

THE SOCIETY OF ACCOUNTANTS IN MALAWI (SOCAM)

(Incorporated in Malawi as a Guarantee
Company not having a Share Capital)

MEMORANDUM AND ARTICLES OF ASSOCIATION

(Incorporating amendments to 21 September 2006)

THE COMPANIES ACT (CAP 46:03)

Company Limited by Guarantee and not having a share capital

MEMORANDUM OF ASSOCIATION

1. The Company shall be called **THE SOCIETY OF ACCOUNTANTS IN MALAWI**.
2. The registered office of the company shall be situated in Malawi.
3. The objectives for which the company is formed are:
 - a) to secure for the community within its sphere of influence the existence of a class of persons well qualified to be employed in the responsible and difficult duties which increasingly devolve upon public accountants as a result of growth and development of industry and commerce and the increasing diversity and complexity of all forms of social and economic activity;
 - b) to maintain and to promote the status of the profession of Accountant, to promote and safeguard the rights and interests of its members in all matters affecting the profession, to uphold and enforce among its members a high standard of efficiency and professional conduct in the interests of the public generally and to give concentrated expression to their opinions upon all questions and laws affecting the business of the profession;

- c) to encourage and promote the study of the profession and arrange, provide, conduct and supervise professional examinations, education and training;
- d) to issue members, on proof of due qualifications, with certificates permitting them to conduct public practice, and to prohibit other members from engaging in like activities;
- e) to hold conferences and meetings for the reading of papers and delivery of lectures and for the acquisition and dissemination by these and other means of information connected with the profession and to encourage the use of the recognised best methods of book-keeping, costing, accountancy, auditing and investigations into the affairs of companies and other bodies whether constituted by statute or otherwise;
- f) to act as trustee for any benevolent or similar purpose for the benefit of members, including the administration of any prize funds which may be established for the promotion of these objects, and to contribute thereto;
- g) to purchase or lease, rent, hold or dispose of any fixed property to be used as an institute, or a college, lecture or reading rooms, or any other property, real or personal, for the advancement of the above objects, or any of them;
- h) to borrow and raise any money that may be required by the company upon such terms as may be deemed advisable and in particular by mortgage or charge of all or any part of its property;
- i) to form a library for the use of members and to collect, collate and publish information of services or interest to members of the profession;

- j) to levy and receive entrance fees and subscription from members;
- k) to promote, and join with any other body of accountants in promoting, any Act of Parliament or Statutory Instrument with a view to the attainment of the above objects or any of them;
- l) to procure the company to be registered or recognised in any country or place and to exercise any of the above objects or powers in any part of the world;
- m) to nominate members as representatives to any other bodies having similar aims and objectives and to receive by invitation representatives from such other bodies;
- n) to amalgamate or merge or enter into partnership with any companies, institutes, societies or associations having objects similar to those of the company;
- o) to make and to alter Articles of Association to provide for the administration of the company and its funds, and to enforce the provisions of these Articles upon members;
- p) to do all such other lawful things as are incidental or conducive to the attainment of these objects, or any of them.

4. The liability of the members is limited.

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payments of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding twenty kwachas.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this memorandum of association.

Derek Jeffrey LEE	Chartered Accountant, Box 187, BT
William Lionel MERCER	Chartered Accountant, Box 162, BT
Donald Roderick MAKENZIE	Chartered Accountant, Box 49, BT
Miles Francis DRAKE	Chartered Accountant, Box 290, BT
Robert Herriot MARTIN	Chartered Accountant, Box 187, BT
Owen TRAUTMAN	Chartered Accountant, Box 187, BT
Thomas RUSSELL	Chartered Accountant, Box 187, BT

Dated this Fourteenth day of July, 1969

WITNESS TO THE ABOVE SIGNATURES

William Benjamin MUNETSI, Box 187, Blantyre. Articled Clerk

THE COMPANIES ACT (CAP 46.03)

THE SOCIETY OF ACCOUNTANTS IN MALAWI

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

ARTICLES OF ASSOCIATION

1. The Articles contained in Table C of the First Schedule of the Companies Act of 1984 shall not apply to this company.

NUMBER OF MEMBERS

2. The Company, for the purposes of registration, is declared to consist of five hundred members.
3. The council of directors hereinafter mentioned may, whenever the business of the Society requires it, register an increase of members.

DEFINITION OF MEMBERS

4. Every person shall be deemed to have agreed to become a member of the Society who is admitted to the membership thereof in accordance with these Articles.
- 4A. A member in good standing shall be any individual elected to full membership or diplomate membership in accordance with Article 6 and whose membership has not lapsed without restoration, whose subscriptions and registration fees collectible by the Society are not in arrears and who is not currently under disciplinary sanction involving suspension of membership or, where applicable, of the right to carry on activity as a holder of a Certificate of Practice without restriction.

