

**THE MALAYSIAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS (“MICPA”)**
(Institut Akauntan Awam Bertauliah Malaysia) (3246-U)



**PROPOSED ADOPTION OF A NEW CONSTITUTION OF MICPA IN PLACE OF ITS
EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION (“M&A”) AND THE
PROPOSED AMENDMENTS TO MICPA’S BYE-LAWS (“BYE-LAWS”)**

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GENERAL NOTE

1. In addition to the proposed amendments to MICPA's existing Memorandum and Articles of Association ("**M&A**") and bye-laws ("**Bye-Laws**") below, all references to "bye-law" or "bye-laws" will be replaced with "by-law" and "by-laws" respectively, in the new Constitution and the amended Bye-Laws (the amended Bye-Laws will be referred to as "**By-Laws**"). However, given that the references to "bye-law" and "bye-laws" in the M&A and Bye-Laws are numerous, the aforesaid replacements to "by-law" and "by-laws" have only been incorporated in the new Constitution and the By-Laws. It is not included in the proposed amendments below.
2. For your ease of reference, the proposed amendments below are presented in the following manner:
 - (a) For any proposed addition of new clause(s) or by-law(s), the entire new provision will be in **bold** and underlined.
 - (b) For any proposed addition of new wordings in the provisions of the M&A and Bye-Laws, the entire provision will be reproduced and the proposed new wordings will be in **bold** and underlined.
 - (c) For any proposed deletion of existing wordings in provisions of the M&A and Bye-Laws, the entire provision will be reproduced and the proposed deletion of wordings will be strikethrough.
 - (d) For any proposed deletion of the entire existing provisions, it will be marked as follows – "**To be deleted in its entirety**".

PROPOSED AMENDMENTS TO THE EXISTING M&A

MEMORANDUM OF ASSOCIATION

MEMORANDUM OF ASSOCIATION			
Clause Reference	Existing Provision	Proposed Amendments	Explanation
Heading	MEMORANDUM OF ASSOCIATION OF THE MALAYSIAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS	CONSTITUTION MEMORANDUM OF ASSOCIATION OF THE MALAYSIAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS	To replace the term “Memorandum of Association” with the term “constitution” which is the term used in the CA 2016 to refer to a M&A.
Clause 3(g)	The objects of the Institute are: ... (g) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be deemed 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, Co-operatives and Consumerism, such licence shall be obtained.	The objects of the Institute are: ... (g) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be deemed 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 <u>charged with the responsibility for companies</u> of Domestic Trade, Co-operatives and Consumerism , such licence shall be obtained.	Clause 4(g) of the Constitution. To avoid the need to amend the reference to the Minister in the event the official reference to the Minister changes. We have adopted the description used in the CA 2016.

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Clause Reference	Existing Provision	Proposed Amendments	Explanation
Clause 3(i)	The objects of the Institute are : ... (i) To maintain a library or libraries for the use of members and others.	The objects of the Institute are : ... (i) To maintain a library or libraries <u>any form of resources via electronic, virtual or other means</u> for the use of members and others.	Clause 4(i) of the Constitution. To keep abreast with the current requirement of technology.
Clause 3(o)	The objects of the Institute are : ... (o) To print or publish any newspapers, periodicals, books or leaflets that the Institute may think desirable for the promotion of its objects.	The objects of the Institute are : ... (o) To print or publish any <u>physical or electronic</u> newspapers, periodicals, books or leaflets that the Institute may think desirable for the promotion of its objects.	Clause 4(o) of the Constitution. With technology, we are using electronic formats and not hardcopies. It eases the dissemination of information and is environmentally friendly.
Clause 3(s)	The objects of the Institute are : ... (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.	The objects of the Institute are : ... (s) To grant pensions or gratuities to, or to provide a superannuation fund, for the officers and servants <u>employees</u> of the Institute, or otherwise to assist any such officers and servants <u>employees</u> , their widows and children.	Clause 4(s) of the Constitution. To replace the term “servants” to “employees”, since in the CA 2016, ‘officer’ is defined to refer to, among others, Secretary. Hence, for other MICPA staff, they

MEMORANDUM OF ASSOCIATION

Clause Reference	Existing Provision	Proposed Amendments	Explanation
			will be referred to as 'employee'.
Clause 4	<p>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.</p> <p>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</p>	<p>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 Constitution<u>Memorandum of Association</u>; 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.</p> <p>Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant<u>employee</u> 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</p>	<p>Clause 5 of the Constitution.</p> <p>(a) To replace the term "Memorandum of Association" with the term "constitution" which is the term used in the CA 2016 to refer to a M&A;</p> <p>(b) To replace the term "servants" with "employees", since in the CA 2016, 'officer' is defined to refer to, among others, Secretary. Hence, for other MICPA's staff, they will be referred to as 'employee'; and</p> <p>(c) To allow for payment of honorarium as token of</p>

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Clause Reference	Existing Provision	Proposed Amendments	Explanation
	<p>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.</p>	<p>Council or governing body except for payment of honorarium to any members of the Advisory Board pursuant to the bye-laws of the Institute and 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.</p>	<p>appreciation to members of the Advisory Board.</p>
<p>Clause 5</p>	<p>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, Co-operatives and</p>	<p>No addition, alteration or amendment shall be made to or in the provisions contained in the Articles of Association Constitution 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 charged with the</p>	<p>Clause 6 of the Constitution.</p> <p>(a) To replace the term "Articles of Association" with the term "constitution", which is the term used in</p>

MEMORANDUM OF ASSOCIATION

Clause Reference	Existing Provision	Proposed Amendments	Explanation
	Consumerism.	<u>responsibility for companies</u> of Domestic Trade, Co-operatives and Consumerism.	the CA 2016 to refer to a M&A; and (b) To avoid the need to amend the reference to the Minister in the event the official reference to the Minister changes. We have adopted the description used in the CA 2016.
Clause 6	The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Minister of Domestic Trade, Co-operatives and Consumerism to the Institute in pursuance of section 24 of the Companies Act 1965.	<u>Clauses 5 and 6</u> The fourth and fifth paragraphs of this Memorandum contain conditions on which of a licence is granted pursuant to Section 24 of the Companies Act 1965 and deemed granted pursuant to Section 619(2) of the Act by the Minister <u>charged with the responsibility for companies</u> Domestic Trade, Co-operatives and Consumerism to the Institute in pursuance of section 24 of the Companies Act 1965.	Clause 7 of the Constitution. (a) To replace the term “paragraphs” with the term “clauses” for consistency purpose; (b) To replace the term “Articles of Association” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A;

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Clause Reference	Existing Provision	Proposed Amendments	Explanation
			<p>(c) To include reference to the Companies Act 2016; and</p> <p>(d) To avoid the need to amend the reference to the Minister in the event the official reference to the Minister changes. We have adopted the description used in the CA 2016.</p>
Clause 9	<p>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</p>	<p>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 eClause <u>54</u> hereof, such institution or institutions to be determined by the</p>	<p>Clause 10 of the Constitution.</p>

MEMORANDUM OF ASSOCIATION

Clause Reference	Existing Provision	Proposed Amendments	Explanation						
	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.	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.							
Names, Addresses and Descriptions of Subscribers	<p>We, the several persons whose names and addresses are subscribed, are desirous of being formed into an Institute in pursuant of this Memorandum of Association.</p> <hr/> <p align="center">Names, Addresses and Descriptions of Subscribers</p> <hr/> <table border="0"> <tr> <td data-bbox="422 938 621 964">H.R. VILLIERS</td> <td data-bbox="690 938 779 1105">1 Golf View Road Kuala Lumpur</td> <td data-bbox="842 938 968 1068">Chartered Accountant</td> </tr> <tr> <td data-bbox="422 1141 663 1167">S.THILLAIMUTHU</td> <td data-bbox="690 1141 806 1308">24 Codrington Avenue Penang</td> <td data-bbox="842 1141 968 1239">Certified Accountant</td> </tr> </table>	H.R. VILLIERS	1 Golf View Road Kuala Lumpur	Chartered Accountant	S.THILLAIMUTHU	24 Codrington Avenue Penang	Certified Accountant	<p><u>To be deleted in its entirety.</u></p>	<p>As the Memorandum of Association and Articles of Association will be replaced by a Constitution, we have repositioned this clause to be the last clause of the Constitution.</p>
H.R. VILLIERS	1 Golf View Road Kuala Lumpur	Chartered Accountant							
S.THILLAIMUTHU	24 Codrington Avenue Penang	Certified Accountant							

MEMORANDUM OF ASSOCIATION

Clause Reference	Existing Provision	Proposed Amendments	Explanation
	<p>Y.C. KANG 13 Hale Street, Ipoh Perak Chartered Accountant</p> <p>C.H. YONG 12 Gladioli Drive Singapore 20 Chartered Accountant</p> <p>CHAN KUM CHEE 41 Bank of China Building Singapore 1 Certified Accountant</p> <p>C.P. LIM University of Malaya Singapore 10 Certified Accountant</p> <p>H.K. FRANKLIN 7 Orange Grove Road Singapore Chartered Accountant</p> <p>Dated this 2nd day of June, 1958.</p>		

MEMORANDUM OF ASSOCIATION

Clause Reference	Existing Provision	Proposed Amendments	Explanation
	<p>Witness to the signatures of H.R. Villiers, S. Thillaimuthu and Y.C. Kang</p> <p align="center">P.J.D REGESTER Drew & Napier Solicitors Singapore and Kuala Lumpur</p> <p>Witness to the signatures of C.H. Yong, Chan Kum Chee and C.P. Lim</p> <p align="center">C.H. WITHERS- PAYNE Advocate & Solicitor Singapore</p> <p>Witness to the signature of H.K. Franklin</p>		

