

THE INSTITUTE OF CHARTERED ACCOUNTANTS OF THE EASTERN
CARIBBEAN

RULES

Part 1 - PRELIMINARY

Commencement

1. These Rules shall come into operation as from the [].

Definitions

2. In the interpretation of the Rules, unless the context or subject matter otherwise indicates or requires:
 - (a) Subject as hereinafter mentioned, words and expressions have the same meaning as in the Institute of Chartered Accountants of the Eastern Caribbean Agreement Act 200[] [Act No [] of [] and references herein to Fellows, Chartered Accountants, members and meetings shall be construed as having references to Fellows, Chartered Accountants, members and meetings of the Institute;
 - (b) "Act" means the Institute of Chartered Accountants of the Eastern Caribbean Agreement Act 200[] Act No [] of [];
 - (c) "admission" in relation to membership of the Institute includes advancement in status and "admit" has a corresponding meaning;
 - (d) "Admission Rules" means the Rules (if any) for the time being determined by the Council for the admission and readmission of persons to membership of the Institute, being Rules not inconsistent with these Rules;
 - (e) "advancement in status" means the change in the class of a member from that of "Chartered Accountant" to "Fellow";
 - (f) "affiliate" means a person who is not a member but who is a practice entity participant who has agreed to be bound by the standards of practice and professional conduct and by the discipline of the Institute.
 - (g) "Agreement" means the Institute of Chartered Accountants of the Eastern Caribbean Agreement Act, 2000;
 - (h) "Audit Committee" means the committee established by the Council pursuant to **Rule 121**;
 - (i) "Chief Executive Officer" means the chief executive officer of the Institute for the time being appointed by the Council under **Rule 108** and

includes any person for the time being discharging the duties of such officer;

- (j) "Council" means the Council of the Institute;
- (k) "Director" means a person appointed to perform the duties of a director of the Institute.
- (l) "month" means calendar month;
- (m) "non-accountant" means a person who is not an accountant.
- (n) "Overseas Member" means a member whose registered address is outside the OECS;
- (o) "post" means sending by post, facsimile transmission, email or document exchange, and "posted", "posting", "postal" and "postal ballot" have corresponding meanings;
- (p) "practice entity" means a body of professionals not being a member which has agreed to be bound by the standards of practice and professional conduct and by the discipline of the Institute and is entitled under the provisions of the Agreement, the Rules and the Rules to describe itself as "Chartered Accountants";
- (q) "prescribed" means prescribed by the Act or by the Rules;
- (r) "profession" means the profession of accountancy and "professional" shall be construed accordingly;
- (s) "Region" means each of the following member states or associate member states of the OECS:
 - (i) Anguilla;
 - (ii) Antigua and Barbuda;
 - (iii) the Commonwealth of Dominica;
 - (iv) Grenada;
 - (v) Montserrat;
 - (vi) St Kitts and Nevis;
 - (vii) Saint Lucia;
 - (viii) St Vincent and the Grenadines;
 - (ix) British Virgin Islands;
- (t) Regional Branch Council " means a Council for a Region constituted as prescribed in these Rules and "Regional Branch Councillor" means a member of a Regional Branch Council;

- (u) "Regional Branch Manager" means the manager of the Institute in a Region appointed by the Chief Executive Officer and includes any person for the time being discharging the duties of such officer;
- (v) "registered address" of a member means his address on the Register kept under the Rules;
- (w) "Rules" means the Rules made by the Council from time to time under Article 5 of the Agreement;
- (x) "special resolution" means a resolution passed by a majority of not less than three-fourths of the votes cast at a meeting of the Council at which a quorum is present;
- (y) ~~The Register means the register of members of the Institute to be maintained by the Chief Executive Officer under Rule 133.~~
- (z) "writing" includes printing, typing, lithography, microfilm, photocopying, facsimile transmission, electronic mail and other modes of representing or reproducing words in a visible form and "written" has a corresponding meaning;
- (aa) words importing the singular only include the plural and vice-versa, words importing the masculine gender only include the feminine and neuter genders and words importing persons include corporations.

Interpretation of Rules

3. If, in the opinion of the Council, any doubt arises as to the construction or interpretation of any of the Rules, the decision of the Council reduced to writing and recorded in the minute book shall be conclusive and binding on all members of the Institute. Due notice of such record shall be given by the Council to members by publication in the Institute's journal or otherwise as the Council may determine.

Use of Forms

4. Such forms as the Council may from time to time authorise shall be used in cases to which they are applicable, with such alterations or additions thereto, if any, as the Council may from time to time determine; and all notes and directions thereon shall be deemed part of the forms, and must be observed accordingly.

Part 2 - MEMBERSHIP

Classes

- 5. Membership of the Institute shall consist of:
 - (a) the persons who, immediately before the date on which the Act became effectual in accordance with [Article []], were Fellows or Chartered Accountants ; and

- (b) the persons who, after such date, are admitted as Fellows or Chartered Accountants in conformity with the Agreement and Rules as in force from time to time.

Mode of Admission

6. All admissions of members shall be made by the Council.

Applicant to Satisfy

7. Subject to **Rules 11 and 16**, every applicant for admission shall satisfy the Council, in such manner as the Council requires, that the applicant has fulfilled the prescribed conditions of such admission and shall also produce such evidence as the Council deems necessary of his fitness for such admission.

Discretion to Refuse

8. The Council may, in its absolute discretion [and without giving any reason therefor,] refuse to admit as a Fellow or Chartered Accountant a person whom it shall consider not to be a fit and proper person to be so admitted even if he has fulfilled the prescribed conditions of such admission.

Application for Admission

9. Every application for membership admission shall be made to the Council and shall be lodged with the Chief Executive Officer.

Conditions of Normal Admission and Advancement in Status

10. (a) A person shall be eligible for admission to membership of the Institute as a Chartered Accountant if, at the date of his application for such admission:-
- (i) he has attained the age of twenty-one years;
 - (ii) he has passed the prescribed examinations;
 - (iii) he has completed the prescribed period of service or experience in the practice of accountancy; and
 - (iv) he is, or upon admission, will be able to comply with the requirements of the Act and the Rules.
- (b) A Chartered Accountant may be advanced to the status of Fellow if, in the opinion of the Council, he is a fit and proper person to become a Fellow. In forming its opinion the Council shall have regard, *inter alia*, to the duration and quality of experience of the Chartered Accountant.

Normal Admission

11. The Council, on receiving an application, shall consider the same and the evidence in support thereof and shall make such investigation as it thinks fit. If the Council resolves that an applicant has satisfied the prescribed conditions of admission under **Rule 10** and is a fit and proper person to be so admitted, it shall approve the application for admission and so admit the applicant.

Special Admissions

12. (a) If the Council, resolves that, although an applicant has not satisfied the prescribed conditions of admission under **Rule 10**, he has satisfied the prescribed conditions of admission under [the Agreement or Admission Rules] and is a fit and proper person to be so admitted, it may, approve the application for admission and so admit the applicant.
- (b) The Council may, at any time by special resolution, invite a person to become, and admit such a person as, a Fellow or Chartered Accountant on the grounds of his educational qualifications, expertise, experience in the practice or teaching of accountancy, or standing, although he has not satisfied either the prescribed conditions of admission under **Rule 10** or the Admission Rules.
- (c) A person admitted under this Rule shall not be granted a certificate of public practice unless and until he shall have completed such period of service or experience in the practice of accountancy as the Council may prescribe.

Notice of Admission

13. When a person has been admitted as a Fellow or Chartered Accountant, the admission shall be recorded in the Register and a notice of that person's admission shall be sent by the Chief Executive Officer to the applicant.

Alternative Status on Admission

14. If an applicant for admission to membership as a Fellow is held by the Council not to be eligible for admission to membership as a Fellow but to be eligible for admission to membership as a Chartered Accountant, the Council may admit the applicant to membership as a Chartered Accountant if the applicant is willing to accept membership as a Chartered Accountant.

Notice of refusal and refund of fees

15. If an applicant is refused admission, a notice of the refusal shall be sent by the Chief Executive Officer to the applicant.

Life and Honorary members

16. (a) (i) The Council may, on the motion of any Director other than the member proposed for election, by special resolution elect any member as a Life member, and each Life member shall be entitled to all the privileges of membership without the payment of further

annual subscription, fee or other amount: Provided that the number of Life members shall not at any time exceed twenty.

- (ii) The Council may likewise elect any person of prominence and standing as an Honorary member with the status of Fellow and each Honorary member shall be entitled to all the privileges of membership without the payment of any annual subscription, fee or other amount: Provided that the number of Honorary members shall not at any time exceed ten.
- (b) Any Director intending to move for the election of a Life or Honorary member shall notify the Chief Executive Officer of his intention at least thirty days before the date of the meeting of the Council at which he intends to move the same. The Chief Executive Officer shall, not less than fourteen days before the date of such meeting, dispatch notice of the motion by post to all other Directors.

