

**THE INSTITUTE OF CHARTERED
ACCOUNTANTS OF THE
EASTERN CARIBBEAN (ICAEC)**

RULES AND BYLAWS

JUNE 2013
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THE INSTITUTE OF CHARTERED ACCOUNTANTS OF THE EASTERN CARIBBEAN RULES, BYLAWS AND REGULATIONS

PART One – INTRODUCTION AND PRELIMINARIES

Functions

1. The functions of the Institute of Chartered Accountants of the Eastern Caribbean – ICAEC (henceforth ‘the Institute’) are:
 - (a) To promote quality, professional expertise and professional integrity in the accountancy profession by its members in the member and associate member states the Organisation of the Eastern Caribbean States (OECS);
 - (b) To promote, advance, control and regulate the accountancy profession in OECS;
 - (c) To promote and regulate the training and professional advancement of persons practising, or intending to practise, the accountancy profession in OECS;
 - (d) To inform the public of the accountancy profession and promote internal and external communication hereto;
 - (e) Any other functions which are, in its nature, ancillary to the functions listed above, and any other functions that are conferred on the Institute by the Institute of Chartered Accountants of the Eastern Caribbean Agreement Act 2000 and these Rules and Bylaws.

Definitions

2. In the interpretation of the Rules and Bylaws, 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 2000 and references hereinafter 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 2000;

- (c) “admission” in relation to membership of the Institute includes becoming the member of the same and 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 and Regulations not inconsistent with these Rules and Bylaws;
- (e) “advancement in status” means the change in the class of members from that of “Chartered Accountant” to “Fellow”;
- (f) “Agreement” means the Institute of Chartered Accountants of the Eastern Caribbean Agreement Act, 2000;
- (g) “Audit Committee” means the committee established by the Council pursuant to statutory requirements;
- (h) “Chief Executive” means the chief executive officer of the Institute for the time being appointed by the council under **Rule 234** and includes any person for the time being discharging the duties of such office;
- (i) “Council” means the Council of the Institute;
- (j) “Members of the Council” means a person appointed to perform the duties of a member of the Institute’s Council;
- (k) “month” means calendar month;
- (l) “non-accountant” means a person who is not an accountant, as defined in the Act.
- (m) “Overseas Member” means a member of the Institute whose registered address is outside the OECS;
- (n) “post” means sending by post, facsimile transmission, telex, electronic mail or document exchange, and “posted”, “posting”, “postal” and “postal ballot” have corresponding meanings;
- (o) “practice entity” means a body of professionals 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 Bylaws to describe itself as “Chartered Accountant”;
- (p) “prescribed” means prescribed by the Act or by the Rules and Bylaws;
- (q) “profession” means the profession of accountancy (accountancy profession) and “professional” shall be construed accordingly;
- (r) “Region” means each of the following member states or associate member states of OECS
 - (i) Antigua and Barbuda;
 - (ii) The Commonwealth of Dominica;

- (iii) Grenada;
 - (iv) Montserrat;
 - (v) St Kitts and Nevis;
 - (vi) Saint Lucia;
 - (vii) St Vincent and the Grenadines;
 - (viii) Anguilla;
 - (ix) British Virgin Islands, and/or
 - (x) Any other state or territory admitted by law/agreement to the membership of OECS, as a member state or associate member state.
- (s) “Regional Branch Council” means a Council for a OECS Region constituted as prescribed in these Rules and Bylaws and “Regional Branch Council Member” or “Member of a Regional Branch Council” means a duly elected member of a Regional Branch Council;
- (t) “Regional Branch Manager” means the manager of the Institute for a Region appointed by the Chief Executive and includes any person for the time being discharging the duties of such office;
- (u) “registered address” of a member means his address on the Register kept under the Rules and Bylaws;
- (v) “Resident” means any person who under the law of that member state is liable to tax therein by reason of that person’s domicile, residence, place of management or any other criterion of a similar nature.
- (w) “Rules and Bylaws” mean the Rules and Bylaws 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 under **Rules 16 and 286**;
- (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 the Rules and Bylaws

3. If, in the opinion of the Council, any doubt arises as to the construction or interpretation of any of the Rules and Bylaws, the decision of the Council reduced to writing and recorded in the minute book shall be conclusive and binding to 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.

4. The decision of the Council reduced to writing and recorded in the minute book shall be conclusive and binding to all members of the Institute. Due notice of such record shall be given by the Council members by publication in the Institute's website/portal, Institute's Journal, or otherwise as the Council may determine in a particular case.

Use of Forms

5. 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.

Code of Professional Ethics

6. The Council shall adopt the *IFAC Code of Ethics for Professional Accountants* in force from time to time for all members of the Institute.
7. The Institute may develop the ICAEC Code of Professional Ethics in line with the requirements of the IFAC Code of Professional Ethics for Professional Accountants.
8. Any breach of the Code of Ethics for Professional Accountants shall be referred to the Institute's Membership, Ethics, and Investigation/Disciplinary Committees, as appropriate, which will make a recommendation on the matter raised to the Council of the Institute.
9. In the event of serious breach of the Code of (Professional) Ethics the matter may be referred by a member or any other interested party to a disciplinary body of the Institute.

Part Two - MEMBERSHIP

Classes

10. There shall be five (5) classes of membership of the Institute:
 - (a) *Full membership ("Chartered Accountant")*;

- (b) *Fellowship (“Fellow Chartered Accountant”)*;
- (c) *Student Membership*;
- (c) *Emeritus membership/fellowship*, and
- (d) *Honorary membership/fellowship*.

Mode of Admission

11. All admissions of members shall be made exclusively by the Council.

Applicant to Satisfy

12. Subject to **Rules 23 and 38**, 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

13. The Council may, in its absolute discretion [and without giving any reason therefore] refuse to admit as a Member 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 formal condition of such admission.
14. The Council’s decision must be made by two-thirds (2/3) qualified majority of the entire Council’s membership, i.e. the decision has to be supported by at least eight (8) members of the Council.

Application for Admission

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

Maintaining the Register of Members

16. The Institute will maintain the Register of its members in the form prescribed by the Council.
17. The Register will be made available on the Institute’s portal, as well as on the portals developed and maintained by the Branches.

Conditions of Regular Admission

18. A person shall be eligible for admission to membership of the Institute as a Chartered Accountant of the Eastern Caribbean, as a Chartered Accountant if, at the date of his application for such admission:
- (a) has attained the age of twenty-one (21) years;
 - (b) has completed minimum three (3) years of tertiary academic study, or is in a possession of a higher degree;
 - (c) has passed the prescribed professional examinations and/or professional training programme offered by a professional accounting body which is a full member of the International Federation of Accountants (IFAC); as approved by the Institute, prior to registering on such a programme;
 - (d) has one (1) year's general practice experience;
 - (e) has two (2) year's specified, structured practical professional experience with supervision by a registered member approved by the Institute; or a professionally qualified accountant who is a member of a professional accounting body, member of IFAC; as approved by the Institute.
19. A Chartered Accountant has a right to use post-nominal letters "CA" or "CA(ICAEC)".

