



BERMUDA

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

BR 91 / 2006

[NB formerly the Institute of Chartered Accountants of Bermuda By-Laws 2006. Retitled by 2014 : 8 s. 12 effective 11 April 2014]

TABLE OF CONTENTS

1	Citation
2	Interpretation
3	Interpretation Bulletins
4	General

MEMBERSHIP

5	Admission of individual to membership
6	Admission of company to membership
7	Re-admission of former member to membership
8	Resignation from membership
9	Certificate of membership
10	Former member has no interest in or claim against property
11	Special provision for admission of individual to membership
12	Admission to Fellowship
13	Bankruptcy of a member
14	Mental incompetence of a member
15	Corporate member
16	False or misleading application
17	Suspension of a member
17A	Prohibition of members practising public accounting without the prescribed experience

CPA BOARD, NOMINATING COMMITTEE, OFFICERS, AUDITOR

18	CPA Board
19	Nominating Committee, nominations

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- 20 Election of CPA Board
- 21 Election of officers
- 22 Meetings of CPA Board
- 23 The chair
- 24 The secretary
- 25 The treasurer
- 26 Appointment of auditor
- 27 President and Chief Executive Officer

EXECUTIVE COMMITTEE

- 28 Executive Committee
- 29 Functions
- 30 Meeting of executive committee
- 31 Role of CPA Board

MEETINGS

- 32 Procedure at meetings
- 33 Notice
- 34 Annual General meetings
- 35 Other general meetings
- 36 Adjournment
- 37 Quorum and Voting
- 38 Proxy
- 39 Postal ballots

COMMITTEES

- 40 Appointment of committees
- 40A Application of procedures required to be performed by public accountants under the Proceeds of Crime Act 1997
- 41 Practice inspection committee

INDEMNIFICATION

- 42 Indemnification
- 43 Reimbursement of expenses

FEES

- 44 Prescription of fees
- 45 Admission or re-admission fee
- 46 Classes of membership
- 47 Failure to pay fees

BANKING AND AUTHORIZED SIGNATURES

- 48 Banking
- 49 Authorized signatures

MANDATORY PROFESSIONAL LIABILITY INSURANCE

- 50 Professional liability insurance

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

PRACTICE NAMES

- 51 Registration, authorization for use

REGISTERED STUDENTS

- 52 Registration
53 Rules
54 Student society
55 Prescription of courses of study
56 Courses of study
57 Examinations
58 Experience requirements

CONTINUING PROFESSIONAL DEVELOPMENT

- 59 Definitions
60 Obligations of members
61 CPD Committee
62 Exemption from CPD obligation
63 Commencement of CPD obligation
64 Failure to meet CPD obligation
65 Transitional

APPROVAL OF OFFICES TO EMPLOY STUDENTS

- 66 Approval of practising offices and organizations for the training of students
67 Not Used

RULES OF PROFESSIONAL CONDUCT

- 68 CPA Board may make rules

COMPLAINTS, CHARGES AND DISCIPLINARY PROCEEDINGS

- 69 Rules of discipline
70 Executive committee
71 Charge by executive committee
72 Professional Conduct Committee
73 Discipline Committee
74 Notices
75 Appeal Committee
76 Taking notice not required
77 No cause of action or complaint
78 Procedure at formal hearings and appeals
79 Rules of procedure

The Chartered Professional Accountants of Bermuda, in exercise of the powers conferred on it by section 7 of the Chartered Professional Accountants of Bermuda Act 1973, makes the following By-Laws:

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

Citation

1 These By-Laws may be cited as the Chartered Professional Accountants of Bermuda By-Laws 2006.

[By-law 1 amended by 2014 : 8 s. 12 effective 11 April 2014]

Interpretation

2 (1) In these by-laws, unless the context otherwise requires—

“the Act” means the Chartered Professional Accountants of Bermuda Act 1973 as amended from time to time;

“by-laws” means these by-laws as amended and in force from time to time;

“committee” means a committee appointed under the by-laws;

“corporate member” means a member of CPA Bermuda that is a company;

“CPA Bermuda” or “Chartered Professional Accountants of Bermuda” means the Chartered Professional Accountants of Bermuda established under the Act;

“CPA Board” means the Board of Directors of CPA Bermuda established in accordance with section 4 of the Act and by these By-Laws;

“Executive Committee” means the Executive Committee of CPA Bermuda;

“financial year” means the financial year of CPA Bermuda as adopted by CPA Board from time to time;

“firm” means a partnership;

“member” in the context of CPA Bermuda means a person who became a member of CPA Bermuda by operation of sections 2 and 12 of the Act or by admission in accordance with one of by-laws 5, 6, 7 and 11;

“office of CPA Bermuda” means the office of CPA Bermuda designated by CPA Board from time to time by resolution and by notice to members and students;

“organization” includes corporation, company, society, association, firm or similar body as well as any department or division of a government or a quasi autonomous governmental organisation, agency, board or commission established by or pursuant to statute;

“practising office” means an office of a member or firm engaged in the practice of public accounting;

“profession” means the profession of chartered accountants in Bermuda and “professional” refers to that profession;

“provincial CPA body” means an institute or ordre of chartered accountants incorporated in any province or territory of Canada;

“public accountant” has the meaning given to it in the Act;

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

“public accounting” means services performed by a member which result in the member being a public accountant;

“rules” and “regulations” means the rules and regulations of CPA Bermuda from time to time in force;

“seal” means the seal of CPA Bermuda as adopted by CPA Board from time to time by resolution;

“secretary” means the person elected as secretary of CPA Bermuda pursuant to by-law 21(1); and

“student” means a student registered under the by-laws;

and words importing the singular number only include more persons, parties or things of the same kind than one, and the converse.

(2) Headings are not part of the by-laws and are included only to assist with reference.

[By-law 2(1) amended by inserting definitions “organization” and “practising office” by BR 47/2008 effective 8 August 2008; “the Act”, “Corporate Member”, “Executive Committee”, “Financial Year”, “Member”, “Office of the Institute”, “Rules and Regulations”, “Seal” and “Secretary” amended and “provincial institute” deleted by 2014 : 8 s. 13 effective 11 April 2014; “Council” and “Institute” deleted and “CPA Bermuda” and “CPA Board” inserted by 2014 : 8 s. 14 effective 11 April 2014]

Interpretation Bulletins

3 In addition to all its other powers CPA Board may by resolution publish interpretations for the information and guidance of members and students on matters relating to the by-laws, regulations and rules of professional conduct.

[By-law 3 amended by 2014 : 8 s. 13 effective 11 April 2014]

General

4 (1) Every member and student by making application for membership or registration and by continuance of membership or registration shall agree and shall be deemed to have agreed with CPA Bermuda and each of its members to the terms of the by-laws, rules and regulations of CPA Bermuda and all acts or things done thereunder.

(2) All rules and regulations shall be published and distributed to all members and students promptly after they are made.

(3) Members and students shall comply with the by-laws, rules and regulations of CPA Bermuda.

[By-law 4 amended by 2014 : 8 s. 13 effective 11 April 2014]

MEMBERSHIP

Admission of individual to membership

5 (1) CPA Board may admit as a member—

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (a) any person who is a student who has met the requirements prescribed by the rules and regulations made under by-law 53; or
- (b) any person who is a member in good standing of a provincial CPA body/ordre, and has, in the opinion of CPA Board, attained a standard of education, training and experience equivalent to that required of students to become members; or
- (c) any person who meets all of the following requirements—
 - (i) is a member in good standing of The Institute of Chartered Accountants of Scotland, The Institute of Chartered Accountants in England & Wales, The Institute of Chartered Accountants in Ireland or another body having objects similar to those of CPA Bermuda,
 - (ii) has complied with the recommendations of the International Qualifications Appraisal Board of the Canadian Institute of Chartered Accountants concerning admission to membership in provincial CPA bodies (except recommendations with respect to satisfying provincial CPA body course and examination requirements, hereinafter referred to as “transition recommendations”),
 - (iii) has, in the opinion of CPA Board, attained a standard of education, training and experience equivalent to that required of students to become members, and
 - (iv) is resident in Bermuda.

(2) A person admitted to membership under paragraph (1)(c) shall cease to be a member if, in the opinion of CPA Board, he or she has ceased to be resident in Bermuda, provided always that his or her membership shall not terminate as aforesaid if prior to his or her ceasing to be so resident in Bermuda he or she has complied with the transition recommendations.

[By-law 5 para (1)(a) amended by BR 18 / 2010 reg. 2 effective 31 March 2010; amended by 2014 : 8 s. 13 effective 11 April 2014]

Admission of company to membership

6 (1) CPA Board may admit as a corporate member any company incorporated in and under the laws of Bermuda where—

- (a) a principal object of the company is to practise as a public accountant in accordance with the Act;
- (b) not less than sixty percent of the issued shares in the capital of the company are registered in the names of and beneficially owned by one or more individuals each of whom is a member in good standing of CPA Bermuda, and the remainder (if any) are registered in the names of and beneficially owned by one or more individuals each of whom is a member in good standing—

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (i) of a provincial CPA body, the Institute of Chartered Accountants of Scotland, The Institute of Chartered Accountants in England and Wales, or The Institute of Chartered Accountants in Ireland, or
 - (ii) of another body having objects similar to those of CPA Bermuda and who has complied with the recommendations of the International Qualifications Appraisal Board of the Canadian Institute of Chartered Accountants concerning admission to membership in provincial CPA bodies (except recommendations with respect to satisfying provincial CPA body course and examination requirements);
 - (c) every director, officer or other person authorised by the company in accordance with paragraph (d) is an individual who is a member in good standing of CPA Bermuda; and
 - (d) none but directors, officers or other persons acting under the express authority of the company who are entitled to practice public accounting in accordance with by-law 17A have authority to issue on behalf of the company, in the course of services performed by the company in its practice as a public accountant, an opinion, report or certificate concerning any financial or accounting statement where a purpose in performing such services is to enhance the credibility of such a statement.
- (2) Application for admission as a corporate member shall be made in a form prescribed by CPA Board, and shall include a declaration in writing by two directors of the applicant company that the conditions set out in paragraph (1) are satisfied by the company.
- (3) A corporate member shall enjoy all the rights and privileges, and be subject to all the obligations, of members of CPA Bermuda except that—
- (a) a corporate member shall not be eligible for election to CPA Board or to an office;
 - (b) a corporate member shall not be eligible for appointment to a nominating committee, a practice inspection committee, a professional conduct committee, a discipline committee, an appeal committee or any other standing or ad hoc committee of CPA Bermuda, or as a scrutineer or a proxy; and
 - (c) a corporate member shall not be entitled to vote on any matter which may come before a general meeting of CPA Bermuda, or which is the subject of a ballot taken by mail or electronic means, except a resolution to make, amend or repeal a by-law, or a rule of professional conduct, in a manner which will affect differently the rights, privileges or obligations of corporate members and of individual members and no such resolution shall be deemed passed unless passed by a majority of the votes of both corporate members and individual members voting thereon.