Resignation

17. Any member may resign his membership by sending his resignation in writing together with all moneys owing by him to the Institute, whether for subscription, fee or other amount, to the Chief Executive Officer:

Provided that no resignation shall take effect unless and until it has been accepted by the Council. The Council may decline to accept the resignation of a member whose conduct is the subject of any complaint under Part 5 of the Rules in which proceedings a Notice of Disciplinary Action has been issued in accordance with **Rule 36**, or whose conduct, in the opinion of the Council, by virtue of matters brought to the attention of the Institute, may become the subject of disciplinary proceedings under Part 5.

Provided further that any member whose notice of resignation was not received by the Chief Executive Officer prior to 30 June in any year shall remain liable for any subscription, fee or other amount payable by him to the Institute in respect of the year ending the following 30 June, save that, in any case, the Council may in its absolute discretion remit the whole or any part of such subscription, fee or other amount.

Readmission

18. The Council may, by special resolution, readmit to membership, subject to such terms and conditions as it may think fit to impose, any person who has resigned or ceased for any reason to be a member.

Exclusion from membership

19. The Council may exclude a member if:-
- (a) under any legislation relating to mental health, he is certified, declared or found to be mentally ill or in need of treatment or care and control or incapable of managing his own affairs or is admitted to and remains in a

hospital or other institution for the treatment of mental illness or a guardian is appointed to him or a trustee or administrator is appointed to his estate; or

- (b) he fails to pay any subscription, fee or other amount payable by him to the Institute, including fees, fines and costs, within three months after the same has become due; or
- (c) he fails to fulfil continuing professional education requirements as prescribed in the Rules or (whether or not those requirements have been fulfilled) fails to notify the Institute of his compliance or otherwise for two consecutive years.

Such a member may be readmitted to membership under **Rule 18**.

Part 3 - EXAMINATIONS

Council to Prescribe Examinations

20. (a) Pursuant to Article 4(c) of the Agreement, the Council shall prescribe examinations as a prerequisite for all persons seeking admission to membership of the Institute (except those exempted therefrom under **Rule 21**) together with the educational qualifications for, and other conditions and matters to be satisfied by, persons seeking admission to any examinations conducted by the Institute.

(b) The Council may prescribe as any of the examinations or educational qualifications referred to in **Rule 20(a)**, examinations conducted by any university, public education authority or other institution, whether in the OECS or elsewhere.

(c) When the Council prescribes examinations conducted by the Institute, it shall also prescribe the subjects for such examinations.

(d) Subject to these Rules, the Council may, from time to time by special resolution, make Rules for the holding and conduct of the examinations referred to in **Rule 20(c)** and may, by such Rules prescribe the periods of service or experience (if any) required of candidates or any class of candidates and the fees payable by them for such examinations.

Exemptions from Examinations

21. The Council may from time to time prescribe conditions under which exemption may be granted from any examinations or from any part thereof and may prescribe the fee or other amount payable therefor.

Part 4 - RIGHTS AND OBLIGATIONS OF MEMBERS

Place of Business

22. On application for admission to membership, every applicant shall, in writing under his hand inform the Chief Executive Officer of his place or principal place of business (whether as a principal or an employee) and the nature of such business and of his place of residence and shall thereafter advise the Chief Executive Officer of any change in these particulars.

Enquiries

23. The Council may from time to time require any member to satisfy the Council, in such manner as it requires, whether he is, or is not, in practice as a public accountant or employed by a public accountant or a practice entity or whether any particulars regarding him appearing on the National, Regional or Overseas Registers, as the case may be, are correct.

Certificate

24. (a) On the admission of any member, a ~~certificate of membership~~ in the prescribed form shall, on payment of such fee, if any, as the Council may from time to time prescribe, be issued to such member certifying his class of membership.
- (b) The ~~certificate of membership~~ shall be under the ~~Council~~ Seal of the Institute and its issue shall be recorded in a register to be kept for that purpose.
- (c) Every ~~certificate of membership~~ shall remain the property of the Institute and the Council shall be at liberty at any time to call for, and compel, its production and delivery and the Council may alter or amend any such certificate or issue a new certificate in place thereof.
- (d) The Council may charge such fee as it may from time to time prescribe for any new ~~certificate of membership~~.
- (e) Any person ceasing to be a member of the Institute shall, upon demand in writing by the Chief Executive Officer, return his ~~certificate of membership~~ of membership to the Chief Executive Officer for cancellation.
- (f) If any member neglects or refuses to deliver up his ~~certificate of membership~~ on demand as aforesaid, the Institute may institute legal or other proceedings for its recovery.

Notification

25. (a) Unless exempted pursuant to the Rules, every member shall before commencing to practise as a public accountant, lodge with the Chief Executive Officer an application for a certificate of public practice.

- (b) Unless exempted pursuant to the Rules, every member shall, upon ceasing to practise as a public accountant, forthwith send to the Chief Executive Officer, a notification to this effect.

Certificates of Public Practice

26. (a) A member shall not, without the consent of the Council, ~~commence to practise~~ practise as a public accountant unless he has been issued with a current certificate of public practice or his application therefor has been approved or he is exempt from the obligation to hold such a certificate.
- (b) The Council may prescribe Rules for the issue and renewal of certificates of public practice and for any exemption from the obligation to hold such a certificate. Without limitation of the foregoing, the Council may prescribe the form of any application for such issue, renewal or exemption, any fee payable in respect thereof, the form and duration of any certificate of public practice and any conditions attaching thereto or to the issue or renewal thereof.
- (c) Where a certificate of public practice has been issued or renewed (as the case may be) with attaching conditions and those conditions have not been satisfied within a period (not being less than 30 days) of the member being called upon to satisfy them by notice in writing from the Chief Executive Officer, the certificate of public practice shall, at the expiration of that period, be cancelled and accordingly cease to be a current certificate of public practice in terms of **Rule 26(a)**.
- (d) The certificate of public practice of a member who has become a bankrupt or upon whom any of the sanctions referred to in **Rule 36(g)(i)(1), (2) or (3)** has been imposed, shall, subject to any appeal under **Rule 37**, *ipso facto*, be cancelled and, accordingly, cease to be a current certificate of public practice in terms of **Rule 26(a)**.
- (e) ~~A certificate of public practice issued to any member must be prominently displayed on the premises of the business where the member practises.~~
- (g) A member whose certificate of public practice has been cancelled or who has otherwise ceased to be entitled to a certificate of public practice, shall, upon payment of the appropriate fee and subject to any conditions imposed by the Council be issued with a further certificate at such time as the Council may in its absolute discretion determine.

Rights at Meetings

27. Members shall be entitled to receive such notice of meetings and to exercise such voting power as is hereinafter prescribed both in relation to Regional Branch meetings and in relation to meetings of members of the Institute.

28. A member who is not of good standing shall not be entitled to be served with notice of, or to vote at, any meeting of the members of the Institute; and

Employee members

29. A member in the employment of a public accountant or a practice entity shall not, without the written consent of his employer, undertake for remuneration any public accountancy services or public practice (as defined in Article 2 of the Agreement).

Liability

30. Any person who, for any reason, ceases to be a member shall nevertheless remain liable for, and shall pay to, the Institute all moneys which at the time of his ceasing to be a member were due from him to the Institute.

Part 5 – DISCIPLINE

31. A member, affiliate, or practice entity (hereinafter in this Part referred to as “the Relevant Person”) shall be liable to disciplinary action in any of the following events, whether occurring before or after the coming into operation of these Rules, if:

- (a) the Relevant Person has, in the opinion of the Disciplinary and Appeal Committees, failed to observe a proper standard of professional care, skill or competence in the course of carrying out his professional duties;
- (b) the Relevant Person has, before any court of law in any jurisdiction of the Eastern Caribbean Supreme Court or elsewhere pleaded guilty to, or been found guilty of, any criminal offence which has not been set aside on appeal;
- (c) the Relevant Person has, in any civil proceedings before any court of law in any jurisdiction of the Eastern Caribbean Supreme Court or elsewhere been found to have acted dishonestly and such finding has not been set aside on appeal;
- (d) the Relevant Person has pleaded guilty to, or been found guilty of, any statutory or other offence by a court of law, professional body, statutory or other regulatory authority in any jurisdiction of the Eastern Caribbean Supreme Court or elsewhere which is not a crime but which, in the opinion of the Disciplinary and Appeal Committees, brings, or is likely to bring, discredit upon him, the Institute or the profession of accountancy and any such finding has not been set aside on appeal;
- (e) the Relevant Person has been the subject of an adverse finding in relation to his or its professional or business conduct or competence by any court of law, professional body, statutory or other regulatory authority in any jurisdiction of the Eastern Caribbean Supreme Court or elsewhere;

- (f) the Relevant Person has committed any breach of the Agreement, or the Rules (including the Rules prescribing any ruling on the standards of practice and professional conduct, including the technical standards, required by the Institute to be observed);
 - (g) the Relevant Person has failed to comply with any reasonable and lawful direction of any officer or organ of the Institute acting within the powers conferred by the Agreement or the Rules and which relates to a matter concerning the good order and management of the Institute;
 - (h) the Relevant Person, being a member or affiliate has become a bankrupt or has signed an authority authorising a registered trustee to call a meeting of his creditors and to take over control of his property or has authorised a solicitor to call a meeting of his creditors or has executed a deed of assignment or a deed of arrangement or a composition has been accepted by his creditors.
 - (i) in the case of a practice entity, a resolution for the voluntary winding-up of such practice has been passed by its creditors or a winding-up order has been made in respect of it by a court of law or a compromise or scheme of arrangement between such practice entity and its creditors or a class of creditors has been agreed to or has been approved by a court of law or a receiver has been appointed of it or any of its assets or undertakings;
- the Relevant Person has committed any act, omission or default which, in the opinion of the Disciplinary and Appeal Committees brings, or is likely to bring, discredit upon himself or itself, the Institute or the profession of accountancy.

