

**THE COMPANIES ACT 2016
MALAYSIA**

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

CHARTERED TAX INSTITUTE OF MALAYSIA

Incorporated on 1st day of October 1991

COMPANIES ACT, 2016

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

CONSTITUTION
OF

**CHARTERED TAX INSTITUTE OF
MALAYSIA**

- 1. The name of the Institute is “**CHARTERED TAX INSTITUTE OF MALAYSIA**”.
- 2. The registered office of the Institute is situated in Malaysia.

INTERPRETATION

- 3. In this Constitution the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: -

The Institute/CTIM	:	Chartered Tax Institute of Malaysia
The Act	:	The Companies Act, 2016 or such other Acts or amendments relating to companies in force from time to time.
These Presents	:	The Constitution and any rules, and regulations of the Institute from time to time in force.
Corporate Secretary	:	Is a company secretary defined under Section 235 of the Act and excludes a company employed by the Institute to maintain the statutory records of the Institute.
Member	:	Includes unless otherwise stated an Associate Member, or a Fellow Member, but does not include an Honorary Member.
Registered Student	:	Students who are registered pursuant to Clause 26 hereof.

Provisional Member	:	A person of the category referred to in Clause 25 hereof
The Council	:	The Council for the time being hereby constituted.
The Office	:	The registered office of the Institute.
The Seal	:	The Common Seal of the Institute.
Month	:	A calendar month.
Prescribed Examinations	:	The examinations prescribed by the Council for candidates for admission into the membership of the Institute.
Minister	:	The Minister charged with the responsibility for companies.
Register	:	The Register of the Members of the Institute to be kept pursuant to the Act.
MIA	:	The Malaysian Institute of Accountants or its successor with such other name it may be called.
Term of office of Council Member	:	Date of election of a Council Member until date of retirement
In writing	:	Written, printed, lithographed, photographed and other modes of representing or reproducing words in visible form whether physically or electronically.
Electronic Address	:	Any electronic mail address or mobile or contact number used for the purpose of sending or receiving documents or information by electronic means.
Electronic Form	:	Includes any information in digital or electronic media.
Electronic Communication	:	Includes, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the Electronic Address or any other address or number of the addressee, as permitted by the law or by publication on the Institute's website.

Words importing the singular number shall include the plural number and vice versa and the masculine shall include the feminine and vice versa.

Words importing persons shall include corporations, firms, registered associations and societies and commercial organisations and nominee of such organisations.

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

OBJECTS AND POWERS

4. The objects for which the Institute is established are: -
- a) To provide an organisation for persons interested in or concerned with taxation matters in Malaysia.
 - b) To advance the status and interest of the taxation profession.
 - c) To exercise professional supervision over the Members of the Institute and frame and establish rules made herein for observance in matters pertaining to professional conduct.
 - d) To hold conferences and meetings physically or virtually for the reading of papers and the delivery of lectures, and for the acquisition and dissemination of other means of information connected with the profession of taxation.
 - e) To encourage the study of taxation and allied subjects and for that purpose to hold examinations or provide scholarships and bursaries and the donation on such terms and conditions as may from time to time be prescribed of a prize or other rewards or distinctions.
 - f) To grant pensions or gratuities to or to establish a superannuation fund for employees of the Institute.
 - g) To borrow or raise any money that may be required by the Institute upon such terms as may be deemed advisable and in particular by mortgage or charge on all or any part of the property of the Institute.
 - h) To maintain a resource centre for the use of Members, Provisional Members and Registered Students and to collect, collate and publish information of service and/or interest to Members of the profession.
 - i) To promote and to join any other body of taxation professionals with similar objects with a view to the attainment of the above objects or any of them.
 - j) To procure the Institute to be registered or recognised in any overseas country or place and to exercise any of the objects or powers.
 - k) To amalgamate or merge with the companies, institutes, societies or associations having objects similar to those of the Institute and which are prohibited by their constitution from distributing their income and property amongst their members to an extent at least as great as is imposed on the Institute by Clause 5 hereof.
 - l) To affiliate, as the Institute thinks fit, with any body or organisation whether in Malaysia or abroad whose interests and or objects are similar, related or complementary to those of the Institute.
 - m) To purchase, take on lease or otherwise acquire for the purposes of the Institute and to hold any estates, lands building assessment or other interests in immovable property, and any movable property or interests in movable property and to sell and let on lease or otherwise dispose of or grant rights on any movable or immovable property belonging to the Institute, PROVIDED that the Institute shall not acquire or hold any land without the licence of the Minister.

- n) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Institute.
- o) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute in the shape of donations, annual subscriptions or otherwise.
- p) To print and publish whether in hard copy or in electronic form any newspaper, periodicals, books or leaflets that the Institute may think desirable for the promotion of the objects of the Institute.
- q) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institute provided that the Institute shall not develop or turn into account any interest in such properties for commercial purposes.
- r) To invest any monies of the Institute, not immediately required for any of its objects, in such manner as may from time to time be determined.
- s) To borrow and raise money for the purposes of the Institute and to secure the repayment thereof in such manner as the Institute may think fit and in particular to mortgage or charge the undertaking and all or any of the Institute's property (both present and future) and to purchase, redeem, or pay off any of such securities.
- t) To appoint and remunerate agents, persons and representatives and to retain their services for such duration as may be considered necessary for the purposes of the Institute.
- u) To work in close co-operation with the authorities in Malaysia and to enter into arrangements with the Government State or Federal or any authorities and to obtain from any such Governments or authorities any rights that may seem conducive to the Institute's objects or any of them.
- v) To provide or subscribe to a superannuation fund or such other pension or other funds and to make or establish such arrangements or schemes for the benefit of employees of the Institute or otherwise to assist any such employees, their widows, children and dependents.
- w) To pay all costs, charges and expenses incurred or sustained in, or about the promotion and establishment of the Institute and to remunerate any person or persons for the services rendered in the promotion and establishment of the Institute.
- x) To set up branch or regional offices or local centres.
- y) To do all such other lawful things as are incidental or conducive to the attainment of the above objects, or any of them.
- z) To make donations for patriotic or for charitable purposes.

Provided always that the Institute shall not support with its funds any political organisation or society or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions or conditions which, if any were included in the objects of the Institute would make it a Trade Union within the meaning of the Trade Union Act 1959.

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

Provided that nothing herein shall prevent in good faith of payment of remuneration to any officer, agent or servant of the Institute or to any member of the Institute in return for any services actually rendered to the Institute or prevent the payment of interest at any rate to be determined by the Institute on money lent or reasonable and proper rent for, premises demised or let by any member to the Institute, but so that no member of the Council or governing body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council, Committee or governing body except in repayment of out-of-pocket expenses, travelling and subsistence allowance and interest at a rate determined by the Council on money lent or reasonable and proper rent for premises demised or let to the Institute.

6. No addition, alteration or amendment shall be made to or in the Constitution for the time being in force unless the same shall have been previously submitted to and approved by the Minister for the time being administering the Act.
7. Clauses 5 and 6 are conditions upon which a licence is issued by the Minister charged with the responsibility for companies.
8. The Institute is not allowed to solicit donation from the public without the approval of the Registrar of Companies.
9. The Council of the Institute shall always ensure that the Institute or the funds of the Institute is not being used for any form of political activity or for unlawful purpose prejudicial to or incompatible with peace, welfare, security, public order, good order or morality in Malaysia or for any purpose prejudicial to national security or public interest.
10. There shall be a Council for the management of the affairs of the Institute.
11. No person shall be appointed or elected as member of the Council of the Institute unless his appointment or election has been approved by the Registrar of Companies.
12. The liability of the Members is limited.
13. Every Member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a Member, and of the cost, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding Ringgit One Hundred (RM100).
14. If upon winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions or organisation having objects similar to the objects of the Institute or such other institutions approved under Section 44(6) of the Income Tax Act 1967.