[By-law 6(1) amended by BR 10/2009 s.2 effective 30 January 2009; by-law 6 amended by 2014 : 8 s. 13 effective 11 April 2014]

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

Re-admission of former member to membership

7 (1) A former member may apply for re-admission as a member provided such former member—

- (a) is not in default of payment of any monies payable to CPA Bermuda or a provincial CPA body;
- (b) has complied with every requirement in any order or orders made in respect of him or her under one or both of by-laws 73 and 75, or an equivalent order made under the by-laws of a provincial CPA body completed any outstanding continuing professional development under by law 60; and
- (c) satisfies at least one of the following requirements, that is to say—
 - (i) previously became a member by virtue of section 2 of the Act,
 - (ii) was previously admitted as a member by virtue of by-law 5(1)(a),
 - (iii) was previously admitted as a member by virtue of by-law 5(1)(b),
 - (iv) was previously admitted a member by virtue of by-law 5(1)(c) or by-law 11 and—
 - (aa) is resident in Bermuda, or
 - (bb) has satisfied the course and examination requirements in Canadian taxation, law, the CICA (Handbook and the rules of professional conduct relating to membership in a provincial CPA body, or
 - (v) was previously admitted as a member by virtue of by-law 6(1).

(2) Where a former member is precluded by sub-paragraph (1)(b) from applying for re-admission as a member, CPA Board shall have power, in addition to all its other powers—

- (a) where the time has expired which was fixed for compliance with an order or part thereof described in that sub-clause, to fix a new time for compliance, and
- (b) where compliance with a requirement is otherwise impractical or impossible, to substitute another requirement which in its opinion is a reasonable alternative,

each of which shall thereafter stand in place of that fixed in the order or orders for the purpose of affording such former member the opportunity of satisfying the requirements of sub-paragraph 1(b).

(3) An application for re-admission as a member shall be in the form prescribed by CPA Board, and shall include—

- (a) a declaration that the requirements of subparagraphs (1)(a) and (b) have been satisfied;

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (b) a statement as to which of the requirements of sub-paragraph 1(c) is satisfied;
 - (c) a declaration in writing by the applicant, or in the case of a corporate member by each of two directors of the applicant, that, to the best of such applicant's or director's knowledge and belief, since the applicant's termination of, or resignation or expulsion from, membership the applicant has not engaged in conduct, other than as specifically described in the declaration, which, if engaged in by a member, could reasonably be considered a violation of the rules of professional conduct; and
 - (d) a declaration as to whether the applicant has been a member in good standing of a provincial CPA body or another body having objects similar to those of CPA Bermuda, and if affirmative, then stating—
 - (i) the name and place of incorporation of such provincial CPA body or body;
 - (ii) the date and manner of cessation of such membership, if any; and
 - (iii) whether the applicant has complied with every requirement in any order or orders made in respect of the applicant by such provincial CPA body or other body.
- (4) CPA Board may investigate any application for re-admission as a member, and shall do so—
- (a) where the applicant was expelled from membership in CPA Bermuda under the terms of an order of a discipline committee pursuant to by-law 73 or of an appeal committee pursuant to by-law 75, or the applicant's membership was terminated pursuant to by-laws 50 and 64;
 - (b) where the declaration furnished pursuant to sub-paragraph (3)(c) describes conduct in which the applicant has engaged which, if engaged in by a member, could reasonably be considered a violation of the rules of professional conduct;
 - (c) where a complaint has been made about the applicant's professional conduct during the time that he or she was a member, in respect of which proceedings were not completed because the complaint was made after the applicant's termination of, or resignation or expulsion from, membership in CPA Bermuda;
 - (d) where an objection has been raised to re-admission of the applicant to membership on grounds of the applicant's conduct since the applicant's termination of, or resignation or expulsion from, membership;
 - (e) where the applicant has not held membership in good standing, within five years of the date of application for re-admission, in CPA Bermuda, a provincial CPA body, The Institute of Chartered Accountants of Scotland, The Institute of Chartered Accountants in England and Wales, The

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

Institute of Chartered Accountants in Ireland, or another body having objects similar to those of CPA Bermuda; or

- (f) where the declaration furnished pursuant to subparagraph 3(d) is affirmative,

and CPA Board shall have power, in addition to all its other powers, to appoint a committee of one or more members of CPA Bermuda to conduct or assist in conducting an investigation and to report, all in such manner as CPA Board shall prescribe.

(5) In considering an application for re-admission as a member CPA Board shall have regard to such circumstances as it may deem appropriate, which may include—

- (a) the information contemplated in paragraphs (3) and (4); and
- (b) its opinion as to whether the applicant is competent to carry on the practice of public accounting.

(6) After its deliberations pursuant to paragraph (5) CPA Board may, subject to the provisions of paragraph (7)—

- (a) re-admit the applicant as a member;
- (b) defer further action on the application pending fulfilment by the applicant of such requirements as it may deem appropriate; or
- (c) reject the application.

(7) If CPA Board finds, upon its investigation pursuant to paragraph (4), that the application contains information which the applicant or the directors of the applicant knew, or should have known, was false or misleading, it shall reject the application for re-admission.

(8) Where a former member is re-admitted as a member having satisfied the requirements of sub-paragraph (1)(c) solely in terms of subparagraph (iv)(aa), then by-law 5(2) or by-law 11(2), as the case may be, shall be deemed to apply to that member.

[By-Law 7(1)(c)(i) amended by BR 81 / 2012 by-law 2 effective 21 November 2012; by-law 7 amended by 2014 : 8 s. 13 effective 11 April 2014]

Resignation from membership

8 (1) A member may present to the Executive Committee a written application to resign from membership in CPA Bermuda, provided that such an application may not be presented except with the express leave of the Executive Committee where there exists any of the following circumstances, that is to say—

- (a) the practice of the member, the member's employer, a firm of which the member is a partner, or a corporate member of which the member is a director or member, is the subject of a practice inspection;
- (b) the professional conduct of the member, the member's employer, or a corporate member of which the member is a director or member, is—

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (i) the subject of a preliminary investigation or of charges by the Executive Committee or a professional conduct committee,; or
 - (ii) the subject of an investigation or of charges by the Executive Committee or a professional conduct committee;
 - (c) the member, or a corporate member of which the member is a director or member, has not fully complied with an order of a discipline committee or an appeal committee; or
 - (d) the member, or a corporate member of which the member is a director or member, is in default of payment of any monies payable to CPA Bermuda.
- (2) The Executive Committee may impose conditions which must be satisfied before an application to resign is accepted.
- (3) A resignation shall take effect on the day set by the Executive Committee.

[By-law 8 amended by 2014 : 8 s. 13 effective 11 April 2014]

Certificate of membership

9 Every member shall be entitled to receive a certificate of membership which shall be in such form as CPA Board may from time to time determine, and the member shall, while a member of CPA Bermuda, be entitled to hold the said certificate. Such certificate shall be the property of CPA Bermuda and in the event of cessation of membership for any reason other than death of an individual member shall be recoverable on demand and shall be returned to CPA Bermuda. CPA Board may on application and in its sole discretion return the certificate to the original holder. In the event a member is suspended the member's certificate shall be returned to the secretary immediately to be retained by the secretary during the period of suspension.

[By-law 9 amended by 2014 : 8 s.13 effective 11 April 2014]

Former member has no interest in or claim against property

10 If a member dies or is wound up, or during the member's lifetime or corporate existence ceases to be a member of CPA Bermuda, the member shall not, nor shall the member's representatives, have any interest in or claim against the funds or property of CPA Bermuda in respect of the member's membership.

[By-law 10 amended by 2014 : 8 s. 13 effective 11 April 2014]

Special provision for admission of individual to membership

- 11 (1) CPA Board may admit as a member a person who on the first day of June 1973—
- (a) had Bermudian status;
 - (b) was a member or registered student of a body which was—
 - (i) the society or other association of Certified Public Accountants of a state of the United States of America,

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (ii) the Association of Certified Accountants of the United Kingdom, or
- (iii) the Certified General Accountants Association of a province of Canada;
- (c) satisfies CPA Board that he or she has obtained training and practical experience in public accounting comparable to that prescribed for a student;
- (d) satisfies CPA Board that he or she has taken the course of instruction and passed the final examinations of such body;
- (e) satisfies CPA Board that he or she has had practical experience in diversified auditing work comparable to that prescribed for a student, in the employment and under the supervision of a public accountant or a practicing accountant outside Bermuda acceptable to CPA Board, and
- (f) satisfies CPA Board that he or she is resident in Bermuda.

(2) A person admitted to membership under this by-law 11 shall cease to be a member if, in the opinion of CPA Board, he or she has ceased to be resident in Bermuda, provided always that his or her membership shall not terminate as aforesaid if prior to his or her ceasing to be resident in Bermuda he or she has satisfied the course and examination requirements in Canadian taxation law, the CICA Handbook and the rules of professional conduct relating to membership in a provincial CPA body.

[By-law 11 amended by 2014 : 8 s. 13 effective 11 April 2014]

Admission to Fellowship

12 (1) Where any member in good standing has, in the opinion of CPA Board, rendered outstanding service to the profession or brought distinction to the profession, CPA Board may, by an affirmative vote of two thirds of all its members, admit that member a Fellow of CPA Bermuda.

(2) The power conferred on CPA Board in paragraph (1) includes the power to admit a Fellow posthumously.

[By-law 12 amended by 2014 : 8 s. 13 effective 11 April 2014]

Bankruptcy of a member

- 13 (1) It is a condition of membership in CPA Bermuda that a member who—
- (a) becomes bankrupt by reason of making an assignment in bankruptcy or of being declared bankrupt by a Court of competent jurisdiction; or
 - (b) takes the benefit of any statutory provision for insolvent debtors,

shall *ipso facto* be suspended until such member is reinstated in accordance with the provisions of this by-law.

(2) A member who becomes bankrupt or takes the benefit of any statutory provision as aforesaid—

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (a) shall notify the secretary in writing not later than fifteen days after the event; and
- (b) may apply to CPA Board to be reinstated.

(3) Any application under paragraph (2)(b) shall be investigated by CPA Board and, after such investigation, CPA Board may, subject to other provisions of the by-laws, approve or reject the application.

(4) A student or membership candidate who becomes bankrupt or takes the benefit of any statutory provision as aforesaid shall notify the secretary in writing not later than fifteen days after the event.

[By-law 13 amended by 2014 : 8 s. 13 effective 11 April 2014]

Mental incompetence of a member

14 (1) A member is suspended *ipso facto* upon being—

- (a) declared by a Court to be a mentally incompetent person;
- (b) otherwise found in law to be incapable of managing his or her affairs through mental infirmity;
- (c) certified in law to be incompetent to manage his or her estate;
- (d) found on account of insanity unfit to stand trial on a criminal or similar offence; or
- (e) determined to be not guilty of a criminal or similar offence by reason of insanity.

(2) A member who becomes aware that another member has been or become suspended pursuant to paragraph (1) shall report that fact to the secretary not later than fifteen days after becoming so aware.

(3) A member who has been suspended pursuant to paragraph (1) may apply to CPA Board to be reinstated.

(4) Any application under paragraph (3) shall be investigated by CPA Board and, after such investigation, CPA Board may, subject to the other provisions of the by-laws, approve or reject the application.

(5) A member who becomes aware that a student or an applicant for admission or re-admission to membership has been—

- (a) declared by a Court to be a mentally incompetent person,
- (b) otherwise found in law to be incapable of managing his or her affairs through mental infirmity,
- (c) certified in law to be incompetent to manage his or her estate,
- (d) found on account of insanity unfit to stand trial on a criminal or similar offence, or

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (e) determined to be not guilty of a criminal or similar offence by reason of insanity,

shall report that fact to the secretary not later than fifteen days after becoming so aware.