MEMORANDUM OF ASSOCIATION			
Clause Reference	Existing Provision	Proposed Amendments	Explanation
	W.BARRINGTON BAKER Solicitor Singapore		

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ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION			
Article Reference	Existing Provision	Proposed Amendments	Explanation
Article 1 - Interpretation	<p>In these Articles, unless the context or subject matter otherwise indicates or requires:-</p> <p>“The Statutes” means the Companies Act, 1965 and every Act for the time being in force concerning joint stock companies and affecting the Institute.</p> <p>“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, Co-operatives and Consumerism,</p> <p>“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.</p> <p>“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”.</p> <p>“Associate Certified Public Accountant” means</p>	<p>In <u>this Constitution</u>these Articles, unless the context or subject matter otherwise indicates or requires:-</p> <p>“The Statutes” means the Companies Act 1965 and every Act for the time being in force concerning joint stock companies and affecting the Institute.</p> <p>“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, Co-operatives and Consumerism,</p> <p>“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.</p> <p>“Act”The Statutes means the Companies Act <u>2016 and any statutory modification, amendment or re-enactment thereof for the time being in force,</u> 1965 and every Act for the time being in force concerning joint stock companies and affecting the Institute.</p> <p>“These Articles <u>Clauses</u>” means these <u>Clauses</u>Articles of <u>this Constitution</u>Association as originally framed or as altered from time to time by special resolution and as approved by the Minister <u>charged with the responsibility for companies</u>of Domestic Trade, Co-operatives and Consumerism,</p> <p>“Member” means a person who has been admitted to membership of the Institute in accordance with <u>this Constitution</u>these Articles and bye-laws of the Institute and “membership” has a corresponding meaning.</p>	<p>Clause 3 of the Constitution.</p> <p>(a) To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A;</p> <p>(b) To avoid the need to amend the reference to the Minister in the event the official reference to the Minister changes. We have adopted the description used in the CA 2016; and</p> <p>(c) To replace the reference of</p>

ARTICLES OF ASSOCIATION

Article Reference	Existing Provision	Proposed Amendments	Explanation
	<p>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 “Associate Certified Public Accountant”.</p> <p>“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”.</p> <p>“Accounting Technician” means a person who has been admitted to membership of the Institute under these Articles and bye-laws of the Institute as an “accounting technician”.</p> <p>“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.</p>	<p>“Certified Public Accountant” means a person who has been admitted to membership of the Institute who, under this Constitutionthese Articles and bye-laws of the Institute, is entitled to use the designation “Certified Public Accountant”.</p> <p>“Associate Certified Public Accountant” means a person who has been admitted to membership of the Institute who, under this Constitutionthese Articles and bye-laws of the Institute, is entitled to use the designation “Associate Certified Public Accountant”.</p> <p>“Provisional Member” means a person who has been admitted to membership of the Institute under this Constitutionthese Articles and bye-laws of the Institute as a “provisional member”.</p> <p>“Accounting Technician” means a person who has been admitted to membership of the Institute under this Constitutionthese Articles and bye-laws of the Institute as an “accounting technician”.</p> <p>“Registered Student” means a person for membership of the Institute who has been accepted for registration under this</p>	<p>“Companies Act 1965” to “Companies Act 2016”.</p>

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Article Reference	Existing Provision	Proposed Amendments	Explanation
		Constitution these Articles and bye-laws of the Institute as a registered student of the Institute.	
Article 1 - Definitions	-	<u>“Honorary Member” means a person from any industry who has contributed to the Institute, the profession and the society at large, has been admitted to membership of the Institute and is entitled to use the designation “CPA Honorary”, under this Constitution and bye-laws of the Institute.</u>	Clause 3 of the Constitution. To include a new membership category - Honorary Member, to award and recognise the contribution of selected prominent individuals.
Article 1 - Definition	-	<u>“General Meeting” means meeting of members. For the avoidance of doubt, it shall not include meetings of the Council.</u>	Clause 3 of the Constitution. To specify the definition of general meeting.
Article 1 - Interpretation	Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in visible form.	Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in visible form.	Clause 3 of the Constitution. To remove the words “the lithography” as the method is outdated.

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Article Reference	Existing Provision	Proposed Amendments	Explanation
Article 1 - Interpretation	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.	Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in <u>the Constitution</u> these Articles .	Clause 3 of the Constitution. To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.
Article 1 - Interpretation	-	<u>A reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.</u>	Clause 3 of the Constitution. To avoid the need to amend reference to a statute or statutory provision in the event there is an amendment to the said statute or statutory provision.
Article 1 - Interpretation	-	<u>Electronic communication shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the applicable laws, or by</u>	Clause 3 of the Constitution. To provide a clear definition of electronic communication.

ARTICLES OF ASSOCIATION

Article Reference	Existing Provision	Proposed Amendments	Explanation
		<u>way of publication on the Institute's website.</u>	
Article 3 - Classes of membership	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) Associate Certified Public Accountants; (c) Provisional Members; and (d) Accounting Technicians.	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) Associate Certified Public Accountants; (c) Provisional Members; and (d) Accounting Technicians; <u>and</u> <u>(e) Honorary Members.</u>	Clause 13 of the Constitution. To include a new membership category - Honorary Members, to award and recognise the contribution of selected prominent individuals.
Article 4 - Council to decide as to facts	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.	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 <u>this Constitution</u> these Articles and in the bye-laws of the Institute, as applicable in his case.	Clause 14 of the Constitution. To replace the term "Articles" with the term "constitution", which is the term used in the CA 2016 to refer to a M&A.
Article 5 - Bye-laws may provide for special cases	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.	The Institute may in <u>by the bye-laws of the Institute</u> 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 <u>this</u>	Clause 15 of the Constitution. (a) To replace the term "Articles" with the term

ARTICLES OF ASSOCIATION

Article Reference	Existing Provision	Proposed Amendments	Explanation
		Constitution and the bye-laws of the Institute these Articles applicable to him.	<p>“constitution”, which is the term used in the CA 2016 to refer to a M&A; and</p> <p>(b) To include provisions of the bye-laws for admission of members to be complied with.</p>
Article 6 - Bye-laws may give power to refuse or delay admission	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.	The Institute may in by the bye-laws 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.	Clause 16 of the Constitution.
Article 7(1) - Fees and subscriptions	(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.	(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 except for Honorary Members .	<p>Clause 17(1) of the Constitution.</p> <p>To exempt Honorary Members from subscription fees in view that the designation is awarded by MICPA.</p>

ARTICLES OF ASSOCIATION

Article Reference	Existing Provision	Proposed Amendments	Explanation
<p>Article 8(3) and (4) - Description of members and distinctive letters</p>	<p>(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.</p> <p>(4) A person who has been admitted to membership as an accounting technician may describe himself as “Accounting Technician of the MICPA” and shall not be entitled to use any letters or abbreviation to indicate his membership.</p>	<p>(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.</p> <p>(4) A person who has been admitted to membership as an accounting technician may describe himself as “Accounting Technician of the MICPA” and shall not be entitled to use any letters or abbreviation to indicate his membership.</p> <p><u>(5) A person who has been admitted to membership as an Honorary Member may describe himself as “CPA Honorary” and shall not be entitled to use any letters or abbreviation to indicate his honorary membership.</u></p>	<p>Clause 18(3), (4) and (5) of the Constitution.</p> <p>To indicate the designation for MICPA’s Honorary Membership.</p>
<p>Article 10 - First members of the Institute</p>	<p>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</p>	<p>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</p>	<p>Clause 20 of the Constitution.</p> <p>To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.</p>

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Article Reference	Existing Provision	Proposed Amendments	Explanation
	not have satisfied the requirements provided for by these Articles and the bye-laws of the Institute in respect of service.	persons may not have satisfied the requirements provided for by <u>this Constitution</u> these Articles and the bye-laws of the Institute in respect of service.	
Article 11 - Voting, polls and postal ballot	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 Associate Certified Public Accountants, provisional members or accounting technicians will not be entitled to attend and vote at such meetings.	At every annual or extraordinary general meeting of the Institute and 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 <u>this Constitution</u> these Articles or the bye-laws of the Institute. Members who are Associate Certified Public Accountants, provisional members, or accounting technicians <u>or Honorary Members may attend but</u> will not be entitled to attend and vote at such meetings.	Clause 21 of the Constitution. (a) To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A; and (b) To provide that the Honorary members will not have voting rights.
Article 15 - Council	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	There shall be a Council of the Institute consisting of persons being members of the Institute who are Certified Public Accountants <u>and/or, if provided in the bye-laws of the Institute, Associate Certified Public Accountants,</u> not more nor less in number than the numbers that	Clause 25 of the Constitution. To reflect the appointment of 5 members of Council by the Council

ARTICLES OF ASSOCIATION

Article Reference	Existing Provision	Proposed Amendments	Explanation
	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.	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.	pursuant to the new by-law 5(1)(a) who must be admitted as either a Certified Public Accountants or Associate Certified Public Accountants.
Article 18 - Council shall manage affairs of the Institute	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.	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, employees 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 <u>this Constitution</u> 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.	Clause 28 of the Constitution. (a) To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A; and (b) To replace the term “servants” to “employees”, since in the CA 2016, ‘officer’ is defined to refer to, among others, Secretary.