15. Proper accounts shall be kept of monies received and expended by the Institute, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, shall be opened to the inspection of the Members. Once at least in every calendar year the accounts of the Institute shall be audited in such manner as may be required by the Act, the Constitution and any rules made thereunder by one or more approved Company Auditor or Auditors.

MEMBERS

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| Authorised Membership | 16. | The number of members with which the Institute proposes to be registered is not to exceed Five Thousand (5,000) but the Council may from time to time register an increase of members. |
| Members of the Institute | 17. | The names of the subscribers to the Constitution and such other persons as shall be admitted to membership in accordance with this Constitution shall be entered in the Register of Members accordingly. |
| Classes and Status of Members | 18. | There shall be the following classes of Members, namely Associate Members and Fellow Members. |
| Conditions of Membership | 19. | (1) For admission as a Member of the Institute every applicant shall in any case where this Constitution so require pass the prescribed examinations (unless exempted therefrom as hereinafter provided), comply with the requisites of this Constitution for membership and also comply with such other conditions as the Council may prescribe either generally or in any particular case. |
| Conditions of Application | (2) | Every applicant shall apply in a prescribed form and pay prescribed fees as the Council may from time to time determine and shall agree that if admitted as a Member he will be bound by the provisions of These Presents. |
| | (3) | The Council may in its discretion and without being required to assign any reason therefor refuse to accept any application for admission to membership of the Institute or for a change in the status of a Member. |

ASSOCIATE MEMBERSHIP

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| Qualifications of Associate Member | 20. | Associate membership shall be open to: - |
| | (a) | Any person who has passed the Advanced Course examination conducted by the Department of Inland Revenue or the Inland Revenue Board Malaysia or the relevant examination conducted by Royal Customs Malaysia, as determined by the Council, and who has not less than five (5) years experience in practice or employment relating to taxation matters approved by the Council; |

- (b) Any person whether in practice or in employment who for the purposes of the Income Tax Act, 1967 as amended or an advocate or solicitor of the High Court of Malaya, Sabah and Sarawak and who has had not less than three (3) years practical experience in practice or employment relating to taxation matters approved by the Council;
- (c) Any person who is registered with MIA as a Chartered Accountant with a Practising Certificate and who has had not less than three (3) years experience in practice or employment relating to taxation matters approved by the Council;
- (d) Any person who is registered with MIA as a Chartered Accountant and who has had not less than three (3) years' practical experience in practice or employment relating to taxation matters approved by the Council and who has passed the examinations specified in Part I of the First Schedule of the final examinations of the associations of accountants specified in Part II of the First Schedule to the Accountants Act 1967;
- (e) Any person who is registered with MIA as a Licensed Accountant and who has had not less than five (5) years practical experience in practice relating to taxation matters approved by the Council and who has been admitted as a licensed accountant of the MIA under the Accountants Act, 1967;
- (f) Any Registered Student or Provisional Member who has passed the examinations prescribed under Clause 27 (unless the Council shall have granted exemption from such examinations or parts thereof in accordance with Clause 28 and who has had not less than five (5) years practical experience in practice or employment relating to taxation matters approved by the Council;
- (g) Any person who is a full member of any professional body approved by the Council or who has any other relevant qualification approved by the Council and who had not less than five (5) years practical experience in practice or employment relating to taxation matters.

Qualification of
Fellow

21.

- (1) A Fellow Member may be elected by the Council provided the applicant has been an Associate Member for not less than five (5) years and in the opinion of the Council, he is a fit and proper person to be admitted as a Fellow Member and has met any other requirements imposed by the Council.
- (2) Notwithstanding Clause 21(1) the first Council Members shall be deemed to be Fellow Members of the Institute.

Power to Dispense with Requisites of Membership or Status 22. The Council may, by virtue of his experience in taxation matters or for valuable services rendered in advancing the interest of the profession or for any special reason it may deem sufficient, dispense with all or any of the requirements of Clauses 20 and 21 and admit any person to membership in the Institute in such status as it thinks fit or grant a change in status to any member.

Admission of Member of any other Institute 23. A member of any Institute of Taxation which the Council thinks fit to recognise may be admitted to membership of the Institute on such terms and conditions as prescribed from time to time by the Council.

HONORARY MEMBER

Admission of Honorary Member 24. The Council may give recognition to any person (not being a Member of the Institute) who has rendered distinguished service to the Institute or has contributed significantly in terms of contributing knowledge and experience in the field of taxation by conferring upon him Honorary membership of the Institute. An Honorary Member shall not be entitled to hold any office, vote at Meetings of Members or be elected to the Council of the Institute.

PROVISIONAL MEMBERSHIP

Admission of Provisional Member 25. (1) Any Registered Student who has passed the examinations prescribed under Clause 27 (unless the Council shall have granted exemption from such examinations or parts thereof in accordance with Clause 28) but who has not satisfied the requirements of practical experience for admission as a member may be admitted as a Provisional Member of the Institute upon an application made.

(2) A Provisional Member is entitled to all privileges accorded to members except that he shall not be entitled to vote in any Meeting of Members.

(3) Any Provisional Member of the Institute may describe himself as Provisional Member of CTIM but he shall not be entitled to use any letters or abbreviation to indicate his provisional membership.

(4) A Provisional Member of the Institute is entitled to be issued a certificate to indicate his membership as a Provisional Member.

(5) All Provisional Members are required to observe the rules and regulations made by the Council under the provisions of Clause 37. Provisional Members who fail to observe the rules and regulations of the Institute may be required to answer a complaint before the Council or Disciplinary Committee pursuant to Clause 40. Provisional Members shall be subjected to the same procedures, obligations, rights and liabilities of

members of the Institute as contained in the provisions of Clauses 41 and 42.

In addition to the above, any Provisional Member who has been found to have breached any of the rules and regulations of the Institute may have his provisional membership suspended for a duration as determined by Council or have his provisional membership revoked. Any Provisional Member whose membership has been revoked may not be eligible to apply for membership of the Institute until such time as when the Council removes the revocation as may be determined by the Council or on the recommendation of the Disciplinary Committee of the Institute upon an appeal by the Provisional Member.

- (6) A Provisional Member, upon complying with the requisites of this Constitution for membership and also comply with such other conditions and possess such other qualifications as the Council may prescribe either generally or in any particular case, shall apply for Associate membership with the Institute.

REGISTERED STUDENT

Qualification and
Requisites of
Registered Student

26. (1) No person who is not engaged in employment, practice or study relating to taxation matters approved by the Council shall be registered as a student.
- (2) The following persons shall be eligible for registration as students:
- (a) Holders of the Higher School Certificate, Sijil Tinggi Pelajaran or their equivalent with two (2) principle passes obtained in any one sitting; or
 - (b) Graduates of any university approved by the Council; or
 - (c) Persons who can produce evidence to the satisfaction of the Council of success in any examination which is recognised by the Council as providing a satisfactory test of general education; or
 - (d) Such other qualification or criteria as may be determined by the Council from time to time.
- (3) The Council shall from time to time publish a list of the universities so approved and of the examinations so recognised.
- (4) The examinations of the Institute as prescribed under Clause 27 may be attempted only by the Registered Students.

