



**MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND BYE-LAWS**

**THE MALAYSIAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS**

**Company Limited by Guarantee  
Incorporated 26th July 1958**

**MEMORANDUM  
AND ARTICLES  
OF ASSOCIATION  
AND BYE-LAWS**



(Incorporated all amendments up to November 10, 2010)

**THE MALAYSIAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS**

Company Limited by Guarantee

Incorporated 26th July 1958 under the Companies Ordinances 1940 - 1946

No. 15, Jalan Medan Tuanku  
50300 Kuala Lumpur  
Malaysia

No. 100/58

**FEDERATION OF MALAYA**

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**CERTIFICATE OF INCORPORATION**

**OF**

**THE MALAYAN ASSOCIATION OF  
CERTIFIED PUBLIC ACCOUNTANTS**

**(Limited by guarantee)**

**(Under Section 15 (1) of the Companies Ordinances, 1940 – 1946)**

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I, LEE NGEE YOON, Deputy Registrar of Companies, hereby certify that THE MALAYAN ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS is this day registered and incorporated under the Companies Ordinances and that this Company is limited.

Given under my hand this 26<sup>th</sup> day of July, 1958.

LEE NGEE YOON  
*Deputy Registrar of Companies  
Federation of Malaya*

# STATES OF MALAYA

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## CERTIFICATE OF CHANGE OF NAME

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I hereby certify that

### **THE MALAYAN ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS**

having, with the sanction of a Special Resolution of the said Company and with the approval of the Registrar of Companies, changed its name, is now called

### **THE MALAYSIAN ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS**

and I have entered such new name on the Register accordingly.

Given under my hand this 6th day of July, 1964.

MOHAMED HASHIM BIN AMIN  
*Acting Registrar of Companies*  
*States of Malaya*

# PEJABAT PENDAFTAR SYARIKAT

*(Registry of Companies)*

## MALAYSIA

Borang 13  
AKTA SYARIKAT 1965  
[Seksyen 23 (2)]

No. Syarikat

3246	U
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## PERAKUAN PEMERBADANAN ATAS PERTUKARAN NAMA SYARIKAT

Adalah diperakui bahawa

### THE MALAYSIAN ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS

yang telah diperbadankan di bawah Akta Syarikat 1965, pada 26 haribulan Julai 1958, sebagai sebuah syarikat Awam, pada 29 haribulan Januari 2002, telah menukar namanya kepada

### THE MALAYSIAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

dan bahawa syarikat ini adalah sebuah syarikat Awam dan adalah sebuah syarikat berhad menurut Jaminan.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur pada 29 haribulan Januari, 2002.

KHAIRUDIN BIN RUSLI  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA

*(Translation)*

**REGISTRY OF COMPANIES  
MALAYSIA**

Form 13  
COMPANIES ACT 1965  
[Section 23 (2)]

Company No.

3246	U
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**CERTIFICATION OF INCORPORATION  
ON CHANGE OF NAME OF COMPANY**

This is to certify that

**THE MALAYSIAN ASSOCIATION OF CERTIFIED  
PUBLIC ACCOUNTANTS**

which was, on the 26th day of July 1958, incorporated under the Companies Act 1965, as a public company, on the 29th day of January 2002, changed its name to

**THE MALAYSIAN INSTITUTE OF CERTIFIED  
PUBLIC ACCOUNTANTS**

and that the company is a public company, and is a company limited by guarantee.

Given under my hand and seal, at this 29th day of January, 2002.

**KHAIRUDIN BIN RUSLI  
ASSISTANT REGISTRAR OF COMPANIES  
MALAYSIA**

## **EXPLANATORY NOTE**

1. A review of the Institute's Articles of Association and bye-laws was undertaken in 2010 and the proposed amendments were approved by a general meeting of members held on June 19, 2010. The proposed amendments to the Articles of Association were subsequently submitted to the Minister of Domestic Trade and Consumer Affairs for approval, which was granted on November 10, 2010.

2. The main changes to the Articles of Association and bye-laws are as follows:

- (a) To align the notice of meeting and nomination of candidates for Council to that of the Companies Act 1965.
- (b) To grant members who has attained the age of 70 years and has been a member for at least 30 year, life membership without the payment of further subscription or others amount.

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**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE MALAYSIAN INSTITUTE OF**  
**CERTIFIED PUBLIC ACCOUNTANTS**

1. The name of the Institute is “THE MALAYSIAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS”.
2. The registered office of the Institute will be situated in Malaysia.
3. The objects of the Institute are :
  - (a) To advance the theory and practice of accountancy in all its aspects.
  - (b) To recruit, educate, train and assess by means of examination or otherwise a body of members skilled in these areas.
  - (c) To preserve at all times the professional independence of accountants in whatever capacities they may be serving.
  - (d) To maintain high standards of practice and professional conduct by all its members.
  - (e) To do all such things as may advance the profession of accountancy in relation to public practice, industry, commerce, education and the public service.
  - (f) To borrow or raise money that may be required by the Institute upon such terms as may be deemed advisable and in particular by mortgage or charge of all or part of the property of the Institute.
  - (g) To purchase, take on lease or in exchange hire or otherwise acquire any real necessary or convenient for any of the purposes of Institute, provided that in case the Institute shall desire to hold more land than the law shall for the time being permit it to hold without the licence of the Minister of Domestic Trade and Consumer Affairs, such licence shall be obtained.

## MEMORANDUM OF ASSOCIATION

- (h) To construct, alter and maintain any buildings considered necessary for the use of members and others or for any purposes of the Institute with all proper and necessary fixtures, fittings, furniture and other equipment.
- (i) To maintain a library or libraries for the use of members and others.
- (j) To make grants to societies, local or otherwise which have as their objects the furtherance of the objects of the Institute, to make grants to universities or other educational establishments, to provide, finance and to make grants for courses, lectures, classes or other tuition or for research and to establish scholarships or bursaries and give prizes with a view to promoting or furthering the interests of members and prospective members of the Institute.
- (k) To organise, finance and maintain schemes for the granting of diplomas, certificates and other awards (with or without prior examination) to members of the Institute and other persons in any activities with which the accountancy profession is concerned and to provide, if it thinks fit, for the use of designatory letters by persons granted such diplomas, certificates and awards, provided always that no such scheme shall become operative unless and until it shall have been approved by the Institute in general meeting.
- (l) To amalgamate or merge with any companies, institutes, societies or associations having objects similar to those of the Institute and which are prohibited by their constitution from distributing their income and property amongst their members to an extent at least as great as imposed on the Institute by Clause 4 hereof and with a view thereto to transfer all or any part of the property, assets, liabilities and engagements of the Institute to any one or more of the companies, institutes, societies or associations with which the Institute is authorised to amalgamate or to acquire by purchase or otherwise and take over all or any of the property, assets, liabilities and engagements of any company, institute, society or association with which the Institute is authorised to amalgamate or merge.

## MEMORANDUM OF ASSOCIATION

- (m) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Institute.
- (n) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute, in the shape of donations, annual subscriptions or otherwise.
- (o) To print or publish any newspapers, periodicals, books or leaflets that the Institute may think desirable for the promotion of its objects.
- (p) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institute.
- (q) To invest any monies of the Institute, not immediately required for any of its objects, in such manner as may from time to time be determined.
- (r) To subscribe to any local or other charities, and to grant donations for any public purpose.
- (s) To grant pensions or gratuities to, or to provide a superannuation fund, for the officers and servants of the Institute, or otherwise to assist any such officers and servants, their widows and children.
- (t) To do, alone or in conjunction with others, the foregoing and all such other lawful things as may be incidental or conducive to promoting, furthering or protecting the interests, usefulness or efficiency of the Institute or its members or the accountancy profession generally.

4. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institute.

## MEMORANDUM OF ASSOCIATION

Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Institute, or to any person whether a member of the Institute or not, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding eight per centum per annum on money lent, or reasonable and proper rent for premises demised or let by any member of the Institute; but so that no member of the Council of Management or governing body of the Institute shall be appointed to any salaried office of the Institute, or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council or governing body except repayment of out-of-pocket expenses, examination fees, travelling and subsistence allowances and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric, lighting, water, cable or telephone company of which a member of the Council of Management or governing body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. No addition, alteration or amendment shall be made to or in the provisions contained in the Articles of Association for the time being in force, unless the same shall have been passed by special resolution of a general meeting convened for the purpose with at least twenty-one days' notice in writing and upon such resolution being passed, submitted to and approved by the Minister of Domestic Trade and Consumer Affairs.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Minister of Domestic Trade and Consumer Affairs to the Institute in pursuance of section 24 of the Companies Act 1965.

7. The liability of the members is limited.

8. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding Ringgit Malaysia Ten (RM10).

## MEMORANDUM OF ASSOCIATION

9. If upon the winding up or dissolution of the Institute there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and in default thereof by a Judge of the High Court of Malaya having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of monies received and expended by the Institute, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Institute and once at least in every year, shall be subject to audit in accordance with the provisions of the bye-laws of the Institute.

## MEMORANDUM OF ASSOCIATION

We, the several persons whose names and addresses are subscribed, are desirous of being formed into an Institute in pursuance of this Memorandum of Association.

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Names, Addresses and Descriptions of Subscribers		
H.R. VILLIERS	1 Golf View Road Kuala Lumpur	Chartered Accountant
S. THILLAIMUTHU	24 Codrington Avenue Penang	Certified Accountant
Y.C. KANG	13 Hale Street, Ipoh Perak	Chartered Accountant
C.H. YONG	12 Gladioli Drive Singapore 20	Chartered Accountant
CHAN KUM CHEE	41 Bank of China Building Singapore 1	Certified Accountant
C.P. LIM	University of Malaya Singapore 10	Certified Accountant
H.K. FRANKLIN	7 Orange Grove Road Singapore	Chartered Accountant

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Dated this 2<sup>nd</sup> day of June, 1958.

Witness to the signatures of H.R. Villiers, S. Thillaimuthu and Y.C. Kang

P.J.D. REGESTER  
Drew & Napier  
Solicitors  
Singapore and Kuala Lumpur

Witness to the signatures of C.H. Yong, Chan Kum Chee and C.P. Lim

C.H. WITHERS-PAYNE  
Advocate & Solicitor  
Singapore

Witness to the signature of H.K. Franklin

W. BARRINGTON BAKER  
Solicitor  
Singapore

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE MALAYSIAN INSTITUTE OF**  
**CERTIFIED PUBLIC ACCOUNTANTS**

**INTERPRETATION**

1. In these Articles, unless the context or subject matter otherwise indicates or requires:-

Interpretation  
clause

“The Statutes” means the Companies Act, 1965 and every other Act for the time being in force concerning joint stock companies and affecting the Institute.

Definitions

“These Articles” means these Articles of Association as originally framed or as altered from time to time by special resolution and as approved by the Minister of Domestic Trade and Consumer Affairs.

“The Council” means the Council of the Institute.

“The Secretary” means the Secretary appointed by the Council and shall include any person acting in any such capacity by the direction of the Council.

“The Seal” means the Common Seal of the Institute.

“Member” means a person who has been admitted to membership of the Institute in accordance with these Articles and bye-laws of the Institute and “membership” has a corresponding meaning.

“Certified Public Accountant” means a person who has been admitted to membership of the Institute who, under these Articles and bye-laws of the Institute, is entitled to use the designation “Certified Public Accountant”.

“Certified Financial Accountant” means a person who has been admitted to membership of the Institute who, under these Articles and bye-laws of the Institute, is entitled to use the designation “Certified Financial Accountant”.

“Provisional Member” means a person who has been admitted to membership of the Institute under these Articles and bye-laws of the Institute as a “provisional member”.

## ARTICLES OF ASSOCIATION

“Associate Member” means a person who has been admitted to membership of the Institute under these Articles and bye-laws of the Institute as an “associate member”.

“Registered Student” means a person for membership of the Institute who has been accepted for registration under these Articles and bye-laws of the Institute as a registered student of the Institute.

“Institute” means the company limited by guarantee which is named The Malaysian Institute of Certified Public Accountants.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in these Articles.

Number of members

2. For the purpose of registration the number of members of the Institute is taken to be 10,000, but the Council may from time to time register an increase of members.

