

## INSTITUTE OF CHARTERED ACCOUNTANTS OF JAMAICA

## BYE-LAWS AS REVISED

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**BYE-LAWS AS REVISED**

1. The following are the Bye-Laws of the Institute (as revised July, 2013):

***Definitions***

2. In these Bye-Laws:

- (a) Words have the same meaning as the Act and references herein to members, Fellows, Associates and meetings shall unless the contrary intention appears, be construed as having reference to members, Fellows, Associates and meetings respectively of the Institute.
- (b) "The Act" means the Public Accountancy Act 1968.
- (c) "Applicant" means anyone applying to the Institute or the Council under the bye-laws.
- (d) "Bye-Laws" means these Bye-Laws as amended and in force from time to time.
- (e) "Public Practice" includes but is not confined to auditing.
- (f) "Firm" means a partnership and includes any body corporate.
- (g) "Financial Year" means the financial year of the institute.
- (h) "The Secretary" means the Secretary of the Institute; and includes any officer for the time being performing the duties of Secretary.
- (i) "Member" or "Members" means member or members of the Institute in good standing.
- (j) "Organization" includes corporation, company, society, association, firm or similar body.
- (k) "Practising Member" means a member in possession of a practising certificate issued by the Institute.
- (l) Words importing the masculine gender include the feminine; words importing the singular number include the plural and words importing the plural number include the singular.
- (m) "Profession" means the profession of Chartered Accountant

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and "Professional" refers to that profession.

- (n) "Scheduled Society" means any of the Institutions set out in the Third Schedule of the Act and any other professional accountancy body that is, on the recommendation of the Public Accountancy Board, approved by the Minister for the time being charged with responsibility for the subject under which the Act falls for the purposes of sub-paragraph (ii) of paragraph (a) of sub-section (1) of Section 22 of the Act.
- (o) "Rules and regulations" means the rules and regulations of the Institute from time to time in force.
- (p) "Rules of Professional Conduct" means the rules of professional conduct of the Institute from time to time in force.
- (q) "Seal" means the seal of the Institute as adopted by resolution of the Council from time to time.
- (r) "Student" means a student in good standing registered under these Bye-Laws.
- (s) "Registered Public Accountant" has the same meaning as in the Act.
- (t) "Graduate" shall mean a registered student who has passed the qualifying examinations but has not satisfied the other appropriate conditions for application for, or admission to, membership.
- (u) "Relevant firm" shall mean any firm which has undertaken to be bound by all or some of these Bye-Laws.
- (v) "Specified person" means, in relation to a relevant firm which is a partnership, any partner in that firm.
- (w) "Electronic Format" means any technology utilised by facsimile machines, scanning devices, mail sent using computers or other similar automated or photographic devices, any other technological form of representation of information having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities including but not limited to compact discs, tapes, sound tracks or other devices in which printed words, writing, sounds or other data are embodied so as to be capable of being reproduced (with or without the aid of some other equipment).

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- (x) “Electronic Means” means any method of dispatch or communication of sounds, documents, words, writing, maps, photography, graphs, plans or other data which involves the use of equipment or technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to facsimile machines, electronic mail sent via computers, mobile scanning devices, instant messages via mobile devices, short message services or via the Internet.
- (y) Any other word or phrases in the Bye-Laws, rules and regulations of the Institute shall have the meaning or scope given it from time to time by resolution of the Council.

#### *Membership*

- 3. (1) There shall be three classes of membership of the Institute, that is to say, Fellows, Associates and Affiliates, each of which shall be subject to the specific provisions in these Bye-Laws relating to that class of member and each of which shall pay the appropriate fees as determined under Bye-Law 68.
  - (2) Except as provided by Bye-Law 7 and 9 all persons admitted to membership of the Institute shall be admitted as Associates.
  - (3) Any fellow or associate member who ceases to be resident in Jamaica may by application in writing be transferred to member overseas and have his subscription reduced whilst he is not resident in Jamaica to the amount determined under Bye-Law 68. No such member shall be eligible to be elected to the Council of the Institute.
- 4. (1) The Council shall admit to membership of the Institute any person entitled to membership under the Act, subject to the provisions of Bye-Law 4(3).
  - (2) The Council may by resolution passed by a majority of not less than three-fourths of the members of the Council present and voting admit to membership of the Institute any registered public accountant who at any time before, but not after, the expiration of:
    - (a) Three years from the commencement of the Act had been in public practice continuously and on a full-time basis

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- for at least fifteen years; or
- (b) Five years from the commencement of the Act had been in public practice continuously and on a full-time basis for at least ten years as a member of The Association of International Accountants of the United Kingdom or The British Association of Accountants and Auditors of the United Kingdom or The Society of Commercial Accountants of the United Kingdom.
- (3) The Council shall only admit to membership an applicant who:
- (a) except as provided under Bye-Law 37 (3)(c)(iii), shall have made application for membership in the form prescribed by the Institute from time to time; and
  - (b) is proposed and seconded by two members of the Institute who shall certify that to their knowledge he is a fit and proper person to be a member of the Institute.
- (4) Any member, not in arrears for fees or otherwise, wishing to resign his membership shall tender written notice to the Council and on its acceptance his membership shall cease accordingly. Any member giving such notice shall remain liable for any subscription or other sums due from him at the date of such notice.
- (5) Provided that a member in respect of whom a complaint has been referred to the Investigations Committee pursuant to Bye-Law 79 or to the Disciplinary Committee pursuant to Bye-Law 80(3)(e) shall not be entitled to resign his membership until such complaint has been finally disposed of under these Bye-Laws and the amount of any fine or costs specified in any order made in respect of him by the Disciplinary Committee or Appeal Committee or pursuant to the Disciplinary Scheme, has been paid in full.
- (6) Any person ceasing by death, resignation or otherwise to be a member of the Institute shall not, nor shall his representatives have any claim upon or interest in the funds of the Institute, in respect of any subscription or fees paid.
5. The Council may by resolution admit to membership of the Institute any person not under twenty-one years of age of good moral character and habits who:

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- (1) has acquired approved accountancy training by at least three years continuous service, or 4,725 equivalent hours in full- or part-time service, either in the office of a practising accountant or in a responsible position in commerce, industry or government service or any combination thereof provided that he has passed the final examination of the Institute and has satisfied the Council as to his professional attainments and experience, or
- (2) is a graduate of any university approved by the Council of the Institute for the purpose and has acquired approved accountancy training for at least three years continuous service, or 4,725 equivalent hours in full- or part-time service, in the office of a practising accountant or in a responsible position in commerce, industry or government service or any combination thereof, provided that he has passed the final examination of the Institute and has satisfied the Council as to his professional attainments and experience.
- (3) Provided that:
  - (a) where an applicant has achieved the academic qualifications specified above earlier than thirty-six (36), or such other period as the Council may approve not exceeding sixty (60) months, prior to the submission of his/her application, the Council may require such applicant to sit and pass an examination prescribed by the Council to demonstrate that he/she has maintained the currency of his/her knowledge at a level considered by the Council to be appropriate for Membership, and
  - (b) the applicant activates his membership by paying, within three months of being admitted to membership, that is, upon notification that Council has approved his application for membership, the following fees:

In the year of admission, the annual subscription fee shall be pro-rated according to the month of admission in relation to the financial year, from the first day of the month following notification of admission. Thereafter, annual subscriptions become due and payable on April 1 of each year.

For purposes of this Bye-Law, notification shall be deemed to have taken place ten days from the date of the notice. Where the applicant fails to activate his membership within the time specified, he must re-apply.

