

ICAI UK CHAPTER- GOVERNANCE DOCUMENT

1. FEES & SUBSCRIPTION

- (i) The Managing Committee shall have the power to determine from time to time, by resolution passed by affirmative vote of two thirds of its full strength of duly elected Members of the Managing Committee, the fee and/or annual Membership subscription payable by the Members of the Chapter;
- (ii) The Managing Committee shall have the power, by resolution passed by affirmative vote of two-thirds of its full strength of Members of the Managing Committee, to collect an additional subscription or fees for any specific purpose for furtherance of the objectives of the Chapter;
- (iii) Till the Managing Committee decides otherwise in pursuance of sub clause (i) above, the fees and subscriptions payable by the Members of the Chapter shall continue to be the same as in force for the time being;
- (iv) The membership period shall commence from 1 January to 31 December in line with the financial year of the Chapter. Such Membership fees shall be payable within 3 months from the commencement of the financial year. Any Member joining during a financial year will be required to pay the Membership fees in full for the period up to 31 December in line with the practice followed by the Institute. Any Member who discontinues / resigns from the Membership of the Chapter shall not be entitled for any refund of Membership fees.

2. REGISTER

The Managing Committee shall ensure to maintain a register of Members, in an appropriate form. The Managing Committee may decide to keep any additional data if considered beneficial for the Chapter or its Members in accordance to local laws and GDPR regulations.

3. RULES GOVERNING MEMBERS OF THE CHAPTER

A Member of the Chapter once admitted shall:

- a. follow and observe all rules and regulations including code of conduct & ethics, mandatory guidelines issued by the Institute, as may be applicable in London and for the time being in force;
- b. pay all his dues to the Chapter and Institute regularly and on time;
- c. make efforts to promote the objectives of the Chapter;
- d. not do, or cause to be done any act which is detrimental to the credit, welfare, reputation or interest of the Chapter or Institute;
- e. not act in a manner derogatory to or not in keeping with, the objectives of the Chapter and dignity of the profession of a Chartered Accountant.

4. CESSATION OF MEMBERSHIP

A Member of the Chapter shall cease to be a Member in the following circumstances;

- (i) upon death;
- (ii) upon ceasing to be a Member of the Institute;
- (iii) Not living in the UK;
- (iv) upon tendering his resignation in writing: provided that he will continue to be liable for all monies due and payable by him to the Chapter under and in accordance with this governance document;
- (v) upon failing to pay the annual Membership fee in accordance with clause 8 (iv) of this

governance document;
(vi) upon expulsion from Membership

5. EXPULSION FROM MEMBERSHIP

The Managing Committee after a proper enquiry and affording an opportunity of being heard to the concerned Member at a properly convened meeting of the Managing Committee, may by a decision of not less than two-thirds of the full strength of the Members of the Managing Committee, expel the Member if found guilty of professional misconduct and/or any other matter as deemed fit by the Managing Committee.

6. MANAGING COMMITTEE

The Chapter shall have a Managing Committee of Eight Members consisting of four Office Bearers namely, Chair, Vice-Chair, Secretary, Treasurer and Four Members

7. ELECTION OF THE MANAGING COMMITTEE

(i) The Managing Committee consisting of 8 (Eight) individuals shall be elected by the Members every 3 years on the day of Annual General Meeting or any other day within a month as fixed by the Managing Committee before the last day on which Annual General Meeting should have been held, (hereinafter referred to as "Election Day") to hold office for a term commencing from 1st of April to 31st of March for three years.

(ii) The Members shall elect eight members to the Managing Committee every three year.

(iii) In case of vacancy of the position of office bearer and member for any reason whatsoever, the position shall be filled by the Managing Committee from amongst the Members of the Managing Committee as a casual vacancy in an acting capacity. In case of resignation of any member the committee shall appoint the new member for the period of the remaining term of the committee until the next election.

