

# CHARTERED PROFESSIONAL ACCOUNTANTS OF THE NORTHWEST TERRITORIES AND NUNAVUT

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## **AUTHORITY**

These By-Laws are made pursuant to section 10. (1) of the *Chartered Professional Accountants Act*, RSNWT 2018, c 13 (the “Act”). This Act establishes the Organization of Chartered Professional Accountants of the Northwest Territories and Nunavut (CPA NWT/NU) and may be referred to as CPA NWT/NU. The purpose of these By-Laws is to provide for the good governance and administration of CPA NWT/NU. Nothing herein shall limit the discretion of the CPA NWT/NU in accordance with the Act.

## **Section 1 – GENERAL**

### **1.1 Definitions**

- (a) “Act” means the *Chartered Professional Accountants Act*, being RSNWT 2018, c 13, and all amendments thereto or substitutions thereof;
- (b) “Board” means the governing body of CPA NWT/NU described in section 6 of the Act;
- (c) “By-Laws” means these By-Laws of the CPA NWT/NU made under section 10.(1) of the Act and all amendments thereto;
- (d) “CPA” means Chartered Professional Accountant
- (e) “CPA Canada” is the national body which provides support in the marketing, education and governance of the profession;
- (f) “CPA NWT/NU” means the Organization of Chartered Professional Accountants of the Northwest Territories and Nunavut established under section 2. (1) of the Act and operating as CPA NWT/NU;
- (g) “Certificate of Membership” means a certificate of membership and registration pursuant to these By-Laws;
- (h) “Certificate of Standing” means a certificate of standing pursuant to these By-Laws;
- (i) “Director” means a member of the Board of Directors elected under sub-section 6. (3) or appointed under section 6. (8) or (9) of the Act;
- (j) “FCPA” means Fellow Chartered Professional Accountant as designated by the CPA NWT/NU Board
- (k) “Legacy Organization” means the accounting bodies established prior to the coming into force of the *Chartered Professional Accountants Act*: The Certified General Accountants’ Association, The Institute of Chartered Accountants and The Society of Management Accountants;
- (l) “Licence” means a firm licence to engage in the public practice of the profession; Firm means an entity registered as a professional accounting firm in accordance with the Act, in accordance with section 1(1).
- (m) “Mail” means postal mail or electronic email;
- (n) “Member” means a member of CPA NWT/NU;

- (o) “Profession” means the accounting profession described in section 14 of the Act;
- (p) “Ethics and Professional Accounting Firm” includes a professional corporation, a limited liability partnership, and a sole proprietorship engaged in the practice of professional accounting;
- (q) “Public Practice” is defined section 14 of the Act and exceptions and prohibited activities are included in section 15.
- (r) “Resident Member” means the class of Member described in these By-Laws;
- (s) “Non-Resident Member” means the class of Member described in these By-Laws;
- (t) “Student, Honorary, Associate or Life Member” means a person admitted in accordance these By-Laws of the CPA NWT/NU; and,
- (u) All words and phrases used in these By-Laws without specific definition have the respective meanings as contained in the Act.

The provisions of these By-Laws shall be read with changes of gender and numbers as may be required by the context.

## **1.2 Seal**

The seal of the CPA shall be in such form as the Board shall prescribe and shall contain the words “CHARTERED PROFESSIONAL ACCOUNTANTS OF THE NORTHWEST TERRITORIES AND NUNAVUT” embossed thereon and said seal shall be kept in the possession of the Secretary.

## **Section 2 – MEMBERSHIP**

### **2.1 Membership Classes**

The membership of the CPA NWT/NU shall be composed of the following classes of membership:

- (a) Members –persons admitted to membership by resolution of the Board who;
  - i. Have successfully completed such courses and examinations as the Board may consider necessary in any particular case; or
  - ii. Are certified members of CPA Canada or a recognized affiliate in good standing who take up residence in the jurisdiction of the CPA NWT/NU; and
  - iii. Have submitted an application for membership in accordance with these By-Laws together with the prescribed admission fee.
- (b) Members in Public Practice – members who have met the requirements may apply for a licence in Public Practice.
- (c) Students – any person admitted as a Student for such period as the CPANWT/NU may prescribe in any individual case who has:
  - i. Submitted an application for Student status in accordance with section 2.2 of these By-Laws together with the prescribed admission fee; and
  - ii. Satisfied the Board that the student has enrolled in the course of studies

prescribed by the CPA NWT/NU or such other course of studies which, in the Board's opinion, will equally prepare the student for the examinations prescribed by the CPA NWT/NU leading to membership.

(d) Associate Members

- i. The Board may grant non-resident associate membership upon such terms as it deems fit to a member in good standing of CPA Canada and its affiliates who does not reside in the Northwest Territories or Nunavut, and
- ii. Such member shall not be eligible for nomination to the Board or to vote at meetings or elections of the CPA NWT/NU.

(e) Affiliate Members

- i. The Board may grant residents an affiliate membership upon such terms as it deems fit to a member in good standing of CPA-Canada and its affiliates,
- ii. Such member shall not be eligible for nomination to the Board or to vote at meetings or elections of the CPA NWT/NU; and
- iii. An affiliate membership can be granted for a maximum of one year.

(f) Life Members

- i. The Board, by resolution of not less than two-thirds of the Board, confer Life membership on any member, and
- ii. Notwithstanding any other provisions of these or any other By-Laws of the CPA NWT/NU, a Life member shall not be required to pay annual member dues or special assessments.

(g) Honorary Members

- i. The Board may, by unanimous resolution, admit any person as an Honorary Member where, in the opinion of the Board, the CPA NWT/NU would benefit from admission of the person as an Honorary Member; and
- ii. Honorary Members may receive such information and communications as may be prescribed by the Board and may attend general meetings, but shall not vote, and
- iii. The Board may, by unanimous resolution, remove any person as an Honorary Member, and
- iv. No fees, dues or levies are payable by an Honorary Member.

