

**INSTITUTE OF
CHARTERED PROFESSIONAL ACCOUNTANTS
OF SASKATCHEWAN**

REGULATORY AND ADMINISTRATIVE BYLAWS

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I. REGULATORY BYLAWS (1-99)

A. TITLE

1.1 These Bylaws may be cited as *The Accounting Profession Regulatory Bylaws, 2018* (Saskatchewan).

B. INTERPRETATION

2.1 For the purpose of these Bylaws, except where otherwise stated,

- (a) “accounting services” means analysis, interpretation, advice or counsel related to financial information or a financial reporting standard contained in or applicable to general purpose financial statements and does not include:
 - (i) the practice of professional accounting;
 - (ii) management accounting; or
 - (iii) bookkeeping;
- (b) “Act” means *The Accounting Profession Act*, (Saskatchewan) as amended from time to time;
- (c) “assurance engagement” means performing an assurance engagement and issuing an assurance report in accordance with the Standards of Professional Practice published by CPA Canada, as amended from time to time, or an assurance engagement or a report purporting to be performed or issued, as the case may be, in accordance with those standards;
- (d) “audit engagement” means performing an audit engagement and issuing an auditor’s report in accordance with the Standards of Professional Practice published by CPA Canada, as amended from time to time, or an audit engagement or a report purporting to be performed or issued, as the case may be, in accordance with those standards;
- (e) “Board rule” means a rule approved by the Board consistent with and permitted under specific provisions in the Act or Bylaws;
- (f) “bookkeeping” means the preparation or maintenance of an entity’s accounting records including a trial balance and reports produced directly from such records;
- (g) “Bylaws” mean these Bylaws and any other Bylaws of the Institute that may be in force from time to time;
- (h) “cancellation” or “cancelled” means an action taken to strike a registrant’s name from the register of the Institute or to terminate a registrant’s licence;
- (i) “Certified Public Accountant certificate” means a certificate issued by one of the state boards of accountancy compliant with the federal *Uniform Accountancy Act* in the United States of America which makes similar provision to allow a person who holds a valid CPA designation granted by the Institute to obtain the Certified Public Accountant certificate granted by that state board;
- (j) “Chief Executive Officer” and “CEO” mean the individual appointed by the Board pursuant to Bylaw 114.1 of *The Accounting Profession Administrative Bylaws*;
- (k) “client” means a person, other than the member’s employer, who in the view of a reasonable observer enters into or places reliance on a relationship or engagement for professional services with a member or firm;

- (l) “compilation engagement” means an engagement completed or purporting to be completed in accordance with the Standards of Professional Practice published by CPA Canada, for the compilation of a financial statement, as amended from time to time;
- (m) “condition” means a specific obligation of a registrant which is mutually agreed upon between the Institute and the registrant;
- (n) “CPA Canada” means the national organization of Chartered Professional Accountants in Canada;
- (o) “CPA Canada competency map” means the competencies required of a registrant on the path to, and upon, certification as a Chartered Professional Accountant, as established and amended from time to time. The competency map will also form the basis for practical experience requirements;
- (p) “CPA Canada professional education program” means a graduate level program developed and delivered based on the CPA Canada competency map as amended from time to time;
- (q) “CPA Canada practical experience requirements” means the term of paid employment during which a candidate demonstrates the attainment of professional knowledge, skills, values, ethics and attitudes required for entry to the CPA Canada profession, as established and amended from time to time;
- (r) “Discipline Committee rule” means a rule approved by the Discipline Committee which is consistent with specific provisions in the Act or Bylaws and permitted under subsection 30(3) of the Act;
- (s) “experience verification program” means a training program which is not the pre-approved program;
- (t) “finance services” means providing advice related to treasury management, capital budgeting, business valuation or corporate finance transactions;
- (u) “former registrant” means a person whose registration with the Institute has been cancelled;
- (v) “immediate family member” means a spouse (or equivalent) or dependent;
- (w) “Legacy body” means The Institute of Chartered Accountants of Saskatchewan, The Society of Management Accountants of Saskatchewan and The Certified General Accountants Association of Saskatchewan, collectively or separately;
- (x) “Legacy designation” means a designation held by a member pursuant to section 59 of the Act;
- (y) “management accounting” means identifying management information requirements and developing the required systems and includes:
 - (i) planning;
 - (ii) forecasting;
 - (iii) budgeting;
 - (iv) management reporting;
 - (v) cost and revenue management; and
 - (vi) analysis or advice with respect to the foregoing;
- (z) “Mutual Recognition Agreement” or “Reciprocal Membership Agreement” means an agreement to facilitate a reciprocal granting of professional designations between CPA Canada and another international professional accounting body with eligibility requirements based on an extensive review of each other's accreditation policies and programs;
- (aa) “non-practice” means that for a twelve (12) month period ending in the fiscal year of CPA Saskatchewan, the member was:
 - (i) not engaged in the practice of the profession; and

- (ii) not relied upon based on his qualification as a professional accountant;
- (bb) “other regulated services” means any of the following professional services:
 - (i) accounting services;
 - (ii) bankruptcy and insolvency trusteeship or administration;
 - (iii) compilation engagements;
 - (iv) engagement quality control reviews;
 - (v) finance services;
 - (vi) forensic accounting;
 - (vii) management accounting; and
 - (viii) taxation services;and does not include the practice of professional accounting;
- (cc) “practice leader” means any member with the authority on behalf of a firm to sign or issue a report, opinion or advice related to the practice of professional accounting or other regulated services;
- (dd) “practice of the profession” or “professional service” means any service provided by a member related to a technical competency as set out in the CPA Canada competency map;
- (ee) “practice of professional accounting” means any of the sub-categories of professional service outlined in subsection 18(1) of the Act;
- (ff) “practice inspection” means inspecting the application of Standards of Professional Practice and the manner and methods of practice of registered and licensed firms by the Institute;
- (gg) “pre-approved program” means a training program of an employer approved by the applicable regulatory committee prior to the employer offering employment to a candidate;
- (hh) “professional corporation” means a corporation that has been incorporated and is in good standing pursuant to *The Business Corporations Act* (Saskatchewan) and meets the requirements of *The Professional Corporations Act* (Saskatchewan);
- (ii) “Provincial Institute” means a regulatory body for professional accountants established pursuant to legislation in any province or territory of Canada and The Institute of Chartered Professional Accountants of Bermuda;
- (jj) “public appointee” means a person appointed to the Board pursuant to section 9 of the Act;
- (kk) “public representative” means a person appointed by the Board to a regulatory committee pursuant to Bylaw 112.2 of *The Accounting Profession Administrative Bylaws*;
- (ll) “resignation” or “resign” means a voluntary application made by a registrant to cancel his registration or license and approved in accordance with the Rules;
- (mm) “restriction” means a limitation imposed by the Institute on the registration or licence of a registrant;
- (nn) “Rule” means any right, requirement or obligation of a registrant or duty or power of the Institute that is set out in the Act, a Bylaw, a Board rule, a Discipline Committee rule and the Rules of Professional Conduct, as established or amended from time to time;
- (oo) “Standards of Professional Practice” means assurance, audit, financial reporting, accounting and other standards pronounced by the Accounting Standards Boards or the Auditing and Assurance Standards Board and published in the CPA Canada Handbook and further includes other standards, as amended from time to time, approved and published by CPA Canada;
- (pp) “suspend” or “suspension” means an action taken by the Institute to temporarily or conditionally remove a registrant’s rights and privileges established pursuant to the Rules;
- (qq) “taxation service” means providing advice or interpretation with respect to taxation matters;

- (rr) “training program” means a training program which meets the standards and criteria of CPA Canada practical experience requirements and approved by the applicable regulatory committee;
- (ss) “trust account” means an account established at a financial institution by a registrant under the terms of a trust agreement;
- (tt) “trust agreement” means any agreement between a registrant and another person which specifies the parameters relating to the handling and administration of trust assets, including but not limited to an agreement which may establish a legal trust for which the registrant is the trustee, or an agreement which may establish any other relationship whereby the registrant receives trust assets;
- (uu) “trust assets” means all assets owned by another person which are delivered to or placed in the possession or custody of a registrant to be held or otherwise dealt with on behalf of the other person;
- (vv) “Rules of Professional Conduct” means the obligations and requirements for professional conduct and professional competence of registrants established by CPA Canada;

2.2 Bylaws and Board rules pertaining to members or firms providing services as a professional accountant through or in the name of a professional corporation shall apply to the professional corporation.

2.3 Singular includes plural, and *vice versa*.

2.4 Masculine includes feminine, and *vice versa*.

2.5 “In writing” applies to both paper and electronic form.