ARTICLES OF ASSOCIATION			
Article Reference	Existing Provision	Proposed Amendments	Explanation
			Hence, for other MICPA staff, they will be referred to as 'employee'.
Article 19(b) - Application of funds	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: ... (b) In maintaining an efficient library or libraries for the use of members and others.	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: ... (b) In maintaining <u>any form of resources via electronic, virtual or other means</u> an efficient library or libraries for the use of members and others.	Clause 29(b) of the Constitution. To keep abreast with the current requirement of technology.
Article 19(c) - Application of funds	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: ... (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.	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: ... (c) In paying remuneration to officers and <u>employees</u> servants of the Institute or pensions or gratuities to former officers and <u>employees</u> servants or their dependants or in making other provision for the payment of pensions or gratuities to former officers and <u>employees</u> servants or their dependants.	Clause 29(c) of the Constitution. To replace the term "servants" to "employees", since in the CA 2016, 'officer' is defined to refer to, among others, Secretary. Hence, for other MICPA staff, they will be referred to as 'employee'.

ARTICLES OF ASSOCIATION

Article Reference	Existing Provision	Proposed Amendments	Explanation
Article 19(d) - Application of funds	<p>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:</p> <p>...</p> <p>(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.</p>	<p>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:</p> <p>...</p> <p>(d) In paying such reasonable sums for the expenses of officers and employees 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.</p>	<p>Clause 29(d) of the Constitution.</p> <p>To allow payment of reasonable sums for the expenses of the employees of the Institute incurred whilst rendering services to the Institute.</p>
Article 19(h) - Application of funds	<p>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:</p> <p>...</p> <p>(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 further the interests, usefulness and efficiency of members of the Institute.</p>	<p>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:</p> <p>...</p> <p>(h) In publishing or distributing or causing to be published or distributed any physical or electronic books, pamphlets or journals relating to the affairs of the Institute or promoting or further the interests, usefulness and efficiency of members of the Institute.</p>	<p>Clause 29(h) of the Constitution.</p> <p>With technology, we are using electronic formats and not hardcopies. It eases the dissemination of information and is environmentally friendly.</p>

ARTICLES OF ASSOCIATION

Article Reference	Existing Provision	Proposed Amendments	Explanation
Article 19(i) - Application of funds	<p>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:</p> <p>...</p> <p>(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 interest, usefulness and efficiency of the accountancy profession and members of the Institute.</p>	<p>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:</p> <p>...</p> <p>(i) In otherwise in any number whatsoever consistent with the provisions of <u>this Constitution</u>the Memorandum, Articles and bye-laws of the Institute, promoting, furthering or protecting the interest, usefulness and efficiency of the accountancy profession and members of the Institute.</p>	<p>Clause 29(i) of the Constitution.</p> <p>To replace the terms “Memorandum” and “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.</p>
Article 20 - Term of appointment	<p>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.</p>	<p>All members of the Council shall hold office, <u>shall retire</u> until the conclusion of the annual general meeting at which their successors are appointed and shall be eligible for re-election <u>or re-appointment, as the case may be, in accordance with the bye-laws of the Institute.</u></p>	<p>Clause 30 of the Constitution.</p> <p>To reflect the appointment of 5 members of Council by the Council pursuant to the new by-law 5(1)(a).</p>
Article 21 - Exercise of powers of Council	<p>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</p>	<p>All the powers which under the provisions of <u>this Constitution</u>these Articles may be exercised by the Council shall be exercised by it in accordance with and subject to the provisions of <u>this Constitution</u>these Articles and to the bye-laws of the Institute</p>	<p>Clause 31 of the Constitution.</p> <p>To replace the term “Articles” with the term “constitution”,</p>

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Article Reference	Existing Provision	Proposed Amendments	Explanation
	<p>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.</p>	<p>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 and shall 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.</p>	<p>which is the term used in the CA 2016 to refer to a M&A.</p>
<p>Article 22(1)(b) and (e) - Liability to disciplinary action</p>	<p>(1) A member or registered student of the Institute shall be liable to disciplinary action in any of the following cases: ... (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</p>	<p>(1) A member or registered student of the Institute shall be liable to disciplinary action in any of the following cases: ... (b) without prejudice to the generality of sub-clause paragraph (a) of this Clause Article, if he has performed his professional work or the duties of his employment or conducted his practice inefficiently or incompletely to such an</p>	<p>Clause 32(1)(b) and (e) of the Constitution. To replace the term “paragraph” with the term “sub-clause” and term “Articles” with the term “constitution”, which</p>

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Article Reference	Existing Provision	Proposed Amendments	Explanation
	<p>discredit to himself, the Institute or the accountancy profession;</p> <p>...</p> <p>(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;</p>	<p>extent or on such a number of occasions as to bring discredit to himself, the Institute or the accountancy profession;</p> <p>...</p> <p>(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;</p> <p><u>or</u></p> <p>...</p>	<p>is the term used in the CA 2016 to refer to M&A.</p>
<p>Article 23 - Powers of Investigation and Disciplinary Committees</p>	<p>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 determined.</p>	<p>The Institute shall in the by bye-laws 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</p>	<p>Clause 33 of the Constitution.</p> <p>Correction of grammatical error.</p>

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Article Reference	Existing Provision	Proposed Amendments	Explanation
		Committee and Disciplinary Committee may determined.	
Article 26 - Powers to make bye-laws	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.	The Institute may from time to time by <u>a special</u> 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 <u>this Constitution</u> the Memorandum and these Articles.	<p>Clause 35 of the Constitution.</p> <p>(a) The term “resolution” in the existing clause appears ambiguous. Since any amendment to the bye-laws is to be approved at a general meeting of which at least twenty-one days' notice in writing has been given, we propose to insert “special” resolution for clarity purposes; and</p> <p>(b) To replace the terms “Memorandum” and “Articles” with the term</p>

ARTICLES OF ASSOCIATION												
Article Reference	Existing Provision	Proposed Amendments	Explanation									
			“constitution”, which is the term used in the CA 2016 to refer to a M&A.									
Article 27 - Purposes for which bye-laws may be	The purposes for which the Institute may make bye-laws in the manner hereinbefore 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):	The purposes for which the Institute may make bye-laws in the manner hereinbefore set out shall be the furtherance of the objects of the Institute and the better execution of <u>this Constitution</u> 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 <u>this Constitution</u> these made Articles to be prescribed by bye-laws and the following (namely):	Clause 36 of the Constitution. To replace the terms “Memorandum” and “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.									
Names, Addresses and Descriptions of Subscribers	<p style="text-align: center;">Names, Addresses and Descriptions of Subscribers</p> <hr/> <table border="0"> <tr> <td>H.R. VILLIERS</td> <td>1 Golf View Road Kuala Lumpur</td> <td>Chartered Accountant</td> </tr> <tr> <td>S.THILLAIMU THU</td> <td>24 Codrington Avenue</td> <td>Certified Accountant</td> </tr> </table>	H.R. VILLIERS	1 Golf View Road Kuala Lumpur	Chartered Accountant	S.THILLAIMU THU	24 Codrington Avenue	Certified Accountant	<p><u>We, the several persons whose names and addresses are subscribed hereunder being subscribed hereby agree with the foregoing Constitution.</u></p> <hr/> <p style="text-align: center;">Names, Addresses and Descriptions of Subscribers</p> <hr/> <table border="0"> <tr> <td>H.R. VILLIERS</td> <td>1 Golf View Road Kuala Lumpur</td> <td>Chartered Accountant</td> </tr> </table>	H.R. VILLIERS	1 Golf View Road Kuala Lumpur	Chartered Accountant	<p>Final page of the Constitution.</p> <p>To reposition the names, address and descriptions of subscribers to be the last clause of the Constitution.</p>
H.R. VILLIERS	1 Golf View Road Kuala Lumpur	Chartered Accountant										
S.THILLAIMU THU	24 Codrington Avenue	Certified Accountant										
H.R. VILLIERS	1 Golf View Road Kuala Lumpur	Chartered Accountant										

ARTICLES OF ASSOCIATION

Article Reference	Existing Provision	Proposed Amendments	Explanation
	<p align="center">Penang</p> <p>Y.C. KANG 13 Hale Street, Ipoh Perak Chartered Accountant</p> <p>C.H. YONG 12 Gladioli Drive Singapore 20 Chartered Accountant</p> <p>CHAN KUM CHEE 41 Bank of China Building Singapore 1 Certified Accountant</p> <p>C.P. LIM University of Malaya Singapore 10 Certified Accountant</p> <p>H.K. FRANKLIN 7 Orange Grove Road Singapore Chartered Accountant</p> <p>Dated this 2nd day of June, 1958.</p>	<p align="center">Lumpur</p> <p>S.THILLAIMU THU 24 Codrington Avenue Penang Certified Accountant</p> <p>Y.C. KANG 13 Hale Street, Ipoh Perak Chartered Accountant</p> <p>C.H. YONG 12 Gladioli Drive Singapore 20 Chartered Accountant</p> <p>CHAN KUM CHEE 41 Bank of China Building Singapore 1 Certified Accountant</p> <p>C.P. LIM University of Malaya Singapore 10 Certified Accountant</p> <p>H.K. FRANKLIN 7 Orange Grove Road Singapore Chartered Accountant</p>	