Fellowship

20. 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*, the duration and quality of experience of the Chartered Accountant.
21. A candidate for fellowship shall have minimum five (5) years of professional experience in accountancy, and be nominated by one Fellow of the Institute and seconded by another Fellow.
22. A Fellow Chartered Accountant has the right to use post-nominal letters "FCA" or "FCA(ICAEC)".

Regular Admission

23. 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 the **Rule 18** and is a fit

and proper person to be admitted, it shall approve the application for admission and admit the applicant.

24. The Council may decide to establish a Membership Committee, which will consider the applications for membership and report thereon to the full Council.
25. The Membership Committee, if established, shall consist of at least seven (7) members of which a minimum of three (3) will be members of the Council.
26. The Council will communicate decision to each and every applicant within ninety (90) days from the day of receipt of the complete application.
27. If the membership application is incomplete, the Chief Executive will communicate to the applicant within thirty (30) days from the day of receipt of application, and invite him to submit the complete application, as per written advice, within thirty (30) days.
28. If the application does not respond within time given, his application will be rejected, *ipso facto*.

Special Admissions

29. If the Council resolves that, although an applicant has not satisfied the prescribed conditions of admission under **Rule 18**, he has satisfied the prescribed conditions of admission under the Agreement and is a fit and proper person to be so admitted, it may, approve the application for admission and so admit the applicant.
30. The Council may, at any time by special resolution, invite a person to become, and admit such a person as, a Member on the grounds of his educational qualifications, professional and technical expertise, experience in the practice or teaching of accountancy (and related disciplines), or standing, although he has not satisfied either the prescribed conditions of admission under **Rule 18** or any other Admission Rules.
31. 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

32. 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 to the applicant.

Alternative Status on Admission

33. 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

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

Student Members

35. Persons registered as a student with another professional accountancy body, which is a full member of IFAC and residing in or being a citizen of an OECS Member or Associate Member State may be registered as a student member of the Institute.
36. Candidate for a student membership shall lodge a completed student application form with the Chief Executive, accompanied by a proof of student registration with another professional accountancy body, as per **Rule 35**, and proof of residency/nationality as applicable.

Emeritus Member

37. A member may at the time of his retirement apply for an Emeritus membership, retaining his current class of membership to which is added “Emeritus” or “Emerita”.

Honorary Members

38. 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 (10), or five (5) per cent of the entire membership, whatever is lower.
39. Any Member of the Council intending to move for the election of an Honorary member shall notify the Chief Executive of his intention at least thirty (30) days before the date of the meeting of the Council at which he intends to move the same. The Chief Executive shall, not less than fourteen (14) days before the date of such meeting, dispatch notice of the motion by post or other agreed means of communication to all the other Members of the Council.

Resignation

- 40.** Any member may resign his membership by sending his resignation in writing together with all the money owing by him to the Institute, whether for subscription, fee or other amount, to the Chief Executive:
- (a) Provided that no resignation shall take effect unless and until it has been accepted by the Council.
 - (b) Provided that a member is not the subject of any complaint under Part 5 of the Rules and Bylaws in which proceedings a Notice of Disciplinary Action has been issued in accordance with **Rule 100**, 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 of the Rules and Bylaws.
 - (c) Provided further that any member whose notice of resignation was not processed by the Chief Executive prior to 31st March 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 31 March, 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 that may be owed to the Institute.

Readmission

- 41.** 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 of the Institute.
- 42.** As a rule, the member who has been excluded from membership for fraud and other non-ethical behaviour shall not be readmitted to the membership of the Institute.

Exclusion from Membership

- 43.** 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 (3) months after the same has become due; or
 - (c) he fails to fulfil continuing professional education requirements as prescribed in the Rules and Bylaws or (whether or not those requirements have been fulfilled) fails to notify the Institute of his compliance or otherwise for two (2) consecutive years.
44. A member that has been excluded from membership under **Rule 43** may be readmitted to membership under **Rule 41**.

Part Three - EXAMINATIONS

Council to Prescribe Examinations

45. Pursuant to Article 4(c) of the Agreement, the Council may at any time prescribe examinations as a prerequisite for all persons seeking admission to membership of the Institute (except those exempted therefrom under **Rule 49**) 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.
46. The Council may prescribe any of the examinations or educational qualifications referred to in **Rule 45**, and recognise examinations conducted by any university, public education authority or other institution, whether in the OECS or elsewhere.
47. When the Council prescribes examinations conducted by the Institute, it shall also prescribe the subjects and curricula for such examinations.
48. Subject to these Rules and Bylaws, the Council may, from time to time by special resolution, make Rules for the holding and conduct of the examinations referred to in **Rule 47** 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; not contravening these Rules and Bylaws.

Exemptions from Examinations

49. 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 thereof.
50. A member of another professional accounting body, a member of IFAC in good standing, will be required to pass the examination in or in other way demonstrate the knowledge of

Taxation/Taxes and Corporate/Company Law of a member or associate state of the OECS as it may be decided from time to time by the Council.

Part Four - RIGHTS AND OBLIGATIONS OF MEMBERS

Place of Business

51. On application for admission to membership, every applicant shall, in writing under his hand inform the Chief Executive 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 of any change in these particulars.
52. 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 public practice or employed by a member in public practice 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 of Membership (Membership Certificate)

53. 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.
54. The certificate of membership shall be under the Common Seal of the Institute and its issue shall be recorded in a register to be kept for that purpose.
55. 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.
56. The Council may charge such fee as it may from time to time prescribe for any new certificate of membership or its replacement.
57. Any person ceasing to be a member of the Institute shall, upon demand in writing by the Chief Executive return his certificate of membership to the Chief Executive for cancellation.
58. If any member neglects or refuses to deliver up his certificate of membership on demand as aforesaid, Institute may institute legal or other proceedings for its recovery.

Notification

59. Every member shall before commencing to practise as a member in public practice, lodge with the Chief Executive an application for a certificate of public practice.

60. Every member shall, upon ceasing to practice as a member in public practice, forthwith send to the Chief Executive, a notification to this effect.