EXAMINATIONS

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| Scope and Conditions of Examinations | 27. | The Council may from time to time prescribe the number of examinations, the times and places at which they shall take place, the mode in which they shall be conducted (including the option to carry it out virtually), the subjects to be embraced therein, the knowledge necessary for passing and the tests by which such knowledge shall be ascertained, the examination fees payable by candidates and generally all such matters in connection with such examinations as it may deem necessary. |
| Exemptions from and Deferral of Examinations | 28. | The Council may exempt any person from the whole or any part of the prescribed examinations on the grounds that he has passed examinations which in the opinion of the Council are of equivalent standard to the prescribed examinations to present himself for the whole or any part of a subsequent examination. |
| Appointment of Board of Examiners | 29. | A Board of Examiners or Boards of Examiners shall from time to time be appointed by and hold office at the will of the Council for the purpose of examining candidates for admission to membership of the Institute and may comprise of such persons whether Members of the Institute or not as the Council shall deem proper. |
| Changes in and Fees of Board of Examiners | 30. | The Council shall have power at any time:

(a) To remove any Member of a Board of Examiners and appoint another in his stead.

(b) To fill any vacancy in a Board of Examiners otherwise howsoever occurring.

(c) To increase or reduce the number of Members of a Board of Examiners.

(d) To fix fees payable to Members of a Board of Examiners and to pay such fees. |

FEES AND SUBSCRIPTION

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| Power to Prescribe Fees and Subscription | 31. | The Council –

(a) shall prescribe the fees payable by applicants for admission as Registered Students, Provisional Members and to each class of membership of the Institute;

(b) shall prescribe the annual subscription payable by Registered Students, Provisional Members and the several classes of Members of the Institute and may for special reasons prescribe different rates of subscription payable by Members of the same class; |
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- (c) may determine what proportion of the said annual subscription shall be allocated in payment for any journal which may be adopted as the official journal of the Institute; and
- (d) may raise any special levy for particular purposes in furtherance of the objects of the Institute from Members with the consent of a Meeting of Members of the Institute.
- Payment of Admission Fee 32. Admission fees shall be payable together with the applications for registration as students or to admission as members. Such fees will be refunded if the application is not approved by the Council.
- Payment of Annual Subscription 33. (a) Every person who becomes entitled to admission as a Member shall before his name is entered in the Register and before he becomes entitled to the privileges of membership pay his first annual subscription according to the status in which such person is entitled to admission and shall so long as he continues as a Member pay the annual subscription according to his status for the time being. Every member granted a change in status shall thereupon pay such additional fee for the year then current as may be prescribed.
- (b) Every person who becomes a Registered Student shall pay the Annual subscription fee as determined by the Council from time to time, before his name is registered as a Registered Student.
- (c) Annual subscriptions of Members shall be payable in advance on admission and thereafter annually before January 31 of each year.
- (d) Annual Subscription of Registered Students shall be paid at such time and period as may be prescribed by the Council.

CERTIFICATES

- Certificates of Membership 34. (1) A Certificate of Membership in the prescribed form shall be issued to each Associate Member, Fellow Member and Honorary Member.
- (2) Every Certificate of Membership shall be signed by the President or Deputy President and counter-signed by the Registrar of the Institute. The approval of Council for admission of a Member shall be deemed to be the authority given under Clause 96 for the affixing of the Seal on the Certificate.
- (3) Every Certificate issued or made by the Institute shall notwithstanding the payment of any fees remain the property of the Institute and shall be returned by the recipient on demand made therefor by the Council and if any person

neglects or refuses to return or deliver up any such certificate on such demand, legal proceedings may be taken by the Council concerned for the recovery thereof.

Copies (4) No Member shall without the consent in writing of the Council first had and obtained make or cause to be made by any means whatever any replica of any Certificate of the Institute and every such replica shall become and always remain the property of the Institute.

Replacement of Certificate (5) If a Certificate is defaced, lost or destroyed it may be replaced on payment of such fees (if any) and on such terms (if any) as to evidence as the Council thinks fit.

(6) A Member, who is engaged in public practice service, must hold a valid practising certificate issued by the Institute. The Council shall determine the regulations and requirements relating to practising certificates.

Tax Technician Certificate 35. In accordance with Clause 27, a student who has completed the required number of examination papers at an intermediate level shall be issued a prescribed certificate that denotes a qualification at the level of a tax technician.

DESIGNATIONS

Designations of Members 36. Any Member of the Institute so long as he remains a Member may use after his name in the case of a Fellow Member, the designatory letters FCTIM and in the case of an Associate Member, the designatory letters ACTIM or any other designatory letters as the Council and the Institute may determine.

The Council may give recognition and grant the right to use certain descriptions to a Member of the Institute who has met the requirements imposed by the Council.

PROHIBITION OF CERTAIN ACTS AND CONDUCT

Regulations on Conduct of Members 37. The Council may make rules and regulations for the conduct of sound taxation practice and promotion of the interests of the taxation profession and may prohibit such acts and regulate the conduct of Members in that regard as it thinks fit and it may provide penalties including forfeiture of Membership) for those Members who may commit a breach thereof or who may not observe the provisions of any such rule.

CESSATION OF MEMBERSHIP

Resignation of Membership 38. Any member desirous of resigning this membership shall forward his written resignation together with his Certificate or Certificates of Membership of the Institute to the Institute, and the Council may

accept his resignation on payment of all subscriptions and fees (if any) then due and owing by him.

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| Suspension or Forfeiture of Membership | 39. | (1) | The Council may suspend a Member for such period as the Council shall determine, may declare his membership forfeited, may admonish, censure and/or fine a Member if- |
| Breach of Rules | | (a) | In the opinion of the Council he has been guilty of a breach or failure to observe the provisions of any Rule made under the provisions of Clause 37 or of any breach of Clause 36. |
| Dishonourable Conduct | | (b) | In the opinion of the Council he has been found to have carried out dishonourable practices, or conduct derogatory to his profession or conduct which is not in the best interests of the Institute or the Members of the Institute. |
| Admission by Improper Means | | (c) | In the opinion of the Council, his admission was obtained by improper means. |
| Ceasing to Hold Qualifications | | (d) | He has ceased to hold the necessary qualifications for membership prescribed by this Constitution or his qualifications have been withdrawn for any reasons whatsoever, except where such cessation to hold qualifications from or withdrawal of such qualification by any other professional body is only a direct result of his voluntary resignation from membership of the said professional body. |
| Bankruptcy | | (e) | He has become bankrupt or insolvent and in default of payment by the Member of any such fine and/or any other sum of money ordered by the Council to be paid to it by such Member or failure to comply with any other directive from the Council may so suspend or declare his membership forfeited. |
| | | (2) | During the period of suspension of a Member, he shall be deemed not to be a Member of the Institute but upon the expiration of such period his rights shall be revived. |
| | | (3) | A Member whose membership has been declared forfeited shall cease to be a Member and his name shall be removed from the Register. |
| Return of Certificate | | (4) | A Member who has resigned shall deliver up his certificate or certificates of membership to the Institute. |
| | 40. | (1) | The Council may appoint an Investigation Committee to investigate any complaint or information received by the Institute or made publicly available for breach of professional conduct and ethic by any Member. If the findings establish a |

prima facie case, the Investigation Committee shall determine the charge against the Member concerned and refer the case to the Council or Disciplinary Committee.