ARTICLES OF ASSOCIATION

Article Reference	Existing Provision	Proposed Amendments	Explanation
	<p>Witness to the signatures of H.R. Villiers, S. Thillaimuthu and Y.C. Kang</p> <p align="center">P.J.D REGESTER Drew & Napier Solicitors Singapore and Kuala Lumpur</p> <p>Witness to the signatures of C.H. Yong, Chan Kum Chee and C.P. Lim</p> <p align="center">C.H. WITHERS-PAYNE Advocate & Solicitor Singapore</p> <p>Witness to the signature of H.K. Franklin</p> <p align="center">W.BARRINGTON BAKER Solicitor Singapore</p>	<p>Dated this 2nd day of June, 1958.</p> <p>Witness to the signatures of H.R. Villiers, S. Thillaimuthu and Y.C. Kang</p> <p align="center">P.J.D REGESTER Drew & Napier Solicitors Singapore and Kuala Lumpur</p> <p>Witness to the signatures of C.H. Yong, Chan Kum Chee and C.P. Lim</p> <p align="center">C.H. WITHERS-PAYNE Advocate & Solicitor Singapore</p> <p>Witness to the signature of H.K. Franklin</p>	

ARTICLES OF ASSOCIATION			
Article Reference	Existing Provision	Proposed Amendments	Explanation
		W.BARRINGTON BAKER Solicitor Singapore	

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BYE-LAWS

CHAPTER I - PRELIMINARY

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 1 - Interpretation	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.	In the interpretation of these bye-laws the words and expressions herein shall have the same meaning as in the <u>Constitution</u> Articles of Association of the Institute, and the expression “ <u>Constitution</u> Articles of Association” means the <u>Constitution</u> Articles of Association of the Institute and the expression <u>Clause</u> Article means the <u>Clause</u> Article of that number in <u>the Constitution</u> Articles of Association.	By-law 1 of the By-Laws. To replace the term “Articles of Association” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.
Bye-law 2 - Definitions	Reference herein to members, Certified Public Accountants, Associate Certified Public Accountants, provisional members, accounting technicians, registered students and meetings shall, unless the contrary intention appears, be construed as having reference to members, Certified Public Accountants, Associate Certified Public Accountants, provisional members, accounting technicians, registered students and meetings respectively of the Institute.	Reference herein to members, Certified Public Accountants, Associate Certified Public Accountants, provisional members, accounting technicians, Honorary Members , registered students and meetings shall, unless the contrary intention appears, be construed as having reference to members, Certified Public Accountants, Associate Certified Public Accountants, provisional members, accounting technicians, Honorary Members , registered students and meetings respectively of the Institute.	By-law 2 of the By-Laws. To include the new classification of Honorary Member.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 2 - Definitions	“Approved practical experience” means practical training and experience approved by the Council and obtained at an approved training organisation.	“Approved practical experience” means practical training and experience approved by the Council and obtained at an approved training organisation. employer organisation.	By-law 2 of the By-Laws. To amend the term of “approved training organisation” to “approved training employer”. This will include both audit firms and approved organisations.
Bye-law 2 - Definitions	“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.	“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.	By-law 2 of the By-Laws. To amend the term of “approved training organisation” to “approved training employer”. This will include both audit firms and approved organisations.
Bye-law 2 - Definitions	“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 accounting technician is serving.	“Principal” means a member of the Institute or a member of any Recognised Professional Body 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 accounting technician is serving.	By-law 2 of the By-Laws. To provide for other recognised professional bodies which may not be part of the Global Accounting Alliance.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 2 - Definitions	“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”.	“Chartered Accountant” means a person who has been admitted to membership of <u>any Recognised Professional Body</u> the member bodies of the Global Accounting Alliance who is entitled to use the designation “Chartered Accountant”.	By-law 2 of the By-Laws. To provide for other recognised professional bodies which may not be part of the Global Accounting Alliance.
Bye-law 2 - Definitions	“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.	<u>“Practical Experience Document”</u> Training Contract means a <u>record</u> 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 <u>or a training supervisor</u> . 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 <u>practical experience document</u> training contract now defined.	By-law 2 of the By-Laws. (a) To amend the term “Training Contract” to “Practical Experience Document”. Stream 1 & 2 students will need to sign this Practical Experience Document. (b) The word “training contract” at the beginning of the last sentence has to remain because it refers to the existing contract.
Bye-law 2 - Definitions	-	<u>“Recognised Professional Body” means a member of the member bodies of the Global Accounting Alliance or a professional</u>	By-law 2 of the By-Laws. To provide for other recognised professional bodies

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<u>accountancy body as may be approved by the Council from time to time.</u>	which may not be part of the Global Accounting Alliance.
Bye-law 4 - Notices to members, etc	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 or in electronic form; 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 postal address or electronic 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 or transmitting the same.	All notices and other documents required by the Articles Constitution and these bye-laws to be given or sent to members or registered students shall be sent by post or in electronic form; 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 postal address or electronic 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 or transmitting the same.	By-law 4 of the By-Laws. To streamline the method of service for all members and registered students.
-	-	<u>Bye-law 4A - Meetings</u> <u>(1) All meetings to be held pursuant to the Constitution and these bye-laws, including general meetings and meetings of the Council, may be held via web-based communication, electronic or such other communication facilities or</u>	By-law 4A of the By-Laws. To have an option for any meeting to be held pursuant to the Constitution and the bye-laws via electronic communication facilities.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<p><u>technologies available which would permit all participants, who are eligible to attend and/or vote at the meeting pursuant to the Constitution and these bye-laws, participating in the meeting to communicate with each other simultaneously and instantaneously and to vote at such meeting.</u></p> <p><u>(2) Participation by participants, who are eligible to attend and/or vote at the meeting pursuant to the Constitution and these bye-laws, in a meeting, including voting, in a meeting via web-based communication, electronic or such other communication facilities or technologies available shall be deemed as present in person by that person at the said meeting and subject to bye-law 20, shall be counted towards the quorum notwithstanding the fact that he is not physically present at the main venue where the meeting is to be held. In the case of general meetings, the main venue of such a meeting shall be in Malaysia and the chairperson of the meeting shall be at that main venue of the meeting.</u></p>	

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<p><u>(3) Such a meeting shall not be deemed to have proceeded for such period or periods where any of the communication facilities referred to in paragraph (1) have been disconnected. For the avoidance of doubt, disconnection by any participants, who are eligible to attend and/or vote at the meeting pursuant to the Constitution and these bye-laws, at any time during the proceeding of the meeting shall not invalidate the meeting.</u></p> <p><u>(4) The chairman of a meeting shall have the discretion to postpone the meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time as may be determined by the chairman.</u></p>	

CHAPTER II - THE COUNCIL

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 5 - Members of the Council	<p>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.</p>	<p><u>(1) The number of the members of the Council shall be not less than fifteen or more than thirty <u>comprising the following persons:</u></u></p> <p><u>(a) Five members appointed by the Council in accordance with bye-law 5A; and</u></p> <p><u>(b) Up to twenty five members elected by an annual general meeting of the Institute in accordance with the bye-laws of the Institute.</u></p> <p><u>(2) Subject to bye-law 5A, members of the Council shall only be appointed if he has been admitted as a Certified Public Accountant.</u></p> <p><u>(3) of whom one One-third or the number nearest to but not exceeding one third of the members of the Council 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</u></p>	<p>By-law 5 of the By-Laws.</p> <p>(a) To allow for diversity of views given that MICPA is getting students from the universities and the public sector. The Institute believes that the Council should be reflective of the various sectors in which MICPA members are involved and this will allow the Council to hear different perspectives which can assist in developing the Institute; and</p> <p>(b) To have a time limit for Council members elected at an AGM to hold office for a continuous term of 9 years, who shall thereafter take a break of at least 1 year before being eligible for a new election.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<p>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. <u>This sub-paragraph (3) shall not apply to members of the Council appointed pursuant to sub-paragraph (1)(a). For the avoidance of doubt, members of the Council appointed pursuant to sub-paragraph (1)(a) shall not be taken into account into determining the members of the Council who are to retire by rotation pursuant to this sub-paragraph.</u></p> <p><u>(4) All members of the Council who shall retire pursuant to paragraph (3) shall be eligible for re-election, provided that no member of the Council shall hold office for a continuous term of nine years but shall be eligible for a new election after a break of at least one year. The calculation of the term of the nine years shall only commence with effect from the annual general meeting of the Institute for year 2021 onwards and shall exclude the</u></p>	

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<u>period of any Council member appointed by the Council to fill any vacancy occurring in the Council between two annual general meetings pursuant to these bye-laws.</u>	
-	-	<p><u>Bye-law 5A - Appointed Council Members</u></p> <p><u>(1) Members of the Council to be appointed by the Council pursuant to bye-law 5(1)(a) shall comprise:</u></p> <p><u>(i) One member appointed from amongst the public sector;</u> <u>(ii) Two members appointed from any higher educational institution(s) as may be accredited by the Council from time to time; and</u> <u>(iii) Two members appointed from any regulatory bodies.</u></p> <p><u>(2) A member of the Council to be appointed by the Council pursuant to bye-law 5(1)(a) shall only be appointed if he has been admitted as a Certified Public Accountant or an Associate Certified Public Accountant.</u></p>	<p>By-law 5A of the By-Laws.</p> <p>To provide for the composition of and other criteria and provision relating to the appointment of 5 members of the Council pursuant to the new by-law 5(1)(a).</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<p><u>(3) Members of the Council appointed pursuant to bye-law 5(1)(a) shall hold office for a term of two years and shall be eligible for re-appointment by the Council for another term of two years.</u></p> <p><u>(4) Notwithstanding sub-paragraph (3), the Council may, by a resolution passed at a meeting of the Council specially convened with the notice of the object, remove any member of the Council appointed pursuant to bye-law 5(1)(a) from his office before expiration of his period of office.</u></p> <p><u>(5) A vacancy created by the removal of a member of the Council pursuant to sub-paragraph (4) shall be filled by the Council.</u></p> <p><u>(6) Save for this bye-law and bye-laws 10 and 11, the other provisions in Chapter II of the bye-laws of the Institute shall not apply to members of the Council appointed pursuant to bye-law 5(1)(a).</u></p>	
Bye-law 9(1) - Election of	(1) Any election of members of the Council at an annual general meeting shall be either by a show of hands or	(1) Any election of members of the Council at an annual general meeting shall be either by a show of hands or by	By-law 9(1) of the By-Laws.

