



NOMINATION FORM
CGA-Canada Board of Directors Vice-Chair

Certified General Accountants Association of Canada

Members in good standing of CGA-Canada may stand for election for the position of Vice-Chair of the Board of Directors provided the following requirements are met:

- The member is not an officer, including Affiliate president, of an Affiliated Association
- The member receives written endorsement from five other members in good standing (Schedule A)
- The nomination form is complete including all required signatures and consents and submitted by the deadline

Deadline: The complete nomination form must be received in the office by **4:30 p.m. on March 31, 2012**. If delivered by mail, by courier, or by hand, any envelope or package containing the nomination submission must be clearly marked "Nomination for Board of Directors Vice-Chair Enclosed". If delivered by email (PDF), please ensure that the email subject line clearly reads "Nomination for Board of Directors Vice-Chair Enclosed".

Send complete submissions to:
Association Secretary
CGA-Canada
100-4200 North Fraser Way
Burnaby, B.C. V5J 5K7
Fax: 604-683-6483
Email: associationsecretary@cga-canada.org

Process: All nomination forms will be forwarded by the Secretary to all members of the Nominations Committee for the purpose of evaluating the suitability of each candidate when benchmarked against the Role and Qualifications of Directors (Schedule B).

Nominations Committee members may seek further information or have verified, information provided with respect to an individual's candidacy, by requesting that the Secretary make further inquiries and share the results of their inquiries with all Nominations Committee members. The Nominations Committee will select a maximum of three (3) candidates for recommendation to the Board.

Each of the three (3) nominees will be required to make a 20 minute presentation to the Board in support of their candidacy, followed by an interview. A vote will be conducted to determine the successful candidate who must be endorsed by a majority of the Board. The successful candidate will assume the office of Vice-Chair, immediately following the Annual General Meeting.

If you have questions about the nomination or election process, please contact the Association Secretary at 604-605-5059 or associationsecretary@cga-canada.org.

(Please print the form to complete. If you require more room than the space provided, please use additional pages.)



NOMINATION FORM
CGA-Canada Board of Directors Vice-Chair

Contact Information

Name (Title, First, Initial, Last): _____

Work Telephone: _____

Home Telephone: _____

Mobile Telephone: _____

Home Address: _____

Email Address: _____

Provincial/Territorial
CGA Association: _____

Member Number: _____

Background Information

1. Name

Have you ever used a name other than the above, formally or informally?

Yes No

If yes, list all the names you have used (first, initial, last) and indicate when you used them:

Name	When Used

2. Educational Background

Provide a chronology of all secondary schools and post-secondary institutions you have attended and/or are currently attending:

Institution	Term Attended (Date to Date)	Degree/Diploma Obtained

3. Professional and Employment Background

Provide a chronology for the immediately preceding ten years. Start with the most recent and account for the total applicable period, including unemployment periods if applicable.

a. Current Employment

Name of Company: _____

Address: _____

Company Website: _____

Telephone: _____

Email: _____

Position or Job Title: _____

Name and Title
of Supervisor: _____

Nature of Business:

Key Responsibilities:

Term of Service
(date): _____

Publicly Traded Company: Yes No

3. Professional and Employment Background (cont'd)

b. Past Employment

Name of Company: _____

Address: _____

Company Website: _____

Telephone: _____

Email: _____

Position or Job Title: _____

Name and Title
of Supervisor: _____

Nature of Business:

Key Responsibilities:

Term of Service
(date): _____

Reason for
Cessation:

Publicly Traded Company: Yes No

3. Professional and Employment Background (cont'd)

c. Past Employment

Name of Company: _____

Address: _____

Company Website: _____

Telephone: _____

Email: _____

Position or Job Title: _____

Name and Title
of Supervisor: _____

Nature of Business:

Key Responsibilities:

Term of Service
(date): _____

Reason for
Cessation:

Publicly Traded Company: Yes No

(If more room is required, please continue on a separate page.)