Classes of membership

3. Membership of the Institute shall consist of the following classes of members who are admitted in accordance with Chapter IV of the bye-laws of the Institute:

- (a) Certified Public Accountants;
- (b) Certified Financial Accountants;
- (c) Provisional Members; and
- (d) Associate Members.

Council to decide as to facts

4. The Council shall decide whether any person applying to be admitted a member or registered student of the Institute has or has not fulfilled such of the conditions specified in these Articles and in the bye-laws of the Institute, as applicable in his case.



## ARTICLES OF ASSOCIATION

5. The Institute may by bye-law provide that in the cases and circumstances set out in such bye-law the Council may admit any person a member notwithstanding that such person may not have complied with the provisions of these Articles applicable to him. Bye-laws may provide for special cases
6. The Institute may by bye-law provide that for reasons and in the manner specified in such bye-law the Council may refuse to admit any person a member or may delay the admission of any person to be a member notwithstanding that such person may be otherwise entitled to be so admitted. Bye-laws may give power to refuse or delay admission
7. (1) Every person on his admission and during his membership of the Institute shall pay such subscription, fee and other sum as may be prescribed from time to time by the bye-laws of the Institute. Fees and subscriptions
- (2) Every registered student of the Institute shall pay such fee and other sum as may be prescribed from time to time by the bye-laws of the Institute.
8. (1) A person who has been admitted to membership of the Institute as a Certified Public Accountant may describe himself as a Certified Public Accountant and may use after his name the initials CPA representing the words "Certified Public Accountant", provided that when any such designation is used outside Malaysia, such designation shall be followed by the word "Malaysia" or the abbreviation "(M)". Description of members and distinctive letters
- (2) A person who has been admitted to membership of the Institute as a Certified Financial Accountant may describe himself as a Certified Financial Accountant and may use after his name the initials CFiA representing the words "Certified Financial Accountant", provided that when any such designation is used outside Malaysia, such designation shall be followed by the word "Malaysia" or the abbreviation "(M)".
- (3) A person who has been admitted to membership as a provisional member may describe himself as "Provisional Member of the MICPA" and shall not be entitled to use any letters or abbreviation to indicate his membership.
- (4) A person who has been admitted to membership as an associate member may describe himself as "Associate Member of the MICPA" and shall not be entitled to use any letters or abbreviation to indicate his membership.

## ARTICLES OF ASSOCIATION

Register of members, and registered students 9. Separate registers of each class of members and registered students of the Institute shall be kept in which shall be inscribed the names of all persons who are qualified and consent to become members or registered students of the Institute.

Accounting Technicians 9(A). The Council shall have power to organise, finance and maintain a scheme for the training and qualification of a body of persons to be known as "accounting technicians" or equivalent designations and any such scheme shall be in such form as the Council may from time to time consider appropriate and in particular may include provision to adding to, rescinding or varying the scheme and any regulations made thereunder for the purpose of implementing the same and shall be entitled to authorise the use of any designatory letters in connection with any such scheme.

Provided always that accounting technicians shall not be members of the Institute.

First members of the Institute 10. The first members of the Institute are the persons who at the date hereof are members of the Association of Chartered and Incorporated Accountants in Malaya or of the Malayan Branch of the Association of Certified and Corporate Accountants and whose names are with their consent inscribed in the said register of members. Such persons shall become members of the Institute notwithstanding that any such persons may not have satisfied the requirements provided for by these Articles and the bye-laws of the Institute in respect of service.

Voting, polls and postal ballot 11. At every annual or extraordinary general meeting of the Institute and in every poll or postal ballot every member who is a Certified Public Accountant shall have a vote save as is otherwise provided by the bye-laws of the Institute but such a member shall not be entitled to be present at any meeting or to vote on any poll in person or by proxy or as proxy or in postal ballot if he is in arrear in the payment of any subscription or other sum payable by him under these Articles or the bye-laws of the Institute. Members who are Certified Financial Accountants, provisional members or associate members will not be entitled to attend and vote at such meetings.

Membership not transferable 12. The right of membership is not transferable or transmissible and shall cease upon a member ceasing for any cause whatsoever to be a member of the Institute.

Examinations 13. The Council shall from time to time cause examinations to be held of all persons seeking admission to membership of the Institute. The Council may in the cases and circumstances and in the manner set out in the bye-laws of the Institute exempt any candidate from such subjects or parts of the examinations as may be prescribed. The Council shall

## ARTICLES OF ASSOCIATION

conduct the aforesaid examinations in such subjects and manner as shall be provided by the bye-laws of the Institute and may appoint for that purpose examiners and moderators who shall hold office subject to such conditions and shall receive such remuneration and expenses as shall be provided by the bye-laws of the Institute. The Council shall grant to every person who shall pass any examination of the Institute a letter or certificate that he has passed the same.

14. The Council may in the cases and circumstances and in the manner set out in the bye-laws of the Institute prepare regulations to determine the circumstances in which a person may become a registered student and in which a registered student may be admitted a member of the Institute.

Registration  
as a  
registered  
student

15. There shall be a Council of the Institute consisting of persons being members of the Institute who are Certified Public Accountants not more nor less in number than the numbers that shall be prescribed by the bye-laws of the Institute as the maximum and minimum number of members and elected or appointed in the manner prescribed by the bye-laws of the Institute and two members of the Council shall be President and Vice-President of the Institute and also President and Vice-President of the Council respectively.

Council

16. The first members of the Council and the first President and the first Vice-President shall be appointed by an instrument in writing signed by a majority of the subscribers hereto.

First  
members  
of Council

17. The first members of the Council and the first President and Vice-President shall hold office until the first general meeting of the members of the Institute and thenceforth until members of the Council are elected and a President and Vice-President are elected or appointed respectively in the manner prescribed by the bye-laws of the Institute and the first members of the Council and the first President and Vice-President appointed under the last foregoing clause shall be eligible or may be appointed at the first election or appointment.

Tenure of  
office of first  
members of  
Council and  
President  
and Vice-  
President

18. The Council shall have the management and superintendence of the affairs of the Institute and shall appoint and may remove and shall determine the duties and remuneration of the officers, servants and agents of the Institute and may make such arrangements and enter into such agreements with them or any of them as the Council shall think fit. The Council may lawfully exercise all the powers of the Institute except as to such matters as are by these Articles or by the bye-laws of the Institute directed to be transacted by or at a general meeting of the members of the Institute.

Council shall  
manage  
affairs of the  
Institute

## ARTICLES OF ASSOCIATION

Application  
of funds

19. The Council shall have the power to apply the funds of the Institute in promoting, furthering or protecting the objects of the Institute and without prejudice to the generality of the foregoing:

- (a) In acquiring whether by renting or otherwise premises for use as a hall, library, offices or otherwise for the use of members and others or for any purposes of the Institute.
- (b) In maintaining an efficient library or libraries for the use of members and others.
- (c) In paying remuneration to officers and servants of the Institute or pensions or gratuities to former officers and servants or their dependants or in making other provision for the payment of pensions or gratuities to former officers and servants or their dependants.
- (d) In paying such reasonable sums for the expenses of officers of the Institute or members of the Council as may be provided by the bye-laws of the Institute or for the expenses reasonably incurred by any persons whether members or not who have rendered special services to the Institute.
- (e) In making gifts or contributions for national, public, educational or charitable purposes.
- (f) In making grants to universities or other educational establishments or in providing lectures, classes or other tuition or in making grants therefore or in establishing scholarships or exhibitions or in giving prizes or in otherwise promoting or furthering the interests of prospective members of the Institute.
- (g) In making grants or other contributions to local or other societies of members of the Institute having as their object the furtherance of the objects of the Institute.
- (h) In publishing or distributing or causing to be published or distributed any book, pamphlet or journal relating to the affairs of the Institute or promoting or furthering the interests, usefulness and efficiency of members of the Institute.
- (i) In otherwise in any number whatsoever consistent with the provisions of the Memorandum, Articles and bye-laws of the Institute, promoting, furthering or protecting the interests, usefulness and efficiency of the accountancy profession and members of the Institute.

## ARTICLES OF ASSOCIATION

20. All members of the Council shall hold office until the conclusion of the annual general meeting at which their successors are appointed and shall be eligible for re-election. Term of appointment
21. All the powers which under the provisions of these Articles may be exercised by the Council shall be exercised by it in accordance with and subject to the provisions of these Articles and to the bye-laws of the Institute and the exercise of these powers shall be subject to the control and regulation of any general meeting of the Institute but not so as to make invalid any act done by the Council previously to any resolution passed at a general meeting and any act or proceeding of the Council shall not be invalidated or be illegal in consequence of there being any vacancy in the Council at the time of such act or proceeding being done or taken and notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any member or members of the Council attending such meeting or that they or any of them were disqualified be as valid as if every person purporting to act as a member of the Council had been duly appointed and was qualified to be a member of the Council. Exercise of powers of Council
22. (1) A member or registered student of the Institute shall be liable to disciplinary action in any of the following cases: Liability to disciplinary action
- (a) if, in the course of carrying out his professional duties or otherwise, he has been guilty of misconduct; for this purpose misconduct includes, but is not confined to, any act or default likely to bring discredit to himself, the Institute or the accountancy profession; and the fact that a member or registered student has before a court of competent jurisdiction in Malaysia or elsewhere, pleaded guilty to or been found guilty of any offence discreditable to a member or registered student or derogatory to the Institute or the accountancy profession or has in any civil proceedings been found to have acted fraudulently or dishonestly shall be conclusive proof of misconduct;
  - (b) without prejudice to the generality of paragraph (a) of this Article, if he has performed his professional work or the duties of his employment or conducted his practice inefficiently or incompletely to such an extent or on such a number of occasions as to bring discredit to himself, the Institute or the accountancy profession;
  - (c) if he has failed to observe any ethical rulings, accounting standards or auditing standards or guidelines promulgated by the Institute;

## ARTICLES OF ASSOCIATION

- (d) if he has committed any breach of the bye-laws of the Institute or of any regulations made under the bye-laws or failed to comply with any order or direction made under the bye-laws or such regulations;
- (e) if he has failed to comply with any order of the Investigation Committee, the Disciplinary Committee or the Appeal Committee except an order from any of the said Committees for the payment of fines and/or costs provided that such fines and/or costs payable under the said order shall be recoverable as a debt due to the Institute;
- (f) if he is adjudged bankrupt or has failed to satisfy a judgement debt or individually or as a partner has made an assignment for the benefit of creditors or under any resolution of creditors or Order of the Court or any deed or document has had his estate placed in liquidation for the benefit of creditors or has made any arrangement for the payment of a composition to creditors.

(2) Such disciplinary action shall be conducted in accordance with Chapter IX of the bye-laws of the Institute.

Powers of Investigation and Disciplinary Committees

23. The Institute shall by bye-law provide for the establishment by the Council of an Investigation Committee and a Disciplinary Committee and may grant to such committees full power to consider and determine in the manner set out in the bye-laws of the Institute any complaint or facts indicating that a member or registered student has become liable to disciplinary action under the last preceding clause. The Council shall also grant to the Investigation Committee and Disciplinary Committee the power to make such orders set out in the bye-laws against the member or registered student concerned as the Investigation Committee and Disciplinary Committee may determine.

Powers of Council to revoke exclusion or suspension

24. **Deleted**

Persons ceasing to be members to have no claim on fund or property

25. If any person ceases for any cause whatever to be a member of the Institute, he shall not nor shall his representatives have any interest in or claim against the funds or property of the Institute.

26. The Institute may from time to time by resolution passed at a general meeting convened for the purpose and in respect of which at least twenty-one days' notice in writing has been given, make such bye-laws for the purposes hereinafter set out as the Institute deems fit and also rescind, vary or add to any of the bye-laws and make others in their stead but so that the bye-laws for the time being in force are not in any respect repugnant to the law or inconsistent with the express provisions of the Memorandum and these Articles.