BYE-LAWS

Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
members of Council	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.	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 at least three not less than ten members present and entitled to vote at the meeting.	Section 330(1) of the CA 2016 provides, among others, that a poll may be demanded by at least three members present in person or by proxy
Bye-law 10(b) - Vacation of office of member of Council	The office of a member of the Council is vacated: ... (b) If he be excluded or suspended from membership or be reprimanded or admonished under the provisions of	The office of a member of the Council is vacated: ... (b) If he be excluded or suspended from membership or be reprimanded or admonished under the provisions of the	By-law 10(b) of the By-Laws. To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	the Articles and these bye-laws.	<u>Constitution</u> Articles and these bye-laws.	
Bye-law 13 - Vacancies in Council	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 up to the next annual general meeting only but he shall be eligible for re-election.	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 up to the next annual general meeting only but he and shall be eligible for re-election <u>but he shall not be taken into account in determining the members of the Council who are to retire by rotation at that meeting.</u>	By-law 13 of the By-Laws. To remove the requirement for Council members appointed to fill casual vacancy occurring between 2 AGMs to be subject to confirmation at the next succeeding AGM.

CHAPTER III - PROCEEDINGS AND POWER OF THE COUNCIL

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 14 - Meetings of Council	The Council shall meet at least once in each quarter of the year at such times and places as it may	The Council shall meet at least once in each quarter of the year at such times and places and in such manner as it	By-law 14 of the By-Laws.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	determine.	<u>may determine.</u>	To include virtual meetings when circumstances persist.
Bye-law 17 - Chairman of Council	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.	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. <u>Members of the Council appointed pursuant to bye-law 5(1)(a) shall not be entitled to be elected as chairman of meetings of the Council.</u>	By-Law 17 of the By-Laws. To provide that members of the Council appointed pursuant to bye-law 5(1)(a) shall not be entitled to be elected as chairman of meetings of the Council.
Bye-law 18 - Voting at meetings of Council	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.	<u>(1) 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 ConstitutionArticles or these bye-laws) and in case of equality of votes the chairman shall have a casting vote in addition to his original vote. Notwithstanding any provision in these bye-laws the members of the Council appointed pursuant to bye-law 5(1)(a) shall have no voting rights but shall only act as observers and may provide their views in the meetings of Council.</u>	By-law 18 of the By-Laws. (a) To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to M&A; (b) To provide that members of the Council appointed by the Council pursuant to the new by-law 5(1)(a) shall have no voting rights in meetings of Council; and (c) To allow the chairman of the meeting to decide on the

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<u>(2) For members of the Council participating in any meeting of the Council by web-based communication, electronic or such other communication facilities or technologies available, the chairman of the meeting shall decide on the technology or method that enables members of the Council who are present to speak and/or vote at the meeting of the Council.</u>	voting method for members of the Council who participate in meetings electronically.
Bye-law 20 - Quorum of Council	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.	Except where otherwise required by the <u>Constitution</u> Articles or these bye-laws at least one-third of the members of the Council shall form a quorum. <u>Members of the Council appointed pursuant to bye-law 5(1)(a) shall not be counted towards the quorum.</u>	By-law 20 of the By-Laws. (a) To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A; and (b) To provide that members of the Council appointed pursuant to the new by-law 5(1)(a) shall not be counted towards the quorum for meetings of Council.
Bye-law 21 - Election of	At the first meeting of the Council after every annual general meeting the members of the Council present	At the first meeting of the Council after every annual general meeting the members of the Council present shall	By-law 21 of the By-Laws.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
President and Vice-President	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.	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. <u>Members of the Council appointed pursuant to bye-law 5(1)(a) shall not be entitled to hold the office of President and Vice-President.</u>	To provide that members of the Council appointed pursuant to the new by-law 5(1)(a) shall not be entitled to hold the office of President and Vice-President.
Bye-law 23 - Receipts and Payments	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.	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. <u>Members of the Council appointed pursuant to bye-law 5(1)(a) shall not be entitled to sign cheques drawn upon the Institute's Bankers.</u>	By-Law 23 of the By-Laws. To provide that Members of the Council appointed pursuant to bye-law 5(1)(a) shall not be entitled to sign cheques upon the Institute's Bankers.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
-	-	<p><u>Bye-law 26A - Payment of honorarium to members of the Advisory Board</u></p> <p><u>The Council may, at its discretion and as it thinks fit, pay an honorarium to any member of the Advisory Board established pursuant to these bye-laws.</u></p>	<p>By-law 26A of the By-Laws.</p> <p>To allow payment of honorarium as token of appreciation for the members of the Advisory Board.</p>
Bye-law 27 - Power to make regulations	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 byelaws.	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 <u>Constitution</u> 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 <u>Constitution</u> or of the byelaws.	<p>By-law 27 of the By-Laws.</p> <p>To replace the term “Memorandum and Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.</p>
Bye-law 29 - Appointment of committees	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	Subject to the provisions of the Articles <u>Constitution</u> 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	<p>By-law 29 of the By-Laws.</p> <p>(a) To replace the term “Articles” with the term “constitution”, which is the</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	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.	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 deemed to be members of all committees save that they shall not be members of the Investigation Committee or Disciplinary Committee.	term used in the CA 2016 to refer to a M&A; and (b) To deem the President and Vice-President of the Institute as members of all committees except for the Investigation Committee or Disciplinary Committee.
Bye-Law 31 - Use of Common Seal	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.	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.	By-laws 31 of the By-Laws. The presence of two members of the Council is not necessary as it will be signed by two members of the Council.

CHAPTER IV - MEMBERSHIP

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 32(c) and (d) - Classes of members	<p>Membership of the Institute shall consist of the following classes of members who are admitted in accordance with the Articles and these bye-laws:</p> <p>...</p> <p>(c) the persons who are admitted as provisional members; and</p> <p>(d) the persons who are admitted as accounting technicians.</p>	<p>Membership of the Institute shall consist of the following classes of members who are admitted in accordance with the <u>Constitution</u>Articles and these bye-laws:</p> <p>...</p> <p>(c) the persons who are admitted as provisional members; and</p> <p>(d) the persons who are admitted as accounting technicians; <u>and</u></p> <p><u>(e) the persons who are admitted as Honorary Members.</u></p>	<p>By-laws 32(c), (d) and (e) of the By-Laws.</p> <p>(a) To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A; and</p> <p>(b) To include the new classification of Honorary Member.</p>
Bye-law 33 - Admission of members	<p>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</p>	<p>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 <u>Constitution</u>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</p>	<p>By-law 33 of the By-Laws.</p> <p>To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	shall consider not to be fit and proper person to be so admitted.	shall consider not to be fit and proper person to be so admitted.	
Bye-law 34(1)(a) to (e) - Admission as Certified Public Accountants	<p>(1) The following persons shall be eligible to apply for admission to membership of the Institute as Certified Public Accountants:</p> <p>(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.</p> <p>(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.</p> <p>(c) Accounting technicians who have submitted to the Institute satisfactory evidence of having satisfied the practical experience requirements in such manner as that required of a</p>	<p>(1) The following persons shall be eligible to apply for admission to membership of the Institute as Certified Public Accountants:</p> <p>(a) Registered students in stream one and two who have submitted to the Institute satisfactory evidence of completion of their approved practical experientetraining 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.</p> <p>(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.</p> <p>(be) Accounting technicians who have submitted to the Institute satisfactory evidence of having satisfied the practical experience requirements in</p>	<p>By-law 34(1)(a) to (e) of the By-Laws.</p> <p>(a) To remove bye-law 34(1)(b). Not applicable anymore since stream two students are also required to enter into a practical experience document; and</p> <p>(b) To include the new classification of Honorary Member.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	<p>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.</p> <p>(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.</p> <p>(e) Members who are Associate Certified Public 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.</p>	<p>such manner as that required of a registered student described in paragraph (a) of this bye-law and who have passed or been granted exemption from all of the examinations of the Institute.</p> <p>(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) of this bye-law.</p> <p>(d) Members who are Associate Certified Public 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.</p> <p><u>(e) Persons who are admitted as an Honorary Member on such terms and conditions as may be decided by the Council's absolute discretion.</u></p>	