4. Current Board Involvement

List every company or organization of which you are currently a director or officer:

Organization	Term of Service (Date to Date)	Position

5. Previous Board Involvement

List every company or organization of which you were previously a director or officer:

Organization	Term of Service (Date to Date)	Position

6. Past and Present CGA Volunteer Activities:

Organization	Term of Service (Date to Date)	Position

7. Past and Present Community and Civic Activities:

Organization	Term of Service (Date to Date)	Position

8. Memberships in Professional Organizations (within and outside Canada):

Professional Organization	Term of Membership (Date to Date)

9. Awards, Special Recognition, and Achievements:

Organization	Awards, Special Recognition, or Achievements	Date

Good Character

1. In your employment, business or personal affairs, have you or any company in which you have a direct or indirect controlling interest:
- a. ever been charged in Canada or elsewhere, with any crime, offence or delinquency under a statute or ordinance, excluding parking or speeding? Yes No
 - b. ever been a defendant in any civil action in which allegations of fraud, theft or misrepresentation were made against you? Yes No
 - c. ever failed to obey a court order? Yes No
 - d. ever, as a member of a professional association or body, had disciplinary action commenced against you, or been censured, suspended or disqualified? Yes No
 - e. ever had disciplinary action commenced against you, or been censured, suspended or barred by a securities regulator? Yes No
 - f. ever been denied or had revoked, a license or permit whose procurement required proof of good character? Yes No
 - g. ever been refused registration as a student, an accountant or similar position in a professional association or body in any jurisdiction? Yes No
 - h. ever been involved in any issue or controversy that has gone, or is now likely to go to litigation or public review? Yes No
 - i. declared bankruptcy within the past seven years? Yes No
2. Have you, or any organization or group which you are associated with, promoted or encouraged hatred against people on the basis of race, national or ethnic origin, colour, religion, disability, sex, sexual orientation, or age? Yes No

If you answered "Yes" to any of the above questions, please provide full particulars on a separate page.

Leadership

1. Regardless of whether it has been publicly disclosed or not, are you aware of any facts or matters pertaining to you generally that would be inconsistent with the Roles and Qualifications of Directors (Schedule B) or that would otherwise make you an unsuitable candidate for a position of Vice-Chair?

Yes No

Describe:

2. There are many ways to define “leadership”. Please provide the definition that you personally espouse and explain why.

3. What do you believe is the most important attribute that is required to be effective as the Board of Directors Vice-Chair of CGA-Canada? Do you believe that you have this attribute and if so, please provide specific examples that support this assertion.

Attestation and Signature

I, _____
(Name of Candidate)

1. Assent to my nomination for election to the position of CGA-Canada Board of Directors Vice-Chair;
2. Authorize the Secretary to distribute **all** information contained in this nomination form to the Nominations Committee and the Board of Directors;
3. Understand that CGA-Canada may investigate or verify information provided by me in this nomination form and may contact me to seek further information or explanation regarding the information provided, including any discrepancies or omissions;
4. Understand that, for the purpose of evaluating my suitability as a candidate for the position of Vice-Chair, individual Nominations Committee members may seek further information or have verified, information provided with respect to my candidacy, by requesting that the Secretary make further inquiries and share the results of their inquiries with all Nominations Committee members and the Board of Directors;
5. Am aware that I will be called upon to answer further questions at a Board meeting and will be expected to make a 20 minute presentation in support of my candidacy;
6. Attest to the completeness and accuracy of the information provided in this nomination form;
7. Confirm that if there are any changes to the information I provided at any time after the signing of this nomination form until the election for Vice-Chair, I will immediately provide the Secretary with a supplementary statement describing the changes;
8. Have read and understood Schedules B & C and believe that my qualifications are aligned with the criteria set out in these documents;
9. Agree to continue to be bound by and fulfill the duties and responsibilities to CGA-Canada;
10. Have read, understood and if elected agree to adhere to the Roles and Qualifications of the Board of Directors (Schedule B) and the Role of Chair and Vice-Chair (Schedule C), and it is generally acknowledged that the position ensures leadership succession and continuity for the Board of Directors towards fulfillment of its mandate. As such, I acknowledge that individuals seeking the position of Vice-Chair should have the skill set, leadership qualities, personal motivation and practical ability to fulfill the subsequent role of Chair (Schedule C);
11. Have read and understood the CGA-Canada Conflict of Interest Policy for Board of Directors or the Affiliation Council of the Association, and have completed and signed the Directors and Voting Delegates Disclosure Statement (Schedule D).