32. (a) For the implementation of the disciplinary procedures referred to in this Part, there shall be established an investigation Committee, a Disciplinary Committee, and an Appeal Committee appointed by the Council as hereinafter provided.

(b) The investigation Committee shall consist of not less than eight members comprised of

(i) two past or present Regional Branch Councilors

(ii) two Fellows of the Institute or at least fifteen years' experience as a chartered accountant; and

(iii) at least one non-accountant.

No member of the Disciplinary Committee and Appeal Committee shall be a member of the investigation Committee.

The quorum of the investigation Committee shall be four members of whom one shall be a non-accountant and the Committee duly constituted shall consider and determine any matter brought before it in accordance with the Rules and shall exercise the powers and functions of such Committee.

- (b) The Disciplinary Committee shall consist of not less than eight members comprised of:-
- (i) past or present Regional Branch Councillors;
 - (ii) Fellows of the Institute of at least fifteen years' experience as a chartered accountant; and
 - (iii) at least one non-accountant.

No member of the ~~Investigation Committee~~ Appeal Committee shall be a member of the Disciplinary Committee.

The quorum of the Disciplinary Committee shall be four members of whom one shall be a non-accountant and the Committee duly constituted shall hear and determine any matter brought before it in accordance with the Rules and shall exercise the powers and functions of such Committee.

- (c) The Appeal Committee shall consist of not less than six members comprised of:-

- (i) Fellows of the Institute of at least fifteen years' experience as a chartered accountant; and

~~The Chairman or the Deputy Chairman who shall be lawyers and~~

- (ii) ~~at least one other~~ non-accountant.

No member of the ~~Investigation Committee~~ and a Disciplinary Committee shall be a member of the Appeal Committee.

The quorum of the Appeal Committee shall be five members of whom one shall be a non-accountant and the Committee duly constituted shall hear and determine any matter brought before it in accordance with the Rules and shall exercise the powers and functions of such Committee.

33. Subject to the provisions of the Agreement and the Rules ~~the Investigation Committee~~, the Disciplinary Committee and the Appeal Committee may regulate their own procedures as they think fit including whether or not to hear any witness or admit any material and without giving any reason therefor. Without limiting the generality of the foregoing, each such Committee may, if it thinks fit:

- (a) require the production for inspection by the Committee or any person appointed by it for such purpose, of any books, documents or papers in the possession or under the control of the Relevant Person or in the possession or under the control of any other member, affiliate, or practice entity;
- (b) require the Relevant Person or any other member, affiliate, or practice entity, to provide all such information in relation to any such books,

documents or papers or on any related matter as may reasonably be required by the Committee or by the person appointed for such purpose;

- (c) require any member or affiliate other than the Relevant Person to attend before the Committee and give evidence of any facts within his knowledge which relate to any Notice of Disciplinary Action against any member, affiliate, or practice entity;
- (d) proceed with a hearing in the absence of the Relevant Person, where such member, affiliate, or practice entity, after being given notice to attend the hearing, fails without good cause to attend the hearing or, in the case of a practice entity, to be represented at the hearing.

34. (a) Any complaint made by a member of the Institute or by a member of the public concerning the conduct of a member, an affiliate, or a practice entity, shall be made to the Regional Branch Manager of the Region in which the matter complained of is alleged to have occurred.

(b) On receipt of a complaint or where facts come to the attention of the Regional Branch Manager which he considers may give rise to disciplinary action, the Regional Branch Manager shall bring the matter to the attention of the Chief Executive Officer.

(c) If the Chief Executive Officer considers in all the circumstances that the matter ought to be considered by the Investigation Committee he shall

i) cause a report to be prepared highlighting the relevant issues and supported by the available documentary evidence (hereinafter collectively referred to as "the Report"), and

ii) forthwith ensure that such Report is placed before the Investigation Committee in order to investigate the complaint and determine whether there are grounds for disciplinary action.

(d) Each complaint shall be in writing and shall be supported by such evidence, particulars or material as is necessary.

35. (a) The Investigation Committee when investigating whether or not there are grounds for disciplinary action shall have the power to:

(i) undertake, or appoint any person or persons to undertake, whatever inquiries are deemed necessary provided that such person shall not thereafter be a member of the Committees referred to in Rule 32 formed to hear the particular matter being inquired into;

(ii) require the production of any books, documents or papers in the possession or under the control of the Relevant Person whose conduct is the subject of investigation or in the possession or under the control of any other member, affiliate, or practice entity;

- (iii) require the Relevant Person whose conduct is being investigated or any other affiliate, or practice entity, to give all such information in relation to any such books, documents or papers or on any related matter as may reasonably be required by the ~~Investigation Committee~~ or by the person or persons ~~appointed by the Committee~~ for such purpose.
- (b) If a complaint made by a member of the Institute or by a member of the public is subsequently withdrawn by the person who made it, the ~~Investigation Committee~~ may, in its sole discretion at any time prior to the commencement of the hearing by the Disciplinary Committee determine that no further action be taken.
- (c) If a determination is made that there are grounds for disciplinary action, the ~~Investigation Committee~~ shall refer the matter with all supporting material to the Disciplinary Committee.

36. Where a complaint is referred to the Disciplinary Committee:-

- (a) ~~The Investigation Committee shall advise the Chief Executive Officer to give to the Relevant Person concerned:~~
 - (i) a Notice of Disciplinary Action setting out the allegations and any particulars or materials in support; and
 - (ii) not less than twenty one (21) days notice of the date, time and place of the hearing before the Disciplinary Committee.
- (b) The ~~Relevant Person~~ receiving a Notice of Disciplinary Action shall not later than seven (7) days before the date of the hearing, provide in writing to the Chief Executive Officer:
 - (i) notice as to whether he will attend the hearing and, if represented, by whom;
 - (ii) a Statement of Defence to the Notice of Disciplinary Action;
 - (iii) the names of any witnesses he intends to call on his own behalf or whom he requires to attend the hearing; and
 - (iv) notice of any relevant fact or circumstance he wishes to bring to the attention of the Disciplinary Committee.

Failure of the Relevant Person to comply with any or all of the above requirements shall not preclude the Disciplinary Committee from proceeding to hear a Notice of Disciplinary Action at the appointed time.

- (c) The Chief Executive Officer shall on behalf of the Institute appoint a person or persons to present the case for the complaint.

■ The Chief Executive Officer shall have the power to require any member, affiliate, or representative of a practice entity to attend and give evidence at the Disciplinary Committee hearing.

(e) The Disciplinary Committee shall give the Relevant Person concerned or his representative a reasonable opportunity of being heard and shall give due consideration to any material he may submit.

(f) The Disciplinary Committee shall determine whether or not the allegations contained in the Notice of Disciplinary Action, or any part thereof, are established.

(g) If the Disciplinary Committee makes a determination that the allegations contained in the Notice of Disciplinary Action, or any part thereof, are established, it may, having given the Relevant Person a reasonable opportunity of being heard on the question of sanctions, impose any one or more of the following sanctions, namely:-

(i) Where the Relevant Person is a member:-

(1) exclusion from membership;

(2) suspension from membership of the Institute for any period not exceeding five years with eligibility for re-instatement to membership on such terms and conditions as the Disciplinary Committee may prescribe and on producing satisfactory evidence that during the period of suspension he has maintained his professional competence as required from time to time by the Rules;

(3) cancellation of certificate of public practice;

(4) a declaration that the member is ineligible for a certificate of public practice for a period not exceeding five years and on such terms and conditions as to the earlier termination of such period of ineligibility as the Disciplinary Committee may prescribe;

(5) a fine of an amount not exceeding \$100,000;

(6) a severe reprimand;

(7) a reprimand;

(8) direction that the member obtain such advice relating to the conduct of his practice as the Disciplinary Committee may prescribe;

(9) direction that the member attend such continuing professional education course or courses as the Disciplinary Committee may specify;

- (10) direction for payment of all or any portion of the costs and expenses incurred by the Institute in dealing with the Notice of Disciplinary Action.
- (ii) Where the Relevant Person is an affiliate:-
 - (1) declaration that the affiliate is unfit to remain a member of a practice entity;
 - (2) fine not exceeding \$100,000;
 - (3) severe reprimand;
 - (4) reprimand;
 - (5) direction that the affiliate obtain such advice relating to the conduct of his practice as the Disciplinary Committee may from time to time prescribe;
 - (6) a direction for payment of all or any portion of the costs and expenses incurred by the Institute in dealing with the Notice of Disciplinary Action.
 - (iii) Where the Relevant Person is a practice entity, any one or more of the sanctions provided for an affiliate in **Rules 36(g)(ii)(2), (3), (4), (5) and (6)**.
- (h) Notwithstanding that the Disciplinary Committee determines that the allegations contained in a Notice of Disciplinary Action, or any part thereof, against the Relevant Person are established, it may, at its discretion, not impose any sanctions.
 - (i) Notice in writing of the Disciplinary Committee's determination and any sanction imposed shall be given by the Chief Executive Officer to the Relevant Person. Such notice shall also be given to the President.
 - (j) Unless notice of appeal is given in accordance with **Rule 37(a) or (b)**, the determination and any sanction imposed by the Disciplinary Committee shall be notified as follows:-
 - (i) in the case of a complaint made by a member of the Institute or a member of the public, to such member or member of the public;
 - (ii) to the Regional Branch Manager who referred the matter to the Chief Executive Officer in accordance with **Rule 34(f)**;
 - (iii) to the Council;
 - (iv) to such other professional bodies and regulatory authorities as determined by the Disciplinary Committee.

