

FORM 1B

TouchSafe®

- New Incorporation  
(Requires Stamp Duty)
- Amended Articles
- Adopted Articles
- Re-registration  
(Changing from one type of a company to another)

READ INSTRUCTIONS BEFORE COMPLETING



THE COMPANIES ACT  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
 (Pursuant to sections 8 & 20 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

1A. NAME OF COMPANY

THE INSTITUTE OF CHARTED ACCOUNTANTS OF THE CARIBBEAN

The name here must be completely consistent with the name reserved in pursuance of this incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.

1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)

N/A

The use of words such as "Caribbean", "Global" and "International" must be explained. See BRF1 form for full list of words that need justification.

1C. COMPANY TELEPHONE NUMBER

1D. COMPANY EMAIL ADDRESS

2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED

3. THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF

- Commerce
- Art
- Science
- Religion
- Charity
- Other

If OTHER, specify regional accountancy profession as well as international accountancy best practices

The powers of the company are limited to those necessary to the carrying out of the main business of the company outlined in item 3 above

3A. RESTRICTIONS, IF ANY, ON THE BUSINESS THE ASSOCIATION MAY CARRY ON

You may state the activities that the association can engage in or is prohibited from engaging in.

4. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)

- 4a.  Standard Articles (Rules) from Table B in their entirety: Articles 1-71 only
- 4b.  Standard Articles (Rules) from Table B Articles 1-35, 37-71 with Varied Article 36 and Additional Articles 72-77  
SEE SCHEDULE(S) \_\_\_\_\_
- 4c.  Standard Articles (Rules) selected from Table B (e.g. 1-30 & 32-71)  
ARTICLES \_\_\_\_\_
- 4d.  Standard Articles (Rules) selected from Table B with varied and/or additional articles  
ARTICLES \_\_\_\_\_  
SEE SCHEDULE(S) \_\_\_\_\_
- 4e.  Other  
(*"Other" is to be used when you do not wish to accept the Standard Articles from Table B and wish to attach your own*)  
SEE SCHEDULE(S) ONE

Table B of the First Schedule of the Companies Act 2004 provides standard articles (rules) for the internal management of a company limited by guarantee.

In Table B:

- Articles 1-71 detail general meetings, votes of members, directors, borrowing powers of the company, the seal, accounts and notices etc.

TO COMPLETE THIS SECTION

You may choose from Table B

- All the Rules in their entirety, exactly as they are stated; or
- All the Rules in their entirety with an additional article
- Some of the Rules

If you do not choose to select any of the options 4a to 4d then you must attach your own articles (rules) for the internal management of the company to this form and select the "Other" option at 4e. You are also required to attach schedules containing the varied or additional articles which you wish to include.

Charities most often choose the option 4b.

NOTES FOR ASSOCIATIONS WISHING TO REMOVE "LIMITED" FROM THEIR NAMES

The Minister may issue a licence which permits the removal of the word "Limited" from the name of the company. It is advised that an additional schedule be attached to the articles outlining how the association is to be governed and the manner in which the funds will be used for charitable purposes.

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0857826

MetallicSafe®

TamperSafe®

ouchSafe®

5. **GUARANTEE/MEMBERS' LIABILITY (Mandatory)**  
 (Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up or closed.)

STATE THE AMOUNT IN DOLLARS: \$ 1.00

6. MINIMUM NUMBER OF DIRECTORS

AND/OR

6A. MAXIMUM NUMBER OF DIRECTORS

A private company must have at least one director; he/she cannot also be the company secretary. A public company must have a minimum of three (3) directors; two of them however should not be employed by the company or any of its affiliates.

7. PARTICULARS OF DIRECTORS

DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Khalil Alli		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 145 Crown Street		
	TOWN	POST OFFICE/POSTAL CODE	
	Queenstown		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	Georgetown	Guyana	
OCCUPATION	Chartered Accountant	CONTACT	592-623-4518

DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	David Simpson		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT Saverne, Monteith Gardens		
	TOWN	POST OFFICE/POSTAL CODE	
	Barbarees Hill		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	St. Michael	Barbados	
OCCUPATION	Chartered Accountant	CONTACT	246-825-1086

DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Gowon Bowe		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 33 Collins Avenue, ICB Building		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	Nassau	Bahamas	
OCCUPATION	Chartered Accountant	CONTACT	242-376-2149

DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Raymond Campbell		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 8 Ruthven Avenue		
	TOWN	POST OFFICE/POSTAL CODE	
	Kingston 5		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
	St. Andrew	Jamaica	
OCCUPATION	Chartered Accountant	CONTACT	876-929-6082

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**DIRECTOR 5** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Claude Burrell		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	101B Freetown Road	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	Belize City Belize
OCCUPATION	Chartered Accountant	CONTACT	501-610-4361

**DIRECTOR 6** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Michael Lutchman		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Mr.J. Lachmonstraat 160 - 162	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	Paramaribo Suriname
OCCUPATION	Chartered Accountant	CONTACT	597-474-7541

**DIRECTOR 7** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	Denise Chinpire-O'Reilly		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	2nd Floor, Professional Centre Building, 11 - 13 Fitzblackman Drive	
	TOWN	POST OFFICE/POSTAL CODE	Wrightson Road Extension
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	Port-of-Spain Trinidad
OCCUPATION	Chartered Accountant	CONTACT	868-290-0851

Continuation page(s) attached

**8. PARTICULARS OF COMPANY SECRETARY** (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST  
(Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)

FULL NAME	Andrea St. Rose		
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Mercury Court, Choc Estate	
	TOWN	POST OFFICE/POSTAL CODE	PO Box 1515
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	Castries St. Lucia
OCCUPATION	Chartered Accountant/Attorney-At-Law	CONTACT	758-716-6993

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*Institute of Chartered Accountants of the Caribbean  
Particulars of Directors*



**Item 7 – Continuation Page**

**Director 8**

<b>Full Name:</b>	Andrea St. Rose
<b>Address:</b>	Mercury Court, Choc Estate PO Box 1515 Castries, St. Lucia
<b>Occupation:</b>	Chartered Accountant/ Attorney-at-Law
<b>Contact:</b>	758-716-6993





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9. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION

[Empty box for proposed number of members]

10. PARTICULARS OF INDIVIDUAL SUBSCRIBERS

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
ADDRESS				
OCCUPATION				
SIGNATURE				
DATE				
WITNESS PARTICULARS	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4
BY (NAME OF WITNESS)				
WITNESSED AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

If a subscriber and a witness are located in different countries, while on visit must be selected.

While on Visit

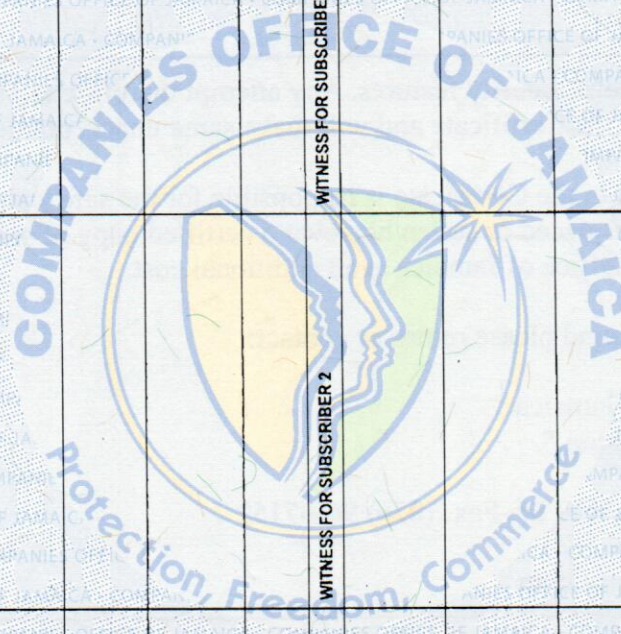
While on Visit

While on Visit

While on Visit

Continuation page(s) attached

F1B FOR OFFICIAL USE ONLY COMPANY #: [Empty box]

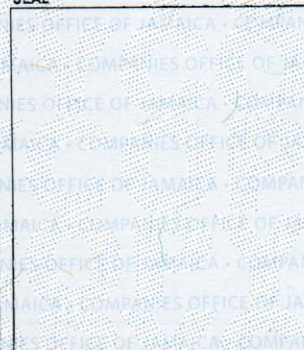


11. PARTICULARS OF COMPANY SUBSCRIBERS

COMPANY PARTICULARS

COMPANY NAME		
COMPANY REGISTERED OFFICE ADDRESS		
/OTHER ADDRESS		
OFFICER PARTICULARS	OFFICER 1	OFFICER 2
OFFICER NAME		
OFFICE HELD IN COMPANY		
SIGNATURE		
DATE		
WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
WITNESSED BY (NAME OF WITNESS)		
WITNESSED AT (LOCATION/ ADDRESS)		
SIGNATURE		
DATE		

SEAL



While on Visit

While on Visit

If an officer and a witness are located in different countries, 'while on visit' must be selected.