## **2.2 Form of Admission**

- (a) Application for admission to membership shall be in a form prescribed by the Board and shall be filed at the head office of CPA NWT/NU, provided that the Board may, at its discretion, waive the use of the prescribed form in special cases;
- (b) The selection of FCPAs shall be in accordance with CPA Canada guidelines;
- (c) Every application for membership shall be accompanied by a remittance covering the fee for application. The fee for such application shall be determined by the

Board from time to time;

- (d) All applications for membership shall be reviewed by the Board and those applicants found to be eligible will be accepted into membership by resolution of the Board. Applicants so accepted will forthwith be members of CPANWT/NU;
- (e) The Registrar shall send the names of each new member to the CPA Canada so that the name may be added to the Membership Roll of CPA Canada; and,
- (f) The Registrar shall assign a membership number to each member of CPA NWT/NU.

### **2.3 Member Certificate**

Every Member Certificate issued to a member shall be in such form as the Board may, from time to time, determine. Each Member Certificate shall be signed by the Chair and the Secretary or such other authorized officer, and shall bear the seal of CPA NWT/NU. Such Member Certificates shall remain the property of CPA NWT/NU and CPA NWT/NU may demand the immediate return of a Member Certificate held by any member, upon his or her resignation, suspension, or expulsion from CPA NWT/NU.

### **2.4 Rights of Members in Good Standing**

In addition to the rights and restrictions contained in the Act, all Members in good standing shall have the right to:

- (a) Use the designation "Chartered Professional Accountant", "comptable professionnel agréé" and may use after their name the initials "CPA"; and
- (b) Attend and vote at General Meetings of the members and Special Meetings of CPA NWT/NU, unless otherwise provided for in this By-Laws.

### **2.5 Cessation of Membership**

- (a) Resignation From Membership
  - i. Resignations from membership shall be effective only when submitted in writing to the Board through the Registrar's office.
  - ii. A member may resign in good standing provided that all indebtedness payable to CPA NWT/NU has been paid in full or waived as specified by these By-Laws. Members whose resignations are received by the Registrar within thirty (30) days subsequent to the commencement of a fiscal year shall not be liable for the annual dues for that fiscal year.
  - iii. The resignation of a member or student under investigation for a complaint will not be accepted until such time as the investigation is concluded and a decision rendered.
- (b) Expulsion or Suspension as a result of dues in arrears:

Any member who is in default for annual dues, or any portion thereof, shall be suspended from membership by the Board in accordance with section 4.1 (e) of these By-Laws.

### **2.6 Reinstatement**

- (a) Any person or firm whose membership or licence to practice in CPA NWT/NU has

been suspended, or whose resignation has been accepted or licence has been surrendered for any purpose, may apply in writing to the Board for reinstatement of membership;

- (b) The Board shall have the power to refuse or grant such application and to prescribe the conditions upon which the application may be granted;
- (c) The Board shall investigate the application in such a manner as it sees fit and for that purpose may require the applicant and any Member to attend any meeting of the Board and to produce documents and to give evidence relative to the application;
- (d) If the Board refuses the application, the applicant has the right of appeal to CPA NWT/NU at the next Annual General or a Special General Meeting; and,
- (e) The notice of the appeal must be filed by the applicant in writing with the Secretary within thirty days of the date of the mailing or emailing date of the notice to the former member (applicant) of the Board's refusal to grant the application for reinstatement.

## **2.7 Membership in One or More Provinces/Territories**

Any member in good standing in one or more provinces/territories may apply for membership in CPA NWT/NU and the granting of such membership shall not be unreasonably withheld.

## **2.8 Fellowship of Chartered Professional Accountants**

- (a) Any Member who has rendered conspicuous services to CPA NWT/NU or to the profession of Chartered Professional Accountants may be elected as a Fellow of CPA NWT/NU (FCPA) at a meeting of Board by an affirmative vote of two-thirds of all Board members;
- (b) The Board will, upon application, admit as FCPAs those Members who have been elected Fellows by another Territorial or Provincial CPA organization so long as;
  - i. That Territorial or Provincial grants a similar right to CPA NWT/NU members; and
  - ii. The member has retained membership in that Territorial or Provincial organization.
- (c) When an investigating committee makes a finding that an FCPA is guilty of conduct unbecoming a CPA, after all appeals have expired, the Board shall review the decision and determine whether to revoke the designation of FCPA and advise the individual of its decisions with the reasons; and,
- (d) Any Member in good standing who is a FCPA pursuant to this Bylaw may use the designation, "Fellow of the Chartered Professional Accountants", "fellow des comptables professionnels agréés" and "FCPA".

## **2.9 Legacy Organizations**

- (a) Upon amalgamation of the three Legacy Organizations, every Member in good standing in their Legacy Organization will be automatically granted membership in

CPA NWT/NU; and,

- (b) Upon amalgamation, and for a period of five (5) years subsequent, any Member may identify that Member's Legacy Organization by including the Legacy designation immediately after the Chartered Professional Accountant designation (i.e. CPA, CGA).
- (c) Immediately upon the coming into force of the Act, professional accounting firms operating in public practice must adopt CPA and not use the Legacy Organization for regulatory filings.
- (d) Professional accounting firms will develop a reasonable transition period (not to exceed one (1) year) for transitioning from the Legacy Organization for non-regulatory filings including signage, marketing, etc.

#### **2.10 Liability Insurance**

Every Member licensed for public practice in addition to meeting any other requirements set out in the Act, these By-Laws or policies established by the Board must meet the requirements for liability insurance as established by the Board from time to time.

#### **2.11 Public Practice Licensing**

Only those who have met the requirement for Public Practice under the CPA NWT/NU Public Practice Licensing policy will be able to apply for a Licence.