2.6 Headings are for convenience and reference only.

2.7 Terms defined in the Act have the same meaning in these Bylaws.

C. REGISTRANTS

General

Confidentiality

3.1 A registrant performing duties or exercising powers established by the Rules shall keep confidential all information and records obtained or maintained, except where the Rules require or allow the registrant to disclose information, or to report or take official action on the information and records.

3.2 Bylaw 3.1 does not apply to information or records where disclosure is made:

- (a) to the registrant’s legal counsel;
- (b) with the consent of the person to whom the information or record applies;
- (c) to the extent that the information or record is otherwise available to the public; or
- (d) as may otherwise be required by the law or to the extent set out in the Rules.

3.3 The Institute may provide information about a registrant, suspended registrant or former registrant to another Provincial Institute in which the person is currently registered or applying for registration, upon request from that other Provincial Institute.

3.4 The Institute may provide the information contained in the register under subsection 19(1) or section 50 of the Act about a registrant, suspended registrant or former registrant to CPA Canada.

Compliance

4.1 An individual who is submitting information to the Institute relating to his application for or renewal of registration, licence, or re-instatement shall not sign or associate with any letter, report, statement or representation which the applicant knows, or should know, is false or misleading.

4.2 A registrant or suspended registrant who becomes aware of his non-compliance with the Rules shall declare that non-compliance to the Registrar within thirty (30) days.

4.3 Each registrant by his application for and continuance of registration shall be deemed to have agreed to comply with the Rules.

4.4 Upon receipt of a notice in writing from the Institute, a registrant or suspended registrant shall submit to the Institute any documents or records required pursuant to the Rules in a manner and within the time specified in the Rules or notice.

Delivery of Notice

5.1 In addition to the methods of service of notices prescribed by section 53 of the Act and unless otherwise specifically provided in the Rules, any document, notification, letter or other form required to be given or sent to a registrant or suspended registrant by the Institute pursuant to the Rules may be delivered or served as the case may be when:

- (a) a facsimile number has been designated by the registrant or suspended registrant, by facsimile transmission addressed to the designated facsimile number; or
- (b) an electronic address has been designated by the registrant or suspended registrant, by electronic transmission addressed to the designated electronic address.

5.2 A document, notification, letter or other form shall be deemed to be received by the registrant or suspended registrant on the:

- (a) day it is personally delivered;
- (b) tenth (10th) calendar day after the day it is mailed;
- (c) business day next following the day of the facsimile transmission;
- (d) business day next following the day of the electronic transmission; or
- (e) business day next following the day of the delivery or service by courier.

5.3 A document, notification, letter or other form required to be given or sent to the Institute by a registrant or suspended registrant pursuant to the Rules may be:

- (a) delivered or served personally on the Registrar; or
- (b) sent by mail, facsimile, electronic transmission, courier or any electronic medium by which the Institute is able to receive data, to the attention of the Registrar;

provided that anything required to be in a form approved by the applicable regulatory committee is in such form, that anything required to be signed is signed, and that anything required to be received at the Institute within a period of time or by a specific date is received within such time or by such date.

Special Meetings

6.1 A special meeting of the members of the Institute shall be held at such place and time in Saskatchewan as the Board may determine.

6.2 The Board shall convene a special meeting within sixty (60) days of a request in writing of at least one percent (1%) of members but not less than fifty (50) members. Such written request shall be delivered to the Registrar, which includes signatures from all members requesting the meeting and states the nature of the business that is proposed to be considered at the meeting.

7-9 are left blank at this time.

Application and Qualifications

10.1 Application for registration shall be in the form approved by the applicable regulatory committee and filed as specified by the Rules. The applicable regulatory committee may, in its discretion, waive the use of the form in special circumstances.

10.2 The Board shall establish Rules for the procedures for registration of persons, including the terms or conditions on the registration of those persons or any category of persons, as registrants.

10.3 A registrant may apply in writing to the Registrar to have any conditions on his registration amended or removed.

10.4 To maintain registration, a registrant shall provide information and make declarations annually in the form approved by the applicable regulatory committee.

Candidates

11.1 To qualify for registration as a candidate of the Institute an individual shall provide evidence of successful completion of:

- (a) an undergraduate or graduate degree; and
- (b) specified subject area coverage as outlined in the CPA Canada competency map approved by the Board.

11.2 The Board may approve an educational institution to administer the registration of candidates and the delivery of the CPA Canada professional education program.

11.3 An individual who is approved for registration as a candidate pursuant to Bylaw 11.1 by the Institute shall be accepted by an educational institution referenced under Bylaw 11.2.

11.4 An individual who is a member:

(a) of a professional accounting body with which CPA Canada maintains a Mutual Recognition Agreement or a Reciprocal Membership Agreement; or

(b) who holds a Certified Public Accountant certificate;

and who provides evidence of being a member in good standing with said professional accounting body or the state board of accountancy shall be registered as a candidate of the Institute.

11.5 An employer shall apply to the applicable regulatory committee to train candidates in a pre-approved program.

11.6 The Board may establish Rules for the training program.

11.7 A candidate is not a member of the Institute and has none of the rights associated with registration as a member.

Members

12.1 To qualify for registration as a member of the Institute a candidate or individual shall, upon application, meet the requirements specified in Bylaws 12.2, 12.3, 12.4, 12.7 or 12.10.

Membership application from a Candidate

12.2 An individual who is a candidate under Bylaw 11.1 and who provides evidence of successful completion of:

(a) all courses and examinations that constitute the program of professional education as approved and published by the Board and by CPA Canada, and which meets the standards specified in the CPA Canada professional education program; and

(b) all components of required practical experience as approved and published by the Board and by CPA Canada, and which meets the standards specified in the CPA Canada practical experience requirements;

shall be registered as a member of the Institute.

Membership application from a Candidate under a Mutual Recognition Agreement or Reciprocal Membership Agreement.

12.3 An individual who is a candidate under Bylaw 11.4 and completes the education and experience requirements specified by the Board in the Rules shall upon application be registered as a member of the Institute.

Membership application under Labour Mobility

12.4 Subject to Bylaws 12.5 and 12.6:

- (a) for purposes of subclause 20(2)(c)(i) of the Act, an individual providing evidence of registration in good standing equivalent to a professional accountant pursuant to the legislation of another jurisdiction in Canada, shall be registered as a member of the Institute; and
- (b) for the purposes of subsections 20(4) and (5) of the Act, an individual providing evidence of registration in good standing for a category of practice in another jurisdiction in Canada, shall be deemed to have demonstrated competence and proficiency in that category of practice.

12.5 An individual referenced in Bylaw 12.4 may be required to provide evidence of:

- (a) professional liability coverage;
- (b) a criminal background check or a posted bond;
- (c) good moral character; and
- (d) knowledge of the Rules.

12.6 An individual referenced in Bylaw 12.4 who is restricted in any category of practice or who has conditions placed on any category of practice in another jurisdiction in Canada, shall have the equivalent restrictions or conditions in Saskatchewan.

Membership application from Bermuda

12.7 Subject to Bylaws 12.8 and 12.9, an individual providing evidence of registration in good standing:

- (a) in the Institute of Chartered Professional Accountants of Bermuda may be registered as a member of the Institute; and
- (b) in a category of practice in the Institute of Chartered Professional Accountants of Bermuda may be deemed to have demonstrated competence and proficiency in that category of practice.

12.8 An individual referenced in Bylaw 12.7 may be required to provide evidence of:

- (a) professional liability coverage;
- (b) a criminal background check or posted bond;
- (c) good moral character; and
- (d) knowledge of the Rules.

12.9 An individual referenced in Bylaw 12.7 who is restricted in any category of practice or who has conditions placed on any category of practice by the Institute of Chartered Professional Accountants of Bermuda, may have the equivalent restrictions or conditions in Saskatchewan.

Membership application from a former member

12.10 An individual whose registration as a member was cancelled shall upon application, to the applicable regulatory committee for determination, provide evidence of:

- (a) good moral character;
- (b) competence; and
- (c) knowledge of the Rules.

12.11 The Board may establish Rules for registration of individuals whose registration as a member was previously cancelled.

Categories of Practice

13.1 There are four (4) categories of practice of the profession:

- (a) the practice of professional accounting to or for the benefit of a client;
- (b) other regulated services to or for the benefit of a client;
- (c) professional service to or for the benefit of a client other than the practice of professional accounting or other regulated services; and
- (d) professional service to or for the benefit of an employer.