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- (4) Until such time as the applicant successfully meets all requirements as stated in Bye-Law 5(3) the applicant will, at the discretion of Council, be transferred to the Graduate register at fees to be set by Council and reviewed from time to time.
6. The Council in its discretion may by resolution admit to membership of the Institute any person who is a member of a professional accountancy body approved by the Council for the purposes of paragraph (b) of subsection (2) of Section 22 of the Act who is not otherwise eligible for membership of the Institute under any other provision of the said Section 22 and who has attained the age of twenty-one years and is of good character.
7.
  - (1) The Council may by resolution admit to membership of the Institute as an affiliate member, any person who applies for such membership and is qualified for membership of the Institute and is a person who is a citizen of Jamaica.
  - (2) A person who is not a citizen of Jamaica and not resident in Jamaica and who was not immediately before the commencement of the Act, ordinarily resident in Jamaica may only be admitted to membership of the Institute as an affiliate member.
  - (3) An affiliate member shall be elected for a period not exceeding one year expiring at the end of March but shall be eligible for re-election annually on application.
  - (4) Affiliate members shall have all the privileges of membership except the right to vote at general meetings of the Institute and the right to be elected to the Council of the Institute.
8. A member shall automatically become a Fellow of the Institute on the first day of April after;
  - (a) He has engaged himself continuously in public practice for five years as an Associate of this Institute or as an Associate of a Scheduled Society; or
  - (b) He has been engaged in work of an accountancy nature for ten years as an Associate of this Institute or as an Associate of a Scheduled Society in a capacity approved by the Council.
9. An individual who has been a member in good standing continuously for a period of five years (or such other period as may be prescribed by

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regulation) shall advance to fellowship and become a Fellow of the Institute on the first day of April next following.

10. The Council shall decide whether any person applying to be admitted as a member has or has not fulfilled such of the conditions specified in the Bye-Laws of the Institute as are applicable in his case.
11. (1) Every member shall be entitled to receive a certificate of membership which shall be in such form as the Council may from time to time determine and, subject to the terms of these Bye-Laws, to hold the certificate as long as he remains a member.  
  
(2) Such certificate shall remain the property of the Institute and in the event of termination of membership for any reason other than death shall be returned to the Institute.
12. The Privileges of a member shall not be transferable and shall cease immediately upon the termination of his membership.
13. Every member shall be bound to further to the best of his ability the objects, interests, and influence of the Institute, and shall observe all the provisions of the Bye-Laws, rules or regulations of the Institute made pursuant to the powers in that behalf.

#### ***Practising Certificate***

14. (1) No member of the Institute shall practise as a Chartered Accountant without first obtaining a practising certificate from the Council of the Institute.  
  
(2) (a) A member of the Institute, holding a certificate to practise from the Public Accountancy Board, shall be entitled on application therefor to a practising certificate if:
  - (i) such member has, before or after, or partly before and partly after becoming a member of the Institute gained practical experience of a sufficiently high standard, while employed in the office of a practising Accountant, who himself is a member of the Institute of Chartered Accountants of Jamaica, for a continuous period of not less than thirty months; and he/she is recommended by two persons who are members of the Institute or of a Scheduled Society who shall certify that in their



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opinion the member has gained the experience required; or

- (ii) such member has, before or after, or partly before and partly after admission to membership of the Institute gained practical experience of a sufficiently high standard while employed in the office of a practising Accountant who is a member of a Scheduled Society for a continuous period of not less than thirty months; and he/she is recommended by two persons who are members of the Institute or of a Scheduled Society who shall certify that in their opinion; the member has gained the experience required.
- (b) As of January 1, 2002, in addition to the requirements of Bye-Law 14(2)(a), members applying for a practising certificate must have passed Paper 3.1 – Audit and Assurance Services, of Part 3 of the ICAJ/ACCA joint examination scheme, or an equivalent paper.
- (3) A practising certificate issued to an affiliate member will be limited to the period for which such member shall be registered as a member of the Institute.
- (4) In the case of applications after 31 March 1985:-
    - (a) The qualifying period under 2(a) or 2(b) must be within the five years preceding the date of such application except as in (b) below.
    - (b) Where a member met the requirements of 2(a) or 2(b) more than five years prior to the date of his application but did not apply when entitled to do so or held a practising certificate more than five years prior to the date of his new application and relinquished his rights to practise in the intervening period, he will have the option to:
      - (i) Sit and pass a written examination set by the Council of the Institute on professional matters, or
      - (ii) Be interviewed by a panel consisting of not less than three nor more than five members of the Council of the Institute and satisfy the panel as to his professional knowledge and competence, or

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- (iii) Serve a further continuous period of not less than twelve months in the office of a practising member of the Institute.
- (5) The following persons, upon application therefore, shall be entitled to a practising certificate whether or not they satisfy the conditions set forth in paragraphs (2) and (4) of this Bye-Law:-
- (a) any person who was a member of the Society of Chartered Accountants in Jamaica at the date of the formation of the Institute;
  - (b) any person who was a member of the Jamaica Branch - The Association of Certified and Corporate Accountants - at the date of the formation of the Institute and who is in possession of a practising certificate issued by the Association of Certified Accountants;
  - (c) any person who, being a member of the Institute in good standing as at the 31 March 1985, and at such date, would under the then existing Bye-Laws be entitled to receive a practising certificate;
  - (d) any person who on the sixteenth day of January 1965 was a member or a registered student of the Jamaica Branch - The Association of Certified and Corporate Accountants - shall be entitled to the same rights in regard to a practising certificate of the Institute as he would have been entitled on the date abovementioned.
- (6) A practising certificate shall remain the property of the Institute and in the event of suspension, or transfer to member overseas, pursuant to Bye-Law 3(3), or transfer to member in retirement, pursuant to Bye-Law 69(2)(b), or termination of membership for any reason, shall be returned to the Institute.
- (7) The conditions for the issue of practising certificates shall be such as may from time to time be prescribed in regulations made by Council and include the following:
- (a) Practising certificates shall be in such form or forms as Council may from time to time prescribe.
  - (b) No application for the issue of a practising certificate shall be considered by Council in instances where the

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applicant's appropriate membership fees are in arrears

- (c) The issue and non-withdrawal of a practising certificate shall be dependent on the practitioner holding current Professional Indemnity Insurance.

- (8) Where the fees of the practice exceed the amount specified by Council from time to time, the following paragraph (a) shall apply where a member holds a practising certificate and is in practice without a partner and paragraph (b) shall apply where the partners of a practising firm are holders of practising certificates.

- (a) the member shall enter into a written agreement for the continuity of the practice of the member:

- (i) in the event of death or any other circumstances which makes it impractical for his continuing the said practice; or
- (ii) in circumstances where there will be discontinuance of the said practice for a specific period.

PROVIDED however that the agreement shall not be made other than with a practising member; or a firm of Chartered Accountants whose practise is based in Jamaica.

- (b) The firm shall make arrangements for the continuity of that practice in the event of dissolution and such arrangements shall either be contained

- (i) in the partnership agreement; or
- (ii) in collateral written agreement wherein a practising member or another partnership of practising Chartered Accountants is thereby nominated to be responsible for the servicing of the clients of the partnership in the event of dissolution.

- (9) Members who intend to engage in public practice shall, prior to the commencement of the practice, advise the Institute of :

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- (a) the name and address of the practice
  - (b) the name of the partner or partners involved at that practice.
- (10) Where there is any change of any name or composition of a firm of Chartered Accountants the partners shall advise the Institute in writing of the details of such changes within 30 days of the effective date of the change.
- (11) The Council's decision on any matter arising under this Bye-Law shall be final.
- (12) By acceptance of the issue of a practising certificate all partners in a firm and the firm of which they are partners agree to be bound by the Bye-Laws, Rules and Regulations.

*The Council*

15. (1) (a) The Council shall consist of not fewer than eight nor more than twelve members of the Institute, and of the members of Council at least one shall be a public officer, and of the remaining members at least one-third shall be persons who are neither accountants in private practice nor public officers.

One third of the members of the Council shall retire annually, and shall be eligible for re-election without nomination. Those retiring shall be those with the longest period of unbroken membership on the Council. Any retiring member of Council who is in office as the President or First Vice President shall be returned as a member of Council without re-election, unless he declines.

At any annual general meeting at which temporary members cease to hold office by virtue of paragraph (3) hereof the number of members required to retire under this paragraph shall be decreased by the number of such temporary members, so that no member shall retire under this paragraph if the number of such temporary members is equal to or more than one-third of the number of the members of the Council.