Certificate of Public Practice (Practising Certificate)

61. A member shall not, without the consent of the Council, commence or resume practise as a member in public practice 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.
62. The Certificate of Public Practice is valid for one (1) year from the day of issue, and can only be issued to a member who has a permanent residency in a member and/or associate member state of OECS.
63. A holder of a Certificate of Public Practice may practice using any name and practice entity, provided they meet the requirements that the Council might set, from time to time.
64. The Council shall permit members to practice in a practice entity with non-members of the Institute provided they meet the requirements set by the Council.
65. For the sole purpose of these Rules and Bylaws
- (a) 'Accounting Services' shall be deemed to be service related, but not exclusively to:
- (i) the preparation of financial information, especially if a third party relies on it;
 - (ii) auditing;
 - (iii) assurance engagements;
 - (iv) taxation;
 - (v) insolvency;
 - (vi) financial advice, both personal and corporate.
- (b) "Offering accounting service to the (general) public" shall include, but not exclusively, any conduct from which it may be reasonably inferred that the member is offering or providing accounting services to, or accepting assignments from the public residing and/or being registered in the OECS member states/territories (individuals, entrepreneurs, small and medium-sized enterprises, large corporation, multinationals, local and national governments, etc.)
66. 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:

- (a) the form of any application for such issue, renewal or exemption;
 - (b) any fee payable in respect thereof;
 - (c) the form of any certificate of public practice, and
 - (d) any conditions attaching thereto or to the issue or renewal thereof.
- 67.** 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 thirty (30) days) of the member being called upon to satisfy them by notice in writing from the Chief Executive, 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 61**.
- 68.** The certificate of public practice of a member who has become a bankrupt or upon whom any of the sanctions referred to in the **Rule 107 (a)(1), (2) or (3)** has been imposed shall, subject to any appeal under **Rule 111**, *ipso facto*, be cancelled and, accordingly, cease to be a current certificate of public practice in terms of **Rule 61**.
- 69.** A certificate of public practice issued to any member must be prominently displayed on the premises of the business where the member practices.
- 70.** 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 condition imposed by the Council be issued with a further certificate at such time as the Council may in its absolute discretion determine.

Professional Indemnity Insurance Requirements

- 71.** A holder of a Certificate of Public Practice must arrange for a professional indemnity insurance policy, to the amount that may be prescribed from time to time by the Council.
- 72.** A copy of the professional indemnity insurance policy has to be supplied to the Institute when the application for the renewal of the Certificate of Public Practice is lodged with the Institute.

Obligation of Annual Reporting

- 73.** Members in public practice are required to submit a Public Practice Annual Return, together with an application for the annual renewal of the Certificate of Public Practice.
- 74.** The Council will define the format of the Public Practice Annual Return.

The Public Practice Annual Return will as a minimum contain information on the the practice personnel (partners, professional and technical staff), number of clients, annual turnover, information on the accounting services as per classification in the **Rule 65**.

75. If a member holding the Certificate of Public Practice fails to submit the Public Practice Annual Return with the application for annual renewal, his Certificate of Public Practice will not be renewed.

Rights at Meetings

76. 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 meeting of members of the Institute.
77. 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

Employee members

78. A member in the employment of a member in public practice 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).
79. Any person who, for any reason, ceases to be a member shall nevertheless remain liable for, and shall pay to the Institute all money which at the time of his ceasing to be a member were due from him to the Institute.

Part Five - DISCIPLINE

80. A member 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 and Bylaws, 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 is related to a matter concerning the good order and management of the Institute;
- (h) the Relevant Person, being a member 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 assignment 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;
- (j) 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;

(k) the Relevant Person holding the Certificate of Public Practice has failed to submit the Annual Return or has submitted Annual Return late without justifiable reason.

81. For the implementation of the disciplinary procedures referred to in this Part, there shall be established by the Council as hereinafter provided:

- (a) Investigation Committee;
- (b) Disciplinary Committee; and
- (c) Appeal Committee.

Investigation Committee

82. The Investigation Committee shall consist of not less than nine (9) members comprised of:

- (a) past or present Members of the Regional Branch Councils;
- (b) Members/Fellows of the Institute with at least fifteen (15) years' experience as a chartered accountant; and
- (c) at least one non-accountant.

83. No member of the Disciplinary Committee and/or Appeal Committee may be a member of the Investigation Committee.

84. The quorum of the Investigation Committee shall be five (5) 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 Bylaws and shall exercise the powers and functions of such Committee.

85. The Investigation Committee shall operate (*modus operandi*) in small task teams of three (3) or five (5) members who will be appointed to investigate particular complaint that has been brought to the attention of the Institute.

86. Task teams of three (3) members will be appointed to investigate minor offences, whilst teams of five (5) will be assigned in all the cases where if found guilty, a member may be excluded from the Institute.

Disciplinary Committee

87. The Disciplinary Committee shall consist of not less than nine (9) members comprised of:

- (a) past and present Members of the Regional Branch Council;
- (b) Members of the Institute of at least fifteen (15) years' experience as a chartered accountant; and

(c) at least one non-accountant.

88. The quorum of the Disciplinary Committee shall be five (5) 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.

Appeal Committee

89. The Appeal Committee shall consist of not less than seven (7) members comprised of:

- (i) Members of the Institute of at least fifteen (15) years' experience as a chartered accountant;
- (ii) The Chair or the Deputy Chair who shall be legally qualified; and
- (iii) at least one other non-accountant.

90. The quorum of the Appeal Committee shall be five (5) members of whom one (1) 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 Bylaws and shall exercise the powers and functions of such Committee.

91. Subject to the provisions of the Agreement and the Rules and Bylaws 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 therefore.

92. 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 or practice entity;
- (b) require the Relevant Person or any other member 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 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 or practice entity;

(d) proceed with a hearing in the absence of the Relevant Person, where such member 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.

Special Appeal

93. The Relevant Person who has been excluded from the membership of the Institute may appeal to the Council, requesting a special reconsideration of the decision to exclude.