(iv) The Members of the Managing Committee in power shall be eligible for re- election

(v) The concerned Member (hereinafter referred as "the candidate") is otherwise qualified as a member entitled to vote at the Annual General Meeting and/or election to the Managing Committee for being elected to the Managing Committee.

(vi) The candidate has properly, correctly and completely filled the prescribed nomination form, giving truly and fully the prescribed particulars, and has submitted the form within the time prescribed for submitting the nomination form.

(vii) The candidate has abided by and fulfilled all other eligibility criteria and guidelines as may be prescribed and laid down by the Managing Committee and/or Election Officer in this regard.

8. ROLES OF THE MANAGING COMMITTEE

a. The managing committee will work as a team to elect 4 office bearers namely, Chair, Vice-Chair, Secretary, Treasurer for a tenure of 1 year before 15th March every year

b. Current office bearers within the managing committee are eligible to nominate themselves to the same or a different position for the next 1-year term.

c. If there are more than 1 person for the position then open voting will be conducted and position shall be filled with simple majority

d. All members of the management committee will be eligible to vote

e. The maximum term any office bearer can continuously be on the same post is for 2 one-yearly term. This is to encourage fresh blood in the operations of the Chapter.

f. The executive members have higher responsibilities to discharge the duties; not to leverage the position for personal benefits.

9. ELECTION OFFICER & ELECTION PROCESS

- (i) Any chapter members can be appointed to be the Chief Election Officer for the election of the committee. The Committee may appoint between two to three Election Officers, who shall be Member(s) of the Chapter and ICAI.
- (ii) A notice giving the date, time and place of the elections to the Managing Committee shall be issued by the Chief Election Officer at least 21 days prior to the Election Day. The notice shall include an invitation to the eligible Members to file nomination in the prescribed form giving all the required information and documents mentioned therein;
- (iii) Election officer will aim to hold elections by 20th March in the year of expiry of the term of existing committee and they will aim to declare election result by 24th March.
- (iv) A Member shall be entitled to file nomination for the Managing Committee member by way of email/ fax/ courier/ hand delivery etc.
- (v) In order to conduct fair elections, election officer(s) will not be entitled to nominate themselves for election of the management committee
- (vi) A Candidate may withdraw his nomination through any mode of communication such as fax/ e-mail/ courier / hand delivery etc, provided that such communication has been acknowledged as received by the Chief Election Officer at least 7 days prior to the Election Day;
- (vii) On expiry of the last day of withdrawal of nomination, the Chief Election Officer shall open all the nominations and communication of withdrawal of nomination received in the presence of at least one of the office bearers of the Managing Committee at a venue and time decided by the Chief Election Officer. Candidates may be present at the time of opening of envelopes. This process can also be done virtually if physical presence is not viable due to any reason.
- (viii) The Chief Election Officer shall scrutinize all the nominations and withdrawals of nomination received as regard their correctness, completeness as well as their compliance with all requirements prescribed in the Election Notice
- (ix) In case the number of valid nominations are more than eight which requires election, the Chief Election Officer shall arrange to circulate the names of the valid candidates at least 3 days prior to the Election Day to the Members;
- (x) In case the number of valid nominations are less than required, the Managing Committee shall comprise of valid candidates subject to minimum of 6 valid nominations. Shortfall, if any, shall be filled up as casual vacancy
- (xi) During the entire election process, if the Chief Election Officer finds any candidate guilty of breach of the guidelines issued by him, if any, or engage in unfair practices/conduct as determined by him, he may rescind and/or cancel the nominations of such candidates; Provided, however, that the candidate has been given an opportunity of being heard and has been allowed to make such representation, oral or written, as he may choose;
- (xii) Election officer in consultation with the Management committee will decide the fair canvassing rules for the candidates before the elections. These rules will be published along with the notice of election.
- (xiii) The election to the Managing Committee shall be carried out by a secret ballot. This ballot can be done physically or virtually
- (xiv) Each eligible Member shall select 8 members;
- (xv) In relation to all matters pertaining to election, the decision of the Chief Election Officer shall be final and binding on all Members of the Chapter. The Chief Election Officer shall issue guidelines based on the rules set by the Managing Committee make arrangements to carry out free and fair elections. His decisions on interpretation of relevant clauses of governance document shall be final and binding.