- (b) The members of the Council from time to time shall continue to act until their successors are elected or appointed.
- (c) Council members should observe the Code of Practice adopted by the Council.
- (d) No member shall be re-elected to Council, if at the date of his re-election the member has served as a member of Council for four terms, a term being three years, as an elected member, except where the person at the time of his re-election is President or Vice President.
- (2) A Council member who is absent from three consecutive Council meetings or otherwise is absent from four Council meetings in any Institute year shall be liable to have his membership of the Council terminated and his place declared vacant by an ordinary resolution of the Council at its regular monthly meeting. Notice of such resolution shall be given at the

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same time as the notice of the meeting at which the resolution is to be proposed.

- (3) All vacancies which occur in the Council by death, resignation or otherwise in the interval between annual general meetings shall be filled by the appointment of the Council. All members appointed under this paragraph shall hold office until the next annual general meeting and shall be known as temporary members.
- (4) Members of the Council may be paid their reasonable out of pocket expenses of attending meetings of the Council and Committees of the Institute and of conducting the affairs of the Institute, and the Council may authorise the payment of such expenses to any other member so engaged.

#### *Application of Funds*

- (5) The Council shall have power to apply the funds of the Institute in promoting furthering or protecting the objects of the Institute and without prejudice to the generality of the foregoing:
  - (a) in acquiring whether by renting or otherwise premises for use as a hall, library, offices or otherwise for the use of members or for any purpose of the Institute;
  - (b) in maintaining an efficient library or libraries for the use of members and registered students;
  - (c) in paying remuneration to officers and servants of the Institute or pensions or gratuities to former officers and servants or their dependents or in making other provisions or gratuities to former officers and servants or their dependents;
  - (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 or for the expenses reasonably incurred by any persons, whether members or not who have rendered special services to the Institute;
  - (e) in making gifts or contributions for national, public educational or charitable purposes;
  - (f) in making grants to universities or other educational establishments or in providing lectures, classes or other

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tuition or in making grants therefor or in establishing scholarships or exhibitions or in giving prizes or in otherwise promoting or furthering the interest of the profession;

- (g) in making grants or other contributions to local or other societies or members of the Institute having as their object the furtherance of the objects of the Institute;
- (h) in publishing or distributing or causing to be published or distributed any book pamphlet or journal relating to the affairs of the Institute or furthering the interests usefulness and efficiency of members of the Institute;
- (i) in any other manner whatsoever consistent with the provisions of the Act and the Bye-Laws of the Institute promoting furthering or protecting the interests usefulness and efficiency of the accountancy profession and members of the Institute.

#### ***Exercise of powers of Council***

16. The Council shall exercise its powers 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 previous 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.

#### ***General Meetings and the Election of The Council***

17. (1) The annual general meeting of the Institute for the election of the Council, the appointment of auditors and for the transaction of such other business as may be brought for the meeting shall be held in July of each year at such time and place as the Council may from time to time determine.
- (2) At least twenty-one days notice of the annual general meeting shall be given to each member. The notice convening the meeting shall set forth the procedure of nomination and election to Council and shall be accompanied by:
- (a) A copy of the report of the President and the Council including the annual financial statement and the report of

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the auditors thereon.

- (b) The names, qualifications, and resumes of members nominated for election.
  - (3) Any member wishing to bring before the annual General Meeting any motion not relating to the ordinary business of the meeting shall give notice of such motion in writing to be received by the Secretariat by the 1st day of June prior to the meeting from not less than nine other members expressing their desire that the motion should be so brought before the meeting. No such notice or requisition shall be valid if any of the members concerned is in arrears for more than three months of any subscription or sum payable by him to the Institute.
- 18.** (1) Nominations of candidates for election to the Council shall be in writing signed by two members and shall be lodged with the Secretary by the first working day in June.
- (2) Election of the Council shall be by ballot.
  - (3) The Secretary shall prepare voting papers containing the names of the candidates so nominated and the voting papers shall be available at the annual general meeting.
  - (4) The Secretary shall deliver the voting papers lodged with him to three or more scrutineers appointed by the Chairman from members who are not candidates.
  - (5) Any tie will be broken by lot drawn privately by the scrutineers.
  - (6) The Chairman shall declare to the annual general meeting that the candidates named in the scrutineers' certificate have been elected to the Council for the ensuing year but the officers of the Institute shall notwithstanding continue to act until their successors are elected.
  - (7) The voting papers shall be destroyed following the annual general meeting.
- 19.** At the annual general meeting of the Institute, a member or members, other than members of the Council, shall be elected auditor(s) for the current year.
- 20.** Extraordinary general meetings of the Institute shall be held from time to time on resolution of the Council or after a requisition delivered to



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the Secretary signed by ten or more members, for such purposes or the transaction of such business as may be specified in the resolution or requisition. At least 21 days notice of such meetings shall be given to members.

21. Any general meeting of the Institute may be adjourned from time to time by a resolution passed by a majority of the members present but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
22.
  - (1) At any general meeting of the Institute twenty members present shall constitute a quorum. Where, however, sufficient notice of any general meeting shall have been given, if within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next fortnight, at the same time and place, or to such other day and at such other time and place, as the Council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be the quorum.
  - (2) Subject to Bye-Law 22(6), every member present shall have a vote and the Chairman shall in addition have a casting vote.
  - (3) Voting shall be by ballot on any resolution to alter, amend or add to the Bye-Laws of the Institute.
  - (4) Voting other than for the election of the Council will be by show of hands unless two members present require a vote by ballot.
  - (5) If a vote by ballot is required the Chairman shall appoint scrutineers to take the vote.
  - (6) At every general meeting or special meeting of the Institute and in every ballot every member shall have a vote save as is otherwise provided by the Bye-Laws but a member shall not be entitled to be present at any meeting or to vote on any ballot if he is in arrear for more than three months of any subscription or other sum payable by him under the Bye-Laws of the Institute.
23. On any vote by ballot, any member may cast his vote by proxy in the form determined by the Council from time to time.

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24. Subject to the Bye-Laws, the procedure at all meetings in connection with the affairs of the Institute shall be governed by the rulings of the Chairman.

***Meetings of the Council and Election  
and Duties of Officers***

25. Immediately after the annual general meeting of the Institute the Council shall meet and the Council shall:
- (a) from among its members elect a President of the institute and one or more Vice-Presidents; and
  - (b) appoint a Secretary and a Treasurer or a Secretary/Treasurer and such other officers as the Bye-Laws of the Institute may provide from time to time.
26. (1) The President shall be the chief executive officer of the Institute and shall be entitled to preside at all meetings of the Institute and the Council.
- (2) In the absence of the President or at his request a Vice-President shall act as President.
27. The Secretary shall be responsible for the keeping of the records and papers of the Institute and for the performance of all secretarial duties in the Institute and shall perform such other duties as the Council may from time to time direct.
28. The Secretary, who need not be a member, shall also be responsible for maintaining a register of the members and students.
29. The Treasurer, who need not be a member, shall be responsible for the custody, receipt and disbursement of the funds of the Institute, the keeping of accounts and the preparation of financial statement and shall perform such other duties of a financial nature as the Council may from time to time direct.
30. (1) Other meetings of the Council will be held monthly at such times and places as the President shall from time to time determine and reasonable notice shall be given to all members of the Council of such meetings.
- (2) At every meeting of the Council five members present shall

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constitute a quorum, save where otherwise specifically provided by the Bye-Laws.

- (3) Every member of the Council present at a meeting of the Council shall have one vote and the Chairman shall in addition have a casting vote.

***Banking, Authorized Signatures and Seal***

- 31. (1) The monies of the Institute shall be kept in such banks as the Council may from time to time by resolution determine.
- (2) All monies of the Institute not immediately required for the purpose of the Institute [as set out in Bye-Law 15(5)] may be invested by Council in any of the following:
  - (a) Certificates of Deposit
  - (b) Leasehold property of which the unexpired term at the time of investment is not less than ten years.

The Council may make any other investments from time to time (as seen fit) with a view to enhancing the Institute's economic position.

- (3) All cheques, other than those drawn on any imprest bank account authorized by resolution of the Council, shall be signed by two of the following officers: the President, one Vice-President, the Treasurer and the Secretary, and one of such other officers as are appointed for this purpose by the Council.
- 32 Members of the Council shall provide for the safe custody of the seal, which shall only be used by the authority of the members of the Council or of a committee of the members authorized by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by the President, or a Vice-President together with either the Secretary, the Treasurer or some other person appointed by the Council for the purpose.
  - 33. All membership, fellowship and practising certificates shall be under the seal of the Institute attested by the President or a Vice-President and by the Secretary.