(Signature)

(Date)

Candidate's Authorization

I, _____,
(Name of Candidate)

the nominee in this nomination form:

1. grant CGA-Canada permission to ask or seek records from any person, government, educational institution, police force, governing body or other organization about anything relevant to my nomination for election to the position of Vice-Chair of CGA-Canada Board of Directors;
2. authorize any person, government, educational institution, police force, governing body or other organization enquired of under this authorization to provide to CGA-Canada all information or documents requested by CGA-Canada, including providing any information available in the CGA-Canada member database.

(Signature)

(Date)

Confidentiality

The personal information requested on this form is used for the purpose of administering the nomination and election process of CGA-Canada's Board of Directors, and in particular, for the purpose of evaluating the suitability of each candidate for the position of CGA-Canada's Vice-Chair. The personal information collected will only be used or disclosed in accordance with the *Personal Information Protection and Electronic Documents Act*.

If you have any questions about the collection of your personal information, please contact CGA-Canada's Privacy Officer at 604-669-3555 or by mail at 100-4200 North Fraser Way, Burnaby, B.C. V5J 5K7.



**NOMINATION FORM
CGA-Canada Board of Directors Vice-Chair**

**SCHEDULE "A"
Endorsement of the Nominee**

I, _____
(Name of Nominator)

THE UNDERSIGNED member of THE CERTIFIED GENERAL ACCOUNTANTS ASSOCIATION OF CANADA, do hereby nominate:

_____, CGA, Member No. _____
(Name of Candidate)

for election to the position of Vice-Chair of the Certified General Accountants Association of Canada.

By signing below, I acknowledge that I have read the Roles and Qualification of Directors (Schedule B) and Role of Chair and Vice-Chair (Schedule C) and believe that the nominee named above meets the criteria set out in those documents.

Further, I believe that based on their employment background and personal/professional associations, he/she is well suited to represent CGA-Canada and to fulfill the role of Vice-Chair and the subsequent role of Chair.

I understand that a written statement from me is required citing the nominee's specific attributes and qualifications in support of the above.

Further, I consent to my written statement being disclosed to the Nominations Committee and Board of Directors for purposes of the election of CGA-Canada's Vice-Chair.

Nominator's written statement to be provided on a separate page, no more than one printed page, citing specific attributes and qualifications that support this statement.

Print Name: _____

Signature: _____

Member Number: _____

Address: _____

Telephone Number: _____

Fax Number: _____

Email Address: _____

**PLEASE NOTE:
One form (Schedule A) must be completed by each of the five nominators, and provided to the candidate for submission with the entire nomination package.**



**NOMINATION FORM
CGA-Canada Board of Directors Vice-Chair**

**SCHEDULE "B"
Role and Qualifications of Directors**

Mandate

The mandate of the CGA-Canada Board, and its authority, stems from the *CGA-Canada Act of Incorporation* and the Affiliation Agreement. The Board is established to provide general leadership and direction to CGA-Canada.

Role of the Board

The CGA-Canada Board operates within a model which distinguishes between Tactical Leadership and Operations/Management. Within this model, it is the role of the Board as a whole to provide the overall leadership direction for the organization. However it is the role of the Affiliation Council to provide strategic direction to the organization.

In fulfilling this type of leadership role, the Board establishes direction, approves the outcomes to be achieved and then delegates the detailed implementation of programs or initiatives to committees and/or staff. The Board provides an outline of the objectives related to their responsibilities, any appropriate guidelines, and the criteria upon which their work will be evaluated. The Board ensures that objectives are clear, the parameters and approval points established, and the evaluation criteria mutually understood.

Role of Directors

The Vice-Chair is a Director, serving on the Board of CGA-Canada. Individuals are appointed to serve on CGA-Canada's Board of Directors on the basis of:

- (i) their knowledge and experience; as well as
- (ii) their ability to understand the interests and concerns of Certified General Accountants in advancing the organization's mandate.

Irrespective to the manner in which they are appointed, the role of Directors is to govern CGA-Canada. They are appointed based on their qualifications and are mandated to exercise their judgment in a leadership role for CGA-Canada. In order to effectively fulfill this role, they must adopt a national perspective.

