



TIME TO SECURE OUR FUTURE

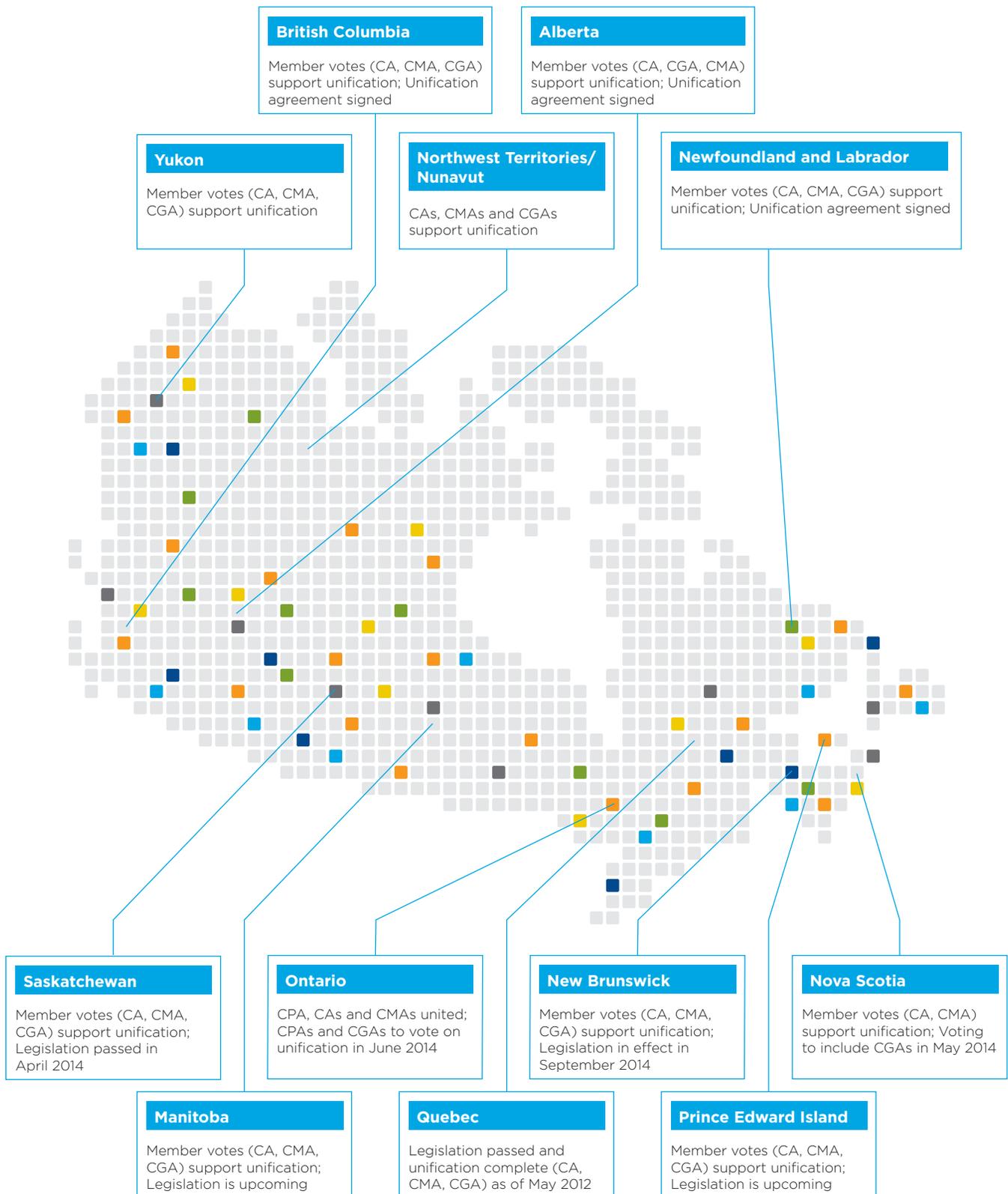
Uniting the Canadian Accounting Profession