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 34(2) - Admission as Certified Public Accountants	<p>(2) An application for admission as a member of the Institute under subparagraph (a), (b), (c) or (d) of this bye-law shall be made not more than twelve months after whichever is the later of:</p> <p>...</p> <p>(b) the date of completion of his training contract or the requisite period of approved practical experience, as the case may be,</p>	<p>(2) An application for admission as a member of the Institute under subparagraph (1)(a), (b), or (c) or (d) of this bye-law shall be made not more than twelve months after whichever is the later of:</p> <p>...</p> <p>(b) the date of completion of his training contract or the requisite period of approved practical experience, as the case may be,</p>	<p>By-law 34(2) of the By-Laws.</p> <p>(a) To reflect the amendment for stream two students to enter into a practical experience document; and</p> <p>(b) To reflect the amendment on the term "Training Contract" to "Practical Experience Document".</p>
Bye-law 34(4) - Admission as Certified Public Accountants	<p>(4) A person who fails to submit an application for admission as a member of the Institute under the sub-paragraph (a), (b), (c) and (d) of this bye-law after lapse of the period of twelve months required under paragraph (2) of this bye-law shall automatically be excluded from the register of the students, register of provisional members or register of accounting technicians, as the case may be.</p>	<p>(4) A person who fails to submit an application for admission as a member of the Institute under the sub-paragraph (1)(a), (b), and (c) and (d) of this bye-law after lapse of the period of twelve months required under paragraph (2) of this bye-law shall automatically be excluded from the register of the students, register of provisional members or register of accounting technicians, as the case may be.</p>	<p>Bye-law 34(4) of the Bye-Laws.</p> <p>To reflect the amendment for stream two students to enter into a practical experience document.</p>
Bye-law 35(a) and (b) - Admission as Associate Certified Public Accountants	<p>The following persons shall be eligible to apply for admission to membership of the Institute as Associate Certified Public Accountants:</p>	<p>The following persons shall be eligible to apply for admission to membership of the Institute as Associate Certified Public Accountants:</p>	<p>By-law 35(a) and (b) of the By-Laws.</p> <p>To reflect the amendment for stream two students to enter</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	<p>(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.</p> <p>(b) Accounting technicians 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).</p>	<p>(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.</p> <p>(b) Accounting technicians 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).</p>	<p>into a practical experience document.</p>
-	-	<p><u>Bye-law 37A - Election of Honorary Member</u></p> <p><u>The Council may elect any natural person of prominence and standing as an Honorary Member and each Honorary Member shall be entitled to use the services offered by the Institute and attend general meeting of the Institute but shall have no</u></p>	<p>By-Law 37 of the By-Laws.</p> <p>(a) To exempt Honorary members from subscription fees in view that the designation is awarded by MICPA; and</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<u>voting rights or other rights of membership under this Constitution or these bye-laws.</u>	(b) To allow honorary members to attend general meetings but with no voting rights.
Bye-law 39 - Member to be bound by the Articles, bye-laws and regulations upon admission	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.	Bye-law 39 - Member to be bound by the Constitution Articles, bye-laws and regulations upon admission 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 Constitution Articles, these bye-laws and regulations made thereunder for the time being in force.	Bye-law 39 of the By-Laws. To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.
Bye-law 40 - Certificate of admission	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.	Upon a person being admitted as 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 be renewed on the production of such evidence as the Council may require.	Bye-law 40 of the By-Laws. Edited wording and punctuation for improved readability.
Bye-law 41 - Admission of members in special cases	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	Within twenty-eight days of being admitted, a member shall send to the Secretary full particulars of his name, postal and electronic address and place of business or employment, if any (and where there is more than one	Bye-law 41 of the By-Laws. (a) To require members to provide their electronic address to MICPA for purposes of delivery of any

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	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 practice. 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.	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 postal and electronic address, place or places of business or employment, or if he begins or ceases to practice. 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 Constitution Articles or these bye-laws.	<p>notices or documents under the Constitution and bye-laws; and</p> <p>(b) To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.</p>
Bye-law 42 - Admission of members in special cases	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.	The Council may admit as a member any person in whose favour any exemptions or modifications under the Constitution Articles or these bye-laws shall have been made or granted; provided that he shall otherwise have complied with the provisions of the Constitution Articles and these bye-laws applicable in his case.	<p>By-law 42 of the By-Laws.</p> <p>To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.</p>
Bye-law 43(1) and (2) - Resignation of membership	(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,	(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	<p>By-law 43(1) and (2) of the By-Laws.</p> <p>To align to the financial year of the Institute.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	<p>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>(2) The Council may refuse to accept the resignation of a member if:</p> <p>(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;</p> <p>(b) it is aware that there is an unresolved complaint against the member;</p> <p>(c) the member is indebted to the Institute.</p>	<p>member whose notice of resignation shall not have been received prior to the first day of January<u>February</u> 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>(2) The Council may refuse to accept the resignation of a member if:</p> <p>(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;</p> <p>(b) it is aware that there is an unresolved complaint against the member; <u>or</u></p> <p>(c) the member is indebted to the Institute.</p>	
Bye-law 45 - Admission fee	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.	<u>Save and except for Honorary Members,</u> E each person who is admitted a member shall pay such admission fee as shall be prescribed	By-law 45 of the By-Laws. To exempt Honorary members from admission fees in view that

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		from time to time by the Institute in general meeting.	the designation is awarded by MICPA.
Bye-law 47 - Annual Subscription	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.	Each member, <u>except for Honorary Members</u> , 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.	By-law 47 of the By-Laws. To exempt Honorary members from subscription fees in view that the designation is awarded by MICPA.
Bye-law 48(c) - Reduction of annual subscription in certain cases	Notwithstanding anything contained in the last preceding bye-law: ... (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.	Notwithstanding anything contained in the last preceding bye-law: ... (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 <u>Constitution</u> Articles and these bye-laws.	By-law 48(c) of the By-Laws. To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to M&A.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 48(d) - Reduction of annual subscription in certain cases	Notwithstanding anything contained in the last preceding bye-law: ... (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.	Notwithstanding anything contained in the last preceding bye-law: ... (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 <u>the total amount of annual subscription payable by him at the reduced rate for the remaining number of years up to the member attaining the age of seventy years</u> 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.	By-law 48(d) of the By-Laws. To retain members above the age of 60.
Bye-law 48(e) - Reduction of annual subscription in certain cases	Notwithstanding anything contained in the last preceding bye-law: ... (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 automatically and	Notwithstanding anything contained in the last preceding bye-law: ... (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 automatically and thereby	By-law 48(e) of the By-Laws. Life members that are currently in public practice shall continue to pay for the Practising Certificate fee.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	thereby be entitled to all the privileges of membership without the payment of further subscription or other amount.	be entitled to all the privileges of membership without the payment of further subscription fee or other amount, <u>save and except for the fees for a practising certificate for such members who remain engaged in public practice.</u>	

CHAPTER V - PUBLIC PRACTICE

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 54 - Restriction as to public practice	A member of the Institute shall be entitled to engage in public practice in accordance with this Chapter but not otherwise.	A member of the Institute, <u>except for Honorary Members,</u> shall be entitled to engage in public practice in accordance with this Chapter but not otherwise. <u>Honorary Members shall not be entitled to engage in public practice or to hold a practising certificate.</u>	By-law 54 of the By-Laws. Honorary Members are not entitled to hold a practising certificate issued by the Institute.
Bye-Law 57(2) - Issue of and fee for practising certificate	(2) Practising certificates (which shall be in such form or forms as the Council may from time to time prescribed) shall be issued without demand to those members who are in practice on 16 th August, 1975. Practising certificates shall normally	(2) Practising certificates (which shall be in such form or forms as the Council may from time to time prescribed) shall be issued without demand to those members who are in practice on 16 th August, 1975. Practising certificates shall normally be issued for a period not	By-law 57(2) of the By-Laws. Correction of grammatical error.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	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.	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.	

CHAPTER VI - REGISTERED STUDENTS

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 65 - Stream one student	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	Bye-law 65 - Stream one <u>and two</u> students Every <u>stream one and two</u> student shall <u>notify the Institute, by executing and delivering an executed</u> enter into <u>practical experience document to the Institute, a training contract of its training</u> with a principal in practice in Malaysia or <u>training supervisor who is a member of the Institute or any member of the other Recognised Professional Body.</u> The <u>practical experience document</u> form of	By-Law 65 of the By-Laws. (a) To amend the term of "Training Contract" to "Practical Experience Document"; (b) To add stream two; and (c) To add training supervisor.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	absolute discretion desirable so to do, refuse to register the application so lodged.	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 <u>practical experience document</u> 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.	
Bye-law 66 - Period of training contract	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.	Bye-law 66 - Period of <u>approved practical experience</u> training contract The period of <u>approved practical experience</u> training contract shall be prescribed in regulations made from time to time by the Council provided that the period of any <u>approved practical experience</u> training contract shall not be less than two years.	By-law 66 of the By-Laws. To amend the term of "Training Contract" to "Practical Experience Document".
Bye-law 67 - Council may prescribe provisions to be included in form of registration	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	<u>To be deleted in its entirety.</u>	No longer relevant as training contract has been removed and replaced with "practical experience document".