### **Section 3 – ISSUE OF LICENCES**

#### **3.1 Class of Licence**

- (a) Audit
- (b) Review
- (c) Compilation
- (d) Other regulated services

#### **3.2 Requirement for a Licence**

- (a) Firms must be registered and at least one (1) person in the firm must be licenced in order to complete the work at that level; and,
- (b) All those with file responsibility who sign reports on behalf of the firm must be licenced.

### **Section 4 - FEES**

#### **4.1 Establish Schedule of Fees**

- (a) The Board shall have sole discretion in determining from time to time the amount payable as fees for the purposes set out in the Act or for any other purpose as the Board may determine necessary and the determination of the dates upon which fees shall be payable;
- (b) A notice of change in the fee schedule shall be sent to the each Member, Student, and Professional Firm, as defined in the Act section 1(1) at least sixty (60) days



prior to the implementation date of the change;

- (c) For the purpose of the annual renewal of membership and, if applicable, the licence to practice, Members, Students, and Firms shall receive a notice of the renewal being due at least thirty (30) days prior to the first day of the coming fiscal year;
- (d) The Board may, in the case of ill health, misfortune, advanced age or retirement or such other good and sufficient reason as the Board may determine, remit or forgive any and all fees and arrears, if any, payable by a Member or Student;
- (e) If the Registrar does not receive the fees referred to in 4.1 (c) within sixty (60) days of the due date, the Registrar shall, unless otherwise instructed by the Board, send to the Member, Student or Firm, by regular mail or email directed to that Member's, Student's, or Firm's address as shown on the Register, a notice stating that Member, Student or Firm and, if applicable, the licence to practice will be suspended if the outstanding fees are not paid with fourteen (14) days from the date of the notice .
- (f) Any Member, Student, or Firm who has not paid the fees referred to in 4.1 (c) or within the two (2) weeks of the date of the notice referred to in 4.1 (e) shall be deemed not to have that Member's, Student's or Firm's name entered on the Register and not be in possession of a Licence to practice during the period in which the fees are in arrears. Upon payment of the outstanding fees, together with the reinstatement fee in an amount prescribed by the Board, the registration of a suspended Member, Student, or Firm and, if applicable, the Licence shall, subject to the provisions of Section 28 of the Act, be reinstated;
- (g) Any person or firm admitted to membership or receiving a licence to practice in the last six months of the fiscal year of CPA NWT/NU shall be required to pay only one half of the relevant fees for that fiscal year; and
- (h) Any Member, Student or Firm who has no financial liability to CPA NWT/NU may resign from membership by giving written notice of the resignation to the Registrar and returning, if applicable, the Certificate of Membership, the Certificate of Fellowship, and the Licence to Practice, except if there are outstanding disciplinary actions against the Member, Student, or Firm.

#### **4.2 Ability of the Board to Collect and Remit CPA Canada Fees**

- (a) CPA NWT/NU shall include in the annual fees paid by Members any amount that is deemed and is accepted as an assessment by CPA Canada and such amount shall be remitted to CPA Canada as required by it; and,
- (b) The CPA Canada assessment shall be remitted to it at a time and in a manner specified by CPA Canada.

### **Section 5 – SERVICE OF NOTICES AND DOCUMENTS**

The giving or service of any notice or documents required by these By-Laws or the Act may be effected by mailing or emailing such notice or document to a Member, Student or Firm at the address shown for such Member, Student Firm on the Register and such service shall be deemed

to have been received ten (10) days from the date of posting. In the event no address appears for a person in the Register, any notice or document shall be effectively served as aforesaid if addressed to the last known address of such Member, Student or Firm.

## **Section 6 - MEETINGS**

### **6.1 Annual General Meetings**

- (a) Annual General Meetings of the Members shall be held at such places and on such days and times as the Board shall decide provided that the Annual General Meeting of the Members shall be held within six (6) months of the fiscal year end;
- (b) If, within one half hour after the time set for the Annual General Meeting the quorum as set out in Section 6.7 below is not present, the Meeting shall stand adjourned to such time and place as shall be fixed by the majority of Members then present, but the provisions of the Act and By-Laws as to notice shall be applicable to such adjourned Meeting. At such adjourned Meetings, the Members present shall constitute a quorum; and,
- (c) In the event of failure to hold the Annual General Meeting at the time specified, the officers and directors shall continue to exercise the authority vested in them until such time as their successors shall be regularly elected.

### **6.2 Notice of Annual General Meetings**

At least twenty (20) days before the date of the Annual General Meeting, the Secretary shall send to each Member in good standing by mail or email directed to the Member's address as shown on the Register:

- (a) Notice of the Annual General Meeting which shall state the date, time, and place of the meeting;
- (b) The agenda for the Annual General Meeting including details of By-Laws and amendments to By-Laws requiring confirmation at the meeting;
- (c) The report of the Chair;
- (d) The report of the Secretary on the proceedings of the Board;
- (e) The report of the Treasurer;
- (f) The report of the Auditor and the annual financial statements;
- (g) Details and forms of proxy votes; and,
- (h) Such other materials as the Board may direct.

### **6.3 Business to be Transacted at Annual General Meetings**

- (a) Call to order and recognition of quorum;
- (b) Adoption of minutes of previous meeting or meetings;
- (c) Unfinished business;
- (d) The report of the Chair;
- (e) The report of the Secretary on the proceedings of the Board and any Discipline

matters;

- (f) The report of the Treasurer;
- (g) The report of the Auditor and the annual financial statements;
- (h) Election of board members; and,
- (i) New business.

#### **6.4 Special General Meetings**

A Special General Meeting shall be called by the Secretary:

- (a) When the Board considers it expedient for the purpose of dealing with any matter relating to the affairs of CPA NWT/NU;
- (b) Within sixty (60) days of the receipt of a written request signed by twenty (20) percent of the Members in good standing (excluding student members) the Secretary (with the concurrence of the Board) shall set a time and place for the Special General Meeting; and,
- (c) When required by these By-Laws.