***Committees and Boards***

- 34. (1) The Council may from time to time appoint such Committees or

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Boards from the members of the Institute as the Council may deem necessary or desirable and may alter the membership of any Committee or Board after appointment as Council may think fit, provided that, at all times, members of the Institute shall constitute at least a two-thirds majority of each Committee or Board.

- (2) The President and Vice-President shall be ex-officio members of all Committees and Boards of the Institute, except the Investigations Committee and the Disciplinary Committee and such other Committees and Boards as the Council may from time to time determine.
  - (3) Meetings of Committees or Boards shall be held at such times and places as the Chairman thereof shall from time to time determine on reasonable notice.
  - (4) At any meeting of a Committee or Board, two members of the Committee or Board shall constitute a quorum unless otherwise prescribed by the Council.
  - (5) Every member of a Committee or Board present shall have a vote and the Chairman shall in addition have a casting vote.
  - (6) All Committees and Boards of the Institute shall be subject to the authority of the Council in connection with the affairs of the Institute.
- 35.** Every member of Council, every member of any committee or sub-committee of Council, the Secretary, Officers and servants of the Institute, and each auditor shall be indemnified by the Institute from all liability, expenses or costs which by virtue of any rule of law would otherwise attach to him in relation as an officer to the Institute unless such liability arises from his own default or (in the case of any auditor) from his negligence.
- 36.** (1) Subject to Bye-Law 34 (1), the Council shall appoint annually such members of the Institute as the Council may select to be:
- (a) the Membership Committee
  - (b) the Student Affairs Committee
  - (c) the Taxation Committee
  - (d) the Legislation Review Committee
  - (e) the Future of the Profession Committee
  - (f) the Public Relations and Marketing Committee
  - (g) the Finance Committee
  - (h) the Audit Practice Committee

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- (i) the Investigations Committee
  - (j) the Disciplinary Committee
  - (k) the Continuing Professional Development Committee
  - (l) the Accounting Standards Committee
  - (m) the Public Sector Committee
  - (n) the Resource Centre & Website Committee
  - (o) the Bye-Laws and Handbook Committee
  - (p) the Current Affairs Committee
- (2) There shall also be constituted an Appeal Committee which shall consist of all members of the Council not on the Investigations Committee or the Disciplinary Committee.
- 37A.** (1) The Membership Committee may act on behalf of the Council in considering and approving applications for registration and re-registration as students and for examinations and in any other matter referred to it by the Council.
- (2) The Membership Committee may grant exemption from the instruction and service requirements of the Institute to a student who has completed equivalent instruction and service while a student of a Scheduled Society.
- (3) The Membership Committee shall examine applications for membership and recommend to the Council accordingly.
- (a) The 50% surcharge for re-application fees for persons seeking reinstatement to membership shall be combined and called a readmission fee.
  - (b) The Membership Committee shall market membership in the Institute to all eligible persons.
  - (c) The Membership Committee shall review and make recommendations to Council on:
    - (i) Granting membership
    - (ii) Granting of membership to members of other bodies
    - (iii) Transfer to retired membership, member overseas, fellowship and the re-admission of former members, except those excluded for disciplinary reasons. Former members who have been removed from the register of members for non-payment of

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fees or other amounts owing to the Institute, and who are desirous of re-activating their membership of the Institute within a period of not more than six months of removal or resignation, may be considered for re-admission without having to submit a formal application.

- (iv) The removal of members from the Register
  - (v) Suspension or waiver of members' subscriptions
  - (d) The Membership Committee, in conjunction with the Secretary of the Institute, shall secure the maintenance of a Register of Members and a Register of Students and, as appropriate, to procure the publication of such register.
  - (e) The Membership Committee shall consider, and make recommendations to Council on, application by members who have been excluded from membership for disciplinary reasons or had their practising certificates suspended.
- 37B.** (1) The Students Affairs Committee shall be responsible for the arrangements for the instruction of the students.
- (2) The Student Affairs Committee shall be responsible for the arrangements for examinations and shall report to the Council the results of the examinations of the Institute.
- 37C.** The Taxation Committee is responsible for maintaining research into technical matters and problems and for preparation of advisory and guidance statements for members and its functions shall include:
- (a) To monitor various Tax Laws and Regulations
  - (b) To review existing and proposed Tax Legislation
  - (c) To make recommendations for changes to existing or proposed legislation or regulations
  - (d) To pursue implementation via relevant Government Agencies
  - (e) To negotiate and obtain "Statements of Practice" from the relevant agencies with regard to otherwise controversial issues
  - (f) To ensure that members are kept abreast of changes as they

occur

- (g) To disseminate interpretations of tax provisions and bulletins to members

**37D.** The Legislation Review Committee is responsible for advising Council on matters pertaining to Company Law so far as it affects the profession and also for researching the Law with a view to formulating recommendations for amendment or revision to Government or other interested bodies.

**37E.** The Future of the Profession Committee is responsible for formulating and advising upon plans for the development of the profession in Jamaica and of the role to be played by the Institute in such development.

**37F** The Public Relations and Marketing Committee is responsible for promoting public awareness, understanding and support for the role played collectively and individually by members of the Institute in the Jamaican society and developing marketing strategies consistent with the Institute's objectives, that is:

- (a) To establish and maintain communication between the Institute and the media so as to ensure the flow of accurate, informative and relevant information from the Institute to the public, through media channels.
- (b) To enhance communications between the Institute and relevant Government officials, so that there will be collaborative action in the shaping of legislation which affect the operations of Accounting Professionals, Industry, Commerce and other relevant economic activities.
- (c) To inform members, staff and students of the Institute as well as practising public accountants in the public and private sectors of the rules and regulations which govern the Institute.
- (d) To create public understanding of what a Chartered Accountant does, and the benefits of the profession.
- (e) To promote knowledge of the Bye-Laws and Handbook which govern the activities of the members and students of the Institute.
- (f) To promote the profession of Accountancy as a viable, fulfilling and rewarding career.

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- (g) To promote and manage significant non training oriented events which are hosted by the Institute, such as dinners and graduation ceremonies.

To manage the presentation of the Institute's brand in all media where the brand of the Institute is presented.

**37G.** The Finance Committee is responsible for the general financial policy of the Institute, preparing the budget and advising Council on financial matters.

**37H.** The Audit Practice Committee is responsible for the following:

- (a) To consider and comment on any significant auditing issues.
- (b) To keep under review, policies, procedures and regulations relating to professional ethics and rules of conduct so far as these concern practising members.
- (c) At the request of individual members or representative bodies of members, to address circumstances wherein compliance with standards or other rules is difficult or unsatisfactory for practising members.
- (d) To formulate the Institute's responses to discussion papers, exposure drafts and similar documents on auditing matters issued for public comment by government and other organization including International Federation of Accountants.
- (e) To monitor compliance with auditing standards by the Institute's members by reviewing published audited financial statements.
- (f) To bring to the attention of the Institute's Council and general membership developments in auditing, law and practice which are considered relevant.
- (g) To monitor the output of other accounting and professional bodies and authoritative groupings in regard to auditing matters.
- (h) To liaise with the Secretariat concerning the issuing of auditing standards, ensuring timeliness and accuracy.

**37I.** (1) The Investigations Committee shall, when necessary or desirable



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investigate the conduct and good standing of members, students or firms and any matters referred to it by the Council.

- (2) The Council may from time to time make rules and regulations for the conduct of the work of the Investigations Committee, Disciplinary Committee and the Appeal Committee, as well as the circumstances in which appeals against a disciplinary order may be brought about and the procedures for dealing with such appeals.
- (3) The Investigations Committee shall have power to make enquiries from members, students and firms about professional matters, and to require the production of books, documents and working or other papers.
- (4) If a case is proven, in whole or in part, against a member, student or firm, which is deemed to be of such a nature that does not warrant referral to the Disciplinary Committee, the Investigations Committee shall have the authority to hand down, by "Consent Order", penalties, such as, imposing fines, reprimanding, cautioning, and to publish names and/or such details of case matter in the ICAJ Newsletter, as the Investigations Committee deems fit. A consent order is the making of a disciplinary order, as specified in this Bye-Law, with the consent of the person or firm concerned.

