

SOCIETY OF INDIAN CHARTERED ACCOUNTANTS INCORPORATED

RULES OF ASSOCIATION

ASSOCIATIONS INCORPORATION ACT

I certify that I have compared the attached copy of the Rules of Association with the original Rules of Association for the proposed Society of Indian Chartered Accountants Incorporated and that it is a true copy of that document.

This is the annexure to Form 1 (as requested by the Registrar of Companies in his letter dated 13th January 2004) submitted for the incorporation of Society of Indian Chartered Accountants Inc. signed by Shiam Kattapuram and dated 10th day of December 2003.

Shiam Kattapuram
Applicant for the incorporation of
Society of Indian Chartered Accountants Incorporated.

RULES OF ASSOCIATION

SOCIETY OF INDIAN CHARTERED ACCOUNTANTS INCORPORATED

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*RULES OF SOCIETY OF INDIAN CHARTERED ACCOUNTANTS
INCORPORATED*

Part 1 Preliminary

The model rules, if any, for associations prescribed by the Associations Incorporation Act are hereby excluded.

1 Definitions

1.1 In these rules:

Association means Society of Indian Chartered Accountants Inc.

Executive Council means the council of members as referred to in Rule 17.1.

Executive Council Member means a person elected or appointed in accordance with these Rules to hold a position under Rule 17 in the Executive Council.

Financial statements mean a set of reports of the Association for a period comprising of at least an Income and Expenditure Account and a Balance Sheet.

Financial year means a period of 12 months commencing on the 1st day of January of a year and ending on the 31st day of December in the same year or in the case of first financial year a period commencing on the date of incorporation of the Association and ending on the 31st day of December in the same year.

ICAI means the Institute of Chartered Accountants of India established under the Laws of Independent State of India

Learning activity means an educational endeavour that maintains or improves professional competence and is accredited for the purpose by the Executive Council.

Member means any person who has been admitted to membership of the Association in accordance with Rule 7

Membership means Membership of this Association

President means the President of the Association appointed in accordance with Rule 23

Public Officer means the person holding office under Section 13 of the Act.

Register means the register of names, Institute of Chartered Accountants of India membership numbers and contact details of Members

Secretary means the Secretary of the Association appointed in accordance with Rule 23.

Special general meeting means a general meeting of the Association other than an annual general meeting.

Term means in relation to an Executive Council Member the period commencing on the date in which the Member is elected / appointed and terminating on the date when next Executive Council is elected at the Annual General Meeting.

The Act means the Associations Incorporation Act.

Treasurer means the person holding office under these rules as treasurer of the Association appointed in accordance with Rule 23.

Vice-President means the Vice-President of the Association appointed in accordance with Rule 23

Words importing the singular number include the plural and vice versa and words importing one gender shall include all other genders.

“Writing” means written or printed or type written or partly written or printed or typewritten;

2 In these Rules:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3 The provisions of the Interpretation (Instrumental) Act apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 Mission, Purposes and Objects

4.1. *The Mission of the Association is:*

4.1.1 to advance accountants in profession

4.2 *The purposes for which the Association is established are:*

4.2.1 to form an association of the members of the ICAI who are residents of Papua New Guinea and continue their membership with the ICAI

4.2.2 to become a Papua New Guinea Chapter of the ICAI subject to ICAI granting approval to be so

4.3 *The objects for which the Association is established are:*

4.3.1 to advocate, promote and provide accessible and quality professional education

4.3.2 to research and advance innovative approaches to professional education

4.3.3 to develop and recommend policy on professional education

4.3.4 to make representations in connection with the matters of professional interest and to offer suggestions for raising the standard and status of the profession

4.3.5 to provide facilities for inter action among the members for the acquisition and dissemination of useful information.

4.3.6 to celebrate the joy of learning throughout the professional years

4.3.7 to encourage and recommend Papua New Guinean accountants to pursue the professional courses conducted by the ICAI in India and any other continuing professional education programs that may be held by the Association

4.3.8 to provide the Association products or expertise “on a fee for service” basis to other agencies requesting them

4.3.9 to seek out and apply for external funding and sponsorship as required to meet the objectives of the Association.

4.3.10 to conduct and promote events and promotional activities as required to increase market awareness of the association and/or upon request from Association members.

4.3.11 to liase with and form alliances with other associations or professional bodies or programs having similar objects to these objects

4.3.12 to engage in such other activities as may be conducive to attain these objectives.

