

1976 Bill PR 3

Second Session, 18th Legislature, 25 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL PR 3

AN ACT TO INCORPORATE THE CERTIFIED
GENERAL ACCOUNTANTS ASSOCIATION OF ALBERTA

MR. MUSGREAVE

First Reading

Second Reading

Third Reading

Bill PR 3
Mr. Musgreave

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1976

AN ACT TO INCORPORATE THE CERTIFIED GENERAL ACCOUNTANTS ASSOCIATION OF ALBERTA

(Assented to , 1976)

Preamble

WHEREAS J. J. Kennedy, J. C. Montgomery, E. A. Earle, J. D. Scott, D. H. Parsons, J. J. Barclay, R. W. Brookes-Avey, and W. A. Walker and such other persons as now have membership in the association known as "The Certified General Accountants Association of Alberta" are desirous of legislation for incorporation;

WHEREAS a Petition has been presented praying that it be enacted as herein set forth and it is expedient to grant the prayer of the Petition;

THEREFORE HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Alberta, enacts as follows:

Short Title

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

Definitions

2. In this Act,

- (a) "Association" means The Certified General Accountants Association of Alberta;
- (b) "Board" means the Board of Governors as hereinafter constituted;
- (c) "by-law" means a resolution passed by the Board which is designated by the Board as a by-law of the Association;
- (d) "Minister" means that member of the Executive Council charged for the time being by the Lieutenant Governor in Council with the administration of this Act;
- (e) "Universities Co-ordinating Council" means the body by that name established under *The Universities Act*.

Incorporation	<p>3. J. J. Kennedy of St. Albert, Alberta</p> <p>E. A. Earle of Calgary, Alberta</p> <p>D. H. Parsons of Edmonton, Alberta</p> <p>R. W. Brookes-Avey of Calgary, Alberta</p>	<p>J. C. Montgomery of Lethbridge, Alberta</p> <p>J. D. Scott of Calgary, Alberta</p> <p>J. J. Barclay of Calgary, Alberta</p> <p>W. A. Walker of Edmonton, Alberta</p>
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together with such other persons as hereinafter may become members of the Association are hereby constituted a body corporate, namely: The Certified General Accountants Association of Alberta.

Objects **4.** The objects the Association shall be to promote the increase and interchange of knowledge, skill, and proficiency in all things relating to the business or profession of an accountant or an auditor, and to furnish means and facilities for establishing classes, examinations and other tests of competency and moral character as are deemed expedient to qualify for admission to membership of the Association.

Head Office **5.** The head office of the Association shall be located at such place in the Province of Alberta as may be determined by by-law.

Board **6.** (1) The affairs and business of the Association shall be managed by a Board consisting of not less than five and not more than 15 members, to be constituted in such manner as may be provided by by-law.

(2) The members of the Board shall be elected at the Annual Meeting of the Association in such manner as may be provided by by-law and shall hold office for such term as may be fixed by by-law.

(3) The Board shall appoint a member of the Association to fill any vacancy which occurs, for any reason, in the membership of the Board.

(4) J. J. Kennedy, J. C. Montgomery, E. A. Earle, J. D. Scott, D. H. Parsons, J. J. Barclay, R. W. Brookes-Avey, and W. A. Walker shall be the first Board of the Association and shall elect from its members the first officers of the Association.

Officers **7.** The Board shall elect from its members a President, and may appoint such other officers, who need not be members of the Board, as may be provided for by by-law.

Meetings

8. (1) The first Annual Meeting of the Association shall be held during the year 1976 at such time and place and upon such notice as the Board may prescribe.

(2) Annual Meetings shall thereafter be held at such time and place and upon such notice as may be determined by by-law.

(3) Meetings of the members of the Association, other than the Annual Meeting, may be held at such time and place as determined by the Board and upon such notice as determined by by-law.

(4) All members of the Association shall be entitled to attend, in person, all meetings of the members of the Association or may be represented and vote by proxy provided that no proxy shall be exercised by a person who is not a member of the Association.

By-Laws

9. (1) The Board shall pass by-laws for the administrative functioning of the Association and for the purpose of carrying out the objects of the Association.