[By-law 14 amended by 2014 : 8 s. 13 effective 11 April 2014]

Corporate member

- 15 (1) Every corporate member is required to ensure at all times that—
- (a) a principal object of the company is to practise as a public accountant in accordance with the Act;
 - (b) not less than sixty percent of the issued shares in the capital of the company are registered in the names of and beneficially owned by one or more individuals each of whom is a member of CPA Bermuda, and the remainder (if any) are registered in the names of and beneficially owned by one or more individuals each of whom is a member—
 - (i) of a provincial CPA body, the Institute of Chartered Accountants of Scotland, The Institute of Chartered Accountants in England and Wales, or The Institute of Chartered Accountants in Ireland, or
 - (ii) of another body having objects similar to those of CPA Bermuda and who has complied with the recommendations of the International Qualifications Appraisal Board of the Canadian Institute of Chartered Accountants concerning admission to membership in provincial CPA bodies (except recommendations with respect to satisfying provincial CPA body course and examination requirements);
 - (c) every director, officer or other person authorised by the company in accordance with paragraph (d) is an individual who is a member in good standing of CPA Bermuda; and
 - (d) none but directors, officers or other persons acting under the express authority of the company who are entitled to practice public accounting in accordance with by-law 17A have authority to issue on behalf of the company, in the course of services performed by the company in its practice as a public accountant, an opinion, report or certificate concerning any financial or accounting statement where a purpose in performing such services is to enhance the credibility of such a statement.
- (2) Every corporate member shall ensure that not later than one month after a date (hereafter in this paragraph called 'due date') upon which the annual membership fee for such corporate member becomes due and payable, two directors of such corporate member—
- (a) declare in writing to the Executive Committee, in a form prescribed by CPA Board, each to the best of his or her knowledge and belief, whether such corporate member has complied with each of the requirements set out in paragraph (1) throughout the period beginning on the due date next preceding such due date and ending on the date of declaration; and

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (b) provide particulars therein of any failure of such corporate member so to comply.

(3) Where a corporate member has not complied with the requirements of paragraph (2), the Executive Committee may order any two or more directors of such corporate member to make the declarations and provide the particulars therein described and may fix a date or dates by which such declarations and particulars are to be delivered to the secretary.

[By-law 15(1) amended by BR 10/2009 s.3 effective 30 January 2009; by-law 15 amended by 2014 : 8 s. 13 effective 11 April 2014]

False or misleading application

16 Where any information provided to CPA Bermuda in connection with an application for admission or re-admission as a member, or an application for registration or re-registration as a student is found by CPA Board or the Executive Committee as the case may be false or misleading—

- (a) such admission or re-admission may be revoked by CPA Board; and
- (b) such registration or re-registration may be revoked by the Executive Committee,

without derogating from any other action which may be taken pursuant to by-laws 69 through 79.

[By-law 16 amended by 2014 : 8 s. 13 effective 11 April 2014]

Suspension of a member

17 (1) Where the Executive Committee, a discipline committee or an appeal committee makes an order that a member be suspended, or where a member is suspended by virtue of by-laws 13(1), 14(1), 50 or 64, the member shall not during the period of suspension exercise the right to hold himself, herself or itself out as, or practise, as a public accountant.

(2) Further, where such an order so provides, the member shall not during the period of suspension—

- (a) exercise the right to use the designation “Chartered Accountant” nor the initials “C.A.,” “A.C.A.” or “F.C.A” after the name of the member;
- (b) exercise such other rights and privileges of membership as are specified in the order; or
- (c) be subject to such obligations of membership as are specified in the order.

(3) A suspended member remains a member of CPA Bermuda subject to the by-laws.

[By-law 17 amended by 2014 : 8 s. 13 effective 11 April 2014]

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

Prohibition of members practising public accounting without the prescribed experience

17A No member may practice public accounting unless—

- (a) (i) the member has attained such experience in the practice of public accounting as CPA Board may prescribe; and
- (ii) such experience has been attested to, in such manner as may be prescribed by CPA Board, by a member who is, in accordance with this by-law, permitted to practice public accounting; or
- (b) the member was a member prior to June 30, 2007.

[By-law 17A inserted by BR 47/2008 effective 8 August 2008; amended by 2014 : 8 s. 13 effective 11 April 2014]

CPA BOARD, NOMINATING COMMITTEE, OFFICERS, AUDITOR

CPA Board

18 (1) The affairs of CPA Bermuda shall be managed and conducted by CPA Board consisting of not less than eleven nor more than twenty individuals.

(2) A representative of the Canadian Institute of Chartered Accountants (the "CICA Representative") shall be an honorary member ex officio of CPA Board and CPA Bermuda, without fee. The CICA Representative shall be deemed not to be a member of CPA Board for the purposes of sections 4 and 5 of the Act and shall not have the right to vote on decisions of CPA Board.

(3) Any member of CPA Board may submit his or her resignation to CPA Board and his or her membership of CPA Board shall terminate on the day set for such termination by CPA Board.

(4) CPA Board may, by resolution having the affirmative votes of sixty per cent of its members, remove a member from his or her place on CPA Board.

(5) Any vacancy which occurs among the elected members of CPA Board by death, resignation or otherwise in the interval between annual general meetings shall be filled by CPA Board.

(6) No member of CPA Board may serve more than six consecutive terms on CPA Board.

(7) The members of CPA Board shall serve without remuneration, provided that any member of CPA Board who is not a member of CPA Bermuda shall receive such remuneration as shall be determined from time to time by CPA Board.

(8) Where there are less than two individuals who are not members of CPA Bermuda serving as members of CPA Board, CPA Board may co-opt up to two individuals who are not members of CPA Bermuda to serve as honorary members of CPA Board. Such

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

honorary members shall be deemed not to be members of CPA Board for the purposes of sections 4 and 5 of the Act and shall not have the right to vote on decisions of CPA Board.

[By-law 18 amended by BR 18 / 2010 reg. 3 effective 31 March 2010; amended by 2014 : 8 s. 13 effective 11 April 2014]

Nominating Committee, nominations

19 (1) The Executive Committee shall appoint annually from among the past chairmen of CPA Bermuda, whom failing then from among other members of CPA Bermuda, a nominating committee of three.

(2) The nominating committee shall before the end of the financial year report to CPA Board the names of not less than five and no more than twenty members whom it nominates for election to CPA Board at the next annual general meeting, of whom not less than sixty percent shall have Bermudian status.

(3) The secretary shall within a reasonable time thereafter send to every member a copy of the report of the nominating committee, together with notice of the date by which further nominations, if any, should be lodged with the secretary.

(4) Any other nomination of a candidate for election to CPA Board as an elected member shall be in writing signed by two members, shall have the written assent of the nominee appended thereto and shall be lodged with the secretary not less than twenty-eight days before the annual general meeting.

(5) The nominating committee shall also present to CPA Board the names of four members whom it nominates for election by CPA Board as chair, vice-chair, secretary and treasurer respectively, following the next annual general meeting and CPA Board shall entertain those nominations.

[By-Law 19 amended by BR 81 / 2012 by-law 3 effective 21 November 2012; amended by 2014 : 8 s. 13 effective 11 April 2014]

Election of CPA Board

20 (1) Election of the elected members of CPA Board pursuant to by-law 18(1) shall be by ballot.

(2) Any ballot containing more or less than eleven votes shall be null and void.

(3) The chairman of the annual general meeting shall appoint two or more scrutineers from among the members who are not candidates.

(4) The scrutineers shall count the votes cast by the ballots and prepare, sign and deliver to the chairman of the annual general meeting a certificate of the names of the eight candidates who have Bermudian status receiving the highest number of votes, and the names of the three candidates among those remaining receiving the highest number of votes.

(5) Any tie shall be broken by lot drawn privately by the scrutineers.

(6) The chairman shall declare to the annual general meeting that the candidates named in the scrutineers' certificate have been elected to CPA Board with effect from the

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

termination of the meeting, but the officers of CPA Bermuda shall notwithstanding continue to act until their successors are elected.

(7) The ballots and other evidence of the number of votes cast for each candidate shall be destroyed by the scrutineers immediately following the annual general meeting.

(8) Where scrutineers cannot be appointed in accordance with the provisions of this by-law, the chairman and secretary of the meeting shall act as scrutineers.

[By-law 20 amended by 2014 : 8 s. 13 effective 11 April 2014]

Election of officers

21 (1) Immediately after every annual general meeting of CPA Bermuda, CPA Board shall meet and shall elect a chair, a vice-chair, a secretary and a treasurer from among the elected members.

(2) From time to time CPA Board may appoint such other officers and agents for such duties and purposes as CPA Board may from time to time prescribe.

(3) Subject to by-law 27(d), the officers shall serve without remuneration.

[By-law 21 amended by 2014 : 8 s. 13 effective 11 April 2014]

Meetings of CPA Board

22 (1) Other meetings of CPA Board shall be held at least four times in each financial year at such times and places in Bermuda as the chair shall determine and reasonable notice shall be given to all members of CPA Board of such meetings.

(2) At any meeting of CPA Board six members present shall constitute a quorum, provided that a majority of those present have Bermudian status.

(3) Every member of CPA Board present at a meeting of CPA Board shall have one vote, provided that the member appointed by the Canadian Institute of Chartered Accountants shall not be entitled to vote on a matter which, in the opinion of the chair affects professional practice in Bermuda.

[By-law 22 amended by 2014 : 8 s. 13 effective 11 April 2014]

The chair

23 (1) The chair shall preside at all meetings of CPA Bermuda, CPA Board and the Executive Committee.

(2) In the absence of the chair, or at his or her request, the vice-chair shall act as chair.

(3) At any meeting of CPA Bermuda, CPA Board or the Executive Committee where neither the chair nor the vice-chair is in attendance, those present at the meeting, provided they constitute a quorum under these by-laws, may by resolution appoint any other elected member of CPA Board to act as chair of the meeting.

[By-law 23 amended by 2014 : 8 s. 13 effective 11 April 2014]

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

The secretary

24 (1) The secretary shall be responsible for the keeping of the records and papers of CPA Bermuda and for the performance of all secretarial duties in CPA Bermuda and shall perform such other duties as CPA Board and the Executive Committee may direct.

(2) If the office of the secretary is vacant or if the secretary is absent or is unable for any other reason to perform his or her duties, the chair shall appoint in writing some other member of CPA Board to act as secretary *pro tempore*.

(3) The secretary shall keep a register of the members and students of CPA Bermuda in a form prescribed by the Executive Committee, in which shall be recorded the full name of every member with the date of his, her or its admission to membership and the date (if any) of his or her admission to Fellowship in CPA Bermuda, and the full name of every registered student with the date of his or her registration.

[By-law 24 amended by 2014 : 8 s. 13 effective 11 April 2014]

The treasurer

25 The treasurer shall be responsible for the receipt, custody and disbursement of the funds and the property of CPA Bermuda, the keeping of accounts and the preparation of financial statements and shall perform such other duties as CPA Board and the Executive Committee may direct.