Powers to make bye-laws

27. The purposes for which the Institute may make bye-laws in the manner herein before set out shall be the furtherance of the objects of the Institute and the better execution of the Memorandum and these Articles and without prejudice to the generality of the foregoing shall include the regulation of all such matters as are left by these made Articles to be prescribed by bye-laws and the following (namely):

Purposes for which bye-laws may be

- (a) For regulating the terms and conditions for and the mode of admission of members of the Institute;
- (b) For fixing fees, subscriptions and other sums to be paid by members and registered students of the Institute and the times or periods at or in respect of which such fees, subscriptions or other sums shall be payable;
- (c) For regulating the mode, time and place of summoning and holding annual and other general meetings of the Institute and the mode of voting including voting by proxy and by postal ballot and for regulating the holding of polls and for giving the chairman of any meeting power to exercise a second or casting vote at the meeting or on the holding of a poll arising there from;
- (d) For regulating the number of members of the Council and the mode of election or appointment and their periodic retirement and the mode of nomination of members of the Institute for election to the Council and the giving of notice of such nominations and the conduct of the elections and the mode of filling casual vacancies and the meetings of the Council and the number of members who shall require to be present and acting thereat and the adjournment thereof and the proceedings thereat;
- (e) For regulating the mode of election or appointment of the President and the Vice-President and their tenure of office;

## ARTICLES OF ASSOCIATION

- (f) For regulating the appointment, retirement and remuneration of an auditor or auditors;
- (g) For regulating the appointment of trustees and their powers and duties;
- (h) For regulating the disposal of monies and property of the Institute;
- (i) For regulating the exclusion, suspension, censure, reprimand, admonishment, payment of fine and/or fitness of members and registered students of the Institute;
- (j) For regulating the service of registered students, associate members and provisional members including the period and conditions of such service;
- (k) For regulating the number of times and places for the holding of examinations of candidates for membership of the Institute and the subjects for and the manner of conducting such examinations and for fixing fees to be paid by the candidates and the conditions on which examiners and moderators shall be appointed and remunerated;
- (l) For regulating the time and manner in which any person shall be permitted to present himself for examination and for permitting any person to present himself for examination notwithstanding any informality in respect of his registration;
- (m) For regulating the exemption of any person from such subjects of the Institute's examinations as may be prescribed;
- (n) For regulating the reimbursement of expenses incurred by members of the Council and officers of the Institute in the execution of their functions on behalf of the Institute.



Names, Addresses and Descriptions of Subscribers		
H.R. VILLIERS	1 Golf View Road Kuala Lumpur	Chartered Accountant
S. THILLAIMUTHU	24 Codrington Avenue Penang	Certified Accountant
Y.C. KANG	13 Hale Street, Ipoh Perak	Chartered Accountant
C.H. YONG	12 Gladioli Drive Singapore 20	Chartered Accountant
CHAN KUM CHEE	41 Bank of China Building Singapore 1	Certified Accountant
C.P. LIM	University of Malaya Singapore 10	Certified Accountant
H.K. FRANKLIN	7 Orange Grove Road Singapore	Chartered Accountant

Dated this 2<sup>nd</sup> day of June, 1958.

Witness to the signatures of H.R. Villiers, S. Thillaimuthu and Y.C. Kang

P.J.D. REGESTER  
Drew & Napier  
Solicitors  
Singapore and Kuala Lumpur

Witness to the signatures of C.H. Yong, Chan Kum Chee and C.P. Lim

C.H. WITHERS-PAYNE  
Advocate & Solicitor  
Singapore

Witness to the signature of H.K. Franklin

W. BARRINGTON BAKER  
Solicitor  
Singapore



**BYE-LAWS  
OF  
THE MALAYSIAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS**

**CHAPTER I - PRELIMINARY**

1. In the interpretation of these bye-laws the words and expressions herein shall have the same meaning as in the Articles of Association of the Institute, and the expression “Articles of Association” means the Articles of Association of the Institute and the expression Article ..... the Article of that number in the Articles of Association.

Interpretation

2. Reference herein to members, Certified Public Accountants, Certified Financial Accountants, provisional members, associate members, registered students and meetings shall, unless the contrary intention appears, be construed as having reference to members, Certified Public Accountants, Certified Financial Accountants, provisional members, associate members, registered students and meetings respectively of the Institute.

Definitions

“Approved practical experience” means practical training and experience approved by the Council and obtained at an approved training organisation.

“Approved training organisation” means a firm, body or undertaking which is for the time being approved in accordance with the regulations made by the Council to train registered students.

“Principal” means a member of the Institute or a member of the member bodies of the Global Accounting Alliance who is a Chartered Accountant or Certified Public Accountant with whom a registered student, provisional member or associate member is serving.

“Global Accounting Alliance” means a company limited by guarantee registered in England and Wales.

“Chartered Accountant” means a person who has been admitted to membership of the member bodies of the Global Accounting Alliance who is entitled to use the designation “Chartered Accountant”.

“Training contract” means a contract of practical training registered with the Institute and in such form and containing such provisions as the Council may from time to time in its absolute discretion require or approve, made between a candidate for membership of the Institute and a principal as described under bye-law 69. A training contract which was in force immediately prior to the date when this definition comes into effect shall, for the purposes of these bye-laws, be deemed to be a training contract as now defined.

“Professional services” means services requiring accountancy or related skills performed by a member including accounting, auditing, taxation, insolvency, management consulting and financial management services.

## BYE-LAWS

“In public practice” means in practice as a public accountant providing professional services otherwise than as an employee.

“Principal place of business” means the place of business registered by a member with the Institute or where more than one place of business is registered by him the place of business indicated by him as being his principal place of business.

Forms 3. The Council may from time to time determine and prescribe all necessary forms to be used under these bye-laws and the particulars required therein.

Notices to members, etc 4. All notices and other documents required by the Articles and these bye-laws to be given or sent to members or registered students shall be sent by post; in the case of a member in practice to his principal place of business and in the case of any other member or registered student, to the address last notified by him to the Secretary as his address for communications. Service of a notice or other document shall be deemed to have been effected by properly addressing, prepaying and posting the same.

## CHAPTER II – THE COUNCIL

Members of the Council 5. The number of the members of the Council shall be not less than fifteen or more than thirty of whom one-third or the number nearest to but not exceeding one third shall retire at each annual general meeting of the Institute but shall be eligible for re-election. Subject to bye-law 13 the retiring members at each annual general meeting shall be those who have been longest in office since the date of election or last re-election As among those who have been in office the same length of time those members to retire shall, unless there be agreement among them, be determined by lot.

Retiring members of the Council deemed to be nominated 6. Every retiring member of the Council shall, unless he shall have signified to the Council in writing not later than five weeks before the annual general meeting his desire not to offer himself for re-election, be deemed to be nominated for re-election.

Nomination of candidates for Council 7. Nomination of candidates for election to the Council other than those deemed to be nominated under bye-law 6 shall be made by notice in writing signed by ten members and received by the Secretary not later than five weeks before the date of the annual general meeting provided that only members who are Certified Public Accountants are eligible for nomination as a candidate for election to the Council or are entitled to nominate a

candidate for election to the Council. Such notice shall be accompanied by an intimation in writing from each candidate of his willingness to serve if elected. If after such notice shall be given as aforesaid the annual general meeting be called for a date (other than the second Friday in June) less than five weeks from the date of the receipt by the Secretary of such notice the said notice shall be deemed to have been received by the Secretary more than five weeks before such meeting.

8. Notice of the names of all candidates nominated or deemed to be nominated for election to the Council under the last two preceding bye-laws shall be sent to all members enrolled on the register of Certified Public Accountants at least twenty-one days before the annual general meeting. If more candidates are nominated, including those deemed to be nominated, than there are vacancies to be filled, the members of the Institute entitled to vote shall at the annual general meeting fill the vacancies by election from the said candidates. If the number of candidates nominated, including those deemed to be nominated, does not exceed the number of vacancies to be filled in the Council, the aforesaid nominees shall at the annual general meeting be declared elected to the Council. If sufficient candidates are not elected at an annual general meeting the resulting vacancies may be filled by the Council at a meeting of the Council summoned with notice of such object. Any person so appointed as a member of the Council shall hold office only until the next succeeding annual general meeting and shall be eligible for re-election but shall not be taken into account in determining the members of the Council who are to retire by rotation at that meeting.

Notice of  
nomination  
of  
candidates  
for Council

9. (1) Any election of members of the Council at an annual general meeting shall be either by a show of hands or by ballot of those present and entitled to vote whichever may appear to the chairman of the meeting to be the more appropriate. Each member present and entitled to vote at the meeting shall have as many votes as there are vacancies to be filled but shall not give more than one vote to any one candidate. Those candidates, to the number of the vacancies to be filled, who receive the most votes shall be elected but in the event of an equity of votes between two or more candidates the chairman shall have a casting vote or votes. The declaration of the chairman as to the result of the election shall be final save that upon such declaration being made the Chairman may direct, if he so thinks fit, that a poll shall be taken or alternatively such a poll may be demanded in writing by not less than ten members present and entitled to vote at the meeting.

Election of  
members  
of Council

(2) If a poll is demanded or required to be taken, it shall be taken in accordance with the provisions of bye-law 93.

## BYE-LAWS

Vacation of  
office of  
member of  
Council

10. The office of a member of the Council is vacated:
- (a) If he ceases to be a member of the Institute.
  - (b) If he be excluded or suspended from membership or be reprimanded or admonished under the provisions of the Articles and these bye-laws.
  - (c) If he be absent from the meetings of the Council for more than six consecutive months without the consent of the Council.
  - (d) If he becomes bankrupt, or suspend payment or compound with or make an assignment of his property for the benefit of his creditors.
  - (e) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder.
  - (f) If he be convicted of a felony or any offence involving fraud or dishonesty.

Resignation  
of member  
of Council

11. A member of the Council may tender his resignation of office by notice in writing to the Council and on its acceptance by the Council, but not until then, he shall cease to be a member of the Council.

Removal of  
member of  
Council

12. The Institute may, by a resolution passed at a meeting specially convened with notice of the object (and for which resolution not less than two-thirds of the members present and entitled to vote shall vote), remove any member of the Council from his office before the expiration of his period of office; provided that if a poll be demanded as to the resolution for removal a majority of not less than two-thirds of those voting shall be necessary on the taking of the poll for the carrying of that resolution. A vacancy created by the removal of a member of the Council shall be filled by the Council under bye-law 13.

Vacancies  
in Council

13. In the event of any vacancy occurring in the Council between two annual general meetings the vacancy may be filled by the Council at a meeting of the Council summoned with notice of the object but such an appointment shall be subject to confirmation at the next succeeding annual general meeting. Any person so becoming a member of the Council shall hold office only during the time the member of the Council in whose place he is appointed would have been entitled to hold office but he shall be eligible for re-election.

CHAPTER III – PROCEEDINGS AND POWERS  
OF THE COUNCIL

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|--|--|
| <p>14. The Council shall meet at least once in each quarter of the year at such times and places as it may determine.</p>  | <p>Meetings of Council</p>               |
| <p>15. A meeting of the Council may at any time be called by order of the President or Vice-President, or at the request in writing, addressed to the Secretary, of five members the Council.</p>  | <p>Meetings of Council, how called</p>   |
| <p>16. Notice in writing of a meeting of the Council shall be delivered or sent to each member of the Council at least five clear days before such meeting. The notice shall contain as far as is practicable a statement of the business to be transacted at such meeting. It shall not be necessary in any case to prove that such notice has been delivered or sent but the same shall be taken as duly delivered or sent unless the contrary be shown and the non-receipt of any notice by any member shall not affect the validity of the proceedings of any meeting; provided that when the President or Vice-President ordering a meeting certifies in writing that an emergency exists notice in writing as aforesaid need to be delivered or sent only one clear day before such meeting, and in such a case the non-existence in fact of the supposed emergency shall not affect the validity of the proceedings of the meeting.</p> | <p>Notice of meetings of Council</p>     |
| <p>17. At all meetings of the Council, the President, or in his absence the Vice-President, shall be chairman; or, in the absence of both, the chairman shall be elected by those present and voting from among their number.</p>  | <p>Chairman of Council</p>               |
| <p>18. At all meetings of the Council the vote of the bare majority of those present and voting shall prevail (except where otherwise required by the Articles or these bye-laws) and in case of equality of votes the chairman shall have a casting vote in addition to his original vote.</p>  | <p>Voting at meetings of Council</p>     |
| <p>19. Subject to the provisions of these bye-laws the chairman of any meeting of the Council may, with the consent of the meeting, adjourn the meeting from time to time and from 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. No notice need be given of an adjourned meeting unless it be so directed in the resolution for adjournment.</p>   | <p>Adjournment of meeting of Council</p> |
| <p>20. Except where otherwise required by the Articles or these bye-laws at least one-third of the members of the Council shall form a quorum.</p>   | <p>Quorum of Council</p>                 |

## BYE-LAWS

Election of  
President  
and Vice-  
President

21. At the first meeting of the Council after every annual general meeting the members of the Council present shall choose from amongst the members of the Council a President and a Vice-President and the members so chosen shall hold the office of President and Vice-President respectively until the first meeting of the Council held after the next succeeding annual general meeting. Any vacancy in either of those offices shall be filled at the next meeting of the Council following the occurrence of such vacancy or as the Council may otherwise determine.