13.2 A member prior to practicing professional accounting or providing other regulated services to or for the benefit of a client, shall apply for a registration of a firm in accordance with Bylaw 14.1 except when exempt pursuant to Bylaw 14.2.

13.3 A member prior to practicing professional accounting shall also apply for a licence in accordance with Bylaws 16.2 or 17.1, except when exempt pursuant to subsection 18(3) of the Act.

Firm

14.1 To qualify for registration as a firm of the Institute, a member, or group of members, shall upon application provide:

- (a) evidence of experience and education in each sub-category of professional service;
- (b) a list of practice leaders, members and candidates providing professional service through the firm;
- (c) evidence of professional liability insurance pursuant to Bylaw 24.1;
- (d) evidence of the legal structure of the firm; and
- (e) any other information specified in the Rules.

14.2 Subject to Bylaw 14.3, a member providing other regulated services qualifies for an exemption from registration of a firm when the professional service provided is:

- (a) to three (3) or fewer clients;
- (b) as an officer or director in a volunteer capacity;
- (c) to or through a registered firm; or
- (d) governed by another professional regulatory body established pursuant to legislation in Saskatchewan.

14.3 A member shall submit a declaration regarding his eligibility for exemption under Bylaw 14.2 in the form approved by the applicable regulatory committee which shall indicate:

- (a) the subclause in Bylaw 14.2 which applies; and

(b) his professional services are not advertised, marketed or otherwise promoted to the public other than by an application for employment.

14.4 Upon receipt of a notice in writing from the Institute and within the time specified in the Rules or notice, a member shall submit to the Institute evidence with particulars of compliance with the requirements specified in Bylaws 14.2 and 14.3.

14.5 Each firm shall have a name which:

- (a) is not misleading;
- (b) does not contravene professional good taste; and
- (c) is in accordance with the Rules established by the Board.

14.6 A firm whose name, title or description includes reference to a Legacy designation shall include the designation "Chartered Professional Accountant" or "Comptable Professionnel Agréé" or the initials "CPA".

14.7 The Registrar may approve a firm registration only if the name complies with Bylaw 14.5 and 14.6.

14.8 A candidate shall not apply to register a firm.

Professional Corporation

15.1 A member or firm intending to practice in the name of a professional corporation shall apply for a professional corporation permit pursuant to *The Professional Corporations Act* in the form approved by the applicable regulatory committee and shall provide evidence:

- (a) of the good standing of the corporation as defined in *The Business Corporations Act*;
- (b) of compliance with the provisions of *The Professional Corporations Act*;
- (c) legal and beneficial ownership of the shares;
- (d) that the registered directors are members;
- (e) that each person who is not a member or firm employed or engaged by the professional corporation is under the direction and supervision of a member or firm; and
- (f) that professional liability insurance coverage relating to the services provided through the professional corporation is in accordance with the Rules.

15.2 Each professional corporation shall have a name which includes the designation "Chartered Professional Accountant(s)" or "Comptable Professionnel Agréé(s)" or initials "CPA('s)."

15.3 A suspended registrant shall not practice through a professional corporation.

15.4 Subject to Bylaw 15.5, a shareholder of a professional corporation who ceases to be a member pursuant to Bylaws 33.5 or 33.6 shall within thirty (30) days of cancellation of registration:

- (a) dispose of his shares; or
- (b) change the name such that it no longer references the designation "Chartered Professional Accountant" or "Comptable Professionnel Agréé", the initials of "CPA" or professional corporation.

15.5 A shareholder of a professional corporation who makes an application to the Board under Bylaw 38.1 may defer:

- (a) disposition of shares; or
 - (b) changes to the name of the professional corporation
- until such time as the review is complete.

Term and Renewal for a Professional Corporation

15.6 The term of a permit for a professional corporation shall be for a period of time which is the lesser of: one (1) year or the period of time between approval and December 31.

15.7 A member or firm continuing to practice in the name of a professional corporation shall apply annually for renewal in a manner established in the Rules.

15.8 The fee payable for a professional corporation permit upon initial application shall be \$150 and is due at the time of application.

15.9 The fee payable for a professional corporation permit upon renewal shall be \$75 and is due at the time of application.

Licensing

16.1 To qualify for a license a member or firm prior to practicing professional accounting shall upon application meet the requirements specified in Bylaws 16.2, 16.3, 16.4 or 16.5.

16.2 Subject to Bylaw 16.1, an application for a licence for a member shall:

- (a) be made to the Registrar in the form approved by the applicable regulatory committee;
- (b) provide evidence that the member has:
 - (i) satisfactorily completed the practical experience that meets the requirements as established in the Rules;
 - (ii) achieved verifiable continuing professional development specific to the practice of professional accounting as established in the Rules; and
 - (iii) completed an assessment of competency in the practice of professional accounting as established in the Rules; and
- (c) include any other information requested by the Registrar.

16.3 An application for a licence for a firm shall:

- (a) be made to the Registrar in the form approved by the applicable regulatory committee;
- (b) include information on each licensed member; and
- (c) include any other information requested by the Registrar.

16.4 Further to Bylaw 24.1, a licensed firm shall maintain professional liability insurance as set out in the Rules.

16.5 A licensed member and firm shall:

- (a) apply for renewal to the Registrar in the form approved by the applicable regulatory committee;
- (b) provide evidence annually to the Registrar that during the last year the licensed member met the qualifications to maintain a licence established by the Rules; and
- (c) include any other information requested by the Registrar.

16.6 A member shall submit a declaration regarding his eligibility for exemption under subsection 18(3) of the Act in a form approved by the Registrar.

16.7 A licensed member or firm that at any time does not meet the requirements to maintain the licence shall notify the Registrar in writing within thirty (30) days from the date of non-compliance with the requirements.

16.8 The Registrar shall specify terms and conditions upon a licence as established by the Rules.

16.9 A licence issued to a member or firm shall:

- (a) be in a form approved by the Board;
- (b) specify the approved sub-category or sub-categories of the practice of professional accounting;
- (c) specify the conditions or restrictions of the licence as set out in the Rules; and
- (d) be signed by the Registrar.

16.10 Every licence shall remain the property of the Institute and the Institute may demand the immediate return of the licence when the registration or licence of a member or firm:

- (a) is resigned;
- (b) is suspended; or
- (c) is cancelled.

16.11 A licensed member or firm may apply in writing to the Registrar to have any conditions on his licence amended or removed.

16.12 Further to section 22 of the Act and Bylaws 21.1 and 21.2, a licensed firm may use the term "Licensed Professional Accountant" or "Comptable(s) professionnel(s) agréé(s) experts comptable(s) autorisé(s)" when signing assurance reports issued under the name of the licensed firm.

Labour Mobility Licensing

17.1 Notwithstanding Bylaws 25.1 and 25.9, an individual referenced in Bylaw 12.4 who is engaged in the practice of professional accounting and satisfies all the requirements in Bylaw 12.4, shall be provided a license upon application pursuant to subsection 20(4) of the Act.

17.2 An individual referenced in Bylaw 12.4, whose practice of professional accounting is restricted by another jurisdiction in Canada, shall have the equivalent restriction in Saskatchewan for purposes of subsections 20(4) and 20(5) of the Act.

Requirements and Obligations

Register

18.1 The register is the responsibility of the Registrar and the Registrar shall report to the Board on matters related to the register at least annually.

18.2 The register for registrants and suspended registrants will include the information specified in subsection 19(1) and section 50 of the Act and any other information specified in the Rules.

18.3 Each registrant and suspended registrant shall advise the Institute in writing within thirty (30) days of any changes to his information in the register as required pursuant to Bylaw 18.2.

Certificate and Permit

19.1 A certificate issued to a member shall be in the form approved by the Board and shall be signed by the Chair and another officer designated by the Board and shall bear the seal of the Institute.

19.2 A permit issued to a firm or professional corporation shall be in the form approved by the Board and shall be signed by the Registrar.

19.3 The Registrar shall specify terms and conditions on a member's certificate or a firm's registration permit as established in the Rules.

19.4 Each certificate and permit shall remain the property of the Institute and the Institute may demand the immediate return of the certificate or permit held by a member or firm:

- (a) when the member or firm resigns from the Institute;
- (b) when the member or firm is suspended from the Institute; or
- (c) when the member's or firm's registration is cancelled by the Institute.

Honorary and Fellow Members

20.1 A member in good standing may, by a two-thirds (2/3) vote of the Board, be designated on the register as a fellow of the Institute.

20.2 A deceased individual who was a member in good standing during his lifetime may, by a two-thirds (2/3) vote of the Board be admitted posthumously as a fellow of the Institute.