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| Disciplinary Committee | (2) | The Council may appoint a Committee of the Council to be called the Disciplinary Committee and may delegate to such Committee all or any of the powers conferred on it by Clause 39. |
| Hearing to Consider Conduct of a Member | 41. (1) | The powers conferred on a Council by Clause 39 shall not be exercised until a report on the matter in question has been made to the Council or Disciplinary Committee by an Investigation Committee appointed for that purpose and until a hearing of the Council or the Disciplinary Committee has been held for the purpose of considering such matter of which hearing the Member has been given not less than fourteen (14) days' previous notice in writing specifying the matter or matters to be considered and at which hearing such Member shall be given the opportunity of being heard by himself, his solicitor or counsel or by some other Member on his behalf and of presenting such evidence as he may desire. |
| Procedure at Hearing | (2) | The proceedings at every such hearing shall be conducted in such manner as the Council or Disciplinary Committee may from time to time prescribe. |
| Council/Disciplinary Committee May Engage Solicitor or Counsel | (3) | The Council or its Disciplinary Committee may itself engage a Solicitor or counsel to assist it at such hearing. |
| Non-disclosure of Source of Information | (4) | The Council or Disciplinary Committee shall not be under any obligation to disclose to the Member concerned or any other Member the source of any information giving rise to such proceedings. |
| Public Notice of Suspension or Forfeiture of Membership | 42. | Public notice of any suspension or forfeiture of membership or any censure or admonishment of a Member or any fine imposed upon a Member may be published in such manner as the Council shall deem fit and the Certificate or Certificates of Membership of the Institute of the Member so suspended or expelled shall in either case be delivered to the Council to be retained during his suspension or to be cancelled. |
| Forfeiture of Membership for Non-Payment of Subscriptions or Other Approved Dues | 43. | If any Member's subscription or other approved dues is overdue for six (6) months, notice of such fact shall be sent to him by the Institute, and if he omits or neglects to pay his arrears within one (1) calendar month next after the date of such notice, his name may with the authority of the Council be removed from the Register and from the date of such removal he shall cease to be a Member but without prejudice to the right of the Council to recover all arrears including the subscription |

for the year then current and his Certificate or Certificates of Membership of the Institute. However, the provisions of this Clause may be waived or the period for payment of arrears may be extended at the discretion of the Council.

Effect of Cessation of Membership 44. Whenever any person shall cease to be a Member, his name shall be removed from the Register and he shall from such date cease to have any claim upon or interest in the funds and property of the Institute or any part thereof.

REINSTATEMENT OF MEMBERSHIP

Reinstatement of Membership 45. A person whose name has been removed from the Register under the provisions of this Constitution may apply at any time for reinstatement and such person may be reinstated upon such terms and conditions and upon giving such information and explanation as the Council may deem fit, but the Council shall not be compelled to reinstate such person and may refuse to assign any reason therefor.

REGISTER OF MEMBERSHIP

Register of Members to Be Kept 46. (1) A Register of Members shall be kept by the Council in accordance with the Act.

Contents of Register (2) The Register of Members shall set out the status of each Member and shall contain such further particulars as may from time to time be prescribed by the Council.

Members to Furnish Required Information (3) Every Member shall furnish the Council with all required information to enable it to compile a record of the qualifications of Members in accordance with this Constitution.

Authority for Entries or Changes in the Register (4) No name or designation except the names and designations of those Members already on the Register shall be entered therein save on the authority of the Council, nor shall any name be removed from the Register not the status therein be changed save on the like authority.

(5) The Register of Members and other membership matters shall be managed by the Registrar as defined in Clause 95(b).

RIGHTS OF MEMBERS

Constitution 47. A copy of the Constitution shall be supplied to every Member on admission.

Attendance at Meetings of Members 48. Subject to These Presents, all Members of the Institute shall be entitled to attend Meetings of Members of the Institute and shall receive notifications and circulars concerning the affairs of the Institute.

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| Voting Rights | 49. | <ul style="list-style-type: none"> (1) Each Associate Member and Fellow Member shall be entitled to vote and shall have one vote. (2) For the aforesaid purpose a Member may appoint a proxy who shall either be an Associate Member or Fellow Member of the Institute. The Proxy so appointed shall have one (1) vote upon a poll or ballot. |
| Amendments to the Constitution | 50. | <p>Subject to Clause 6 of the Constitution, amendments to the Constitution may be done as follows: -</p> <ul style="list-style-type: none"> (a) Amendments to this Constitution shall only be made by an Annual General Meeting or a Meeting of Members convened for the purpose. Any proposal to amend the Constitution including deleting or additions of clauses, shall be notified to the Institute in writing, together with the names of the proposers and seconders, not less than twenty-eight (28) clear days before an Annual General Meeting, or Meeting of Members as the case may be. (b) The Institute shall notify all Members in writing of all proposals to amend the Constitution not less than twenty-one (21) clear days before the meeting at which such proposals are to be discussed. (c) Any such proposed amendment, deletion or addition shall require a majority of not less than three-fourths of such Members being entitled to vote either in person or by way of ballots cast by the proxy appointed under the provision of Clause 49(2) at such meeting. |

MEETING OF MEMBERS

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|--------------------------------------|-----|---|
| Meeting of Members | 51. | <p>Meetings of Members shall be held in accordance with the provisions of the Act. The Institute shall hold an Annual General Meeting in every calendar year in addition to any other meetings held during that period, within six (6) months of the Institute’s financial year end and not more than fifteen (15) months after the last preceding Annual General Meeting.</p> <p>The Meeting of Members referred to in the last preceding clause shall be called “Annual General Meeting” and all other Meetings of Members of the Institute shall be called “Meeting of Members”.</p> |
| Time and Place of Meeting of Members | 52. | <ul style="list-style-type: none"> (1) The Institute may convene a Meeting of Members at more than one (1) venue in Malaysia using any technology or method that enables the Members of the Institute to participate and to exercise the Members’ right to speak and vote at the meeting. (2) The main venue of all Meetings of Members and Annual General Meetings shall be within Malaysia at such time and place as the Council shall determine. The Chairman shall be present at that main venue of the meeting. |

- (3) The Members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- (4) Conduct and participation at meetings using technology or as provided hereinabove shall be subject always to the Council exercising its discretion that the meeting should be conducted in such manner.
- (5) If the Institute decides to proceed with the Meeting of Members in accordance with Clause 52(1), a Member present at the separate meeting venue is taken to be present at the Meeting of Members and entitled to exercise all rights as if he was present at the main venue if a separate meeting venue is linked to the main venue of a Meeting of Members by an instantaneous audio-visual communication device facilities which, by itself or in conjunction with other arrangements:-
 - (a) gives the general body of Members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;
 - (b) enables the Members in the separate meeting venue to vote on a poll or by way of ballot cast or on a show of hands.