Minutes of  
meetings  
of Council

22. Proper minutes shall be recorded of all resolutions and proceedings of meetings of the Council and of the committees thereof; and every minute signed by the chairman of meeting to which it relates, or by the chairman of a subsequent meeting, shall be sufficient evidence of the facts therein stated.

Receipts  
and  
Payments

23. All monies received by the Institute shall be paid into an account of the Institute at its bankers and cheques drawn upon its bankers shall be signed by two members of the Council or by a member of the Council and the Secretary.

Investment  
and  
employment  
of funds

24. All funds of the Institute not needed immediately for the ordinary purposes of the Institute may be invested by the Council in the name of the Institute:

- (a) In any securities in which trustees are or may by any statutes be authorised to invest.
- (b) On mortgage or charge over immovable property situated in Malaysia.
- (c) In the purchase of immovable property in Malaysia.
- (d) In industrial securities not exceeding fifty per centum of the total investments.

The Council may at its discretion from time to time vary or sell any of the investments of the Institute and may invest the proceeds of such sale in any of the stocks, shares, securities, mortgages, charges or property hereinbefore mentioned. The Council may also at its discretion place any money of the Institute on deposit with bankers, building societies or other financial institutions to be selected by the Council.

Borrowing  
powers

25. The Council may from time to time borrow money for the purposes of the Institute and may pay interest thereon out of the funds of the Institute.



26. The Council may pay out of the funds of the Institute to any member of the Council such reasonable travelling and subsistence allowance on each occasion of such member attending a meeting of the Council or any committee or sub-committee of the Council or of the Institute. The Council may also pay out of the funds of the Institute the expenses reasonably and properly incurred by the President, Vice-President or any member of the Council when acting in his official capacity for or on behalf of the Institute. Expenses of members of Council
27. The Council may from time to time make such regulations as it thinks fit for the purpose of carrying into effect any provision of the Memorandum and Articles or of the bye-laws or otherwise for regulating the affairs of the Institute and may rescind, vary or add to any such regulations provided always that no such regulations shall in any way be inconsistent with the express provisions of the Memorandum and Articles or of the bye-laws. Power to make regulations
28. The Council shall from time to time publish or cause to be published at the expense of the Institute a list of the members of the Institute together with such other particulars concerning the Institute, its members or its objects as the Council may deem advisable and such publication shall be supplied to members and others gratuitously or at such prices as the Council shall from time to time determine. Publication list of members
29. Subject to the provisions of the Articles and these bye-laws the Council may appoint committees from among its members and may give power to such committees to co-opt persons (whether members of the Institute or not) and may fix the quorum thereof and may delegate any of its powers to such committees and may lay down rules for regulating the proceedings of such committees; provided that nothing contained in this bye-law shall affect the provisions set out in these bye-laws with regard to the Investigation, Disciplinary and Appeal Committees. The President and Vice-President shall by virtue of their offices be members of all committees save that they shall not be members of the Investigation Committee or Disciplinary Committee. Appointment of committees
30. The Common Seal shall be kept in such custody as the Council may from time to time determine. Custody of Common Seal
31. The Common Seal shall not be affixed to any instrument except by order of the Council and in the presence of two members of the Council; and every such instrument shall be signed by the two members of the Council in whose presence the Seal is affixed and by the Secretary. Use of Common Seal

CHAPTER IV – MEMBERSHIP

Classes of members

32. Membership of the Institute shall consist of the following classes of members who are admitted in accordance with the Articles and these bye-laws:

- (a) the persons who are admitted as Certified Public Accountants;
- (b) the persons who are admitted as Certified Financial Accountants;
- (c) the persons who are admitted as provisional members; and
- (d) the persons who are admitted as associate members.

Admission of members

33. All admissions to and refusals of membership shall be by the Council. Every applicant for admission shall satisfy the Council of his having fulfilled the conditions specified by the Articles and these bye laws in such manner as the Council shall require and shall produce such evidence of his fitness to be so admitted as the Council shall deem necessary. The Council may in its absolute discretion by resolution passed at a meeting of the Council, refuse to admit any person whom it shall consider not to be fit and proper person to be so admitted.

Admission as Certified Public Accountants

34. (1) The following persons shall be eligible to apply for admission to membership of the Institute as Certified Public Accountants:

- (a) Registered students in stream one who have submitted to the Institute satisfactory evidence of completion of their training contract in the manner prescribed in these bye-laws and who have passed or been granted exemption from all of the examinations of the Institute.
- (b) Registered students in stream two who have submitted to the Institute satisfactory evidence of having obtained a requisite period of approved practical experience in the manner prescribed in these bye-laws and who have passed or been granted exemption from all of the examinations of the Institute.
- (c) Associate members who have submitted to the Institute satisfactory evidence of having satisfied the practical experience requirements in such manner as that required of a registered student described in

paragraph (a) or (b) of this bye-law and who have passed or been granted exemption from all of the examinations of the Institute.

- (d) Provisional members who have submitted to the Institute satisfactory evidence of having satisfied the practical experience requirements in such manner as that required of a registered student described in paragraph (a) or (b) of this bye-law.
- (e) Members who are Certified Financial Accountants who have passed or been granted exemption from such parts of the examinations of the Institute and who have satisfied such practical experience requirements as may be determined by the Council by regulations.
- (f) Persons who are members of a recognised accountancy body and who have complied with such standards of examination and experience as the Council may in its discretion impose in any particular case.

(2) An application for admission as a member of the Institute under sub-paragraph (a), (b), (c) or (d) of this bye-law shall be made not more than twelve months after whichever is the later of:

- (a) the date on which the applicant is notified that he has passed all of the examinations of the Institute for which exemption has not been granted; and
- (b) the date of completion of his training contract or the requisite period of approved practical experience, as the case may be.

(3) The Council may, in its absolute discretion, extend the period of twelve months required under paragraph (2) of this bye-law in respect of any particular person:

- (a) if the Council considers the circumstances justify such extension; and
- (b) on payment by him of such additional administration fee (if any) as the Council may in its absolute discretion decide in such case.

## BYE-LAWS

Admission  
as Certified  
Financial  
Accountants

35. The following persons shall be eligible to apply for admission to membership of the Institute as Certified Financial Accountants:

- (a) Registered students who have submitted to the Institute satisfactory evidence of having satisfied the practical experience requirements in such manner as that required of a registered student described in paragraph (a) or (b) of bye-law 34(1) and who have passed or been granted exemption from such parts of the examinations of the Institute as may be determined by the Council by regulations.
- (b) Associate members who have submitted to the Institute satisfactory evidence of having satisfied the practical experience requirements in such manner as that required of a registered student described in paragraph (a) or (b) of bye-law 34(1).
- (c) Persons who hold an accountancy qualification which is approved by the Council and who have satisfied such practical experience and other requirements as may be determined by the Council by regulations.

Admission  
as  
provisional  
members

36. The following persons shall be eligible to apply for admission to membership of the Institute as provisional members:

- (a) Registered students who have passed or been granted exemption from all of the examinations of the Institute but who have not satisfied the requirements of practical experience as provided under these bye-laws for admission to membership as a Certified Public Accountant.
- (b) Persons who are members of a recognised accountancy body who have passed or been granted exemption from all of the examinations of the Institute but who have not yet satisfied the requirements of practical experience as provided under these bye-laws for admission to membership as a Certified Public Accountant.

Admission  
as associate  
members

37. The following persons shall be eligible to apply for admission to membership of the Institute as associate members:

- (a) Registered students who have passed or been granted exemption from such parts of the examinations of the Institute as may be determined by the Council by regulations.

- (b) Persons who hold an accountancy qualification which is approved by the Council to be of a standard at least equal to that required under paragraph (a) of this bye-law.

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| <p>38. No person shall be admitted to membership before he has attained the age of twenty-one years.</p>  | <p>Age of admission</p>  |
| <p>39. An application for admission to membership shall be in writing, in the prescribed form and shall be signed by the applicant who shall thereby undertake, if admitted, to be bound by the Articles, these bye-laws and regulations made thereunder for the time being in force.</p>   | <p>Member to be bound by the Articles, bye-laws and regulations upon admission</p> |
| <p>40. Upon a person being admitted a member he shall be entitled to a certificate to that effect under seal. If any such certificate shall be worn, defaced, destroyed or lost, it may renewed on the production of such evidence as the Council may require.</p>  | <p>Certificate of admission</p>  |
| <p>41. Within twenty-eight days of being admitted, a member shall send to the Secretary full particulars of his name, address and place of business or employment, if any (and where there is more than one place of business indicating which is his principal place of business). It shall be the duty of each member to inform the Secretary of any change of address, place or places of business or employment, or if he begins or ceases to practise. It shall further be the duty of each member to supply the Council with any other information relative to his practice or employment which the Council may reasonably require for carrying out the provisions of the Articles or these bye-laws.</p> | <p>Particulars to be supplied by member</p>  |
| <p>42. The Council may admit as a member any person in whose favour any exemptions or modifications under the Articles or these bye-laws shall have been made or granted; provided that he shall otherwise have complied with the provisions of the Articles and these bye-laws applicable in his case.</p>   | <p>Admission of members in special cases</p>                                       |
| <p>43. (1) Any member may tender his resignation of membership by sending notice in writing to the Council but such resignation shall not be deemed to be effective upon and until its acceptance by the Council, provided that any member whose notice of resignation shall not have been received prior to the first day of February in any year shall remain liable for any fee or subscription in respect of that year save that in any case in which may seem reasonable so to do the Council may remit the whole or any part of such fee or subscription.</p>   | <p>Resignation of membership</p>   |

## BYE-LAWS

(2) The Council may refuse to accept the resignation of a member if:

- (a) it has reason to believe or circumstances exist that the tendered resignation should be considered by the Investigation Committee, in which case it shall refer the resignation to the Investigation Committee for its consideration;
- (b) it is aware that there is an unresolved complaint against the member;
- (c) the member is indebted to the Institute.

Re-admission of former members 44. The Council may in its absolute discretion re-admit to membership on such terms and conditions as the Council may consider appropriate any person who has ceased to be member otherwise than as a result of suspension and exclusion.

Admission fee 45. Each person who is admitted a member shall pay such admission fee as shall be prescribed from time to time by the Institute in general meeting.

Admission void if fee unpaid 46. The admission of any person as a member shall be void unless the admission fee is paid within two months of such admission.

Annual subscription 47. Each member shall pay to the Institute the annual subscription applicable to him in accordance with such scale as shall be determined from time to time by the Institute in general meeting provided that where a person is admitted to membership after the last day of June in any year, he shall pay one-half only of the subscription otherwise applicable to him for that year.

Reduction of annual subscription in certain cases 48. Notwithstanding anything contained in the last preceding bye-law:

- (a) The Council may in its absolute discretion on the application of any member reduce the subscription payable for any year by such member if either:
  - (i) the said member is not less than fifty-five years of age and who has been a member for not less than twenty years, and has retired from practice and other business activities; or

- (ii) the Council, notwithstanding that the said member has not satisfied the conditions specified in sub-paragraph (i) of this paragraph is of the opinion that the special circumstances of the case justify a reduction in subscription.
- (b) Where the Council decides to accede to any such application as aforesaid, it may in its absolute discretion reduce the subscription payable by the said member for the year to which such application relates either:
  - (i) to one-half of the subscription which but for this bye-law would otherwise be payable by such member; or
  - (ii) to a sum not exceeding ten per cent of the subscription which but for this bye-law would otherwise be payable by a member residing in Malaysia.

But if the member shall have stated in his application that he desires to receive from the Institute copies of all circulars and other publications sent by the Institute to its members, the Council shall only be entitled to reduce the subscription payable by him for the year to one-half of the subscription which but for this bye-law would otherwise be payable by him.