(2) Every by-law passed by the Board, unless confirmed at a meeting of the Association called for the purpose of considering such by-law shall have force only until the next Annual Meeting of the Association and in default of confirmation thereat shall cease to have force.

(3) Any by-law passed by the Board may be confirmed, repealed, amended or otherwise dealt with at a meeting of the members of the Association.

(4) Any by-law which is passed by the Board and not confirmed by a meeting of the Association shall have no force and effect, if subsequently passed by the Board, until such time as the same is confirmed by a meeting of the members.

(5) The Board may pass by-laws:

- (a) prescribing a curriculum and the courses of studies to be pursued by students, and the subjects upon which students and candidates for admission as members shall be examined, and for granting certificates to students and candidates who have successfully passed the examinations;
- (b) appointing examiners for the purposes of ascertaining and reporting upon the qualifications of candidates for membership and students and defining the duties and fixing the remuneration of examiners;
- (c) regulating and governing the conduct of the members of the Association in the practice of their business or profession, including power to suspend or expel any member for misconduct or violation of the rules or by-laws of the Association;

- (d) fixing the examination fees to be paid by candidates and the annual fees to be paid by members and students;
- (e) prescribing reasonable conditions under which candidates for membership, whether students who have successfully passed the examinations or members of accounting associations in other provinces, having similar objects and standards of admission as the Association, may be admitted to membership of the Association;
- (f) governing all administrative and procedural matters including procedures at meetings of members and the Board, elections of members of the Board, and matters to be brought before Annual Meetings of the members;
- (g) prescribing regulations or procedures to allow the Association to carry out the objects of the Association.

Classes

10. The Association may establish lectures and classes as may be determined by the Board and, subject to the approval of the Lieutenant Governor in Council, may enter into agreements with the governing body of any university or college in Alberta for the attendance of students at such lectures or classes in such university or college as may come within the course of subjects as prescribed by the by-laws of the Association.

Application
for
membership

11. Any person of good moral character, who has taken and successfully completed the course of studies prescribed by the by-laws of the Association, upon making written application to the Board before the holding of the examinations for admission to membership of the Association, and upon paying the prescribed examination fees, may attempt to pass the examinations.

Membership

12. The following persons shall be admitted to membership in the Association:

- (a) members in good standing, as at the date this Act is assented to, of the association known as The Certified General Accountants Association of Alberta;
- (b) students and candidates who have passed the examinations prescribed by the by-laws of the Association and whose qualifications and fitness are approved by the Board;
- (c) members of any body of accountants or auditors having similar objects and purposes of the Association, under such conditions and subject to such terms, including prescribed examinations, as the Board deems proper.

Certification

13. (1) There shall be a committee known as The Board of Examiners which shall be composed of three members,

- (a) one of whom shall be recommended by the Association,
- (b) one of whom shall be recommended by the Universities Co-ordinating Council and who shall not be a member of the Association,
- (c) one of whom shall be recommended by the Minister.

(2) Any person who applies and does not obtain membership in the Association may appeal to the Board of Examiners and the Board of Examiners shall adjudge the experience, qualifications, and fitness of such person, including a review of results of prescribed examinations, and the Board of Examiners shall issue a certificate to any person who, in its opinion, possesses the necessary qualifications and character to permit such person to pursue his profession as a member of the Association.

(3) If the Board of Examiners issues a certificate to a person, such person shall be eligible to become a member of the Association subject to complying with by-laws related to members in good standing.

(4) If the Board of Examiners does not issue a certificate to a person, such person may not again apply for membership in the Association for one year and further may not apply again unless such person takes the examinations prescribed by the Board.

Certified
General
Accountant

14. (1) Every member of the Association shall have the right to use the designation "Certified General Accountant", and may also use after his name the initials "C.G.A.", which designate a Certified General Accountant, and no person shall be entitled to take or use the designation "Certified General Accountant" or the initials "C.G.A.", or any name, title, or description implying membership in the Association unless such person is a member in good standing and registered as such.