Inaugural and
Annual General
Meeting

53. (1) The Inaugural Meeting of the Institute shall be the first Annual General Meeting of the Institute. All Annual General Meetings of the Institute shall be held in accordance with the Act for the following purposes: -

Business of Annual
General Meeting

- (a) to receive from the outgoing Council the Annual Report and Financial Statements for the preceding year.
- (b) to elect or re-elect the Council Members.
- (c) to appoint auditors for the purposes of Clause 104 of this Constitution for the ensuing year. Such appointed auditors may be reappointed each year as the meeting thinks fit. Auditors to be appointed shall not be Members of the Council.
- (d) to transact any other business duly notified in accordance with Clause 58.

NOTICE

- Notice of Meeting 54. The notices convening meetings shall specify the place, the day and the hour of the meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is proposed and at an Annual General Meeting.
- Notice of Annual General Meeting, Meeting of Members and/or Documents 55. (i) Notices of Meetings of Members, Council and any other communication between the Institute and the Members/Council, including matters relating to resolutions, supply of information or documents or otherwise whether for the purposes of complying with the Act or otherwise may be:
- (a) in hard copy;
 - (b) in Electronic Form; or
 - (c) partly in hard copy and partly in Electronic Form.
- Communication in Hard Copy (ii) A communication in hard copy shall be valid if:
- (a) sent to the Institute through post at the Office;
 - (b) served on the Member personally, or, by sending it through post at the last known address;
 - (c) sent to the Institute or Member by facsimile; or
 - (d) advertised in the daily press.
- Communication in Electronic Form (iii) A communication in Electronic Form shall be valid if:-
- (a) sent to the Institute at an Electronic Address provided for that purpose;
 - (b) sent to the Member by Electronic Communication at the last known Electronic Address provided;
 - (c) served on a Member by means of publication on the Institute's website provided that a notification of the publication of such item or material being communicated on the website has been given to the Members in hard copy and/or Electronic Form in accordance with the Act; or
 - (d) served on a Member using any other electronic platform maintained by the Institute or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication of such item or material being communicated on the

electronic platform has been given to the Members in hard copy and/or Electronic Form in accordance with the Act.

Communication
Partly in Hard Copy
and Partly in
Electronic Form

(iv) A communication partly in hard copy and partly in Electronic Form shall include the sending of any communication by any means while in Electronic Form. This shall include:

- (a) the sending to the Institute through post at the Office; or
- (b) the service on the Member either personally or through post at the last known address,

of any notice or communication contained in Electronic Form such as CD-ROM, USB drive or any other equipment or device used for the storage of data.

Last Known Address

(v) The address (including Electronic Address):

- (a) of a Member appearing in the Register of Members;
- (b) provided by the Member to the Institute for purposes of communication with him,

shall be deemed as the last known address of the Member for purposes of communication including but not limited to service of notices and/or documents to the Member respectively.

Communication by
Hard Copy Deemed
Served

(vi) Any item or material being communicated by hard copy shall be deemed to have been served by the Institute to a Member on the day the prepaid letter, envelope or wrapper containing such item or material is posted.

In proving service by post it shall be sufficient to prove that the letter containing the notice or document or material was properly addressed and stamped and put into a government post box or delivered to the postal authority for delivery.

In proving service by facsimile it shall be deemed to be effective at the time of despatch with confirmed answerback of the addressee appearing at the beginning and end of the communication.

Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

Communication in
Electronic Form
Deemed Served

(vii) A communication in Electronic Form sent to the Members by Electronic Communication shall be deemed to be served upon transmission of the same to the Electronic Address of the addressee provided that the Institute has record of the Electronic Communication being sent and does not receive an

automated delivery failure notice after the communication has been transmitted.

Communication by
Publication on
Website Deemed
Served

(viii) A communication by means of publication on a website shall be deemed to be served upon when the material was first made available on the website provided that the notification of the publication or availability of the item or material being communicated on the website has been given to the Members whether in hard copy and/or Electronic Form in accordance with the Act.

Communication by
Electronic Platform
Deemed Served

(ix) A communication via electronic platform maintained by the Institute or third parties shall be deemed to be served on the date the item or material being communicated was first made available thereto provided that the notification of the publication or availability of the item or material being communicated on the relevant electronic platform has been given to the Members whether in hard copy and/or Electronic Form in accordance with the Act.

(x) In the event that service of a notice or documents pursuant to Clause 55(iii) is unsuccessful, the Institute must, within two (2) business days from discovery of delivery failure, make alternative arrangements for service by serving notice or document in hard copy in accordance with Clause 55(ii).

(xi) A Member who has no registered address within Malaysia and has not supplied to the Institute an address within Malaysia for purposes of communication with him shall not be entitled to receive any notice or documents or communication in hard copy through post from the Institute.

Who May Receive
Notice

56.

Notice of every Meeting of Members shall be given in any manner hereinbefore specified to:

- a. every Member;
- b. every Council Member; and
- c. the Auditors.

Omission to Give
Notice

57.

The accidental omission to give notice of meeting to or the non-receipt of notice of a meeting, by any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.

Circulation of
Statement/Notice of
Resolution

58.

Any two (2) members having a right of voting may require the Institute to:-

- (a) circulate a statement with respect to a matter referred to in a proposed resolution to be dealt with at that meeting or other business to be dealt with at that meeting; or
- (b) give notice of a resolution which may be properly moved and is intended to move at that meeting,

to Members of the Institute entitled to receive notice of a Meeting of Members provided a request is received by the Institute

- (i) In the case of a requisition requiring notice of resolution, at least ten (10) clear days before the meeting; or
- (ii) In the case of any other statement, at least seven (7) clear days before the day appointed for the meeting.

Requisition of Meetings

59. (1) The Council may convene a Meeting of Members subject to the provisions herein contained. The Executive Director or a Council Member or any person exercising the role of Executive Director as directed by the President, must convene a meeting of the Council within seven (7) days if required to do so in writing by four (4) Members of the Council, to discuss the convening of a Meeting of Members.
- (2) Subject to the Act, a Meeting of Members shall also be convened by the Council upon receipt of a signed requisition of not less than five per centum (5%) of the Members entitled to vote, stating the purposes of the Meeting. Such meeting shall be convened within fourteen (14) days of the requisition and held on a date not more than twenty-eight (28) days after the date of the notice to convene the meeting.
- (3) A Meeting of Members shall be held at a place, time and date to be determined by the Council. Notice of such meeting, together with the business to be transacted thereat, shall be given to all Members not less than fourteen (14) clear days before the date fixed for the meeting unless the purpose is for the passing of a special resolution or amendment of the Constitution in which event twenty-one (21) clear days' notice shall be given.
- (4) In the event the Council fails to convene a Meeting of Members requisitioned by Members as aforesaid in this Constitution, the Members who requisitioned the meeting, or any of them representing more than one half of the total voting rights of all of them may convene the meeting of Members.

Such meeting shall be convened on a date not more than three (3) months after the date on which the Council received a requisition to convene a Meeting of Members.

The meeting shall be convened in the same manner, as nearly as possible, as that in which meetings are requisitioned to be convened by the Council of the Institute.

- (5) No business, except that which has been duly notified, may be transacted at a Meeting of Members.