#### **6.5 Notice of Special General Meetings**

At least ten (10) days before the date of the Special General Meeting, the Secretary shall send to each Member in good standing by mail or email directed to the Member's address as shown on the Register:

- (a) Notice of the Special General Meeting which shall state the date, time and place of the meeting; and,
- (b) Statement of the business to be transacted at the Special General Meeting.

#### **6.6 Restriction on Business to be Considered at General Meetings**

- (a) No motions to amend, repeal or vary By-Laws, other than those included in the agenda, shall be brought before the Annual General Meeting; and,
- (b) No business other than that specified in the notice sent to Members pursuant to Section 6.5 (b) of these By-Laws shall be considered at a Special General Meeting of the Members.

#### **6.7 Quorum**

A quorum for the conduct of business at General Meetings shall consist of twenty-five (25) members in good standing who are present in person or by approved virtual means or represented by proxy.

#### **6.8 Questions**

Questions put before any General Meetings for a decision shall be duly moved and seconded prior to any discussion. If there is no seconder, the question fails.

#### **6.9 Voting**

- (a) Every member of CPA NWT/NU who is in good standing shall be entitled to attend all General Meetings and cast a vote upon all questions brought before any

General Meeting;

- (b) Questions at General Meetings shall be decided by a majority of Members present in person or by proxy;
- (c) Every question shall be decided by a show of hands unless otherwise required by these By-Laws;
- (d) Where requested by a Member, voting shall be done by ballot and two scrutineers shall be appointed by the Chair for the purpose of counting the ballots;
- (e) The proxy votes will be counted as if the Members were present and voting in person and for the purpose of voting by ballot; and,
- (f) In the event of a tie vote, the Chair shall cast the deciding vote.

#### **6.10 Mail-In or Electronic Ballots**

- (a) Where the Board considers it expedient, it may direct that any question which could be considered and voted upon at a General Meeting of the Members may be put to the Members in good standing by way of a mail-in or electronic ballot;
- (b) Where a mail-in or electronic ballot is directed by the Board, Members shall be given no less than twenty (20) days' notice of the question or questions to be considered and voted upon at the General Meeting and of the date of the meeting. This notice must advise the Members that they may vote on the question or questions to be considered by way of a mail-in or electronic ballot or by attending the General Meeting; and
- (c) The notice must also contain a voting paper which includes all the matter or matters to be voted upon, and notice that unless the voting paper is marked and returned to the Secretary at least one (1) day prior to the date of the General Meeting, it shall not be counted in the tabulation of votes; and,
- (d) At the date of the General Meeting, the Secretary shall deliver to the Board all of the voting papers which have been received from Members in good standing up to one (1) day prior to the date of the General Meeting. Those voting papers, together with the votes of Members in good standing present at the General Meeting, shall be counted for the purpose of determining the question or questions to be considered at the General Meeting.

#### **6.11 Proxy Voting**

Any Member of CPA NWT/NU who is in good standing may be represented at General Meetings by another Member in good standing acting as his or her proxy.

- (a) Proxies shall be written in the form approved and published by the Board and received by the Secretary prior to the call to order at the General Meeting;
- (b) Proxies shall only be valid for the General Meeting, or any adjournment thereof, for which they were specifically given;
- (c) Proxies shall be limited to a maximum of five (5) to be held by any one (1) Member;
- (d) No proxy shall confer power of substitution; and

- (e) Proxies shall be considered withdrawn if the Member, having given a proxy, subsequently attends the meeting for which the proxy was given. A proxy withdrawn shall not be reinstated.

#### **6.12 Rules of Procedure**

The procedures at General Meetings shall be governed by the latest edition of Robert's Rules of Order.

#### **6.13 Adjournment**

Any General Meeting of the Members may be adjourned from time to time by a resolution of the majority of Members present but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **Section 7 – BOARD**

#### **7.1 Interim Board**

On the coming into force of the Act, the interim board of directors shall be established in accordance with section 88 of the Act.

#### **7.2 Board**

- (a) The Board shall be comprised of eight members; six elected members in good standing and one person appointed by the Commissioner of the Northwest Territories to represent the Northwest Territories and one person appointed by the Commissioner of Nunavut to represent Nunavut, neither of whom are members nor eligible for membership in CPA NWT/NU;
- (b) The number of elected members from each Territory shall be equal. Should there be insufficient nominations from one Territory to compose half of the elected board (including acclamations from that Territory) then members from the other Territory may fill the vacancy.
- (c) The affairs and business of CPA NWT/NU shall be managed and controlled by the Board.
  - i. The six (6) elected members shall be elected at the Annual General Meeting of CPA NWT/NU.
  - ii. The six (6) elected members each shall serve staggered terms of two (2) years, with an election held for three (3) members per year or such other number as is required to fill vacancies on the Board. At the first election after this subsection comes into effect, if more than three (3) members are to be elected, the outgoing Board shall direct that a sufficient number of the available positions be for a term of one (1) year only in order to facilitate the staggering of terms as contemplated in this subsection. Those members who receive the most votes shall be designated as elected for two (2) year terms and the remaining members shall be designated as elected for one (1) year terms.
- (d) No member may be elected for more than three (3) consecutive terms.