[By-law 25 amended by 2014 : 8 s. 13 effective 11 April 2014]

Appointment of auditor

26 At the annual general meeting of CPA Bermuda, a member other than a member of the outgoing or incoming CPA Board shall be appointed auditor to hold office until the termination of the next annual general meeting at a fee to be determined by CPA Board.

[By-law 26 amended by 2014 : 8 s. 13 effective 11 April 2014]

President and Chief Executive Officer

27 Without in any way limiting the generality of by-law 21(2), the Executive Committee may by resolution appoint a President and Chief Executive Officer of CPA Bermuda and the following provisions shall apply to any such appointment—

- (a) The President and Chief Executive Officer may be, but need not be, a member;
- (b) The President and Chief Executive Officer shall be an officer of CPA Bermuda;
- (c) The Executive Committee shall from time to time by resolution prescribe the duties of the office of the President and Chief Executive Officer and the rights and privileges appertaining to that office; and

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (d) Notwithstanding by-law 21(3), the Executive Committee shall from time to time by resolution determine the remuneration to be paid to the President and Chief Executive Officer and other terms of his or her employment.

[By-law 27 amended by 2014 : 8 s. 13 effective 11 April 2014]

EXECUTIVE COMMITTEE

Executive Committee

28 There shall be an Executive Committee consisting of the elected members of the CPA Board.

[By-law 28 amended by 2014 : 8 s. 13 effective 11 April 2014]

Functions

29 Subject to these by-laws and the direction of CPA Board, the Executive Committee shall exercise general supervision and control over the business and affairs of CPA Bermuda and shall perform such other duties as CPA Board may from time to time require.

[By-law 29 amended by 2014 : 8 s. 13 effective 11 April 2014]

Meeting of executive committee

30 (1) The Executive Committee shall meet at least four times in each financial year at such times and places in Bermuda as the chair shall determine and reasonable notice shall be given to all members of the Executive Committee of such meetings;

(2) At any meeting of the Executive Committee four members present shall constitute a quorum, provided that a majority of those present have Bermudian status; and

(3) Every member of the Executive Committee shall have one vote.

Role of CPA Board

31 Any matter by these by-laws made the responsibility or prerogative of the Executive Committee may be dealt with by CPA Board, but the Executive Committee shall have power to vary or repeal any decision taken by CPA Board pursuant to this by-law as if it were a decision taken by the Executive Committee.

[By-law 31 amended by 2014 : 8 s. 13 effective 11 April 2014]

MEETINGS

Procedure at meetings

32 Subject to the by-laws, the procedure at all meetings in connection with the affairs of CPA Bermuda shall be governed by the rulings of the chair.

[By-law 32 amended by 2014 : 8 s. 13 effective 11 April 2014]

Notice

33 (1) Subject to by-law 87(27), any notice from CPA Bermuda to a member or student under these by-laws shall be deemed to have been duly given when sent by prepaid first

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

class mail to an address in Bermuda or by prepaid first class airmail to an address outside Bermuda, addressed to the intended recipient at such address as appears in the records of CPA Bermuda or at the last address known to the secretary, and such notice shall be deemed to have been received by the member or student ten calendar days thereafter.

(2) Notwithstanding paragraph (1), any notice from CPA Bermuda to a member or student under these by-laws may be given orally or in writing in person, or by telephone or other electronic means, and shall be deemed to have been received when so given.

(3) The Executive Committee may from time to time determine in its sole discretion the manner of giving any notice under these by-laws and what the "reasonable notice" required under these by-laws should be in the circumstances and may declare that any notice already given has been properly and reasonably given.

(4) The certificate of the secretary, or of another officer appointed by the Executive Committee, shall be conclusive evidence of the due giving of any such notice.

(5) The non-receipt of any notice under these by-laws shall not invalidate such notice or any meeting, or any resolution, proceeding or action at any meeting.

(6) Any notice or notification to CPA Bermuda, CPA Board, the Executive Committee or the secretary or any request for permission, approval, consent or waiver shall be deemed to have been duly given or made when received in writing on paper at the office of CPA Bermuda signed by the giver and addressed to the secretary.

[By-law 33 amended by 2014 : 8 s. 13 effective 11 April 2014]

Annual General meetings

34 (1) The annual general meeting of CPA Bermuda for the election of CPA Board, the appointment of an auditor and the transaction of such other business as may properly be brought before the meeting shall be held within four months after the end of each financial year at such time and place in Bermuda as the Executive Committee may determine.

(2) Not less than fourteen days before the date of the annual general meeting, notice shall be given to each member, together with the names of members nominated for election to CPA Board, a copy of the agenda for the meeting, the report (if any) of the chair and CPA Board, and the annual financial statements and the report of the auditor thereon.

[By-law 34 amended by 2014 : 8 s. 13 effective 11 April 2014]

Other general meetings

35 Other general meetings of CPA Bermuda shall be held after resolution of the Executive Committee, or after a requisition delivered to the secretary signed by fifteen or more members, or on the order of the chair, for such purposes or for the transaction of such business as may be specified in the resolution, requisition or order, and not less than fourteen days before the date of such a general meeting, notice shall be given to each member.

[By-law 35 amended by 2014 : 8 s. 13 effective 11 April 2014]

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

Adjournment

36 Any general meeting of CPA Bermuda may be adjourned from time to time by resolution passed by a majority of the members present but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

[By-law 36 amended by 2014 : 8 s. 13 effective 11 April 2014]

Quorum and Voting

37 (1) At any general meeting of CPA Bermuda fifteen individual members present in person shall constitute a quorum;

(2) Subject to by-law 6(3)(c), every member present in person or by proxy shall have one vote;

(3) Voting shall be by show of hands unless three or more members present require a vote by ballot.; and

(4) If a vote by ballot is required the chair shall appoint scrutineers to take the vote.

[By-law 37 amended by 2014 : 8 s. 13 effective 11 April 2014]

Proxy

38 (1) Where a member is absent from Bermuda when a general meeting of CPA Bermuda is held, the member may appoint an individual member proxy to represent and to vote for the member at the general meeting, and the document of appointment shall be deposited with the secretary of the meeting before the commencement of the meeting.

(2) An appointment of a proxy shall include a declaration that the appointer is absent from Bermuda when a general meeting is held or during a certain period of time.

(3) Notwithstanding paragraphs (1) and (2), a corporate member shall be entitled to appoint an individual member proxy to represent it at a general meeting and to vote for it on any matter on which as a corporate member it is entitled to vote, and the document of appointment shall be deposited with the secretary of the meeting before the commencement of the meeting.

[By-law 38 paragraph (1) amended by 2014 : 8 s. 13 effective 11 April 2014]

Postal ballots

39 (1) The Executive Committee may refer any matter to the members in writing by mail or by electronic means and determine the matter by a ballot taken by mail or by electronic means, and any such ballot shall be of the same effect as a ballot taken at a general meeting.

(2) There shall be allowed at least—

(a) in the case of mail, twenty-one days; and

(b) in the case of electronic means, fourteen days

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

between sending the ballot papers and closing the ballot.

(3) Ballot papers shall be sent in the manner prescribed in by-law 33 for giving notices.

(4) If a requisition delivered under by-law 35 proposes that the matter which is the subject of a ballot be referred to a general meeting, the ballot shall be abandoned and, in the discretion of the chair of the meeting—

- (a) the meeting may deal with the matter as if no ballot had been proposed; or
- (b) a new ballot may be taken which shall not be subject to the provisions of this by-law 39(4).

COMMITTEES

Appointment of committees

40 (1) The Executive Committee may from time to time appoint such committees as it deems necessary or desirable and prescribe their powers and duties.

(2) Except where otherwise specially provided, meetings of committees shall be held as their respective chairman shall from time to time determine, on reasonable notice, at such times and places or by means of such telephone, electronic or other communication facilities as will permit all persons participating in the meeting to communicate with each other.

(3) Except where otherwise specially provided and provided that the number of members of the committee is two or more at any meeting of a committee two members present shall constitute a quorum.

(4) Every member of a committee present shall have one vote.

(5) All committees of CPA Bermuda shall be subject to the authority of the Executive Committee in connection with the affairs of CPA Bermuda.

[By-law 40 amended by 2014 : 8 s. 13 effective 11 April 2014]

Application of procedures required to be performed by public accountants under the Proceeds of Crime Act 1997

40A The Executive Committee may, from time to time, make regulations setting out guidance and standards for its members on the application of procedures required to be performed by public accountants under the Proceeds of Crime Act 1997, as amended.

[By-law 40A inserted by BR 47/2008 effective 8 August 2008]

Practice inspection committee

41 (1) The Executive Committee shall from time to time—

- (a) authorize a mandatory programme of practice inspection as to the maintenance of proper professional standards by members engaged in the full-time or part-time practice of public accounting in Bermuda;

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (i) as such standards relate to the performance of accounting and auditing activities; and
 - (ii) as such standards relate to the requirements of the regulations set out in by-law 40A.
 - (b) appoint from amongst the members of CPA Bermuda a practice inspection committee of not fewer than five nor more than six members; and
 - (c) prescribe the procedures to be followed by the practice inspection committee in carrying out its duties under the by-laws, and such prescription may include instruction to the effect that the services of a practice inspector or practice inspectors from a provincial CPA body shall be retained by the committee to carry out the inspections of the several practices and report to the committee without separately identifying to the committee the identities of the practices.
- (2) The practice inspection committee shall—
- (a) review the procedures prescribed in accordance with sub-paragraph (1)(c) and recommend desirable changes to the Executive Committee;
 - (b) carry out the prescribed procedures;
 - (c) cause a report to be made to every member whose practice has been inspected, or to the member's firm, concerning any desired improvement in the standards of practice of public accounting of the member or firm as such standards relate to the performance of accounting and auditing services; and
 - (d) cause recommendations to be made to the Executive Committee upon the matters contemplated by by-law 64.
- (3) The practice inspection committee shall have power to—
- (a) require the cooperation of any member or student and the production of any books, documents and working or other papers in such member's or student's possession, custody or control which are directly relevant to the work of the committee; and
 - (b) retain the services of any person or persons on a fee basis or otherwise to assist with the programme of practice inspection, which services may include but are not limited to interviewing members and students and examining working paper files, books, documents and other material that are directly relevant to the work of the committee.
- (4) The practice inspection committee and every member thereof and any person whose services are retained by it pursuant to the provisions of paragraph 3(b) and any employee of any of them shall maintain the confidentiality of—
- (a) all practice inspection reports and files;
 - (b) all working paper files, books, documents and other material; and

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

(c) the affairs of any member and student and any client of any member.

(5) Subject to the provisions of paragraph (2)(d), no matter arising out of a practice inspection shall be disclosed or brought to the attention of the Executive Committee, provided that such a matter may be reported to the Executive Committee where, as a result of an inspection, the practice inspection committee or a person retained by it pursuant to paragraph (3)(b) is of the opinion that any failure to maintain professional standards is sufficiently serious to reflect adversely upon the professional competence, reputation or integrity of a member or student.