UNIFICATION AGREEMENT – KEY TERMS

Unifying the Accounting Profession in Ontario



THE STATUS OF UNIFICATION ACROSS THE COUNTRY*



* As of May 2014

UNIFICATION AGREEMENT – KEY TERMS

(MAY 2014)

Since the spring of 2011, the accounting profession has conducted a nation-wide discussion on the topic of unification. In June 2013, members of the Chartered Professional Accountants of Ontario (registered name of The Institute of Chartered Accountants of Ontario) (CPA Ontario) and the Certified Management Accountants of Ontario (CMA Ontario) voted to unify their professional organizations. The time has now come to complete unification in Ontario by including the members of the Certified General Accountants of Ontario (CGA Ontario).

Backgrounder

In February, CPA Ontario, CMA Ontario and CGA Ontario entered into a Memorandum of Understanding (MOU) to negotiate unification. In April, CPA Ontario and CMA Ontario entered into a unification agreement. Further to the MOU, CPA Ontario and CGA Ontario have developed this document setting out our agreed-upon key terms for unification in Ontario (the “Agreement”). While the Guiding Principles of Unification are the same across Canada, the profession is governed under provincial/territorial statutes and certain matters must be agreed upon by the provincial bodies.

This Agreement is supported by CPA Ontario’s governing council and CGA Ontario’s board of directors and is consistent with the unification framework adopted in other Canadian jurisdictions and between CPA Ontario and CMA Ontario.

Please read this document, engage with your colleagues, ask questions and then vote.

Recommendation and Effect

CPA Ontario and CGA Ontario are statutory corporations empowered and governed by legislation to regulate their members so that the interests of the public and the accounting profession are promoted and protected.

Further to that mandate, and having investigated the issue and consulted extensively with members and other stakeholder groups since 2011, the leadership of CPA Ontario and CGA Ontario supports the unification of the accounting profession in this province. We believe unification is in the best interest of the public, our members and the accounting profession. We urge you to support unification by voting in favour of this Agreement.

Member Question

Do you support the unification of the Chartered Professional Accountants of Ontario and the Certified General Accountants of Ontario in accordance with the National Unification Framework and Ontario’s Unification Agreement – Key Terms?

The bylaws of CGA Ontario require the question to be put to the membership as a special resolution, with at least two-thirds of the votes cast needed for approval. CPA Ontario has no such bylaw and the vote will be advisory.

We encourage all members to vote on this important issue. **Your vote matters.**

A Strong Unified CPA Designation

Under unification, CPA Ontario, CMA Ontario and CGA Ontario will combine their respective members, resources, assets and liabilities within the unifying body – CPA Ontario.

CMA Ontario's members were admitted into membership in CPA Ontario effective April 1, 2014 and, as a result, the process of pooling resources and assets within CPA Ontario, for the benefit of all members, has begun.

If CPA Ontario and CGA Ontario members vote to support unification, CGA Ontario's members will be admitted to membership in CPA Ontario on or about July 2, 2014. The operational transitions will be completed by March 2015. All members of CPA Ontario will have equal rights and responsibilities.

CGA Ontario and CMA Ontario still have regulatory obligations, such as maintaining a board of directors, holding an annual meeting and maintaining a member register. They will continue to carry out those functions until provincial legislation is passed formally unifying all three bodies.

Change for the Better...

For the Profession

- Greater influence
- A made-in-Canada solution to increased global competition
- A profession for the best and the brightest

For the Public

- Uniformly high and consistent ethical and practice standards
- Promoting the CPA designation
- Less marketplace confusion

For Members

- Compete on a level playing field
- Protection of legacy rights
- Retention of legacy designations
- Enhanced professional development resources and member benefits

For the Unified CPA Organization

- Uniform licensing of public accountants
- Opportunities through mutual recognition agreements
- More effective administration

Change for the Better... For the Profession

Greater Influence

A unified Canadian accounting profession will be one of the largest in the world. The combined strength of our 185,000+ members ensures influence within Canada and on the international stage.

