



BERMUDA

CHARTERED PROFESSIONAL ACCOUNTANTS OF BERMUDA AMENDMENT
BY-LAWS 2019

BR 111 / 2019

CPA Bermuda, in exercise of the power conferred by section 7 of the Chartered Professional Accountants of Bermuda Act 1973, makes the following By-Laws:

Citation

1 These By-Laws, which amend the Chartered Professional Accountants of Bermuda By-Laws 2006 (the “principal By-Laws”), may be cited as the Chartered Professional Accountants of Bermuda Amendment By-Laws 2019.

Amends by-law 2

2 (1) The principal By-Laws are amended in by-law 2 in the definition of “member” by deleting the words “by operation of sections 2 and 12 of the Act or”.

(2) The principal By-Laws are amended in by-law 2 by inserting the following definitions in the correct alphabetical order—

“CPA Bermuda Only Member” in the context of CPA Bermuda, subject to by-law 5(3), means a person who became a member of CPA Bermuda by operation of section 2 of the Act or by admission in accordance with by-law 5(2);

“CPA Member” in the context of CPA Bermuda, means a person who became a member of CPA Bermuda by operation of section 2 of the Act or by admission in accordance with by-law 5(1);

“International Member” in the context of CPA Bermuda, subject to by-law 5(5), means a person who became a member of CPA Bermuda by operation of section 2 of the Act or by admission in accordance with by-law 5(4);

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“recognized body” means any professional accounting body that CPA Board has made a determination to recognize;”.

Revokes and substitutes by-law 5

3 The principal By-Laws are amended by the revocation of by-law 5 and the substitution of the following—

“Admission of individual to membership

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

- (a) any person who is a student who has met the requirements prescribed by the rules and regulations made under by-law 53;
- (b) any person who is a member in good standing of a provincial CPA body/ordre, and has, in the opinion of the 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) has complied with the recommendations of the International Qualifications Appraisal Board of the Chartered Professional Accountants of Canada 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”);
 - (ii) has, in the opinion of the CPA Board, attained a standard of education, training and experience equivalent to that required of students to become members; and
 - (iii) is resident in Bermuda.

(2) Subject to paragraph (3), CPA Board may admit as a CPA Bermuda Only Member any person--

- (a) who is a member of another body having similar objects to those of CPA Bermuda;
- (b) who has, in the opinion of the CPA Board, attained a standard of education, training and experience sufficient to permit such person to practice as a professional accountant and who, in particular, can establish and maintain accurate financial records for another person, which may include preparing financial statements and designing and controlling systems of financial records; and
- (c) who is resident in Bermuda.

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(3) Any person admitted to CPA Bermuda under paragraph (2) as a CPA Bermuda Only Member does not, by virtue of such admission, qualify to be an individual member of CPA Canada.

(4) Subject to paragraph (5), CPA Board may admit as an International Member any person who fulfils the requirements of paragraph (1)(c)(i) and (ii), but who is not resident in Bermuda as required under paragraph (1)(c)(iii).

(5) An International Member admitted to CPA Bermuda under paragraph (4) shall not be entitled to vote on any matter before CPA Bermuda.

(6) A person, other than an International Member, admitted to membership under paragraph (1)(c) or (2) shall cease to be a member of CPA Bermuda if, in the opinion of CPA Board, he or she has ceased to be resident in Bermuda.”.

Amends by-law 18

4 The principal By-Laws are amended in by-law 18—

(a) by the revocation of paragraph (2) and substitution of the following—

“(2) The CPA Board shall, as of the date of the notice of the annual general meeting in each year, determine the number of CPA Bermuda Only Members to be included on CPA Board for that year by calculating the ratio of the number of CPA Bermuda Only Members compared to the total membership of CPA Bermuda, so as to ensure that in any year the number of CPA Bermuda Only Members on CPA Board is not less than one or does not comprise more than 25% in total of the number of individuals on CPA Board.

(2A) Pursuant to section 5 of the Act, the number of CPA Bermuda Only Members on CPA Board—

- (a) who do not possess Bermudian status shall not be in excess of 40% of CPA Bermuda Only Members on CPA Board; or
- (b) subject to paragraph (2B), may be individuals not possessing Bermudian status in the case where CPA Bermuda Only Members on CPA Board are two or fewer individuals.