- (e) Residence of Board Members
  - i. Only persons resident In the Northwest Territories and Nunavut are eligible to be elected or nominated to the Board or to act as officers of CPA.
  - ii. Board members or officers of CPA NWT/NU must resign from their position within 90 calendar days of becoming a non-resident; failing which, he or she shall be removed from such position by the Board through a resolution passed by simple majority.
  - iii. For the purposes of this subsection:
    - A. "Resident" means a person who is living in the Northwest Territories or Nunavut for a period of at least 6 months prior to his/her election or appointment, as the case may be, and who Intends to continue to reside in either the Northwest Territories or Nunavut for at least one year.
    - B. "Non-Resident means a person who leaves the Northwest Territories or Nunavut permanently and establishes a residence in another jurisdiction, as evidenced by a change of address or such other evidence that the Board considers appropriate In Its sole discretion.

### **7.3 Nominations and Election of Members**

- (a) Any member of the CPA NWT/NU who is in good standing may be nominated for election to the Board;
- (b) At all elections, a retiring member of the Board is, if otherwise qualified, eligible to be a candidate for re-election;
- (c) The Secretary shall, on a date not more than forty-five (45) days and not less than thirty (30) days prior to the date of the Annual General Meeting, prepare:
  - i. A list of members in good standing as of that date which shall be the list of voters and only such members appearing on the list shall be considered members in good standing for the purpose of nomination and election;
  - ii. A list of the vacancies on the Board open for election;
  - iii. A list of the Board Members in office indicating those retiring; and,
  - iv. Send the list referred to in (ii) and (iii) to each member whose name is on the list of voters.
- (d) Nominating Committee
  - i. The Board shall appoint a Nominating Committee which shall consist of two members of the Board and two other members of CPA NWT/NU in good standing;
  - ii. Additional nominations of members in good standing may be made by individual members by submitting the name of the Nominee to the Secretary

- at least ten (10) days prior to the Annual General Meeting; and,
  - iii. Such additional nominations shall be signed by two members in good standing and members so nominated shall signify in writing their willingness to stand and this acceptance by the Nominee shall be surrendered to the Secretary along with the nomination at the Annual General Meeting.
- (e)
  - i. Where there is not sufficient nominations from one Territory to fill the available vacancies, all eligible nominees from that Territory will be acclaimed. The other vacancies may be filled by the highest non-elected candidates in the other Territory for the term.
- (f) Voting
  - i. When more candidates have been nominated to the Board than are required to fill the available vacancies, the election shall be by secret ballot;
  - ii. The ballot papers shall be in such form as the Chair of the meeting directs;
  - iii. Ballots showing votes for more candidates than are required to fill the available vacancies or on which the name of any candidate has been repeated shall be void and not recorded in the count of votes for the election of Board Members;
  - iv. In the event of a tie vote for the last available vacancy or between a longer or shorter term, a second vote shall be taken with respect to the last available vacancy or between a longer or shorter term; and,
  - v. In the event of a tie vote on a second vote, the Chair shall determine if voting shall continue to break the tie.

#### **7.4 Vacancies of the Board**

- (a) The Board shall, at its next subsequent meeting, remove from office any member of the Board when:
  - i. The Board Member tenders a resignation in writing;
  - ii. The Board Member ceases to be a member in good standing of CPA NWT/NU;
  - iii. The Board Member fails without good cause to attend three consecutive meetings of the Board; or,
  - iv. In the opinion of a two-thirds majority of the Board, any Board Member has become incapacitated.
- (b) When a vacancy occurs in the membership of the Board, the Board at its next meeting or a subsequent meeting may appoint another member of CPA NWT/NU who is in good standing to fill the vacancy. The appointed Board Member:
  - i. Where practicable, will be from the Territory that preserves the Board composition from 7.2 (b)
  - ii. Shall hold office until the end of the term of the Board Member they are replacing.

- (c) A vacancy in either Board Member appointed by the Commissioners of the Northwest Territories and Nunavut will remain vacant until the appropriate Commissioner appoints a new Board Member.

## **7.5 Election, Removal and Vacancies of Officers**

- (a) Immediately after the Annual General Meeting of CPA NWT/NU, such members of the Board as are present may meet, provided a quorum thereof is present, for the election of officers;
- (b) In the event of such a meeting not being held, it shall be the duty of the Secretary, who was in office prior to the Annual General Meeting, to call a meeting of the Board to be held within thirty (30) days of the Annual General Meeting, for the aforesaid purposes; and,
- (c) The officers of CPA NWT/NU shall hold office until the next Annual General Meeting or until their resignation has been accepted by the Board, or until the Board, by a majority of not less than two thirds of the voting Board Members present, passes a resolution relieving them of their duties.

## **7.6 Board Meetings, Participation Other than in Person and Quorum**

- (a) The Board shall meet as often as the business of CPA NWT/NU may require;
- (b) The Chair may call a meeting of the Board at any time;
- (c) The Chair shall call a meeting of the Board upon receipt of a written request signed by three members of the Board delivered to the Secretary and the date of the meeting shall be not later than ten (10) after receipt by the Secretary of the written request;
- (d) The Board shall meet at such times and locations as the Board may determine;
- (e) Notice of the time and place of any meeting of the Board shall be sent not less than ten (10) days before the date of such meeting, to each Board Member;
- (f) Where all members of the Board are present, and approve, a meeting may be held without notice;
- (g) A member of the Board is considered to be in attendance if the member attends the meeting location or by any electronic means;
- (h) Quorum for the transaction of business at Board meetings shall be:
  - i. Five (5) Board Members; or
  - ii. At least fifty-one percent (51%) of non-vacant Board Member positions.
- (i) If a quorum is present at the opening of a board meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (j) A copy of the minutes of each meeting of the Board shall be provided to each member of the Board within thirty (30) days after such a meeting; and,
- (k) Notices of the Board Meetings where applications for membership to CPA NWT/NU are to be considered shall give the names and addresses of the applicants.



## **7.7 Voting**

- (a) Questions arising at any meeting of the Board shall be decided by a majority of votes;
- (b) The Chair shall have no vote, except in the event of a tie when the Chair may cast the deciding vote; and,
- (c) At any meeting of the Board, any two members may require that the voting on any question before the meeting shall be by ballot and the Chair shall thereupon appoint two scrutineers for the purpose of taking the vote.