20.3 A member who has been designated as a fellow on the register and who:

- (a) is suspended shall, by a two-thirds (2/3) vote of the Board, have his registration as a fellow of the Institute cancelled; or
- (b) ceases to be a member, shall cease to be a fellow of the Institute.

20.4 An individual may, by a two-thirds (2/3) vote of the Board, be designated on the register as an honorary member of the Institute.

20.5 An honorary member has none of the rights and privileges associated with registration as a member.

20.6 An individual who has been conferred honorary registration may have their honorary registration in the Institute cancelled by a two-thirds (2/3) vote of the Board.

Use of Designation

21.1 A member or firm may use the title “professional accountant” or the designation “Chartered Professional Accountant” or “Comptable Professionnel Agréé” or the initials “CPA”.

21.2 A member who is designated under Bylaw 20.1 may use the designation “Fellow Chartered Professional Accountant” or “Collegues comptable professionnel agréé” or the initials “FCPA”.

21.3 A member shall apply to the Registrar for use of the “Certified Public Accountant” designation and provide evidence of his Certified Public Accountant certificate.

21.4 Further to Section 22 of the Act, no member shall use the title “Accredited Public Accountant” or “Registered Industrial Accountant” or the initials “AAPA”, “ACA”, “APA”, “FAPA” or “RIA”.

21.5 A member approved by the Registrar under Bylaw 21.3 shall disclose the name of the applicable Certified Public Accountant jurisdiction in the United States of America in the following manner: “Chartered Professional Accountant, legacy designation, Certified Public Accountant (State)”, or “CPA, legacy initials, CPA (State)”, as applicable.

21.6 Subject to Section 59 of the Act, a member may use the legacy designation “Chartered Accountant”, “Certified Management Accountant” or “Certified General Accountant” or the initials “CA”, “CMA, or “CGA” only when the legacy designation is used in conjunction with the use of the designation “Chartered Professional Accountant” or the initials “CPA”.

Bankruptcy and Insolvency

22.1 A registrant shall advise the Institute, in writing, within thirty (30) days if the registrant:

- (a) has made an assignment or a proposal pursuant to the *Bankruptcy and Insolvency Act* (Canada);
- (b) has been served with a petition pursuant to the *Bankruptcy and Insolvency Act* (Canada);
- (c) has been found guilty of violating the provisions of the *Bankruptcy and Insolvency Act* (Canada), notwithstanding whether said registrant has filed or may file an appeal; or
- (d) has had any judgment or enforcement charge issued against the registrant by a court in Canada relating to a debt in an amount exceeding one thousand dollars (\$1,000) which has remained unsatisfied for a period of fifteen (15) days from the date of the personal service of a filed copy of the judgment or enforcement charge.

22.2 The Board shall establish Rules for the review and determinations with respect to information submitted by a registrant under Bylaw 22.1.

Continuing Professional Development (CPD)

23.1 Every member shall participate in continuing professional development pursuant to the Rules.

23.2 The minimum hours requirement for continuing professional development is the standard as specified by CPA Canada, as amended from time to time. The current standard is one hundred and twenty (120) hours of continuing professional development every three (3) years and twenty (20) hours annually.

23.3 The minimum hours requirement for verifiable continuing professional development is the standard as specified by CPA Canada, as amended from time to time. The current standard is sixty (60) hours of verifiable continuing professional development every three (3) years and ten (10) hours annually.

23.4 The minimum hours requirement for verifiable continuing professional development specific to ethics is the standard as specified by CPA Canada, as amended from time to time. The current standard is four (4) hours of verifiable continuing professional development every three (3) years.

23.5 The Board may establish additional requirements or exemptions for verifiable and unverifiable continuing professional development.

23.6 A member may apply for an exemption of the requirements specified in Bylaws 23.2, 23.3 and 23.4.

23.7 A member who satisfies the criteria for exemption shall have all or a portion of the member's continuing professional development requirements waived.

23.8 A member shall submit a report in the form and within the time established by the applicable regulatory committee declaring whether the requirements for continuing professional development have been fulfilled.

23.9 Upon receipt of a notice in writing from the Institute, a member shall submit to the Institute documentation which is acceptable to the Institute and demonstrates completion of continuing professional development activities which fulfill the requirements under Bylaws 23.2, 23.3 and 23.4 with particulars, and within the time specified in the Rules or notice.

Professional Liability Insurance

24.1 Every firm shall carry professional liability insurance in accordance with the Rules established by the Board.

24.2 Every firm shall provide to the Institute a certificate of professional liability insurance coverage which states the amount of insurance carried, the anniversary date of the policy and any other information as set out in the Rules.

24.3 Every firm shall request an endorsement to the insurance contract to require the insurer to advise the Institute of a cancellation or reduction in coverage.

24.4 Every firm shall advise the Institute of a policy cancellation or reduction in coverage within fifteen (15) days of such cancellation or reduction.

24.5 Every firm that ceases to practice or disposes of all or some of its practice shall ensure that insurance covering its services rendered prior to the cancellation or disposition is maintained for six (6) years following such cancellation or disposition.

25 and 26 are left blank at this time.

Practice Inspection

27.1 Every firm shall be subject to practice inspection as established in the Rules.

27.2 Every firm shall be given reasonable notice of the inspection and such notice shall include the name of the practice inspector conducting the inspection.

27.3 Every firm given notice under Bylaw 27.2 may request a review of the assignment of the inspector named in the notice.

27.4 The decision for the outcome of a practice inspection shall be made by the applicable regulatory committee and may include one (1) or more of the following:

- (a) no further action required;
- (b) a corrective action plan be received from the firm within a specified time period set by the applicable regulatory committee;
- (c) a partial or full re-inspection be completed within a specified time period set by the applicable regulatory committee;
- (d) a referral to the applicable regulatory committee to restrict the practice of the member or firm or to reduce or suspend the firm's ability to train candidates; and
- (e) a written complaint be issued to the Professional Conduct Committee.

27.5 Where a licensed member or firm is registered with the Institute and participates in the Canadian Public Accountability Board's (CPAB) Auditor Oversight Program established under Canadian Securities Administrators National Instrument 52-108, Auditor Oversight, as amended from time to time, information related to or arising out of the practice inspection of the licensed member or firm shall be shared with CPAB.

Trust Asset Review

28.1 The Board shall establish Rules relating to the review of administration of trust assets by a registrant.

28.2 A registrant in the administration of trust assets shall at a minimum comply with:

- (a) the provisions of *The Trustee Act, 2009* (Saskatchewan) as amended from time to time;

- (b) the trust agreement; and
- (c) the Rules.

28.3 All records shall be made available in Saskatchewan for review by a practice inspector and the applicable regulatory committee.

28.4 A registrant shall notify the Institute annually on the form approved by the the applicable regulatory committee if the registrant holds a trust account or trust assets and shall declare whether the registrant complies with the provisions of the Rules.

28.5 A suspended registrant shall not administer trust assets.

Resolution of Inquiries

29.1 The Board shall establish Rules relating to review and resolution of matters in dispute involving a registrant where the matters are such that professional misconduct or professional incompetence are not disclosed in an inquiry received in writing.

29.2 On receipt of an inquiry from a person with respect to services provided by a registrant or a statement of account of a registrant, the Institute shall review and attempt to resolve the matter in accordance with Rules established by the Board.

30 is left blank at this time.

D. RESTRICTIONS, SUSPENSIONS, RESIGNATIONS, CANCELLATIONS

Restriction

31.1 A restriction may be imposed where a registrant has not complied with a condition or a requirement specified in a Rule or a notice within the time specified in a Rule or a notice.

31.2 Upon satisfaction of the requirements specified in a notice of restriction, the registrant may apply in writing for removal of the restriction made or imposed pursuant to Bylaw 31.1.

31.3 The Board shall establish Rules to impose or remove a restriction on a registration or a licence.

Resignation

32.1 A registrant or suspended registrant may apply to the Registrar to resign his registration from the Institute in the manner specified in the Rules.

32.2 Approval by the Registrar of a resignation shall not release the registrant or suspended registrant from indebtedness owing to the Institute.

32.3 The Registrar shall not approve an application for resignation when the registrant or suspended registrant:

- (a) is the subject of an outstanding determination by a regulatory committee or the Board; or
- (b) is the subject of an investigation or a discipline proceeding of the Institute; or
- (c) has not complied fully with a disciplinary order.

32.4 The Registrar may not approve an application for resignation unless prior approval has been given by an applicable regulatory committee when the registrant has not:

- (a) paid in full any fee assessed by the Institute; or
- (b) participated in continuing professional development pursuant to the Rules.

