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The Companies Act (Cap. 50)

A COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

BYE-LAWS

OF

SINGAPORE INSTITUTE OF ACCREDITED TAX PROFESSIONALS LIMITED

## **CONTENTS PAGE**

CHAPTER I	– PRELIMINARY
CHAPTER II	– THE BOARD OF DIRECTORS
CHAPTER III	– PROCEEDINGS AND POWERS OF THE BOARD
CHAPTER IV	– ACCREDITED TAX PRACTITIONERS, ACCREDITED TAX ADVISORS OR ACCREDITED TAX PRACTITIONERS (PROVISIONAL)
CHAPTER V	– MEETINGS OF THE COMPANY
CHAPTER VI	– INVESTIGATION AND DISCIPLINARY ACTION
CHAPTER VII	– ACCOUNTS
CHAPTER VIII	– AUDIT
CHAPTER IX	- NOTICES

BYE-LAWS  
OF  
SINGAPORE INSTITUTE OF  
ACCREDITED TAX PROFESSIONALS LIMITED

CHAPTER I - PRELIMINARY

1. In the interpretation of these Bye-laws the words and expressions herein shall have the same meaning as in the Articles of Association of the Company, and the expression "Articles of Association" means the Articles of Association of the Company.
2. Reference herein to members, accredited tax practitioners, accredited tax advisors, and accredited tax practitioners (provisional), and meetings shall, unless the contrary intention appears, be construed as having reference to members, accredited tax practitioners, accredited tax advisors, and accredited tax practitioners (provisional), and the meetings respectively of the Company.

WORDS	MEANINGS
The Act	The Companies Act (Chapter 50) and every other Act for the time being in force concerning companies and affecting the Company.
The Articles	The Articles of Association of the Company as originally framed or as altered from time to time in the manner prescribed by the Articles.
Company	The company limited by guarantee and not having a share capital, and incorporated under the Companies Act (Cap 50) and which is named SINGAPORE INSTITUTE OF ACCREDITED TAX PROFESSIONALS LIMITED.
Bye-laws	The Bye-Laws of Company as originally framed or as altered from time to time by the Board of Directors in the manner prescribed by these Articles or the Bye-laws.
Directors	The Directors for the time being of the Company as appointed or elected in the manner prescribed by these Articles or the Bye-laws and the Board shall mean the Board of Directors accordingly.
The Seal	The Common Seal of the Company.

The Secretary	The Secretary shall include any person appointed to perform the duties of Secretary
GST	GST refers to Goods & Services Tax
ISCA	ISCA refers to the Institute of Singapore Chartered Accountants (formerly known as the Institute of Certified Public Accountants of Singapore)
IRAS	IRAS refers to the Inland Revenue Authority of Singapore

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

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

3. The Board may from time to time in writing, make, vary or rescind such bye-laws and regulations for the purposes of the Company which to them seem fit but are not otherwise contrary or inconsistent with the Memorandum and Articles of Association of the Company. The Board may from time to time determine and prescribe all necessary forms to be used under these bye-laws and the particulars required therein.
4. All notices required by the Articles and these bye-laws to be given or sent to members, Accredited Tax Practitioners, Accredited Tax Advisors or Accredited Tax Practitioners (Provisional) shall be sent by post to the address last notified by him to the Secretary as his address for communications and in proving that such notice has been given or sent it shall be sufficient to prove that such notice was properly addressed and posted.

## CHAPTER II - THE BOARD OF DIRECTORS

5. The number of Directors shall be appointed by the members and shall not be less than two nor more than twenty of whom one-third or the number nearest to but not exceeding one-third shall retire each year but shall be eligible for reappointment. The retiring members each year shall be those who have been longest in office since the date of appointment or last re-appointment. As among those who have been in office the same length of time those members to retire shall be as determined by the Board.
6. The office of a Director is vacated:
  - (a) If he ceases to be an authorised representative of an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company or, in the case of salaried officers of the Company, as appropriate, to be in the employment of the Company;
  - (b) If he be excluded or suspended from membership or be reprimanded or admonished under the provisions of the Articles and these bye-laws;
  - (c) If he be absent from Board meetings for more than six consecutive months without the consent of the Board;
  - (d) If he becomes bankrupt, or compromise with or make an assignment of his property for the benefit of his creditors;
  - (e) If he ceases to be a director by virtue of the Act;
  - (f) If he becomes prohibited from being a director by reason of any order made under the Act;
  - (g) If he becomes disqualified from being a director by virtue of the Act;
  - (h) If he resigns his office by notice in writing to the company;
  - (i) If he is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in the manner required by the Act;
  - (j) If he be declared lunatic, or becomes of unsound mind;
  - (k) If he be convicted of a felony; or
  - (l) If he is removed from office by the Board or the Institute of Singapore Chartered Accountants (formerly known as the Institute of Certified Public Accountants of Singapore).
7. A Director may tender his resignation of office by notice in writing to the Board and shall cease to be a Director only upon the acceptance by the Board of his resignation notice.
8. The Institute of Singapore Chartered Accountants (formerly known as the Institute of Certified Public Accountants of Singapore) shall have power from time to time and at any time:
  - (a) to increase or reduce the number of Directors; or
  - (b) to appoint a suitable person as a Director; or