(2B) Sub-paragraph (2A)(b) shall apply only in the case where the inclusion to CPA Board of CPA Bermuda Only Members not possessing Bermudian status does not result in non-compliance with section 5 of the Act with respect to the ratio of membership on CPA Board.”;

(b) by the revocation of paragraph (6) and substitution of the following—

“(6) Subject to paragraph (6A), no member of CPA Board may serve more than six consecutive terms of one year on the CPA Board.

(6A) The time limit for service on CPA Board referred to in paragraph (6) shall not preclude a person nominated by the nominating committee pursuant to

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by-law 19(7) and elected pursuant to by-law 21(1) as chair or vice-chair, from serving on CPA Board for an additional year, provided that no person may be nominated as chair or vice-chair more than two consecutive times or serve more than two consecutive years as chair or vice-chair.”.

Revokes and substitutes by-law 19

5 The principal By-Laws are amended by the revocation of by-law 19 and the substitution of the following—

“Nominating Committee, nomination

19 (1) The Executive Committee shall appoint annually from among the past chairmen of CPA Bermuda or, where such appointment is not possible, 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 recommended size of the CPA Board subject to by-law 18(1).

(3) The nominating committee shall ensure compliance with by-law 18(2) and (2A) with respect to the number of CPA Bermuda Only Members to serve on CPA Board in its acceptance of a list of candidates for CPA Board from CPA Bermuda Only Members.

(4) The nominating committee shall submit the names of the members whom it nominates for election to CPA Board at the next annual general meeting and ensure that the nominated list complies with section 5(1) of the Act relating to Bermudian status.

(5) 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.

(6) Any other nomination of a candidate for election to CPA Board as an elected member shall—

- (a) be in writing signed by two members;
- (b) have the written assent of the nominee appended thereto; and
- (c) be lodged with the secretary not less than 28 days before the annual general meeting.

(7) 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 pursuant to by-law 21(1).

(8) International Members are not eligible for election to the CPA Board.”.

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Amends by-law 21

6 The principal By-Laws are amended in by-law 21 by revoking paragraph (1) and substituting the following—

“(1) Immediately after every annual general meeting of CPA Bermuda, CPA Board shall meet and shall elect—

- (a) a chair and a vice-chair, from among the elected CPA Members;
and
- (b) a secretary and a treasurer, from among the elected members. ”.

Amends by-law 22

7 The principal By-Laws are amended by the revocation of by-law 22 and the substitution of the following—

“Meetings of CPA Board

22 (1) CPA Board shall hold board meetings 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 60% of the members present have Bermudian status and 75% of the members present are CPA Members.

(3) Every member of CPA Board present at a meeting of CPA Board shall have one vote.”.

Amends by-law 30

8 The principal By-Laws are amended in by-law 30(1) by deleting the words “at least four times in each financial year”.

Revokes and substitutes by-law 37

9 The principal By-Laws are amended by revoking by-law 37 and substituting the following—

“Quorum and voting

37 (1) At any general meeting of CPA Bermuda not less than 15 individual members present in person shall constitute a quorum where no fewer than 75% of the individual members present are CPA Members.

(2) Subject to by-law 6(3)(c) every CPA Member and CPA Bermuda Only 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.

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

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Amends by-law 41

10 The principal By-Laws are amended in by-law 41(1)(b) by deleting the words “members of CPA Bermuda” and substituting “CPA Members”.

Amends by-law 46

11 The principal By-Laws are amended in by-law 46—

(a) in paragraph (3), by deleting the words “, subject to the provisions of by-law 45(2)”;

(b) by revoking paragraph (4) and substituting the following—

“(4) The annual membership fee payable by each member shall be the sum of the annual membership fee fixed pursuant to paragraph (2) and the annual amount payable by CPA Bermuda to CPA Canada in respect of such member.”;

(c) in paragraph (6), by deleting the words “determined pro-rata for the remainder of the membership period” and substituting “as determined by CPA Board”; and

(d) in paragraph (11), by deleting the words “Notwithstanding by-law 45(2), a” and substituting “A”.

Amends by-law 60

12 The principal By-Laws are amended by revoking by-law 60(1) and substituting the following—

“(1) Every CPA Member and CPA Bermuda Only Member shall complete the minimum continuing professional development (“CPD”) as determined by CPA Board unless such member is exempt.”.

Made this 18th day of October 2019

Chairman
Board of Directors
Chartered Professional Accountants of Bermuda

Secretary

[Operative Date: 21 October 2019]