10. ELIGIBILITY OF MEMBERS TO VOTE

An individual who is qualified to be a Member of the chapter and has a valid & paid membership of the parent ICAI institute as at the date of his nomination filing shall be entitled to vote for the election of the Managing Committee.

11. CESSATION OF MEMBER OF MANAGING COMMITTEE

An office bearer and/or Member of the Managing Committee shall cease to hold the membership of the Managing Committee if he or she;

- (i) dies, or
- (ii) resigns, or
- (iii) ceases to be a Member of the Chapter / Institute, or
- (iv) is convicted on indictment of any criminal or moral offence, or
- (v) is adjudged bankrupt, or
- (vi) becomes of unsound mind, or
- (vii) is expelled from membership of the Managing Committee as per this governance document, or
- (viii) absents himself from three consecutive meetings of Managing Committee held within a period of not less than 4 months.
- (ix) When the executive is not able to dedicate require time or diligence to discharge their duties. This required objection raised by any 3 or more managing committee members through vote or mail

12. EXPULSION FROM THE MANAGING COMMITTEE

If a Member of the Managing Committee is found guilty of professional misconduct, and/or has acted in a manner causing disrepute to the Chapter, the Managing Committee excluding the concerned Member, may after giving an opportunity of being heard and making oral or written representation to the concerned Member, bring it to the notice of the Members through a special general meeting of Members convened for the purpose. Members may expel such Managing Committee Member in such a special general meeting by affirmative vote of two thirds of its members.

Managing Committee excluding the concerned member, by simple majority, can also expel any office bearer if they have been found guilty of professional misconduct, and/or has acted in a manner causing disrepute to the Chapter. They do not need to convene special AGM for this purpose.

13. FILLING OF CASUAL VACANCY OF OFFICE BEARER AND EXECUTIVE MEMBER

- (i) Upon resignation or casual vacancy of an Office Bearer of the Managing Committee arising for any reason, the remaining Managing Committee shall be entitled to co-opt any Member of the Managing Committee to fill such casual vacancy in an acting capacity which requires to be elected by the Members in next General Meeting.
- (ii) Upon resignation or casual vacancy of an Executive Member of the Managing Committee arising for any reason, the remaining Managing Committee shall be entitled to co-opt any Member of the Chapter to fill such casual vacancy in an acting capacity which requires to be elected by the Members in next General Meeting.