- (c) to retire any Director before the expiration of his period of office and to appoint another in his place; or
- (d) to fill any vacancy occurring in the Board of Directors.

### CHAPTER III - PROCEEDINGS AND POWERS OF THE BOARD

- 9. The Directors may meet together for the dispatch of business of the Company at such times and places as it may determine, adjourn and otherwise regulate their meetings as they think fit. Except where otherwise required by the Articles or these bye-laws the quorum shall be two.
- 10. A meeting of the Board may at any time be called by order of the Chairman or Deputy Chairman, or at the request in writing addressed to the Secretary, of two Directors. A meeting conducted by means of a telephone conference or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least two of the Directors present at the meeting was at that place for the duration of the meeting.
- 11. Notice in writing of a meeting of the Board shall be delivered or sent to each Director at least two clear days before such meeting. The notice shall contain as far as is practicable a statement of the business to be transacted at such meeting. It shall not be necessary in any case to prove that such notice has been delivered or sent but the same shall be taken as duly delivered or sent unless the contrary be shown and the non-receipt of any notice by any Director shall not affect the validity of the proceedings of any meeting, provided that when the Chairman or Deputy Chairman ordering a meeting certifies in writing that an emergency exists notice in writing as aforesaid need be delivered or sent only one clear day before such meeting, and in such a case the non-existence in fact of the supposed emergency shall not affect the validity of the proceedings of the meeting.
- 12. At all meetings of the Board the Chairman, or in his absence the Deputy Chairman, shall be Chairman; or, in the absence of both, the Chairman shall be elected by those present and voting from among their number.
- 13. At all meetings of the Board the vote of the simple majority of those present and voting shall prevail (except where otherwise required by the Articles or these bye-laws) and in case of equality of votes the Chairman shall have a casting vote in addition to his original vote.
- 14. Subject to the provisions of these bye-laws the chairman of any meeting of the Board may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall

be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless it be so directed in the resolution for adjournment.

15. Proper minutes shall be recorded of all resolutions and proceedings of meetings of the Board and of the committees thereof; and all minutes signed by the chairman of the meeting to which it relates, or by the chairman of a subsequent meeting, shall be sufficient evidence of the facts therein stated.
16. All moneys received by the Company shall be paid into an account of the Company and cheques drawn in the Company's name shall be signed in accordance with the authorisation limits approved by the Board.
17. All funds of the Company not needed immediately for the ordinary purposes of the Company may be invested by the Board in the name of the Company:-
  - (a) In any securities in which trustees are or may by any statutes be authorised to invest,
  - (b) On mortgage or charge over immovable property situated in Singapore,
  - (c) In the purchase of immovable property in Singapore, or
  - (d) In publicly quoted securities not exceeding 50% of the total investments.

The Board may at its discretion from time to time vary or sell any of the investments of the Company and may invest the proceeds of such sale in any of the stocks, shares, securities, mortgages, charges or property hereinbefore mentioned.

The Board may also at its discretion place any money of the Company on deposit with bankers, building societies or other financial institutions to be selected by the Board.

18. The Board may from time to time borrow money for the purposes of the Company and may pay interest thereon out of the funds of the Company.
19. The Board may pay out of the funds of the Company to any Director such reasonable travelling and subsistence allowance on each occasion of such member attending a meeting of the Board or any committee or sub-committee of the Board or of the Company. The Board may also pay out of the funds of the Company the expenses reasonably and properly incurred by the Chairman, Deputy Chairman

or any Director when acting in his official capacity for or on behalf of the Company. The Board may also incur and pay, out of the funds of the Company, such fees and expenses as are enumerated in Article 4 of the Memorandum of Association of the Company.