- (c) If the subscription payable by a member for any year is reduced to the rate pursuant to sub-paragraph (b)(ii) of this bye-law, such member shall not be entitled to receive from the Institute any of the circulars and other publications sent by the Institute to its members, other than notices and documents which the Institute is bound to send to its members by virtue of the provisions of the Articles and these bye-laws.
- (d) Where a member has been granted reduction of annual subscription to the rate pursuant to sub-paragraph (b)(ii) of this bye-law, provided that such member has attained the age of sixty years and has been a member for at least thirty years, the said member may opt to make a one-off payment equal to twelve times the reduced rate of annual subscription payable by him in any year and thereby be entitled to, subject to paragraph (c) of this bye-law, all the privileges of membership without the payment of further subscription or other amount.

## BYE-LAWS

- (e) Where a member has attained the age of seventy years and has been a member for at least thirty years, the said member shall be granted life membership and thereby be entitled to, subject to paragraph (c) of this bye-law, all the privileges of membership without the payment of further subscription or other amount.

Annual subscription when payable 49. All annual subscriptions payable under these bye-laws shall be due and payable on the first day of January in each year, or, in the case of members admitted after that date, on the date of admission.

Cessation of membership for non-payment of annual subscription 50. Any member who fails to pay annual the subscription applicable to him by the thirtieth day of June in the year in which it becomes due shall thereupon cease to be a member unless the Council has either generally or in his particular case otherwise decided.

Cessation of membership for non-payment of fines and/or costs 51. Any member who fails to comply with any order as to fines and/or costs made by the Investigation Committee, the Disciplinary Committee or the Appeal Committee by the date upon which the same are due shall, thereupon, ipso facto, cease to be a member. Provided that in respect of a member whose registered address is outside Malaysia, the Council may, in its absolute discretion, if it is satisfied that for any reason beyond the member's control he is unable to remit the amount due, extend the period within which the amount must be paid.

Return of certificates on cessation of membership 52. If a person ceases for any reason to be a member of the Institute he shall thereupon forthwith deliver up to the Secretary all certificates issued to him by the Institute, including his practising certificate (if any) unless the Council either generally or in his particular case otherwise decides.

Whole-time national service power to remit or refund annual subscription 53. Notwithstanding anything contained in these bye-laws relating to the payment of annual subscriptions the Council may in its absolute discretion remit or refund the annual subscription of any member for any year in which the member, during war or any period of national emergency, shall serve for four months or more in military service or who shall be engaged for four months or more in other whole-time national service. For the purposes of this bye-law the Council shall decide what constitutes a state of war or national emergency or whole-time national service and the decision of the Council shall be conclusive.



CHAPTER V – PUBLIC PRACTICE

54. A member of the Institute shall be entitled to engage in public practice in accordance with this Chapter but not otherwise.

Restriction as to public practice

55. (1) A member in public practice in Malaysia who provides accounting, auditing, taxation or insolvency services shall hold a practising certificate.

A member in public practice

(2) A member shall not be entitled to engage in public practice otherwise than as a sole practitioner or as a partner in a firm except with the consent of the Council given generally or in any particular case.

(3) Notwithstanding paragraph (1) of this bye-law, the Council may exempt a member providing professional services otherwise than as an employee from the obligation to hold a practising certificate subject to such requirements as may be determined by the Council by regulations. Associate members are not entitled to provide professional services otherwise than as an employee.

56. (1) A member shall be entitled to hold a practising certificate only if he has been admitted as a Certified Public Accountant and he has complied with such conditions as the Council may from time to time determine and if he has obtained the required period of approved practical experience after admission as a Certified Public Accountant under the supervision of one or more members of the Institute in public practice in Malaysia.

Eligibility to hold practising certificate

(2) The required period of approved practical experience is:

- (a) Twelve months for members who qualified through stream one.
- (b) Twenty-four months for members who qualified through stream two provided that any period not exceeding twelve months spent in a practising member's office before qualifying shall count as part of the required period if such period forms a continuous part of the required period.
- (c) Twenty-four months for members who were admitted under bye-law 34(1)(f) of these bye-laws, provided that this period shall be reduced to twelve months for members who provide evidence of having obtained not less than twelve months approved practical experience in practice by virtue of holding a practising

certificate issued by an accountancy body recognised by the Institute or as an employee of a practising member of an accountancy body recognised by the Institute prior to his admission as a member of the Institute.

- (3) But the requirements to this bye-law shall not apply:
- (a) to a person admitted to membership of the Institute prior to 16th August 1975, and
  - (b) in any other case in which in the opinion of the Council compliance with these requirements would give rise to hardship and the Council is satisfied that in all circumstances of the case it would be proper to waive the requirements in whole or in part to the extent to which the Council resolves to relax such requirements.

(4) A member who has been granted a practising certificate under the provisions of this bye-law shall return his certificate to the Institute if he does not commence public practice within nine months from the date of issue of the practising certificate but he may re-apply for a practising certificate when he intends to commence public practice.

Issue of  
and fee for  
practising  
certificate

57. (1) The fee for the issue and renewal of practising certificate shall be prescribed from time to time by the Institute in general meeting.

(2) Practising certificates (which shall be in such form or forms as the Council may from time to time prescribe) shall be issued without demand to those members who are in practice on 16th August, 1975. Practising certificates shall normally be issued for a period not exceeding twelve months and ending on the thirty-first day of December and shall, subject to paragraph (3) of this bye-law, be renewed automatically for a period of twelve months on the first day of January next following when the appropriate renewal fee shall become due and payable.

(3) A member who fails to pay the practising certificate fee applicable to him by the thirtieth day of June in the year in which it becomes due or before the expiration of three months after it has become due (whichever is the later) shall thereupon cease to be entitled to such a certificate unless the Council has in his case otherwise decided.

(4) A member who ceases to be entitled to a practising certificate or who is no longer engaged in public practice or who no longer undertakes any public accountancy services shall forthwith return his certificate to the Institute but shall be granted a further certificate if and when he again becomes so entitled.

58. A member of the Institute may practise under the title of a firm in partnership with any person not a member of the Institute provided that person is registered in accordance with the Accountants Act, 1967 as a chartered accountant.

Practising in partnership with non-members

59. Members in practice are required to inform the Secretary of any association they have with any other practising firms.

Association with other practising firms

## CHAPTER VI – REGISTERED STUDENTS

60. A person shall be eligible for registration as a student of the Institute provided he complies with such educational and other requirements as may be prescribed in regulations made from time to time by the Council.

Entry requirements

61. There shall be two streams of training leading to membership of the Institute, herein referred to respectively as stream one and stream two. Every registered student shall advise the Council which stream of entry he intends to pursue.

Streams of training

62. (1) The application for registration shall be accompanied by such fee as may be determined from time to time by the Institute in general meeting and the Council shall determine whether any part of the fee shall be refunded if the application is refused.

Registration fee

(2) Every registered student shall pay such annual fee as may be determined from time to time by the Institute in general meeting provided that where a person is admitted as a registered student after the last day of June in any year, he shall pay one-half of the annual fee otherwise applicable to him for that year.

(3) All annual fees payable under this bye-law shall be due and payable on the first day of January of each year, or, in the case of registered students admitted after that date, on the date of admission.

## BYE-LAWS

- Failure to pay fees
63. If any registered student fails to pay his annual fee or other sum payable by him to the Institute for six months after the same has become due he shall automatically be excluded from the register of students and therefore forfeit any right to sit for the Institute's examination; provided that his name may be restored to the register by the Council subject to such terms and conditions as the Council may from time to time prescribe.
- Failure to pay fines and/or costs
64. Any registered student who fails to comply with any order as to fines and/or costs made by the Investigation Committee, the Disciplinary Committee or the Appeal Committee by the date upon which the same are due shall, thereupon, ipso facto, cease to be a registered student and therefore forfeit any right to be admitted a member of the Institute.
- Stream one student
65. Every stream one student shall enter into a training contract with a principal in practice in Malaysia. The form of contract shall within one month after execution thereof (or within such longer period as the Council in its discretion may allow in any particular case) be lodged with the Institute to be registered, together with an additional copy of the contract for retention by the Institute. The Council may in any case in which it deems in its absolute discretion desirable so to do, refuse to register the application so lodged.
- Period of training contract
66. The period of a training contract shall be prescribed in regulations made from time to time by the Council provided that the period of any training contract shall not be less than two years.
- Council may prescribe provisions to be included in form of registration
67. The Council may from time to time prescribe provisions which shall be included in the form of contract and all contracts executed after the date of such prescription shall include the said provisions and no contract not containing the said provisions shall be registered by the Institute; provided that the Council may in its discretion and on the application of the parties or the proposed parties to the contract waive the inclusion of some or all of the said provisions and register the contract notwithstanding that some or all of the said provisions are not included therein.
- Transfer of registration
68. (1) A training contract may, by agreement between the parties thereto, be transferred to another principal competent to act as such. The transfer shall be lodged with the Institute for registration within one month of its execution or within such longer period as the Council in its discretion may allow in any particular case.
- (2) The application for transfer of a training contract shall be accompanied by such fee as may be determined from time to time by the Institute in general meeting.

69. A member shall be competent to enter into a training contract with a stream one student only if he is in public practice and such practice is his main occupation (upon which the decision of the Council shall be conclusive). No member who is or becomes an assistant to a public accountant (whether a member or not) and no person while he is suspended from membership may take or retain a registered student.

Principal in public practice

70. If the principal of a stream one student ceases to be in public practice or resigns from membership, the training contract may be transferred to any other member competent to sign a training contract. In the like events or if the principal shall die or be excluded or suspended from membership the student may enter into a fresh contract for the remainder of the term of the original contract, provided that where a fresh contract is entered into the Council may in its discretion allow service with two or more principals to be deemed to be continuous service on such terms and conditions as it may think fit; provided that where a stream one student is unable to sign a fresh training contract he may transfer to stream two and the Council may allow his service under his training contract as a stream one student as satisfying an equal period of the approved practical experience required under stream two.

Fresh contract or transfer to another principal on death, etc of member

71. No stream one student shall during his term of service under a training contract engage in any other business or occupation except in so far as he may be permitted so to do by his principal and by the express permission granted by the Council, whose discretion shall be absolute.

Registered student may not have other business

72. Every stream one student shall throughout his term of service under a training contract serve in an approved training organisation (ATO). Subject to such terms and conditions as may be prescribed in regulations made from time to time by the Council, the following periods shall count as part of a registered student's term of service:

Service as a registered student

- (i) leave of absence from the business of his ATO for periods not exceeding twelve months in all for the purpose of studying for the examinations of the Institute;
- (ii) training for periods in one or more other ATO as from time to time may be acceptable to his own ATO;
- (iii) training for periods not exceeding six months in all in such other organisations as the Council may approve;

## BYE-LAWS

provided the aggregate of the periods stated above do not exceed one half of the period of the training contract.

Registration to be subject to Articles and bye-laws

73. All forms of training contract executed after the date when these bye-laws come into force shall be subject to the Articles and bye-laws which may from time to time be in force and the contracts shall contain express provision to that effect.

Stream two student

74. (1) A student who enrolls in stream two is not required to enter into a formal training contract with a member of the Institute but must provide evidence in such form as may be prescribed by the Council that he has obtained the requisite period of approved practical experience.

(2) Bye-law 72 shall apply in determining the requisite period of approved practical experience.

Registration and training contract cancelled if registered student declared not fit to become a member

75. In any case in which in the manner provided in these bye-laws a registered student shall have been declared not fit to become a member of the Institute, his registration shall be cancelled and any training contract which he may have signed shall for the purposes of the Articles and these bye-laws be deemed to be at an end and the registration thereof shall be cancelled. Thereafter the student shall cease to be a registered student of the Institute and shall not be re-admitted to that position except for special reasons and upon such terms as the Council shall in its discretion think fit.

## CHAPTER VII – EXAMINATIONS

All matters relating to examination to be prescribed by regulations

76. The Council shall from time to time make regulations (not being inconsistent with any express provisions of these bye-laws) prescribing the examinations of the Institute and the parts (if any) into which such examinations are to be divided, the syllabuses therefor, the time at which and conditions upon which the examinations may be taken and the fees therefor, the period within which any examination may be passed, any exemptions or concessions which may be granted or allowed and all other matters incidental to the holding of such examinations; and without prejudice to the Council's general power to delegate all or any of its powers to committees, the Council may delegate all or any of its powers and duties in relation to examinations to the Examination Committee to be appointed by the Council for each ensuing year and may empower the Examination Committee to appoint and remunerate suitably qualified persons (whether or not members of the Institute) as moderators, examiners and other officials to assist in the conduct of examinations.

