

**THE CERTIFIED GENERAL ACCOUNTANTS ASSOCIATION
OF PRINCE EDWARD ISLAND
BY-LAWS**

(Adopted September 23, 2011 unless otherwise stated)

ARTICLE 1: BY-LAWS

Word and expression usage

- 1.00 In all By-Laws, rules, policies and resolutions of the Association, words importing the singular include the plural, and vice versa, and the language is intended to be gender neutral.
- 1.01 Words and expressions used in By-Laws, rules, policies and resolutions of the Association shall have the same meaning as in the Act or the Public Accounting and Auditing Act or as defined by these By-Laws and such meanings shall take precedence over any other interpretation unless otherwise stated in these By-Laws.
- 1.02 Where a By-Law conflicts with the Act and/or the Public Accounting and Auditing Act, the applicable Act shall prevail.

Captions

- 1.10 The captions and headings used in these By-Laws are for convenience only and shall not affect the scope, intent or interpretation of these bylaws and may be changed by the Board without member approval.

When By-Law takes effect

- 1.20 Every new By-Law or amendments to the existing By-Law shall be effected by resolution of the members at an Annual General Meeting or Special General Meeting called for such purpose in accordance with Article 6.10 of the By-Laws.

Notification of proposed changes to By-Laws

- 1.30 Notice of any proposed new By-Law or amendments to the existing By-Laws, including particulars thereof, shall be provided in writing to the Board at least thirty (30) days prior to the Board meeting at which the amendments are to be considered.
- 1.31 Notice of any proposed new By-Law or amendments to the existing By-Laws, or ratification of By-Laws effected by the board since the last Annual General Meeting or Special General Meeting called for such purpose, to be considered at a meeting of the members, shall be provided in writing to the members with the Notice of Meeting, including particulars thereof.

Interpretation of By-Laws

- 1.40 In the event of any dispute arising as to the true intent or meaning of these By-Laws, the interpretation of the Board shall be conclusive and final.

By-Laws available to public

- 1.50 The By-Laws of the Association shall be open to examination by the public at the head office of the Association.

ARTICLE 2: DEFINITIONS

- 2.00 The words herein shall have the meaning as found in the Certified General Accountants Association Act or the Public Accounting and Auditing Act, unless as hereinafter defined.
- 2.01 “ACT” means the Act of Incorporation of the Certified General Accountants Association of Prince Edward Island.
- 2.02 “AFFILIATED ASSOCIATION” means another Certified General Accountant Association who is a signatory to the affiliation agreement with the Certified General Accountants Association of Canada.
- 2.03 “ANNUAL GENERAL MEETING” means the annual meeting of the members of the Association, convened in accordance with the Act of incorporation.
- 2.04 “ASSOCIATION” means the Certified General Accountants Association of Prince Edward Island, a body corporate, incorporated by the Act.
- 2.05 “BOARD” means the Board of Governors of the Association.
- 2.06 “BY-LAWS” means the By-Laws of both the Certified General Accountants of Canada and the Certified General Accountants Association of Prince Edward Island where applicable.
- 2.07 “CGA-CANADA” means the Certified General Accountants Association of Canada Incorporated by the Act of the Parliament of Canada on the sixth day of June, nineteen hundred and thirteen.
- 2.08 “CODE” means the Code of Ethical Principals and Rules of Conduct established by CGA-Canada, as amended from time to time.
- 2.09 “COURSE OF STUDY” means the program of study leading to certification as authorized by the National Association.
- 2.10 “DIRECTOR” means a person duly elected or appointed to fill such office in accordance with these By-Laws.
- 2.11 “CODE” means the Code of Ethical Principals and Rules of Conduct as approved by the Certified General Accountants Association of Canada.
- 2.12 “EX-OFFICIO” means by virtue of office or position.
- 2.13 “EXPULSION” means permanent removal from membership.
- 2.14 “FELLOW MEMBER” means a member to whom the designation “Fellow of the Certified General Accountants Association” has been awarded by CGA-Canada.