Qualifications of Directors

Directors should possess the following qualifications:

- (i) A willingness to take their responsibilities seriously, to come to Board meetings prepared to engage in informed and strategic debate of the issues;
- (ii) The ability to participate constructively and actively;
- (iii) Independence of thought;
- (iv) Sound judgment;
- (v) A willingness to work collaboratively as a member of a team;

- (vi) An ability to adopt a wide view of the concerns of CGA-Canada and to engage in discussions related to the association's strategic priorities;
- (vii) Knowledge of the business of CGA-Canada and the accounting profession;
- (viii) An appreciation of the impact of CGA-Canada activities and policies on affiliates and vice versa;
- (ix) Willingness to discharge in a responsible and timely manner any special tasks assigned to them by the Chair, such as participation in the work of a committee or task force;
- (x) A commitment to continuous development of their skills and knowledge as directors and professionals;
- (xi) Previous board experience; and
- (xii) Other skills or experience that may be relevant to the circumstances faced by the organization or the Board at the time.

In addition to the general qualifications noted above, each year the Chair, Vice-Chair, Past Chair and President & CEO will identify the knowledge, skill and ability (KSA) being sought each year from new director appointments. These KSA should help the Association achieve its strategic objectives.

Responsibilities of Directors

Communication

While bearing in mind their overall fiduciary responsibility to CGA-Canada, Directors should ensure they are aware of the concerns and interests of affiliates. They should from time to time communicate information concerning those interests to the Board.

On any matters of particular concern to affiliates, Directors should ensure these are brought to the attention of the association through discussions with the Chair, the President and Chief Executive Officer or the Board as a whole as appropriate.

Board Meetings

Individuals have a responsibility to be adequately prepared, express their views and ideas, actively listen to, and give due consideration to the views of their colleagues and support the decisions taken by the Board.

Support Decisions Taken

In order to provide leadership to the organization, the Board must speak as one with a consistent voice. Each Director is responsible to participate fully in the Board's discussion and decision-making and support the decisions taken in any communications with others (e.g., staff, volunteers, members, the public, etc.). Directors can provide the affiliate from the province or region that has appointed them with an understanding of the rationale for decisions that have been taken, but this information will not be the sole communication vehicle.

Committees

When Directors are involved in committees, they assist in communicating the strategic directions adopted by the Board and assist in understanding the Board's policies and thinking. In all other respects, they participate in committee deliberations on the same basis as any other volunteer and not with any special authority as a Director.



**NOMINATION FORM
CGA-Canada Board of Directors Vice-Chair**

**SCHEDULE “C”
Role of Chair and Vice-Chair**

Role of the Chair

The role of the Chair is to provide leadership to the work of the Affiliation Council and the Board. The Chair provides leadership in maintaining unity of purpose among the diverse parties within CGA-Canada’s governance structure. The Chair is expected to be thoroughly conversant with, and committed to, the mission, goals and values of CGA-Canada, and be knowledgeable of the By-Laws and governance policies of the association.

In collaboration with Delegates and Directors and with the President and Chief Executive Officer, the incumbent shall:

i) Leadership

- a. Ensure the key goals of the Affiliation Council and the Board and the strategies for attaining them, are articulated and understood by Delegates and Directors;
- b. Ensure the terms of reference of committees or task forces established by the Affiliation Council and the Board are appropriate and clear.

ii) Conduct and Management of Meeting

- a. Shape the agenda for meetings;
- b. Manage meetings effectively;
- c. Follow up with Delegates or Directors on actions arising from decisions that implicate individual Delegates or Directors;
- d. Be generally responsible for the effective function of the Affiliation Council and the Board;
- e. Ensure regular evaluation of governance effectiveness.

iii) Appointments, Hiring, Performance Management

- a. Oversee the process of hiring the President and Chief Executive Officer;
- b. With the Board, set annual performance goals for the President and Chief Executive Officer, oversees the process of performance evaluation annually;
- c. Evaluate the performance of committee and task force chairs.

iv) Communication and Representation

- a. In conjunction with the President and Chief Executive Officer, develop and maintain key relationships on behalf of the association;
- b. Represent the association in advocacy work;
- c. Serve as senior representative of the association in communication with key external stakeholders;
- d. Report to the Board on the status of major initiatives.

v) Legal and Fiduciary

- a. Act as a signing authority for the association;
- b. Ensure the soundness of the association's governance system and that it is adapted to contemporary development and requirements.