[By-law 41(1)(a) amended by BR 47/2008 effective 8 August 2008; by-law 41 amended by 2014 : 8 s. 13 effective 11 April 2014]

INDEMNIFICATION

Indemnification

42 (1) Every person when acting in his or her capacity as—

- (a) a member of CPA Board or the Executive Committee;
- (b) an officer of CPA Bermuda; or
- (c) a member of a committee of CPA Bermuda,

and any employee or agent of CPA Bermuda shall, out of the funds of CPA Bermuda, be indemnified and saved harmless

- (d) from and against any liability such person may suffer or incur arising out of the normal operation of CPA Bermuda, or out of any duty or responsibility under these by-laws, or out of any undertaking or assignment authorized by CPA Board or the Executive Committee, and
- (e) for all costs, charges and expenses which he or she may suffer or incur in or about the defence of any claim, action, suit or proceeding alleging such liability;

provided such liability, costs, charges and expenses are suffered or incurred without his or her own fraud or dishonesty.

[By-law 42 amended by 2014 : 8 s. 13 effective 11 April 2014]

Reimbursement of expenses

43 The Executive Committee may authorize reimbursement to be made to any member for authorized expenditures incurred on behalf of CPA Bermuda including, without limiting the generality of the foregoing, stationery, long distance telephone calls, fax, postage and travel.

[By-law 43 amended by 2014 : 8 s. 13 effective 11 April 2014]

FEES

Prescription of fees

44 Every member and student, and every applicant for admission or re-admission as a member and for registration or re-registration as a student, shall pay such fees as are prescribed by the Executive Committee from time to time.

Admission or re-admission fee

45 (1) Every person admitted or re-admitted as a member shall thereupon pay such admission fee as the Executive Committee may by resolution determine.

(2) Where a person who has ceased to be a member by virtue of by-law 5(2) or by-law 11(2) is re-admitted as a member within five years, he or she shall pay no admission fee on re-admission.

Classes of membership

46 (1) For purposes of this by-law there shall be such classes of membership as the Executive Committee may from time to time determine

(2) Subject to paragraph (4), the annual membership fee for each class of members, and any special assessments of fees pursuant to paragraph (3), shall be fixed or levied in such amounts, and shall be payable at such times, in respect of such membership period, and in such manner, as the Executive Committee may from time to time determine.

(3) From time to time there may, subject to the provisions of by-law 45(2), be levied on the members or on any class of members such special assessment of fees for such purposes as the Executive Committee may determine.

(4) The annual membership fee payable by each member shall be the sum of the annual membership fee fixed pursuant to paragraph (1)(b) and the annual amount payable by CPA Bermuda to the Canadian Institute of Chartered Accountants in respect of such member.

(5) Where a member is a public accountant and neither the member nor any partner or former partner of the member was a public accountant at any time more than three years before the member's annual membership fee becomes due and payable, the annual membership fee for that member, as prescribed in paragraph (2), and any member who is an employee in such member's practice, shall be reduced by one half.

(6) A person admitted or re-admitted to membership in any membership period shall pay the appropriate portion of the annual membership fee determined pro-rata for the remainder of the membership period.

(7) A member who during a membership period changes from one classification of membership to another for which a higher fee is prescribed, shall thereupon pay an additional fee equal to the difference between the fees prescribed for the two classifications, determined pro rata for the remainder of that membership period.

(8) An individual member shall be exempt from the payment of annual fees and special assessments if the member has attained the age of sixty-five years and is retired

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

and not in regular, daily, gainful occupation on the date upon which any fees and special assessments become payable.

(9) A member engaged in the practice of public accounting shall pay a fee in respect of any inspection of the member's practice authorized by the Executive Committee at such rate as the Executive Committee may determine.

(10) A member or student appealing against a finding or order by a discipline committee in accordance with by-law 73(6) shall, when giving written notice of such appeal to the secretary, pay to CPA Bermuda a fee in accordance with such rate or rates as the Executive Committee may from time to time determine.

(11) Notwithstanding by-law 45(2), a former member applying for re-admission as a member shall pay such investigation fee, if any, as may be fixed by the Executive Committee in respect of an investigation made or to be made in accordance with the provisions of by-law 7(4).

[By-law 46 amended by 2014 : 8 s. 13 effective 11 April 2014]

Failure to pay fees

47 (1) Failure to pay a fee or special assessment shall render a member liable to suspension from membership during such period of time and to fine and such other penalty not excluding expulsion as the Executive Committee may from time to time determine.

(2) The Executive Committee may remit fees in special circumstances which in its discretion warrant such remission.

(3) A member who has been expelled pursuant to paragraph (1) may apply to the Executive Committee for re-admission to membership, and the Executive Committee may notwithstanding by-law 7 grant the application if in its opinion the circumstances warrant, on payment of such fee for re-admission as it may prescribe.

BANKING AND AUTHORIZED SIGNATURES

Banking

48 (1) The monies of CPA Bermuda shall be kept in such bank or banks as the Executive Committee may from time to time by resolution determine.

(2) The Executive Committee may invest monies of CPA Bermuda in any short-term fixed interest investments.

(3) All cheques exceeding an amount determined from time to time by the Executive Committee shall require the signature of two of the chair, the vice-chair, the secretary, the treasurer and the president and chief executive officer, and cheques equal to or less than the determined amount shall only require one of these signatures.

[By-law 48 amended by 2014 : 8 s. 13 effective 11 April 2014]

Authorized signatures

49 (1) All deeds, contracts, documents or legal papers to be executed by CPA Bermuda shall be executed under the seal attested by the signature of the chair or the vice-chair

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

together with the signature of one other officer or in such other manner as the Executive Committee may from time to time determine by resolution.

(2) An officer of CPA Bermuda may affix the seal attested by his or her signature to a document for the purpose of certifying an extract or copy from the register of members, the register of students, the Act, the by-laws, the rules and regulations and interpretations of them by CPA Board, or the minutes of a general meeting of members or of a meeting of CPA Board or the Executive Committee.

[By-law 49 amended by 2014 : 8 s. 13 effective 11 April 2014]

MANDATORY PROFESSIONAL LIABILITY INSURANCE

Professional liability insurance

50 (1) Professional liability insurance coverage as prescribed in paragraphs (3), (4) and (5) shall be maintained by—

- (a) every firm or corporation in Bermuda engaged in the practice of public accounting, and
- (b) every member engaged in the practice of public accounting in Bermuda as a sole proprietor.

provided that, in such circumstances as CPA Board may approve, particularly where a member, firm or corporation is unable to obtain insurance coverage on reasonable terms, such member, firm or corporation may set aside assets at least equal in value to the amount of insurance coverage prescribed in paragraph (4) in lieu of such insurance and further provided that professional liability insurance coverage as required by this by-law 50 shall not be required for a member practising public accounting exclusively for a Government Department.

(2) A member, firm or corporation engaged in the practice of public accounting shall file with CPA Bermuda satisfactory proof of the maintenance of professional liability insurance coverage as required in paragraph (1) in a form satisfactory to CPA Board—

- (a) within two months of the date of commencement of the practice of public accounting in Bermuda, and
- (b) thereafter, within two months of the expiry date specified in the insurance policy in force at the date of the last filing of proof of professional liability insurance coverage.

(3) Where a member, firm or corporation has set aside assets in lieu of such insurance in accordance with paragraph (1), such member, firm or corporation shall file annually with CPA Bermuda a certificate certifying that it has set aside assets at least equal in value to the amount of the insurance as prescribed by paragraph (4) in a form satisfactory to CPA Board.

(4) The amount of insurance maintained by such members shall be at least equal to the lesser of—

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (a) \$1,000,000 for each member who, as applicable, is an employee, partner, proprietor or director (each, for the purpose of this by-law, a “relevant member”); and
- (b) If the firm is not a corporation—
 - (i) \$1.5 million where the number of relevant members is equal to or less than three; and
 - (ii) \$2.0 million where the number of relevant members is greater than three; or
- (c) If the firm is a corporation—
 - (i) \$1.5 million where the number of relevant members is equal to or less than three; or
 - (ii) \$2.0 million where the number of relevant members is equal to or less than nine; or
 - (iii) \$5.0 million where the number of relevant members is equal to or less than 24; or
 - (iv) \$7.5 million where the number of relevant members is equal to or less than 34; and
 - (v) \$10 million where the number of relevant members is 35 or more.
- (5) In the event of—
 - (a) the withdrawal of a partner from a practice of public accounting, whether or not that partner continues to carry on the practice of public accounting elsewhere; or
 - (b) the merger, dissolution or cessation of practice of a firm, proprietorship or partnership engaged in the practice of public accounting; or
 - (c) the suspension, revocation or non-renewal of a corporation’s registration certificate, or the dissolution or discontinuance of a corporation;

the professional liability insurance that was required to be carried pursuant to paragraph (1), or the assets set aside in lieu of the insurance, prior to the occurrence of the event referred to in (a), (b) or (c), shall continue to be maintained for a period of at least six years following the event to cover acts or omissions occurring prior to the event.

- (6) Every professional liability insurance contract shall be endorsed with the requirement that the insurer notify CPA Bermuda immediately of—
 - (a) the cancellation of the insurance coverage; or
 - (b) the reduction of the insurance coverage below the level required pursuant to paragraph (4).

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

Where a member, firm or corporation has set aside assets in lieu of insurance, it shall notify CPA Bermuda immediately in the event that the value of such assets falls below the level prescribed in paragraph (4).

(7) A member, firm or corporation who has not filed by the date prescribed in paragraph (2) proof of the maintenance of professional liability insurance coverage or a certificate of the value of assets set aside in lieu of insurance shall be required to remit a late filing fee of \$500 or as otherwise determined by CPA Board.

(8) In the event professional liability insurance coverage is not maintained or sufficient assets are not set aside as required by paragraph (1) or satisfactory proof of such coverage or a certificate that such assets have been set aside is not provided to CPA Bermuda as required by paragraphs (2), and (3) then:

- (a) in the case of a firm engaged in the practice of public accounting in Bermuda, the rights and privileges of membership in CPA Bermuda of the partners of the firm shall be suspended;
- (b) in the case of a corporation practicing public accounting in Bermuda, the rights and privileges of the corporation and each director of the corporation shall be suspended;
- (c) in the case of a member engaged in the practice of public accounting in Bermuda as a sole proprietor the rights and privileges of membership in CPA Bermuda of the member shall be suspended.

(9) A person whose rights and privileges of membership in CPA Bermuda have been suspended shall be reinstated to membership in good standing effective the date upon which satisfactory proof of the required coverage or a certificate that sufficient assets have been set aside, together with a reinstatement fee in the amount of \$1,000 or as otherwise determined by CPA Board and the late filing fee prescribed by CPA Board, are received by CPA Bermuda.

(10) Subject to paragraph (2) and (3), in the event a person whose rights and privileges of membership in CPA Bermuda have been suspended pursuant to paragraph (8) remains suspended for a period of thirty (30) days, that person's membership in CPA Bermuda shall be terminated.

(11) A person whose membership has been terminated pursuant to this by-law shall be entitled, on paying the reinstatement fee required in paragraph (9), to apply for re-admission under by-law 7.

(12) Where—

- (a) a member's practicing unit is the subject of a practice inspection; or
- (b) a member is the subject of an investigation or a charge made by the professional conduct committee; or
- (c) a member has not fully complied with an order of the discipline committee or the appeal committee,

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

his or her membership shall not be terminated until the practice inspection or professional conduct committee investigation has been completed, or the final disposition of the charge has been made, or the member has fully complied with the discipline or appeal committee order, as the case may be.

(13) Members shall have until January 1, 2015 to obtain the professional liability insurance coverage required pursuant to this by-law.

