behalf of CPA New Brunswick and for failure to exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

## **BY-LAW No 33 DECLARATION OF INTEREST AND CONFIDENTIALITY**

- 33.01 Every director or officer who is a party to a contract or a proposed contract with CPA New Brunswick or who is the director or an officer of or has an interest in any person who is a party to a contract, or a proposed contract with CPA New Brunswick, shall disclose in writing to the Board and request to have entered in the minutes of meetings of the Board the nature and extent of the director's or officer's interest. Such director will exit the meeting whenever and before the Board undertakes any discussion of topics in which he/she has declared a conflict. The Board minutes will reflect that they have left the meeting for those discussions.
- 33.02 Every director and CPA NB staff shall on a yearly basis sign a declaration of confidentiality in the prescribed form.

## **BY-LAW No 34 REMUNERATION OF DIRECTORS AND COMMITTEE MEMBERS**

- 34.01 Elected directors who are CPA NB members shall not normally be remunerated for performed services in their role as a director of CPA New Brunswick.
- 34.02 Expenses of directors or members of the Standing or Ad-Hoc Committees incurred in attending any meeting of the Board or of any Standing or Ad-Hoc Committee may be reimbursed by CPA New Brunswick in accordance with the reimbursement policy.





- 34.03 Notwithstanding the foregoing, the Board may, in unusual and extraordinary circumstances, determine payment as it deems appropriate for CPA-NB and/or Board-approved CPA Canada or Atlantic School of Business committee member service.
- 34.04 Public Representatives may be remunerated for services performed in their roles in CPA New Brunswick.

### **BY-LAW No 35 AUDITOR**

- 35.01 At the AGM, the Members of CPA New Brunswick with voting rights shall appoint an auditor to hold office until the next AGM at such remuneration, if any, as the Board may from time to time, determine; and, if such appointment is not so made, the auditor in office shall continue in office until a successor is appointed. The Board may make appointments to fill any vacancy occurring between AGMs.

### **BY-LAW No 36 APPOINTED OFFICERS, AGENTS AND ATTORNEYS**

- 36.01 The Board may appoint such other officers as it may determine, who may, but need not be, directors.
- 36.02 The Board shall have the power from time to time to appoint agents or attorneys for CPA New Brunswick in or out of New Brunswick with such powers of management or otherwise as may be thought fit.

### **BY-LAW No 37 INTERPRETATION OF BY-LAWS**

- 37.01 In the event of any dispute as to the intent or meaning of any By-Law for CPA New Brunswick or any Policy made, adopted or enacted by the Board, the interpretation by



a majority of the Board shall be final, binding and conclusive with regard to any such dispute.

- 37.02 Words importing the singular shall be construed as including the plural and vice versa, and words importing female or male persons shall be construed to include all persons, regardless of their gender, as well as Firms, companies, corporations, societies and institutions and vice versa.
- 37.03 Headings used in the By-Laws are for convenience of reference only and shall not affect the interpretation of the By-Laws.
- 37.04 The Board may make Policies under section 6 of the Act with regard to any matter, provided however that such Policies shall not be contrary to the provisions of the Act or of the By-Laws.