Role of the Vice-Chair

The Vice-Chair supports the Chair in the execution of the duties of the position and acts in the absence of the Chair.



**SCHEDULE "D"
Conflict of Interest Policy and Disclosure Statement**

7. Conflict of Interest Policy (By-law 5.10)

7.1 Definitions

In this Conflict of Interest Policy the following words and phrases have the following meanings:

"Affiliation Council" means the Affiliation Council of CGA-Canada;

"Association" means the Certified General Accountants Association of Canada incorporated pursuant to the *Act to Incorporate the General Accountants Association*, as amended by 46-47-48 Elizabeth II 1997-1998-1999, Chapter 38 (the **"Act"**);

"Board" means the Board of Directors of CGA-Canada;

"Conflict of Interest" means a situation in which personal, occupational or financial considerations may interfere, or appear to interfere, with an individual's ability to act fairly, objectively and in accordance with his or her obligations as a Director or Delegate. There may be a real conflict of interest or the appearance of a conflict of interest. A real conflict of interest arises where the individual has a private or personal interest in a decision such as, for example, the likelihood of financial gain as a result of a Board decision. The appearance of conflict of interest occurs when a reasonable well-informed person has or, would be likely to have, a reasonable belief that individuals are making decisions on behalf of the Association that promote personal interests, interests of others or those of a person described in paragraph 7.3 (i) below;

"Delegate" means a Voting Delegate, a substitute Voting Delegate and a Participating Delegate.

"Director" means a member of the Board;

"Disclosure Statement" means a statement filed by a Director or a Voting Delegate in accordance with Section 7.4 of this Policy; and

"Person" means an individual, corporation, organization, partnership, joint venture, business enterprise, association, trade union or other entity, whether or not incorporated.

"Voting Delegate" means a person appointed to the Affiliation Council who has voting rights.

7.2 Purpose of the Policy

- i) The provisions of this Policy are intended to ensure that the Board and Affiliation Council:
 - a) meet the highest standards of integrity;
 - b) comply with the duties and responsibilities which apply to members thereof; and
 - c) comply with the Act, the By-laws and any other applicable laws.
- ii) This Policy seeks to minimize the possibility of conflicts occurring or being seen to exist between the private interests of Directors and Delegates and their roles and responsibilities with the Association. Disclosure of any relevant personal, occupational or financial connections and interests will ensure that conflicts of interest can be avoided and the objectivity and credibility of the Association maintained.

7.3 General Duties

- i) Situations in which conflicts of interest may arise include, but are not limited to, circumstances where a Director, Delegate or a person with whom the Director or Delegate has a close family, business or personal relationship¹ (hereafter referred to as Connected Party), has or may receive:
 - a) a personal or business benefit or advantage;
 - b) an increase or decrease in the value of real or personal property owned by the Director, Delegate or the person with whom the Director or Delegate has a close family, business or personal relationship; or
 - c) an advantage, gain, profit, reward or perquisite of any kind, whether pecuniary or otherwise, and whether direct or indirect.
- ii) Unless authorized to do so by the Board or Affiliation Council, or by a person the Board or Affiliation Council designates, Directors and Delegates may not
 - a) act on behalf of the Association, or deal with the Association, in any matter where Directors or Delegates are in a conflict of interest or appear to be in a conflict of interest, nor
 - b) use their position, office or affiliation with the Association to pursue or advance their personal interests or those of a person described in paragraph 7.3 (i).

¹ A person with whom a Director or Voting Delegate has a close family, business or personal relationship includes but is not limited to:

- a) spouse, common law partner, children (including step children or adopted children), brother, sister, brother-in-law, sister-in-law, parents (including step parents or parents-in-law);
- b) a partner of the Director or Voting Delegate; and
- c) a body corporate of which the Director or Voting Delegate beneficially owns or controls, directly or indirectly, shares or securities currently convertible into shares carrying more than ten percent (10%) of the voting rights under all circumstances or by reason of the occurrence of an event that has occurred and is continuing, or a currently exercisable option or right to purchase such shares or convertible securities.