## **7.8 Appointment of Officers, Agents and Employees**

- (a) The Board may, from time to time, appoint such other officers, agents and employees as it shall deem necessary and shall delegate such authority and duty to them as it sees fit;
- (b) The following shall be deemed to be officers of CPA NWT/NU; Chair, Vice-Chair, Secretary, Treasurer, Registrar, Executive Director and any other position so designated by the Board including but not limited to a Chief Executive Officer;
- (c) The offices and duties of Secretary and Treasurer may be combined if the Board approves; and
- (d) The office of Registrar may be combined with any other office of the Board as approved by the Board.

## **7.9 Remuneration and Expenses, Directors, Officers, Agents, and Employees**

- (a) Board Members shall not receive any remuneration for their services as such, provided that nothing in these By-Laws shall be construed to preclude any Board Member from serving CPA NWT/NU as an Officer, or in any other capacity and receiving remuneration therefor;
- (b) Expenses incurred by Board members in attending any Meetings of the Board may be reimbursed by CPA NWT/NU upon submission of a bona fide expense account; and,
- (c) The remuneration of all officers, agents and employees shall be determined from time to time by the Board.

## **7.10 Chair**

- (a) The Chair shall be elected from amongst and by the elected directors of the Board and shall serve for a two (2) year term;
- (b) The Chair shall be the Chair and preside at all meetings of the Board of CPA NWT/NU and shall call meetings of the members when necessary or when called upon to do so in the proper manner;
- (c) In the absence of the Chair, the Vice-Chair shall preside; and
- (d) In the absence of both the Chair and the Vice-Chair, a chairperson shall be elected from amongst the members present to perform the office until such time as the Chair or Vice-Chair are able to resume their duties.

## **7.11 Secretary**

It shall be the duty of the Secretary, or a person so delegated, to keep a record of the proceedings of all meetings of the Board and CPA NWT/NU in conjunction with the Executive Director.

#### **7.12 Treasurer**

The Treasurer shall keep, or cause to be kept, proper records of account showing all receipts and disbursements of CPA NWT/NU and the reasons thereof, all accruals and provisions, and all assets and liabilities of CPA NWT/NU and shall produce, or cause to be produced, such records as required by the Board.

#### **7.13 Executive Director**

- (a) The Executive Director of CPA NWT/NU shall be appointed by the Board and is accountable to and takes direction from the Board through the office of the Chair as Chair of the Board;
- (b) Under the Direction of the Chair, the Executive Director shall:
  - i. Attend all General Meetings, Board Meetings and such Committee meetings as may require the Executive Director's attendance and shall record the proceedings of all such meetings;
  - ii. Conduct the general correspondence of CPANWT/NU;
  - iii. Keep an accurate register and record specifying alphabetically the names and addresses of every member and student of CPA NWT/NU, the date of admission, re-admission or termination of members and such further particulars as may be necessary;
  - iv. Keep a record of the names and addresses of all persons who are or have been Board Members, with the respective dates on which they became and/or ceased to be a Board Members; and
  - v. Ensure the policies and procedures manual is complete and accurately maintained.
- (c) The Executive Director is responsible for the day-to-day management of the office and all staffing issues and shall keep the Executive Committee advised as required.

### **Section 8 - COMMITTEES**

#### **8.1 Appointment of Standing/Ad hoc Committees**

- (a) The Board shall have the sole authority to appoint Committees and may appoint any Committees as it may consider desirable for carrying out the objects of CPA NWT/NU and if it considers it in the interests of CPA NWT/NU to do so, and if an invitation is received from another organization or person to appoint a Member or Members to serve on Committees set up by those other organizations or person, the Board may do so.
- (b) The Standing Committees shall be the following:
  - i. Ethics and Professional Conduct Committee;
  - iii. Education and Professional Development Committee;

- iv. Finance Committee;
  - v. Professional Conduct Committee;
  - vi. Practice Review Committee; and,
  - vii. Discipline Committee
- (c) Ad hoc Committees shall be appointed by the Board as the need arises. Example may include, but not be limited to, an Awards and Recognition Committee and a By-Law and Handbook Committee.

## **8.2 General**

- (a) The Chair and Vice-Chair shall be ex-officio members of each Committee except the Ethics and Professional Committee and the Discipline Committee;
- (b) Each Committee shall consist of a least three (3) permanent Members;
- (c) The Board may fill vacancies on or add Members to any Committee from time to time;
- (d) Each Committee shall have established Terms of Reference and Policies and Procedures approved and amended from time to time by the Board on recommendations from the Committees. The Secretary of CPA NWT/NU will ensure these documents as approved are included in the Policies and Procedures Manual;
- (e) The Board shall appoint the Chairpersons of each Committee at its first meeting or as the need arises;
- (f) The Chairperson of each Committee shall cause to have written minutes of each meeting of the Committee prepared immediately following each meeting and shall forward a copy to the Secretary of CPA NWT/NU. A report shall be presented at the next Board meeting by either the Chairperson of the Committee or the Secretary or a designated Board Member as requested by the Committee Chairperson. The Board shall take action as may be deemed necessary with respect to the business reported therein; and,
- (g) Meetings shall be subject to the call of the Committee Chairperson. At all meetings of Committees, a majority of Members of the Committee shall constitute a quorum, except as otherwise provided in the Terms of Reference of the Committee.
- (h) Any decision of a Committee may be appealed to the Board in accordance with established policy.
- (i) The Chairperson of each Committee may appoint an individual to act as secretary for its meetings, and may assign tasks to such secretary and the Chairperson determines is appropriate from time to time.