[By-law 50 amended by 2014 : 8 s. 13 effective 11 April 2014]

PRACTICE NAMES

Registration, authorization for use

51 (1) A member or firm shall register with CPA Bermuda, in the manner prescribed by the Executive Committee, the name or names under which the member or firm carries on a public accounting practice or a related business or practice.

(2) The Executive Committee, in its discretion, may authorize a member or firm to practise under a name which is part or all of the name, including a non-personal name, of an international public accounting organization of which the member or firm is an affiliate.

(3) The Executive Committee, in its discretion, may authorize a member or firm to use an additional name, including a non-personal name, to meet the international needs of clients if the additional name is—

- (a) part or all of the name of an international public accounting organization of which the member or firm is an affiliate; or
- (b) part or all of the name of a foreign-based affiliate, provided the member or firm agrees to use such additional name only when a name of the member or firm registered with CPA Bermuda pursuant to paragraph (1) is clearly and prominently associated with the additional name in the signature to any report or other communication.

[By-law 51 amended by 2014 : 8 s. 13 effective 11 April 2014]

REGISTERED STUDENTS

Registration

52 (1) Any person resident in Bermuda who is employed in a practising office or organization approved by the Executive Committee pursuant to by-law 66 and who is certified by a member to be of good moral character and habits may apply to the Executive Committee to be registered as a student.

(2) Every such applicant for registration shall, before registration—

- (a) satisfy the Executive Committee that he or she is of good moral character and habits and that he or she has attained the educational requirements prescribed by CPA Board;
- (b) give a declaration of intention to qualify for admission to membership in CPA Bermuda and to apply therefor;

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (c) give an undertaking to comply with the requirements of the Executive Committee in all matters relating to studies, practical experience and professional conduct; and
- (d) enter into agreement with CPA Bermuda that the by-laws, rules and regulations of CPA Bermuda will govern the relations between the applicant and CPA Bermuda.

(3) Every registered student shall pay such registration fee and such annual or other fees as the Executive Committee may prescribe.

[By-law 52(1) amended by BR 47/2008 effective 8 August 2008; by-law 52 amended by 2014 : 8 s. 13 effective 11 April 2014]

Rules

53 (1) CPA Board may from time to time make rules and regulations with respect to requirements for registration of students, courses of study, examinations and practical experience.

(2) Such rules and regulations, and any amendment thereof, shall be published and made available to all members and registered students promptly after they are made.

[By-law 53 amended by 2014 : 8 s. 13 effective 11 April 2014]

Student society

54 Students may form a society for the better advancement of their studies and professional knowledge and for the purpose of making recommendations affecting their joint interests for the consideration of CPA Board, but all rules and regulations for the government of such society shall have force and effect only after approval by and during the pleasure of CPA Board.

[By-law 54 amended by 2014 : 8 s. 13 effective 11 April 2014]

Prescription of courses of study

55 (1) Every registered student shall enter upon and pursue a course of study, examinations and practical experience and satisfy any other requirements which CPA Board may prescribe from time to time.

[By-law 55 amended by 2014 : 8 s. 13 effective 11 April 2014]

Courses of study

56 (1) CPA Board shall provide a course or courses of study for the registered students of the Institute and shall establish facilities for their instruction.

(2) The courses of study prescribed by CPA Board shall be substantially similar to those of the Institute of Chartered Accountants of Nova Scotia.

(3) CPA Board may enter into an agreement with the Atlantic School of Chartered Accountancy, or with any university or other organized body in Canada or Bermuda, for it

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

to provide and administer all or any part of a required course of study which may include examinations relating thereto.

[By-law 56 amended by 2014 : 8 s. 13 effective 11 April 2014]

Examinations

57 (1) CPA Board shall provide for examinations prepared and marked by the Board of Examiners of the Inter-Provincial Education Committee of the Canadian Institute of Chartered Accountants (the "Uniform Final Examination") to be held at least once in each calendar year in Bermuda for registered students.

(2) Notice of the time and place of such examinations shall be sent to all registered students.

[By-law 57 amended by 2014 : 8 s. 13 effective 11 April 2014]

Experience requirements

58 CPA Board shall provide for the establishment of practical experience requirements for registered students.

[By-law 58 amended by 2014 : 8 s. 13 effective 11 April 2014]

CONTINUING PROFESSIONAL DEVELOPMENT

Definitions

59 For the purposes of by-laws 60 to 65—

"continuing professional development (or CPD)" means a program of formal education relevant to the individual member's professional development needs, which includes participation in formal courses, seminars, conference sessions, in-house programs, video assisted instructional programs, home study programs, and research combined with the preparation of articles (research combined with the preparation of articles or other materials for publication will be recognized in the year of publication).

"structured programs" means measurable and verifiable learning programs, offered through a creditable learning institution (such as a university, college, private educator, professional association or an employer), and include—

- (a) courses, seminars or conferences;
- (b) technical discussion groups;
- (c) advanced or post-secondary education courses, and
- (d) structured self-study programs where there is some evidence of completion.

"unstructured programs" means independent and informal programs and includes—

- (a) private reading, study and technical research;

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (b) preparation time for lectures and presentations;
- (c) research and writing time for professional or business related articles; and
- (d) on-the-job training.

Obligations of members

60 (1) Every member shall complete a minimum of 120 hours of continuing professional development in structured and/or unstructured programs in every period of three calendar years (of which a minimum of 20 hours in each calendar year shall be in structured programs) in accordance with the provisions of these by-laws unless such member is exempt.

(2) On or before the last day of March in every year, every member who is required to complete CPD shall file with CPA Bermuda a CPD report, duly signed by the relevant member, in form and content as prescribed by CPA Board or a continuing professional development committee, in respect of such member's CPD activities during the previous calendar year. CPA Board or a continuing professional development committee may review or audit individual CPD reports filed by members and may, at its discretion, require a member to produce further information or evidence to prove or verify the activities described in such CPD report.

[By-law 60 amended by 2014 : 8 s. 13 effective 11 April 2014]

CPD Committee

61 CPA Board may constitute a continuing professional development committee with power to—

- (a) prescribe the form and content of CPD reports to be filed by members;
- (b) review or audit CPD reports filed by members; and
- (c) require a member to produce to the committee or as it may direct such information or evidence to prove or verify the contents of the member's CPD report as the committee deems necessary.

[By-law 61 amended by 2014 : 8 s. 13 effective 11 April 2014]

Exemption from CPD obligation

62 (1) A member shall be exempt from the requirement to complete CPD where such member—

- (a) meets the criteria set out by CPA Board from time to time for the exemption from CPD due to their current employment status ("the employment status exemption"); or
- (b) meets the criteria set out by CPA Board from time to time for the exemption from CPD due to their retirement status ("the retirement status exemption").

(2) Those members claiming an exemption shall file a CPD report in accordance with by-law 60 indicating which exemption they are claiming and, in the case of the

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

employment status exemption, which of the relevant criteria they meet, in their opinion, and why.

[By-law 62 amended by 2014 : 8 s. 13 effective 11 April 2014]

Commencement of CPD obligation

63 Where a member is admitted to CPA Bermuda on or before 30th June in any year, such member's obligation to complete CPD shall be deemed to commence on 1st January of the same year, and where admitted thereafter the member's obligation to complete CPD shall be deemed to commence on 1st January of the next year.

[By-law 63 amended by 2014 : 8 s. 13 effective 11 April 2014]

Failure to meet CPD obligation

64 (1) In the event that a member fails to complete CPD and to file a report in accordance with this by-law, such failure shall be reported to CPA Board or a professional conduct committee which may levy a charge of \$50 per month or any part thereof until the deficiency has been remedied by a completion of the required hours of CPD and filing of a report.

(2) In the event that a member fails, within three months of the date on which such member's CPD report was due to be filed under this by-law, to—

- (a) remedy a deficiency by completing the required hours of CPD; or
- (b) file a CPD report;

such member may be suspended.

(3) A suspension under paragraph (2) will cease upon the member remedying the deficiency by completing the required hours and/or filing the requisite CPD report and paying a reinstatement fee, as prescribed by CPA Board.

(4) In the event that, following suspension in accordance with paragraph (2) of this by-law, the relevant member continues to fail for a further three months to remedy a deficiency by completing the required hours of CPD and/or file a CPD report accompanied by the reinstatement fee, CPA Board shall be informed and such member's membership may be terminated.

(5) Any member whose membership has been terminated shall be entitled to apply for re-admission under by-law 7.

[By-Law 64(1) amended by BR 81 / 2012 by-law 4 effective 21 November 2012; by-law 64 amended by 2014 : 8 s. 13 effective 11 April 2014]

Transitional

65 (1) Every member who became a member before June 30, 2005 shall complete a minimum of 120 hours of continued professional development in structured and/or unstructured programs in 2006 and 2007 (of which a minimum of 60 hours shall be in structured programs, 40 hours of which shall be completed by December 31, 2006) in accordance with the provisions of these by-laws unless such member is exempt.

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

(2) For the purpose of paragraph (1) continuing professional development completed by a member after January 1, 2005 may be taken into account for the purposes of meeting the professional development requirement of these by-laws.

APPROVAL OF OFFICES TO EMPLOY STUDENTS

Approval of practising offices and organizations for the training of students

66 (1) Every practising office employing one or more students and every member who as an employee of an organization approved pursuant to sub-section 66(3) of this by-law has responsibility for the supervision and training of one or more students employed by the organization—

- (a) is responsible for giving such practical experience and instruction and for affording such opportunities as are necessary to enable each student to acquire the art, skill, science and knowledge of a chartered accountant; and
- (b) shall maintain records showing, in reasonable detail, the disposition of each student's time while so employed and the type of work allocated to him or her.

(2) The practice inspection committee shall have the power to make whatever investigation it deems necessary, including an inspection of the books and records of the practising office, to satisfy itself that the practising office is complying with the requirements of this by-law and, based on such investigation the practice inspection committee may—

- (a) approve, or extend or withdraw the existing approval of, the practising office to employ students; and
- (b) set a maximum number of students which may be employed by the practising office.

(3) CPA Board may—

- (a) designate any person to make whatever investigation is deemed necessary in accordance with the policies and procedures adopted by CPA Board to determine whether an organization meets, or continues to meet, the standards prescribed by CPA Board to be qualified to employ students; and
- (b) upon review of a report made by the person pursuant to clause (a) above—
 - (i) approve, or extend or withdraw the existing approval of, an organization to employ students; and
 - (ii) set a maximum number of students which may be employed by such organization.

Requirements for registration or re-registration as a student

(4) Any person—

- (i) who is recommended by—

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (a) a partner or director or the sole practitioner of a practising office; or
 - (b) a member of CPA Bermuda who has responsibility for the training and supervision of the person in an organization that has been approved for the training of students pursuant to sub-section 66(3), such approval not having been withdrawn; and
- (ii) who for the purpose of securing practical experience is employed to perform the duties of a student in such office or organisation

may apply to be registered or re-registered as a student.

Practical experience requirements

(5) Every student registered with CPA Bermuda shall as a prerequisite to admission to membership in CPA Bermuda complete, in one or more practising offices or organizations that has or have been approved pursuant to by-law 66(3) for the training of students (such approval not having been withdrawn), a period of practical experience of an amount and nature prescribed by CPA Board.