(2) Any person who contravenes the provisions of subsection (1) is guilty of an offence and liable on summary conviction to a fine not exceeding \$100.00 for each offence.

Register

15. (1) The secretary, or secretary-treasurer, shall keep a register in which shall be entered in alphabetical order the names of all members of the Association who are in good standing with the Association, and only those members whose names are entered in the register shall be entitled to the privileges of membership.

(2) The register of members shall be maintained at the head office of the Association and shall at all times be open to inspection by any person, without charge.

16. (1) The Board shall appoint a standing committee to be known as the Committee on Ethics and Professional Conduct consisting of not less than three members of the Association.

(2) The tenure of office of the members of the Committee on Ethics and Professional Conduct shall be determined in the sole discretion of the Board.

(3) The Board shall appoint one of the members of the Committee on Ethics and Professional Conduct as the Chairman thereof.

(4) No member of the Board shall be appointed as a member of the Committee on Ethics and Professional Conduct.

(5) The Committee on Ethics and Professional Conduct shall investigate and determine any complaint made against any member of the Association relating to:

- (a) professional misconduct, or
- (b) conduct unbecoming a Certified General Accountant, or
- (c) a violation of the by-laws of the Association.

(6) Professional misconduct or conduct unbecoming a Certified General Accountant within the meaning of this section, is a question of fact for the sole and final determination of the Committee on Ethics and Professional Conduct or the Board as hereinafter provided, and any matter, conduct or thing that in the judgment of the Committee on Ethics and Professional Conduct or the Board, as the case may be, that is not in the best interests of the public or the Association or that tends to harm the standing of the Association shall be deemed to be professional misconduct or conduct unbecoming a Certified General Accountant.

17. (1) A complaint, made against a member, may be made by any person, whether or not a member of the Association, provided that such complaint is in writing.

(2) A complaint against a member of the Association shall be directed to the head office of the Association and if a complaint is received by any member of the Association such complaint shall be directed by that member to the head office of the Association.

(3) Upon receipt by the Association of a complaint the Committee on Ethics and Professional Conduct shall conduct such investigations as is considered necessary and upon completion of such investigations the Committee on Ethics and Professional Conduct may either:

- (a) direct that a hearing be conducted in accordance with the provisions of the this Act;

(b) direct that no further action be taken and so notify the complainant and the member of the Association against whom the complaint was made.

(4) All directions of the Committee on Ethics and Professional Conduct shall be in writing and a copy thereof shall be provided to a complainant and the member against whom the complaint was made.

Hearings

18. (1) In the event that the Committee on Ethics and Professional Conduct directs that a hearing be conducted, a notice shall be served on the member whose conduct is the subject of the hearing at least seven days prior to the date of the hearing, which notice shall contain the following:

- (a) a statement of the conduct complained of;
- (b) the date, time and place of the hearing;
- (c) a statement of any relevant documents or other evidence to be produced by the member at the hearing.

(2) The Committee on Ethics and Professional Conduct may require the attendance of any persons with information relevant to the hearing being conducted by serving such person with a notice issued under the hand of the Secretary of the Association and stating the time and place at which the person is to attend as a witness and the documents, if any, that such person will be required to produce.

(3) Any person who is served with a notice to attend as a witness is entitled to demand and to be paid the usual fees payable to witnesses in actions in the Trial Division of the Supreme Court of Alberta, if the witness is a person other than a member whose conduct is being investigated.

(4) A witness who fails to attend, produce documentary evidence as requested, or answer any questions allowed by the Committee on Ethics and Professional Conduct, or refuses to be sworn may be proceeded against in the Supreme Court of Alberta as for a civil contempt of that Court.

(5) Subject to the provisions of this section the Committee on Ethics and Professional Conduct in conducting a hearing pursuant to this Act is not bound by the rules of evidence in actions or proceedings in any court, and may proceed to ascertain the facts and determine its investigations in such manner as it considers proper.

(6) The testimony of witnesses at a hearing conducted by the Committee on Ethics and Professional Conduct shall be made under oath and all evidence shall be recorded.