A Made-in-Canada Solution to Increased Global Competition

We're proud of Canada's financial stability and the key role our profession has played in attaining this country's enviable reputation. We want to build upon that strength.

A unified profession provides a cohesive response to the entry into the Canadian market of foreign-based accounting bodies seeking to operate in this country.

A Profession for the Best and the Brightest

The accounting profession, unified under the CPA designation, will continue to attract the best and the brightest individuals to the field of accounting, thereby ensuring the profession's future success and sustainability. The rigorous CPA certification program will make entry straight-forward for both those seeking an accounting career and internationally trained accountants and other professionals.

Change for the Better... For the Public

CPA Ontario's primary responsibility is to protect the public interest – a responsibility that it inherits from the three legacy bodies. Our members will adhere to common rules of professional conduct, practice regulations and disciplinary procedures. As such, the public will receive a clear message regarding the profession's responsibilities and obligations, including regulatory matters such as public accounting licensing, standards enforcement and practice inspection.

Uniformly High and Consistent Ethical and Practice Standards

The public is best served and protected when professional accountants and the services they deliver are subject to uniform, rigorous standards. Uniform rules of professional conduct, one disciplinary process and one regulatory structure will achieve this goal. All members will be subject to the same regulations, including those for professional conduct, professional development and insurance requirements.

Promoting the CPA Designation

The CPA designation will be marketed aggressively to employers, clients and prospective students. CPA Ontario's commitment to this initiative will ensure that the market quickly becomes aware of and understands the value that Ontario's CPAs deliver.

Less Marketplace Confusion

A unified accounting profession in Ontario will ultimately deliver a clear value proposition to employers, clients, potential students and the general public. We will devote our combined resources to promoting the new CPA designation.

Change for the Better... For Members

CPA Ontario will support all of its members in all phases and aspects of their careers. From attracting students to the profession, to providing early career training and lifelong learning opportunities – the resources, programs and materials available will be unparalleled.

All members of the three organizations will be members of CPA Ontario with equal privileges. All members will have equal access to professional development and other resources. All members will continue to receive their current level of member services. With employees of the legacy bodies under one umbrella, those services will be provided and delivered through CPA Ontario.

Compete on a Level Playing Field

Professional accountants are best served when they and the services they deliver are subject to uniform rules of professional conduct, one disciplinary process and one regulatory regime.

Protection of Legacy Rights

Legacy rights protection principles will be enshrined in the bylaws of CPA Ontario and included in its governance documents, decisions and oversight of management and operations. Those rights include an acknowledgement that all members will receive the same support and access to services and will be treated equally and without preference. The parties to this Agreement will also ask the government to enshrine these principles in legislation.

To support the protection of legacy rights, CPA Ontario, CGA Ontario and CMA Ontario have agreed to a transition period lasting until 2018. During this period, CPA Ontario cannot change the access that members have to the profession. Other key legacy rights can only be amended with a vote of 75% of the CPA Ontario council and subsequent ratification by a member vote. A transition committee comprising equal representation from each of CPA Ontario, CGA Ontario and CMA Ontario will assist the boards and council, as needed, until legislation is passed. The initial CPA Ontario council will also include proportionate representation from each legacy body during this transition period.

Retention of Legacy Designations

We know members are proud of their designations. Post-unification and until November 2022, all members will use their legacy designations with their CPA – as in CPA, CA; CPA, CGA; and CPA, CMA. After the transition period, members will have the choice of using their CPA alone or with their legacy designation.

Use of Designations

Members must use the CPA designation in conjunction with their legacy designation as follows:

Until November 2022:

- Name, CPA, CA
- Name, CPA, CGA
- Name, CPA, CMA

Use of either the CPA on its own or a legacy designation on its own will not be permitted.

After November 2022:

- Name, CPA
or
- Name, CPA, CA
- Name, CPA, CGA
- Name, CPA, CMA

Members have either option. Use of a legacy designation on its own will not be permitted.

