



4TH SESSION, 37TH LEGISLATURE, ONTARIO  
52 ELIZABETH II, 2003

# **Bill Pr6**

## **An Act respecting the Society of Professional Accountants of Ontario**

**Mr. Gill**

**Private Bill**

1st Reading      May 26, 2003  
2nd Reading  
3rd Reading  
Royal Assent

Printed by the Legislative Assembly of Ontario



## EXPLANATORY NOTE

The purpose of the Bill is set out in the Preamble.

## An Act respecting the Society of Professional Accountants of Ontario

### Preamble

The Society of Professional Accountants of Ontario has applied for special legislation to enable it to grant to its registered members the exclusive right to use the designations “Registered Professional Accountant” and “R.P.A.”, and to govern and discipline its members. The applicant represents that it is a corporation without share capital and was incorporated under the *Corporations Act* by letters patent dated January 21, 2002.

It is appropriate to grant the application.

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

### Definitions

1. In this Act,

“board” means the board of directors of the Society;

“registered member” means a member of the Society whose name appears on the register kept by the registrar under section 8.

### Society continued

2. (1) The Society of Professional Accountants of Ontario is continued as a corporation without share capital under the same name.

### Same

(2) The Society shall be deemed to be a corporation incorporated by a special Act.

### Same

(3) The Society is composed of its registered members.

### Revocation

(4) The letters patent of the Society dated January 21, 2002 issued under the *Corporations Act* are hereby revoked.

### Objects of the Society

3. The objects of the Society are,

- (a) to promote and increase the knowledge, skill and proficiency of its members and accounting students; and
- (b) to regulate the business practices and professional conduct of its members.

### Board of directors

4. (1) The affairs of the Society shall be managed by its board of directors.

### Composition

(2) The board shall consist of not fewer than three or more than 20 members of the Society, as determined by by-law, who are elected from the membership of the Society.

### Other matters

(3) The manner of electing the members of the board, the notice to the electors of the time and place of holding elections, the nomination of candidates, the presiding officers at elections, the taking and counting of votes, the giving of a casting vote in the case of a tie, the tenure of office of members of the board and other necessary details shall be as set out in the by-laws.

### Powers of the board

5. (1) The board may pass by-laws regarding such matters as the board considers necessary to conduct the business and carry out the objects of the Society.

### Same

(2) Without restricting the generality of subsection (1), in addition to the matters specifically provided elsewhere in this Act, the board may pass by-laws,

- (a) establishing classes of membership in the Society, including student membership, and prescribing the qualifications for and conditions of registration for membership;
- (b) governing the composition of the board;
- (c) prescribing a curriculum and courses of study to be pursued by student members and the subjects upon which student members and candidates for admission as members of the Society shall be examined, and for granting certificates to student members and candidates who have successfully passed the examinations;
- (d) regulating and governing the conduct of members of the Society in the practice of their business or profession by prescribing a code of ethics, rules of professional conduct and standards of practice and by providing for the suspension, expulsion or other penalty for professional misconduct, incapacity or incompetence;

- (e) prescribing fees payable to the Society;
- (f) authorizing grants for any purpose that may tend to advance accounting knowledge and education, improve standards of practice in accounting or support public information and interest in the past and present role of accounting in society;
- (g) governing the calling, holding and conducting of meetings of the board and of the members of the Society;
- (h) providing for meetings of the members of the Society to be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and providing that a member participating in such a meeting by those means to be deemed to be present at the meeting;
- (i) providing for a resolution in writing signed by all the members of the Society or their proxyholder authorized in writing entitled to vote on that resolution at a meeting of members to be as valid as if it had been passed at a meeting of the members;
- (j) providing for a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors to be as valid as if it had been passed at a meeting of directors or a committee of directors.

#### **Public inspection**

(3) The by-laws shall be open for examination by the public at the head office of the Society during normal office hours.

#### **Members of the Society**

6. The Society shall grant a membership in the Society to any individual who applies for it in accordance with the by-laws, if the individual is at least 18 years old, is of good character and,

- (a) has passed the academic examinations of the Society and met the experience requirements established by the board by by-law;
- (b) holds a licence to practise as a public accountant in any jurisdiction in Canada; or
- (c) satisfies such other requirements as the board may establish by by-law.

#### **Registrar**

7. (1) The board shall appoint a registrar, who need not be a member of the board.

#### **Functions and duties**

(2) The registrar shall perform the functions assigned to him or her by this Act and such other duties as may be assigned to him or her by the board.

#### **Register of members**

8. (1) The registrar shall keep a register which shall show the names of all members of the Society in good

standing, excluding student members, and the class of membership to which they belong.

#### **Effect of registration**

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

#### **Public inspection**

(3) The register shall be open for examination by the public at the head office of the Society during normal office hours.

#### **Appeal, refusal of membership or disciplinary sanction**

9. (1) An individual who has been refused membership in the Society or who has been subject to a disciplinary sanction under the by-laws may appeal to the Divisional Court from the refusal to grant membership or from the sanction.

#### **Record**

(2) Upon being notified of an appeal to the Divisional Court under subsection (1), the registrar shall file in the Divisional Court a record of the proceeding being appealed, including the documents received in evidence and the decision being appealed.

#### **Appeal on law or fact**

(3) An appeal under this section may be made on questions of law or fact, or both.

#### **Powers of the court**

(4) The court may confirm, vary or rescind the decision being appealed, may exercise all powers of the Society or of its board or any committee and may direct the Society, its board or committee to take any action that it is empowered to take, and, for such purposes, the court may substitute its opinion for that of the Society, its board or committee, or the court may refer the matter back for rehearing in whole or in part, in accordance with such directions as the court considers proper.

#### **Use of statutory designation**

10. (1) Every registered member of the Society may use the designations "Registered Professional Accountant" and "R.P.A."

#### **Offence**

(2) Any person in Ontario who is not a registered member of the Society is guilty of an offence,

- (a) if he or she takes or uses the designation "Registered Professional Accountant" or "R.P.A." alone or in combination with any other word, name, title, initial or description; or
- (b) if he or she implies, suggests or holds out that he or she is a registered professional accountant.

#### **Evidence**

(3) In every case where registration is an issue, the production of a copy of the register, certified by the registrar, is sufficient evidence of all persons who are regis-

tered in lieu of the production of the original register, and a certificate attached to the copy of the register purporting to be signed by a person in the capacity as registrar is proof, without any further proof and in the absence of evidence to the contrary, that such a person is the registrar.

**Same**

(4) The absence of the name of any person from a copy of the register produced under subsection (3) is proof, in the absence of evidence to the contrary, that the person is not a registered member of the Society.

**Right to practise as accountant**

**11.** (1) This Act does not affect or interfere with the right of any person who is not a member of the Society to practise as an accountant in the Province of Ontario.

**Application of *Public Accountancy Act***

(2) The rights and privileges of a member of the Society do not include the right to practise as a public accountant, as defined in the *Public Accountancy Act*, unless the member is licensed under that Act.

**Use of surplus**

**12.** Any surplus derived from carrying on the affairs and business of the Society shall be devoted and applied solely in promoting and carrying out its objects and purposes and shall not be divided among its members.

**Commencement**

**13. This Act comes into force on the day it receives Royal Assent.**

**Short title**

**14. The short title of this Act is the *Society of Professional Accountants of Ontario Act, 2003*.**