20. The Board may from time to time publish in such form or manner as the Board may determine a list of the names and particulars of Accredited Tax Practitioners, Accredited Tax Advisors or Accredited Tax Practitioners (Provisional) or such other persons as the Board may determine of the Company.
21. Subject to the provisions of the Articles and these bye-laws the Board may appoint committees from among its members and may give power to such committees to co-opt other Accredited Tax Practitioners, Accredited Tax Advisors or Accredited Tax Practitioners (Provisional) of the Company and may fix the quorum thereof and may delegate any of its powers to such committees and may lay down rules for regulating the proceedings of such committees; provided that nothing contained in this bye-law shall affect the provisions set out in these bye-laws with regard to the investigation, disciplinary and appeal committees.
22. The Common Seal shall be kept in such custody as the Directors may from time to time determine.
23. The Common Seal shall not be affixed to any instrument except by authority of a resolution of the Board and in the presence of a Director or such other person as the Directors may appoint for the purpose and the Secretary; and every such instrument shall be signed by the Director or the other person as aforesaid in whose presence the Seal is affixed and by the Secretary; and in favour of any person bona fide dealing with the Company, such signatures shall be conclusive evidence that the Seal has been properly affixed.

#### CHAPTER IV - ACCREDITED TAX PRACTITIONERS, ACCREDITED TAX ADVISORS OR ACCREDITED TAX PRACTITIONERS (PROVISIONAL)

##### ADMISSION REQUIREMENTS

24. All admission of Accredited Tax Practitioners, Accredited Tax Advisors or Accredited Tax Practitioners (Provisional) shall be by the Board of Directors. Every applicant for admission shall satisfy the Board of his having fulfilled the conditions specified by the Articles and these bye-laws in such manner as the Board shall require and shall produce such evidence of his fitness to be so admitted as the Board shall deem necessary. The Board may in its absolute discretion, by resolution passed at a meeting refuse to admit any person whom it shall consider not to be a fit and proper person to be so admitted. No person shall be admitted as an Accredited Tax Practitioner, Accredited Tax Advisor or



Accredited Tax Practitioner (Provisional) before he has attained the age of twenty-one years.

### ADMISSION CRITERIA

25. Persons applying for admission shall satisfy the requirements as set out below.

#### Accredited Tax Practitioners

(a) Persons who have:

- (i) passed the relevant examinations; and
- (ii) acquired at least three years of approved practical experience in income tax practice,

shall be eligible for admission as Accredited Tax Practitioner (Income Tax).

(b) Persons who have:

- (i) passed the relevant examinations; and
- (ii) acquired at least three years of approved practical experience in GST practice,

shall be eligible for admission as Accredited Tax Practitioner (GST).

- (c) Persons who have fulfilled the requirements set out in 25(a) and 25(b) above shall be eligible for admission as Accredited Tax Practitioner (Income Tax, GST).

#### Accredited Tax Advisors

(d) Persons who have:

- (i) passed the relevant examinations; and
- (ii) acquired at least five years of approved practical experience in income tax practice,

shall be eligible for admission as Accredited Tax Advisor (Income Tax).

(e) Persons who have:

- (i) passed the relevant examinations; and

- (ii) acquired at least five years of approved practical experience in GST practice,

shall be eligible for admission as Accredited Tax Advisor (GST).

- (f) Persons who have fulfilled the requirements set out in 25(d) and 25(e) above shall be eligible for admission as Accredited Tax Advisor (Income Tax, GST).

Accredited Tax Practitioners (Provisional)

- (g) Persons who have:

- (i) passed the relevant examinations; or
- (ii) acquired at least three years of approved practical experience in income tax practice,

shall be eligible for admission as Accredited Tax Practitioner (Provisional - Income Tax).

- (h) Persons who have:

- (i) passed the relevant examinations; or
- (ii) acquired at least three years of approved practical experience in GST practice,

shall be eligible for admission as Accredited Tax Practitioner (Provisional - GST).

- (i) Persons who have fulfilled the requirements set out in 25(g) and 25(h) above shall be eligible for admission as Accredited Tax Practitioner (Provisional - Income Tax, GST).

26. Persons who are members of an appropriate society, institute or association and who have complied with such standards of examination and/or experience as the Board may in its discretion impose in any particular case shall be eligible for admission as an Accredited Tax Practitioner, an Accredited Tax Advisor or an Accredited Tax Practitioner (Provisional).