32.5 The Board shall establish Rules for cancellation of a registration or licence when a registrant resigns.

Non-Disciplinary Enforcement

Suspension

33.1 The Board shall establish Rules for suspension of registration rights where a registrant has not complied with:

- (a) a requirement specified in a Rule or a notice within the time specified in a Rule or a notice;
or
- (b) a restriction imposed by the Rules made under Bylaw 31.1.

33.2 Bylaw 33.1 does not apply when the suspension is made pursuant to sections 29, 32 or 36 of the Act.

33.3 A registrant may submit a response in writing regarding the recommendation to suspend his registration rights as established in the Rules.

Obligation of Suspended Registrants

33.4 Further to section 52 of the Act, and Bylaw 33.1, during the period of suspension of registration rights, the suspended registrant shall continue to be responsible for all fees assessed by the Institute and to be subject to the authority of the Institute as fully and to the same extent as if registration rights had not been suspended.

Cancellation

33.5 When a suspended registrant continues to not comply with the Rule underlying the suspension for a period of one (1) year after the original date of non-compliance his registration shall be cancelled.

33.6 A registrant or suspended registrant who is not eligible to work in Canada shall have his registration cancelled.

33.7 A registrant or suspended registrant may submit a response in writing to the Board regarding the recommendation to cancel his registration or licence under the Rules established under Bylaw 33.8.

33.8 The Board shall establish Rules for cancellation of a registration or licence.

Reports and notice of restriction, suspension or cancellation

34.1 A written notice shall be sent to the registrant within thirty (30) days of a resignation, restriction, suspension or cancellation of a registration or a license, as the case may be.

34.2 Unless an application has been made under Bylaw 38.1, the Registrar shall publish a notice in accordance with the Rules pertaining to a registrant's resignation, restriction, suspension or cancellation, as the case may be, within sixty (60) days of the notice being sent to the registrant under Bylaw 34.1.

34.3 Unless an application has been made under Bylaw 38.1, the Registrar shall communicate to any other Provincial Institute with which the registrant is registered and to CPA Canada of the resignation, restriction, suspension or cancellation, as the case may be, within sixty (60) days of the notice being sent to the registrant under Bylaw 34.1.

34.4 A written report shall be sent to the employer of a person when their registration with the Institute is restricted, suspended, or cancelled.

35 is left blank at this time.

E. RE-ENTRY, RE-STATEMENT, REMOVAL OF RESTRICTIONS

Re-entry

36.1 The process of re-entry is reserved for individuals who were candidates within the last ten (10) years and who had:

- (a) an application for resignation as a candidate approved; or
- (b) registration as a candidate suspended or cancelled because all attempts on evaluations were exhausted.

36.2 The application by an individual for re-entry as a candidate shall:

- (a) be in the form approved by the applicable regulatory committee in the Rules;
- (b) require the individual to restart the CPA Canada professional education program;
- (c) include evidence of the requirements for registration contained in Bylaw 11.1; and
- (d) be considered in accordance with the Rules established by the Board.

Re-instatement

37.1 Re-instatement of registration is reserved for an individual who is either:

- (a) a suspended registrant, or
- (b) a person described in subsection 41(1) of the Act.

37.2 An application by a suspended registrant for re-instatement of registration shall be considered in accordance with the Rules established by the Board when the individual has:

- (a) paid all amounts owing to the Institute;
- (b) satisfied any outstanding conditions or restrictions at the time of suspension; and
- (c) provided evidence that the individual is competent and of good character.

F. REVIEW BY THE BOARD

Review and Determination by the Board

38.1 The Board shall establish Rules for review of decisions made by the Registrar or an applicable regulatory committee.

38.2 Bylaw 38.1 does not apply to:

- (a) decisions or determinations made by the Professional Conduct Committee or Discipline Committee pursuant to sections 28, 31 or 32 of the Act;
- (b) appeals made pursuant to section 37 of the Act; or
- (c) applications for reinstatement made pursuant to section 41 of the Act.

39 is left blank at this time.

G. CONDUCT AND DISCIPLINE

Interpretations

40.1 For purposes of Bylaws 40.1 to 50.1, except as otherwise stated:

- (a) “formal complaint” means the complaint or charges contained in the report prepared by the Professional Conduct Committee for determination by the Discipline Committee under clause 28(2)(a) of the Act;
- (b) “complainant” means the person who provided a written complaint to the Institute pursuant to subsection 28(1) of the Act; and
- (c) “respondent” means the registrant whose conduct is the subject of the formal complaint made pursuant to clause 28(2)(a) of the Act.
- (d) “written complaint” means a document in writing received or obtained by the Institute from which an allegation of professional misconduct or professional incompetence of a registrant can be determined and which document contains the name of said registrant.

Receipt of Complaints

41.1 When the Board determines it is appropriate to request the Professional Conduct Committee to consider a complaint pursuant to subsection 28(1) of the Act, the Board shall direct the Registrar to prepare and forward the complaint in writing to the Professional Conduct Committee.

41.2 When a registrant or suspended registrant has not, in the opinion of the Registrar or applicable regulatory committee, taken reasonable steps to cooperate with the regulatory processes of the Institute, the Registrar may make a written complaint.

41.3 All Rules pertaining to Conduct and Discipline shall apply to a complaint received from the Registrar.

Professional Conduct Committee

42.1 The chair of the Professional Conduct Committee shall have authority:

- (a) to determine whether information received by the Institute is a written complaint;
- (b) to direct Institute employees or officers to obtain additional information prior to making the determination under Bylaw 42.1(a);
- (c) to review and assess, and direct Institute employees or officers, to review all the information obtained pursuant to Bylaws 42.1(a) and 42.1(b);
- (d) to refer the matter to a committee (other than the Professional Conduct Committee or the Discipline Committee), Institute employees or officers, for intervention, mediation, or resolution;
- (e) to appoint one or more persons who shall investigate the complaint;
- (f) to determine the scope of the investigation required under subsection 28(1) of the Act;
- (g) to determine the expanded scope of an investigation or the scope of an additional investigation where the investigators obtain information which suggests an expansion of an investigation or an additional investigation should be considered;
- (h) to determine that an investigation be discontinued where the complainant declines to provide information which is essential to complete an investigation; and
- (i) to appoint the person who shall prosecute the complaint under subsection 31(2) of the Act.

42.2 The complaint is deemed to be received by the Professional Conduct Committee under subsection 28(1) of the Act when the chair determines that it is a written complaint under Bylaw 42.1(a). The complaint becomes a complaint of the committee at that time and an investigation shall be completed unless Bylaw 42.1(h) applies.

Determinations of No Further Action

43.1 The Professional Conduct Committee reserves discretion in each situation to determine when an investigation has been completed.

43.2 Without restricting or limiting the discretion granted to the Professional Conduct Committee in subclause 28(2)(b)(ii) of the Act, the Professional Conduct Committee may make a recommendation that no further action be taken when:

- (a) it receives the registrant's written consent to the outcome, direction and conditions proposed by the Professional Conduct Committee; and
- (b) it directs the registrant to take or submit to one or more of the following actions:
 - (i) successfully complete professional development courses specified by the committee;
 - (ii) undergo a practice inspection;
 - (iii) not administer trust assets;
 - (iv) not perform specified services; or
 - (v) restrict his practice to only perform services specified by the committee.

Authority of the Professional Conduct Committee

44.1 The Professional Conduct Committee shall, in the execution of its duties under section 28 of the Act and without limiting the generality thereof, have authority:

- (a) to require a registrant to provide books, documents and files in the registrant's possession, custody or control whether in paper or electronic form;
- (b) to engage or employ a person including any employees or officers of the Institute to assist the committee in its investigation;
- (c) to approve the charge comprising the formal complaint to be heard by a discipline hearing panel, which charge shall be included in a report to the Discipline Committee; and
- (d) to approve an amendment to the formal complaint where the committee determines that the formal complaint fails to include all applicable instances of professional misconduct or professional incompetence, as the case may be, and which amendment shall be included in an amended report to the Discipline Committee.

44.2 No person who has a connection to the respondent, the complainant or the subject matter of the initial complaint, where an inference could be drawn that the connection could influence a decision of the person during the investigation or the decision of the committee relating to the complaint, shall be appointed as an investigator or participate as a member of the Professional Conduct Committee.

44.3 Bylaw 44.2 does not apply to a person whose connection results from the role as investigator or committee member.

Dispute Resolution

45.1 Before advising the Discipline Committee the matter has been resolved with the consent of the complainant and the registrant who is the subject of the investigation pursuant to subclause 28(2)((b)(i) of the Act, the Professional Conduct Committee shall obtain the complainant's written declaration that he will comply with any direction issued by the committee which it identifies as necessary to appropriately resolve the matter.