14. MANAGEMENT AND FUNCTIONS OF THE MANAGING COMMITTEE

- I. The management of the Chapter shall be vested in the Managing Committee;
- II. The Management Committee shall be responsible for overall management of affairs of the Chapter and shall exercise all such powers and do all such acts and things that are incidental or conducive to the attainment of the objectives of the Chapter;
- III. Without prejudice to the generality of the foregoing and so as not to in any way to limit or restrict those powers, it is hereby declared that the Managing Committee shall have the following powers, that is to say:
 - a. To manage the funds of the Chapter and open, operate and close all types of Bank Accounts in the name and/or for the benefit of the Chapter. The Managing Committee may designate any of the Office Bearers of the Managing Committee, in addition to the Treasurer, to operate such Bank Accounts from time to time. However, all banking operations shall be carried out at least by two Office Bearers jointly (one of them being the Treasurer). This includes setting aside any funds of the Chapter for the purpose of acquiring any building of assets and to accumulate income arising therefrom;
 - b. To appoint sub-committees from among its members or from amongst other Members of the Chapter and to delegate to them such functions as it deems fit. Every committee, so appointed by the Managing Committee shall have at least one of the Members of the Managing Committee as the Chairman of the sub-committee. All sub- committees so appointed shall conduct their business in accordance with the directions of the Managing Committee and shall periodically report their proceedings to the Managing Committee;
 - c. To carry out all administrative affairs of the Chapter and for the purpose may engage staff, fix their remuneration, terminate their services, obtain office facilities and other services, create infrastructure and do all acts which are necessary for managing the operations of the Chapter. This includes entering into negotiations and contracts and rescinding the same in the name and on behalf of the Chapter;
 - d. To represent the Chapter before Government, Semi-Government, Departmental Authorities, Judicial Authorities, Ministries, Courts, Police, Ministry of Labor and Social Affairs, Ministry of Immigration & Naturalization, Ministry of Economy and Commerce, Ministry of Labor & Immigration, Municipalities, Department of Economic Development, Chamber of Commerce and Industry in London and other cities inside or outside London through its duly authorized representatives. The Managing Committee may delegate its powers to any of its members or to any other persons as it may deem fit from time to time with powers to delegate it further to any other person;
 - e. To receive sponsorship, grant with or without conditions and as per the laws of the UK;
 - f. To hold CPD, professional and networking events that are for the benefit of the members and their professional development.
 - g. To establish its own rules and guidelines for the conduct of its business and vary such rules from time to time within the framework of this governance document.
 - h. To represent the chapter before British High Commission, Chamber body in the UK, any other non-profit organization and any regulatory body under through its duly authorized representatives and comply with any statutory Requirement thereof.
 - i. When Committee member meets any organization representing ICAI UK Chapter then these meetings should be transparent and only for the benefit of the Chapter.

15. MEETINGS OF THE MANAGING COMMITTEE

The affairs of the Chapter shall be ordinarily conducted at a meeting of the Managing Committee.

(a) First Meeting

Call the First Meeting of the Managing Committee and shall invite the immediate past Chairman for the meeting as a special invitee. The agenda in addition to other matters shall include;

- (i) To read, confirm and adopt the minutes of the last Annual General Meeting;
- (ii) To read, confirm and adopt the minutes of the previous Managing Committee meeting;
- (iii) To designate the signatories to operate, open or close the Bank Accounts of the Chapter.
- (iv) To document/ complete the taking over responsibilities from the earlier Managing Committee.

(b) Meetings of the Managing Committee

(i) Meetings of the Managing Committee shall be called at least once every two months. The Chairman and/or Secretary on his own motion or upon a request in writing made by any three Members of the Managing Committee shall call a meeting of the Managing Committee.

(ii) Notice of every meeting of the Managing Committee stating the general particulars of the business to be transacted at the meeting shall be sent to each Member of the Managing Committee at least five days before the meeting. Any urgent meeting may be called by a short notice, by recording the reasons for the same.

(iii) In each committee meeting, events and budget shall be discussed and approved.

(iv) The draft minutes of every meeting of the Managing Committee shall be prepared and circulated by the Secretary within seven days from the date of the meeting. The minutes shall be approved at the succeeding meeting and signed by the Chairman of that meeting.

(v) Unless otherwise provided in this governance document all resolutions of the Managing Committee shall be passed by simple majority.

CIRCULAR RESOLUTION

(vi) In case a resolution under special circumstances is needed to be passed by circulation, it shall be forwarded with all relevant documents to all the Members of the Managing Committee. Such resolution agreed to in writing within the time limit prescribed, shall have the same effect as a resolution passed at properly convened meeting of the Managing Committee. Provided that such resolution shall only be valid subject to requisite quorum and/or other requirements, if any, applicable to the conduct of the business of the Managing Committee.

16. EVENTS

Management Committee shall endeavor to hold at least 5 events (as stipulated in section 14 f) over 12 months period. These events can be in person or virtual. Budget & actual spend for each event shall be approved in the committee meeting and shall be available to view on request by any member.