27. The Board of Directors may, from time to time, review and decide on the admission criteria as the Board may deem necessary.

27A. Where an applicant has been granted accreditation based on evidence of claims submitted by the applicant and where such evidence is found to be unsubstantiated or inadequately substantiated or accepted in error, the Board of Directors shall be entitled to and may revoke or regrade the accreditation of the said

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applicant, even though the said applicant has been granted an accreditation. Before revocation or regrading, the said applicant shall be granted an opportunity to clarify or substantiate his claim.

### TRANSITIONAL RULES

28. Transitional rules will apply until the end of the six month period following the official launch date of the Company. The admission of existing tax professionals will be considered by the Board. The following categories of applicants will be considered by the Board for the award of the respective designations, subject to the Board being satisfied with the quality and type of such experience acquired by the applicants, including but not limited to the following:

#### Accredited Tax Practitioner (Income Tax), Accredited Tax Practitioner (GST) and Accredited Tax Practitioner (Income Tax, GST)

- (a) Persons working in an accounting entity or professional entity and who have at least five years of approved practical experience in income tax, GST or both as the case may be; or
- (b) Current IRAS staff who have at least five years of approved practical experience in income tax, GST or both as the case may be; or
- (c) Persons, not eligible under the criteria set out in 28(a) or 28(b) above, but who have substantially eight years of approved practical experience in income tax, GST or both as the case may be, as certified by a Practising Member of ISCA, and who are currently practising tax, will be considered by the Board for admission.

#### Accredited Tax Advisor (Income Tax), Accredited Tax Advisor (GST) and Accredited Tax Advisor (Income Tax, GST)

- (d) Persons working in an accounting entity or professional entity and who have at least ten years of approved practical experience in income tax, GST or both as the case may be; or
- (e) Current IRAS staff who have at least ten years of approved practical experience in income tax, GST or both as the case may be; or
- (f) Persons, not eligible under the criteria set out in 28(d) or 28(e) above, but who have substantially thirteen years of approved practical experience in income tax, GST or both as the case may be, as certified by a Practising Member of ISCA, and who are

currently practising tax, will be considered by the Board for admission.

### EXEMPTIONS

29. The Board, may at its discretion, accept appropriate qualifications, courses or practical experience for exemption to be considered for admission as Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional).
30. Every Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) shall undertake to be bound by the Articles and by the bye-laws in force at the time of his admission or which may thereafter from time to time be made.
31. An Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) shall be entitled to a certificate to that effect under seal. If any such certificate shall be worn, defaced, destroyed or lost it may be renewed on the production of such evidence as the Board may require. The certificate shall be returned to the Board upon his cessation as an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company.
32. All applications shall be made in such form as shall be prescribed from time to time by the Board. It shall be the duty of each Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) to inform the Secretary of any change or further change in his name or any relevant particulars as the Board may reasonably require for carrying out the provisions of the Articles or these bye-laws within 30 days of such a change. All applications for Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) shall be accompanied by the prescribed fees.
33. The Board may admit as an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) any person in whose favour any exemptions or modifications under the Articles or these bye-laws shall have been made or granted; provided that he shall otherwise have complied with the provisions of the Articles and these Bye-laws applicable in his case.

### DISTINGUISHING LETTERS AND DESIGNATIONS

34. An Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company may describe himself as an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Singapore Institute of Accredited Tax Professionals Limited and may use after his name the initials ATP

(Accredited Tax Practitioner), ATA (Accredited Tax Advisor) or ATP (Provisional), or with specialisations as set out in the Bye-laws, as the case may be.

### ADMISSION FEE AND SUBSCRIPTION FEE

35. Each person who is admitted as an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) shall pay such admission fee as shall be prescribed from time to time by the Board. The Board will, from time to time, amend the fee structure, as it deems fit.

At incorporation, the admission and annual subscription fees applicable are as follows:

Admission Fee for all categories: \$200

Subscription Fee for Accredited Tax Practitioners (Provisional): \$100

Subscription Fee for Accredited Tax Practitioners: \$200

Subscription Fee for Accredited Tax Advisors: \$280

36. Each Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) shall pay to the Company the annual subscription as shall be prescribed from time to time by the Board.