(7) A member against whom a complaint has been made may, at his own expense, be represented by legal counsel at any hearing conducted by the Committee on Ethics and Professional Conduct and may examine or cross-examine any witness giving testimony at such hearing.

Disciplinary
Powers

19. (1) At the completion of a hearing conducted in accordance with the provisions of this Act, the Committee on Ethics and Professional Conduct may, subject to the approval of the Board, if it finds a member of the Association guilty of professional misconduct, conduct unbecoming a Certified General Accountant, or a violation of the by-laws of the Association, order the reprimand, censure, suspension or expulsion of any such member as it considers just and may in addition to or in lieu thereof fine any member of the Association up to the sum of \$1,000.00.

(2) All orders of the Committee on Ethics and Professional Conduct shall be in writing and a copy thereof shall be provided to a complainant and the member against whom the complaint was made.

(3) No order of the Committee on Ethics and Professional Conduct shall be of any force or effect until approved by the Board or until the time for appealing the order of the Committee on Ethics and Professional Conduct has lapsed.

Appeal to
Board

20. (1) Any decision or order of the Committee on Ethics and Professional Conduct may be appealed within 30 days from the date of service of notice of the decision, by either the complainant, or the member who is not satisfied with the decision, to the Board.

(2) The Board may:

- (a) approve the decision and order of the Committee on Ethics and Professional Conduct; or
- (b) alter the decision or order of the Committee on Ethics and Professional Conduct in any manner it sees fit; or
- (c) recommend changes in the decision of the Committee on Ethics and Professional Conduct and require the Committee on Ethics and Professional Conduct to reconsider its decision or order, or in the alternative to reconsider the entire matter.

(3) All decisions of the Board shall be in writing and a copy thereof shall be provided to a complainant and the member against whom the complaint was made.

Appeal to
Court

21. (1) A complainant or any member of the Association may appeal a decision of the Board relating to con-

duct and discipline, within 30 days from the date of service of notice of the decision of the Board, to a Judge of the Trial Division of the Supreme Court of Alberta.

(2) Appeals from a decision of the Board on matters of conduct and discipline may be made on questions of either law or fact.

(3) The Judge of the Trial Division of the Supreme Court of Alberta may:

- (a) confirm or rescind the decision of the Board; or
- (b) direct that the Board take any action the Court considers proper; or
- (c) change the order of the Board; or
- (d) require the Board or the Committee on Ethics and Professional Conduct to re-hear the matter in whole or in part.

Criminal conviction

22. The Board may, without notice, and on proof of the conviction of any member of an offence under the Criminal Code, expel such member from the Association, and, notwithstanding section 21 hereof such suspension shall not be subject to appeal hereunder.

Restoration to membership

23. The Board has the power in its sole discretion to restore to membership any member of the Association who has been expelled or otherwise ceases to be a member of the Association.

Fees

24. The Board, with the approval of three quarters of the members of the Association, may adopt a guideline tariff for use by the members of the Association for their services, provided that if such tariff is adopted as a guideline it shall be filed with the Minister and be available to any person upon a request being made to a member of the Association or at the head office of the Association.

Hold land

25. The Association may acquire, take, and hold, such real property as is actually acquired for its purposes, and may sell, mortgage, lease or otherwise dispose of same.

Benevolent Fund

26. The Association may establish and administer a Benevolent Fund for the benefit of any member of the Association or the family of the deceased member of the Association who may require financial assistance and for that purpose may make and receive contributions and donations.

Application
of profit

27. Any surplus derived from carrying on the affairs and business of the Association shall be devoted and applied solely in promoting and carrying out the object and purpose of the Association and shall not be divided amongst the members of the Association.

Ceasing to
be a member

28. If a person ceases, for whatever cause, to be a member of the Association, such person shall not have any interest or any claim against the funds and property of the Association because or by reason of such person's membership in the Association except that an application might be made to the Board for benefits under the Benevolent Fund referred to in Section 26.

Right to
practice

29. Nothing in this Act shall affect or interfere with the right of any person, not a member of the Association, to practice as an accountant or auditor in Alberta.

Commence-
ment

30. This Act comes into force on the day upon which it is assented to.