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	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.		
Bye-law 68 - Transfer of registration	<p>(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.</p> <p>(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.</p>	<p>(1) A <u>practical experience document</u>training contract may, by agreement between the parties thereto, be transferred to another principal <u>or training supervisor</u> 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.</p> <p>(2) The application for transfer of a <u>practical experience document, principal or training supervisor</u>training contract shall be accompanied by such fee as may be determined from time to time by the Institute in general meeting.</p>	<p>By-law 68 of the By-Laws.</p> <p>(a) To amend the term of “Training Contract” to “Practical Experience Document”;</p> <p>(b) To add training supervisor; and</p> <p>(c) To change term of “transfer of a training contract” to “transfer of practical experience document, principal or training supervisor”.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 69 - Principal in public practice	A principal 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 principal 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.	A principal shall be competent to train enter into a training contract with 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 principal 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.	By-Law 69 of the By-Laws. To reflect the amendment of the term "Training Contract" to "Practical Experience Document"
Bye-law 70 - Fresh contract or transfer to another principal on death, etc of member	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 principal 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;	Bye-law 70 - <u>New practical experience document</u> Fresh contract or transfer to another principal <u>or training supervisor</u> on death, etc of member If the principal <u>or training supervisor</u> of a stream one or <u>two</u> student ceases to be in public practice or <u>an approved training employer</u> or resigns from membership, the <u>practical experience document</u> training contract may be transferred to any other principal or <u>training supervisor</u> competent to <u>train a stream one or two students</u> sign a training contract . In the like events or if the principal <u>or training supervisor</u> shall die or be excluded or suspended from membership the student may <u>obtain</u>	By-Law 70 of the By-Laws. (a) To amend the term of "Training Contract" to "Practical Experience Document"; (b) To add training supervisor; (c) To add approved training employer; and (d) To add stream two.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	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.	<u>training from a new principal or training supervisor</u> enter into a fresh training contract for the remainder of the term of the <u>approved practical experience and shall notify the Institute, by executing and delivering a new executed practical experience document to the Institute, of its training with a new principal or training supervisor.</u> 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.	
Bye-law 71-Registered student may not have other business	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	No stream one or two student shall during his <u>period of approved practical experience</u> 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 <u>or training supervisor</u> and by	By-law 71 of the By-Laws. (a) To reflect the amendment on the term "Training Contract" to "Practical Experience Document";

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	permission granted by the Council, whose discretion shall be absolute.	the express permission granted by the Council, whose discretion shall be absolute.	(b) To add stream two; and (c) To add training supervisor.
Bye-law 72 - Service as a registered student	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: (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; provided the aggregate of the periods stated above do not exceed one half of the period of the training contract.	Every stream one or two student shall throughout his period of approved practical experience term of service under a training contract serve in an approved training employer organisation (ATE Θ). 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: (i) leave of absence from the business of his ATE Θ 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 ATE Θ as from time to time may be acceptable to his own ATE Θ ; and (iii) training for periods not exceeding six months in all in such other organisations as the Council may approve; provided the aggregate of the periods stated above do not exceed one half of the period of approved practical experience training contract .	By-law 72 of the By-Laws. (a) To reflect the amendments of the term "Training Contract" to "Practical Experience Document"; (b) To add stream two; and (c) To amend the term of "approved training organisation (ATO)" to "approved training employer" (ATE).

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 73 - Registration to be subject to Articles and bye-laws	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.	Bye-law 73 - Registration to be subject to <u>the Constitution</u> Articles and bye-laws All forms of <u>approved practical experience commenced</u> training contract executed after the date when these bye-laws come into force shall be subject to the <u>Constitution</u> Articles and bye-laws which may from time to time be in force and the <u>documents</u> contracts shall contain express provision to that effect.	Bye-Law 73 of the By-Laws. (a) To reflect the amendment on the term “Training Contract” to “Practical Experience Document”; and (b) To amend the term of “contract” to “document”.
Bye-law 74 - Stream two student	(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.	<u>To be deleted in its entirety.</u>	Not applicable anymore since stream two students are also required to enter into a practical experience document.
Bye-law 75 - Registration and training contract cancelled if registered	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	Bye-law 75 - Registration and <u>practical experience document</u> training contract cancelled if registered student declared not fit to become a member	Bye-law 75 of the By-Laws. (a) To amend the term of “Training Contract” to

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
student declared not fit to become a member	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.	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 practical experience document he may have signed shall for the purposes of the Articles Constitution 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.	“Practical Experience Document”; and (b) To replace the term of “Articles” to “Constitution”, which is the term used in the CA 2016 to refer to a M&A.

CHAPTER VII - EXAMINATIONS

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 77 - Certificate of service and fitness	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	<u>To be deleted in its entirety.</u>	By-law 77 of the By-Laws. (a) There is no definition of “fit and proper person” in the Bye-Law; and

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	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>(b) A practical experience document has been signed between a candidate and the principal for the candidate to be MICPA student, therefore a candidate is gauged and “deemed fit and proper person” once the document is signed; and</p> <p>(c) Other Professional Qualification bodies such as ACCA, ICAEW, CPA Australia and CAANZ do NOT have this requirement during enrolment of exams. However, some have this requirement for when they apply for membership after completion of their exams.</p>
Bye-law 79 - Notice to be given and fee to be paid by candidates	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	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	<p>By-law 79 of the By-Laws.</p> <p>Correction of grammatical error.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	shall have been announced for the commencement of such examination.	for the commencement of such examination.	

CHAPTER VIII - MEETINGS OF THE INSTITUTE

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-Law 86 - Annual general meeting	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 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	The annual general meeting of the Institute for transaction of the ordinary annual business of the Institute (including but not limited to namely the election of the members of the Council, the appointment and fixing of the remuneration of auditors and the reception and consideration of the annual report of the Council and audited financial accounts of the Institute with the auditors' report thereon) shall be held on the second Friday in June 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.	By-law 86 of the By-Laws. Section 340 of the CA 2016 provides that a public company shall hold an annual general meeting to transact, among others, the appointment and fixing of the remuneration of auditors.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	date of the previous annual general meeting.		
Bye-law 87 - Extraordinary general meeting	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.	The Council may whenever it thinks fit convene an extraordinary general meeting of the Institute and shall <u>call for an extraordinary general meeting within fourteen days from</u> 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 <u>five per centum</u> 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 <u>and shall hold the meeting on a date not more than twenty-eight days after the date of the notice to convene the meeting.</u>	By-law 87 of the By-Laws. Pursuant to Section 312(1) of the CA 2016, the directors shall call for the meeting within fourteen days from the date of the requisition and hold the meeting on a date not more than twenty-eight days after the date of the notice to convene the meeting. The purpose of the proposed amendment is to comply with Sections 311(3)(b) and 312 of the CA 2016.
Bye-law 89 - Notice of meetings to be given	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 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	By-law 89 of the By-Laws. It would appear that all meetings would require 21 days' notice. Effectively, even if there is an ordinary resolution to be passed at EGM, 21 days' notice will be required.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	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 accounts 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.	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 audited financial accounts 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.	
Bye-law 90 - Chairman of meeting	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.	<u>Subject to these bye-laws,</u> At all meetings of the Institute the President of the Institute or in his absence the Vice-President of the Institute shall be the 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. <u>Members of the Council appointed pursuant to bye-law 5(1)(a)</u>	By-law 90 of the By-Laws. To cater for situations where the President or Vice-President is not at the main venue of the meeting and the chairperson of the meeting will need to be elected accordingly.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<u>shall not be entitled to be elected as chairman of any meetings of the Institute.</u>	
Bye-law 93(1) - Voting at meeting and demand for poll	(1) At an 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 member 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.	(1) At an 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 three five members present <u>in person or by proxy</u> 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. ... <u>(2A) For members participating in any general meeting of the Institute by web-based communication, electronic or such other communication facilities or technologies available, the Council shall decide on the technology or</u>	By-law 93(1) and (2A) of the By-Laws. Section 330(1) of the CA 2016 provides, among others, that a poll may be demanded by at least three members present in person or by proxy. Further, Section 331(a) of the CA 2016 states that a provision of the constitution shall be void in so far as the provision would have the effect of excluding the right to demand a poll at a general meeting on any question or matter other than the election of the chairperson of the meeting or the adjournment of the meeting. Hence, excluding the right to demand a poll for appointment of scrutineers will be void. We have also proposed a new paragraph (2A) to allow the Council to decide on the voting

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<u>method that enables members who are present and entitled to vote to exercise their right to speak and vote at the meeting. Members' right and entitlement to vote in such meetings shall be subject to the provisions of these bye-laws and any vote given pursuant to this bye-law shall be valid as if given by way of show of hands, poll or postal ballot, as the case may be.</u>	method for members who participate meetings electronically.
Bye-law 94(3), (4) and (6) - Postal ballot	<p>(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.</p> <p>(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</p>	<p>(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 <u>or electronically delivered</u> to all members who would have been entitled, if present, to vote at a general meeting held on the day of the posting <u>or electronic delivery</u> of the said voting papers. Such voting papers shall be posted <u>or electronically delivered</u> to each such member to his registered postal or electronic <u>last notified by him to the Secretary.</u></p> <p>(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</p>	<p>By-law 94(3), (4) and (6) of the By-Laws.</p> <p>(a) To give an option for the Council to deliver the voting papers electronically; and</p> <p>(b) To specify the postal and electronic address as notified by the member to the Secretary for clarity purposes.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	<p>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.</p> <p>...</p> <p>(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</p>	<p>indicated in the directions and by posting <u>or electronically deliver</u> the voting papers to the Institute addressed to the scrutineers <u>or the electronic address(es) as indicated in the voting papers</u> 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 <u>or electronic delivery</u>.</p> <p>...</p> <p>(6) Envelopes <u>and/or other electronic communication</u> 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</p>	

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	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.	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.	
Bye-law 95(1) - Each member to have one vote	(1) On a show of hands every member present in person and entitled to vote shall have one vote.	(1) On a show of hands Every member present in person <u>or by proxy who is</u> and entitled to vote shall have one vote.	By-law 95(1) of the By-Laws. Pursuant to Section 294(1) of the CA 2016, notwithstanding anything in the constitution, where a member is entitled to vote on a resolution has appointed a proxy, the proxy shall be entitled to vote on a show of hands, provided that he is the only proxy appointed by the member.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 95 - Each member to have one vote	-	<u>(7) Honorary Members shall not be eligible to vote.</u>	By-law 95(7) of the By-Laws. Honorary Members are not entitled to vote. Voting rights to full CPA only.
Bye-law 96(1) - Appointment of proxy	(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.	(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.	By-law 96(1) of the By-Laws. To avoid repetition on voting by members as the same is provided in bye-law 95.
Bye-law 97 - Instrument appointing proxy	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.	The instrument appointing a proxy shall be deposited with the Secretary at the Institute's office <u>or to the electronic address as specified pursuant to bye-law 97A</u> , at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, <u>or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll</u> , and in default the instrument of proxy shall not be treated as valid. <u>The Institute may specify a fax number or an electronic address in the notice of meeting, for the purpose of receipt of proxy appointments subject to bye-law 97A</u>	By-law 97 of the By-Laws. (a) To comply with and adopt the position under Section 334(3) of the CA 2016; and (b) To allow for members to have an option to submit their proxy forms electronically.