4.3.13 to prohibit the payment of any dividends or payment in the nature of dividends to its members

4.3.14 to apply the surplus (if any) or any other income in promoting these objects

Part 3 Powers

5 Specific powers: For the purpose of carrying into effect the foregoing objects the Association may:

5.1 subscribe to, affiliate with, amalgamate with, become a member of or otherwise co-operate with any other association or organisation, whether incorporated or not, having objects similar to those of the Association, provided that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by virtue of Rule 6.1, No Profits for Members and Rule 51, Dissolution of Association.

5.2 purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal; and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in case the Association shall take or hold and property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by the law having regard to such trusts.

5.3 enter into any arrangements with any government or authority, whether national, state, local or otherwise, that may seem conducive to the objects of the Association or any of them; and to obtain from any such government or authority any rights, privileges, concessions or funding which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such rights, privileges and concessions and to expend any such funds.

5.4 accept moneys by way of grants, gifts, donations, bequests or otherwise for purposes of the Association.

5.5 receive any gift of property whether subject to and special trust or not, for any one or more of the objects of the Association but subject always to the proviso in clause 5.2 of Rule 5.

5.6 receive, obtain and hold any lands, money, securities and other real or personal property.

5.7 invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.

5.8 borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same for the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the property of the Association (both present and future), and to purchase, redeem or pay off any such securities.

5.9 make, draw accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

5.10 sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.

5.11 take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the property of the Association of any kind sold by the Association, or any money due to the Association from purchasers and others.

5.12 purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

5.13 make donations for charitable purposes in Papua New Guinea and overseas.

5.14 appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen, contractors, agents and other persons as may be necessary or convenient for the purpose of the Association and to do so on a full-time, part-time, casual, temporary, seasonal or other basis as the Association may think fit.

5.15 establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects.

5.16 construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, offices, lecture rooms, recreational facilities, buildings, structures, grounds, works or conveniences which may seem calculated directly or indirectly to advance the interests of the Association, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of these.

5.17 insure against all risks, liabilities, eventualities as may seem advisable and apply the proceeds of any claim under any insurance in such a manner for such purposes as shall be thought fit.

5.18 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 Association, in the form of donations, annual subscriptions or otherwise.

5.19 print and publish any newspapers, periodicals, journals, books or leaflets whether in hard copy or electronic format, that the Association may think desirable for the promotion of its objects.

5.20 charge a reasonable fee, as determined by the Executive Council, for any services provided by the Association including, but not limited to, participation fees for training courses, program design and/or delivery, publications, and consultancy work for outside organisations.

5.21 do all such other lawful things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association

Part 4 No Profits for Members

6.1 The assets and income of the association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

6.2 Nothing in Rule 6.1 shall prevent the payment in good faith of:

- (a) remuneration to any officers or employees of the Association for services actually rendered to the Association
- (b) an amount to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary course of business
- (c) interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this paragraph in accordance with this constitution but not exceeding the highest rate charged by trading banks carrying on business in Papua New Guinea on overdraft accounts of less than Kina100,000) on money borrowed from any members; or

(d) reasonable rent for premises let by any member of the Association

Part 5 Membership

7. Members

7.1 An individual who is a member of the Institute of Chartered Accountants of India while he / she is a member of that Institute and while he / she is a resident of the Independent State of Papua New Guinea may become a member of the Association provided:

- (a) he or she submits a membership application form under Rule 8.1 along with accompaniments prescribed under Rule 8.2 and
- (b) he or she is admitted as a member by the Executive Council

7.2 A member is entitled:

- (a) to be given notice of and vote at any election or general meeting
- (b) to give his or her proxy to another member
- (c) to nominate for election to hold office.

8 Admissions to Membership

8.1 Every applicant for admission to membership of the Association shall submit a membership application form for the membership. The application shall:

- (a) be made in writing and signed by the applicant or by a duly authorised officer of the applicant and
- (b) be in Appendix 1 form.

8.2 The application form for the membership shall be accompanied by:

- (a) the admission fee under Rule 9.1.
- (b) the annual membership fee for the members under Rule 9.2,
- (c) certified true copy of the certificate of membership with the ICAI.
- (d) certified true copy of the receipt for payment of membership fee for the current year to the ICAI.