Provided that:

- (a) Where, after the first day of January in any year, an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) is admitted to another class so as to increase the amount of the subscription applicable to him he shall pay for that year any additional subscription necessary to increase his subscription to the amount then applicable to him under the prescribed scale; except that where the admission to the other class takes place after the last day of June one-half only of the said additional subscription shall be payable.
- (b) Where a person is admitted as an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) after the last day of June in any year he shall pay one-half only of the subscription otherwise applicable to him for that year.
- (c) Where, after the first day of January in any year, any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) is admitted to another class so as to

reduce the amount of the subscription applicable to him no reduction of the subscription shall be made for that year.

37. Notwithstanding anything contained in the last preceding bye-laws the Board may at its discretion on the application of any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) reduce the subscription payable for any year by such Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) provided that:
- (a) the said Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) is not less than 55 years of age and has been a Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company for not less than 20 years, and
  - (b) the said Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) has retired from business or employment.

In special cases the Board may at its discretion so reduce the annual subscription notwithstanding that the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) has not complied with these provisions.

38. All annual subscriptions payable under these bye-laws shall be due and payable on the first day of January in each year, or, in the case of Accredited Tax Practitioners, Accredited Tax Advisors or Accredited Tax Practitioners (Provisional) admitted after that date, on the date of admission.
39. The Board may remove from the appropriate register the name of any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) who is in arrears for 6 months or more in the payment of any prescribed fees. On restoration to the register, such person shall be deemed to have been re-admitted to the Company.
40. The Board may restore to the appropriate register the name of an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) who had been removed because he is in arrears of payment of any prescribed fees if he pays to the Company the prescribed fees within 12 months from the date of the notice of removal of his name from the register, all fees which are in arrears if he had continued to be an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company together with such penalty as may be prescribed by the Board.

RESIGNATION BY ACCREDITED TAX PRACTITIONERS,  
ACCREDITED TAX ADVISORS OR ACCREDITED TAX  
PRACTITIONERS (PROVISIONAL)

41. Any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) may tender his resignation by sending a notice in writing to the Secretary and on its acceptance by the Board, but not until then he shall cease to be an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional); Provided that any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) whose notice of resignation shall not have been received prior to the 1st February in any year shall remain liable for any fee or subscription in respect of that year save that in any case in which it may seem reasonable so to do the Board may remit the whole or any part of such fee or subscription. The Board may, by resolution passed at a meeting re-admit any person who has resigned, as Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) subject to such terms and conditions as the Board may deem fit.
42. The Board may refuse to grant the application above if:
- (a) any disciplinary proceedings instituted by the Company or by a Court in Singapore or by any government authority are pending against the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional); or
  - (b) any matter concerning the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) is in the course of being investigated by or has been heard or investigated by the investigation committee, the disciplinary committee, by a Court in Singapore or by any government authority, as the case may be, but no order or decision has been rendered thereon by the disciplinary committee or by a Court in Singapore or by any government authority; or
  - (c) any money is due and owing by such person to the Company.
43. Notwithstanding anything contained in these bye-laws relating to the payment of annual subscriptions the Board may in its absolute discretion remit or refund the annual subscription of any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) for any year or years.

CODE OF PROFESSIONAL CONDUCT AND ETHICS

44. An Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) shall observe strictly the Code of Professional Conduct and Ethics and also the pronouncements on

professional matters and professional ethics issued by the Board from time to time.

45. The Board shall require an Accredited Tax Practitioner or Accredited Tax Advisor, upon admission to attend and complete a course on the Code of Professional Conduct and Ethics, unless as exempted by the Board.

#### CONTINUING PROFESSIONAL DEVELOPMENT

46. An Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) shall satisfy the requirements relating to continuing professional development each year as may be determined by the Board. The Board may, if it deems fit, exempt such persons from such requirements.

#### CHAPTER V - MEETINGS OF THE COMPANY

47. The annual general meeting of the Company for transaction of the ordinary annual business of the Company (namely the appointment of auditors and the reception and consideration of the annual report of the Board and accounts of the Company (with the auditors report thereon) shall be held every year at such time and place as the Board may from time to time determine; provided that a meeting shall be held in every calendar year and that not more than fifteen months shall have elapsed since the date of the previous annual general meeting. Resolution at such annual general meetings shall be carried by a simple majority and in the event of a tie; the Chairman shall have a second or casting vote.
48. The Board may whenever it thinks fit convene a special general meeting of the Company.
49. Every member whose name appears on the Register of Members shall have one vote. On a poll, votes may be given either personally or by proxy.
50. A person of unsound mind or in respect of whom an order has been made by court having jurisdiction in lunacy, may not vote, whether on a show of hands or on a poll either personally or by proxy.
51. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
52. The instrument appointing a proxy shall be deposited with the Secretary not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the



instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy shall be in writing in the form prescribed in the Bye-laws.