Enhanced Professional Development Resources and Member Benefits

A larger, unified professional body will provide enhanced professional development and training, helping members to better build and manage their careers, businesses and practices. There will also be opportunities to provide new and improved member services and benefits.

Change for the Better... For the Unified CPA Organization

Uniform Licensing of Public Accountants

CPA Ontario will issue and regulate public accounting licences, subject to the oversight of the Public Accountants Council for the Province of Ontario. CPA Ontario will not seek changes to licensing regulations that discriminate among members who hold public accounting licences based on legacy designations.

Opportunities Through Mutual Recognition Agreements

CPA Ontario, CGA Ontario and CMA Ontario are parties to various mutual recognition agreements. Under unification, no existing agreement will be terminated before its expiry. The new unified body, CPA Ontario, will work to ensure that any new or renewed agreements provide equal access to all members or, where that cannot be achieved, will negotiate a suitable alternative agreement for those members not covered.

More Effective Administration

Combining the three legacy bodies into one body will result in more effective administration of the profession. Resources will be redirected from duplication to expansion of member benefits and services or holding the line on future member fee increases.

Governance and Fair Representation

Each legacy body will be proportionately represented on the council of CPA Ontario during the transition phase. Thereafter council elections will be open to all CPAs equally, regardless of legacy designation.

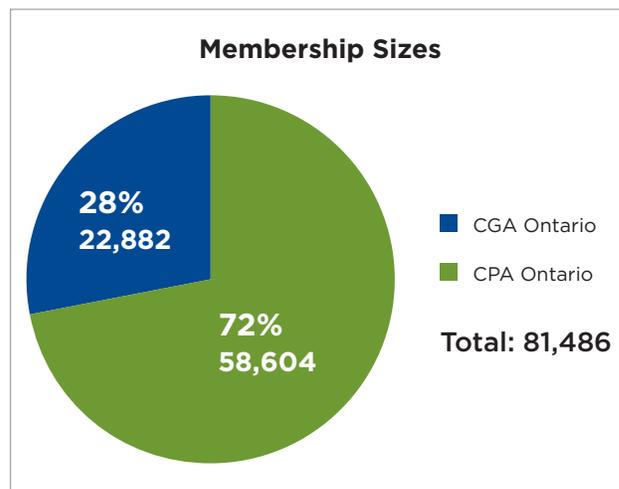
Reflecting the relative sizes of the legacy memberships, the initial CPA Ontario council will comprise:

- eight CPA, CAs
- four CPA, CGAs
- four CPA, CMAs
- three* public representatives

During the first three years, a portion of the council's member representatives will be replaced by newly elected representatives who will serve three-year terms. In years one and two, the terms of three CPA, CAs, a CPA, CGA and a CPA, CMA will expire. In year three, the terms of the six remaining original council members – two from each of the legacy bodies – will expire.

All legacy bodies will be represented on CPA Ontario's various committees.

* The number to be negotiated with the government of Ontario.

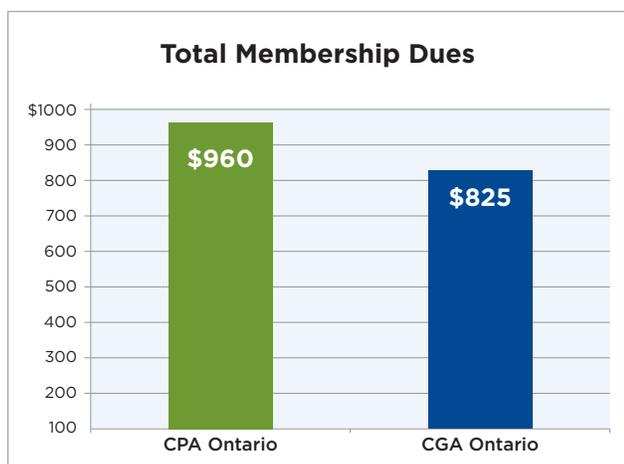


Organizational Alignment

CPA Ontario will be managed through a model reflecting best practices, supporting the self-regulatory, branding, professional development and certification activities that it will undertake on behalf of its members. Protection of the public interest will remain paramount for the new organization.