Continuation page(s) attached

12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

NAME OF DECLARANT	ANDREA ST. ROSE	CAPACITY	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official
SIGNATURE OF DECLARANT		DATE	Sept. 6. 2019

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- l) "Member" means a member of the Institute as described in Article 2.1;
- m) "President" means the individual appointed under Article 32.2
- n) "Profession" means the profession of chartered accountancy;
- o) "Professional Accountancy Organisation" or "PAO" means a membership organization of individuals and / or firms who perform roles in the accounting and/or auditing fields, and which adheres to standards of practice. Membership of the body is granted after completing the requisite admission requirements.
- p) "Register" means the register of Members.
- q) "Secretary" means any person appointed to perform the duties of the secretary of the Institute.
- r) "Sub-committee" means any committee formed under Article 49.1
- s) "Territorial Institute" means an accountancy body or association representing an island or country within or in close proximity, as determined by the Board, to the Caribbean region.
- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Institute.
- 1.4 Words importing the singular only shall include the plural and vice versa. Words importing the masculine gender only shall include the feminine, and words importing persons shall include corporations.

#### 1A. OBJECTS OF THE INSTITUTE

The objects for which the Institute are established are:

- (i) To promote uniform technical, ethical and educational standards for the accountancy profession in the Caribbean based on international best practices set by recognized international standard-setting boards;
- (ii) To promote regional harmonization of standards for accounting and financial reporting, auditing, ethics and education;

- (iii) To provide leadership, support and guidance on emerging issues affecting the accounting profession in the Caribbean, including the dissemination of information on such issues and the representation of the views of members;
- (iv) To promote co-operation among the members in relation to issues of common interest for the further advancement of the status of the accountancy profession in the Caribbean;
- (v) To communicate effectively with the governments of the region, the public and members on matters of regional concern to the profession and public interest, and to make widely known the views of the profession on significant regional policies or issues on which the public can expect leadership from the profession;
- (vi) To represent the accountancy profession at the regional and international level and support territorial institutes with engagements with governments and other stakeholders at the national level;
- (vii) To support the development and capacity building of national professional accountancy bodies in the Caribbean.

## 2. MEMBERS

- 2.1 Membership shall be open to any Territorial Institute and such other bodies as the Directors, by resolution, shall admit from time to time, provided such Territorial Institute or other body has met the criteria set out at Article 2.2.
- 2.2 In order to obtain membership, a Territorial Institute or other body must demonstrate to the satisfaction of the Directors that:
- a) The organization is acknowledged, either by legal decree or by general consensus, as being a national PAO in good standing in the jurisdiction in which it operates;
  - b) The organization supports the missions of Institute, IFAC and of the International Accounting Standards Board (hereinafter referred to as the "IASB");
  - c) The organization demonstrates capacity to actively participate in the IFAC Member Body Compliance Program;
  - d) The organization is financially and operationally viable, and has an appropriate governance structure; and
  - e) The organization has an internal operating structure that provides for the support and regulation of its members.

Members in a general meeting may from time to time modify the foregoing criteria for admission to membership by ordinary resolution without having to amend these Articles.

- 2.3 Associate status shall be open to professional accountancy bodies that do not yet meet the criteria for membership but demonstrate to the satisfaction of the Directors a





commitment to meeting such criteria and progressing to membership. Any professional accountancy body, that the Directors, by resolution, confer Associate status on shall be an Associate.

- 2.4 The Directors may from time to time recommend to the Members at a general meeting accountancy bodies for admittance as an Affiliate.

### 3. ADMITTANCE

- 3.1 The persons listed in Schedule 3 and such other accountancy bodies as the Directors shall admit to membership shall be Members of the Institute.
- 3.2 Affiliates should be organisations that have a recognised interest in the accountancy profession in the Caribbean region which are either; PAOs that are headquartered outside the Caribbean region and are member bodies of IFAC or International organisations that are not PAOs.