Discipline Committee

46.1 Subject to Bylaw 47.1, for purposes of exercising its powers, five (5) members of the Discipline Committee, one of whom shall be a public appointee or a public representative, shall be the quorum of the committee.

Discipline Hearing Panel

47.1 A Discipline Hearing Panel established by the Discipline Committee to hear and determine one or more formal complaints shall be approved by the chair of the Discipline Committee and shall consist of at least five (5) members of the Discipline Committee.

47.2 No person who has a connection to the respondent, the complainant or the subject matter of the formal complaint, where an inference could be drawn that the connection could influence that person's decision during the discipline hearing, shall be appointed to a discipline hearing panel.

47.3 The person appointed as chair of the discipline hearing panel shall be delegated authority from the chair of the Discipline Committee to administer the oaths or affirmations of witnesses giving testimony.

Parties to a Discipline Proceeding

48.1 The parties to a discipline proceeding are the respondent against whom the formal complaint has been made and the Professional Conduct Committee.

Discipline Committee Orders

49.1 Where the Discipline Committee determines that the respondent is guilty of professional misconduct or professional incompetence and makes an order pursuant to subsection 32(1) or subsection 32(2) of the Act, the committee shall inform the members and any other interested persons of its decision and order in the manner the committee considers appropriate.

Notification to other Institutes

50.1 Where the register indicates that a registrant:

- (a) is a member in another professional accounting body recognized by CPA Canada; or
- (b) is registered as the equivalent of a professional accountant pursuant to the legislation of another jurisdiction in Canada;

and where the registrant is subject to a formal complaint or to an order made pursuant to the Act, the Institute shall notify the other professional accounting body regarding the formal complaint or the order, as the case may be, in accordance with the procedures established in the Rules.

Notice of Conduct Investigations

51.1 Where a licensed member or firm is registered with the Institute and participates in the Canadian Public Accountability Board's (CPAB) Auditor Oversight Program established under Canadian Securities Administrators National Instrument 52-108, Auditor Oversight, as amended

from time to time, information related to or arising out of the conduct investigation of the licensed member or firm shall be shared with CPAB.

Notice of Suspension or Expulsion under the Act

52.1 Notice of a suspension or expulsion ordered pursuant to sections 29, 32 or 36 of the Act shall be published in accordance with the Rules established by the Board or the Discipline Committee.

53-59 are left blank at this time.

H. TRANSITIONAL PROVISIONS

Candidates

60.1 A Legacy body candidate who has not successfully completed his education or certification programs by the end of September 2015 shall be bridged into the CPA Canada certification program through transitional programs in accordance with the Rules.

60.2 The practical experience obtained by a Legacy body candidate that meets the criteria of a legacy body education program shall be valid in assessing total practical experience required in order to be registered as a member pursuant to Bylaw 12.2.

60.3 A Legacy body candidate who completes the Legacy designation education program commenced prior to the date the Act comes into force and who becomes a member, shall use the Legacy designation of the Legacy body with which the candidate was affiliated or registered prior to the date the Act comes into force in accordance with section 59 of the Act as if the member was a member of the Legacy body.

Rules of Professional Conduct

61.1 The Institute adopts, and all registrants or suspended registrants shall comply with, the Institute of Chartered Accountants of Saskatchewan Standards and Rules of Professional Conduct as approved by the Board and amended from time to time until such time as Rules of Professional Conduct are established.

62-99 are left blank at this time.

II. ADMINISTRATIVE BYLAWS (100-199)

A. TITLE

101.1 These Bylaws may be cited as The Accounting Profession Administrative Bylaws 2014 (Saskatchewan).

B. INTERPRETATION

102.1 For the purpose of these Bylaws, except where otherwise stated:

(a) “Act” means The Accounting Profession Act, 2014 (Saskatchewan) as amended from time to time.

[June 2015]

(b) “Affiliate member” means a member who has designated their member registration with another provincial institute as their primary member registration in Canada.

[February 2016]

(c) “Board rule” means a rule approved by the Board consistent with and permitted under specific provisions in the Act or Bylaws.

(d) “Bylaws” mean these Bylaws and any other Bylaws of the Institute that may be in force from time to time.

(e) “Chief Executive Officer” and “CEO” mean the individual appointed by the Board pursuant to Bylaw 113.1.

(f) “CPA Canada” means the national organization for Chartered Professional Accountants in Canada.

(g) “Discipline Committee rule” means a rule approved by the Discipline Committee which is consistent with specific provisions in the Act or Bylaws and permitted under subsection 30(3) of the Act.

[June 2015]

(h) “electronic ballot or proxy” means a ballot or proxy that may be transmitted through the use of the internet or other electronic service.

(i) “Legacy body” means The Institute of Chartered Accountants of Saskatchewan, The Society of Management Accountants of Saskatchewan and The Certified General Accountants Association of Saskatchewan, collectively or separately.

(j) “Legacy designation” means a designation held by a member pursuant to section 59 of the Act.

(k) “non-practice” means that during a twelve (12) month period ending in the fiscal year of CPA Saskatchewan, the member was:

- (i) not engaged in the practice of the profession as specified in Bylaw 13.1, and
- (ii) not relied upon by others based on his qualification as a professional accountant.

[January 2018]

(l) “practice of the profession” or “professional service” means any service provided by a member related to a technical competency as set out in the CPA Canada competency map;

[February 2019]

(m) “practice of professional accounting” means any of the sub-categories of professional service outlined in subsection 18(1) of the Act;

[February 2019]

(n) “practice inspection” means inspecting the application of Standards of Professional Practice and the manner and methods of practice of registered and licensed firms by the Institute.

(o) “Primary member” means a member other than an affiliate member and who shall therefore be primarily accountable to the Institute for regulatory purposes.

[February 2016]

(p) “Provincial Institute” means a regulatory body for professional accountants established pursuant to legislation in any province or territory of Canada and The Institute of Chartered Professional Accountants of Bermuda.

(q) “public appointee” means a person appointed to the Board pursuant to section 9 of the Act.

(r) “public representative” means a person appointed by the Board to a regulatory committee pursuant to Bylaw 111.2.

(s) “Rule” means and includes any right, requirement or obligation of a registrant, or duty or power of the Institute, that is set out in the Act, a Bylaw, a Board rule, a Discipline Committee rule or the Rules of Professional Conduct, as amended from time to time.

[February 2019]

(t) “Rules of Professional Conduct” means the obligations and requirements for professional conduct and professional competence of registrants established by CPA Canada.

[February 2019]

102.2 Bylaws and Board rules pertaining to members or firms providing services as a professional accountant through or in the name of a professional corporation shall apply to the professional corporation.

102.3 Singular includes plural, and vice versa.

102.4 Masculine includes feminine, and vice versa.

102.5 “In writing” applies to both paper and electronic form.

102.6 Headings are for convenience and reference only.

102.7 Terms defined in the Act have the same meaning in these Bylaws.

C. BOARD

Members

Election and Appointment

103.1 A member of the Institute may be nominated for election to the Board and shall be called a nominee.

103.2 Members who are employees or honorary members of the Institute shall not be eligible to be nominated, appointed or elected to the Board.

103.3 The CEO shall, at least sixty (60) days prior to the annual meeting, notify in writing all members except honorary members that nominations for election to the Board will be received up to twenty-one (21) days before the annual meeting.

103.4 Nominations for election to the Board shall be in writing, signed by two (2) members of the Institute and accepted by the nominee in writing, and delivered to the CEO at least twenty-one (21) days before the date of the annual meeting.

103.5 If the number of nominees exceeds the number of members to be elected to the Board, the CEO shall prepare paper or electronic ballots, or a combination of both, containing the names of the nominees in alphabetical order, and shall distribute one (1) such ballot to each member of the Institute at least fourteen (14) days before the annual meeting.

103.6 If less than the requisite number of nominees is nominated, the Board shall make the additional nominations necessary to result in a Board of eleven (11) members, not including the two (2) persons appointed pursuant to section 9 of the Act. If no election is required, the CEO shall report the names of the nominees to the Chair of the annual meeting.

103.7 Subject to Bylaw 103.11, all members except honorary members are eligible to vote in the election of the Board.

103.8 The ballots shall be lodged with the CEO before close of business the day preceding the annual meeting. Each ballot shall be marked for not more than the required number of nominees and if marked for more than the required number of nominees, the ballot shall not be counted.

103.9 The CEO shall deliver the ballots lodged to two (2) or more scrutineers appointed by the Chair from members who are not nominees.