53. A member who is entitled to vote thereat wishing to bring before the annual general meeting any motion not relating to the ordinary annual business of the Company may do so provided-
  - (a) that notice in writing of the proposed motion be sent or given to the Secretary and be received by him not later than five weeks before the date of the annual general meeting; and
  - (b) that members entitled to vote at the annual general meeting shall have sent or given notice in writing to the Secretary to be received by him not later than four weeks before the date of the annual general meeting expressing their desire that the proposed motion should be brought before the annual meeting; and
  - (c) that the proposed motion relates to matters affecting the Company.
54. If after such notices or any of them shall have been given, the general meeting be called for a date less than five weeks or four weeks respectively after the date of the receipt by the Secretary of such notices, the said notices shall be deemed to have been given more than five or four weeks respectively before the date of such meeting.
55. The Secretary shall, not less than fourteen days or more than twenty-one days before any annual general meeting and not less than seven days or more than twenty-one days before any special meeting of the Company, send to each Member a notice giving the day, hour and place of the meeting and the business to be transacted thereat. In the case of the annual general meeting the Secretary shall send to each Member with such notice a copy of the annual report of the Board and a copy of the accounts of the Company with the auditors' report thereon, a list of persons nominated or deemed to be nominated as auditors and particulars of all motions to be brought before the meeting under the last preceding bye-law. The non-receipt by any Member of such notice or of any of the aforesaid documents shall not invalidate the proceedings of any meeting.
56. At all meetings of the Company, the Chairman of the Company or in his absence the Deputy Chairman of the Company shall be chairman. In the absence of both, the chairman shall be elected from among the Members present.
57. At least one Member need to be present at the annual general meeting.

58. Subject to the provisions of these bye-laws the chairman of any meeting of the Company may with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless it is so directed in the resolution for adjournment.
59. Every resolution and amendment proposed and seconded at a meeting of the Company shall be put to the meeting by the chairman and decided by a show of hands; provided that in the event of any equality of voting the chairman shall have a casting vote. The declaration of the chairman as to the decision of the meeting shall be final. On such a declaration being made the chairman may direct, if he so thinks fit, that a poll of all Members shall be taken on such resolution or alternatively such a poll may be demanded in writing by one Member present and entitled to vote at the meeting; but a poll shall not be taken on any resolution or amendment relating to the election of a chairman, the appointment of scrutineers or the adjournment of a meeting.
60. On a poll being so directed or demanded the chairman shall forthwith, or as soon as is reasonably practicable after the conclusion of the meeting at which the poll is demanded, state the resolution or amendment in the form of propositions which in his opinion will be most suitable to ascertain the sense of the members upon the substance of such resolution or amendment and upon the manner of so stating the resolution or amendment, the chairman's decision shall be final. Voting papers setting out the propositions so stated, together with any necessary notes and directions, shall within fourteen days after the meeting be issued by the Board to all Members entitled to vote at the meeting at which the poll was demanded. All Members wishing to vote on the propositions or any of them must do so by voting in the manner indicated in the said directions and sending the said voting papers to the Company addressed to the scrutineers so as to be received by them not later than twenty-one days after the meeting.
61. At every meeting of the Company at which a poll is demanded the meeting shall appoint five of its number as scrutineers, any three of whom shall be competent to act.
62. Where a poll has been demanded, the scrutineers shall meet not less than twenty-two days or more than twenty-nine days after the meeting at which the poll was demanded and shall examine the voting papers. Envelopes containing the voting papers may be opened either before or at such meeting of the scrutineers but may only be opened in the presence of at least one of the scrutineers. The scrutineers may in their discretion reject any vote in which a Member has failed to observe the notes and directions relating thereto or any other vote which in their view ought properly to be rejected. The scrutineers shall as soon as practicable report the result of the voting to the chairman of the

meeting and shall include in such report a statement of the number of votes rejected by them and the reasons for such rejection. The chairman shall send a copy of such report to each member as soon as practicable and, where there is an equality of voting, the chairman shall have a casting vote and in such a case shall declare when so sending the report to members the manner in which his casting vote is given and the result of the voting. The report of the scrutineers as to the result of the voting (or where given such declaration of the chairman) shall be conclusive. The voting shall take effect from the date of the report of the scrutineers save that where a meeting was adjourned to receive the report of the scrutineers the voting shall take effect from the date when such report was presented to such adjourned meeting. Where for any reason a chairman is unable to exercise any powers granted to him under this bye-law the power shall be exercised by any Director who was present at the meeting and who is deputised by the Board to exercise such powers.