### 4. ANNUAL MEMBERSHIP SUBSCRIPTIONS

- 4.1 The Directors may from time to time recommend to the members the amount of annual membership subscriptions payable by each member.
- 4.2 The basis for the calculation of the annual membership subscriptions shall be the number of Individual Members of each Member on the Register three months prior to the end of the Financial Year in proportion to the total membership of all the Members. The subscriptions shall be based on the approved budget for the following year.
- 4.3 Annual subscriptions shall become due and payable on the first day of each Financial Year.
- 4.4 Any Member whose subscriptions are not paid within three calendar months after the date when such subscriptions have become due and payable, may be suspended by the Board from the privileges of membership, provided that upon payment of such subscriptions the Board shall reinstate a suspended Member.
- 4.5 Any changes in the Annual subscription fee shall require approval at a general meeting by a two-thirds majority.



## GENERAL MEETINGS

5. The Institute shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Institute and that of the next; providing that so long as the Institute holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.
6. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
7. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by section 127 of the Act. If at any time there are not sufficient Directors capable of acting to form a quorum, any two Directors or two Members of the Institute may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
  - 7.1 Each Associate or Affiliate shall be entitled to attend general meetings as an observer, subject to Article 45.3, without the right to vote.
  - 7.2 Members of the Board of Directors shall be entitled to attend general meetings, without the right to vote, except where they are attending in the capacity as a representative of a Member. Where any such Director attends in his capacity as a representative of a Member he shall be entitled to vote on behalf of such Member.
  - 7.3 Members who in aggregate constitute least 50% of the total voting rights shall have the right to call a general meeting.

## NOTICE OF GENERAL MEETING

8. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Institute other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be served in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in general meeting, to such persons as are, under the Articles of the Institute, entitled to receive such notices from the Institute.



9. Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed -
- (a) in the case of a meeting called as the annual general meeting by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting being a majority together holding not less than ninety-five percent of the total voting rights at that meeting of all Members.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member or person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETING

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and all business transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the Financial Statements, and the reports of the Directors and auditors, and the appointment of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
12. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided; four members present in person or by proxy shall be a quorum.
13. If within half an hour 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 week, at the same time and place or to such other day and at such other time and place as the Directors 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 a quorum.
14. The President, if any, of the Board shall preside as chairman at every general meeting, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting.
15. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to be chairman of the meeting.
16. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place



to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17.1 At any general meeting a resolution put to the vote of the meeting shall be decided on show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

- (a) by the Chairman; or
- (b) by any three Members present in person or by proxy.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

17.2 The demand for a poll may be withdrawn.

18. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the President shall be entitled to a casting vote. Without prejudice to Article 7.2, that is the only case in which the President shall be entitled to vote at a general meeting. The Member whose representative is appointed President shall be entitled to vote independent of the President's vote.

20. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

21.1 Except as provided in the foregoing paragraph, each Member shall have one vote except in so far as the matter before the meeting is a financial one in which case each Member shall have a number of votes directly related to the proportion of its Individual Members to the total Individual Members of all the Members. That is to say, the voting power of each Member will be related to the subscription ratio of the said Member.

21.2 Except as provided in Article 19, each Member shall have one vote.

21.3 ARTICLE INTENTIONALLY LEFT BLANK



- 21.4 At all meetings of the Directors, two Directors, may require that the voting upon any question before the meeting shall be by ballot which shall then be taken in such manner as the Chairman of the meeting directs.
- 21.5 Notwithstanding any other provision of these Articles no Member shall be entitled to vote at any general meeting unless all sums presently payable by the Member to the Institute have been paid and at any meeting of Members, Members may be represented and vote by proxy but no proxy shall be exercised on behalf of any Member whose subscription is in arrears.
- 22. The Directors may from time to time make regulations regarding the completion and lodging of instruments appointing a proxy and generally with regard to voting by proxy.
- 23. No objection shall be raised to the qualification of any voter, pursuant to Article 21.4 or otherwise, except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- 24. On a poll votes may be given either personally or by proxy.
- 25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a Member.
- 26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy, of that power or authority shall be deposited at the registered office of the Institute or at such other place as is specified for that purpose in the notice convening the meeting or adjourned meeting at which the person named in the instrument proposed to vote.
- 27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

**"The Institute of Chartered Accountants of the Caribbean"**

We \_\_\_\_\_, of \_\_\_\_\_ being the members of the  
 above-named Institute, hereby appoint \_\_\_\_\_ or, failing him,  
 of \_\_\_\_\_, as our proxy to vote for us on our behalf at the (annual or  
 extraordinary, as the case may be) general meeting of the Institute to be held on the  
 day of \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_

This form is to be used \*in favour of the resolution.  
 against



Unless otherwise against instructed, the proxy will vote as he thinks fit.