In addition, where costs are incurred by the Institute in investigating and considering a complaint, the Investigations Committee is authorized to order recovery of such costs from the offending member, student or firm.

- 37J.** (1) The Disciplinary Committee will conduct hearings of charges preferred against members and students by the Investigations Committee.
- (2) If, in circumstances where matters are referred to the Investigations Committee or the Disciplinary Committee or the Council, it appears to be urgent for the protection of the public, or members, or both, an order on a person, requiring him to take such action as is specified in the order ("intervention orders"), may be made by the Disciplinary Committee, without conducting the full disciplinary procedures which would apply in other circumstances.

Orders as to costs, which may provide for different orders in respect of individuals and firms, may be made against the

offending person or firm.

**37K.** The Continuing Professional Development Committee is responsible for the training and development of members of the ICAJ and for recommending to Council, the continuing professional development (CPD) requirements of members.

Such requirements shall be specified in the Continuing Professional Development Guidelines, as approved by Council, and are to be read in conjunction with these Bye-Laws. CPD requirements may be varied from time to time by Council.

Specifically, the Continuing Professional Development Committee has responsibility to:

- Formulate, review and recommend policies relating to the continuing professional development of members, for adoption by Council.
- Develop and implement continuing learning programmes designed to provide sufficient opportunity to all members of the Institute to:
  - keep abreast of current knowledge in their core areas of competence.
  - Familiarize themselves with new and emergent subject areas relating to professional development; and
  - Becoming aware of developments in related fields of practice.
- Liaise with other Committees and, in particular, the Accounting Standards and Audit Practice Committees, in the determination of the subject matter for the continuing learning and education for members and for courses on related subjects for non-members.
- Deliberate upon the future professional learning needs of the society and to build capacity within the profession to respond to those needs.
- Help members to meet the evolving expectations of society, as far as the technical and professional skills are concerned.
- Conduct continuing learning courses, seminars and conferences, workshops, etc. on subjects of relevance to the profession.

- Take such policy and administrative measures as may be considered by the Committee to be appropriate for implementing its mandate, including the monitoring of members' development and compliance with the continuing professional development requirements as mandated by Council.

**37L.** *(Intentionally left blank for Accounting Standards Committee)*

**37M.** The primary aim of the Public Sector Committee is to maintain a high level of co-operation between the Institute and the Government of Jamaica. Specifically, the Committee is required to:

- (1) collaborate with the Institute in ensuring that the accounting, auditing, financial and other reporting needs of central and local governments, and all public bodies are appropriately addressed within the context of our globalised economy;
- (2) promote and encourage acceptance of systems, and compliance with Standards that allow for higher levels of transparency and accountability in the public sector financial reporting.
- 3) identify/design programmes to facilitate exposure of central government employees to more appropriate systems and procedures which are utilised in the private sector or within public bodies, e.g. Internal Audit.

**37N.** Resource Centre and Website Committee  
The Resource Centre and Website Committee of the Institute of Chartered Accountants of Jamaica (ICAJ) is responsible for guiding the development of the ICAJ's resource centre, website, online and other related services.

Terms of Reference

- Contribute to the development of the ICAJ's resource centre and information strategy, policies, services and resources
- Guide the content, format and development of the website and online services
- Provide direction and quality assurance for the website and online services
- Formulate, review and recommend policies relating to the development of the resource centre, website and online services for adoption by Council.

Meetings

- The Committee meets on a monthly basis but special or extraordinary meetings may be called by the Chair.
- A member shall be liable to have his/her membership of the committee terminated if absent from the Resource Centre and Website Committee's monthly meetings for three (3) consecutive meetings and four (4) overall meetings in any Institute year, without providing acceptable apologies to the Chair.
- Any such person whose membership becomes liable for termination will be contacted and requested to submit a declaration citing his/her commitment to serve on the Committee and his/her wish to be re-instated. Owing only to extenuating circumstances, the Committee may grant an exemption to this rule which would be executed, on a case by case basis.

Quorum

A quorum of two (2) members must be present before a meeting can proceed.

Responsibilities and Duties

The Committee is expected to review and make recommendations on policy relating to the management of the resource centre, website and online services.

The Committee is required to monitor the website, make recommendations for its development and assist in identifying income generation opportunities.

Amendments

The Terms of Reference shall be reviewed annually and may be altered to meet the current needs of the Committee, as approved by Council

**370.** The Bye-Laws and Handbook Committee has responsibility for the following:

- (1) To receive and consider suggestions for amendments to the Bye-Laws for the efficient operation and regulation of the Institute and the profession.
- (2) To make recommendations to Council on each proposed Bye-Law amendment in the appropriate format, ie, as a draft

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resolution quoting the exact wording to be included in the Bye-Laws, together with an explanation to support the amendment.

- (3) To submit proposed Bye-Law amendments, as approved by Council, to the Public Relations and Publications Committee for inclusion in the Institute's annual report to be circulated to members for approval at the Annual General Meeting.
- (4) To stay abreast of developments in the Accountancy profession and to keep the Bye-Laws under review for currency and relevance to the Institute.
- (5) To keep the contents of the Members Handbook current and relevant to members.

**37P.** The Current Affairs Committee has responsibility for the following:

- (1) To ensure the Institute's active participation in seeking solutions on issues of national significance.
- (2) To generate debate on issues of national importance which have significant impact on the Institute and the profession.
- (3) To consider and inform members and the public on technical issues, within the core competence of the Institute, which affect society, the profession and business, such as Standards, Taxation, Incentives and Legislation.
- (4) To ensure that the Institute's opinion on relevant national issues is aired by mounting various forums to facilitate public debate.
- (5) To maintain the Institute's presence in the print media by encouraging members to contribute original, well-researched and topical articles for publication under the ICAJ banner.
- (6) To maintain the Institute's presence in all electronic media [including the use of websites] by encouraging members to contribute original, well-researched and topical articles for publication under the ICAJ banner, together with participation in discussions/ debates on relevant subject matter.

In determining matters to be pursued, the Committee will consider the level of interest generated by issues within the public domain and any other issues that the Committee may deem to be of public interest.

### ***Rules and Regulations***

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- 38.** The Council may make rules and regulations with regard to any matter provided however that such rules and regulations shall not be contrary to the provisions of the Act or of the Bye-Laws.

#### ***Notice***

- 39.** (1) Any notice under these Bye-Laws shall be deemed to have been duly given, if and when delivered by fax or email or mailed prepaid in Jamaica addressed to the recipient at such address as appears in the records, then to the last address known to the Secretary.
- (2) The certificate of the Secretary or other officer appointed by the Council shall be conclusive evidence of the due mailing of any such notice.
- (3) The non-receipt of any such notice shall not invalidate any such notice, meeting, resolution, proceeding or action at any meeting.
- (4) The Council may from time to time determine in its sole discretion what the reasonable notice required under these Bye-Laws should be in the circumstances and may declare that any notice already given has been reasonable.

#### ***Students***

- 40.** (1) Any person who is recommended by a member as being of good moral character and habits may apply to be registered or re-registered as a student.
- (2) Every application for registration shall be accompanied by the following:
- (a) A Declaration of intention to qualify for admission to membership of the Institute and to apply therefor,
- (b) an understanding to submit to the direction and control of the Council in all matters relating to studies, practical experience and discipline,
- (c) an agreement with the Institute that the Bye-Laws, rules and regulations will govern the relationship between the applicant and the Institute.
- 41.** (1) Every applicant shall:

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- (a) satisfy the Council that he has attained the educational requirements adopted by the Council,
  - (b) furnish such evidence as the Council may require that he is otherwise a fit and proper person to be so registered, and
  - (c) be subject to all rules and regulations in respect of his application for re-registration, re-enrolment, or examinations as may be approved by the Council from time to time.
- (2) The educational requirements adopted by the Council and any amendments thereto shall be published by circular to all members immediately after the adoption thereof.
- (3) (a) New students, as a prerequisite, must attend at least one orientation session, at a place and time to be designated by the Institute.
- (b) Further to sub-section (a), such attendance should be within six (6) months of becoming a student, at a place and time to be designated by the Institute.
- (c) All registered students who had not previously attended an orientation session, must do within six (6) months of the coming into effect of Bye-Law 39(3)
- (d) Students who fail to attend an orientation session within the time stipulated, will be barred from sitting the Institute/Association of Chartered Certified Accountants Joint Scheme Examinations until such time as attendance takes place.
- (e) Any attendance outside the prescribed time may not preclude an applicant from admission as a student.
42. Every member who employs one or more students is responsible for giving such practical experience and instruction affording such opportunities as are necessary to enable the student to acquire the art, skill, science and knowledge of a Chartered Accountant.
43. (1) The Council may investigate the progress, competence, character, conduct and suitability for membership of any student.