8.3 At the next meeting of the Executive Council after receipt of any application for membership, such application shall be considered by the Executive Council, who shall then determine the admission or rejection of the applicant. If an application is accepted by the Executive Council then the applicant will be admitted as a member of the Association. In no case shall the Executive Council be required to give any reason for the rejection of an applicant.

8.4 When the applicant has been accepted or rejected for membership, the Secretary shall immediately send to the applicant written notice of the acceptance or rejection. If an applicant is accepted, the Secretary shall enter the name of the new member in the register of members.

9 Membership Fees

9.1 Admission fees for membership defined under Part 5 shall be determined by the Executive Council, and may be altered by the Executive Council from time to time.

9.2 Annual Membership fees for membership defined under Part 5 shall be determined by the Executive Council, and may be altered by the Executive Council from time to time.

9.3 Annual membership fee determined by the Executive Council shall be for a financial year and shall not be apportioned to periods less than one financial year

9.4 The due date for the annual renewal of membership under Part 5 shall be determined by the Executive Council, and this may be altered by the Executive Council from time to time.

10 Members' Liability

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges or expenses of the winding up of the association shall be limited to the amount, if any, unpaid by the member in respect of the annual fees referred to Rule 9.

11 Grievances

11.1 Grievances between members:

11.1.1 Grievances between members (in their capacity as members) of the association shall be referred to the Executive Council in writing by the respective members of the Association.

11.1.2 On receiving such a grievance, the Executive Council:

- (a) shall cause notice of the grievance to be served on the other member of the Association, and
- (b) shall give the other member at least 14 days from the time the notice is served within which to make submissions to the Executive Council in connection with the grievance, and
- (c) shall take into consideration any submissions made by the member in connection with the grievance.

11.1.3 The Executive Council may, by resolution, make a decision, which it considers appropriate on the grievance, if after considering the grievance and any submissions made in connection with the grievance, it is satisfied that the facts alleged in the grievance have been proved.

11.1.4 Once the Executive Council make a decision by resolution, the Secretary shall, within 7 days after the decision is taken, cause written notice to be given to the parties to the grievance of the action taken, of the reasons given by the Executive Council for having taken that action and of the member's right of appeal under Rule 16.

11.1.5 The decision by the Executive Council shall not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 16.5, whichever is the later.

11.2 Grievances between members and the association

11.2.1 Grievances between members and the association shall be referred to the Association in general meeting by lodging with the Secretary a notice to that effect.

11.2.2 The notice shall contain the grievance in the form of a resolution, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of proof.

11.2.3 On receipt of a notice from a member under clause 11.2.2, the Secretary shall notify the Executive Council, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

11.2.4 At a general meeting of the Association convened under clause 11.2.3:

- (a) no business other than the question of the grievance shall be transacted, and
- (b) the Executive Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

11.2.5 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

12 Register of members

A register of members in which shall be entered the full name, membership number with the Institute of Chartered Accountants of India, contact details and date of entry of each member shall be available for inspection by members at the office of the Association.

13 Cessation of membership

13.1 Resignation: A member of the Association may, at any time, resign from the Association by sending to the secretary written notification of resignation.

13.2 Expulsion: The Executive Council may by resolution expel from the Association any member who shall refuse or neglect to comply with the provision of these Rules or resolutions of the Association as provided for under Rule 15.

13.3 Failure to Pay Annual Fees: A member shall cease to be a member of the Association if he or she fails to pay the annual membership fees referred to in Rule 9 supported with an application to renew the membership (Appendix 2) as the case may be, within three months of the due date.

13.4 Inadequate attendance at learning activities: A member who fails to attend the minimum number of learning activities prescribed from time to time by the Executive Council shall cease to be member of the Association. However he may reapply for a membership and thereafter Rule 13 will apply.

13.5 Becoming a non – member of the Institute of Chartered Accountants of India: A member shall cease to be a member of the Association if he or she fails to be a member of the Institute of Chartered Accountants of India.

13.6 Departs Papua New Guinea permanently: A member shall cease to be a member of the Association if he departs Papua New Guinea permanently.

13.7 Dies: A member shall cease to be a member of the Association if he dies

14 Membership entitlements not transferable

A right, privilege or obligation, which a person has by reason of being a member of the Association:

- (a) shall not be capable of being transferred or transmitted to another person, and
- (b) shall stand terminated on cessation of the person's membership.