*\*Strike out whichever is not desired\**

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of any instrument of proxy shall be valid notwithstanding the previous cessation of the Member or the revocation of the proxy or of the authority under which the proxy was executed is given, provided that no intimation in writing of such cessation or the revocation as aforesaid shall have been received by the Institute at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 29A The following decisions of the Members shall require a two-thirds majority for approval:
  - (i) the criteria for admission and expulsion of Members and Associates;
  - (ii) the admission and expulsion of Affiliates; and
  - (iii) the level of financial contributions.

#### MEMBERS ACTING BY REPRESENTATIVES AT MEETING

30. A Member may by resolution of its directors or other governing body authorise one individual as it thinks fit to act as its representative at any meeting of the Institute, and the individual so authorised shall be entitled to exercise the same powers on behalf of the Member which he represents as that Member could exercise if it were an individual. Such powers include, without limitation, the right to vote.

#### DIRECTORS

31. The number of Directors of the Institute shall be no less than four and no more than 12; provided that the representation by Members on the Board shall at all times be equal.
- 31A. Each Member shall be entitled to appoint one person as a Director of the Institute. No individual may be appointed by more than one Member.

#### 32. APPOINTMENT

- 32.1 Except where they are appointed in accordance with Article 42, the Directors shall be appointed by the Institute in general meeting on the nomination of the respective Members.
- 32.2 Except for a Director appointed in accordance with Article 42, each Director shall be appointed for a term of up to 2 years. Continuous service on the Board by the same person shall be limited to a maximum of 3 consecutive terms unless such person is elected as the President or Vice-President, in which event such continuous service shall be limited to a maximum of 5 consecutive terms.



- 32.3 The Members shall elect a President and a Vice-President from among the Board of Directors in a general meeting. 32.4 The President and Vice-President shall each serve a non-renewable term of 2 years.
- 32.4.1 The Members may, by a resolution in general meeting on which a least seventy five percent (75%) vote in favour, remove the President for reason of no confidence. The President shall be entitled to address the general meeting prior to the vote.
- 32.5 On the expiration of the President's term of office, the Vice-President, will automatically be nominated for the position of President. Such nomination will not preclude any other nominations for the position of President.
- 32.6 The Treasurer shall be appointed by the Directors, provided that the Treasurer need not be from among themselves, for such term, at such remuneration and upon such conditions as they may think fit; and any Treasurer so appointed may be removed by them.
- 32.7 A Member may by instrument in writing delivered to the Institute appoint an Alternate Director to act on behalf of an absent Director at meetings of the Board provided that the Secretary is notified prior to the commencement of each such meeting.
- 32.8 An Alternate Director will be entitled to notice of meetings of the Board and to attend, vote, consent in writing to any resolutions of the Board and to exercise at any Board meeting all of the powers of the absent Director as a director at a meeting at which the absent Director is not present.
33. The remuneration of the Directors shall from time to time be determined by the Institute in general meetings. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the directors or general meeting of the Institute or in connection with the business of the Institute.

#### BORROWING POWERS

34. The Directors may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertaking, and property, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as a security for any debt, liability or obligation of the Institute or any third party.

#### POWERS AND DUTIES OF DIRECTORS

35. The Board shall have the power to govern and oversee the operations of the Institute, which may include paying expenses, and taking all practicable steps to achieve the mission of the Institute and to take any action in the general interest of the Institute that is not expressly addressed in these Articles, subject nevertheless, to any of these Articles, to the provisions of the Act and to such Articles, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Institute in general meeting, but no





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Article made by the Institute in general meeting shall invalidate any prior act of the Directors which would have been valid if that Article had not been made.

36. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Institute for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
37. The Institute may exercise the powers of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
38. The Directors shall cause minutes to be made in books provided for the purpose —
- of all appointments of officers made by the Directors;
  - of the names of the Directors present at each meeting of the Directors and of any committees of the Directors;
  - of all resolutions and proceedings of all meetings of the Institute and of the Directors, and of committees of Directors; and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

#### DISQUALIFICATION OF DIRECTORS

39. The office of a Director shall be vacated, if the Director -
- was recommended for appointment or nominated by a Member who ceases to enjoy the privileges of a Member pursuant to Article 4 or otherwise; or
  - becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - becomes prohibited from being a Director by reasons of any order made under section 177 of the Act; or
  - becomes of unsound mind; or
  - resigns his office by notice in writing to the Institute; or
  - shall for more than three consecutive Board meetings have been absent without notice to the Secretary; or



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- (g) is no longer the nominee of his respective Member to the Board pursuant to Article 42.1.

Notice signed by the Secretary stating that the office of a Director has been vacated for any one or more of the events stated in this Article, shall be sufficient evidence without any further proof of the facts therein stated.

## RETIRING & REPLACEMENT OF DIRECTORS

40. No person shall unless recommended by a Member be eligible for appointment to the office of Director. Where a Member is desirous of so recommending a person for appointment at any general meeting, not less than three nor more than twenty-one days before the date appointed for the meeting there should have been left at the registered office of the Institute notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for appointment, and also notice in writing signed by that person of his willingness to be appointed.
41. The Institute may from time to time by ordinary resolution increase or reduce the number of Directors in accordance with Article 31.
42. Subject to Article 31, each Member shall have power at any time, and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-appointment. A Member may exercise the power granted under this Article by issuing written notice to the Secretary of such appointment.
- 42.1 A Member is entitled to change their appointed/nominated director to the Board at any time by providing written notice to the Institute stating that the office held by the previous director appointed/nominated by them has been vacated with immediate effect.
43. A Member that exercises their right to change their appointed director under Article 42.1 may appoint the replacement in accordance with Article 42.

44. ARTICLE INTENTIONALLY LEFT BLANK



## PROCEEDINGS OF DIRECTORS

45. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Any questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- 45.1 The immediate Past-President and the Chief Executive shall be ex officio members of the Board and entitled to notice of and the right to participate in all meetings of the Board but they do not have a right to vote.
- 45.2 Each Affiliate may appoint a representative to attend Directors' meetings. These representatives will be entitled to notice of and the right to participate in all meetings of the Board, but they do not have a right to vote.
- 45.3 Directors may permit the attendance of observers at their meetings. Observers may participate in the meetings at the discretion of the Chairman.
46. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three of members of the Board.
47. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Institute as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Institute, but for no other purpose.
48. At all meetings of the Members or of the Board, the President or, in his absence or at the request of the President, the Vice-President shall be the Chairman. In the absence of each of the foregoing, the Chairman shall be selected in accordance with provisions of Articles 14 and 15 and for this purpose references in Articles 14 and 15 to general meetings shall be construed as including references to Board meetings.
49. The Directors may delegate any of their powers to any Board Committee or sub-committee as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
- 49.1 Sub-committees shall comprise of representatives from the Board of Directors and any persons recommended by one or more Member
- 49.2 The members of each sub-committee shall be appointed by the Board who may invite recommendations from the Members. Provided always that the Board is not bound to accept any such recommendation for any Member.



- 49.3 Members are encouraged to recommend competent, active and available persons to the sub-committees. Where an individual that has been so recommended has been appointed to a sub-committee, the Member that recommended the Individual Member shall assess his performance on the sub-committee on an annual basis.
- 49.4 The CEO shall inform the Member who recommended the individual, , in the case of repeated absences or non-participation at sub-committee meetings of that individual. Where considered necessary by the Board, the Board may revoke such individual's appointment to the applicable sub-committee and, subject to Article 49.1, invite the applicable Member to recommend another person.
- 49.5 Each sub-committee shall elect a Chair and Deputy Chair who shall be elected for a period of 2 years with a maximum of 3 consecutive terms.
50. A Board Committee may elect a chairman of its meeting; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.
51. A Board Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
52. All acts done by any meeting of the Directors or of a Board Committee or by any person acting as a Director shall, notwithstanding that it is afterward discovered that there was some defect in the appointment of such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified as a Director.
53. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 53A The approval of the budget for the ensuing year shall require the 75% approval of the Board where votes are based on the membership subscriptions paid in the current financial year

#### SECRETARY

54. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
55. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL



56. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument on which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

## ACCOUNTS

57. The Directors shall cause proper books of accounts to be kept with respect to -
- all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place;
  - the assets and liabilities of the Institute

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Institutes affairs and to explain its transactions.