Public Complaints

94. Any complaint made by a member of the Institute or by a member of the public concerning the conduct of a member 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.
95. 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.
96. If the Chief Executive considers in all the circumstances that the matter ought to be considered by the Investigation Committee he shall:
- (a) 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
 - (b) forthwith ensure that such Report is placed before the Investigations Committee which shall investigate the complaint and determine whether there are grounds for disciplinary action.
 - (c) Each complaint shall be in writing and shall be supported by such evidence particulars or material as is necessary.
97. The Investigation Committee when investigating whether or not there are grounds for disciplinary action shall have the power to:
- (a) 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 the **Rule 77** formed to hear the particular matter being inquired into;
 - (b) 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 or practice entity;

- (c) require the Relevant Person whose conduct is being investigated or any other 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.
- 98.** 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.
- 99.** If the 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.
- 100.** Where a complaint is referred to the Disciplinary Committee, it shall send to the Relevant Person a:
- (a) Notice of Disciplinary Action setting out the allegations and any particulars or materials in support; and
 - (b) such Notice shall include not less than twenty-one (21) days' notice of the date, time and place of the hearing before the Disciplinary Committee.
- 101.** The Relevant Person in receipt of 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:
- (a) notice as to whether he will attend the hearing and, if to be represented, by whom;
 - (b) a Statement of Defence to the Notice of Disciplinary Action;
 - (c) the names of any witnesses he intends to call on his own behalf or whom he requires to attend the hearing; and
 - (d) notice of any relevant fact or circumstance he wishes to bring to the attention of the Disciplinary Committee.
- 102.** Failure of the Relevant Person to comply with any or all of the above requirements shall not preclude the Committee from proceeding to hear a Notice of Disciplinary Action at the appointed time.
- 103.** The Chief Executive shall on behalf of the Institute appoint a person or persons to present the case for the complaint.
- 104.** The Chief Executive shall have the power to require any member or representative of a practice entity to attend and give evidence at the Disciplinary Committee hearing.
- 105.** 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.

- 106.** The Disciplinary Committee shall determine whether or not the allegations contained in the Notice of Disciplinary Action, or any part thereof, are established.
- 107.** 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:
- (a) Where the Relevant Person is a member:
 - (1) exclusion from membership;
 - (2) suspension from membership of the Institute for any period not exceeding five (5) years with eligibility for re-instatement to membership on such term 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 the certificate of public practice;
 - (4) a declaration that the member is ineligible for a certificate of public practice for a period not exceeding five (5) 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 EC\$100,000;
 - (6) a severe reprimand;
 - (7) a reprimand;
 - (8) direction that the member obtains such advice relating to the conduct of his practice as the Disciplinary Committee may prescribe;
 - (9) direction that the member attends 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.
 - (b) Where the Relevant Person is a practice entity, any one or more of the sanctions provided for a member.

- 108.** 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.
- 109.** Notice in writing of the Disciplinary Committee's determination and any sanction imposed shall be given by the Chief Executive to the Relevant Person. Such notice shall also be supplied to the President and Deputy President.
- 110.** Unless notice of appeal is given in accordance with **Rules 111 and 112** the determination and any sanction imposed by the Disciplinary Committee shall be notified as follows:
- (a) 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;
 - (b) to the Regional Branch Manager who referred the matter to the Chief Executive in accordance with **Rule 95**;
 - (c) to the Council;
 - (d) to such other professional bodies and regulatory authorities as determined by the Disciplinary Committee.
- 111.** 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) day after notice of such determination or sanction being received, or in the ordinary course of business, would have been received by him or it, give notice of appeal to the Chief Executive against any such determination or sanction or both. At the discretion of the Institute's President or failing him the Deputy President or Secretary, 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.
- 112.** The President, or failing him the Deputy President or Secretary, 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 against any such determination or sanction, or both.
- 113.** As soon as practicable after receipt of a notice of appeal the Chief Executive 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.
- 114.** The Appeal Committee shall give the Relevant Person or representative a reasonable opportunity of being heard.
- 115.** The Relevant Person shall not later than seven (7) days before the date of the hearing provide in writing to the Chief Executive:

- (a) notice as to whether he will attend the hearing and, if to be represented, by whom;
 - (b) the names of any witnesses he intends to call on his own behalf or whom he requires to attend the hearing; and
 - (c) notice of any relevant facts or circumstances he wishes to bring to the attention of the Appeal Committee.
- 116.** The Chief Executive shall appoint a person or persons to represent the Institute on the appeal.
- 117.** The Chief Executive shall have the power to require any member or representative of a practice entity to attend and give evidence at the Appeal Committee hearing.
- 118.** On each appeal the Appeal Committee shall have regard only for 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.
- 119.** 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 and may also impose any additional sanction or sanctions.
- 120.** 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.
- 121.** Notice in writing of any determination of the Appeal Committee shall, as soon as practicable, be given by the Chief Executive to the member or practice entity and be notified as follows:
- (a) 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;
 - (b) to the Regional Branch Manager who referred the matter to the Chief Executive in accordance with the **Rule 95**;
 - (c) the Council;
 - (d) the Disciplinary Committee;
 - (e) such other professional bodies and regulatory authorities as determined by the Appeal Committee.
- 122.** When any determination has been made against a member or practice entity by the Disciplinary Committee, unless notice of appeal is duly given as provided in these Rules and Bylaws, 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.

123. 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.
124. Each report published as aforesaid shall include the name of the member or practice entity unless, in a particular case, the Disciplinary Committee or the Appeal Committee (as the case may be) otherwise determines.
125. Where the Disciplinary Committee or the Appeal Committee determines in favour of a member or practice entity the determination may be published in such manner and form as may be authorised by the relevant Committee.
126. 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 to be cancelled.
127. Where the complaint to be heard relates to a complaint against a member of any of the Committees referred to in **Rule 81** 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.
128. The Disciplinary and Appeal Committees referred to in **Rule 81** 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 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 or practice entity.

Part Six – FEES AND SUBSCRIPTIONS

Prescription of Fees

129. Every person applying for admission (including advancement in status) and every member, other than an Honorary Member shall pay such subscription, fee and other amount as may be prescribed from time to time by the Council, under these Rules and Bylaws.
130. Every practice entity shall pay such subscription, fee and other amount as may be prescribed from time to time by the Council, under the Rules and Bylaws.
131. Until otherwise prescribed, the subscriptions, fees and other amounts applicable on the date on which these Rules and Bylaws come into operation shall continue to apply.

132. Notwithstanding the foregoing provisions of these Rules and Bylaws, a member:
- (a) who retires or temporarily withdraws from practice as a member in public practice 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, which may be prescribed in the Rules and Bylaws.
 - (b) who has been a member continuously for not less than twenty (20) years and has (with a view to permanent retirement) retired from practice as a member in public practice 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 and Bylaws.
 - (c) who is of not less than seventy five (75) 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 Subscription

133. Annual subscriptions shall be payable in advance of 1st May in each year and shall cover the period from 1st April to 31st March.
134. 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 thereof.

Disability

135. Should any member be disabled through ill-health or other sufficient cause from continuing to practice the 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 subscriptions and other fee or amount due from that member.

Part Seven – MEETINGS OF MEMBERS

Meetings of Regional Members

136. Each Regional Branch Council shall convene an annual general meeting of members enrolled on the Register in that Region in **the month of July** in each year, or in such other month as the Council may determine. Such meeting shall be called ordinary Regional Branch Annual General Meeting.