17. LIMITATION OF POWERS OF MANAGING COMMITTEE

Notwithstanding any provisions to the contrary, the following powers shall be exercised only by a resolution passed at a properly convened general meeting of the Members

- (i) To consider and approve the yearly audited financial statements;
- (ii) To decide matters relating to interpretation & amendment of the provisions of this governance document of the Chapter;
- (iii) To fill casual vacancy caused by the resignation or death of the auditor.
- (iv) To approve the Annual Report of the Chapter;

Notwithstanding any provisions to the contrary, the following powers shall be exercised only by a resolution passed at a properly convened meeting of the Managing Committee

- (i) To prepare the Annual Report of the Chapter;
- (ii) To approve notice for convening a Special General Meeting of the Chapter;
- (iii) To appoint the Chief Election Officer (s);
- (iv) To fill a casual vacancy in the Managing Committee or Sub-Committee;

18. OFFICE BEARERS

The following shall be the functions of the respective Office Bearers;

(i) The Chairman shall exercise general supervision over the affairs of the Chapter and shall preside over, conduct and regulate all meetings of the General Meeting and the Managing Committee and his rulings on all matters including any point of order or as to the results of voting shall be final & conclusive. The Chairman shall have a casting vote in case of tie at any of the voting at the meeting of the Chapter or of the Managing Committee. The Chairman shall be the official spokesperson of the Chapter as well as of Managing Committee unless he delegates this function to any other Office Bearer of the Managing Committee.

(ii) The Vice-Chairman shall assist the Chairman and, in his absence, exercise all his powers.

(iii) The Secretary shall be responsible for addressing all communication to the Members, convening all meetings, keeping minutes and for managing the day-to-day affairs of the Chapter. The Secretary shall also carry out all administrative functions of the Chapter including maintaining the register of Members and all matters related to the Members of the Chapter.

(iv) The Treasurer shall be responsible for planning and formulating the financial policy in consultation with the Chairman, preparation of Annual Budget, management of funds, proper maintenance of accounts, financial records, preparation and presentation of financial statements, coordination with Auditors and all such other incidental work related to finance, accounts and audit of the Chapter's affairs.

Each office bearer and committee lead shall be responsible to generate and maintain their own working document that details what, how and where and will make them available on request by any member. The Management committee may decide to refuse access to any such document or parts of such documents if this could be detrimental to the Chapter, its members or any laws or rules. For example the Treasurer document may have details of bank account, access to passwords, etc which could not be shared with anyone.

19. PAST OFFICE BEARERS CODE OF CONDUCT

Each past office bearers & managing committee members will not misuse name of the Chapter or their past positions for personal reasons. They will also not misuse any data that they might have had access to when they were office bearers. Cases of misuse will be reported to ICAI Central Council.

20. PERSONAL EXPENSES OF COMMITTEE MEMBERS

Each committee members shall be responsible for their own travel & accommodation expenses and Chapter will not be bearing any cost of travel or stay for within or outside UK. If any travel expense is to be reimbursed then it should be pre-approved by two third

of the committee members. Any travel expenses claimed should be highlighted as a separate line item within the next AGM discussion.

21. ANNUAL GENERAL MEETING

(i) The Annual General Meeting of the Chapter shall be held in London within 6 months of the close of the financial year.

(ii) The venue, date and time shall be fixed by the Managing Committee and a notice thereto shall be sent to all the Members by the Chairman and/or Secretary not less than 21 (twenty-one) days in advance. Such notice shall also contain the agenda for the meeting, which shall include;

(a) to receive and adopt the Annual Report of the affairs of the Chapter; (b) to receive and adopt the audited financial statements of the Chapter; (c) to propose budget for the next year. (d) to transact such other business that may be brought before the meeting with the permission of the Chair.