## **8.3 Ethics and Professional Conduct Committee**

- (a) The Ethics and Professional Conduct Committee shall recommend to the Board rules of professional conduct of Members and Students. Such rules will not be effective until approved by the Board and will then be publicly available.
- (b) The Ethics and Professional Conduct Committee shall, upon the request of the

Registrar pursuant to sections 40 and 44 of the Act, investigate complaints of unprofessional conduct, and provide a report to the Registrar in accordance with section 48 of the Act. The Ethics and Professional Conduct Committee may make recommendation to the Registrar in relation to findings and the potential for the resolution of a complaint.

- (c) In investigating a complaint referred to it by the Registrar, the Ethics and Professional Conduct Committee shall have the powers set out in sections 45-47 of the Act.
- (d) The Ethics and Professional Conduct Committee may, in undertaking an investigation in accordance with the Act, retain an investigator, legal counsel, or an expert as deemed necessary in order to complete an investigation.

#### **8.4 Education and Professional Development Committee**

- (a) The Education and Professional Development Committee shall recommend to the Board the educational requirements, the setting of examinations and the practical experience requirements for qualification as a CPA and such recommendations shall be in accordance with the national standards promulgated by CPA Canada;
- (b) The Education and Professional Development Committee shall by recommendation to the Board designate those member practices which may be approved training offices; and,
- (c) The Education and Professional Development Committee shall recommend to the Board for approval rules and procedures applicable for registration, enrolment, examinations, fees, discipline, and any other matters the Committee deems necessary for the administration of Student Members.
- (d) The Education and Professional Development Committee shall oversee the administration of the professional development requirements of each Member as set out in Board policy and shall ensure that the official records are maintained by the Registrar.

#### **8.5 Finance Committee**

- (a) The Finance Committee shall prepare annual budgets and financial planning documents and make recommendations on such things as fee amendments and other financial matters to ensure fiscal responsibility;
- (b) The Finance Committee assists the Treasurer in overseeing financial operations; and,
- (c) The Finance Committee recommends financial policy and accounting procedures to the Board for inclusion in the Policies and Procedures Manual.

#### **8.6 Practice Review Committee**

- (a) The Practice Review Committee established in accordance with Section 8 (1) of the Act and shall carry out its responsibilities in accordance with Part 5 of the Act;
- (b) The Committee shall recommend for approval by the Board an annual schedule of

periodic reviews for Members engaged in Public Practice;

- i. Periodic reviews of Members in Public Practice shall occur not less than once every three (3) years; and
  - ii. Recommend to the Board periodic reviews of the training programs and practices delivered in those offices designated as training offices.
- (c) Notwithstanding 8.8 (b) the Practice Review Committee may recommend a practice review to the Board for cause;
  - (d) The Committee shall receive all applications for public practice, evaluate them for completeness and accuracy, and approve them for licensing or reject them for cause;
  - (e) The Committee's recommendation shall include a category of licence which accommodates different levels of education, experience, and competencies;
  - (f) The Committee shall establish the amount of liability insurance to be carried and who must carry it and the policies and procedures with respect to the liability insurance and make its recommendations to the Board for approval; and,
  - (g) The Committee shall from time to time review the sufficiency of the liability insurance carried by members in public practice and make recommendations to the Board based on its findings.
  - (h) Professional accounting firms and professional services providers that provide any of the following engagements are subject to practice review:
    - Assurance;
    - Specified auditing procedures;
    - Compilation;
    - Personal and corporate income tax

## **8.7 Discipline Committee**

- (a) The Discipline Committee established in accordance with Section 8(1) of the Act shall carry out its responsibilities in accordance with Sections 50 through 58 inclusive of the Act and other applicable legal principles.
- (b) The Discipline Committee may, without limiting its discretion in a particular case, conduct hearings utilizing technological and electronic means, including telepresence and video conferencing, in accordance with applicable laws and the rules of natural justice and procedural fairness.
- (c) Where a Discipline Committee makes a finding of unprofessional conduct, the decision of the Discipline Committee shall be publicly available by posting the decision on the website maintained by the CPA NWT/NU, in accordance with section 56(4) of the Act.
- (d) Where a Discipline Committee does not make a finding of unprofessional conduct, the decision of the Discipline Committee shall be publicly available by posting the

decision on the website maintained by the CPA NWT/NU, in accordance with section 56(4) of the Act, however the respondent member may request that the decision be redacted to remove identifying information prior to publication. The Discipline Committee shall have the discretion to determine whether such redactions are in the public interest.

- (e) Section 8.9(c), above, shall apply *mutatis mutandis* to a decision of the Board pursuant to section 60(7) or a decision of the Supreme Court pursuant to section 61(8).
- (f) For the purposes of section 57(3) of the Act, the Discipline Committee may order all or parts of the costs to be paid by an investigated party, which may include:
  - (a) the costs, expenses, fees and disbursements relating to:
    - (i) the Registrar or the Ethics and Professional Conduct Committee,
    - (ii) the Discipline Committee and Board members,
    - (iii) witnesses, and
    - (vi) any other person involved in the proceedings, including CPA NWT/NU staff;
  - (b) the costs, expenses, fees and disbursements of the investigation, including the Ethics and Professional Conduct Committee;
  - (c) the costs, expenses, fees and disbursements, on a solicitor and his own client on a full indemnity basis, for the counsel acting on behalf of:
    - (i) the Registrar,
    - (ii) the Discipline Committee,
    - (iii) the Board, and
    - (iv) the CPA NWT/NU;
  - (d) the cost of court reporters, including transcripts;
  - (e) the costs, expenses, fees and disbursements relating to preparing the record for review by the Board; and
  - (f) any other costs, expenses, fees and disbursements incurred by CPA NWT/NU related to the review of a complaint, the investigation, the determination of procedural matters in the discipline or review hearing, adjournment requests, adjournments, the discipline or review hearings and publication of matters relating to the hearing or appeal.