137. Any Regional Branch Council may, whenever it thinks fit and shall upon requisition made in writing by one quarter of such members, convene a special meeting of such members. Such meetings shall be called special general Regional Branch meetings.
138. At every ordinary or special general Regional Branch meeting the Regional Chair shall take the chair. If the office of Regional Chair is vacant or if the Regional Chair is not present at the time appointed for the meeting, the Vice-Chair of the Regional Branch Council shall take the chair. If neither the Regional Chair nor the Vice-Chair is present the members present shall choose one of their number to act as chair.

Meetings of the Institute

139. Subject to Article 22 of the Agreement, the Council shall convene an annual general meeting of the Institute on the first Friday in October of each year or in such other month as the Council may determine, provided that not more than fifteen (15) months shall elapse between two successive annual general meetings. Such meetings shall be called an Institute's ordinary Annual General Meeting (AGMs).
140. Annual General Meeting will consist of five (5) delegates elected at the annual general meeting of each of the Regional Branches and the serving members of the Institute's Council.
141. The mandate of elected delegates will be one year from the annual general meeting when they were elected, i.e. until the next annual general meeting of the Regional Branch that has elected them.
142. At any general meeting of the Institute fifty (50) per cent + one (1) of the persons entitled to be present and to vote shall form a quorum
143. 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 the Institute. Such meetings shall be called special general Institute meetings.
144. 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 Deputy President shall take the chair. If neither the President nor the Deputy President is present, the members present shall choose one of their number to act as chair, if the Secretary is not present as well.

Meetings Generally

145. The succeeding Rules and Bylaws in this Part shall apply to ordinary and special general Regional Branch meetings and to ordinary and special general Institute's meetings (except where otherwise provided therein).
146. References herein to ordinary general meetings shall apply to ordinary general Regional Branch meetings and ordinary general meetings of the Institute.
147. References herein to special general meetings shall apply to special Regional Branch meetings and special Institute meetings.
148. References herein to meetings shall apply to any of such meetings and references herein 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.
149. 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.

The requisition may consist of several documents in like form each signed by one or more of the requests.
150. The meeting shall be convened for the purposes specified in the request and, if convened otherwise than by the Council or Regional Branch Council as the case may be, for those purposes only.
151. If the Council or Regional Branch Council as the case may be within thirty (30) days after the deposit of a requisition fails to convene a special general meeting to be held within sixty (60) days after such deposit, the requestors 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 (90) days after such deposit.
152. Any meeting convened under this Rule by the requestors 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.
153. Subject to the **Rule 145** twenty-one (21) 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 the **Rule 303** on each member entitled to be served. Provided that where notice of any motion or business is accepted by the Chief Executive or Regional Branch Manager pursuant to the **Rule 159** less than thirty (30) 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.

154. With the consent in writing of two-thirds of the Members of the Council 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 and Bylaws, or amendments or additions to the Agreement) may be convened by shorter notice and in any manner they think fit.
155. 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.
156. The ordinary business of an ordinary annual general meeting (AGM) of the Institute shall be to receive and consider the statement of financial position and the statement of income of the Institute, the report of the Council and the report of the auditor and to appoint an auditor, and when appropriate to select the members of the Council.
157. The ordinary business of an ordinary general Regional Branch meeting shall be to receive and consider the reports of the Regional Branch Council, including financial reports, and elect when appropriate members of the Regional Branch Council. All other business at an ordinary general meeting and all businesses at a special general meeting shall be deemed special.
158. 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 or Regional Branch Manager as the case may be, not later than thirty (30) days before the date fixed for such meeting, provided that the Chief Executive or Regional Branch Manager as the case may be may, in his discretion, accept such notices up to twenty-one (21) day before the date fixed for such meeting.
159. 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.
160. Fifty (50) 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 chairman, the adjournment of a meeting, the reception and consideration of the annual statement of financial position, statement of income and reports and for the reception of the chair's declaration of the appointment of the auditor if only one nomination has been received for this office.
161. In all other cases, fifteen (15) members or twenty-five (25) per cent of all the membership on the Register, personally present and entitled to vote shall constitute a quorum.
162. Subject to the **Rule 163**, no business shall be transacted at any meeting unless the quorum requisite for such business shall be present at the commencement of the business.

- 163.** 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

- 164.** 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.
- 165.** Except on a motion for adjournment or for the election of a chair, ten (10) members personally present and entitled to vote at such meeting may demand a poll.
- 166.** A poll shall be taken at the meeting in such manner as the chair 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.
- 167.** On a voting by show of hands or on a poll a chair 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.
- 168.** At any meeting, unless a poll is demanded, a declaration by the chair 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.
- 169.** The chair 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.
- 170.** 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.
- 171.** 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.
- 172.** Prior to sending to members the voting papers, the Council shall appoint five (5) members to be scrutineers, at least three (3) of whom shall act as such.
- 173.** 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 297**.

- 174.** 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 (21) days after the date on which such voting papers would have reached the members in the ordinary course of post.
- 175.** Within seven (7) days after the last day upon which votes can be received under **Rule 174**, the scrutineers or at least three of them shall meet and examine the voting papers.
- 176.** 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 (1) 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 (3) 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 173** (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.
- 177.** 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.
- 178.** 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.
- 179.** Where for any reason the President is unable to exercise any powers granted to him under this Rule, the power shall be exercised by the Deputy President, Secretary or any Member of the Council who is designated by the Council to exercise such powers.
- 180.** On a show of hands, every member personally present and entitled to vote shall have one (1) vote.
- 181.** Upon a poll every member who is entitled to vote shall have one (1) vote.
- 182.** Upon a postal ballot every member who is entitled to vote shall have one vote.
- 183.** Honorary and student members shall not be entitled to a vote.
- 184.** Votes on a poll may be given either personally or by attorney or proxy.

185. No person shall vote as attorney under power or as proxy who is not a member of the Institute and entitled to vote.
186. 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 at the office not less than forty-eight (48) 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 (12) months from the date of its execution.
187. 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.
188. 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 5**.
189. 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 (3) months in payment of any subscription, fee or other amount payable by him to the Institute.
190. 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 **Eight** - **REGIONAL BRANCH COUNCILS**

191. In addition to the Council there shall be, in each Region, a Regional Branch Council.
192. Each Regional Branch Council shall have such powers and duties as are prescribed by these Rules and Bylaws or as may be prescribed from time to time by the Council.

Composition and term

193. Each Regional Branch Council shall comprise seven (7) 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 (9) members, for such period as may be prescribed by the Council, provided that such approval will not be unreasonably withheld.