- |  |   |
|--|---|
| <p>77. Every registered student intending to present himself for any part of the examinations shall produce to the Council a certificate in the case of a stream one student from his principal and in the case of a stream two student from his training supervisor to the effect that he is a fit and proper person to be admitted to the examination in such form as the Council may require or failing such certificate shall produce such other evidence as the Council may require.</p>  | <p>Certificate of service and fitness</p>                   |
| <p>78. No person shall be eligible to sit for any of the examinations of the Institute unless he has been duly enrolled as a registered student or is an associate member or a Certified Financial Accountant or unless he is a member of another accountancy body who intends to apply for membership of the Institute.</p>   | <p>Eligibility for examinations</p>                         |
| <p>79. No candidates shall be admitted to any examinations unless he shall have given written notice to the Institute in such form as may be prescribed of his desire to be examined and shall have paid the fee payable in respect of such examination, such notice and fee to be received by the Institute at least forty-five days before the date which shall have been announced for the commencement of such examination.</p>  | <p>Notice to be given and fee to be paid by candidates</p>  |
| <p>80. If after payment of an examination fee a candidate withdraws his entry or fails to present himself for examination, the examination fee may be returned at any time at the discretion of the Council.</p>   | <p>Refund of candidate's fee</p>                            |
| <p>81. The Council shall from time to time prescribe the fee payable in respect of each occasion on which a candidate desires to present himself for examination.</p>  | <p>Council to prescribe candidates' fees</p>                |
| <p>82. Any person who has failed to pass an examination to the satisfaction of the Examination Committee may present himself again on any subsequent occasion save that the Examination Committee may in its discretion (but subject to an appeal to the Council) refuse to allow any such person to present himself.</p>  | <p>Persons failing to pass may again present themselves</p> |
| <p>83. The Examination Committee shall consider the reports of the examiners and moderators on each examination and may accept them or reject them or may accept them subject to any modification or alteration which may seem desirable. The Examination Committee may, if authorised by the Council so to do, send to each candidate, before the result of an examination has been reported to the Council, notice of whether or not he has passed the examination to the satisfaction of the Examination Committee. The Examination Committee shall report to the Council the result of each examination and upon the adoption by the Council of the report of the Examination Committee, a certificate to the effect that he</p> | <p>Examination results and certificates</p>                 |

## BYE-LAWS

has passed such examination shall, unless withheld for any reasonable cause, be issued to every person who has passed such examination to the satisfaction of the Examination Committee. Such certificate shall be signed by a member of the Council and the Secretary.

Admission to  
examination

84. The Council shall from time to time make regulations prescribing the period of registration and/or training a student of the Institute shall have completed before he is entitled to present himself as a candidate for any part of the examinations of the Institute.

Exemption  
from  
examination

85. The Council may in its discretion grant exemption from such subjects or parts of the examinations of the Institute to any registered student who can produce evidence of his success in any examination which shall be recognised by the Council as providing a satisfactory test to qualify for exemption from such subjects or parts of the examinations.

## CHAPTER VIII – MEETINGS OF THE INSTITUTE

Annual  
general  
meeting

86. The annual general meeting of the Institute for transaction of the ordinary annual business of the Institute (namely the election of the members of the Council, the appointment of auditors and the reception and consideration of the annual report of the Council and accounts of the Institute with the auditors' report thereon) shall be held on the second Friday in June in every year or on such other day as the Council may from time to time appoint at such place as the Council shall decide; provided that a meeting shall be held in every calendar year and that not more than fifteen months shall have elapsed since the date of the previous annual general meeting.

Extraordinary  
general  
meeting

87. The Council may whenever it thinks fit convene an extraordinary general meeting of the Institute and shall do so as soon as practicable but in any case not later than two months after the receipt by the Secretary of a requisition in writing signed by such a number of members entitled to vote that represents not less than one-tenth of the total voting rights of all members having at that date a right to vote at general meetings and stating the object of the proposed meeting.

Notice of  
motion to  
be given

88. A member entitled to vote wishing to bring before the annual general meeting any motion not relating to the ordinary annual business of the Institute may do so provided:

- (a) that notice in writing of the proposed motion be sent or given to the Secretary and be received by him not later than five weeks before the date of the annual general meeting; and



- (b) that not less than ten members entitled to vote at the annual general meeting shall have sent or given notice in writing to the Secretary to be received by him not later than four weeks before the date of the annual general meeting expressing their desire that the proposed motion should be brought before the annual meeting; and
- (c) that the proposed motion relates to matters affecting the Institute or the accountancy profession.

If after such notices or any of them shall have been given, the general meeting be called for a date (other than the second Friday in June) less than five weeks or four weeks respectively after the date of the receipt by the Secretary of such notices, the said notices shall be deemed to have been given more than five or four weeks respectively before the date of such meeting.

89. The Secretary shall, not less than twenty-one days before any annual or extraordinary general meeting and not less than twenty one days before any general meeting of the Institute convened for passing a special resolution send to each member enrolled on the register of Certified Public Accountants a notice giving the day, hour and place of meeting and the business to be transacted thereat. In the case of the annual general meeting the Secretary shall send to each member with such notice a copy of the annual report of the Council and a copy of the a counts of the Institute with the auditors' report thereon, a list of persons nominated or deemed to be nominated for membership of the Council or as auditors and particulars of all motions to be brought before the meeting under the last preceding bye-law. The non-receipt by any member of such notice or of any of the aforesaid documents shall not invalidate the proceedings of any meeting.

Notice of meetings to be given

90. At all meetings of the Institute the President of the Institute or in his absence the Vice-President of the Institute shall be chairman. In the absence of both, the chairman shall be elected from among the members of the Council present or in the absence of all of them then from among the members present and entitled to vote.

Chairman of meeting

91. Unless ten members entitled to vote be present at the annual general meeting within fifteen minutes after the time appointed for the meeting, the meeting shall stand adjourned for a week to be held at the same hour and place or at such other place as the Council may determine. On the date to which the meeting was adjourned the meeting shall proceed to business notwithstanding that there may be less than ten members who are entitled to vote present. At an extraordinary general meeting, unless twenty members entitled to vote be present within fifteen minutes of the time appointed for the meeting, the meeting shall be dissolved.

Quorum at meeting

## BYE-LAWS

Adjournment  
of meeting

92. Subject to the provisions of these bye-laws the chairman of any meeting of the Institute may, with the consent of the meeting, adjourn the meeting from time to time and from 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. No notice need be given of an adjourned meeting unless it be so directed in the resolution for adjournment.

Voting at  
meeting  
and  
demand  
for poll

93. (1) At any annual or extraordinary general meeting of the Institute a resolution put to the vote of the meeting shall be decided by a show of hands. A simple majority is required for an ordinary resolution and a three-fourths majority is required for a special resolution. The declaration of the chairman as to the decision of the meeting shall be final. On such a declaration being made the chairman may direct, if he so thinks fit, that a poll shall be taken on such resolution or alternatively such a poll may be demanded in writing by at least five members present and entitled to vote at the meeting but a poll shall not be taken on any resolution relating to the election of a chairman, the appointment of scrutineers or the adjournment of a meeting.

(2) If a poll is demanded or is required to be taken, it shall be taken in such a manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded or is required to be taken.

(3) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded or is required to be taken shall be entitled to a casting vote.

(4) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than that on which the poll has been demanded.

Postal  
ballot

94. (1) The Council may at any time resolve that in lieu of submitting a proposal to a general meeting it shall submit a resolution or resolutions to all members entitled to vote by means of a postal ballot which ballot shall be conducted as nearly as practicable in the manner set forth in this bye-law and the result of such postal ballot shall have the same force and effect as a resolution passed at the general meeting of members.

(2) Prior to sending to members the voting papers the Council shall appoint five members entitled to vote to be scrutineers, at least three of whom shall act as such.

(3) 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 general meeting held on the day of the posting of the said voting papers. Such voting papers shall be posted to each such member to his registered address.

(4) All members entitled to vote and wishing to vote on the resolution or (if there be more than one resolution) any of them 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 so as to be received by them not later than twenty-one days after the date on which such voting papers would have reached the members in the ordinary course of post.

(5) Within seven days after the last day upon which votes can be received under the preceding paragraph of this bye-law the scrutineers or at least three of them shall meet and examine the voting papers.

(6) Envelopes containing the voting papers may be opened either before or at such meeting of the scrutineers but may only be opened in the presence of at least one of the scrutineers. The scrutineers shall reject the vote of any member who at the date of such meeting was in arrear for more than one month in payment of any subscription or other sum payable by him to the Institute under these bye-laws or who has failed to observe the directions mentioned in paragraph (3) hereof (unless in their opinion he has clearly indicated the way in which he wishes to vote) and they may reject any other vote which, in their view, ought properly to be rejected. The scrutineers shall, as soon as practicable, report the result of the voting to the President and shall include in such report a statement of the number of votes rejected by them and the reasons for such rejection. The President shall arrange for the result of the postal ballot to be given to all members entitled to vote within a reasonable time after the receipt of such report, whether by publication in the Institute's journal or otherwise. The report of the scrutineers as to the result of the voting shall be conclusive. A resolution passed by such ballot shall have the same force and effect as if it were a resolution passed at a general meeting of members held on the date of the report of the scrutineers.

(7) Where for any reason the President is unable to exercise any powers granted to him under this bye-law the power shall be exercised by any member of the Council who is deputed by the Council to exercise such powers.

## BYE-LAWS

- Each member to have one vote
95. (1) On a show of hands every member present in person and entitled to vote shall have one vote.
- (2) On a poll every member present in person or by proxy who is entitled to vote shall have one vote.
- (3) On a postal ballot every member who is entitled to vote shall have one vote.
- (4) Members who are Certified Financial Accountants shall not be entitled to vote.
- (5) Provisional members shall not be entitled to vote.
- (6) Associate members shall not be entitled to vote.
- Appointment of proxy
96. (1) On a poll, votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor and be in the form as may be prescribed by the Council.
- (2) A proxy must be a member of the Institute who is entitled to vote.
- Instrument appointing proxy
97. The instrument appointing a proxy shall be deposited with the Secretary at the Institute's office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- Minutes of meeting
98. Proper minutes shall be recorded of all resolutions and proceedings of meetings of the Institute and every minutes signed by the chairman of the meeting to which it relates or by the chairman of a subsequent meeting shall be sufficient evidence of the facts therein stated.

## CHAPTER IX – INVESTIGATION AND DISCIPLINE

- Appointment of Investigation and Disciplinary Committees
99. (1) The Council shall appoint in each year an Investigation Committee and a Disciplinary Committee.
- (2) The Investigation Committee shall consist of not more than seven members who are appointed from among the members of Council. The quorum for meetings of the Investigation Committee shall be three members. Any meeting thereof at which a quorum is present shall be competent to exercise all the functions and powers conferred upon the Investigation Committee by these bye-laws.

(3) The Disciplinary Committee shall consist of not more than seven members of whom five are appointed from among the members of the Council and two are lay persons who are members of a national professional body. The quorum for meetings of the Disciplinary Committee shall be three members of whom at least one member is a lay person. Any meeting thereof at which a quorum is present shall be competent to exercise all the functions and powers conferred upon the Disciplinary Committee by these bye-laws.

(4) No member of the Council shall at the same time serve on both the Investigation Committee and Disciplinary Committee.

100. (1) It shall be the right of every member or any person to bring to the attention of the Secretary any facts or matters indicating that a member or registered student may have become liable to disciplinary action.

Matters to be laid before Investigation Committee

(2) Where any facts or matters come to the attention of the Secretary (whether under paragraph (1) of this bye-law or not) indicating that a member or registered student may have become liable to disciplinary action under any provisions of the Articles, the Secretary shall lay such facts and matters before the Investigation Committee.

101. (1) The Investigation Committee shall have power to call for, and it shall be the duty of every member or registered student to provide such information, and/or such documents as the Investigation Committee may consider necessary to enable it to discharge its functions under this Chapter.