63. The demand for a poll at a meeting shall not prevent the transaction of any business other than that on which the poll has been demanded.
64. Proper minutes shall be recorded of all resolutions and proceedings of meetings of the Company and every minute signed by the chairman of the meeting to which it relates or by the chairman of a subsequent meeting shall be sufficient evidence of the facts therein stated.
65. A resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at general meetings shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held and may consist of several documents in like form each signed by one or more Members.

#### CHAPTER VI – INVESTIGATION AND DISCIPLINARY ACTION

66. There shall be appointed in each year by the Board an investigation committee and a disciplinary committee consisting of not more than five members each. Three members of the investigation committee shall constitute a quorum. Three members of the disciplinary committee, of whom one shall be the lay person, shall constitute a quorum. The members of the investigation and disciplinary committee shall hear and consider any matter brought before it in accordance with these bye-laws and shall exercise the functions and powers granted to such committee by the bye-laws.

No Director shall at the same time serve on both the investigation and disciplinary committees.

The members of the investigation and disciplinary committee may comprise Accredited Tax Practitioners and Accredited Tax Advisors and such person or persons as the Board may appoint.

67. It shall be the duty of the Secretary and the right of any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) to lay before the investigation committee any facts indicating:
- (a) that an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) has become liable to exclusion, suspension, reprimand or admonishment under any provision of the Articles, or
  - (b) that an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) has been guilty of felony or misdemeanour or has been declared by a competent court to have been guilty of fraud or has been guilty of an act or default of such a nature as to render him unfit to become an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company.

Where any complaint has been received by the Company, the Board or the Secretary, that any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) has become liable or guilty as aforesaid, the complaint shall forthwith be laid before the investigation committee.

68. It shall be the duty of the investigation committee to consider the facts or complaint laid before it under the provisions of the last preceding bye-law and where it is of the opinion that the facts of the complaint require further investigation it shall refer a formal complaint to the disciplinary committee.
69. The disciplinary committee, on receipt of a formal complaint in pursuance of the last preceding bye-law, shall forthwith give to the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) notice of not less than fourteen days of its intention to consider the complaint. The disciplinary committee shall give such Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) an opportunity of being heard before it and shall, if the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) so desire, permit such Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) to be represented before it by an advocate and solicitor or by an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company.

70. If the disciplinary committee is of the opinion that a formal complaint has been proved it shall make a finding to that effect and thereupon it shall have full power to order that the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) concerned be excluded from being an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) or suspended for a period not exceeding two years or to declare that such person is not fit to become an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company; provided always that if in the opinion of the disciplinary committee the complaint shall have been proved but the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) shall not have been guilty of conduct sufficiently serious to be punished by exclusion or suspension, it shall have full power to reprimand or admonish the said Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional). Notice of the finding and decision of the disciplinary committee shall forthwith be given to the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) concerned and the decision shall thereupon take effect. In the event of members of the disciplinary committee not reaching unanimity on any formal complaint laid before them, the complaint shall be referred to the Board, whose decision shall be final, and such decision shall not be subject to the provisions of the next following regulation.
71. An Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) who has been ordered by the disciplinary committee to be excluded or suspended from being an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) or who has been declared by the disciplinary committee to be not fit to become an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company or an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) who has been ordered to be reprimanded or admonished may within twenty-one days of the date of the notice to him of the decision of the disciplinary committee appeal to the Board. The notice of such appeal shall state the grounds of such appeal and the grounds so stated shall not be amended after the date of the delivery of such notice save by the leave of the appeal committee set up under this bye-law.
72. The Board shall as soon as practicable after the receipt of such notice of appeal set up an appeal committee to determine the appeal. The appeal committee shall consist of the Chairman, Deputy Chairman and one other Director, provided that no member of the investigation committee or disciplinary committee who investigated the matters or heard or considered the complaint in respect of which the appeal is brought shall be eligible for appointment to such appeal committee. If at the time of the appointment of such appeal committee the Board considers it impracticable to appoint the Chairman or Deputy Chairman

the Board may appoint another Director or other Directors in his or their place. If any member of the appeal committee so appointed is unable to act because of ill-health, absence from the country or other reason or if he shall before the date fixed for the determination of the appeal have ceased to be a Director, the remaining members of the appeal committee shall have full power to co-opt any Director eligible for appointment.