37. (a) Any Relevant Person against whom any determination has been made or upon whom any sanction has been imposed by the Disciplinary Committee may, within twenty-one (21) days after notice of such determination or sanction being received, or in the ordinary course of post, would have been received by him or it, give notice of appeal to the Chief Executive Officer against any such determination or sanction or both. At the discretion of the Institute's President or failing him the Deputy President, later notice may be accepted. Each notice of appeal shall state the grounds of appeal and the grounds so stated shall not thereafter be amended except with the approval of the Appeal Committee.
- (b) The President, or failing him the Deputy President, may, within twenty one (21) days after a determination has been made or a sanction imposed by the Disciplinary Committee against the Relevant Person give notice of appeal to the Chief Executive Officer against any such determination or sanction, or both.
- (c) As soon as practicable after receipt of a notice of appeal the Chief Executive Officer shall give to the Relevant Person not less than twenty one (21) days' notice of the date, time and place fixed for the hearing of the appeal. The Appeal Committee shall give the Relevant Person or representative a reasonable opportunity of being heard.
- (d) The Relevant Person shall not later than seven (7) days before the date of the hearing provide in writing to the Chief Executive Officer:-
- (i) notice as to whether he will attend the hearing and, if represented, by whom;
 - (ii) the names of any witnesses he intends to call on his own behalf or whom he requires to attend the hearing; and
 - (iii) notice of any relevant fact or circumstance he wishes to bring to the attention of the Disciplinary Committee.
- (e) The Chief Executive Officer shall appoint a person or persons to represent the Institute on the appeal.
- (f) The Chief Executive Officer shall have the power to require any member, affiliate, or representative of a practice entity to attend and give evidence at the Appeal Committee hearing.
- (g) On each appeal the Appeal Committee shall have regard only to the material presented to the Disciplinary Committee. At its discretion the Committee may hear any witness who appeared before the Disciplinary Committee and receive additional material relevant to the complaint.
- (h) On each appeal the Appeal Committee may affirm, vary or set aside any determination of the Disciplinary Committee and may affirm, increase, reduce or set aside any sanction imposed may impose any additional

sanction or sanctions. A determination of the Appeal Committee shall take effect as from the date thereof unless some other date (not being earlier than the date of the determination or sanction appealed against) shall be specified in the determination. Notice in writing of any determination of the Appeal Committee shall, as soon as practicable, be given by the Chief Executive Officer to the member, affiliate, or practice entity and be notified as follows:-

- (i) in the case of a complaint made by a member of the Institute or a member of the public, such member or member of the public;
- (ii) to the Regional Branch Manager who referred the matter to the Chief Executive Officer in accordance with **Rule 34(f)**;
- (iii) the Council;
- (iv) the Disciplinary Committee;
- (v) such other professional bodies and regulatory authorities as determined by the Appeal Committee.

38. (a) When any determination has been made against a member, affiliate, or practice entity by the Disciplinary Committee, unless notice of appeal is duly given as provided in these Rules, the determination and any sanction imposed shall be reported in the official publication of the Institute and otherwise published in such manner and form as may be authorised by the Disciplinary Committee.
- (b) In the event of the Appeal Committee affirming or varying any determination of the Disciplinary Committee, the determination of the Appeal Committee and any sanction imposed shall be reported as soon as practicable thereafter in the official publication of the Institute and otherwise published in such manner and form as may be authorised by the Appeal Committee.
- (c) Each report published as aforesaid shall include the name of the member, affiliate, or practice entity unless, in a particular case, the Disciplinary Committee or the Appeal Committee (as the case may be) otherwise determines.

39. Where the Disciplinary Committee or the Appeal Committee determines in favour of a member, affiliate, or practice entity the determination may be published in such manner and form as may be authorized by the relevant Committee.

40. In the event of the name of a member being removed from the register, his certificate of membership and any certificate of public practice then held by him shall be delivered up by him to the Chief Executive Officer to be cancelled.

41. Where the complaint to be heard relates to a complaint against a member of any of the Committees referred to in **Rule 32** or against a practice entity which employs that member or a practice entity in which that member has any interest or against any partner,

officer, shareholder or employee of that same practice entity, that member shall not serve on the Committee which hears the complaint.

42. ~~The Disciplinary and the Appeal Committees~~ referred to in Rule 32 may, on such terms as the Committees think fit, authorise payment of the travelling and other out of pocket expenses, or any part thereof, of the member, affiliate, or practice entity whose conduct is the subject of a Notice of Disciplinary Action or of any witness or other person who has attended a meeting of such Committee convened for the hearing of a complaint against such member, affiliate, or practice entity.

Part 6 - FEES AND SUBSCRIPTIONS

Prescription of Fees

43. (a) Every person applying for admission (including advancement in status) and every member, other than a Life Member or an Honorary Member, shall pay such subscription, fee and other amount as may be prescribed from time to time under the Rules.
- (b) Every affiliate and practice entity shall pay such subscription, fee and other amount as may be prescribed from time to time under the Rules.
- (c) Until otherwise prescribed, the subscriptions, fees and other amounts applicable on the date on which these Rules come into operation shall continue to apply.

44. Notwithstanding the foregoing provisions of these Rules, a member:

- (a) who retires or temporarily withdraws from practice as a public accountant or from other business occupation may, during the period of such retirement or temporary withdrawal, retain his class of membership and thereby be entitled to all the privileges of membership on such conditions, and upon payment of such reduced subscription, fee or other amount, as may be prescribed in the Rules.
- (b) who has been a member continuously for not less than thirty years and has (with a view to permanent retirement) retired from practice as a public accountant or from other business occupation may, during the period of such retirement, retain his class of membership and thereby be entitled to all the privileges of membership on such conditions, and upon payment of such reduced subscription, fee or other amount, as may be prescribed in the Rules.
- Ⓢ of not less than seventy-five years of age may retain his class of membership and thereby be entitled to such privileges of membership without payment of any further subscription, fee or other amount as may be prescribed.

Annual Subscriptions

45. Annual subscriptions shall be payable in advance on 1 July in each year and shall cover the period 1 July to 30 June. The subscription shall be in such amount as the Council may determine from time to time and the Council may set penalties for late payment thereon.

Disability

46. Should any member be disabled through ill-health or other sufficient cause from continuing to practice his profession, the Council may reduce or remit his annual subscription and other fee or amount payable by him from time to time and may also remit any arrears of subscription and other fee or amount due from that member.

Part 7 - MEETINGS OF MEMBERS

Meetings of Regional members

47. Each Regional Branch Council shall convene an annual general meeting of members enrolled on the Register to practice in that Region in the month of October in each year or in such other month as the Council may determine. Such meetings shall be called ordinary general Regional Branch meetings.

48. Any Regional Branch Council may, whenever it thinks fit and shall upon a requisition made in writing by twenty of such members, convene a special meeting of such members. Such meetings shall be called special general Regional Branch meetings.

49. At every ordinary or special general Regional Branch meeting the Regional Chairman shall take the chair. If the office of Regional Chairman is vacant or if the Regional Chairman is not present at the time appointed for the meeting, the Vice-Chairman of the Regional Branch Council shall take the chair. If neither the Regional Chairman nor the Vice-Chairman is present, the members present shall choose one of their number to act as chairman.

Meetings of members of Institute

50. Subject to Article 22 of the Agreement, the Council shall convene an annual general meeting of members of the Institute in the month of October in each year or in such other month as the Council may determine, provided that not more than 15 months shall elapse between two successive annual general meetings. Such meetings shall be called ordinary general Institute meetings.

51. Subject to Article 23 of the Agreement, The Council may, whenever it thinks fit and shall upon a requisition made in writing by twelve members, convene a special meeting of members of the Institute. Such meetings shall be called special general Institute meetings.

52. At every ordinary or special general Institute meeting the President shall take the chair. If the office of President is vacant or if the President is not present at the time appointed for the meeting, the Vice President shall take the chair. If neither the President

nor the Vice President is present, the members present shall choose one of their number to act as chairman.