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- (2) Where, in the opinion of the Council, such investigation indicates lack of fitness or suitability for membership in the Institute, the registration may be cancelled or the re-registration as a student may be refused by the Council in its absolute discretion.
- 44.
- (1) Every student must give immediate notice in writing to the Secretary of the Institute of any change in his employment and upon failure to give such notice, may be struck off the register of students.
  - (2) Any student found guilty of a criminal offence may in the discretion of the Council be struck off the register of students.
- 45.
- (1) With the approval of the Council, students may form an association for the better advancement of their studies and professional knowledge and for the purpose of making recommendations affecting their joint interests for the consideration of the Council, but all rules or regulations for the self-government of such an association shall have been approved by the Council.
  - (2) Any association of students formed under this Bye-Law may be dissolved at any time by resolution of the Council.

### ***Course of Study***

46. Every student shall enter upon and pursue the course of study prescribed by the Council.
47. A fee as determined by Council shall be payable on application for registration as a student which is not refundable. Every student shall pay an annual fee on the first day of January. The Council may from time to time increase the annual fee by a percentage that does not exceed the previous year's official inflation rate, which is deemed to be the latest annualised rate. Any increase in the annual fee above this inflation rate must be approved by the Institute in General Meeting. If the annual fee is not paid by the thirty-first day of March, an additional amount of 50% of such fee becomes payable and such additional amount may be waived at the discretion of Council upon application.
48. Any student whose fees or other amounts owing to the Institutes are in arrears for six months may be deemed to have thereby terminated his registration as a student and the Council may direct that his name be removed from the register, or initiate such other disciplinary actions as the Council may decide. If removed from the register, such a person



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may be re-registered on such terms as Council may approve.

49. Every student shall complete the requirements prescribed in these Bye-Laws before being permitted to write examinations.

#### ***Examinations***

50. The Council may adopt in its absolute discretion from time to time a syllabus of examinations and may have regard to recommendations of the Student Affairs Committee.
51. Notices of the times and places of examination shall be sent to the students.
52. The Examinations of the Institute shall be such examinations as Council may prescribe from time to time.
53. The Examinations shall be open to both sexes and service under Articles will not be a necessary condition of entry to the Examinations or membership of the Institute.
54. Candidates taking the Examinations of the Institute must comply with the Examination Rules and Regulations as authorised from time to time by the Council.

#### ***Exemptions from the Examinations***

55. The Council shall if it thinks fit exempt from the examinations or any part or subject thereof any person who satisfies the requirements for such exemptions which are prescribed by the Council from time to time.
56. The Council may, in its absolute discretion, permit an applicant who has failed in any one subject only of an examination approved by the Council to present himself for such subject on payment of a fee which may be prescribed from time to time.
57. Every application for exemption from any subject or section of the Examinations at the Institute must be made on a form provided by the Council, and every applicant shall be required to produce satisfactory evidence as to age, education, character, qualifications and general suitability.

#### ***Conditions of Entry***

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58. No person shall be permitted to present himself for any Examination of the Institute unless:-
- (a) he has attained the age of sixteen years at the date of the Examination;
  - (b) he is engaged in work acceptable to Council or being less than eighteen years of age intends to take up such work; and
  - (c) he has paid his annual fee to date.

***Candidate may re- take Exam.***

59. Any person who has failed to pass any Examination to the satisfaction of the Council may present himself again (except as otherwise provided by these Bye-laws) at any subsequent Examination.

***Council may refuse permission***

60. The Council may, in its absolute discretion, refuse to allow any person to present himself for any Examination of the Institute without assigning any reason for such refusal.

***Examination Certificates and Prizes***

61. A Certificate to the effect that he has passed the Final Examination shall, unless withheld for any reasonable cause, be issued to every person who has passed such Examination to the satisfaction of the Council. Such Certificate shall be signed by one Member of the Council and countersigned by the Secretary.
62. The passing of the Examinations of the Institute shall not automatically entitle the candidate to membership of the Institute
63. Finalists are automatically transferred to the category of Graduate until they become eligible for full membership.
64. The Council may out of moneys of the Institute provide prizes, medals, exhibitions or rewards in connection with the Examinations held by the Institute.

***Final Examination – Syllabus: Alteration of subjects.***

65. The Council may add to, take from or alter any of the subjects for any of its Examinations.

*Fees*

66. Every applicant who applies for registration, enrolment, re-enrolment, maintenance of registration, examinations or exemption from examinations shall pay such fees as are prescribed by the Council from time to time.
67. Every person who applies for membership shall thereupon pay a fee as determined by Council which is not refundable.
68. The annual membership fee, as determined by the Institute in General meeting, shall be due and payable on the first day of each financial year. The Council may from time to time increase the annual membership fee by a percentage which does not exceed the previous year's official inflation rate which is deemed to be the latest annualised rate. Any increase in the annual membership fee above this inflation rate must be approved by the Institute in General Meeting.

The fee shall be payable in respect of the following:-

- (a) Fellow in Public Practice
  - (b) Fellow Not in Public Practice
  - (c) Associate in Public Practice
  - (d) Associate Not in Public
  - (e) Affiliate in Public Practice (Resident Firm)
  - (f) Affiliate in Public Practice (Non Resident Firm)
  - (g) Affiliate Not in Public Practice
  - (h) Member Overseas
69. The Council may remit the fees or other charges of a member under special circumstances which in its discretion warrant such remission.
    - (1) Provided Council is briefed with satisfactory evidence, any member who is incapacitated and not in regular daily gainful occupation shall, on the recommendation of the Membership Committee, be exempt from payment of annual fees for such period as Council may approve.
    - (2)
      - (a) A member of not less than fifty five (55) years of age who has been a member for at least twenty (20) years, or such shorter period as Council may approve in any particular case, and who has retired from professional work or business, may apply to Council to be placed on the register of members in retirement.
      - (b) Provided Council is briefed with satisfactory evidence of

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the member's retirement and accepts the application, on his paying a fee equivalent to one additional year's full annual subscription, at the rate current at the time of application, the member shall be placed on the register of members in retirement and thereafter will be exempt from the requirement to pay an annual subscription, provided that, with effect from April 1, 2003, such member provides proof that he/she has relinquished any practising certificate held from either the Public Accountancy Board or the Institute.

70. Any person admitted to membership in the last six months of the financial year shall pay a fee reduced in accordance with Bye-Law 5(3)(b).
71. All payments of fees of any kind outstanding for more than three months after the date when such fees have become due and payable, shall be subject to a surcharge, as follows,
- (1) The surcharge on membership fees, totalling 50% of such fees, shall be charged on a graduated basis, from three months after the April 1 due date of such fees, in line with the schedule below:
    - July 1 – 20% of the outstanding fee payable
    - August 1 – 40% of the outstanding fee payable
    - September 1 – 50% of the outstanding fee payable
  - (2) The surcharge on all other fees shall be 50% after the due date of such fees.
72. Any member whose fees or other amounts owing to the Institute are in arrears for six months may be deemed to have thereby terminated his membership and the Council may direct that his name be removed from the register, or initiate such other disciplinary actions as the Council may decide. If removed from the register, such a person may be re-admitted on such terms as the Council may approve.

### ***Rules of Professional Conduct***

73. The Council may from time to time pass Rules of Professional Conduct prescribing the standards of fitness, moral character and conduct of members and students, but no such rule or any amendment thereto shall take effect until it has been approved at an annual meeting of the members of the Institute or at a general meeting of the members of the Institute to consider such rule or amendment.