15 Disciplining and expulsion of members

15.1 A complaint may be made to the Executive Council by any person that a member of the Association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules, or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

15.2 On receiving such a complaint, the Executive Council:

- (a) shall cause notice of the complaint to be served on the member concerned; and
- (b) shall give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Council in connection with the complaint, and
- (c) shall take into consideration any submissions made by the member in connection with the complaint.

15.3 The Executive Council may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

15.4 If the Executive Council expels or suspends a member, the secretary shall, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive Council for having taken that action and of the member's right of appeal under Rule 21.

15.5 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 16.5, whichever is the later.

16 Right of appeal of disciplined member

16.1 A member may appeal to the Association in general meeting against a resolution of the committee under Rule 11 or Rule 15, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

16.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

16.3 On receipt of a notice from a member under clause 16.1, the Secretary shall notify the Executive Council, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

16.4 At a general meeting of the Association convened under clause 16.3:

- (a) no business other than the question of the appeal shall be transacted, and
- (b) the Executive Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

16.5 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 6 The Executive Council

17 Positions on the Executive Council

17.1 The Executive Council shall consist of:

- (a) the Office Bearers elected in accordance with Rule 23
- (b) three members, who shall be referred to as Council Members and are elected in accordance with Rule 23.

(c) any person appointed in accordance with Rule 24 who shall be referred to as Appointed Members.

17.2 The Office Bearers shall be:

- (a) a President
- (b) a Vice-President
- (c) a Secretary
- (d) a Treasurer

17.3 The following named persons who have subscribed to these Rules of Association, along with the persons appointed in accordance with Rule 23 and Rule 24, shall be the inaugural Executive Council of the Association:

Office Bearers:

President -	Shiam Kattapuram
Vice – President -	Mahadevan Shankar
Secretary -	Arunava Basu
Treasurer –	Swapnajit Samanta

Council Members:

Amalendu Roy
Jaydip Sengupta
Ambrish Gupta

18 President

18.1 The President shall be the Chief Executive Officer of Society of Indian Chartered Accountants Inc. and shall be a member elected in accordance with Rule 23.

18.2 Subject to this Rule, the President shall:

- (a) preside at all general meetings and Executive Council meetings. In the President's absence, the Vice President shall preside at all general and committee meetings
- (b) prepare the agenda for all meetings in conjunction with the Secretary

- (c) receive reports on any sub-committees and advise the Executive Council on such reports when necessary
- (d) delegate authority as required
- (e) present a written report of the activities of the Association at the Annual General Meeting
- (f) act as the spokesperson for the Association always abiding by the Association's policies.
- (g) have all official and correspondences to third parties, speeches and opinions concerning the Association approved by the Executive Council before they are released.
- (h) review all minutes prior to distribution

18.3 If the President dies, becomes of unsound mind or ceases employment as the Chief Executive Officer of Society of Indian Chartered Accountants Inc., then that person shall cease to be President, and the Vice-President shall hold this position until a replacement Chief Executive Officer is employed by the Association.

19 Vice-President

19.1 The Vice-President shall be the Acting Chief Executive Officer of Society of Indian Chartered Accountants Inc. in all cases where the President is absent and shall be a member elected in accordance with Rule 23.

19.2 Subject to this Rule the Vice-President shall:

- (a) fill the position of President in the event that the position becomes vacant
- (b) deputise for the President or any other officer of the Association
- (c) assist the President where necessary

20 The Secretary

20.1 The Secretary shall be the Secretary of Society of Indian Chartered Accountants Inc. and shall be a member elected in accordance with Rule 23.

20.2 Subject to this Rule the Secretary shall:

- (a) assist the President to prepare the agenda for all meetings

- (b) receive and answer all correspondence as directed by the Executive Council
- (c) keep minutes of the names of members of the Executive Council present at an Executive Council or a general meeting,
- (d) keep minutes of all proceedings at Executive Council meetings and general meetings and distribute them to Executive Council members within 14 days of any meeting

21 The Treasurer

21.1 The Treasurer shall be the Treasurer of Society of Indian Chartered Accountants Inc. and shall be a member elected in accordance with Rule 23.

