

BILL NO. 23



*1st Session, 57th General Assembly
Nova Scotia
47 Elizabeth II, 1998*

Private Member's Bill

Certified General Accountants Act

The Honourable James A. Smith, M.D.
Dartmouth East

**An Act to Continue the
Certified General Accountants
Association of Nova Scotia**

Certified General Accountants Act

Be it enacted by the Governor and Assembly as follows:

1 This Act may be cited as the *Certified General Accountants Act*.

2 In this Act,

- (a) "Association" means the Certified General Accountants Association of Nova Scotia;
- (b) "Board" means the Board of Directors of the Association;
- (c) "by-laws" means the by-laws of the Association;
- (d) "director" means a member of the Board;
- (e) "former Association" means the Certified General Accountants Association of Nova Scotia incorporated pursuant to the *Societies Act*;
- (f) "member" means a person who is a member in good standing of the Association and whose name is entered in the register established pursuant to Section 11;
- (g) "student" means a person who is enrolled in a program of professional studies prescribed by the Association.

3 The Certified General Accountants Association of Nova Scotia, incorporated pursuant to the *Societies Act*, is continued as a body corporate under the name Certified General Accountants Association of Nova Scotia.

4 The objects of the Association are to

- (a) provide means and facilities by which its members may increase their knowledge, skill and proficiency in all things relating to the business or profession of an accountant;
- (b) promote and encourage the continuing improvement in the status of certified general accountants; and
- (c) regulate standards of training and practice of the members, including the holding of such examinations and tests as are deemed necessary to qualify applicants for membership in the Association and that are consistent with the public interest and the principle of self-regulation.

5 (1) The membership of the Association consists of

- (a) each person who has passed the examinations prescribed by the Association and met the practical experience requirements and any additional requirements prescribed by the Association;

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(b) each person who is a member of an incorporated association or body of accountants having similar objects and purposes, whose membership in such association or body is secured by examination, under such conditions as the Association considers appropriate, and who has complied with the other conditions of membership that are prescribed by the by-laws, as long as that person is a member of that association or body; and

(c) each person who was, immediately before the coming into force of this Act, a member of the former Association, as long as that person remains a member of the Association.

(2) Each member shall comply with the by-laws and shall carry on the practice of a certified general accountant in accordance with the by-laws.

6 (1) The control and management of the affairs of the Association and the powers of the Association are vested in and may be exercised by a Board of Directors consisting of

(a) not fewer than five directors elected by the members from their number at a meeting of the members; and

(b) two persons appointed by the Governor in Council who are not professional accountants but who are suitable to represent the public interest and the point of view of those who may need or use the services of a professional accountant.

(2) A director holds office for the term fixed by the by-laws.

(3) Where a person who was elected as a director by the members ceases to be a director before that person's term of office expires, the Board may appoint a member to serve as a director for the unexpired portion of the term, except that, where a meeting of the members is held after the appointment but before the expiration of the unexpired portion of the term, that person ceases to be a member of the Board unless, at that meeting, a resolution is passed to the effect that the person remain as a member of the Board for the unexpired portion of the term, but if such a resolution is not passed, the members shall elect a person to serve for the unexpired portion of the term.

(4) Where a person who was appointed as a director by the Governor in Council ceases to be a director before that person's term of office expires, the Governor in Council may appoint a person who has the qualifications to be appointed a director pursuant to clause (1)(b) to serve as a director for the unexpired portion of the term.

7 The Association has the capacity and, subject to this Act, the rights, powers and privileges of a natural person and, without restricting the generality of the foregoing, may

(a) prescribe a curriculum and the courses of studies to be pursued by students and the subjects upon which students shall be examined and prescribe the nature and extent of practical experience in accountancy that must be possessed by students and other candidates for admission as members;

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(b) appoint examiners for the purpose of ascertaining and reporting upon the qualifications of students and other candidates for admission as members and define the duties and fix the remuneration of the examiners;

(c) grant certificates to students, and to other candidates for admission as members, who have successfully passed the examinations prescribed by the Association and satisfied the practical experience requirements as prescribed by the Association;

(d) establish a program of professional studies for students and members or enter into an agreement with a university or body of accountants incorporated by an Act of the Parliament of Canada or by the legislature of a province providing for the participation of members and students in programs of professional studies prescribed by the Association;

(e) in accordance with the by-laws, affiliate with a body of accountants incorporated by an Act of the Parliament of Canada or the legislature of a province providing for the mutual benefit of the members of the Association and such body and providing for the establishment of uniform standards of training and practice;

(f) regulate and govern the conduct of its members in the practice of their business or profession, with power to suspend or expel a member from membership for misconduct or violation of this Act, the by-laws or a code of ethics and rules of professional conduct of the Association;

(g) prescribe a program of mandatory continuing education to ensure that members continue to maintain a high level of professional competence;

(h) fix the examination fees to be paid by candidates and the annual fees to be paid by members and students;

(i) govern the election of the Board and fix the procedure to be adopted at meetings of the Board;

(j) maintain appropriate standards of practice among members that are consistent with the principle of self-regulation and the public interest;

(k) advance the professional interests of members;

(l) borrow money for the purposes of carrying out any of the objects of the Association and mortgage, pledge or charge any of its property to secure repayment of money borrowed by it or the observance or performance of any of its obligations;

(m) carry out such activities as may be necessary for or incidental or conducive to the exercise of the powers of the Association or the conduct and the attaining of its objects.