- iii) Directors and Delegates:
- a) must not use their relationship with the Association to confer a benefit on a person described in paragraph 7.3 (i). This duty does not prevent the Director, Delegate or anyone else from transacting business with other people connected with the Association.
 - b) other than compensation for expenses and honoraria paid by the Association related to their responsibilities, must not directly or indirectly² benefit from any transaction involving the Association except as authorized by the Board or Affiliation Council. Examples of acceptable items of compensation would include:
 - Exam Review Fees paid at the established honorarium rate; and
 - Representation fees that in total are deemed to be immaterial in value by the Board or Affiliation Council (where immaterial is currently being defined as less than \$2,000).
 - c) shall not, either directly or indirectly, demand or accept, in their capacity, a gift, favour, or service from any individual, organization, or corporation other than:
 - The normal exchange of hospitality between persons doing business together;
 - Tokens exchanged as part of protocol;
 - The normal presentation of gifts to persons participating in public functions.

7.4 Disclosure Statement

- i) Every Director and Voting Delegate shall file a Disclosure Statement in the form attached as Schedule "A" hereto prior to the second meeting of the Board of Directors following each Annual General Meeting where he or she becomes a Director or Voting Delegate. The obligation to disclose is on-going and every Director or Voting Delegate must promptly advise the Secretary of any change in the information contained in his or her Disclosure Statement or other conflict of interest as soon as it arises.
- ii) The Disclosure Statement shall set out:
 - a) Any other office or position held by the Director or Voting Delegate as a director, officer or elected official, associate or employee of any other Person and the nature and extent of any such office or position;

² An "indirect benefit" may exist where:

- a) a benefit is derived by a close friend, family member, business associate, or a corporation or partnership in which a Director or Voting Delegate holds a significant interest, or
- b) a benefit which advances or protects the Director's or Voting Delegate's interests although it may not be measurable in money.

- b) the name of every Person in which the Director or Voting Delegate (or any trustee or nominee on his behalf) directly or indirectly holds ten percent (10%) or more of its issued shares or similar ownership and a statement of the type of business carried on by that Person;
 - c) Any financial remuneration, direct or indirect benefits received, from the Association; and
 - d) A statement that the Director or Voting delegate has made complete and accurate disclosure in the Disclosure Statement and has complied with this Policy over the relevant reporting period.
- iii) Each Director or Delegate has a duty to raise with the Chair any situation of which they are aware of conflict or potential or perceived conflict of interest or non-compliance with this Policy, whether it pertains to themselves or to others about which they might be aware. If the Director or Delegate is aware of a conflict, or potential or perceived conflict of interest, relating to another Director or Delegate, then a consultation with the individual should take place beforehand, consistent with the Code of Ethical Principles and Rules of Conduct.
- iv) All information disclosed by a Director or Delegate in compliance with this Policy shall be held in confidence and not used or disclosed for any purpose other than as specified herein.

**CERTIFIED GENERAL ACCOUNTANTS ASSOCIATION OF CANADA
(the "Association")**

**DIRECTORS AND VOTING DELEGATES
DISCLOSURE STATEMENT**

Name: _____

Date Appointed: _____

This Disclosure Statement is filed pursuant to the Conflict of Interest Policy for the Board of Directors or the Affiliation Council of the Association (the "Policy").

1. Offices Held

[Include all positions held as officer, director, employee, associate or elected official with any company or organization.]

2. Ownership

[List all companies or businesses in which you hold ten percent (10%) of the ownership whether in shares or otherwise.]

3. Financial Remuneration received from the Association

[List any payments received from the Association]

4. Indirect Benefits

[List any benefits received by connected parties – Sect. 7.3 (i)]

5. Other Direct Benefits

[List any benefits other than financial you may be receiving from the Association]

6. Any other circumstance or information you consider relevant.

I confirm that the above constitutes complete and accurate disclosure pursuant to the Policy and that I have fully complied with the Policy since the date of my appointment/date of the last Disclosure Statement.

(Signature)

(Date)