[By-law 66 repealed and replaced by BR 47/2008 effective 8 August 2008; amended by 2014 : 8 s. 13 effective 11 April 2014]

Not Used

67 Not used.

[By-law 67 repealed and replaced by BR 47/2008 effective 8 August 2008]

RULES OF PROFESSIONAL CONDUCT

CPA Board may make rules

68 (1) CPA Board may from time to time make rules of professional conduct prescribing the standards of competency, fitness, moral character and conduct of members and students but no such rule or any amendment thereto shall take effect until it has been approved at an annual general meeting of CPA Bermuda or at a general meeting of CPA Bermuda called to consider such rule or amendment, or by ballot taken pursuant to by-law 39(1).

(2) Members and students shall comply with such standards as prescribed, and with the by-laws, rules of professional conduct and regulations of CPA Bermuda.

[By-law 68 amended by 2014 : 8 s. 13 effective 11 April 2014]

COMPLAINTS, CHARGES AND DISCIPLINARY PROCEEDINGS

Rules of discipline

69 The disciplinary work of CPA Bermuda shall be carried on in accordance with the by-laws by the Executive Committee and by any professional conduct committee, discipline committee or appeal committee which the Executive Committee may from time to time

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

appoint, and the Executive Committee may make rules for the conduct of the work of such a committee.

[By-law 69 amended by 2014 : 8 s. 13 effective 11 April 2014]

Executive committee

70 The Executive Committee shall be responsible for the initiation of the disciplinary work of CPA Bermuda and shall have power, in addition to all its other powers—

- (a) To receive in writing from any person a complaint of professional misconduct by a member or student;
- (b) to make such investigation and inquiry as it deems proper into any such complaint or into any act, omission, matter or thing which may constitute or involve unfitness, lack of moral character, or professional or other misconduct in any member or student, or which may constitute or involve violation of the by-laws, rules of professional conduct or regulations of CPA Bermuda or which may impair, or may have impaired, the good reputation of CPA Bermuda or the profession or its ability to serve the public interest;
- (c) to refer any such complaint, act, omission, matter or thing as described in subparagraph (b) to a professional conduct committee;
- (d) to require the attendance of a member or student and the production of any records, books, documents and working or other papers which may be in the member's or student's possession, custody or control and which may be relevant to such preliminary investigation and inquiry;
- (e) to interview any member or student and to examine any records, books, documents and working or other papers which may be relevant to the work of the committee;
- (f) in the committee's absolute discretion, to make a charge against a member or student and to refer such charge to a discipline committee;
- (g) to admonish informally a member or student whether or not charged under these by-laws;
- (h) to order that a member charged with professional misconduct be suspended if it appears that a member or members of the public would be at risk by the member charged remaining a member in good standing of CPA Bermuda until the final disposition of the charge or charges, provided—
 - (i) that no order shall be made under this by-law unless the Executive Committee or a professional conduct committee, and a discipline committee, are ready to proceed expeditiously with a formal hearing; and
 - (ii) that if an order is made hereunder the Executive Committee may give such directions as seem appropriate to protect the clients of the member charged, including a direction that the member charged

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

practise under the supervision of another member or refrain from accepting specified types of engagements,

- (i) To retain the services of any person on a fee basis or otherwise, whether or not a member, and authorize such person—
 - (i) to assist with or make any investigation or inquiry described in paragraph (2), or any part or parts of such an investigation or inquiry;
 - (ii) to interview any member or student and to examine any records, books, documents and working or other papers which may be relevant to the work of the committee,
- (j) to take whatever action it deems proper in connection with any charge or any complaint, act, omission, matter or thing described in subparagraph (b).

[By-law 70 amended by 2014 : 8 s. 13 effective 11 April 2014]

Charge by executive committee

71 (1) Without limiting the generality of the powers conferred by by-law 70, the Executive Committee may charge a member or student with having failed to maintain the good reputation of the profession and its ability to serve the public interest if he, she or it has been

- (a) convicted of an offence of fraud, theft, forgery or tax evasion;
- (b) found guilty of violating the provisions of any securities legislation;
- (c) convicted of any criminal or similar offence for conduct in or relating to such member's professional capacity, or for conduct in circumstances where there was reliance on such member's membership in or association with CPA Bermuda; or
- (d) discharged absolutely or upon condition after pleading guilty to or being found guilty of an offence described in sub-paragraph (a) or (c) or of a violation described in sub-paragraph (b) above.

(2) In respect of any charge under the by-laws or the rules of professional conduct, a certificate of conviction by any competent Court or a certified copy of the original information or indictment with the endorsement of the conviction thereon signed by the official having custody thereof, shall be sufficient evidence of the conviction; and a certified copy of the original information or indictment with the endorsement of the discharge thereon, signed by the official having custody thereof, shall be sufficient evidence of the discharge.

(3) In the event a certificate of conviction or certified copy of the original information or indictment described in paragraph (2) with respect to an offence or violation is filed as evidence with a discipline committee or appeal committee, then there is a rebuttable presumption that the member or student has failed to maintain the good reputation of the profession and its ability to serve the public interest.

[By-law 71 amended by 2014 : 8 s. 13 effective 11 April 2014]

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

Professional Conduct Committee

72 (1) A professional conduct committee shall consist of such members of the Institute, not fewer than three, as may be appointed thereto by the Executive Committee.

(2) A professional conduct committee shall in respect of any complaint or any act, omission, matter or thing referred to it by the Executive Committee under by-law 70(c), have the powers granted to the Executive Committee by by-law 70 except those granted by by-laws 70(c) and 70(h).

(3) A professional conduct committee may seek an order of the Executive Committee made pursuant to by-law 70(h) suspending a member.

Discipline Committee

73 (1) A discipline committee shall consist of such members of CPA Bermuda, excluding members of CPA Board and Executive Committee not fewer than three, as may be appointed thereto by the Executive Committee.

(2) A discipline committee may retain legal counsel at any time during the discipline process.

(3) In any case where the Executive Committee or a professional conduct committee refers a charge to a discipline committee, the Executive Committee shall promptly appoint a discipline committee, and the discipline committee shall promptly give notice of the time and place in Bermuda appointed for a formal hearing.

(4) The procedure before and at such formal hearing shall be in accordance with the provisions of by-law 79.

(5) After a formal hearing the discipline committee shall find the member or student guilty or not guilty of a charge.

(6) If the member or student is found guilty of a charge, the discipline committee may order one or more of the following, namely—

- (a) that the member or student shall be reprimanded by the chairman of the committee;
- (b) that the member or student shall pay a fine to CPA Bermuda;
- (c) that the member shall be suspended;
- (d) that the member shall be expelled from membership in CPA Bermuda;
- (e) that the member shall be permitted to resign from membership in CPA Bermuda;
- (f) that the student shall be struck off the register of students;
- (g) that the student shall be permitted to abandon his or her registration;
- (h) that the member shall be required to complete satisfactorily, or to complete satisfactorily again, such professional development courses and

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

examinations, or shall be required to engage an advisor or tutor, or such combination thereof, as the committee shall consider appropriate;

- (i) that the member shall be required to complete satisfactorily a period of supervised practice as prescribed by the committee,
- (j) that the member shall be reinvestigated by a professional conduct committee, or by a person whose services are retained by that committee pursuant to by-laws 72(2) and 70(i), as to the member's standards of professional practice or any other matter which the discipline committee may specify;
- (k) that the general practice of the member shall be restricted for a specified period of time by—
 - (i) restricting the types of professional services which may be performed by the member currently or in the future, or
 - (ii) restricting the types of clients for which the member may perform professional services currently or in the future,

and, in the discretion of the committee, that such restriction shall be monitored at the member's expense by an investigator appointed by the Executive Committee, provided that the ordering of any such restriction or monitoring shall expressly take account of the interests of the member's clients;

- (l) that the member shall complete or, if a corporate member, establish a professional training programme in appropriate aspects of practice as determined by the committee, and satisfactory participation in the programme shall be mandatory for those directors and employees of a corporate member designated by the committee;
- (m) that the member shall establish and maintain satisfactory quality control procedures for the member's practice;
- (n) that in the event the member does not comply with a term or terms of the order within the time specified, the member shall be dealt with in such manner as the committee may determine, including suspension or expulsion for continued failure to comply with the terms of the order, and if a corporate member, that a director or directors who are identified by the committee as having the authority to cause the corporate member to comply with the terms of the order shall also be dealt with in such manner as the committee may determine, including suspension or expulsion for continued failure by the corporate member to comply with the terms of the order;
- (o) that the student shall be required to complete satisfactorily, or to complete satisfactorily again, such courses and examinations, and to gain such practical experience, as the discipline committee shall consider appropriate;

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

- (p) that in the event the student does not comply with a term or terms of the order within the time prescribed, the student shall be dealt with in such manner as the committee may determine, including being struck off the register of students;
- (q) that the member or student shall be disciplined in such other way as the discipline committee may determine; and
- (r) that notice of the committee's finding or order or both shall be given in accordance with by-law 74.

(7) A discipline committee may accept as prima facie evidence of the facts therein certified, a certificate of a competent Court in which a conviction, order or declaration was had, returned or made.

(8) A discipline committee shall have power during or after the conclusion of a formal hearing to admonish informally a member or student whether found guilty or not.

(9) A discipline committee shall report forthwith to the Executive Committee and to the parties to the proceedings the disposition of every charge referred to it.

[By-law 73 amended by 2014 : 8 s. 13 effective 11 April 2014]

Notices

74 (1) Notice of any finding or order, or of both finding and order, made by a discipline committee may be given in such form and manner as the discipline committee may determine and notice of any order of expulsion or suspension of a member shall be given to all members of CPA Bermuda promptly after the period allowed for giving notice of appeal has expired.

(2) Such further or other notice of any finding or order, or of both finding and order, made by a discipline committee under by-law 74 may be given or published in such a way and at such times as the discipline committee or the Executive Committee may determine.

(3) Upon the giving of any notice of appeal against a finding or order of a discipline committee the terms of such order and the operation of this by-law as to notice and publication shall be stayed pending the disposition of any such appeal.

(4) All members and students, by their applications for membership or registration or by their continuance of membership or registration, shall consent and be deemed to have consented to any notice or publication under this by-law and by-law 75.

[By-law 74 amended by 2014 : 8 s. 13 effective 11 April 2014]

Appeal Committee

75 (1) An appeal committee shall consist of such members of CPA Bermuda, excluding current members of CPA Board and Executive Committee not fewer than three, as may be appointed thereto by the Executive Committee.

(2) An appeal committee may retain legal counsel at any time during the discipline process

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

(3) Any member or student found guilty of any charge by a discipline committee may appeal against any finding or any order under by-law 73(6)), and any director of a corporate member in respect of whom an order is made by a discipline committee pursuant to by-law 73(6)(n) may appeal against such order, by giving written notice of appeal to the secretary and by paying the fee required by by-law 46(10) not later than 21 days after the date of the making of any such finding or order, excluding such date but including the day of delivery, or not later than 21 days after the giving of notice of appeal in the case by a professional conduct committee, whichever is the later.

(4) The Executive Committee or a professional conduct committee, whichever made the charge, may appeal against any finding or order made by a discipline committee under by-law 73(6) by giving written notice of appeal to the secretary not later than 21 days after the date of the making of any such finding or order, excluding such date but including the day of delivery, or not later than 21 days after the giving of notice of appeal in the case by a student or member, whichever is the later.