58. The books of accounts shall be kept at the registered office of the Institute or subject to subsections (3) and (4) of section 142 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
59. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of Members, and no Member shall have any right of inspecting any accounts or book or document of the Institute except as conferred by law or authorised by the Directors or by the Institute in general meeting.
60. The Directors shall from time to time, in accordance with sections 143 and 145 of the Act, cause to be prepared and to be laid before the Institute in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
61. A copy of every statement of financial position (including every document required by law to be annexed thereto) which is to be laid before the Institute in general meeting, together with a copy of the auditors' report, shall not be less than twenty-one days before the date of the meeting be sent to every Member registered under article 3 and to every holder of debenture of the Institute, provided that this article shall not require a copy of those documents to be sent to any person of whose address the Institute is not aware or to more than one of the joint holders of any debentures.
- 61.1 The financial statements shall, upon review by the Members and if considered fit by the Members, be approved at general meeting.

## AUDITORS



62. Auditors shall be appointed and their duties regulated in accordance with sections 153 and 156 of the Act.

#### NOTICE

63. A notice or other communication may be given by the Institute to any Member by sending it by registered post or by sending it by electronic mail to him or to his address supplied to the Institute for the giving of notice to him. Service of a notice or other communication shall be deemed to be effected and the same shall be regarded as having been given and received:

- (a) if delivered personally, at the time of delivery;
- (b) if sent by registered post, at the expiration of twenty-four hours after the notice or other communication was posted, whether or not it is subsequently returned undelivered;
- (c) if sent by electronic mail, at the expiration of twenty-four hours after the time of transmission, whether or not notice of it being undelivered or undeliverable is subsequently issued.

#### 64. ARTICLE INTENTIONALLY LEFT BLANK

65. Notice of every general meeting shall be served in any manner herein-before authorised to-

- (a) every Member except those Members who have not supplied the Institute with an address for the giving of notices to them
- (b) every person being a liquidator or a trustee in bankruptcy of a Member, that has notified the Institute in writing that he is such liquidator or trustee in bankruptcy, where the Member but for its cessation or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Institute.

No other person shall be entitled to receive notices of general meetings.

#### INDEMNITY

66. Every Director, agent, auditor, Secretary and other officer for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 372 of the Act in which relief is granted to him by the Court.





## CHIEF EXECUTIVE OFFICER

67. The Board may appoint a CEO on such terms as it may think fit.
68. The CEO shall be accountable to the Board for the conduct of the affairs of the Institute.
69. The CEO shall establish and maintain relationships with key stakeholders and manage the operations of the Institute on a day-to-day basis in accordance with the strategic plan and related budget approved by the Board.

## THE EXECUTIVE

70. The Executive of the ICAC shall comprise the President, Vice-President, Treasurer and Secretary.
71. The CEO shall be an ex-officio member of the Executive.
72. The functions of the Executive shall be:
  - (i) To consider and make recommendations to Board on the major long-term objectives and policies of the Institute.
  - (ii) To initiate and co-ordinate major committee projects where these are not the specific responsibility of existing Committees.
  - (iii) To consider major matters affecting the relationship of the Institute with outside bodies, to conduct any negotiations arising therefrom and to report to the Board.
  - (iv) To make recommendations to Board on appointments to outside bodies.
  - (v) To review from time to time the internal organization of the Institute.
  - (vi) To be responsible for the employment and supervision of all staff.
  - (vii) To control and supervise the finances of the Institute.
  - (viii) To prepare and to submit to the Board the financial statements for each accounting period.
  - (ix) To submit to the Board a budget for the next financial year.
  - (x) To organize and review press releases ensuring that they promote, enhance and contribute to the high reputation of the Institute.
73. Notices and agendas for meetings of the Executive shall be circulated to all Directors; except for those Directors who constitute the Executive. Those Directors shall have the right to attend the meetings of the Executive as observers.





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**AMENDING THE INSTITUTE'S ARTICLES**

74. Any amendments to the Institute's articles shall require approval at a general meeting by a two thirds majority.