8 (1) The Board may make by-laws relating to the affairs, business and property of the Association, its management, government, aims, objects and interests.

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(2) A by-law or a repeal or amendment thereof is not effective until it is approved by two thirds of the members present in person or voting by proxy at an annual or special meeting of the Association, notice of the calling of which contains a copy of the proposed by-law, repeal or amendment and a statement that the proposed by-law, repeal or amendment will be submitted to the meeting for consideration.

(3) In making or amending a by-law, the Board may incorporate by reference as part of the by-law a practice, rule or regulation of another association or organization having objects or purposes that are similar to those of the Association.

9 A general meeting of the members of the Association shall be held once during each calendar year and additional meetings of the members shall be held in accordance with the by-laws.

10 A person who has successfully completed the course of studies and met the other requirements that may be prescribed by the Association may take such examinations as may be prescribed by the Association.

11 (1) The Association shall keep a register in which shall be entered the names of all the members in good standing.

(2) Only those persons whose names are entered in the register are entitled to the privileges of membership.

(3) The register shall be open to inspection by the public.

12 (1) A member may not be suspended, expelled or otherwise disciplined by the Board except pursuant to a by-law.

(2) Subject to subsection (3), a member aggrieved by a disciplinary action taken against that member by the Board may, within one month from the date on which notice of the disciplinary action was served, appeal to the Supreme Court of Nova Scotia against that action.

(3) An appeal pursuant to subsection (2) shall only be made on the grounds that the Board

(a) failed to observe a principle of natural justice;

(b) acted beyond or refused to exercise its jurisdiction;

(c) made any other error of law.

13 No officer of the Association, director or a person serving on a disciplinary body or committee of the Association is liable for loss or damage suffered by any person by reason only of anything done or omitted to be done in good faith by that officer, director or person in the execution of a power pursuant to this Act or the by-laws.

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14 Where a person ceases to be a member, neither that person nor that person's representative has an interest in or claim against the funds and property of the Association by reason only of being a member.

15 (1) Where, at the end of a fiscal year, the Association has surplus funds, the funds shall be applied to the promotion and implementation of the objects of the Association and shall not be distributed to the members.

(2) The Association may invest its funds only in investments in which a trustee is authorized to invest under the *Trustee Act*.

16 (1) A member may use the designation "Certified General Accountant" or "C.G.A.".

(2) A member may use the designation "Fellow of the Certified General Accountants", "Honourary Certified General Accountant", "F.C.G.A." or "C.G.A. (Hon.)" where the member is authorized to do so in accordance with the by-laws.

17 (1) No person shall take, use or display either of the designations "Certified General Accountant" or "Fellow of the Certified General Accountants", alone or in combination with another word, name, title, initial or description, or imply, suggest or hold out that the person is a certified general accountant unless that person is a member.

(2) No person shall take, use or display the designation "C.G.A.", "F.C.G.A." to indicate that the person is or has the qualifications of a member unless that person is a member.

18 (1) Nothing in this Act affects the right of any person who is not a member to practise as or hold himself or herself out as an accountant so long as the person does not use the designation "Certified General Accountant", "Fellow of the Certified General Accountants", "C.G.A." or "F.C.G.A."

(2) Nothing in this Act affects the right of any person who is not a member to use the initials "C.G.A." or "F.C.G.A." after the person's name so long as that person is not practising as an accountant and the initials are not used to imply, suggest or hold out that the person is a certified general accountant.

19 Nothing in this Act affects or interferes with the right of a person who is not a member to practise as an accountant or auditor in the Province.

20 (1) Notwithstanding any other provision of this Act, those persons who were, immediately prior to the coming into force of this Act, directors of the former Association constitute the Board until the first directors are elected pursuant to clause 6(1)(a).

(2) A by-law of the former Association is a by-law of the Association until it is replaced, repealed or amended pursuant to this Act.

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(3) An application for membership made pursuant to the by-laws of the former Association but not concluded before the coming into force of this Act shall be dealt with as an application for registration pursuant to this Act.

(4) A complaint made or discipline proceeding commenced but not concluded before the coming into force of this Act shall be concluded pursuant to the by-laws of the former Association as though this Act had not come into force.

(5) A complaint made or discipline proceeding commenced after the coming into force of this Act shall, where the complaint or proceedings relates to conduct occurring all or partly before the coming into force of this Act, be dealt with pursuant to this Act and the by-laws.