Meetings Generally

53. The succeeding Rules in this Part shall apply to ordinary and special general Regional Branch meetings and to ordinary and special general Institute meetings (except where otherwise provided therein). References therein to ordinary general meetings shall apply to ordinary general Regional Branch meetings and ordinary general Institute meetings. References therein to special general meetings shall apply to special general Regional Branch meetings and special general Institute meetings. References therein to meetings shall apply to any of such meetings and references therein to members, office bearers, officers and offices shall be taken to refer to those of a Region or of the Institute as the case may require.

54. Any requisition for a special general meeting shall specify the object of the meeting required and shall be signed by the members making the same and shall be deposited at the office. It may consist of several documents in like form each signed by one or more of the requisitionists. The meeting shall be convened for the purposes specified in the requisition and, if convened otherwise than by the Council or Regional Branch Council as the case may be, for those purposes only.

55. (a) If the Council or Regional Branch Council as the case may be within thirty days after the deposit of a requisition fails to convene a special general meeting to be held within sixty days after such deposit, the requisitionists may themselves convene a meeting to be held at the office or at some other convenient place in the city in which the office is situated within ninety days after such deposit.

(b) Any meeting convened under this Rule by the requisitionists shall be convened as nearly as possible in the same manner as that in which meetings are convened by the Council or Regional Branch Council as the case may be.

56. (a) Subject to Rule 65(b), twenty-one days' notice specifying the place, day and hour of meeting and, in case of special business, the general nature of such business, shall be given of every meeting by notice served in accordance with **Rule 140(a)** on each member entitled to be served. Provided that where notice of any motion or business is accepted by the Chief Executive Officer or Regional Branch Manager pursuant to **Rule 60** less than thirty days before the date of an ordinary general meeting, such notice shall be given to members of the proposed motion as the Council or Regional Branch Council as the case may be shall deem fit and, in its discretion, the Council or Regional Branch Council as the case may be may dispense with any such notice.

(b) With the consent in writing of two-thirds of the Directors or members of the Regional Branch Council, as the case may be, a meeting (other than a meeting convened to consider the rescission or variation of or addition to

the Rules, or amendments or additions to the Agreement) may be convened by shorter notice and in any manner they think fit.

57. The accidental omission to give any notice or to send any voting paper to any member, or the non-receipt of any notice or voting paper by any member, shall not invalidate any resolution passed, any election held or other proceeding taken at any meeting.

58. The ordinary business of an ordinary general Institute meeting shall be to receive and consider the balance sheet and income and expenditure account of the Institute, the report of the Council and the report of the auditor and to appoint an auditor. The ordinary business of an ordinary general Regional Branch meeting shall be to receive and consider the reports of the Regional Branch Council. All other business at an ordinary general meeting and all business at a special general meeting shall be deemed special.

59. A member wishing to bring before a meeting any motion or business not relating to the ordinary business of the meeting, shall give notice thereof in writing to the Council or Regional Branch Council as the case may be, such notice to be in the hands of the Chief Executive Officer or Regional Branch Manager as the case may be, not later than sixty days before the date fixed for such meeting, provided that the Chief Executive Officer or Regional Branch Manager as the case may be may, in his discretion, accept such notices up to twenty-one days before the date fixed for such meeting.

60. No motion or business shall be entertained or transacted at any meeting unless notice thereof has been properly given or dispensed with or unless the same shall, in the opinion of a majority of members personally present and entitled to vote, directly arise out of the motion or business properly before the meeting.

61. (a) Twenty-five per cent of the members personally present and entitled to vote shall constitute a quorum at an ordinary or special general meeting for the choice of a chairman, the adjournment of a meeting, the reception and consideration of the annual balance sheet, income and expenditure account and reports and for the reception of the chairman's declaration of the appointment of the auditor if one nomination only has been received for this office.

(b) In all other cases, [fifteen members] personally present and entitled to vote shall constitute a quorum.

62. Subject to **Rule 63**, no business shall be transacted at any meeting unless the quorum requisite for such business shall be present at the commencement of the business.

63. If, within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall lapse. In any other case it shall stand adjourned to the next day at the same time and place and if, at such adjourned meeting, a quorum is not present, those members who are present shall be competent to transact the business for which the meeting was called.

Voting

64. At any meeting questions or resolutions which are submitted to the meeting for determination shall be decided in the first instance, by a show of hands.
65. (a) Except on a motion for adjournment or for the election of a chairman, twelve members personally present and entitled to vote at such meeting may demand a poll.
- (b) A poll shall be taken at the meeting in such manner as the chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (c) On a voting by show of hands or on a poll a chairman shall be entitled to vote as a member, but shall have no additional or casting vote, and in all cases where there is an equality of votes, the question or resolution submitted to the meeting shall be deemed to have lapsed.
66. At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
67. The chairman of a meeting may, with the consent of the meeting, adjourn the same from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place unless, in the opinion of a majority of the members personally present and entitled to vote, the same shall directly arise thereat.
68. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
69. (a) The Council may at any time resolve that, in lieu of submitting a proposal to a meeting, it shall submit a resolution or resolutions to members by means of a postal ballot which ballot shall be conducted as nearly as practicable in the manner set forth in this Rule.
- (b) Prior to sending to members the voting papers, the Council shall appoint five members to be scrutineers, at least three of whom shall act as such.
- (c) The Council shall set out the resolution or resolutions proposed by it and shall cause voting papers setting out the same and containing full directions as to the method of voting to be posted to all members who would have been entitled, if present, to vote at a meeting held on the day of the posting of the said voting papers. Such voting papers shall be posted to each such member in accordance with **Rule 140(a)**.
- (d) All members wishing to vote on the resolution or (if there be more than one resolution) on any resolution, must do so by voting in the manner indicated in the directions and by posting the voting papers to the Institute addressed to the scrutineers (in accordance with the directions in the

voting papers), so as to be received by the scrutineers not later than twenty-one days after the date on which such voting papers would have reached the members in the ordinary course of post.

- (e) Within seven days after the last day upon which votes can be received under **Rule 69(d)**, the scrutineers or at least three of them shall meet and examine the voting papers.
- (f) Envelopes containing the voting papers may be opened either before or at such meeting of the scrutineers but may only be opened in the presence of at least one of the scrutineers. The scrutineers shall reject the vote of any member who at the date of such meeting was in arrears for more than three months in payment of any subscription, fee or other amount payable by him to the Institute or who has failed to observe the directions mentioned in **Rule 69(c)** (unless in their opinion he has clearly indicated the way in which he wishes to vote) and they may reject any other vote which, in their view, ought properly to be rejected. The scrutineers shall, as soon as practicable, report the result of the voting to the President and shall include in such report a statement of the number of votes rejected by them and the reasons for such rejection. The President shall arrange for the result of the postal ballot to be given to members within a reasonable time after the receipt of such report, whether by publication in the Institute's journal or otherwise.

The report of the scrutineers as to the result of the voting shall be conclusive. A resolution passed by such ballot shall have the same force and effect as if it were a resolution passed at a meeting of members held on the date of the report of the scrutineers.

- (g) Where for any reason the President is unable to exercise any powers granted to him under this Rule, the power shall be exercised by any Director who is deputed by the Council to exercise such powers.
70. (a) On a show of hands, every member personally present and entitled to vote shall have one vote.
- (b) Upon a poll every member who is entitled to vote shall have one vote.
- (c) Upon a postal ballot every member who is entitled to vote shall have one vote.
- (d) Honorary members shall not be entitled to a vote.
71. Votes on a poll may be given either personally or by attorney or proxy.
72. No person shall vote as attorney under power or as proxy who is not a member of the Institute and entitled to vote.
73. The instrument appointing a proxy or the power of attorney (if any) under which any proxy paper is signed or under which an attorney proposes to vote shall be deposited for verification with the chief executive officer at the office not less than forty-eight

hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the proxy or attorney proposes to vote but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

74. A vote given in accordance with the terms of a power of attorney or instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the power of attorney or proxy, provided no intimation in writing of the death or revocation shall have been received at the office before the meeting.

75. Every instrument of proxy, whether for a specified meeting or otherwise, shall be in writing under the hand of the appointer and attested by a witness and as nearly as circumstances admit shall be in the form authorised by the Council under **Rule 4**.

76. A member shall not be entitled to be present or to vote on any question personally or by attorney or by proxy or as attorney or proxy for another member at any meeting or on any postal vote or to be reckoned in a quorum whilst he is in arrears for more than three months in payment of any subscription, fee or other amount payable by him to the Institute.

77. Unless he indicates to the contrary, a member voting shall be deemed to have voted for himself and for all other members whose attorney or proxy he is but a member may cast separate votes for himself and any such other member.

Part 8 - REGIONAL BRANCH COUNCILS

78. (a) In addition to the Council there shall be, in each Region, a Regional Branch Council.
- (b) Each Regional Branch Council shall have such powers and duties as are prescribed by the Rules or as may be prescribed from time to time by the Council.