- 194.** Subject to the transitional provisions in **Rules 196-198**, the Members of a Regional Branch Council so elected will hold office for a term of three (3) years from the immediately following the election meeting; but will be eligible for re-election for further terms of three (3) years in accordance with these Rules and Bylaws.

Eligibility for membership

- 195.** No member shall be eligible to be elected a Member of the Regional Branch Council whilst he is in arrears in payment of any subscription, fee or other amount payable by him to the Institute and unless he is a citizen or resident in the Region of the respective Regional Branch Council.

Continuity and transitional provisions

- 196.** The members who, at the date of adoption of these Rules and Bylaws, are Members of a Branch Council and the Chair and Vice-Chair of any Branch Council will continue serving as the members, Chair and Vice-Chair until the next elections which will be held within a year from the adoption of these Rules and Bylaws; unless the Council decides otherwise.

Rotation

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

Election

- 201.** The election of Members of a Regional Branch Council at an ordinary general Regional Branch meeting shall be conducted as follows:
- (a) Nominations of eligible candidates, other than those of retiring Members of a

- Regional Branch Council, shall be in writing, signed 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 30th June immediately preceding the meeting.
- (b) If the requisite number of candidates is nominated or deemed to be nominated, the chair 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 chair 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 the **Rule 5**.
 - (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 the **Rules 77 and 303**, at least ten (10) 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 members 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 (2) scrutineers who, within forty-eight (48) 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 chair of the meeting.

- (l) Subject to the above provisions, the Chair of the Regional Branch Council or, in his absence or inability to act, the Vice-Chair, shall determine conclusively all questions of detail concerning the election.
- (m) The Chair or Vice-Chair 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 chair 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.

202. At each annual general Regional Branch meeting the five (5) delegates to the Annual General Meeting of the Institute shall be elected.

All members of the branch are eligible for election as delegates, except the Member of the Council, who will attend the Institute's Annual General Meeting *ex officio*.

203. The election procedure for election of Members of the Regional Branch Council will be *ipso facto* applied for the election of delegates of the Annual General Meeting of the Institute.

Vacancies

204. In the event of any casual vacancy occurring in any Regional Branch Council, the vacancy may be filled by the remaining Regional Branch Council members 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 Member of a Regional Branch Council would have held office if no vacancy had occurred.

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

Disqualification

206. The office of a Member of a Regional Branch Council 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 **Rule 107(a)** 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 the **Rule 43**.

Meetings

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

Notice

- 208.** Seven (7) days' notice of every meeting of a Regional Branch Council, or three (3) days' notice in case of emergency, shall be given by notice served in accordance with the **Rules 297-299** on each Member of a Regional Branch Council.

Office Bearers

- 209.** Within twenty-eight (28) days after each ordinary general Regional Branch meeting, the members who will be the members of a Regional Branch Council for that Region in the ensuing calendar year will meet and nominate from among their number, the proposed Chair and Vice-Chair for the ensuing calendar year.
- 210.** Each Regional Branch Council will at its first meeting following the elections, appoint from amongst its members, a Chair and a Vice-Chair for that calendar year.

Role and Powers of Regional Branch Councils

- 211.** 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 OECS Member or Associate Member State governments;

- (d) implement, in its Region, processes designed to attract and retain suitable Regional Branch Council members, and
- (e) organise, in its Region, continuous professional development events and programmes and promote advancement of knowledge and technical abilities of the members.

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

Committees

213. Subject to the provisions of the Agreement and the Rules and Bylaws, a Regional Branch Council may appoint committees which may include persons other than Members of a Regional Branch Council or members of the Institute and may:

- (a) define the quorum for such committees;
- (b) delegate any of its powers to any such committee; and
- (c) lay down Rules for regulating the proceedings of such committees.

214. By virtue of their offices, the Chair or Vice-Chair of a Regional Branch Council shall be members of all committees appointed by that Regional Branch Council.

Part Nine – COUNCIL

Composition and term

215. The Council shall comprise:

- (a) nine Members directly elected in accordance with **Rule 216** by the members enrolled on the Regional Branch Registers, and
- (b) one member directly nominated by the Eastern Caribbean Central Bank.

216. In July each year, the members enrolled on the Regional Branch Registers kept under the Rules and Bylaws shall in accordance with the Rules and Bylaws and procedures prescribed by the Council, elect, at present, the following Members of the Council:

- (i) Antigua and Barbuda – 1;
- (ii) the Commonwealth of Dominica – 1;
- (iii) Grenada – 1;
- (iv) Montserrat – 1;

- (v) St Kitts and Nevis – 1;
- (vi) Saint Lucia – 1
- (vii) Saint Vincent and Grenadines – 1
- (viii) Anguilla –1, and
- (ix) British Virgin Islands – 1;

- 217.** In order to be so elected as a Member of the Council, a person must be a member of the Institute, enrolled on the relevant Regional Branch Register.
- 218.** The Members of the Council so elected will hold office for a term of three (3) years from day immediately following the meeting at which he was elected/confirmed, provided that he continues to be in good standing.
- 219.** The Members of the Council shall regularly attend the Regional Branch Council meetings so as to communicate the actions and decisions of the Council.
- 220.** To be so elected as a Member of the Council, a person must be a member of the Institute in good standing.
- 221.** The Member of the Council so elected will thereafter be eligible for re-election for further terms of three (3) years pursuant to this Rule.

Retirement and Removal

- 222.** A Member of the Council may retire from office by giving notice in writing to the Institute of that Member'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.
- 223.** The office of a Member of the Council shall become vacant if the Member:
- (a) dies, or resigns his office by sending his resignation in writing to the Council;
 - (b) becomes disqualified pursuant to the Companies Act from managing corporations or 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

- (c) is removed from office by the members at an ordinary or special general Institute meeting convened with notice of its purpose.

Vacancies

- 224.** Any casual vacancy occurring in the office of a Member of the Council elected pursuant to the Rules **216-221** shall be filled by a member nominated by the Regional Branch Council of the Region whose members elected the vacating Member (of the Council), provided that if the Regional Branch Council does not fill the vacancy within twenty-eight (28) days after the vacancy occurs, the Council may appoint any member enrolled on the Regional Branch Register of that Region to fill the vacancy.
- 225.** Any casual vacancy occurring in the office of a Member of the Council elected pursuant to the **Rule 216** may be filled by the Council.
- 226.** The Member of the Council appointed to fill any casual vacancy shall hold the office only during the period for which the vacating Member would have held it if no vacancy had occurred.
- 227.** The continuing Members of the Council may act, notwithstanding any vacancy in the Council, provided that, if the number of continuing Members (of the Council) at any time is less than the quorum set by the Rules and Bylaws, such continuing Members may act, but only for the purpose of filling the vacancy.