The operation of CPA Ontario will require the talents and experience of the employees from each of the legacy bodies to maintain continuity. Existing programs will be integrated and streamlined.

Member Dues and Benefits



Members are charged dues intended to support the products and services provided.

Fees currently differ at the national level and a harmonized process for those will be determined by CPA Canada.

At the provincial level, members will eventually pay the same membership dues. Member dues may differ for a period following unification as an acknowledgement of the differential in equity contribution from each legacy organization.

Unification will result in a more effective administration of the profession. Existing member benefits, including practice insurance programs, will remain in place during the transition to CPA Ontario. Once CPA Ontario is fully operational, resources could be, over time, redirected from duplication to expanding member services and holding the line on future member fee increases.

Education

Pre-certification:

The national CPA certification program, which has already been adopted across Canada, draws upon the strengths of the legacy programs. It ensures a consistent, rigorous professional education experience for all aspiring CPAs.

Students enrolled in a legacy program will complete the requirements to obtain their legacy designation. Subsequently, they will be admitted to membership in CPA Ontario. For students who cannot complete the legacy program on time, provisions have been made for appropriate bridging to the CPA program.

Details of the CPA certification program can be found at www.cpaontario.ca.

Post-certification

Lifelong learning is an important part of being a professional. A CPA's learning continues through post-certification professional development courses and specializations.

Continuing professional education for CPA Ontario's members will combine the best of today's legacy programs with new initiatives to create learning opportunities that match the diversity of the membership.

Cooperation with the national and other provincial bodies will ensure breadth and leverage economies of scale. Post-designation specialty programs will offer members the opportunity to enhance their expertise and advance their careers.

Regulatory Processes

Currently, each legacy body is responsible for regulating its respective members to protect and serve the public interest. That will continue until provincial legislation is passed to unify them. CPA Ontario will adopt effective and efficient self-regulatory processes – including practice inspection, standards enforcement, continuing professional development and public accounting licensing standards – using current best practices.

The Unification Process

The unification process is well underway across Canada. A new national body – CPA Canada – has been created and CPA Ontario is a member of CPA Canada.

In Ontario, CMA Ontario members joined CPA Ontario as of April 2014 and the two organizations are in the process of uniting at the operational level. CPA Ontario, CMA Ontario and CGA Ontario are all statutory corporations created by the province of Ontario and governed by their own statutes. Accordingly, unification can only be finalized by new legislation.

Upon unification, all three organizations will continue as one body – CPA Ontario – and that body will possess all the assets, rights and liabilities of the predecessor organizations.

Formal unification of CPA Ontario and CGA Ontario will proceed within the framework set out in this Agreement and in the National Unification Framework available at <http://www.cpaontario.ca/unificationvote/unificationframework/>. Each body has formed independent committees, advised by experts as necessary, to oversee the negotiation process and the development of this Agreement.

All members of both bodies are receiving the same Agreement, are being asked the same question and will vote in June. The results of those votes will be reviewed and confirmed by independent third parties.

If the decision is made to move forward, the two bodies will execute a unification agreement that embodies these key terms. Thereafter, CPA Ontario and CGA Ontario will begin to converge operations in preparation for full unification.

The unification agreement will be presented to the province of Ontario in order to secure legislation to finalize unification. Prior to the passage of that legislation, each body will continue to operate and be governed under its existing legislation, although most activities will be carried out by CPA Ontario.

More Information

CPA Ontario Members:

Please visit www.cpaontario.ca/UnificationVote for more information.

If you have comments or questions, you can reach us by e-mail: Member_Viewpoint@cpaontario.ca or by telephone: 416-969-4178 or 1-800-387-0735, ext. 178

CGA Ontario Members:

Please visit www.cga-ontario.org/UnificationVote.aspx for more information.

If you have comments or questions, you can reach us by e-mail: ceo@cga-ontario.org or by telephone: 416-322-6520 or 1-800-668-1454.