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74. Members and students shall comply with such standards as prescribed, and with the bye-laws, rules and regulations of the Institute.

#### ***Liability to Disciplinary Action***

75. (1) A member, relevant firm or student shall, subject to Bye-Law 95, be liable to disciplinary action if:-
- (a) He or it, in the course of carrying out his or its professional duties or otherwise, has been guilty of misconduct;
  - (b) (Without prejudice to the generality of sub-paragraph (1)(a) of this Bye-Law) he or it has performed his or its professional work or conducted his or its practice or (in the case of a member or student) performed the duties of his employment, inefficiently or incompetently to such an extent or on such number of occasions as to bring discredit to himself or itself, to the Institute, or to the accountancy profession;
  - (c) He or it has committed any breach of these Bye-Laws (or of any regulations made under them) in respect of which he or it is or has undertaken to be bound;
  - (d) In the case of a relevant firm a partner of it has committed any breach of Bye-Laws (or regulations made under them) by which it is, or has undertaken to be bound;
  - (e) He is a partner of a relevant firm against which a complaint concerning any of the matters referred to in any of paragraphs (a), (b) and (c) above has been found proven;
  - (f) He is a partner of a firm which has been disciplined by another professional body or under the joint disciplinary scheme of the United Kingdom or some other disciplinary procedure;
  - (g) He (being a member or student) has failed to satisfy a judgment debt or individually or as a partner has made an assignment for the benefit of creditors or under any resolution of creditors or order of the court has had his estate placed in liquidation for the benefit of creditors

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or has made any arrangement for the payment of a composition to creditors;

- (h) Any member or student against whom a criminal charge has been preferred alleging acts of dishonesty and has been convicted in a Court of Competent Jurisdiction in Jamaica or in a Superior Court of any Country whose judgments are registrable in Jamaica, shall automatically be suspended from the Institute;
  - (i) A member or a student who has been suspended as in (1)(h) above and whose conviction, upon appeal, has been upheld shall be struck off the Register of Members and Students.
  - (j) Pursuant to paragraph (h) above, where a suspension of a member or student has been imposed the suspension shall be removed if the member or student has, upon appeal, been acquitted of the charge;
  - (k) A member or student shall not be struck off the register, pursuant to paragraph (i) until any or all appeals from the said conviction shall be heard and determined.
  - (l) He or it has made an assignment for the benefit of creditors, or has made an arrangement for the payment of a composition to creditors, or has had an interim order made by the court against him or it, or is a specified person in relation to a relevant firm which has made such an assignment or composition or been wound up as an unregistered company, or entered into a voluntary arrangement, administration or liquidation, in each case where applicable under the Insolvency Act 1986, or other similar analogous event has occurred in relation to him or it under applicable legislation.
- (2) A member, relevant firm or student shall be liable for disciplinary action in accordance with paragraph (1) above whether or not (in the case of a member or student) he was a member or student or (in the case of a relevant firm) it was a relevant firm at the time of the occurrence giving rise to such liability.
- (3) For the purpose of paragraph (1) above **misconduct** includes (but is not confined to) any act or default likely to bring discredit

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to the member, relevant firm or student in question. The fact that a member, relevant firm or student has before a court of competent jurisdiction in Jamaica or in a superior court of any country whose judgments are registrable in Jamaica pleaded guilty to or been found guilty of any offence discreditable to him, or derogatory to the Institute or the accountancy profession or has in any civil proceedings been found to have acted fraudulently or dishonestly, shall be conclusive proof of misconduct. The findings of a court, in any civil proceedings whatsoever may be treated as proof of misconduct. In deciding whether a member, relevant firm or student has been guilty of misconduct, regard may be given to the code of professional conduct, ethical or technical, adopted by the Council, and to any regulations affecting, members, relevant firms or students as laid down or approved by the Council.

- (4) Every member and student shall, and every member undertakes that every firm in which he is a partner shall, at all times, cooperate with the Investigations, Disciplinary and Appeal Committees appointed pursuant to these Bye-Laws.

### ***Charges***

76. Any member or non-member may address to the Council or the Investigations Committee a charge or charges of unfitness, lack of moral character or professional or other misconduct on the part of any member, firm or student.
77. (1) Where a charge is addressed directly to the Investigations Committee, Council shall be notified forthwith of such charge in writing by the Chairman, and no action shall be taken by the Committee prior to such notification.

### ***Obligation to cooperate and inform***

- (2) It shall be for every member and for any person to bring to the attention of the Secretary any facts or matters indicating that a member or relevant firm or registered student may have become liable to disciplinary action and in such case the Secretary shall lay the fact and matters before the relevant committee or Council if he is of the opinion that the complaint ought to be investigated by that committee.
78. Any charge or charges under the preceding Bye-Laws shall be laid before the Council.

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79. The Council shall refer any such charge or charges laid before it to the Investigations Committee.
80. (1) The Investigations Committee shall consist of not less than 5 persons with power to co-opt a non accountant. The quorum for any meeting of the Committee shall be 3. Any meeting of the Committee at which a quorum is present shall be competent to discharge all the functions and to exercise all the powers conferred upon the Committee pursuant to these Bye-Laws.
- (2) The Committee shall have power to make such regulations (not being inconsistent with the express provisions of these Bye-Laws) as may be considered by it necessary for the performance of its functions hereunder.
- (3) (a) The Investigations Committee shall have the power to call for, and it shall be the duty of every member or relevant firm or student to provide such further information (if any) as is in his power to give as the Committee may consider necessary to enable it to decide whether or not a *prima facie* case has been made out against the member or relevant firm or student concerned, and such further information as it considers necessary to carry out its duties. Before reaching such decision the Investigations Committee shall be satisfied that the member or relevant firm or student has been given an opportunity of making written representations to it or shall give the member or relevant firm or student such opportunity. The Committee may in its absolute discretion give the member or relevant firm or student an opportunity of being heard before it.
- (b) Subject to Bye-law 37I(4), if the Investigations Committee is of the opinion that a *prima facie* case amounting to professional misconduct has been made out against the member or relevant firm or student and that in all the circumstances the case ought to be referred to the Disciplinary Committee it shall provide such Committee with a summary of the facts and matters which were before the Investigations Committee.
- (c) In deciding whether a case ought to be referred to the Disciplinary Committee, the Investigations Committee shall be entitled to take into account any facts or matters which have been considered by the Investigations Committee on previous occasions in relation to the



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member or relevant firm or student concerned (in respect of which, although a *prima facie* case had been made out, no complaint was referred to the Disciplinary Committee) and if it is decided to refer a complaint to the Disciplinary Committee then the complaint may include all or any of the facts and matters which were on each occasion so considered by the Investigations Committee.

- (d) Without prejudice to any other action it may take, if the Investigations Committee is of the opinion that the facts and matters laid before it indicate that a member or relevant firm may be or may have been managing his practice inefficiently or in whatever occupation of a professional nature has been acting inefficiently or incompetently, it may, at its absolute discretion, advise that member or relevant firm to obtain advice from such source as the Committee may prescribe. If the member or relevant firm fails to seek such assistance when advised to do so, that fact will be recorded.

### ***Disciplinary Procedure***

- 81.** Where any matter affecting any person who is a member or a student of the Institute is referred to the Disciplinary Committee, that Committee shall, as soon as practicable, give to that person not less than fourteen days notice of the date, time and place fixed for the consideration of the matter.
- 82.** The Disciplinary Committee shall give the person an opportunity of being heard before it in connection with the matter, and may, if the person so desires, permit the person to be represented before it by counsel or by an Attorney-at-Law or by a member of the Institute.
- 83.** The Investigations Committee may request a member of the Institute (who may be a member of the Investigations Committee) to present the information which the Committee considers necessary for the proper consideration of the case before the Disciplinary Committee, or may instruct an attorney-at-law to do so or to brief counsel to do so.
- 84.** No person shall have the right to be represented by counsel or by an attorney-at-law at any meeting of the Council, of the Investigations Committee, of the Disciplinary Committee or of the Appeal Committee unless the meeting otherwise permits. Such permission may be withdrawn at any time.
- 85.** All evidence given at the hearing of any matter by the Investigations or

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Disciplinary Committees shall be oral, provided that the Investigations or Disciplinary Committees shall also be entitled to obtain sworn affidavits from any person if either Committee considers them necessary for the better investigation of the matter.