Powers and duties of Investigation Committee

(2) If the Chairman of the Investigation Committee is of the opinion that delay would not be in the public interest he may exercise the powers of the Investigation Committee under paragraph (1) of this bye-law and report the fact of his having done so to the Investigation Committee at its next meeting.

(3) The Investigation Committee may, if it thinks fit, to explore the possibility of resolving a complaint by conciliation, arbitration or otherwise.

(4) Where a complaint is not dealt with by the Investigation Committee under paragraph (3) of this bye-law, the Committee shall consider whether a prima facie case has been made out against the member or registered student concerned. If the Investigation Committee is of the opinion that a prima facie case as aforesaid has been made out, it shall adopt one of the following courses of action:

- (i) prefer a complaint to the Disciplinary Committee;
- (ii) proceed as in bye-law 102 (consent orders); or
- (iii) order that no further action be taken on the complaint if the Investigation Committee is of the opinion that in all the circumstances of the case no such action as aforesaid is appropriate.

(5) Before taking any decisions under paragraph (4) of this bye-law, the Investigation Committee shall give the member or registered student concerned an opportunity of making written representations to it. The Investigation Committee may give the member or registered student an opportunity of being heard before it and may call the complainant to attend such hearing.

(6) If the Investigation Committee prefers a complaint to the Disciplinary Committee it shall send to the Disciplinary Committee a summary of the facts and matters which were before the Investigation Committee, together with a summary or copy of any representations made by the defendant to the Investigation Committee.

(7) If the Investigation Committee decides in accordance with paragraph (4) of this bye-law to take no further action on a complaint and the member or registered student concerned indicates in writing to the Secretary within twenty-one days of that decision his unwillingness to accept the finding of a prima facie case the Investigation Committee shall, unless on reconsideration it decides that there is no prima facie case, prefer the complaint to the Disciplinary Committee in accordance with sub-paragraph (4)(i) of this bye-law.

(8) If the Investigation Committee is of the opinion that a prima facie case as aforesaid has not been made out it shall dismiss the complaint.

Consent  
orders

102. (1) If the Investigation Committee is of the opinion that a prima facie case has been made out against a member or registered student in accordance with bye-law 101 and if, after considering all the circumstances, the Investigation Committee is of the further opinion that the case is one which is appropriate to be dealt with under this bye-law the Investigation Committee may, with the agreement of the defendant:

- (i) make any one or more of the orders as appropriate set out in sub-paragraphs (1)(a)(v) – (viii) or sub-paragraph (1)(b)(iv) – (vii) or sub-paragraphs (1)(c)(iv) – (vii) or sub-paragraphs (1)(d)(v) – (viii) or sub-paragraphs (1)(e)(v) – (viii) of bye-law 104 (powers of Disciplinary Committee); and

- (ii) include in any such order a direction that the member or registered student pay to the Institute a sum by way of costs.

(2) Before making any order or giving any direction under paragraph (1) of this bye-law the Investigation Committee shall first give written notice to the member or registered student concerned of the course it is considering adopting with the member's or registered student's agreement and of the order and direction which would be made and given thereby. The notice shall:

- (i) be in the form specified in regulations made by the Investigation Committee;
- (ii) explain the extent to which the decision of the Investigation Committee would be communicated to others; and
- (iii) state that, in default of the member or registered student giving his agreement to the proposed course within a period of time fixed by the Investigation Committee, the case could be referred to the Disciplinary Committee which, in the event of the member or registered student being found guilty, would have available to it the complete range of orders and directions provided in paragraph (1) of bye-law 104.

(3) If within the time fixed by the Investigation Committee the member or registered student gives his written agreement to the Investigation Committee proceeding as proposed in the notice given under paragraph (2) of this bye-law, the Investigation Committee shall make the order and give the direction specified in the notice given to the member or registered student unless, having regard to any further information it has received, it is of the opinion that a lesser penalty is appropriate or that no prima facie case exists, in which cases the Investigation Committee shall, as appropriate, impose such a lesser penalty or find that no prima facie case exists.

(4) If the member or registered student fails within the time fixed by the Investigation Committee to give his written agreement to the Investigation Committee proceeding as proposed in the notice given under paragraph (2) of this bye-law, the Investigation Committee shall proceed as in sub-paragraph (4)(i) of bye-law 101 (preferral of complaint to Disciplinary Committee), unless having regard to any further information it has received it decides that no prima facie case exists.

## BYE-LAWS

(5) Paragraph (1) of bye-law 107 (payment of fine) shall apply to an order made under sub-paragraph (1)(i) of this bye-law for the payment of fines.

(6) Paragraph (1) of bye-law 108 (payment of costs) shall apply to a direction made under sub-paragraph (1)(ii) of this bye-law for the payment of costs.

(7) Bye-law 110 (publication of findings and decisions) shall apply to the publication of an order made under this bye-law as if the references in that paragraph to the Disciplinary Committee were references to the Investigation Committee.

Duties of  
Disciplinary  
Committee

103. (1) On the receipt of a formal complaint in pursuance of the preceding bye-laws the Disciplinary Committee shall as soon as practicable notify the defendant of the nature of the complaint and of the time and place fixed for the hearing. The Disciplinary Committee shall give him a reasonable opportunity of being heard before it and shall, if he so desires, permit him to be represented before it by counsel or by a solicitor or by a member of the Institute. If the defendant does not attend the hearing fixed as aforesaid, then provided that the Disciplinary Committee is satisfied that notice of that hearing was given to the defendant the Disciplinary Committee may proceed to hear the complaint in the absence of the defendant.

(2) The Investigation Committee may appoint the Secretary or any member of the Institute who is a Certified Public Accountant (who may be a member of the Investigation Committee) to support the formal complaint before the Disciplinary Committee or may instruct a solicitor to support, or to brief counsel to support, such complaint.

(3) The Disciplinary Committee may instruct a solicitor to act, or to brief counsel to act, as legal assessor on the hearing of any formal complaint.

Powers of  
Disciplinary  
Committee

104. (1) If the Disciplinary Committee is of the opinion that the complaint has been proved, it shall make a finding to that effect; and in that event it may make any one or more of the following orders against the defendant as it considers appropriate having regard to the nature and seriousness of the complaint and any other circumstances which the Committee considers relevant:

(a) If the defendant is a member who is a Certified Public Accountant:

(i) that he be excluded from membership;



- (ii) that he be suspended from membership for a specified period, not exceeding two years;
  - (iii) that his practising certificate be withdrawn;
  - (iv) that he be ineligible for a practising certificate;
  - (v) that he be censured;
  - (vi) that he be reprimanded;
  - (vii) that he be admonished;
  - (viii) that he be fined not exceeding such maximum sum as may from time to time be determined by the Council;
  - (ix) that he pays to the Institute such sum as the Committee may in its absolute discretion determine by way of costs;
  - (x) that judgement on the case be postponed for a period or periods, in the aggregate, not exceeding two years or such longer period as may be determined by the Committee.
- (b) If the defendant is a member who is a Certified Financial Accountant:
- (i) that he be excluded from membership;
  - (ii) that he be suspended from membership for a specified period not exceeding two years;
  - (iii) that he be declared ineligible for a specified period not exceeding two years to sit for such examination or examinations of the Institute (or such part or parts thereof) as may be specified;
  - (iv) that he be censured;
  - (v) that he be reprimanded;
  - (vi) that he be admonished;

- (vii) that he be fined not exceeding such maximum sum as may from time to time be determined by the Council;
  - (viii) that he pays to the Institute such sum as the Committee may in its absolute discretion determine by way of costs;
  - (ix) that judgement on the case be postponed for a period or periods, in the aggregate, not exceeding two years or such longer period as may be determined by the Committee.
- (c) If the defendant is a provisional member:
- (i) that he be excluded from membership;
  - (ii) that he be suspended from membership for a specified period not exceeding two years and that this period shall not be reckoned as part of his approved practical experience;
  - (iii) that the registration of his training contract be suspended for a specified period not exceeding two years;
  - (iv) that he be censured;
  - (v) that he be reprimanded;
  - (vi) that he be admonished;
  - (vii) that he be fined not exceeding such maximum sum as may from time to time be determined by the Council;
  - (viii) that he pays to the Institute such sum as the Committee may in its absolute discretion determine by way of costs;
  - (ix) that judgement on the case be postponed for a period or periods, in the aggregate, not exceeding two years or such longer period as may be determined by the Committee.

- (d) If the defendant is an associate member:
- (i) that he be excluded from membership;
  - (ii) that he be suspended from membership for a specified period not exceeding two years and that this period shall not be reckoned as part of his approved practical experience;
  - (iii) that the registration of his training contract be suspended for a specified period not exceeding two years;
  - (iv) that he be declared ineligible for a specified period not exceeding two years to sit for such examination or examinations of the Institute (or such part or parts thereof) as may be specified;
  - (v) that he be censured;
  - (vi) that he be reprimanded;
  - (vii) that he be admonished;
  - (viii) that he be fined not exceeding such maximum sum as may from time to time be determined by the Council;
  - (ix) that he pays to the Institute such sum as the Committee may in its absolute discretion determine by way of costs;
  - (x) that judgement on the case be postponed for a period or periods, in the aggregate, not exceeding two years or such longer period as may be determined by the Committee.
- (e) If the defendant is a registered student:
- (i) that he be declared unfit to become a member;

- (ii) that he ceased to be a registered student and be ineligible for re-registration as a student for a specified period not exceeding two years;
- (iii) that the registration of his training contract be suspended for a specified period not exceeding two years;
- (iv) that he be declared ineligible for a specified period not exceeding two years to sit for such examination or examinations of the Institute (or such part or parts thereof) as may be specified;
- (v) that he be censured;
- (vi) that he be reprimanded;
- (vii) that he be admonished;
- (viii) that he be fined not exceeding such maximum sum as may from time to time be determined by the Council;
- (ix) that he pays to the Institute such sum as the Committee may in its absolute discretion determine by way of costs;
- (x) that judgement on the case be postponed for a period or periods, in the aggregate, not exceeding two years or such longer period as may be determined by the Committee.

(2) Any such order may be made upon such terms and conditions (if any) as the Disciplinary Committee may consider appropriate, including in the case of an order for exclusion a recommendation that no application for re-admission shall be entertained for such period as the Disciplinary Committee, in its order, shall determine. But if, notwithstanding its finding that a complaint has been proved, the Disciplinary Committee is of the opinion that in all the circumstances of the case no such order as aforesaid is appropriate, it may make an order that no further action be taken on the complaint.

(3) An order of the Disciplinary Committee shall take effect from the date of the order. Notice of the order shall as soon as practicable be given to the defendant and to the Council.

(4) Nothing in this Chapter shall be deemed to require the Disciplinary Committee to inquire into the question whether a defendant was properly convicted but the Committee may consider the record of a case in which such conviction was recorded and such other evidence as may show the nature and gravity of the offence.

105. (1) The defendant may within twenty-one days from the date of the service upon him of the order of the Disciplinary Committee give notice of appeal to the Council. Any such notice shall state the grounds of appeal and the grounds so stated shall not thereafter be amended except with the leave of the Appeal Committee appointed to determine such appeal.

Right of  
appeal and  
Appeal  
Committee

(2) The President or, failing him, the Vice-President shall as soon as practicable after the receipt of any such notice of appeal appoint an Appeal Committee to determine the appeal.

(3) The Appeal Committee shall consist of the President, Vice-President and one other member of the Council and two lay persons who are members of a national professional body; provided that no member of the Investigation Committee or Disciplinary Committee or any other inquiry committee who investigated the matters, heard or considered the complaint in respect of which the appeal is brought shall be eligible for appointment to such Appeal Committee. If at the time of the appointment of such Appeal Committee, the President or Vice-President or both find it impracticable to serve, the President or Vice-President may appoint another member or other members in his or their place.

(4) If for any reason any member of the Appeal Committee is during the course of the hearing unable to continue to attend the hearing, the remaining members, provided that they are not less than four in number, may continue with the hearing, but if the defendant is present they shall do so only if the defendant consents. Save as aforesaid the appeal shall be re-heard by a new Appeal Committee appointed in accordance with paragraph (3) of this bye-law.

(5) If at any time during the course of the hearing of an appeal, the Appeal Committee is of the opinion that it is for any reason impracticable for it to complete the hearing, the appeal shall be re-heard by a new Committee appointed in accordance with paragraph (3) of this bye-law.