PROCEEDING AT MEETING OF MEMBERS

- Chairman 60. The Chair at a Meeting of Members shall be taken by the President of the Council, or in his absence by the Deputy President or if he is also absent, by any Fellow Member of the Institute or any Associate Member elected by the meeting. All Meetings of Members shall be conducted in accordance with These Presents. No non-members of the Institute may attend Meetings of Members of the Institute except by invitation of the Council and with the consent of the meeting. Such persons may also speak with the permission of the Chairman.
- Quorum 61. (1) The quorum at a Meeting of Members shall be not less than thirty (30) Members except as provided for under this Clause, present and entitled to vote at the time the chair is taken, which shall be within half an hour of the time fixed for the meeting.
- (2) In the event of there being no quorum, the meeting shall –
- (a) In the case of a Meeting of Members called by the Council, stand adjourned to a time and date to be determined by the Council not less than one (1) week and not more than two (2) weeks later; such time and date shall be notified to all Members in writing by the Corporate Secretary within forty-eight (48) hours of the adjournment. The quorum for such an adjourned meeting shall be fifteen (15) Members who are entitled to vote at a Meeting of Members. The agenda for the adjourned meeting shall be the same as that for the original meeting. If a quorum is not present at an adjourned Meeting the Members present shall be a quorum.
- (b) In case of a Meeting of Members requisitioned or convened by Members under Clause 59(2) or (4) of this Constitution, the meeting shall be considered dissolved.
- (3) Objections, if any, to the validity of a Meeting of Members, shall be duly considered and dealt with the Chairman of the meeting before the notice convening the meeting is read or deemed read. Once the meeting has commenced, no objection relating to the validity of the Meeting of Members may be raised during the progress of the meeting. No meeting which has a quorum present at the beginning of the meeting shall become incompetent to transact business from want of a quorum arising after the Chair has been taken and the notice convening the meeting has been read or deemed read.
- Voting 62. Voting for election to the Council and for purposes of amendments to the Constitution shall be by secret ballot. Voting on all other matters may be by show of hands and in the event of an equality of votes, the Chairman shall both on a show of hands and at a poll

have a casting vote in addition to the vote to which he may be entitled as a Member. Postal balloting shall be permitted. Any decision, except where specifically provided for otherwise, shall be by a simple majority of the votes cast.

63. Any member who is not able to attend the Meeting of Members may cast his vote by post. Postal ballot papers shall be serially numbered. All sealed postal ballots are to be mailed directly to the Institute or to such address as may be provided by the Institute and shall be placed in a sealed ballot box, to be opened on the day of the Meeting of Members. Proof of posting by Member is not proof of receipt of the postal ballot.
- Evidence of Passing of Resolution Without Poll 64. At any meeting, unless a poll is demanded by at least five (5) Members present personally and entitled to vote at the meeting, a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Institute 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.
- Poll 65. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs (and either at once or after an interval or adjournment or otherwise) and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. The demand for a poll may be withdrawn. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
- Votes of Members 66. Subject to the provisions of Clause 71 every Member present in person and entitled to vote shall have one (1) vote and upon a poll every Member present in person or by proxy and entitled to vote shall have one (1) vote.
- Proxies Permitted 67. Subject to Clauses 62 and 63, votes may only be cast either personally or by proxy appointed under the provisions of Clause 49(2).
- Electronic Address Provided in the Notice 68. The Institute may include an Electronic Address in a notice calling for a meeting and accordingly any document or information relating to the proceedings at a meeting, including the appointment and termination of a proxy may be sent by electronic means to the Electronic Address provided by the Institute in the notice calling a meeting.
- Appointment of Proxy via Electronic Communication 69. (1) Subject to the Act, the Council of the Institute, may accept the appointment of proxy received by Electronic Communication on such terms and subject to such conditions as they consider fit.

- (2) For the purposes of this Clause, the Council may require such reasonable evidence they consider necessary to determine and verify: -
 - (a) the identity of the Member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- (3) Without prejudice to Clause 69(1), the appointment of a proxy by Electronic Communication must be received at the Electronic Address specified by the Institute in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:
 - a. Notice calling the meeting;
 - b. Instrument of proxy sent out by the Institute in relation to the meeting; or
 - c. Website maintained by or on behalf of the Institute.
- (4) An appointment of proxy by Electronic Communication must be received at the Electronic Address specified by the Institute pursuant to Clause 69(3) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (5) An appointment of proxy by Electronic Communication which is not made in accordance with this Clause shall be invalid.

Form of Proxy

70.

- (1) Every instrument of proxy whether for a specified meeting or otherwise shall be in the form which the Council may approve from time to time.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer.

Instrument to be
Deposited at Office
or as Specified

- (3) The instrument appointing a proxy shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

When Vote by Proxy Valid Though Authority Revoked 71. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the instrument under which the vote is given provided that no intimation in writing of the death or revocation shall have been received before the meeting is held.

Members not Entitled to Vote etc. 72. No member shall be entitled to vote on any question either personally or by proxy at any Meeting of Members of the Institute or at a poll whose subscription is overdue for three (3) months.

MANAGEMENT OF THE INSTITUTE

Council and Composition 73. (i) The Management of the Institute shall vest in a Council comprising of sixteen (16) Members.

(ii) Members of the Council shall be elected into the Council by the Meeting of Members of the Institute in accordance with the rules contained in this Constitution.

(iii) The First Members of the Council shall be: -

Abu Hanifah bin Nordin
Ahmad Mustapha Ghazali
Ramli Ibrahim
Chow Kee Kan
Ashari Ayub
Lee Hwa Beng
Hamzah bin HM Saman
Raja Arshad bin Raja Tun Uda
Tan Sri Lim Leong Seng
Lee Beng Fye
Dr Subbramaniam s/o Arjunan
Ranjit Singh s/o Maan Singh
Yong Poh Chye
Yeoh Chong Swee
Michael Loh Pooh Kee
Teh Kok Leong

and they shall hold office until the conclusion of the First Annual General Meeting of the Institute.

Council Membership 74. The Council may enlarge the membership of the council up to a maximum of twenty (20) Members and of which four (4) will be appointed by the Council. The Appointee shall retire at the forthcoming Annual General Meeting of the Institute and is eligible for re-election but shall not be taken into account in determining the number of Council Members who retire by rotation at the meeting in accordance with Clause 76.

75. Members of the Council shall not hold office for more than two (2) consecutive terms or a continuous period of eight (8) years. The limitation of tenure of two (2) consecutive terms or a continuous period of eight (8) years does not preclude a member from being appointed to any committee/working group/sub-committee of the Institute.
- Retirement of Council Members 76. At each subsequent annual general meeting, one quarter (1/4) of the Members of the Council (or, if their number is not multiple of four, the number nearest to but not exceeding one quarter) shall retire by rotation but shall be eligible for re-election. The retiring Members of the Council shall be those who have been longest in office since the date of election or last re-election. As among those who have been in office for the same length of time, the Members who are to retire shall, unless there is an agreement among them, be determined by lot.
- Vacation of Office of Council Member 77. The office of a Member of the Council is vacated: -
- (a) If he dies or leaves Malaysia for a period of more than twelve (12) months or resigns or is unwilling or becomes incapable of carrying out his duties.
 - (b) If he ceases to be a Member of the Institute or is suspended from membership.
 - (c) If he becomes bankrupt or insolvent or enters into any composition or arrangement with or makes any assignment for the benefit of his creditors or allows any judgement against him to remain unsatisfied for a period of twenty-one (21) days.
 - (d) If he is declared lunatic or becomes of unsound mind.
 - (e) If he is convicted of a serious criminal offence.
 - (f) If he is convicted of an offence involving bribery, fraud or dishonesty.
 - (g) If he is prohibited from being a Member of the Council pursuant to the Act.
- Removal of Council Member and Appointment of Another in His Place 78. A Member of the Council may be removed by ordinary resolution before the expiry of his term of office at a Meeting of Members and another Member elected in his place or upon Clause 85(h) taking effect.
79. A Member of the Council may resign from office before the expiry of his term by giving notice to the Council. Such resignation shall take effect from when it is delivered at The Office or at a later date stipulated in the notice.