103.10 The scrutineers shall count the ballots cast and prepare, sign and deliver to the Chair of the annual meeting a certificate of the names of the requisite number of nominees receiving the highest number of votes.

103.11 In the event of a tie, the tie shall be broken by the returning officer drawing lots in the presence of the tied nominees.

103.12 The Chair shall declare to the annual meeting the names of the nominees who have been elected to the Board for the ensuing two (2) year term.

103.13 The ballots shall be destroyed or electronically deleted by the scrutineers within thirty (30) days following the annual meeting.

103.14 The returning officer for elections shall be the CEO or a designate of the Board.

Chair of the Board

104.1 Immediately after the annual meeting of the Institute, the Board shall meet and elect from its members a Chair and one (1) or more Vice Chairs.

104.2 The Chair shall be entitled to preside at all meetings of the members of the Institute and of the Board. In the absence or conflict of the Chair, a Vice Chair shall act as Chair.

104.3 At any meeting of the Board where the Chair or a Vice Chair is not participating, those participating in the meeting, provided they constitute a quorum under these Bylaws, may by resolution appoint any other member of the Board to act as Chair of the meeting.

104.4 A Board member shall have served two (2) years on the Board before being eligible to be elected as the Chair.

104.5 The Chair shall serve a one (1) year term.

Number and Term

105.1 The Board shall consist of a minimum of eleven (11) elected members and the two (2) persons appointed pursuant to section 9 of the Act.

105.2 Subject to Bylaw 105.3, Board members may only serve a maximum of two (2) consecutive two (2) year terms.

105.3 A Board member elected Vice Chair of the Institute may remain on the Board for an additional term of one (1) year.

105.4 Board members may continue to act until their successors are elected or appointed.

Organization, Powers and Procedures

106.1 The procedure at all meetings of the members of the Institute and the Board shall be governed by the rules of order or procedure as specified in the Rules.

Compensation

107.1 Board members, including the two (2) persons appointed pursuant to section 9 of the Act, shall be paid their reasonable out-of-pocket expenses for attending meetings of the Board and committees of the Institute, and for conducting the affairs of the Institute, and the Board may authorize the payment of such expenses to any other registrants so engaged.

107.2 The two persons appointed pursuant to section 9 of the Act shall each be paid an annual honorarium fixed by the Board.

107.3 The outgoing Chair shall be paid an honorarium fixed by the Board immediately following completion of his term.

Board Meetings

108.1 The Board shall meet at least four (4) times in each year or as often as the business of the Institute may require, and at any time and place in Saskatchewan.

108.2 Notice of the time, location and business of any meeting of the Board shall be provided to each Board member not less than five (5) days before the date of such meeting. A meeting may occur with less than five (5) days' notice with unanimous agreement of the Board members.

108.3 The CEO shall provide a copy of the minutes of each meeting of the Board to each Board member within thirty (30) days after such meeting.

108.4 Subject to Bylaw 108.5, at any meeting of the Board, seven (7) members of the Board shall constitute a quorum.

[January 2019]

108.5 For purposes of its powers and duties as a disciplinary appeal body pursuant to Section 39 of The Act and as a decision review body, under bylaw 38.1, four (4) members of the Board shall constitute quorum.

[January 2019]

108.6 Except as otherwise provided in the Rules, a decision of a majority of members present at a meeting or appeal hearing is a decision of the Board.

[January 2019]

108.7 Each Board member participating at a meeting of the Board, except the Chair, shall have one (1) vote. The Chair shall only vote in the event of a tie.

Special Board Meetings

109.1 Upon receipt of a written request which states the nature of the business that is to be considered at the meeting and which is signed by three (3) Board members, the Chair shall call a special meeting of the Board to be held not later than fifteen (15) days after the receipt of the written request.

D. COMMITTEES

Committee Members

111.1 The Board shall establish the following committees and shall select and appoint the members and the chairs of each committee for the term specified by the Board or the Act, if applicable:

- (a) the Discipline Committee;
- (b) the Dispute Resolution Committee;
- (c) the Practice Inspection Committee;
- (d) the Professional Conduct Committee;
- (e) the Registration and Licensing Committee; and
- (f) any other committee approved by the Board.

111.2 Except as provided in section 9 of the Act and Bylaw 112.2, the chair and the members of each committee shall be members of the Institute.

111.3 Except where specifically provided under the Rules, five (5) committee members shall constitute a quorum of the committee.

111.4 A committee may appoint a member to act as chair of a meeting of the committee in the absence or conflict of the chair.

111.5 Each committee shall report to the Board at least twice a year or as often as the Board may specify.

111.6 The Board shall approve terms of reference governing the duties and powers delegated to each committee pursuant to subsection 13(3) of the Act, except the Professional Conduct Committee and the Discipline Committee and the procedures to follow in the performance of each committee's activities. These processes shall be consistent with the Rules that relate to the functions of each committee.

[June 2015]

Regulatory Committees

112.1 A regulatory committee of the Institute is one listed in Bylaw 111.1 clauses (a) through (e).

112.2 Subject to subsection 27(2) of the Act, each regulatory committee of the Board shall have a public appointee or public representative and a Board liaison. The absence, inability to act, or failure to appoint a public appointee or a public representative does not impair the ability of the committee to act.

112.3 Each regulatory committee shall consist of not less than five (5) members, including a public appointee or public representative and a Board liaison, where applicable, residing in Saskatchewan.

Compensation

113.1 Members of a committee, including a person appointed under Bylaw 112.2, shall be paid their reasonable out-of-pocket expenses for attending meetings of committees of the Institute and may be paid their reasonable out-of-pocket expenses for conducting the affairs of the Institute.

E. OFFICERS

Chief Executive Officer

114.1 The Board shall appoint a member to the position of CEO and specify his duties and powers.

Registrar

115.1 Subject to subsection 12(2) of the Act, the Board shall appoint a member to the position of Registrar and specify his duties and powers.

Secretary

116.1 The Board may appoint a member to the position of Secretary and specify his duties and powers.

Appointed and Elected Officers

117.1 The CEO, Registrar, Secretary, Chair and Vice-Chair shall be officers of the Institute.

Execution of Documents and Contracts

118.1 All cheques issued by the Institute shall be signed by such officers or other persons appointed for this purpose by the Board.

118.2 All deeds, contracts, documents or legal papers shall be signed on behalf of the Institute by any officers who are appointed for this purpose by the Board, or in such other manner as determined by the Rules.

Removal of Officers

119.1 The Board shall establish and approve Rules and procedures regarding the removal of any officer, and the filling of the office left vacant by the removal.

F. MEMBER MEETINGS

Annual and Special Meetings

Meeting Procedures

120.1 The order of procedure at the annual meeting shall be as follows:

- (a) reading, correcting and adopting minutes;
- (b) considering deferred business and business arising out of the minutes;
- (c) reading and considering correspondence;
- (d) reading and considering reports of the Board and committees;
- (e) reading, considering and accepting the annual audited financial statements;
- (f) reviewing amendments or additions to Bylaws;
- (g) accepting the declaration of elected Board members;
- (h) appointing auditors; and
- (i) considering general business.

Meeting Notice

121.1 Notice of the time and place of holding the annual or special meeting of the members of the Institute shall be provided in writing by the CEO not less than twenty-one (21) days before the date of such meeting.

121.2 Failure to receive such notice shall not invalidate the notice and it shall not be necessary to give public notice or advertisement of the meeting.

121.3 Where the meeting is a special meeting, the notice shall contain the business to be transacted and no other business shall be transacted at the meeting.

121.4 Certification by the CEO of the delivery of any meeting notice shall be conclusive evidence of that delivery.

Annual Meetings

122.1 The annual meeting of the Institute shall be held at such place and time in Saskatchewan as the Board may determine.

122.2 Where a member proposes business to be considered at an annual meeting, the member shall state the nature of the business that is proposed in writing to the CEO or the chair of the meeting not less than thirty (30) days prior to the meeting. The business may be added to the general business in Bylaw 120.1(i).

Quorum and Voting

123.1 Fifty (50) members personally present or represented by proxy in writing shall constitute a quorum at an annual or special meeting of the Institute.

123.2 If a quorum is not present or disappears within the first hour following the time for the commencement stated in the meeting notice prepared and distributed pursuant to Bylaw 121.1, then the meeting shall terminate and a new meeting of the members of the Institute shall be called within sixty (60) days.

123.3 Unless otherwise required by the provisions of the Act, *The Business Corporations Act, 1978* (Saskatchewan) or the Bylaws, questions proposed for consideration at the annual meeting shall be decided by a majority of the members present, either in person or by proxy. Such vote will exclude the Chair who will vote only in the case of a tie.