Composition and term

79. (a) Each Regional Branch Council (other than the first Regional Branch Council) shall comprise six members elected directly by the members of the Region in general meeting provided that the Council may if so requested by a Regional Branch Council from time to time, approve a Regional Branch Council of nine members, for such period as may be prescribed by the Council, provided that such approval will not be unreasonably withheld.
- (b) Subject to the transitional provisions in **Rule 81**, and to **Rules 82, 83, and 84**, the Regional Branch Councillors so elected will hold office for a term of 3 years from the immediately following 1 January, but will be eligible for re-election for further terms of 3 years in accordance with these Rules.

Eligibility for membership

80. No member shall be eligible to be elected a Regional Branch Councillor whilst he is in arrears in payment of any subscription, fee or other amount payable by him to the

Institute and unless he is resident in the Region of the respective Regional Branch Council.

Continuity and transitional provisions

81. (a) The members who, at the date of adoption of these Rules, are State Councillors and the Chairman and Vice-Chairman of any State Council shall hold office as the members, Chairman and Vice-Chairman of the corresponding first Regional Branch Council until [] or such earlier date as may be determined by the Council, provided that the [] will not have its own separate Regional Branch Council until [] or such earlier date as may be determined by the Council.
- (b) Each Regional Branch Council to take office from [], or such earlier date as may be determined by the Council pursuant to paragraph (a) above, shall comprise six members elected pursuant to **Rule 79** (or nine if the Council has approved a Regional Branch Council of nine members pursuant to **Rule 79**).

Rotation

82. At each ordinary general Regional Branch meeting one-third of the Regional Branch Councillors for that Region shall retire from office, but the retiring Councillors shall be eligible for re-election. A retiring Councillor shall hold office until the dissolution of the meeting at which his successor is appointed.
83. The Regional Branch Councillors so retiring shall be those longest in office. As between two or more who have been in office an equal length of time, the Regional Branch Councillors who retire shall, in default of agreement, be determined by lot.
84. At each ordinary general Regional Branch meeting eligible members shall be elected to fill all vacancies on the Regional Branch Council occurring in terms of the Rules.

Election

85. The election of Regional Branch Councillors at an ordinary general Regional Branch meeting shall be conducted as follows:
- (a) Nominations of eligible candidates, other than those of retiring Regional Branch Councillors, shall be in writing, ~~made by two members enrolled on the Register and entitled to vote~~ and shall also be signed by the candidate nominated and shall be lodged with the Regional Branch Manager by noon on the 31st August immediately preceding the meeting.
- (b) If the requisite number of candidates is nominated or deemed to be nominated, the chairman shall, at the meeting, declare them duly elected. If less than the requisite number is nominated or deemed to be nominated, it shall be competent for the meeting, by resolution, to receive nominations for the number of places in excess of those for which

nominations have been received or deemed to have been received and proceed to election in such manner as the chairman directs.

- (c) If more than the requisite number of candidates is nominated or deemed to be nominated, votes shall be given by voting papers only. Every voting paper shall be in the form authorised by the Council under **Rule 4**.
- (d) Every voting paper shall contain the names of the candidates for election, shall be accompanied by brief biographical details and information concerning the candidates' past service to the Institute and the profession and shall be sent in accordance with **Rule 140(a)**, at least ten days before the meeting, together with a special envelope ~~to all the registered members of that Region entitled to vote at the election~~.
- (e) The method of voting shall be by scoring out on the voting paper all but the names of the candidates for whom a member wishes to vote.
- (f) Every voting paper which shows votes for more candidates than the exact number of Regional Branch Councillors to be elected, shall be invalid.
- (g) Every member shall place his voting paper with his votes marked thereon in the special envelope with which it is sent, sign the slip attached to the special envelope with his name and his registered address in the place indicated on the slip. He shall close the special envelope and return it in another envelope to the Regional Branch Manager so as to reach him not later than forty-eight hours before the time appointed for holding the meeting.
- (h) The Regional Branch Council, at its meeting immediately preceding the ordinary general Regional Branch meeting, shall appoint at least two scrutineers who, within forty-eight hours preceding such meeting, shall count the votes so cast.
- (i) The scrutineers shall reject any voting paper which, in their opinion, is informal.
- (j) In counting the votes every member entitled to vote shall have one vote. Honorary Members shall not be entitled to a vote.
- (k) The scrutineers shall certify under their hands the result of the count and deliver their certificate to the chairman of the meeting.
- (l) Subject to the above provisions, the Chairman of the Regional Branch Council or, in his absence or inability to act, the Vice-Chairman, shall determine conclusively all questions of detail concerning the election.
- (m) The Chairman or Vice-Chairman of the Regional Branch Council shall sign a record of the result of the election which record shall be entered in the minute book and shall be conclusive.

- (n) The chairman of the meeting shall announce the result of the election at the meeting or, if the result is not then ascertained, he shall, as soon thereafter as practicable, advise the members resident in that Region by publication in the Institute's journal or otherwise.

Vacancies

86. In the event of any casual vacancy occurring in any Regional Branch Council, the vacancy may be filled by the remaining Regional Branch Councillors appointing an eligible member of the Institute to fill the vacancy but the member so appointed shall hold office only during the period for which the vacating Regional Branch Councillor would have held office if no vacancy had occurred.

87. The continuing Regional Branch Councillors may act notwithstanding any vacancy in a Regional Branch Council, provided that, if the number of continuing Regional Branch Councillors at any time is less than the quorum fixed for that Regional Branch Council, such continuing Regional Branch Councillors may act, but only for the purpose of filling the vacancies.

Disqualification

88. The office of a Regional Branch Councillor shall be vacated if:

- (a) he dies or resigns that office by resignation in writing to that Regional Branch Council;
- (b) he ceases to be a member of the Institute or any one of the sanctions referred to in **Rules 36(g)(i)(1) to (4)** is imposed upon him;
- (c) he ceases to be enrolled on the Register;
- (d) he is absent from two or more consecutive ordinary meetings of the Regional Branch Council without the leave of that Council and that Council resolves that his office be vacated;
- (e) he becomes liable to be excluded from membership under **Rule 19(a)**.

Meetings

89. The Regional Branch Councils shall meet at such places and at such times as they may respectively determine.

Notice

90. Seven days' notice of every meeting of a Regional Branch Council, or three days' notice in case of emergency, shall be given by notice served in accordance with **Rule 140** on each Regional Branch Councillor.

Office Bearers

91. Within twenty-eight days after each ordinary general Regional Branch meeting, the members who will be the Regional Branch Councillors for that Region in the ensuing calendar year (or in the case of the Regional Branch Councillors elected [in], such longer period commencing on such date in [2004] as may be determined by the first Council, as the date on which the term of office of those Regional Branch Councillors shall commence) will meet and nominate from among their number, the proposed Chairman and Vice-Chairman for the ensuing calendar year (or such longer period as may be determined by the Council, in the case the Regional Branch Councillors elected in [2004]).

92. Each Regional Branch Council will at its first meeting after 1 January in each year (or in the case of the Regional Branch Council elected in [2004], such earlier date as may be determined by the first Council, as the date on which the term of office of that Regional Branch Council shall commence), appoint from among its Regional Branch Councillors, a Chairman and a Vice-Chairman for that calendar year (or such longer period as may have been determined by the first Council, in the case of the Regional Branch Council elected [in 2004]).

Role and Powers of Regional Branch Councils

93. The role of a Regional Branch Council is to:

- (a) provide advice to the Council on strategic policy and member issues;
- (b) act as a link between the Council and the members in its Region;
- (c) assist the Council in raising and maintaining the public profile of the Institute in its Region, including its profile with the relevant State and/or Territory governments; and
- (d) implement in its Region, processes designed to attract and retain suitable Regional Branch Council members.

94. Subject to the provisions of the Agreement and the Rules, the Regional Branch Councils shall have such powers and duties as may from time to time be specified or approved by the Council.

Committees

95. (a) Subject to the provisions of the Agreement and the Rules, a Regional Branch Council may appoint committees (including branch committees) which may include persons other than Regional Branch Councillors or members of the Institute and may-
- (i) fix the quorum for such committees;
 - (ii) delegate any of its powers to any such committee; and
 - (iii) lay down rules for regulating the proceedings of such committees.

- (b) By virtue of their offices, the Chairman and Vice- Chairman of a Regional Branch Council shall be members of all committees appointed by that Regional Branch Council.

Part 9 - COUNCIL

Composition and term

96. The Council shall comprise: (a) ten Directors directly elected in accordance with **Rule 97** by the members enrolled on the Regional Branch Registers; and

- (b) one Director directly elected by the Overseas Members in accordance with **Rule 98**;

97. Subject to the transitional provisions in **Rule 99**, [in September or October 2004] and in [September, October or November] each year thereafter, the members enrolled on the Regional Branch Registers kept under the Rules shall, by postal ballot and in accordance with the Rules and procedures prescribed by the Council, elect the following Directors

(unless and to the extent that the term of the existing Director or Directors elected by the members from that Region will continue for the following calendar year):

- (i) Anguilla; 1
- (ii) Antigua and Barbuda; 2
- (iii) the Commonwealth of Dominica; 1
- (iv) Grenada; 1
- (v) Monstserat; 1
- (vi) St Kitts and Nevis; 1
- (vii) St Lucia; 2
- (viii) St Vincent and the Grenadines; 1
- (ix) British Virgin Islands; 1

To be so elected as a Director, a person must be a member of the Institute, enrolled on the relevant Regional Branch Register, but need not be a member of the relevant Regional Branch Council. The Directors so elected will hold office for a term of three years from the immediately following 1 January (or such earlier date as may be determined by the first Council, in the case of the Directors elected in September or October 2004], in which case those Directors will hold office until 31 December 2004], and for three years thereafter) but will thereafter be eligible for re-election for further terms of three years pursuant to this Rule or election pursuant to **Rule 98** (if they are otherwise eligible), unless, at the time nominations close, the Director is in arrears in payment of any subscription, fee or other amount payable by the Director to the Institute.