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| Filling of Vacancy | 80. | Any casual vacancy arising from the vacation of office under Clause 78 or 79 by a Member of the Council or upon death shall be filled by the Council by appointment from amongst Members of the Institute. Such appointee shall hold office only for the remainder term of office of the vacating Member. |
| Election of President and Deputy President | 81. | <p>The Council shall be responsible for the overall management of the Institute and shall at its first meeting after incorporation and after an Annual General Meeting thereafter elect from among the Council Members a President, a Deputy President.</p> <p>The President and Deputy President shall be elected from amongst the Council by a simple majority vote. The President and Deputy President so elected shall retire from office at the Annual General Meeting following their election to office but are eligible for re-election.</p> <p>The President shall hold office for a consecutive term of not more than three (3) years.</p> |
| Annual Report and Financial Statement | 82. | The Council shall be responsible for drawing up an Annual Report and Financial Statements for its year of office, and present these at the Annual General Meeting. |
| Power of Council | 83. | <p>The Council shall have powers at any of its meetings to:-</p> <ul style="list-style-type: none">(a) enact and amend any Rules necessary to ensure the proper management and administration of the Institute;(b) appoint on such terms as it may determine an Executive Director of the Institute, and such other staff as it considers necessary for the day-to-day administration of the Institute;(c) award and confer diplomas, certificates and the like, and scholarships and prizes as considered appropriate;(d) appoint and dissolve Committees or Sub-Committees for special purposes as it considers necessary for the proper management and administration or in furtherance of the objects of the Institute and may delegate any of its powers to them as it thinks fit.(e) set up branches or regional offices or local centres in the furtherance of the objects of the Institute and may delegate any of its powers to them as it thinks fit;(f) approve or refuse admission of applicants to membership of the Institute, such action may be based upon the recommendation of a Membership Committee which it may appoint; |

- (g) impose such disciplinary action as it thinks fit on any Member acting in a manner deemed to be contrary to the objects or detrimental to the interest of the Institute; or based upon the recommendations of a Disciplinary Committee which it may appoint;
- (h) determine the affiliation of the Institute with other bodies or organisations;
- (i) use its discretion and interpretation in the event of any matter or question arising out of any point not specifically provided for in the Act and this Constitution;
- (j) decide on the payment to be charged for services rendered by the Institute;
- (k) purchase, rent or otherwise acquire and furnish suitable premises for the use of the Institute;
- (l) take cognisance of anything affecting the Institute or the professional conduct of Members and shall have power to bring before Meetings of Members of the Institute any matters which it considers material to the Institute or to the interests of the profession and may make any recommendations and take such action as it thinks fit in relation thereto;
- (m) circulate amongst the Members each year, a copy of the Financial Statements and a report of the activities of the Institute during the previous year and it may, in its discretion, circulate a list of Members and such other information as it may deem of interest amongst the Members. Such documents may be in printed form or in CD-ROM form or such other form of electronic media or as provided under Clause 55;
- (n) institute, conduct, defend, compound or abandon any legal proceedings by and against the Institute or its officers or otherwise concerning the affairs of the Institute and also may compound and allow time for payment or satisfaction of any debts or any claims or demands by or against the Institute;
- (o) refer any claims or demands by or against the Institute to arbitration and observe and perform every award made as a result of such arbitration;
- (p) make and give receipts, releases and other discharges for monies payable to the Institute and for the claims and demands of the Institute;
- (q) invest and deal with any moneys of the Institute upon such security and in such manner as it thinks fit and it may from time to time vary and call in such investments;

- (r) borrow or raise money by bank overdraft or otherwise by the issue of debentures or any other securities founded or based upon all or any of the property and rights of the Institute, or without any such security and upon such terms as to priority or otherwise as the Council shall think fit;
- (s) notwithstanding the preceding Clauses, the Council may delegate any or all of its powers to any person or persons.

Regulations and Forms

84. The Council may make such rules and regulations and prescribe such forms and do all such things as it may from time to time in its discretion think necessary, expedient or fit for the internal management, regulation and good governance of the Institute.

PROCEEDINGS OF THE COUNCIL

Council Meeting

- 85. (a) The Council shall meet at least four (4) times a year.
- (b) A meeting shall be convened at any time upon a request in writing of the President or any four (4) Members of the Council.
- (c) the Executive Director, a Council Member or any person exercising the role of the Executive Director shall on the requisition pursuant to Clause 85(b), summon a meeting of the Council by serving not less than seven (7) days’ notice thereof unless such requirement is waived by a majority of the eligible Council Members. The Notice can be served via facsimile, e-mail, post, courier or any other electronic means or as provided in Clause 55.
- (d) The conduct of a Council’s meeting may include participation thereat by any Council Member via telephone conferencing and/or video conferencing or any other interactive means of audio or audio-visual communications whereby all participating persons are able to hear each other or be heard during the meeting. A Council Member’s participation in the manner as aforesaid shall be deemed to be present at the meeting and shall be entitled to vote thereat. Any meeting held in such manner shall be deemed to be or have been held at such time and place as set out in the notice of the meeting. For the purpose of recording attendance, the President or Executive Director or any person exercising the role of the Executive Director shall mark on the attendance sheet that the Directors were present and participating by communication equipment.
- (e) The quorum at a meeting of the Council shall be at least six (6) of the total number of Council Members then in office when the meeting is called to order.

- (f) Each Member of the Council shall have one (1) vote and questions arising at any meeting of the Council or a Committee thereof shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
- (g) The President or in his absence, the Deputy President shall chair the meeting of the Council and in the absence of both the President and the Deputy President, a Member of the Council shall be elected to chair the meeting.
- (h) Any Member of the Council absenting himself from three (3) consecutive meetings without leave shall be deemed to have withdrawn from the Council wherein Clause 78 would take effect.

Declaration of Interest by Council Members	86.	Any Member of the Council present at a meeting where any business, in which such Members is personally interested, whether directly or indirectly, is being discussed shall voluntarily make known such interest and retire from the meeting during discussion of the business.
Powers of Quorum	87.	A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in it by These Presents.
Proceedings of Committee	88.	The meetings and proceedings of every Committee or Sub-Committee formed under Clause 83(d) shall be governed by such rules and regulations as may from time to time be made by the Council and in the absence of such rules and regulations by the provisions herein contained for regulating the meeting and proceedings of the appointing Council so far as the provisions are applicable thereto.
Resolutions of Committee not Binding until Confirmed	89.	No report or resolution of any Committee or Sub-Committee shall bind the Institute until adopted or confirmed by the Council by which the Committee or Sub-Committee was appointed unless at the time of the appointment power to do so was expressly given to such Committee and Sub-Committee.
When Acts of Council or Committee Valid Though Appointment Defective, etc.	90.	All acts done at any meeting of the Council or of a Committee or Sub-Committee appointed by the Council or by any person acting as a Member of any such Council or Committee or Sub-Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Council, Committee, Sub-Committee or person acting as aforesaid or that they or any of them were disqualified, be as valid, as if such Council, Committee, Sub-Committee or person had been duly appointed and was qualified to be a member of the Council.
Minutes	91.	The Council shall cause to be regularly entered, in books provided for the purposes, minutes of the proceedings of their respective meetings, of meetings of their Committees or Sub-Committees and

of Meetings of Members of the Institute and of the names of those present at such Council, Committee and Sub-Committee Meetings. The minutes of any meeting signed by the Chairman of the succeeding meeting shall be conclusive evidence of the transactions recorded in such minutes.