123.4 At any meeting of the members of the Institute, five (5) members may require that the voting on any question before the meeting shall be by secret ballot, and the Chair shall thereupon appoint two scrutineers from among the members present for the purpose of conducting the vote.

123.5 Each of the scrutineers shall mark his ballot before any of the other members present cast a vote.

123.6 Except as otherwise provided by the Rules, every member of the Institute shall be entitled to attend all annual and special meetings of the Institute and to cast a vote upon all questions brought before the meeting.

123.7 Any member of the Institute may be represented at annual and special meetings of the members of the Institute by another member acting as the member's proxy, provided that such proxy is in writing and further:

- (a) that no person except the Chair, the CEO or his designate shall act as proxy for more than five (5) members; and
- (b) that no proxy given shall confer power of substitution and that all proxies shall be valid only for the meeting for which specifically given.

123.8 Proxies in writing shall be filed with the CEO at least twelve (12) hours before the meeting takes place.

Electronic Vote

124.1 Any business of the Institute which requires approval by the members may be voted on through a paper or electronic voting process. Rules for the voting process including the method upon which the electronic ballot is to be identified and counted, shall be approved by the Board.

G. CORPORATE AND OPERATIONS

General

Fiscal Year End

125.1 The fiscal year end of the Institute shall be the last day of March each year.

Seal

126.1 The seal of the Institute shall:

- (a) contain the words, "Institute of Chartered Professional Accountants of Saskatchewan";
- (b) be located at the head office of the Institute, which shall be at such location in the Province of Saskatchewan as the Board may from time to time determine; and
- (c) be affixed to any document only upon approval by an officer or his designate.

Auditor

127.1 At the annual meeting of the Institute, a licensed firm engaged in the practice of professional accounting shall be appointed auditor and shall hold the office until the close of the next annual meeting at a remuneration to be fixed by the Board.

127.2 In the event of the resignation or death of the auditor appointed pursuant to Bylaw 120.1(h), or of the auditor becoming disqualified, or in the opinion of the Board becoming incapable of performing the duties of auditor, the Board may appoint a licensed firm to fill the vacancy subject to ratification by the members at the next annual meeting.

Banking and Investments

128.1 The monies of the Institute shall be kept in such chartered banks, credit unions or trust companies as determined by the Board.

128.2 All cheques, promissory notes, bills of exchange, or other negotiable instruments made, drawn, accepted or endorsed in the name of the Institute and signed in accordance with the resolutions passed by the Board for this purpose, shall be binding on the Institute.

128.3 The Board may borrow upon the credit of the Institute, issue debentures or other securities of the Institute, charge, hypothecate, mortgage or pledge all or any of the real or personal property rights and powers of the Institute, to secure any such debentures or other securities.

Document Retention

129.1 The Board may establish the retention requirements of any document to be held by the Institute.

Fees

130.1 The annual fees for:

(a) candidates, members, suspended candidates and suspended members shall be set by resolution of the Board and shall become due to the Institute on the fifteenth day the fiscal year, and

[January 2018]

(b) firms, licensed members and licensed firms shall be set by resolution of the Board and shall become due to the Institute on December 1.

[January 2018]

130.2 The re-instatement and registration fees for suspended registrants and former registrants shall be set by resolution of the Board and shall become due to the Institute on the date of notice.

[June 2015]

130.3 Every registrant of the Institute shall be liable to pay annual fees without notice from the Institute.

[February 2015]

130.4 The initial registration fee to be a registrant shall be set by resolution of the Board and shall be payable at the time of filing an application for registration.

130.5 Without limiting the generality of Bylaw 102.1 (m), a member engaged in the practice of the profession throughout the year primarily in Saskatchewan shall be a primary member. A member shall be considered practicing primarily in Saskatchewan when the member's practice of the profession in Saskatchewan is to an extent greater than his/her practice of the profession (in aggregate) in other jurisdictions in or outside Canada.

[February 2019]

130.6 The Board may enter into agreements with an educational institution establishing the fees to be paid by a candidate to that educational institution.

130.7 The amount and time of payment of the fee for practice inspection shall be set by resolution of the Board.

[February 2019]

130.8 Any registrant who is in default of payment of fees, assessments or other amounts as established by the Rules, or any portion thereof for a period of thirty (30) days, shall receive notice of past due amounts.

130.9 Any registrant who receives a notice under Bylaw 130.8 shall have a late fee assessed at the date of the notice.

[September 2015]

130.10 Where any fee or assessment remains unpaid, the registrant may be suspended in accordance with The Accounting Profession Regulatory Bylaws 2018 (Saskatchewan).

[February 2019]

130.11 The Board shall establish Rules for fees including establishing the qualification criteria for an exemption for fees.

[February 2016]

130.12 The annual licence fees for members and firms shall be set by resolution of the Board and shall become due to the Institute on December 31 each year.

[May 2016]

Donations, Bequests, Scholarships, Bursaries or Prizes

131.1 The Board may approve Rules for contributions, donations, bequests, scholarships, funds, bursaries or prizes in the Institute's name.

Joint Participation or Member Association

132.1 Any number of registrants may form one (1) or more associations for:

- (a) the better advancement of their studies and professional knowledge; and/or
- (b) the purpose of making recommendations affecting their interests for consideration by the Board;

provided the registrants first obtain the approval of the Board for:

- (c) the objectives of the association; and
- (d) all policies or regulations for the governance of the association.

132.2 Any association of registrants under Bylaw 132.1 may be dissolved at any time by resolution of the Board.

H. BOARD RULES

Procedures

133.1 The Board may make, adopt or approve Board rules for any purpose authorized under the Act and the Bylaws, with the approval of not less than a two-thirds (2/3) majority of the members of the Board.

133.2 The Registrar shall notify each registrant of each Board rule within thirty (30) days after the Board rule is made.

133.3 Failure to notify each registrant does not invalidate a Board rule.

133.4 No Board rule shall come into force until the date specified in the Board rule.

Review

134.1 The Board may at any time repeal, amend or replace any Board rule that has been made, adopted or approved.

134.2 The Registrar shall review the Board rules annually and may propose amendments.

I. TRANSITIONAL PROVISIONS

Initial Board

135.1 The Initial Board of the Institute shall be comprised of members appointed pursuant to section 58 of the Act and the two (2) persons appointed pursuant to subsection 9(1) of the Act.

135.2 The Initial Board shall act until the first election under Bylaw 136.1.

Election and Appointment

136.1 The first Board election shall be held after the first anniversary of the proclamation of the Act, with one third (1/3) of the Initial Board positions up for election. Expiring terms shall be filled by an election from the members of the Institute.

136.2 The Board may appoint any member to any vacated Board position and a member so appointed shall serve until the next election.

Chair of the Initial Board

137.1 For the first two (2) years, the position of Chair shall alternate between members of two of the Legacy bodies, the Institute of Chartered Accountants of Saskatchewan and The Society of Management Accountants of Saskatchewan.

137.2 The Chair of the Initial Board will be elected by, and from, the Initial Board members of the Institute for a one (1) year term. The first Chair may continue to serve as a member of the Initial Board to complete a two (2) year term.

Number and Terms

138.1 The Board shall, over time, reduce from fourteen (14) members on the Initial Board to eleven (11) members of the Board and the two persons appointed pursuant to section 9 of the Act.

138.2 Pursuant to section 58 of the Act, and with the exception of The Certified General Accountants Association of Saskatchewan representative who will have a three (3) year term, each of the Initial Board members will be assigned to a Board term of one (1), two (2) or three (3) years, such that one-third (1/3) of the appointed Board members will have their terms expiring in each of the first three (3) years.

138.3 The terms will be determined by the Initial Board and assigned by consensus or by lot, and pro-rated between Initial Board members from the Councils of the Legacy bodies to the extent

possible, so that each of the other appointed members shall be designated in the Rules as having one (1), two (2) and three (3) years remaining on their Board terms.

138.4 Each Initial Board member may be elected for an additional two (2) year term.

138.5 A member of the Initial Board serving a one (1) year term may be elected for two (2) additional and consecutive two (2) year terms. The term of service of any member of the Initial Board shall be considered for the purposes of the Board in Bylaws 104 and 105.

Legacy Body Records

139.1 Any records of Legacy bodies, as those bodies existed on the day before the coming into force of this Act, are transferred to and vest in the Institute.

Schedule of Amendments to Administrative Bylaws:

February 5, 2015

April 9, 2015

June 8, 2015

September 17, 2015

January 16, 2018

January 11, 2019

February 14, 2019