- 2.15 “FISCAL PERIOD” means the fiscal year of the Association, or in the case where a change in year-end has occurred, the period of time from the termination of the previous fiscal year up to the date of the new year-end.
- 2.16 “GOVERNOR” means a member of the Board of Governors of the Association.
- 2.17 “MEMBER” means a person who is certified by the Association or an affiliated Association as having satisfied all requirements for membership and remains in good standing.
- 2.18 “MEMBER IN GOOD STANDING” means a Member of the Association abiding by all By-Laws, Rules and Policies of the Association and who is not under suspension for any cause.
- 2.19 “OFFICER” means the President, Vice-President, Secretary or Treasurer.
- 2.20 “PROFESSIONAL SERVICES TO THE PUBLIC” has the same meaning as Practice of Public Accounting.
- 2.21 “PROVINCIAL ASSOCIATION” means any Association of Certified General Accountants in any Province or Territory, whether or not incorporated, which is Affiliated with the Association.
- 2.22 “PRACTICE OF PUBLIC ACCOUNTING” is as defined in the Public Accounting and Auditing Act.
- 2.23 “PUBLIC ACCOUNTING AND AUDITING ACT” means the Public Accounting and Auditing Act of Prince Edward Island.
- 2.24 “REGISTER” means the membership database maintained on paper or electronic digital storage media.
- 2.25 “RESIDENCY” means where ordinarily resident and may take into account, but not limited to, length of stay, location of a permanent residency, location of personal property, location of spouse or common-law-partner, provincial health insurance and provincial driver’s licence.
- 2.26 “SPECIAL GENERAL MEETING” means a meeting of the members of the Association convened for the purpose stated in the notice of such meeting.
- 2.27 “SUSPENSION” means removal of rights and privileges from a member, licensee or a firm for a period of time.
- 2.28 “UNDERGRADUATE” means a student whose application to take the Course of Study has been accepted by the Association, or a body approved by the Association to administer the Certified General Accountants Program of Professional Studies on its behalf, or who has been granted leave by the Association to continue the student’s studies while not actively registered in the Course of studies and who has paid the appropriate fees and who has not been suspended or expelled in accordance with these By-Laws.

ARTICLE 3: MEMBERSHIP

Classes of membership

3.00 The membership of the Association may be divided into the following classes:

ACTIVE MEMBER A member who is not a Retired member, an Associate Member, or a Nonresident Member shall be an Active Member.

RETIREED MEMBER A member who has ceased to be gainfully employed, because of age, health or other circumstances, and who does not intend at any time thereafter to seek or accept gainful employment, either temporarily or permanent, may make written application stating the circumstances and the effective date of the retirement, to the Board for this status. Approval as a Retired Member shall remain in effect only so long as the member does not seek or obtain gainful employment. A Retired Member who seeks or obtains gainful employment shall immediately notify the Association.

For a member who has received approval as a Retired Member, gainful employment is deemed to be any employment enhanced by the Certified General Accountant designation.

In the event of any question whether or not a Retired Member is seeking or has obtained gainful employment, the final decision shall rest with the Board.

The Board may only retroactively grant as an effective date of retirement status up to sixty (60) days from the date the written application is received by the Association.

ASSOCIATE MEMBER The Board may upon application therefore, admit to membership as an Associate Member a member in good standing of an affiliated Association. The Board may waive, at its discretion, part of the annual membership fees of Associate Members. The rights and privileges of Associate Members shall be as determined by the Board, except that no Associate Member shall have voting rights at any Annual General Meeting or Special General Meeting of the Association. An Associate Member must comply with all provisions of the Act, By-Laws, Rules, and Policies of the Association.

Approval as an Associate Member shall remain in effect so long as the member continues to be a certified member in good standing with an affiliated Association. An Associate Member shall be exempt from payment of the Certified General Accountants Association of Canada membership fee to the Association.