(iii) Notice of the Annual General Meeting together with the Annual Report and audited financial statements of the Chapter shall be sent by putting it on Chapter's web site/e-mail/WhatsApp to every Member at his address as per the records of the Chapter. The records of the Chapter for such communication shall be conclusive evidence to the fact and date of such communication and the non-receipt or late receipt of the notice by any Member or the accidental omission to post the notice to any Member shall not invalidate the proceedings of such meeting. The above information shall be displayed on website of the Chapter and shall be deemed as compliance with the notice requirement of the Annual General Meeting.

(iv) The Chairman or in his absence the Vice Chairman or in his absence any Office Bearer of the Managing Committee of the Chapter elected by the meeting shall preside over the Annual General Meeting of the Chapter.

(v) Unless otherwise provided for elsewhere in this governance document, all resolutions at the Annual General Meeting shall be passed by a simple majority.

(vi) Voting shall be by way of show of hands unless decided otherwise by the Chairman of the meeting or secret ballot if demanded by at least 1/10 of the Members present or 50 Members whichever is less.

(vii) Each eligible Member present in person and entitled to vote shall have one vote.

(viii) The Chairman of the Annual General Meeting shall have the power to adjourn the meeting to another day, within the next seven days for the purpose of transacting any business remaining unfinished and which is required to be transacted at the Annual General Meeting. The date, time and venue of the adjourned Annual General Meeting shall be communicated to all the Members present at the Annual General Meeting itself or by a separate communication.

(ix) The Auditors shall have the right to attend Annual General Meeting and to be heard on any matter which concerns them.

22. SPECIAL GENERAL MEETING

(i) All meetings of the Members of the Chapter other than the Annual General Meeting shall be termed as Special General Meeting.

(ii) A Special General Meeting of the Chapter may be convened at any time by the Managing Committee on its own accord. It shall also be convened by the Managing Committee upon receipt of requisition of holding such meeting in writing from not less than 1/10 of the total Members or 20 Members, whichever is less. The requisition should clearly state the purpose of the meeting and business to be transacted thereat.

(iii) On receipt of the requisition as referred to in clause (ii) hereinabove, the

Managing Committee shall convene the meeting within 21 days from the date of the receipt of the requisition. The Members shall be given at least 10 days' notice for such meeting.

(iv) At such Special General Meeting, or adjournment thereof, no business other than the purpose for which such meeting is called, and written notice has been duly given as hereinbefore provided, shall be discussed.

23. QUORUM

(i) Five (5) Members of the Managing Committee present shall constitute the quorum for a meeting of the Managing Committee.

(ii) 1/10 or twenty (20) eligible Members whichever is less present in person shall constitute the quorum for any General Meeting. If there is no quorum at any General Meeting the meeting shall stand adjourned for half an hour and if at such adjourned meeting the required number of Members is not present, the Members present shall constitute the quorum and may transact the business for which the meeting is called.

24. MINUTES OF GENERAL MEETING

The Secretary shall maintain minutes of all General Meetings including Special General Meetings. The minutes of a General Meeting including Special General Meeting shall be read, confirmed and signed at the first meeting of the Managing Committee of the Chapter held thereafter.

25. ACCOUNTS AND AUDIT

(i) The accounts of the Chapter shall be maintained in accordance with the Companies Act. The Managing Committee shall formulate and approve the accounting policies from time to time to be followed in preparation of accounts and the financial statements of the Chapter.

(ii) The books of accounts shall be maintained under the supervision of the Treasurer and shall always be available for inspection by the Members of the Managing Committee.

(iii) The financial statements of the Chapter shall be audited once every 3 years, or sooner if decided by the management committee or by the AGM, by any of the Members of the Chapter licensed to practice the profession in the UK. The Auditor once appointed shall hold office till the appointment of another Auditor is made in his place except where a casual vacancy arises due to resignation or death or incapacitation of the present Auditor. The audit shall be carried out by the Auditor in accordance with International Standards on Auditing and the report of the Auditor shall be presented to Members of the Chapter at the Annual General Meeting.

(iv) The qualification of auditor shall not be necessarily as registered auditor of United Kingdom but can be a member of The Institute of Chartered Accountant of India and have experience of audit of the company.