21.2 Subject to this Rule the Treasurer shall:

- (a) ensure that all money due to the association is collected and received and that all payments authorised by the association are made
- (b) issue receipts for moneys collected in the name of the Association
- (c) comply on behalf of the Executive Council with sections 23 of the Act in respect of the accounting records of the Association
- (d) prepare financial statements on an annual basis and as required by the Members
- (e) whenever directed to do so by the President, submit to the Executive Council a report and or financial statements in accordance with that direction
- (f) present the annual audited financial statements of the Association at the Annual General Meeting.
- (g) prepare and present the annual financial statements of the Association at the Annual General Meeting

22 The Office Bearers and the Council Members

22.1 The Office Bearers and the Council Members shall be elected by members at the annual general meeting of the Association in accordance with Rule 23.

22.2 The Office Bearers and the Council Members (including inaugural Office Bearers and the Council Members) of the Executive Council shall hold office for a term.

23 Election of Office Bearers and the Council Members

23.1 An election for Office Bearers and the Council Members shall take place each year as and when positions are available through:

- (a) Casual vacancies in the Office Bearers and the Council Members in accordance with Rule 27; or
- (b) the term of office for previous Office Bearers and Council Members is ended

23.2 Once an Office Bearer's and Council Member's term is complete he shall retire from the named position and become eligible for re-election, provided that he has attended or participated in a minimum of 60% of Executive Council meetings held during his immediate preceding term. Minutes of the Executive Council's meetings shall be the relevant record of proof.

23.3 If insufficient nominations are received to fill all vacancies on the Office Bearers and Council Members, the candidates nominated shall be taken to be elected and further nominations shall be received at the annual general meeting.

23.4 If insufficient further nominations are received, any vacant positions remaining on the Office Bearers and Council Members shall be taken to be casual vacancies.

23.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

23.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

23.7 The ballot for the election of Office Bearers and Council Members shall be conducted at the annual general meeting in such usual and proper manner as the Executive Council may direct.

24 Members of the Executive Council appointed by the Executive Council

24.1 If the Executive Council sees fit it may appoint persons who have special expertise by virtue of qualifications, reputation or experience to be Appointed Members, but so that the number thereof does not exceed three at any one time.

24.2 It shall be a requirement that such persons be members of the Association,

25 Powers and duties of the Executive Council

25.1 The Executive Council, subject to the Act, the Regulations and these Rules and to any resolution passed by the Association in general meeting:

- (a) shall control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these Rules to be exercised by a general meeting of members of the association, and
- (c) shall have power to perform all such acts and do all such things as appear to the Executive Council to be necessary or desirable for the proper management of the affairs of the association.

25.2 Minutes: the Executive Council shall cause minutes to be made of

- (a) all appointments of officers
- (b) the names of members of the Executive Council present at all meetings of the Association and of the Executive Council
- (c) all proceedings and all meetings of the Association and of the Executive Council

25.3 Signature of Minutes: Such minutes shall be ratified by the Executive Council of the next succeeding meeting and signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

25.4 Sub-committees: the Executive Council may establish sub-committees consisting of at least one member of the Executive Council and such other persons as it may determine upon such terms and conditions as the Executive Council may see fit and it may fix the quorum of any such sub- committees.

26 Proceedings of the Executive Council

26.1 Regularity of meetings: the Executive Council shall meet together for the dispatch of business not less than six times each financial year with no two meeting more than three months apart and the President may at any time convene a meeting of the Executive Council

26.2 Time and place of meetings: the Executive Council shall meet at such times and places as may be determined from time to time by it and in the absence of any such determination at such times and places as the Secretary on the instructions of the President, shall notify to members of the Executive Council.

26.3 Voting at meetings: each member of the Executive Council other than those appointed under Rule 24 shall have one vote and in the case of an equality of votes the Chairperson shall cast the deciding vote.

26.4 Quorum:

- (a) 50% of the members of the Executive Council shall constitute a quorum. Any member of the Executive Council who has appointed a proxy under clause 26.7 shall be counted for the purposes of this clause.
- (b) No business shall be transacted by the Executive Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, those present shall be deemed to form the quorum.

26.5 Deemed resolutions: a resolution in writing signed by all the members of the Executive Council for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Council duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more members of the Executive Council.

26.6 Notice of meetings: not less than 48 hours written notice shall be given to every Executive Council member of any meeting thereof specifying the time, place and general nature of the business of such meeting or where the President considers that an emergency exists, he or she may take such steps necessary to notify the members of the Executive Council of the proposed meeting, notwithstanding that 48 hours notice shall not have been given.

26.7 Proxies: a member of the Executive Council who is unable to attend a meeting of the Executive Council may appoint another Executive Council member to act as his or her proxy at such meeting. The notice appointing the proxy is to be in the form set out in Appendix 3 to these Rules.