- Resolution of Council 92. A circular resolution duly signed by letter, facsimile, or other electronic means by all Members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Council Members.

OFFICE BEARERS OF THE INSTITUTE

- President 93. The office bearers of the Institute and their duties and functions are as follows: -

(a) President – The President of the Council shall normally chair all Meetings of Members and Council meetings of the Institute. He shall also represent the Institute in its dealings with outside persons and organisations in accordance with principles and policies as determined by the Council.

- Deputy President (b) Deputy President – The Deputy President shall assist the President in his duties and deputize for him in his absence.

94. The Council is hereby authorised to form an Advisory Panel and may thereto invite such distinguished persons to sit on the said Advisory Panel for a period ranging from a minimum of two (2) years to a maximum of five (5) years. The Advisory Panel shall consist of not more than five (5) persons at any one time.

95. The executive non-elected members and their duties and functions are as follows: -

a) Executive Director

The Executive Director appointed by the Council shall be a paid officer of the Institute, responsible for the day-to-day business and administration of the Institute or any matters as may be directed by the Council. He shall also be responsible for submitting to the Council interim reports of the management of the affairs of the Institute.

b) Registrar

The Registrar of the Institute or any other person from among the employees of the Institute as appointed by the Council shall be the Registrar and shall be responsible for the following:

- i. Maintaining the above-mentioned Register of Members, counter-sign membership certificates and attend to all such other duties assigned to him by the Executive Director with regards to Members, membership and the Register.
 - ii. Keeping records of all meetings and attend to all such other duties assigned to him by the Council.
- c) Secretariat staff
 Secretariat staff may be appointed by the Executive Director as required and shall be paid officers of the Institute assisting the Executive Director in the day to day administration of the Institute and will take on other duties as may be directed by the Executive Director.

THE SEAL

96. Except as provided in Clause 34(2), the Seal of the Institute shall not be used except by the authority of the Council. All deeds and other documents requiring to be sealed shall be signed by the President or Deputy President and countersigned by the Executive Director of the Institute.

The signatures of the said President or Deputy President, and Executive Director shall be for all purposes by accepted as sufficient evidence of the due sealing of all deeds, documents and other instruments sealed on behalf of the Institute.

ACCOUNTS

Books of Accounts	97.	The Council shall cause proper books of accounts to be kept at the Office of the Institute or at such place or places and in the charge of such person or persons as the Council may from time to time direct.
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Control of Funds	98.	The Council shall exercise control over the funds, receipts and expenditure of the Institute in accordance with generally acceptable financial principles and practices.
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Monies to be paid to Bank Account of Institute	99.	All monies when received on account of the Institute by the Council shall be paid, credited, remitted or transferred into the account of the Institute at its Bankers opened by the Council.
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Signatures on Bills of Exchange, etc	100.	(a) All bills of exchange, promissory notes or other negotiable instruments, shall be accepted, made, drawn, authorized endorsed, or otherwise executed for and on behalf of the Institute by two (2) Members of the Council and countersigned by the Executive Director or some other officer of the Institute as may be appointed by the Council
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- (b) The Council may authorise the use of electronic facilities and electronic platforms for the operation of bank accounts of the Institute in such manner as the Council may by resolution determine from time to time.
- (c) The Council may authorise the operation of any imprest account with its Banker which it considers necessary, and it may authorise any officer of the Institute to sign, endorse any negotiable instrument drawn on such imprest account and authorise electronically transactions for such imprest account under such conditions as it may prescribe from time to time.
- Endorsement on Cheques, electronic banking, etc 101. All cheques, drafts, bank orders, remittance advise, on-line banking transactions and all receipts for money paid to the Institute shall be signed, drawn, accepted, endorsed, otherwise executed or authorized electronically, in such manner as the Council may by resolution determine from time to time.
- Income and Expenditure Account 102. An income and expenditure account shall be prepared once every three (3) months, not later than the third Monday in the month following. Such account shall be certified by the Executive Director and in his absence by his Deputy and shall be circulated to all Council Members.
- Presentation of Accounts 103. The Council shall lay before the members of the Institute at its Annual General Meeting the following –
- (a) (i) an Annual Report of the condition and affairs of the Institute;
- (ii) financial statements that have been duly audited; and
- (b) The Financial Statements shall be signed by the President or Deputy President and one other Member of the Council.
- (c) The Annual Report and Financial Statements shall be sent to every Member with the notice convening the Annual General Meeting in printed form or such other form as provided in Clause 55.
- Auditors 104. (a) The First auditors shall be appointed by the Council and thereafter by the Members at each Annual General Meeting. The fees and expenses of the Auditors shall be fixed by the Institute at the Annual General Meeting, or if so authorised by the Members at the last preceding Annual General Meeting, by the Council. Their duties shall be in accordance with Section 266 of the Act. No Member of the Council shall be eligible for appointment as Auditors.
- (b) Subject to the Act, the Council may fill any casual vacancy in the office of Auditors.

CONFIDENTIAL COMMUNICATIONS

Confidential Documents 105. All communications, correspondence, reports, minutes and other papers and documents relative to any application to the Council; or to the admission or advancement of Members; or to complaints or investigations, or to proceedings of any Committee appointed under the provisions of Clause 83(d); or to the suspension or forfeiture of membership of any Member or to any proceeding under Clause 42 shall be confidential and shall not be passed out of the custody of the proper officer nor shall any of the contents be disclosed outside the Council save on the express authority of such Council as recorded in the minutes or save as may be considered necessary by the Investigation Committee in the course of an interview with the Member or Members concerned or save as may be necessary to give the Members the notice prescribed by Clause 41(1).

WINDING UP

Condition for Winding Up 106. (a) The Institute shall not be dissolved except with the consent of not less than three fourths (3/4) of its total Membership present and voting at a Meeting of Members for the purpose. (b) Notice of any proposal to dissolve the Institute shall be given to all Members not less than one (1) calendar month before the date fixed for the meeting.

Distribution of Assets 107. Distribution of assets in a winding up of the Institution shall be in accordance with Clauses 13 and 14 of this Constitution.

INDEMNITY

108. Subject to the Act, every Council Member, Executive Director 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 related to the affairs of the Institute, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

INTERPRETATION OF CONSTITUTION

Council May Interpret Constitution Regulations 109. If any doubt shall arise as to the proper construction or meaning of any of this Constitution or of any rules or made there under or any of them or of any expression used therein the decision of the Council thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the Minute Book of the proceedings of the Council.

ALTERATION OF CONSTITUTION

- Constitution May be Altered Irrespective of Vested Rights
110. Subject to Clause 6 of the Constitution, this Constitution, or any other for the time being in force, may be altered, rescinded or repealed and new Clauses may be made by the Institute at a Meeting of Members prescribed by the Act. Nothing whether contained in this Constitution for the time being in force or otherwise howsoever shall be construed as implying or creating any right in favour of any Member so as to limit the power of the Institute at any time to alter, rescind or repeal the same and to adopt a new Constitution.

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