(5) Unless notice of appeal is given as required by paragraph (2) or (3) or both, and any required fee is paid, the findings and orders of the discipline committee in any particular case shall be final, binding and conclusive for all purposes.

(6) Any notice of appeal given under the provisions of this by-law shall, in the manner required by the provisions of by-law 79(13), set forth the grounds of appeal and state the relief asked.

(7) When a notice of appeal is duly given, the Executive Committee shall promptly appoint an appeal committee, and the appeal committee shall promptly give notice of the time and place in Bermuda appointed for a hearing of the appeal.

(8) If, at the time appointed for the hearing of an appeal, the person appealing fails to appear, the appeal committee may in its discretion dismiss or adjourn such appeal, or proceed in accordance with by-law 79(4).

(9) If, at the time appointed for the hearing of an appeal, the person appealing appears, the appeal committee shall either hear the appeal on the basis set forth in the notice of appeal or, in its discretion, proceed by way of a new formal hearing provided there is a request to do so in the notice of appeal.

(10) The procedure before and at any appeal under this by-law shall be in accordance with the provisions of by-law 79.

(11) The appeal committee shall have power by order to confirm, reject or change any findings and orders of the discipline committee and to make any new finding or order which it deems appropriate.

(12) The appeal committee shall have power to order the refund of part or all of the fee paid by the member or student pursuant to paragraph (2).

(13) Subject to the provisions of the Act, the findings and orders of the appeal committee in any particular case shall be final, binding and conclusive for all purposes.

(14) The Executive Committee may, by order, on such terms as it thinks just, extend the period within which a person is required or permitted by this by-law 75 to do any act

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

in any proceedings, even where the motion for extension is made after the expiration of that period.

(15) The provisions of by-law 74 shall apply mutatis mutandis to notice or publication of any finding or order, or of both finding and order, made by an appeal committee.

[By-law 75 amended by 2014 : 8 s. 13 effective 11 April 2014]

Taking notice not required

76 Neither CPA Bermuda nor CPA Board nor the Executive Committee shall be required to take notice of any published article or private communication or of any statement affecting the conduct of a member or student.

[By-law 76 amended by 2014 : 8 s. 13 effective 11 April 2014]

No cause of action or complaint

77 No member, student or other person shall have any cause of action or lawful complaint against CPA Bermuda, CPA Board, the Executive Committee or any member thereof, any member or student, or any officer, employee, agent, counsel or attorney of CPA Bermuda by reason of anything done or omitted to be done or any other matter or thing connected with or in respect of any investigation, inquiry, charge, hearing or report, or any disciplinary proceeding, order or publication, made or done in good faith under the by-laws.

[By-law 77 amended by 2014 : 8 s. 13 effective 11 April 2014]

Procedure at formal hearings and appeals

78 (1) In connection with any formal hearing by a discipline committee or with any appeal to or other hearing by an appeal committee, the following rules of procedure in by-law 79 shall apply.

Rules of procedure

79 (1) Any person charged shall be entitled to fifteen days' notice of the time and place in Bermuda appointed for any formal hearing of the charge (excluding the day of mailing and the day of hearing) together with a copy of the charge, addressed to the person at such address as appears in the records of CPA Bermuda or at the last address known to the secretary.

(2) Any person appealing to an appeal committee shall be entitled to fifteen days' notice of the time and place in Bermuda appointed for the hearing of the appeal (excluding the day of mailing and the day of hearing) at such address as appears in the records of CPA Bermuda or at the last address known to the secretary.

(3) In any case where an appeal committee proceeds by way of a new formal hearing, no further notice of the new formal hearing shall be required and the appeal committee may thereupon proceed with such hearing.

(4) Any person charged or appealing shall attend at the time and place appointed for the hearing of the charge or of the appeal; if the person charged or appealing does not attend at the formal hearing or the appeal, a discipline committee or an appeal committee,

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

as the case may be, may proceed in the person's absence and the person will not be entitled to any further notice in the proceedings;

(5) At any formal hearing of a charge, the person charged shall be entitled to be represented by legal counsel or by a member, to be present during the hearing, to call or question any witnesses either personally, by counsel or by such member, and to submit statements, evidence and argument; and at any appeal not involving a new formal hearing, any person appealing shall be entitled to be represented by legal counsel or by a member, to be present during the hearing and to submit argument;

(6) A discipline committee or an appeal committee may require the attendance before it of any member or student and the production of any records, books, documents and working or other papers which may be in the member's or student's possession, custody or control and which may be relevant to the work of the committee;

(7) Unless it be otherwise specially provided, the procedure at all formal hearings and appeals shall be determined by the rulings of the chair, whose decision shall be final, binding and conclusive;

(8) A formal hearing or an appeal may be adjourned at any time and from time to time and no further notice shall be required;

(9) A discipline committee or an appeal committee shall cause the proceedings at any formal hearing or appeal to be recorded in shorthand, by electronic means, or otherwise;

(10) Where an appeal is taken under the by-laws—

(a) the chair of the discipline committee shall cause the record of the formal hearing to be transcribed and shall, within such time as the chair of the appeal committee shall fix, furnish copies of the transcription to the appeal committee, to the person or committee appealing, to the committee which made the charge and, if the appeal is taken by the committee which made the charge, to the person charged, and

(b) the transcription shall be paid for by the party appealing;

provided that upon application made to the chair of the appeal committee by the person appealing with notice to all parties not later than fifteen days from the date of the filing of the notice of appeal, the chair of the appeal committee may, in his or her absolute discretion, dispense with the requirement for preparing a complete transcript and may order instead that there shall be transcribed and furnished only such portions of the record of the formal hearing as in his or her opinion bear upon the grounds of appeal set forth in the notice of appeal.

(11) If more than one member or student be involved in any charge or if there be more than one charge, the formal hearing or appeal may proceed as to each charge or member or student separately or together as the chair may from time to time determine.

(12) The statutory declaration of any person may be accepted as *prima facie* evidence of the facts stated in it, and in any formal hearing a discipline committee or an

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

appeal committee may administer oaths and affirmations for the purpose of any of its proceedings and may require evidence before it to be given under oath or affirmation.

(13) Any notice of appeal given under the provisions of these by-laws shall set forth the particular grounds of appeal and shall state the particular relief asked.

(14) Any charge may be amended at the hearing with leave of a discipline committee provided notice of application for amendment setting forth the proposed amendment has been given to the secretary of CPA Bermuda and served upon the member or student charged at least fifteen days prior to the date appointed for the hearing before the discipline committee.

(15) Any notice of appeal may be amended at the hearing with leave of the appeal committee, either upon the consent of the parties to the proceeding or provided that notice of application for amendment setting out the proposed amendment was given to the other party and the secretary of CPA Bermuda at least five days prior to the date appointed for the hearing of the appeal.

(16) Where the body hearing the appeal allows an amendment pursuant to paragraph (15), any reference in these by-laws to a "notice of appeal" thereafter shall mean the notice of appeal as amended.

(17) Notwithstanding any other provision of these by-laws, an appeal committee may in a particular case proceed in such manner and grant such relief as the nature of the case or natural justice may require.

(18) Where there is a variance between the wording of a charge and the evidence presented in support thereof, and where, in the opinion of the discipline committee, the member or student has not been prejudiced by lack of notice, the discipline committee may direct an amendment of the charge so as to make it conform to the evidence and proceed with the hearing of the charge, but where, in the opinion of the discipline committee, the member or student may be prejudiced by such amendment, the discipline committee may, if it is of the opinion that such prejudice can be removed by an adjournment, make such amendment and adjourn the hearing of the charge to a later date. This paragraph shall also apply to a new formal hearing in accordance with the provisions of these by-laws and shall be read and construed accordingly;

(19) Where the good character, propriety of conduct or competence of the person charged is in issue in any formal hearing, the Executive Committee or a professional conduct committee shall furnish such person with reasonable information of any allegations with respect thereto prior to the hearing.

(20) any person charged or appealing shall forthwith be informed of the disposition of the charge or of the appeal—

- (a) by personal service; or
- (b) by notice mailed by prepaid registered post addressed to the person at such address as appears in the records of CPA Bermuda or at the last address known to the secretary;

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

unless the person charged or appealing is informed in person of the disposition of the matter at the time of such disposition by the discipline or appeal committee dealing with it, the time limited by by-law 74 as to notice or publication of any order, and by by-law 75(3) as to the giving of notice of appeal, shall be deemed to commence on the day next following the day of personal service, deemed receipt by mail in accordance with by-law 33(1), or actual receipt by mail.

(21) A member who has heard a charge as a member of a discipline committee shall not participate in the hearing of any appeal or in any new formal hearing in the same matter.

(22) Any finding, order or decision by a discipline committee or an appeal committee shall be by majority vote on a show of hands;

(23) a discipline committee or an appeal committee, as the case may be, shall give its final decision together with its reasons in writing.

(24) a discipline committee or an appeal committee, as the case may be, may, for the purpose of preventing abuse of its processes—

- (a) make such orders or give such directions in proceedings before it as it considers proper;
- (b) reasonably limit cross examination of a witness; or
- (c) exclude any person from a hearing.

(25) all members of a discipline committee or an appeal committee, as the case may be, must be present at any formal hearing or appeal hearing and must participate both in deliberations of the committee and in reaching its decision, provided

- (a) that where any member of such a committee is unable to be present or to participate because of death, illness or other cause and there nevertheless remain at least three members of the committee present and participating, such remaining members of the committee shall continue to hear the evidence and the submissions and reach a decision;
- (b) that no member of such a committee shall participate in its deliberations or in making its decision who has not heard all of the evidence and the submissions; and
- (c) that such a committee may continue to hear the evidence and the submissions and reach a decision with fewer than three members present and participating if all the parties to the proceedings consent.

(26) Notwithstanding by-law 33(1), any notice required to be given to a member or student by a discipline committee or an appeal committee under this by-law shall be recognized as having been received by such member or student on a later day of actual receipt where the member or student, acting in good faith, did not, by reason of accident, illness or other cause beyond the member's or student's control, receive a copy of the notice until such later day;

(27) In respect of any charge under the rules of professional conduct, a certificate of conviction by any competent Court or a certified copy of the original information or

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA BY-LAWS 2006

indictment with the endorsement of the conviction thereon signed by the official having custody thereof, shall be sufficient evidence of the conviction; and a certified copy of the original information or indictment with the endorsement of the discharge thereon, signed by the official having custody thereof, shall be sufficient evidence of the discharge.

(28) A discipline committee or an appeal committee, as the case may be, shall determine whether a formal hearing or appeal shall be held in camera or shall be open to the public, provided that the committee shall hold the hearing or appeal concerning such matters *in camera* where it is of the opinion that—

- (a) matters involving public security may be disclosed; or
- (b) intimate financial or personal matters or other matters may be disclosed which it is not necessary in the public interest to make public and which are of such a nature, having regard to the circumstances, that it is undesirable in the interest of a person affected to make them public.

[By-law 79 amended by 2014 : 8 s. 13 effective 11 April 2014]

Made this 14th day of December, 2006

The Chartered Professional Accountants of Bermuda

[Amended by:

BR 47/2008

BR 10/2009

BR 18 / 2010

BR 81 / 2012

2014 : 8]