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<u>below and the rules, regulations and laws at that time specified therein.</u>	
-	-	<p><u>Bye-law 97A - Appointment of proxy via electronic communication</u></p> <p><u>(1) Subject to the Act, the Council or any agent of the Council so authorised by the Council, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with these bye-laws.</u></p> <p><u>(2) For the purpose of this bye-law, the Council may require such reasonable evidence they consider necessary to determine the identity of the member and the proxy.</u></p> <p><u>(3) Without prejudice to this bye-law, the appointment of proxy by electronic communication must be received at the electronic address specified by the Institute in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:</u></p>	<p>By-law 97A of the By-Laws.</p> <p>To keep abreast with technology and to also be future proof. Additionally, to align with CA 2016 provision on communication via electronic form under Section 612(1) and (3) of the CA 2016.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<p><u>(a) Notice calling the meeting;</u> <u>(b) Instrument of proxy sent out by the Institute in relation to the meeting; or</u> <u>(c) Website maintained by or on behalf of the Institute.</u></p> <p><u>(4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Institute pursuant to paragraph (3) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</u></p> <p><u>(5) An appointment of proxy by electronic communication which is not made in accordance with this bye-law shall be invalid.</u></p>	
-	-	<p><u>Bye-law 97B - Validity of proxy</u></p> <p><u>A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous</u></p>	<p>By-law 97B of the By-Laws.</p> <p>To clearly set out a provision on validity of proxy.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
		<u>death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority which the instrument of proxy was executed provided that no intimation in writing of such death, unsoundness of mind or revocation shall have been received by the Secretary at the Institute's office and/or at such other place or method as may be specified in the notice convening the meeting before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used.</u>	

CHAPTER IX - INVESTIGATION AND DISCIPLINE

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 100(2) - 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	(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	By-law 100(2) of the By-Laws. To replace the term "Articles" with the term "constitution",

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	have become liable to disciplinary action under any provisions of the Articles, the Secretary shall lay such facts and matters before the Investigation Committee.	liable to disciplinary action under any provisions of the <u>Constitution</u> Articles, the Secretary shall lay such facts and matters before the Investigation Committee.	which is the term used in the CA 2016 to refer to a M&A.
Bye-law 101(4), (6) and (7) - Powers and duties of Investigation Committee	<p>(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:</p> <p>(i) prefer a complaint to the Disciplinary Committee;</p> <p>...</p> <p>(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</p>	<p>(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:</p> <p>(i) prefer a complaint to the Disciplinary Committee;</p> <p>...</p> <p>(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.</p>	<p>By-law 101(4), (6) and (7) of the By-Laws.</p> <p>To replace the term “prefer” to “refer”.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	<p>by the defendant to the Investigation Committee.</p> <p>(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.</p>	<p>(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.</p>	
Bye-law 102(4) - Consent orders	<p>(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</p>	<p>(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</p>	<p>By-law 102(4) of the By-Laws.</p> <p>To replace the term “preferral” to “referral”.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	having regard to any further information it has received it decides that no prima facie case exists.	received it decides that no prima facie case exists.	
Bye-law 104(1)(c)(iii), (d)(iii) and (e)(iii) - Powers of Disciplinary Committee	<p>(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:</p> <p>...</p> <p>(c) If the defendant is a provisional member:</p> <p>...</p> <p>(iii) that the registration of his training contract be suspended for a specified period not exceeding two years;</p> <p>...</p> <p>(d) If the defendant is an accounting technician:</p> <p>...</p> <p>(iii) that the registration of his training contract be suspended for a</p>	<p>(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:</p> <p>...</p> <p>(c) If the defendant is a provisional member:</p> <p>...</p> <p>(iii) that the period period registration of his contract approved practical experience training contract be suspended for a specified period not exceeding two years;</p> <p>...</p> <p>(d) If the defendant is an accounting technician:</p> <p>...</p> <p>(iii) that the period period registration of his contract approved practical experience training contract be suspended for a specified period not exceeding two years;</p> <p>...</p>	<p>By-law 104(1)(c)(iii), (d)(iii) and (e)(iii) of the By-Laws.</p> <p>To reflect the amendment on the term “training contract” to “practical experience document”.</p>

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	<p>specified period not exceeding two years;</p> <p>...</p> <p>(e) If the defendant is a registered student:</p> <p>...</p> <p>(iii) that the registration of his training contract be suspended for a specified period not exceeding two years;</p>	<p>(e) If the defendant is a registered student:</p> <p>...</p> <p>(iii) that the period registration of his practical experience document training contract be suspended for a specified period not exceeding two years;</p>	
Bye-law 113 - Power to make regulations	<p>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.</p>	<p>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 Constitution Articles and these bye-laws) as may be considered by them necessary for the performance of their respective functions.</p>	<p>By-law 113 of the By-Laws.</p> <p>To replace the term “Articles” with the term “constitution”, which is the term used in the CA 2016 to refer to a M&A.</p>

CHAPTER X - PRACTICE REVIEW

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 115(3)(c) - Powers of Practice Review Committee	(3) On completion of a practice review, the Practice Review Committee may do one or more of the following: ... (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.	(3) On completion of a practice review, the Practice Review Committee may do one or more of the following: ... (c) Lodge a complaint with the Investigation Committee where the member has failed to maintain professional standards or has breached the Constitution Institute's Articles , bye-laws or code of ethics.	By-law 115(3)(c) of the By-Laws. To replace the term "Articles" with the term "constitution", which is the term used in the CA 2016 to refer to a M&A.
Bye-law 116(b) - Secrecy	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: ... (b) As may be required by a statute.	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: ... (b) As may be required by a statute.	By-law 116(b) of the By-Laws. Correction of a spelling error.

CHAPTER XI - ADVISORY BOARD

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 117(1) - Establishment of Advisory Board	(1) The Council may establish an Advisory Board and invite persons of high professional, business or social standing to be its members.	(1) The Council may establish an Advisory Board and invite persons of high professional, business or social standing, <u>including but not limited to Honorary Members,</u> to be its members.	By-law 117(1) of the By-Laws. One function for Honorary Members which will benefit the Institute.
Bye-law 118(a) - Functions of Advisory	The terms of reference of the Advisory Board shall be as follows: (a) To provide ideas, advice and counsel to the Council on any matters affecting Board the Institute.	The terms of reference of the Advisory Board shall be as follows: (a) To provide ideas, advice and counsel to the Council on any matters affecting <u>Board</u> the Institute.	By-law 118(a) of the By-Laws. Correction of a typographical error.

CHAPTER XII - AUDIT

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 122 - Removal of auditors	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	The Institute may, by a resolution passed at a general meeting specially convened with notice of the object <u>given to the Institute at least twenty eight days before the meeting at which it is moved</u> (and for which resolution not less than three-fourths of the member present	By-law 122 of the By-Laws. Pursuant to Sections 276 and 322 of the CA 2016, notice of intention to move a resolution to remove an auditor will need to be given at least twenty-

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
	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.	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.	eight days before the meeting at which it is moved. Further, pursuant to Section 280(1)(b) of the CA 2016, a special notice will also be required for a resolution to appoint a new auditor in place of an outgoing auditor if, among others, no AGM is held since the outgoing auditor ceased to hold office due to his resignation or removal.

CHAPTER XIII - INDEMNITY

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Bye-law 123 - Indemnification of members of	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	<u>Subject to the provisions of the Act,</u> e Every member of the Council, the Secretary and every other officer and employee every auditor of the Institute	By-law 123 of the By-Laws. To replace the term “servants” to “employees”, since in the

BYE-LAWS			
Bye-Law Reference	Existing Provision	Proposed Amendments	Explanation
Council and others	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.	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.	CA 2016, 'officer' is defined to refer to, among others, Secretary. Hence, for other MICPA staff, they will be referred to as 'employee'.
Bye-law 124 - Members of Council and others not to be liable for losses	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.	Neither any member of the Council nor the Secretary nor any other officer nor any employee <u>auditor</u> of the Institute shall be liable for any other member of the Council or the Secretary or any other officer or any employee <u>auditor</u> 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.	By-law 124 of the By-Laws. To remove reference to auditors.

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