- 86.**
- (1) If at any time, in the opinion of the Council or of the Investigations Committee, a formal hearing of all or any of such charges is necessary or desirable, a special meeting of the Disciplinary Committee shall be held for that purpose.
  - (2) Fourteen days' notice of such meeting (excluding the day of notice and the day of the meeting) with a copy of the charge or charges shall be given by mail, electronic format or electronic means to the last known addresses, to the persons charged and to such other persons as the Disciplinary Committee or Appeal Committee, as the case may be, may from time to time direct. If any person so notified fails to appear at any time, the formal hearing may proceed in his absence.
  - (3) Any person so charged shall attend at the time and place appointed for such meeting and shall have the right to be present during the hearing of all evidence in relation to the charge or charges against him.
  - (4) Any person so charged shall have the right personally to submit to such meeting such statements, evidence and argument as he wishes and such witnesses as he produces in his defence.
  - (5) Any member or student shall, if required so to do by the Disciplinary Committee or the Appeal Committee, appear at a formal hearing and give evidence or produce such books, documents and working or other papers or copies thereof in his possession or under his control as the Disciplinary Committee or the Appeal Committee may from time to time require, but the formal hearing may proceed without such evidence or production.
  - (6) The procedure at all formal hearings shall be by ruling of the chairman whose decision shall be final, binding and conclusive.
  - (7) A formal hearing may be adjourned at any time from time to time.
  - (8) No verbatim or other transcript of the proceedings at any formal hearing shall be required to be made or kept but the report thereof signed by the Chairman shall be conclusive evidence of

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the proceedings thereat.

- (9) If more than one member or student is involved in any charge or if there is more than one charge, the formal hearing may proceed as to each charge or member or student separately or together as the Disciplinary Committee or Appeal Committee may from time to time determine.
- 87.**
- (1) Every member, relevant firm or student shall have the right to appeal to the Appeal Committee against any decision of the Investigations Committee or Disciplinary Committee. Such appeal shall be in writing and received by the Council within fifteen days, or such extended time as the Council allow, of notice of the decision being given to such member, relevant firm or student.
  - (2) Every written appeal to the Appeal Committee shall state the grounds of the appeal; and the grounds so stated shall not be amended after the date of delivery of the notice in which they are stated save by the leave of the Appeal Committee.
- 88.**
- (1) The Appeal Committee shall give the appellant an opportunity of being heard before it; and may, if he so desires permit him to be represented before it by counsel or by an Attorney-at-law or a member of the Institute.
  - (2) The Disciplinary Committee may request a member of the Institute (who may be a member of the Disciplinary Committee) to support the decision of the Disciplinary Committee, or may instruct an Attorney-at-law to support or to brief counsel to support the decision.
- 89.**
- (1) Notice of every finding and decision of the Appeal Committee shall forthwith be given to the member or student concerned and the decision shall thereupon take effect.
  - (2) All findings and decisions of the Appeal Committee shall be reported to the Council, and the Council shall cause the same to be duly recorded.
- 90.**
- (1) Notice of any order made by the Council, the Disciplinary Committee or the Appeal Committee under these Bye-Laws may, and notice of any order of expulsion or suspension of a member shall, be given to all members of the Institute after a period of fifteen days from the date of the making thereof.

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- (2) Such further or other notice of any order made by the Investigation Committee, Disciplinary Committee or the Appeal Committee may be given or published in such manner and at such times as the Investigations Committee, Disciplinary Committee or the Appeal Committee may determine.
  - (3) All members and students by their applications for membership or registration or by their continuance of membership or registration shall consent and be deemed to have consented to any notice or publication under this Bye-law.
91. Neither the institute nor the Council shall be required to take notice of any published article or private communication or of any statement affecting the conduct of a member or a student.

#### *Discipline*

92. If after any formal hearing held in accordance with these bye-laws, the Investigations Committee, Disciplinary Committee or Appeal Committee is satisfied that any member or student or firm has been guilty of any act or default discreditable to a member or student of the Institute or that any charge or charges have been admitted or proven, or after a conviction for fraud, an adjudgement of bankruptcy or a failure to satisfy a judgment debt (either individually or as a partner), the making of an assignment for the benefit of creditors or under any resolution of creditors or Order of the Court any deed or document placing his estate in liquidation for the benefit of creditors or making of any arrangement for the payment of a composition to creditors, or certification of mental incompetency by a court, the Committee may order one or a combination of the following, namely:
- (a) that any such member, student or firm charged and proven guilty of an offence may be reprimanded by the President or disciplined in such other manner as the Investigations Committee or Disciplinary Committee may from time to time determine;
  - (b) that where any such member, student or firm is required to pay a fine to the Institute, or if such a fine should not be paid within ten days, the member, student or firm be dealt with under this bye-law in such manner as the Investigations Committee or Disciplinary Committee may by resolution from time to time determine;

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- (c) that any such member or student be suspended from some or all his rights and privileges as such under the Constitution and the Bye-Laws on such terms and conditions as the Disciplinary Committee may from time to time determine either for a time certain or until the Disciplinary Committee shall further order;
  - (d) that such student be struck off the register of students;
  - (e) that any such member be expelled from membership in the Institute.
- 93.** (1) Any person who is suspended under the Bye-Laws shall not during the period of his suspension be considered as a member or student, as the case may be, for any purpose and his name shall be removed from the register accordingly for the period of his suspension.
- (2) Subject to Bye-Law 94, all orders of the Investigations Committee, Disciplinary Committee or the Appeal Committee under Bye-Law 92 shall be final, binding and conclusive.
- 94.** At any time the Council upon resolution of two-thirds of the members of Council present and voting may review and refer to the Appeal Committee any disciplinary order or change relating to any formal hearing by the Investigations Committee or Disciplinary Committee.
- 95.** No member, student, firm or other person shall have any cause of action or lawful complaint against the Institute, the Council or any member thereof or any member of any Committee, any member, student or officer, servant, agent, Counsel or Attorney of the Institute by reason of anything done or omitted to be done or any other matter or thing connected with or in respect of any investigation, enquiry, charge, any formal hearing or report, of any disciplinary order or publication, made or done in good faith under the Bye-Laws.

### ***Application and Interpretation***

- (1) (a) A member, relevant firm and student shall be liable to disciplinary action whether or not he was a member or student or (as the case may be) it was a relevant firm at the time of the occurrence giving rise to such liability.
- (b) A member, relevant firm and student shall continue to be liable to disciplinary action after his or its ceasing to be a member, relevant firm or student and in respect of any matters which occurred whilst he was actually a member,

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relevant firm or student and in respect of which a complaint is referred to the committee responsible for hearing the complaint, or disciplinary action is otherwise commenced, within six years of his or its so ceasing to be a member, relevant firm or student (as the case may be).

- (c) For avoidance of doubt, a person shall be liable to disciplinary action in accordance with the Bye-Laws and regulations in force at the time the matters complained of took place. All disciplinary proceedings, however, shall (for the avoidance of doubt) be conducted in accordance with the Bye-Laws and regulations in force at the time of such proceedings.
- (d) The Council may from time to time by regulation prescribe the persons (additional to partners in a firm which is a partnership and directors of a firm which is a corporate body) who are in these Bye-Laws to be specified persons in relation to a firm and such regulations may prescribe different persons as specified persons for different purposes.

### ***Appreciation and Scope***

- 96. (1) In addition to all other powers the Council may by resolution interpret in the intent or meaning of any bye-law, any rule, regulation, resolution or report in connection with the Institute and may determine any dispute with regard to such intent or meaning.
  - (2) Any such interpretation shall be final, binding and conclusive with regard to any such dispute.
97. All members and students by their applications for membership or registration or by their continuance of membership or registration shall agree and shall be deemed to have agreed with the Institute and each of its members to the Bye-Laws, rules and regulations of the Institute and all acts or things done thereunder.