98. [In September or October 2004] and in September, October or November every 3 years thereafter, the Overseas Members shall, by postal ballot and in accordance with the Rules and procedures prescribed by the Council, elect one Director. To be so elected as a Director, a person must be a member of the Institute. The Director so elected will hold office for a term of three years from the immediately following 1 January (or such earlier date as may be determined by the first Council, in the case of the Director elected in September or October 2004, in which case the Director will hold office until 31 December 2004, and for three years thereafter), but will thereafter be eligible for re-election for further terms of three years pursuant to this Rule or election pursuant to **Rule 98** (if they are otherwise eligible), unless, at the time nominations close, the Director is in arrears in payment of any subscription, fee or other amount payable by the Director to the Institute.

99. Notwithstanding any other **Rule other than 102**, the six members of the Executive Committee of the Institute immediately prior to the date of adoption of these Rules including the President and Deputy President shall hold office as the members, President and Deputy President of the first Council until 31 December 2004 or such earlier date as may be determined by the Council.

Retirement and Removal

100. A Director may retire from office by giving notice in writing to the Institute of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of:

- (a) the time of giving the notice to the Institute; or
- (b) the expiration of the period, if any, specified in the notice.

101. The office of a Director shall become vacant if the Director:

- (a) dies, or resigns his office by sending his resignation in writing to the Council;
- (b) becomes disqualified pursuant to the Corporations Law from managing corporations;
- (c) is absent from two or more consecutive ordinary meetings of the Council without leave of the Council and the Council resolves that his office be vacated; or
- (d) is removed from office by the members at an ordinary or special general Institute meeting convened with notice of its purpose.

Casual Vacancies

102. (a) Any casual vacancy occurring in the office of a Director elected pursuant to **Rule 97** shall be filled by a member nominated by the Regional Branch Council of the Region whose members elected the vacating Director; provided that if the Regional Branch Council does not fill the vacancy within twenty eight days after the vacancy occurs, the Council may

appoint any member enrolled on the Regional Branch Register of that Region to fill the vacancy.

- (b) Any casual vacancy occurring in the office of a Director elected pursuant to **Rule 98** may be filled by the Council.

103. The Director appointed to fill any casual vacancy shall hold the office only during the period for which the vacating Director would have held it if no vacancy had occurred.

104. The continuing Directors may act, notwithstanding any vacancy in the Council, provided that, if the number of continuing Directors at any time is less than the quorum fixed by the Rules, such continuing Directors may act, but only for the purpose of filling the vacancy.

Meetings

105. The Council shall meet at such time or times and at such place or places as it may determine and may regulate its own proceedings.

Office Bearers

106. Within twenty-eight days after the declaration of the result of the last election to be completed in each year of the postal ballots required by **Rules 98**, the members who will be the Directors in the ensuing calendar year (or in the case of the Council comprising the Directors elected in September or October 2004, such longer period commencing on such date in 2004 as may be determined by the first Council, as the date on which the term of office of those Directors shall commence) shall meet and nominate from among their number, the proposed President and Deputy President for the ensuing calendar year (or such longer period as may be determined by the Council, in the case the Directors elected in September or October 2004).

107. The Council shall at its first meeting after 1 January in each year (or in the case of the Council comprising the Directors elected in September or October 2004, such earlier date as may be determined by the first Council, as the date on which the term of office of those Directors shall commence), appoint from among the Directors, a President and a Deputy President for that calendar year [or such longer period as may have been determined by the first Council, in the case of the Directors elected in September or October 2004].

108. The Chief Executive Officer of the Institute shall be appointed from time to time by the Directors.

Duration of Office

109. (a) The offices of President and Deputy President shall be vacated upon the conclusion of the meeting at which the successors to such offices are appointed under **Rule 107** or if the holder of either such office:

- (i) dies, or resigns that office by resignation in writing to the Council;

- (ii) becomes disqualified pursuant to the Corporations Law from managing corporations;
 - (iii) is removed from that office by special resolution passed at a special meeting of the Council convened with notice of the purpose;
 - (iv) ceases to be a Director.
- (b) Any casual vacancy in any such offices shall be filled at a meeting of the Council to be held as soon as practicable after the occurrence of the vacancy and notice of the intention to fill such vacancy shall be given to all the Directors.

Convening of Meetings

110. A meeting of the Council may at any time be called by the order of the President or the Deputy President and shall be called by the Chief Executive Officer on receipt of a request in writing addressed to him by any three Directors.

Notice

111. Fourteen days' notice of every meeting of the Council, or seven days' notice in case of an emergency, shall be given by notice served in accordance with **Rule 141** on each Director.

112. The notice shall specify the place, day and hour of meeting and shall contain, as far as practicable, a statement of the general nature of the business to be transacted at the meeting.

113. The accidental omission to give any notice or the non-receipt of any notice so served or the non-existence of any emergency shall not affect the validity of the proceedings at the meeting.

Chairman of Meetings

114. At all meetings of the Council the President or, in his absence, the Vice President shall preside. If at any meeting none of these office bearers shall be present at the time appointed for holding the same, the Directors present shall choose one of their number to be chairman of that meeting.

Quorum and Voting

115. Subject to the requirements of the Agreement or the Rules as to a special quorum in certain circumstances or as to a special majority:

- (a) one half of the total number of the Directors plus one (or if that number is a fraction, the next highest whole number) shall constitute a quorum; and
- (b) any question or resolution submitted to any meeting of the Council for determination shall be decided by a majority of votes of the Directors then

present either in person or by proxy provided by the absent Director to another Director who is present in person at the meeting.

116. The Chief Executive Officer is entitled to receive all papers which a Director is entitled to receive, and to attend all meetings of the Council and fully participate in the discussions of the Council, but is not entitled to vote on any question or resolution before the Council.

117. The chairman shall have a deliberative but not a casting vote and, in case of an equality of votes, the question or resolution submitted to the meeting shall be deemed to have lapsed.

Written Resolutions

118. (a) A resolution in writing a copy of which is served on every Director and signed by at least three-fifths of those Directors shall (subject as hereinafter mentioned) be as valid and effectual as if it had been duly passed by those Directors at a duly convened Council meeting.

(b) No such resolution shall be valid or effectual if, within twenty-one days of the date of posting copies of the resolution to every Director, at least one-fifth of such Directors signify in writing under their hands their objection to the same. All such resolutions and objections shall be recorded in the minute book.

(c) This Rule does not apply to any resolution which, under the Agreement or the Rules, is required to be passed by a specified number of Directors present at a meeting or by a specified majority of the Directors voting.

Establishment and Proceedings of Committees

119. The Council may from time to time appoint such committees as it thinks fit for such purposes and with such powers, authorities and discretions as the Council may from time to time prescribe. Such committees may include persons other than Directors or members of the Institute.

120. Subject to the provisions of the Agreement and the Rules, the Council may:-

(a) fix the quorum of such committees;

(b) delegate any of its powers to any such committee; and

(c) lay down rules for regulating the proceedings of such committees.

121. Without limiting the generality of **Rule 119**, the Council shall appoint an audit committee to:

(a) ensure an appropriate level of diligence is applied to the review of financial performance, and in particular the annual accounts;

(b) review:

- (i) end of financial year statements including balance sheet, profit and loss and related disclosures;
 - (ii) financial and other performance indicators and trends;
 - (iii) the findings and reports of the auditors;
 - (iv) risk management procedures; and
 - (v) extraordinary expenditures or financial issues;
- (c) recommend auditors;
 - (d) address other matters referred by the Council from time to time; and
 - (e) report findings of the Committee to the Council.

Sub-committees

122. Any committee formed by the Directors shall, in the exercise of the powers so delegated, comply with any Rules which, from time to time, may be imposed upon it by the Council but, and if and to the extent approved by the Council, and subject to any Rules imposed by the Council and to the provisions of the Agreement and the Rules, may sub-delegate its powers to sub-committees.