NONRESIDENT MEMBER A member of the Association, other than a Retired Member or an Associate Member, who takes up residency outside Canada in a jurisdiction where there is no CGA Association affiliated with CGA-Canada may make

application to the Board for Nonresident Member status. The Board may waive, at its discretion, part of the annual membership fees of Nonresident Members. The rights and privileges of Nonresident Members shall be as determined by the Board, except that no Nonresident Member shall have voting rights at any Annual General Meeting or Special General Meeting of the Association.

Approval as a Nonresident Member shall remain in effect only so long as the member resides outside Canada in a jurisdiction where there is no CGA Association affiliated with CGA-Canada.

LIFE MEMBER

A member of the Association on whom this honour has been conferred for having rendered outstanding and conspicuous service to the Association and/or profession pursuant to a resolution approved by not less than seventy-five percent (75%) of the Board. Life members shall be entitled to all rights and privileges otherwise attributable to their particular category of membership and be subject to all provisions of the Act, By-Laws, Rules, and Policies of the Association. Life members shall be exempt from payment of membership fees.

The honour of a Life Member may be withdrawn by the Board if the member is no longer in good standing with the Association, if the member brings disservice or disrepute to the Association, or for any other reasons deemed appropriate to the Board.

FELLOW MEMBER

A member of the Association on whom this honour has been conferred with the designation "Fellow of the Certified General Accountants Association" by the Certified General Accountants Association of Canada.

Certificates

- 3.10 Every member shall be issued a certificate upon admission to membership. The provincial certificate issued to a member shall be in such form as the Board may from time to time determine. The certificate shall be signed by the president and by the secretary or other authorized officer, and shall bear the seal of the Association.
- 3.11 Certificates shall be the property of the Association and shall be immediately returned by the member to the Association upon transfer to another provincial Association or ceases to be a member in good standing of the Association.

Register

- 3.20 Each member is responsible for the accuracy of information held in the registry of the Association and shall immediately inform the secretary of any changes to personal information kept in the registry by the Association including, but not limited to, occupation, employer, contact information, post-secondary degrees and professional designations.

Membership list to be publicized

- 3.30 The Association shall at least once in every year, in accordance with section 56 of the Public Accounting and Auditing Act, publicize a listing of members in good standing and their addresses. The Association may also include the degrees, designations, occupations and employers of the members. The Association may also include in this publication a listing of undergraduates in good standing.

Application for Membership

- 3.40 Application for admission to membership in the Association shall be made on the prescribed form and shall be accompanied by the appropriate supporting documents as further described in this article and filed with the Association, provided that the Board may at its discretion waive the use of the prescribed form.
- 3.41 The name of an applicant who has applied for membership shall be circulated and the application and student file made available to Board members at least seven (7) days prior to the meeting or vote at which the application is being considered.
- 3.42 Any member in good standing of an affiliated Association who takes up residency in Prince Edward Island must immediately apply to the affiliated Association for a transfer to the Prince Edward Island Association. Upon receipt from the affiliated Association of the transfer application, the Board shall allow the transfer and admit the application as a Member, provided, however, that the Board may prescribe examinations or a course of studies for maintenance of standard requirements to be satisfied or completed by the transferring member within a reasonable time following application for transfer.
- 3.43 The Association shall immediately notify an Affiliate Association when it becomes aware of a member who has taken up residency in the province of Prince Edward Island and, within a reasonable amount of time, no application for transfer has been received.
- 3.44 The Association shall suspend any member whose transfer of membership has been accepted and subsequently discovers that the member does not meet all qualifications for transfer.

Transfer to affiliated Association

- 3.50 Any member of the Prince Edward Island Association who takes up residency in another Province or Territory must immediately apply to the Prince Edward Island Association for transfer to the affiliated Association in the Province or Territory of the member's new residency. The member may, if so desired, retain membership in the Prince Edward Island Association as an Associate Member.
- 3.51 The Association shall suspend any member who has taken up residency outside Prince Edward Island, and who has not applied for membership in the affiliated Association in the Province or Territory of residency.

Resignation of member

- 3.60 A member may resign in good standing by a resignation submitted in writing to the Association provided that all indebtedness of the member to the Association has been paid in full in accordance with Articles 3.33 and 3.34.