Meetings

- 228.** 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.

The Council may meet virtually, using various communication equipment such as telephone conferencing, tele- and video-conferencing, Skype, Viber, and similar.

Office Bearers

- 229.** The elected officers of the Institute will be:
- (a) President
 - (b) Deputy President
 - (c) Secretary
 - (d) Treasurer

(e) Vice-President(s), one or more.

- 230.** All elected officers of the Institute must be elected Members of the Council.
- 231.** Within twenty-eight (28) days after the declaration of the result of the last election to be completed, as required by **Rule 216**, the members who will be the Members of the Council shall meet and elect from amongst their number, the President and Deputy President. The Council will ideally meet immediately following AGM.
- 232.** The President and a Deputy President are elected for a term of one (1) year.
- 233.** The Secretary and Treasurer are appointed for a term of three (3) years, by the Council.
- 234.** The Chief Executive of the Institute shall be appointed from time to time by the Council.
- 235.** The Secretary will supervise the Chief Executive and the functioning of the Institute's administration on behalf of the Council.

Duration of Office

- 236.** 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 232** or if the holder of either such office:
- (a) dies, or resigns that office by resignation in writing to the Council;
 - (b) becomes disqualified pursuant to the **Companies Act** from managing corporations;
 - (c) is removed from that office by special resolution passed at a special meeting of the Council convened with notice of the purpose;
 - (d) ceases to be a Member of the Council.

The same regulation will be applied to the Secretary, Treasurer and Vice-Presidents, if appointed.

- 237.** 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 Members of the Council.

Convening of Meetings

- 238.** 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 on receipt of a request in writing addressed to him by the Secretary or any three (3) Members of the Council.

- 239.** The Chief Executive shall issue notice of meeting within a week from receiving a motion from **Rule 238**.

Notice

- 240.** Fourteen (14) days' notice of every meeting of the Council, or seven (7) days' notice in case of an emergency, shall be given by notice served in accordance with **Rules 77 and 303** on each Member of the Council.
- 241.** 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.
- 242.** 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.

Chair of Meetings

- 243.** At all meetings of the Council the President or, in his absence, the Deputy President shall preside.

If both the President and Deputy President are not present, the Secretary will preside.

- 244.** If at any meeting the President, Deputy President and Secretary are not present at the time appointed for holding the same, the Members of the Council present shall choose one of their number to be chair of that meeting.

Quorum and Voting

- 245.** Subject to the requirements of the Agreement or the Rules and Bylaws as to a special quorum in certain circumstances or as to a special majority:
- (a) one half of the total number of the Members of the Council plus one (1) (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 Members of the Council then present either in person or by proxy provided by the absent Members of the Council to another Member who is present in person at the meeting; unless stipulated otherwise by these Rules and Bylaws.

- 246.** The Chief Executive is entitled to receive all papers which a Member of the Council 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.
- 247.** The chair 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

- 248.** A resolution in writing a copy of which is served on every Member of the Council and signed by at least three-fifths ($3/5$) of those Members shall (subject as hereinafter mentioned) be as valid and effectual as if it had been duly passed by those Members at a duly convened Council meeting.
- 249.** No such resolution shall be valid or effectual if, within twenty-one (21) day of the date of posting copies of the resolution to every Member of the Council, at least one-fifth ($1/5$) of such Members signify in writing under their hands their objection to the same.

All such resolutions and objections shall be recorded in the minute book.

- 250.** This Rule does not apply to any resolution which, under the Agreement or the Rules and Bylaws, is required to be passed by a specified number of Members of the Council present at a meeting or by a specified majority of the Members voting.

Establishment and Proceedings of Committees

- 251.** 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 Members of the Council or members of the Institute.
- 252.** The Standing Committees of the Institute are the following:
- (a) Investigation Committee;
 - (b) Disciplinary Committee;
 - (c) Appeal Committee;
 - (d) Professional Conduct and Ethics Committee, and
 - (e) Audit Committee.

253. Subject to the provisions of the Agreement and the Rules and Bylaws, the Council may:

- (a) stipulate the quorum of such committees;
- (b) delegate any of its powers to any such committee; and
- (c) lay down the Rules for regulating the proceedings of such committees.

Audit Committee

254. Without limiting the generality of **Rule 251**, 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 report findings of the Committee to the Council.

Sub-committees

255. Any committee formed by the Members of the Council 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 and Bylaws, may sub-delegate its powers to sub-committees.

Powers of Council

256. In accordance with Article 6 of the Agreement, the Council shall manage and oversee 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 and Bylaws) 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, 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 OECS Member or Associate Member State thereof directly or indirectly affecting the accountancy profession and the participation in public movements with a view to securing improvements in such laws;
- (i) the promulgation of Rules and Bylaws 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.

257. 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

- 258.** 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 Bylaws) 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.
- 259.** 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

- 260.** 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.

Expenses Reimbursement and Allowances

- 261.** The Council will cover the expenses incurred by Members of the Council or other persons (whether or not members of the Institute) in attending meetings of the Council or of any committee or sub-committee thereof.
- 262.** 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 Member of the Council when acting in his official capacity for and on behalf of the Institute.

Part Ten – CONTINUOUS PROFESSIONAL DEVELOPMENT (CPD)

- 263.** Members are required to undertake a minimum of forty (40) hours of continuing professional education in each year.
- 264.** Included in these activities must be twenty (20) hours of structured CPD.
- 265.** The balance of the minimum period of forty (40) hours may be devoted to unstructured CPD.
- 266.** Structured CPD includes all CPD courses and conferences offered by the Institute, any other member body of IFAC in good standing and other courses prescribed by the Institute from time to time.
- 267.** Structured CPD in-house courses conducted by practice entities or business organisations must be approved by the Council of the Institute to receive credit by members.