Powers of Council

123. In accordance with Article 6 of the Agreement, the Council shall manage and superintend the affairs of the Institute and for such purposes shall, *inter alia*, exercise absolute and exclusive powers (but without prejudice to its right to delegate the same in accordance with the Rules) in respect of the following:

- (a) the receipt, control and disposition of the moneys and other property of the Institute, including all prescribed subscriptions, fees and other amounts payable to the Institute;
- (b) the investment of any moneys received by or on behalf of the Institute in such investments as are authorised investments for trustees under the law of any of the States or Territories of the Eastern Caribbean/OECS and also in any shares, stock, units, debentures or other securities of any nature whatsoever listed on any of the ECSE Ltd or overseas recognised stock exchanges and in deposits through the official or short-term money markets with selected companies from time to time approved for that purpose by the Council, with power from time to time to realise or vary such investments;
- (c) the appointment, removal or retirement of the Chief Executive Officer, agents and other officers and employees of the Institute and the remuneration of such persons;
- (d) the appointment of solicitors to act for the Institute;

- (e) the appointment of trustees to hold in trust for the Institute any property of the Institute;
- (f) the institution of legal proceedings in respect of any matter concerning the affairs of the Institute, and the prosecution, defence, compounding or abandoning of any legal proceedings instituted by or against the Institute or against any of its office bearers, officers or employees;
- (g) the appointment of bankers to the Institute;
- (h) the promotion of improvements in the laws of the Region or any State or Territory thereof directly or indirectly affecting the profession of accountancy and the participation in public movements with a view to securing improvements in such laws;
- (i) the promulgation of Rules including, without limitation, Rules prescribing rulings and providing guidance on the standards of practice and professional conduct, including the technical standards, which the Institute requires to be observed;
- (j) the assistance of necessitous cases of members and their families, out of the funds of the Institute under its control.

124. The Council may, from time to time, provide for the management of the affairs of the Institute at any place out of the OECS or in any territory of the region listed] or in any special locality in the OECS in such manner as it thinks fit.

Attorney

125. (a) The Council may, at any time and from time to time, appoint any person under the common seal of the Institute to be the attorney of the Council for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Council under the Agreement or the Rules) and for such period and subject to such conditions as the Council may from time to time think fit and the power of attorney may contain such provisions for the protection or convenience of persons dealing with the attorney as the Council thinks fit.
- (b) Any such attorney may be authorised by the Council to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him.

Power to Borrow

126. The Council may, from time to time, raise or borrow any moneys required for the purposes of the Institute and secure the repayment of the same by any means it thinks fit.

Remuneration of Directors, Reimbursement and Allowances

127. The remuneration of the Directors shall be determined from time to time by the members of the Institute in general meeting.

128. The Council may pay the expenses incurred by Directors or other persons (whether or not members of the Institute) in attending meetings of the Council or of any committee or sub-committee thereof. The Council may also pay out of the funds of the Institute the expenses reasonably and properly incurred by the President or Deputy President or any other Director when acting in his official capacity for and on behalf of the Institute and may determine and pay the amount of any Presidential or other allowance.

Part 10 – MANAGEMENT

Chief Executive Officer and Regional Branch Managers

129. (a) The Chief Executive Officer shall have the powers and duties prescribed by the Rules and, with the approval of the Council, may from time to time or at any time delegate all or any of such powers and duties to such person or persons and in such manner as may be so approved.

(b) A Regional Branch Manager shall have the powers and duties prescribed by the Rules and, with the approval of the Chief Executive Officer, may from time to time or at any time likewise delegate all or any of such powers and duties.

Office

130. The office of the Institute shall be at such place in the [OECS] as the Council may from time to time determine.

Regional Offices

131. Each Regional office shall be at such place in that Region as the Council may from time to time determine.

Minutes

132. (a) The Council and each Regional Branch Council respectively shall cause minutes to be regularly entered in books to be provided for the purpose of recording the proceedings at their meetings and at the meetings of the committees and sub-committees thereof respectively and at all meetings of members of the Institute and Regional Branch meetings and the names of those present at such meetings respectively.

(b) The minutes of any meeting signed by the chairman thereof or by the chairman of the succeeding meeting shall be prima facie evidence of the transactions recorded in such minutes.

(c) The Regional Branch Manager of each Region shall, after every meeting of the Regional Branch Council or of any committee or sub-committee thereof, send to the Chief Executive Officer copies of the minutes of such meetings when they have been approved by the chairman thereof.

Register

133. (a) The Register shall be maintained under the control of the Chief Executive Officer.

(b) There shall be entered in the Register the names, addresses and classes of membership of all members of the Institute.

(c) Such other particulars shall be entered in the Register as the Council may from time to time prescribe.

(d) Each Regional Branch Manager shall maintain a record of members enrolled on the Register practicing in their respective Regions.

Registered Address

134. The registered address of a member to be entered in the Register shall be the member's place or principal place of business for the time being or, if a member has no place of business, his place of residence for the time being or such other place as the member may advise.

Change of Address

135. Every member of the Institute shall forthwith notify the Chief Executive Officer of any change required to be made in his registered address for the purpose of the preceding Rule.

Rectification

136. The Council may, if satisfied that any particulars appearing on the Register are incorrect, order their removal and may order that the Register be rectified by making such further or other entries as it deems necessary.

137. The Regional Branch Manager shall send to the Chief Executive Officer particulars of all information furnished to him by Regional members which is relevant for inclusion in the Registers.

Evidence

138. Subject to the powers of the Council under **Rule 136**, the Register shall be conclusive evidence of the particulars entered therein.

Closing of Registers

139. The Register may be closed for a period not exceeding seven days immediately preceding the commencement of the period prescribed for service of notice of meetings of members of the Institute or the dispatch of voting papers pursuant to **Rule 85(d)** (as the case may be) and only those members whose names are entered in the Register at the time of such closing shall be entitled to be served with notice of meetings.

Service of Notices

140. (a) Any notice required to be given by any of the Rules or prescribed by any of the Rules and any voting paper may be served upon any member or person either personally or by sending it by post, or Document Exchange or facsimile transmission or electronic mail to him at his address as shown in the Register or which has been notified in writing by the member or person to the Institute. Where a notice or voting paper is sent by post or Document Exchange, service shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice or voting paper, and to have been made on the day after the date of its posting or delivery to the member's or other person's Document Exchange box. Where a notice or voting paper is sent by facsimile transmission, service shall be deemed to be effected by properly addressing and transmitting the facsimile transmission and to have been made on the day following its dispatch. Where a notice or voting paper is sent by electronic mail, service shall be deemed to have been made on the day of its despatch.
- (b) The non-receipt of such notice or voting paper shall not invalidate the proceedings of any meeting held in pursuance of such notice or in respect of which such voting paper was to be used.
- (c) Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

List of members

141. (a) The Council may in each year publish or cause to be published at the expense of the Institute or otherwise a list of the members of the Institute together with such other particulars in respect of the Institute or its objects as it deems advisable.
- (b) In such list members may be distinguished in such way as the Council sees fit.
- (c) Such list shall be supplied to members and others at such prices or gratuitously as the Council shall from time to time determine.

Bank Accounts

142. All moneys received on account of the Institute by the Council shall be paid forthwith into the bank appointed by the Council to the credit of the account of the Institute.

Records

143. The Council shall cause proper books and records to be kept of the moneys received and expended and accounts showing details of income and expenditure and of the Institute's assets and liabilities.

Accounts

144. The accounts of the Institute shall, until otherwise determined by the Council, be closed annually as at 30 June.

145. The Council shall cause an income and expenditure account for each financial period of the Institute and a balance sheet as at the end of each such period to be audited by the auditor of the Institute not less than twenty-eight days before each ordinary general Institute meeting.

146. A copy of the Institute's income and expenditure account and balance sheet and of the auditor's report shall be posted to each member of the Institute not less than fourteen days before the ordinary general Institute meeting.

Auditor

147. If there is a vacancy in the office of auditor of the Institute, an auditor shall be elected as the auditor of the Institute by the members at the ordinary general meeting of the Institute.

148. The auditor shall be a member of the Institute but no Director or Regional Branch Councillor shall be eligible for election to the office of auditor.

149. In the event of the auditor being incapable of, or disqualified from, acting or, in the case of an extraordinary vacancy by death, resignation or otherwise, the Council shall appoint another auditor to fill the office until the next ordinary general meeting.

Indemnity

150. (a) Every Director and every Regional Branch Councillor, Chief Executive Officer, and Regional Branch Manager and other officer of the Institute shall be indemnified by the Institute against, and it shall be the duty of the Council to pay out of the funds of the Institute vested in or under its control, all costs, losses and expenses which any such Director, Regional Branch Councillor, Chief Executive Officer, Regional Branch Manager or other officer incurs or becomes liable to by reason of any contract entered into or act or deed done by him in discharge of his duties except in so far as the same shall happen from their own respective willful default.

(b) No such Director, Regional Branch Councillor, Chief Executive Officer, Regional Branch Manager or other officer shall be liable for the acts of any other such person or for joining in any receipt or document or for any other act of conformity or for any loss or expense happening to the Institute unless the same happen from his own willful default.

Irregularities

151. (a) All acts done by any meeting of the Council or by a committee thereof shall, notwithstanding that it be afterwards discovered that there was some irregularity in the appointment of any Director or of the committee or that such person was ineligible for appointment, be as valid as if that person had been duly appointed to be a Director or member of the committee and was eligible for appointment.

- (b) The provisions of this Rule extend to Regional Branch Councils and to committees of Regional Branch Councils.

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