27 Casual vacancies in membership of the Executive Council.

27.1 A casual vacancy occurs in the office of an Executive Council and that office becomes vacant if the Executive Council member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or
- (c) convicted of an offence under the Act or of a criminal offence under the Papua New Guinea Statutes;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than –
 - (i) three consecutive Executive Council meetings; or
 - (ii) 60% Executive Council meetings in the same financial year, of which he or she has received notice, without tendering an apology to the person presiding at each of those Executive Council meetings; or
- (f) is removed from office under Rule 28
- (g) ceases to be a member of the Association.

27.2 The Executive Council may appoint another member of the Association to fill a casual vacancy at any time, provided that the appointment is not inconsistent with the provisions of these Rules. Any Executive Council member so appointed shall only hold such position on the Executive Council until the following Annual General Meeting.

28 Removal of Executive Council member

28.1 The Association in general meeting may by resolution remove any elected member of the Executive Council, or any Executive Council member whose position is appointed by the Executive Council before the expiration of the Executive Council member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

28.2 If a member of the Executive Council to whom a proposed resolution referred to in clause 28.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the

Association or, if the representations are not so sent, the member shall be entitled to require that the representations be read out at the meeting at which the resolution is considered.

29 Voting and decisions

29.1 Questions arising at a meeting of the Executive Council or of any sub-committee appointed by the Executive Council shall be determined by a majority of the votes respectively of members of the Executive Council or sub-committee present at the meeting.

29.2 Each member present at a meeting of the Executive Council or of any sub-committee appointed by the Executive Council (including the person presiding at the meeting) shall be entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

29.3 Subject to Clause 26.4, the Executive Council may act despite any vacancy on the Executive Council.

29.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Council or by a sub-committee appointed by the Executive Council, shall be valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Council or sub-committee.

Part 7 General meeting

30 Annual general meetings “ holding of

30.1 With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

30.2 The Association shall hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the Act, and /
or
- (b) within the period of 6 months after the expiration of the first financial year of the Association

whichever period is shorter.

30.3 Clauses 30.1 and 30.2 shall have effect subject to any extension or permission granted by the Registrar under section 30 of the Act.

31 Annual general meetings “ calling of and business at

31.1 The annual general meeting of the Association shall, subject to the Act and to Rule 30, be convened on such date and at such place and time as the Executive Council thinks fit.

31.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) to receive from the Executive Council, reports on the affairs of the Association during the last preceding financial year,
- (c) to receive, consider and if thought fit, to adopt the audited financial statements of the Association for the preceding financial year and the auditors report thereto.
- (d) to elect Office Bearers and Council members to the Executive Council of the Association,

31.3 An annual general meeting must be specified as such in the notice convening it.

32 Special general meetings “ calling of

32.1 The Executive Council may, whenever it thinks fit, convene a special general meeting of the Association.

32.2 The Executive Council shall, on the requisition in writing of at least 15 members, or at least 5% of members, whichever is the greater amount, convene a special general meeting of the Association.

32.3 A requisition of members for a special general meeting shall:

- (a) state the purpose or purposes of the meeting, and
- (b) be signed by the members making the requisition, and
- (c) be lodged with the secretary, and
- (d) consist of several documents in a similar form, each signed by one or more of the members making the requisition.

32.4 If the Executive Council fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

32.5 A special general meeting convened by a member or members as referred to in clause 32.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Council and any member who consequently incurs expenses shall be entitled to be reimbursed by the Association for any expense so incurred.

33 Notice

33.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

33.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 33.1, the intention to propose the resolution as a special resolution.

33.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 31.2.

33.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

34 Procedure

34.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

34.2 Five ordinary members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

34.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, shall be dissolved, and
- (b) in any other case, shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

34.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall constitute a quorum.

35 Presiding member

35.1 The President of the Executive Council or, in the Chairperson's absence, the Vice - President, shall preside as chairperson at each general meeting of the Association

35.2 If the President and the Vice - President are absent or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

36 Adjournment

36.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

36.2 If a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

36.3 Except as provided in clauses 36.1 and 36.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting shall not required to be given.

37 Making of decisions

37.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the

show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

37.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

37.3 If a poll is demanded at a general meeting, the poll shall be taken;

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

38 Special resolution

38.1 A resolution of the association shall be a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Registrar it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Registrar.