(6) Whenever an appeal is re-heard pursuant to paragraph (4) or (5) of this bye-law, any of the members of the original Appeal Committee may be appointed to the new Committee.

## BYE-LAWS

Powers and  
duties of  
Appeal  
Committee

106. (1) As soon as practicable after its appointment the Appeal Committee shall notify the defendant of the time and place fixed for the hearing of the appeal. The Appeal Committee shall give him a reasonable opportunity of being heard before it and shall, if he so desires, permit him to be represented before it by counsel or by a solicitor or by a member of the Institute who is a Certified Public Accountant. If the defendant does not attend the hearing fixed as aforesaid, then provided that the Appeal Committee is satisfied that notice of that hearing was given to the defendant the Appeal Committee may proceed to hear the appeal in the absence of the defendant.

(2) The Investigation Committee may appoint the Secretary or any member of the Institute who is a Certified Public Accountant (who may be a member of the Investigation Committee) to appear on an appeal or may instruct a solicitor to appear on, or to brief counsel to appear on, such appeal.

(3) The Appeal Committee may instruct a solicitor to act, or to brief counsel to act, as legal assessor on the hearing of any appeal.

(4) On any appeal, the Appeal Committee shall take into consideration the record of the evidence given before, and the documents produced to the Disciplinary Committee on its hearing of the formal complaint but may in its absolute discretion re-hear any witness called before the Disciplinary Committee and may on special grounds (as to which the Appeal Committee shall be the sole judge) receive fresh evidence.

(5) On any appeal, the Appeal Committee may affirm, vary or rescind any order of the Disciplinary Committee and may substitute any other order or orders (on such terms and conditions, if any, as it thinks appropriate) which the Disciplinary Committee might have made on the original formal complaint. An order of the Appeal Committee shall take effect from the date thereof unless the Appeal Committee, in its absolute discretion, directs that it shall take effect as from some other date (not being earlier than the date of the order appealed against) as shall be specified in the order.

(6) Notice of any order of the Appeal Committee shall as soon as practicable be given to the defendant and to the Council.

Payment  
of fine

107. (1) A fine ordered by the Disciplinary Committee shall, unless some other date is determined in the order of the Disciplinary Committee, be payable within twenty-one days of the service of such order on the member or registered student save that if notice of appeal is given such fine shall not be payable until the determination of the appeal and then subject to any order made by the Appeal Committee thereon.

(2) A fine ordered by the Appeal Committee or a fine which, having been ordered by the Disciplinary Committee, is affirmed or varied as to the amount thereof by the Appeal Committee shall, unless some other date for payment is determined in the order of the Appeal Committee, be payable within twenty-one days of the date of the order of the Appeal Committee.

108. (1) Any costs ordered by the Disciplinary Committee shall, unless some other date is determined by order of the Disciplinary Committee, be paid within twenty-one days of the date of the order save that, subject to paragraph (2) of this bye-law, if notice of appeal is given such order for costs shall be stayed until the determination of the appeal after which it shall be subject to any order made by the Appeal Committee thereon.

Payment of costs

(2) Where the appeal is from an order of the Disciplinary Committee that the defendant be excluded or suspended from membership any costs ordered by the Disciplinary Committee shall be paid on or before the giving of notice of appeal and failure so to do shall invalidate such notice.

(3) No appeal shall lie solely on the question of costs.

(4) Any costs ordered by the Appeal Committee together with any costs due under paragraph (1) of this bye-law, varied, if such be the case, by the Appeal Committee, shall, unless some other date is determined by order of the Appeal Committee, be paid within twenty-one days of the date of the order of the Appeal Committee.

109. All findings and decisions of the Disciplinary Committee and the Appeal Committee shall be reported to the Council and the Council shall cause the same to be duly recorded.

Record of findings and decisions

110. (1) Where the Disciplinary Committee finds that a formal complaint has been proved the Council shall cause to be published in such newspapers and journals as it shall think desirable the finding and decision of the Disciplinary Committee; provided that such publication shall not be made before twenty-two days after the date of the notice to the member or registered student concerned of the decision of the Disciplinary Committee and where the member or registered student concerned has within twenty-one days appealed to the Council such publication shall not be made, but if in such a case the Appeal Committee affirms the finding of the Disciplinary Committee that the complaint has been proved, the Council shall cause to be published in such newspapers and journals as it shall think desirable the finding and decision of the Appeal Committee as soon as practicable after such finding and decision are pronounced.

Publication of findings and decisions

## BYE-LAWS

(2) The publication shall in all cases include the name of the member or registered student concerned unless in a particular case the Disciplinary Committee or the Appeal Committee, as the case may be, considers that there exist special circumstances which justify the omission of the name from such publication.

(3) Where the Disciplinary Committee finds that a formal complaint has not been proved or where on appeal the Appeal Committee so finds, the Council may make such publication (if any) as in the circumstances of the case it considers desirable.

Return of certificate in event of exclusion or suspension

111. In the event of the suspension or exclusion of a member the certificate of membership, then held by him shall be delivered up by him to the Secretary, in the case of suspension to be retained during the period of suspension or, in the case of exclusion, to be cancelled.

Re-admission of person excluded from membership

112. A member who has been excluded from membership by order of the Disciplinary Committee or Appeal Committee may apply to the Council for re-admission to the Institute. The Council may by a resolution passed at a meeting of the Council convened with notice of the object re-admit such former member subject to such term and conditions as the Council may consider appropriate.

Power to make regulations

113. The Investigation Committee, the Disciplinary Committee and the Appeal Committee shall each have power to make such rules and regulations (not inconsistent with the Articles and these bye-laws) as may be considered by them necessary for the performance of their respective functions.

## CHAPTER X – PRACTICE REVIEW

Establishment of Practice Review Committee

114. (1) The Council may establish a Practice Review Committee which shall review the operation of a member's practice from time to time to ensure that professional standards are being maintained.

(2) The Council may from time to time set out the professional standards and the procedures in a manual of procedure to be followed by the Practice Review Committee.

(3) The Practice Review Committee shall also perform any other functions set out in these bye-laws or that the Council may direct from time to time.



115. (1) The Practice Review Committee may:
- (a) Require the production of any document or other material in the member's possession or power which may be required for a practice review.
  - (b) Interview any member and examine any document or other material which may be required for a practice review.
  - (c) Employ any person to undertake a practice review, on the Committee's behalf.
  - (d) Charge the member a fee for the review of his practice.
  - (e) Delegate any functions and powers it thinks fit.

Powers of  
Practice  
Review  
Committee

(2) Where required by the Practice Review Committee under paragraph (1) of this bye-law, a member shall produce documents or other material in the member's possession or power and shall co-operate in any interview.

(3) On completion of a practice review, the Practice Review Committee may do one or more of the following:

- (a) Determine that no further action is required.
- (b) Determine that further action should be taken in accordance with the powers given, and the procedures set, by the Council from time to time.
- (c) Lodge a complaint with the Investigation Committee where the member has failed to maintain professional standards or has breached the Institute's Articles, bye-laws or code of ethics.

116. No member of the Practice Review Committee nor any person, acting on its behalf, shall disclose any practice review report or information obtained in the course of a practice review to any other person except:

Secrecy

- (a) The Investigation Committee and the Disciplinary Committee if, as a result of a practice review, the Practice Review Committee is of the opinion that a complaint should be lodged with the Investigation Committee.

## BYE-LAWS

- (b) As may be required by a statute.
- (c) As may be required by a court.

### CHAPTER XI – ADVISORY BOARD

Establishment  
of Advisory  
Board

117. (1) The Council may establish an Advisory Board and invite persons of high professional, business or social standing to be its members.

(2) The number of members of the Advisory Board shall be not less than five nor more than ten.

(3) The tenure of membership of the Advisory Board shall be subject to agreement between the Council and each member of the Advisory Board.

Functions  
of Advisory  
Board

118. The terms of reference of the Advisory shall be as follows:

- (a) To provide ideas, advice and counsel to the Council on any matters affecting the Institute.
- (b) To assist the Council in an advisory capacity in the discharge of the Council's functions.

### CHAPTER XII – AUDIT

Appointment  
of auditors

119. The members entitled to vote at each annual general meeting shall appoint two auditors who shall be members in practice, at such remuneration if any as the meeting shall determine. No member of the Council shall be eligible for appointment as auditor. In the event of any vacancy occurring in the office of auditor between two annual general meetings or in the event of a vacancy not being filled at an annual general meeting, the said vacancy may be filled by the Council at a meeting summoned with notice of the object; provided that during such vacancy the continuing auditor may act alone.

Retirement  
of auditors

120. The auditors shall retire at the next annual general meeting after their appointment, but shall be eligible for re-appointment.

Nomination  
of auditors

121. Each auditor shall be nominated by two members of the Institute and such nomination shall be signed by the members nominating and by the candidate and shall be sent to the Secretary to be received by him at least five weeks before the annual general meeting provided that only

members who are Certified Public Accountants are eligible for nomination as a candidate for appointment as auditor or are entitled to nominate a candidate for appointment as auditor. If after such nomination shall have been made as aforesaid the annual general meeting be called for a date (other than the second Friday in June) less than five weeks after the date of the receipt by the Secretary of such nomination the said nomination shall be deemed to have been received more than five weeks before the date of such meeting. The auditors who are in office shall be deemed to be nominated for re-appointment unless they intimated in writing their desire not to be so nominated. Notice shall be given to members enrolled on the register of Certified Public Accountants and specifically to the retiring auditors of the names of all other persons nominated for appointment.

122. The Institute may, by a resolution passed at a general meeting specially convened with notice of the object (and for which resolution not less than three-fourths of the member present and entitled to vote shall vote), remove any auditor from his office before the expiration of his period of office and may, by a resolution passed by a majority of the votes of the members present and voting at that meeting, appoint in his stead another member in practice; provided that if a poll be demanded as to the resolution for removal, a majority of not less than three-fourths of those present and voting shall be necessary on the taking of the poll for carrying that resolution. If no auditor is appointed at such special meeting the Council may at a meeting summoned with notice of the object appoint an auditor in the place of the auditor so removed.

Removal  
of auditors

### CHAPTER XIII – INDEMNITY

123. Every member of the Council, the Secretary and every other officer and every auditor of the Institute shall be indemnified by the Institute from all losses and expenses incurred by him in or about the discharge of his duties, except those arising from his own wilful default, or in the case of an auditor his own negligence or wilful default or that of any partner or employee of such auditor.

Indemnification  
of members  
of Council and  
others

124. Neither any member of the Council nor the Secretary nor any other officer nor any auditor of the Institute shall be liable for any other member of the Council or the Secretary or any other officer or any auditor of the Institute, or for joining in any receipt or documents, or for any act of conformity, or for any loss or expense happening to the Institute, unless the same happen from his own wilful default, or in the case of an auditor from his own negligence or wilful default or that of any partner or employee of such auditor.

Members of  
Council and  
others not to  
be liable for  
losses

CHAPTER XIV – REGIONAL BRANCHES

Establishment and closure 125. Subject to the approval of the Registrar of Companies, the Council may establish regional branches of the Institute within Malaysia and in any regions outside the Federal Territory and the State of Selangor upon application in writing to the Council signed by not less than fifteen members of the Institute who are Certified Public Accountants who are residing in the region. The application shall be accompanied by the proposed rules and regulations of the branch for the approval of the Council.

Notwithstanding the provisions of the bye-laws, the Council shall reserve the right to close any regional branch as it deems fit.

Membership with regional branch 126. All members and registered students of the Institute residing normally with a region where a regional branch has been established shall automatically become the same of the branch.

Conduct of the affairs of regional branch 127. The affairs of each regional branch shall be conducted by an Executive Committee of the branch which shall submit to the Secretary the annual reports and audited statement of accounts approved by the annual general meeting of the branch and a copy of the minutes of each and every meeting of the Committee. The powers and authority of the Executive Committee of each branch shall be subordinate to the same of the Council.

Subsidy by the Institute 128. No branch shall impose any levy on its members or registered students without the prior approval of the Council. The Institute shall provide from time to time a subsidy to maintain each branch and the subsidy in any one financial year shall not be more than twenty per centum of the annual subscriptions that have been collected by the Institute in the preceding year from members or registered students of the branch.