- 268.** Unstructured CPD hours include a wide range of activities but must be relevant to the member's practice or occupation including the reading technical literature (such as professional journals, information and study group discussions).
- 269.** Subject matter considered relevant to both structured and unstructured CPD for Accountants are as follows:
- (a)* Accounting;
 - (b)* Auditing;
 - (c)* Behavioural science;
 - (d)* Business law;
 - (e)* Business valuation;
 - (f)* Business and strategic planning;
 - (g)* Consultancy services;
 - (h)* Corporate advisory services;
 - (i)* Customer services and customer care;
 - (j)* Economics;
 - (k)* General management;
 - (l)* Insolvency;
 - (m)* Mergers, acquisitions and restructuring;
 - (n)* Personal finance and wealth management;
 - (o)* Public Offerings;
 - (p)* Revenue Law;
 - (q)* Taxation;
 - (r)* Statistics & Business Mathematics,
 - (s)* Various fields of business and management, and
 - (t)* Any other field of knowledge and skills that in the opinion of the Council is relevant to maintaining and advancing the capacity of its members.
- 270.** Activities acceptable to the Institute as Structured CPD hours are as follows:
- (a)* formal individual study of whatever duration at postgraduate level provided by distance education, correspondence, programmed learning, audio/visual tapes/courses;

- (b) the preparation and presentation of lectures, courses and discussion group papers of a technical nature at the Institute, other professional, educational or industrial functions, (whether of a public nature or in-house), not exceeding five (5) hours and not including repeat presentations;
 - (c) the writing of articles and papers, which are submitted for publication in professional and learned journals, edited volumes, and so on;
 - (d) formal business luncheons with a keynote address, including any question time not exceeding one (1) hour.
- 271.** Members are required to keep a personal record of the time spent on CPD, and complete the CPD Record of attendance form and send it to the Chief Executive with their renewal of membership each year.
- 272.** Any member obliged to undertake CPD who seeks exemption from the obligation to devote a minimum period of twenty (20) hours to Structured CPD activities in each year (hereinafter “exemption”) must make written application for exemption to the Council stating the grounds of their application and any special circumstances upon which they rely.
- 273.** The Council may grant exemption if it considers it reasonable to do so in the light of any special circumstances contained in the application and shall notify the member of the decision.
- 274.** Notwithstanding anything contained herein to the contrary, the Council may grant, on such terms and conditions as it thinks fit, a total or partial exemption from the provisions of CPD to any member who, in an application for an exemption, sets out special circumstances that in the opinion of the Council warrants such an exemption.
- 275.** Exemption, once granted, will remain in force unless and until the special circumstances on which it was granted cease to exist.
- 276.** Members obliged to undertake CPD include amongst others, those members who are in public practice, and those members who are overseas.
- 277.** The following factors may be considered in granting the exemption under this Part:
- (a) working in a remote location where no facilities exist for the structured CPD, and
 - (b) physical or other disability being such that a person would be unable to engage in the structured CPD activities or that it would be unreasonable to require the person to do so.
- 278.** A Member holding the Certificate of Public Practice, in principle, cannot be exempted from any CPD requirements.

Part Eleven – MANAGEMENT

Chief Executive and Regional Branch Managers

- 279.** The Chief Executive shall have the powers and duties prescribed by the Rules and Bylaws 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.
- 280.** A Regional Branch Manager shall have the powers and duties prescribed by the Rules and Bylaws, and with the approval of the Chief Executive, may from time to time or at any time likewise delegate all or any of such powers and duties.

Registered Office

- 281.** The registered office of the Institute shall be at such place in the OECS as the Council may from time to time determine.

Regional Offices

- 282.** Each Regional office shall be at such place in that Region as the Regional Branch Council, in agreement with the Council, may from time to time determine.

Minutes

- 283.** 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.
- 284.** The minutes of any meeting signed by the Chair thereof or by the Chair of the succeeding meeting shall be *prima faciae* evidence of the transactions recorded in such minutes.
- 285.** 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 the copies of the minutes of such meetings when they have been approved by the chair thereof.

Register

- 286.** The Register shall be maintained under the control of the Chief Executive.
- 287.** There shall be entered in the Register the names, addresses and classes of membership of all members of the Institute.
- 288.** Such other particulars shall be entered in the Register as the Council may from time to time prescribe.
- 289.** Each Regional Branch Manager shall maintain a record of members enrolled on the Register practicing in their respective Regions.

Registered Address

- 290.** 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

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

Rectification

- 292.** 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.
- 293.** The Regional Branch Manager shall send to the Chief Executive particulars of all information furnished to him by Regional members which is relevant for inclusion in the Registers.

Common Seal

- 294.** The Common Seal of the Institute shall remain in the sole custody of the Chief Executive.

Evidence

- 295.** Subject to the powers of the Council under **Rule 303**, the Register shall be conclusive evidence of the particulars entered therein.

Closing of Registers

- 296.** The Register may be closed for a period not exceeding seven (7) days immediately preceding the commencement of the period prescribed for service of notice of meetings of the Institute or the dispatch of voting papers pursuant to the **Rule 201 (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

- 297.** Any notice required to be given by any of the Rules and Bylaws 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.
- 298.** Where a notice or voting paper is sent by post or electronic mail or any other agreed and approved by the Council means of communications, 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 electronic mail box.
- 299.** 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.
- 300.** 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.
- 301.** 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.
- 302.** 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

- 303.** The Council shall, in each year, publish or have it 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.

304. In such list members may be distinguished by class of membership, or in such way as the Council sees fit.
305. 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

306. All money 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

307. 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

308. The accounts of the Institute shall, until otherwise determined by the Council, be closed annually as at 31st March.
309. The Council shall cause an income and expenditure account for each financial period of the Institute and a statement of financial position as at the end of each such period to be audited by the Auditor of the Institute not less than twenty-eight (28) days before each ordinary general Institute meeting.
310. A copy of the Institute's income and expenditure account and statement of financial position and of the auditor's report shall be posted to each member of the Institute not less than fourteen (14) days before the ordinary general Institute meeting.

Auditor

311. 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.
312. The auditor shall be a member of the Institute but no Member of the Council or a Member of a Regional Branch Council shall be eligible for election to the office of auditor.
313. 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

- 314.** Every Member of the Council and every Member of a Regional Branch Council, Chief Executive 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 Member of the Council, Members of a Regional Branch Council, Chief Executive, 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 provided such Member of Council, Regional Branch Council, Chief Executive of Regional Branch Manager and other officer to the Institute acted honourably and in good faith with a view to the best interests of the Institute.
- 315.** No such Member of the Council, Member of a Regional Branch Council, Chief Executive, 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 wilful default.

Irregularities

- 316.** 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 Member of the Council 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 Member of the Council or member of the committee and was eligible for appointment.
- 317.** The provisions of this Rule extend to Regional Branch Councils and to committees of Regional Branch Councils.

Commencement

- 318.** The Rules and Bylaws shall come into operation as from the 1st October 2013.

Amendments and Alternations of the Rules and Bylaws

- 319.** Alternation and/or amendments to any of these Rules and Bylaws shall be made by a resolution passed at a general meeting of the Institute.
- 320.** A notice of motion to alter or amend any of these Rules and Bylaws shall be lodged with the Chief Executive not less than sixty (60) days before the general meeting.

- 321.** The Council may from time to time publish guidelines and instructions on the interpretation of these Rules and Bylaws.
- 322.** In the event of any doubt as to the appropriate interpretation of these Rules and Bylaws in any particular situation, any such guidance shall be authoritative on the position.