Where costs are ordered to be paid, the Discipline Committee, or their respective delegates, must prepare, sign and serve a statement of costs on the party ordered to pay costs.

A party ordered to pay costs must pay the amount set out in the statement of costs within thirty (30) days from the date on which the statement of costs is served on that party, or in accordance with the terms determined by the Discipline Committee, as the case may be.

## **8.8 Remuneration and Expenses as Committee Members and Jointly Serving Officers**

- (a) Committee Members shall not receive any remuneration for their services as such,

provided that nothing herein contained shall be construed so as to preclude any Committee Member from serving as an Officer or any other capacity and receiving remuneration thereof; and,

- (b) Expenses incurred by Committee Members in attending any Committee Meetings may be reimbursed upon receipt of an acceptable claim subject to approval by the Board.

## **Section 9 – INDEMNIFICATION**

- (a) No action lies against any Member or Members of any Committee appointed by the Board or against any Board member, or any person acting on their instructions, for anything done in good faith and in purporting to act pursuant to the Act or By-Laws of CPA NWT/NU.
- (b) Subject to the Act, the CPA NWT/NU shall indemnify a Board Member, Committee Member or officer of the CPA NWT/NU, a former Board Member or officer of the CPA NWT/NU, or any person acting on their instructions, or any person who acts or acted at the CPA NWT/NU's request as a director or officer of a body corporate of which the CPA NWT/NU is or was a member, shareholder, or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the CPA NWT/NU or such body corporate, if:
  - (i) he or she acted honestly and in good faith with a view to the best interests of the CPA NWT/NU; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

## **Section 10 – HEAD OFFICE**

The Head Office of CPA NWT/NU shall be at the City of Yellowknife in the Northwest Territories or such other place in the Northwest Territories or Nunavut as the Board may determine.

## **Section 11 - FINANCIAL AFFAIRS**

### **11.1 Bank Accounts and Signatories**

- (a) The Bank of CPA NWT/NU shall be a financial institution chosen by Board; and,
- (b) All cheques, bills of exchange, or orders for payment of money and all notes or other evidence of indebtedness issued in the name of CPA NWT/NU shall be signed by any two elected members of Board.

### **11.2 Investment of Funds**

- (a) Any funds of CPA NWT/NU which are not immediately required to meet expenses may be invested in such manner as the Board shall determine; and,

- (b) The Board shall have the power to establish accounts such as bursaries in trust. The financial affairs of any trust monies shall be separately maintained by the Treasurer. All relevant information for said trust accounts will be reported in the Annual Financial Statements.

### **11.3 Access to Records**

The financial books, accounts, and records of CPA NWT/NU may be inspected by any member at the Annual General Meeting or at any other time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

### **11.4 Audit**

- (a) One or more auditors shall be elected or appointed annually at the Annual General Meeting;
- (b) Any Member, other than a Board member, is eligible for election or appointment as an Auditor;
- (c) In the event of a vacancy occurring in the office of auditor, the Board may fill the vacancy by appointment from among eligible member other than directors;
- (d) The Auditor shall audit the books, account, and records of CPA NWT/NU and shall submit to the Annual General Meeting a written report thereon together with any recommendations; and,
- (e) The remuneration of the Auditor shall be determined by the Board.

### **11.5 Fiscal Year End**

The fiscal year of CPA NWT/NU shall be from April 1st to March 31st.

### **11.6 Borrowing**

- (a) The board may, by majority vote, approve borrowing money for the normal business operations of CPA NWT/NU provided that the amount borrowed at any one time shall not exceed one-half of CPA NWT/NU's operating revenue in the preceding fiscal year; and,
- (b) CPA NWT/NU may borrow sums in excess of that permitted in Section 10.6 (a) of these Bylaws for capital or other expenditures upon the approval of the majority of Members present and voting at a General Meeting.

## **Section 12 – AFFILIATED ORGANIZATIONS**

### **12.1 Organization must Satisfy Standards**

Any organizations which shall satisfy the Board that its standards of examination, conditions of membership, and professional reputé conform to those of CPA NWT/NU may be registered and designated an “affiliated organization”;

### **12.2 Approval of Affiliated Organizations**

Any such affiliation shall not be effective or binding until duly approved, ratified and confirmed at an Annual General Meeting or at a Special General Meeting called for the purposes of considering such an affiliation.



### **12.3 Affiliation with CPA Organizations**

Affiliated organizations within this bylaw are CPA Canada, and provincial and territorial CPA organizations.

### **12.4 Entitlement for Members of Affiliated Organization**

- (a) A Member in good standing of an affiliated organization shall be entitled to be admitted as a Member and may be admitted upon compliance with such requirements as the Board may from time to time prescribe; and,
- (b) The Board may refuse an application for registration where it deems it in the public interest to do so.

### **12.5 Appointment to Board/Committees of CPA Canada**

The Board shall annually appoint and recommend representatives to serve on the Board or any Committees of CPA Canada when invited to do so.

## **Section 13 – AMENDMENT OF BYLAWS**

These By-Laws may be amended by a resolution passed by two thirds of Members present in person or represented by proxy and voting at a General Meeting called for the purpose of considering them.

## **Section 14 – ACCEPTANCE OF BYLAWS**

The CPA NWT/NU and each Member shall be deemed to have agreed with each other to abide by and to be bound by the provisions of these By-Laws, and all acts or things done thereunder and in accordance therewith.

## **Section 15 – AMENDMENT OF LEGISLATION**

A petition to the Legislative Assemblies of the Northwest Territories and the Nunavut Territory may be made by CPA NWT/NU following approval of the proposed amendments by the Members by a resolution passed by a majority of Members present or represented by proxy and voting at a General Meeting called for the purpose of considering the resolution.

## Section 16 – HISTORY OF BY-LAWS UPDATE

[illegible]