73. The appeal committee may determine the appeal after consideration of the record of the evidence given before and documents produced to the disciplinary committee, but shall have full discretionary power to rehear any witness called before the disciplinary committee or on special grounds to receive fresh evidence.

The appeal committee shall give the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) concerned an opportunity of being heard before it and shall, if the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) shall so desire, permit him to be represented before it by an advocate and solicitor or Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company.. The appeal committee shall have full power to affirm vary or reverse the finding and decision of the disciplinary committee. Notice of the finding and decision of the appeal committee shall forthwith be given to the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) concerned and the decision shall thereupon take effect.

74. All findings and decisions of the disciplinary committee and the appeal committee shall be reported to the Board and the Board shall cause the same to be duly recorded.
75. Where the disciplinary committee finds that a formal complaint has been proved the Board may cause to be published in such journals and publications of the Company as it shall think desirable the finding and decision of the disciplinary committee; provided that such publication shall not be made before twenty-two days after the date of the notice to the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) concerned has within twenty-one days appealed to the Board such publication shall be made but if in such a case the appeal committee affirms the finding of the disciplinary committee that the complaint has been proved, the Board may cause to be published in such journals and publication of the Company as it shall think desirable the finding and decision of the appeal committee as soon as practicable after such finding and decision are pronounced. The publication shall in all such cases include the name of the Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) concerned unless in a particular case the disciplinary committee or the appeal committee, as the case may be,

considers that there exist special circumstances which justify the omission of the name from such publication.

Where the disciplinary committee finds that a formal complaint has not been proved or where on appeal committee so finds, the Board may make such publications (if any) as in the circumstances of the case it considers desirable.

76. In the event of the suspension or exclusion of an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional), the certificate of being an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) then held by him shall be delivered up by him to the Secretary, in the case of suspension to be retained during the period of suspension or, in the case of exclusion, to be cancelled. While any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) remains suspended, he shall be deemed not to be an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company. However, immediately upon the expiry of his period of suspension, his rights and privileges as an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) of the Company shall immediately be revived.
77. Any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) whose name has been removed from the appropriate register may apply to be re-admitted after a period of not less than 2 years. The Board shall consider the application of such a person for admission subject to such terms and conditions as the Board may deem fit.
78. The investigation committee, the disciplinary committee and the appeal committee shall have power to make such rules and regulations (not inconsistent with the Articles and these bye-laws) as may be considered by them necessary for the performance of their respective functions.

## CHAPTER VII - ACCOUNTS

79. The Directors shall cause proper accounts to be kept of the assets and liabilities of the Company, all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and all sales and purchases by the Company.

The books of account shall give a true and fair view of the state of the Company's affairs and explain its transactions and shall be kept at the office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.

80. The Directors shall from time to time determine whether in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them shall be open to the inspection of an Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional), and no such persons (not being a Director) shall have any rights of inspecting any account or book or document of the Company, except as authorised by the Directors or the Board.
81. Once at least in every year the Directors shall lay before the Company in general meeting a profit and loss account and balance sheet for the period since the incorporation of the Company, made up to a date not more than six months before such meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the Companies Act (Cap. 50).

#### CHAPTER VIII - AUDIT

82. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of the Companies Act (Cap. 50) and any modification or re-enactment thereof for the time being in force in regard to audit and Auditors shall be observed.
83. The members at each annual general meeting shall appoint an auditor who shall be an approved company auditor, at such remuneration, if any, as the Board shall recommend. No member of the Board shall be eligible for appointment as auditor. In the event of any vacancy occurring in the office of auditor between two annual general meetings or in the event of a vacancy not being filled at an annual general meeting, the said vacancy may be filled by the Board at a meeting summoned with notice of the object; provided that during such vacancy the continuing auditor may act alone.
84. The auditors shall retire at the next annual general meeting after their appointment, but shall be eligible for re-appointment.

#### CHAPTER IX - NOTICES

85. A notice or other document may be served by the Company upon any Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) either personally or by sending it through the post in a prepaid letter addressed to such Accredited Tax Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional) at his registered address as appearing in the register of Accredited Tax



Practitioner, Accredited Tax Advisor or Accredited Tax Practitioner (Provisional).

86. Any notice or other documents, if serviced or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.