26. ANNUAL REPORT

The Chairman and/or designated Office Bearer or any Member of the Managing Committee shall present the Annual Report of the affairs of the Chapter on behalf of the Managing Committee. The Annual Report shall include, inter-alia, the following:

(a) Membership Statistics

- i. Members at the beginning of the year
- ii. Members registered during the year
- iii. Members discontinued during the year

iv. Members at the end of the year.

(b) Brief particulars of events, seminars, workshops, CPE hours generated during the year, lectures organized including initiatives taken in the area of continuing professional education.

(c) Details of the Sub-Committees.

(d) Details of meetings of the Managing Committee held and attendance of the Members of the Managing Committee at such meeting.

(e) Comments on examinations conducted and student affairs.

27. NOTICES

(i) Except as provided in this governance document, any notice and/or invitation to be given under this governance document if dispatched by post or fax or e-mail to the Members and to the address in the records of the Chapter shall be considered as full and adequate notice.

(ii) Any notification and/or communication to be given to the Managing Committee if sent by registered post, courier, fax or e-mail to the official address of the Chapter notified to Members, shall be deemed as adequate notice to the Managing Committee.

(iii) Accidental omission to give notice to any Member or non-receipt of such notice shall not invalidate any business carried out by the Chapter whether at a meeting or otherwise.

28. ANNOUNCEMENT

Only the Chair or any Member of the Managing Committee duly authorized by the Chairman and/or Managing Committee shall make any public statement/announcement concerning the Chapter.

29. INSPECTION

The minutes of the meetings of the Chapter shall be available for inspection by the Members of the Chapter with a reasonable notice to the Managing Committee. Such request shall not be unreasonably delayed and/or denied unless the disclosure of the information sought, in the opinion of the Managing Committee, is considered detrimental to the interest of the Chapter. The Managing Committee may not assign any reason for such denial. Where appropriate, the Management Committee may decide to publish minutes on the website.

30. INTERPRETATION OF THE GOVERNANCE DOCUMENT

The ruling of the Managing Committee shall be decisive in all matters relating to interpretation of provisions of this governance document unless otherwise specifically provided in this governance document.

31. AMENDMENTS TO THE GOVERNANCE DOCUMENT

Any amendment to this governance document shall be approved by a majority of 51% of Members entitled to vote and present in person at the General Meeting where such motion is placed for approval.

32. INDEMNITY

Subject to the provisions of all applicable laws, every Member of the Managing Committee and employee of the Chapter shall be protected or otherwise indemnified against all civil or criminal actions or proceedings brought against him in relation to all the bonafide actions in the matters relating to the Chapter. However, a Member shall not be

indemnified for his fraudulent actions or acts with willful negligence.

33. WINDING UP/DISSOLUTION

In case of winding up or dissolution of the Chapter, any funds or property remaining after satisfaction of debts shall be disposed off as per the decision of the Members at a Special General Meeting and under the guidance of the Institute.

34. MISCELLANEOUS

In this governance document, wherever the context so permits, words imparting the singular include plural (and vice-versa) and word imparting the masculine gender shall include the feminine gender (and vice-versa).

35. GOVERNING LAW

This governance document is made in London and is subject to the laws and regulations of the UK Laws and relevant regulations of the Institute as applicable.

36. REPEAL OF EARLIER GOVERNANCE DOCUMENTS

The repeal of the earlier governance document shall not affect anything done or any action or decision taken or deemed to have been taken under and in pursuance of any provision of the said governance document and the same shall have effect under the present governance document when it comes into force with effect from 31st of May 2022, unless otherwise provided hereinbefore or unless otherwise decided to the contrary.

37. ADVISORY COMMITTEE

Advisory committee may be constituted consisting of past chairman & office bearers to seek their advice. Management Committee will call the meeting with specific agenda. Any final decision will still be of the management committee.