39 Voting

39.1 On any question arising at a general meeting of the Association a member shall have one vote only.

39.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

39.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting shall be entitled to exercise a second or casting vote.

39.4 A member or proxy shall not be entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the

Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

40 Appointment of proxies

40.1 Each member shall be entitled to appoint another member as proxy, subject to Rule 39 clause 39.2 by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

40.2 The notice appointing the proxy shall be in the form set out in Appendix 4 to these rules.

Part 8 Miscellaneous

41 Insurance

The association shall effect and maintain insurance.

42 Funds “ source

42.1 The funds of the Association shall be derived from admission fees, annual subscriptions of members, donations, sponsorship, and subject to any resolution passed by the Association in general meeting, such other sources as the Executive Council determines.

42.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association’s bank account.

42.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

43 Funds “ management

43.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Executive Council determines.

43.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 Office Bearers of the Executive Council of the association, being members authorised to do so by the Executive Council.

44 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

45 Regulations

The Executive Council shall have the power to make regulations for the promotion of the principles and objects of the Association and for the proper conduct of its business, provided that no regulation shall be repugnant to this Constitution. The Executive Council may revoke or amend any regulation. The decision of the Executive Council on the construction or interpretation of any regulation shall be conclusive and binding on all members of the Association, unless and until such decision shall be over-ruled by an Annual General Meeting or by a Special General Meeting.

46 Common seal

46.1 The common seal of the association shall be kept in the custody of the Secretary of the Association.

46.2 The common seal shall not be affixed to any instrument except by the authority of the Executive Council and the affixing of the common seal shall be attested by the signatures either of 2 Office Bearers of the Executive Council.

46.3 The Secretary of the Association shall subject to Rule 48 keep maintained an up to date common seal register entering there in at least the dates of seal affixing, a reference to the authorities granted by the Executive Council for affixing the common seal, a brief description of the contents of the documents to which the common seal is affixed, the names of the persons who attested the affixing of the common seal and their initials.

47 Custody of books

Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all books, registers, securities, records and other documents relating to the Association.

48 Inspection of books

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

49 Service of notices

49.1 For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or

- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

49.2 For the purpose of these rules, a notice shall be taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50 Dissolution of Association

50.1 The association shall not be dissolved except at a general meeting of the Association specially convened for the purpose and by a resolution carried by a majority of four-fifths of the votes recorded in respect of same.

50.2 In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its individual members

Part 9 Sub-Groups

51 SUB-GROUPS INCLUDING BRANCHES, CHAPTERS, NETWORKS, INTEREST GROUPS:

51.1 Formation of Sub-Groups

Sub-groups of the Association may be formed by the members resident in a defined geographical region or with a common interest in a defined area or activity of the Association upon approval of the Executive Council.

51.2 Funding of Sub-Groups

The Executive Council may provide such funds from the General Account for the support of such sub-groups as it considers appropriate.

51.3 Governance of Sub-Groups

Sub-groups of the Association thus formed shall, within six (6) months of their establishment, adopt the model regulations established by the Executive Council for the operation of such sub-groups. In the event of any failure of a sub-group to agree to these regulations, the matter shall be resolved by the Executive Council.

51.4 Compatibility of Sub-Groups

Each sub-group shall be free to design its own activities provided that no action or activity shall be repugnant to this Constitution, the objects and regulations of the Association and its sub-groups.

51.5 Disbandment of Sub-Groups

- (a) The Executive Council shall have the power, where it considers a sub-group is no longer viable, or where it considers the sub-group has acted in ways contrary to the interests of the Association, to dissolve or suspend the sub-group.
- (b) Any member who wishes to appeal against any such decision of the Executive Council may do so at the next General Meeting of the Association.

51.6 The Council

In conjunction with the Annual General Meeting of the Association there shall be held a meeting made up of representatives from the various sub-groupings within the Association. This body, known as the National Council of Society of Indian Chartered Accountants, shall provide advice on broad matters of concern to the Executive Council. A set of regulations to govern the membership and mode of operation of the Council shall be developed by the Executive Council.

Appendix 1
(Rule 7, clause 7.1 (a))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Society of Indian Chartered Accountants Incorporated
(incorporated under the Associations Incorporation Act).

_____ (full name of applicant)

of _____ (address)

being an Associate / Fellow (delete as appropriate) member of the Institute of Chartered Accountants of India having membership number _____ and being a resident of the Independent State of Papua New Guinea hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force and to promote the objects of the Association.

Other particulars of my membership with the Institute of Chartered Accountants of India are as follows:

I hold / do not hold (delete as appropriate) a current Certificate of Practice.

I have enclosed with this application the following as required under Rule 8.2

- (a) Kina _____ being the admission fee
- (b) Kina _____ being the annual membership fee,
- (c) A certified true copy of the certificate of membership with the Institute of Chartered Accountants of India.
- (d) A certified true copy of the receipt for payment of membership and certificate of practice fee for the current year.

I have also enclosed a certified true copy of my certificate of practice with the Institute of Chartered Accountants of India.

My present contact details are: Tele _____ (BH) / _____ (AH).

Mobile _____ Fax _____ Email _____

I have / have not (delete as appropriate) been convicted of an offence which may render myself disqualified for membership with ICAI or the Association. (If the answer is affirmative, please attach details of the conviction on a separate sheet.)

I declare all the above information are true and correct.

_____ Signature of applicant

Date _____

Appendix 2
(Rule 13, clause 13.3)

APPLICATION FOR RENEWAL OF MEMBERSHIP OF ASSOCIATION

Society of Indian Chartered Accountants Incorporated
(incorporated under the Associations Incorporation Act).

_____ (full name of applicant)

of _____ (address)

being an Associate / Fellow (delete as appropriate) member of the Institute of Chartered Accountants of India having membership number _____ and being a resident of the Independent State of Papua New Guinea hereby apply to renew my membership, membership number _____, with the above named incorporated association. In the event of my renewal as a member, I agree to be bound by the rules of the association for the time being in force and to promote the objects of the Association.

Other particulars of my membership with the Institute of Chartered Accountants of India are as follows:

I hold / do not hold (delete as appropriate) a current Certificate of Practice.

I have enclosed with this application the following as required under Rule 8.2

- (a) Kina _____ being the annual membership fee,
- (b) A certified true copy of the receipt for payment of membership to the Institute of Chartered Accountants of India for the current year.

I have also enclosed a certified true copy of my certificate of practice with the Institute of Chartered Accountants of India (Applicable only if this has not been submitted previously).

My present contact details are: Tele _____ (BH) / _____ (AH).

Mobile _____ Fax _____ Email _____

I have / have not (delete as appropriate) been convicted of an offence which may render myself disqualified for membership with ICAI or the Association. (If the answer is affirmative, please attach details of the conviction on a separate sheet.)

I declare all the above information are true and correct.

_____ Signature of applicant

Date _____

Appendix 3
(Rule 26, clause 26.7)

PROXY FORM FOR EXECUTIVE COUNCIL MEMBERS

Society of Indian Chartered Accountants Incorporated
(incorporated under the Associations Incorporation Act).

I, _____ (full name) of _____
_____ (address)

being an Executive Council member of the Society of Indian Chartered
Accountants Inc. hereby appoint _____
(full name) of _____
_____ (address)

being an Executive Council member of that Society, as my proxy to vote for me
on my behalf at the Executive Council meeting of the association to be held on
the _____ day of _____ (month and year) and at any
adjournment of that meeting.

* My proxy is authorised to vote in favour of / against (delete as appropriate) the
resolution (insert details).

* to be inserted if desired.

_____ Signature of member appointing proxy

Date _____

NOTE:

A proxy vote may not be given to a person who is not an Executive Council
member of the association.

A proxy notice may be given to the Secretary any time before the time of the
meeting in respect of which the proxy is appointed.

Appendix 4
(Rule 45, clause 45.2)

FORM OF APPOINTMENT OF PROXY

Society of Indian Chartered Accountants Incorporated
(incorporated under the Associations Incorporation Act).

I, _____ (full name of applicant) of _____
_____ (address)

being a member of the Society of Indian Chartered Accountants Inc. hereby
appoint _____ (full name) of _____
_____ (address)

being a member of that Society, as my proxy to vote for me on my behalf at the
general meeting of the association (annual general meeting or special general
meeting, as the case may be) to be held on the _____ day
of _____ (month and year) and at any adjournment of that
meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).

* to be inserted if desired.

_____ Signature of member appointing proxy

Date _____

NOTE:

A proxy vote may not be given to a person who is not a member of the
association.

A proxy notice may not be given to the Secretary later than 24 hours before the
time of the meeting in respect of which the proxy is appointed.