QUALIFICATIONS FOR MEMBERSHIP

5. The following persons shall be eligible to be full members of the Society:
- a) Any applicant for admission being in possession of such professional qualification(s) and being a member in good standing of such professional accounting organisation as may from time to time expressly be designated or recognised by the Council in the Society's by-laws made in that specific respect.
 - b) Any person whom the Council deem a fit and proper person for admission to membership, including specifically any person who was in practice as a public accountant or auditor in Malawi on the fourteenth day of November 1968.
 - c) Any person who has passed the Society's final professional examination after successfully completing the appropriate course of study and training approved by members of the Society in General Meeting from time to time;
- 5A. Persons shall be eligible for diplomate accountant membership of the Society after successfully completing the appropriate course of study and training approved by members of Society in General Meeting from time to time.
- 5B. It shall be competent with the approval of an ordinary resolution of the company to appoint any person to be an Honorary Member of the Society and notwithstanding that such person may not be eligible under Article 5 or Article 5A to be admitted as a member of the Society. An Honorary Member of the Society shall not be liable or be called upon to pay any fee or sum on admission or to pay any annual subscription to the Society. An Honorary Member

shall not be qualified to be elected as a member of the Council, or be entitled to receive notice of, or to attend without invitation or to vote at any General Meeting of the Society.

- 5C. Any individual shall be eligible for non-resident membership of the Society who is otherwise eligible for full membership in terms of Article 5 and is in partnership in Malawi with a holder of a Certificate of Practice from the Society and eligible himself in terms of Article 9(a) and 9(b), or who is a citizen or permanent resident of Malawi and has been a full member or a diplomate member of the Society in good standing for a period of at least one year prior to departure from Malawi and who remains in good standing with the Society and with any foreign professional body of accountants of which he may be a member or registrant. A non-resident member shall be entitled to all rights, duties, obligations and sanctions applicable to membership except that he shall not be entitled to act as a member of the Council of Directors.
- 5D. An individual who has been a full member or a diplomate member of the Society for a continuous period of not less than five years shall be entitled upon application to become a life member of the Society in the appropriate category on payment of a sum five times the annual rate of subscription to the Society applicable at the date of application. A life member shall not be entitled to hold a Certificate of Practice from the Society or to act as a member of the Council of Directors and may not be ordinarily resident in Malawi or the holder of a temporary employment or resident permit unless he shall have attained the age of sixty years. A citizen or permanent resident of Malawi may be elected to life membership of the Society by ordinary resolution of the company after twenty years of continuous full or diplomate membership without payment, but shall not thereby become entitled to benefits of membership more extensive than those that apply to other life members of the Society.

- 5E. All students registered by the Public Accountants Examination Council and studying for technician examinations or professional examinations; or students undergoing the Society's practical training scheme, shall be eligible to become student members of the Society. Student members shall have the rights and obligations as stipulated by the Council from time to time.

APPLICATION FOR MEMBERSHIP

6. Application for membership of the Society shall be made to the Council in the prescribed form. Each applicant shall pay the admission fee and subscription for the year current in accordance with Article 12 and certify on the prescribed form that the information given by him therein is true and correct in every detail and shall undertake in the event of his admission to observe the provisions of these presents, and any rules framed thereunder from time to time in force.
- 6A. Each applicant shall satisfy the Council in such manner as it may require that at the date of his application he is qualified for admission under Article 5 that he is a fit and proper person to be admitted to membership and is not less than twenty-one years of age.
7. The Council shall have full discretion to determine as to the admission of all applicants, on a case by case basis, and its decision shall be final.

RESTRICTION ON MEMBERS

8. No member shall engage in public practice in Malawi as an accountant or auditor or hold himself out or allow himself to be held out as an accountant or auditor in practice or use any designation or description calculated to create the impression that he is an accountant or auditor in public practice unless he has obtained a Certificate of Practice from the Society.

9. a) A member will not be eligible to engage in public practice as an accountant or auditor until he has obtained at least thirty months approved practical experience {see (b) below}, except that in circumstances in which hardship might occur the Council may, in its discretion, waive the whole or any part of this requirement.
- b) Approved practical experience will be post-qualification experience approved by the Council and which has been obtained as an employee of a person approved for the purpose by the Council, who is in public practice.
- c) On or after the first day of January 1994 no new Certificate of Practice shall be granted to a member unless that member shall have taken and passed the most advanced examinations in Malawi Law and Malawi Taxation specified in terms of Article 5(c) at the relevant date. For this purpose, the relevant date shall be the date at which the said examinations were actually taken and passed in the case of members admitted by satisfying the requirements of the Public Accountants Examining Council and a date not earlier than two years prior to the initial grant of a Certificate of Practice in any other case.

Provided that members who sat and passed the Malawi Company Law paper 2.2W under the joint examination scheme of the Public Accountants Examination Council and the Association of Chartered Certified Accountants, which was effective prior to 31 December 1993 shall not be required to retake and pass examinations in Malawi Company Law for this purpose. Similarly, those who sat and passed the Malawi Tax paper 2.3W or paper 7W under the joint examination schemes of the Public Accountants Examinations Council and the Association of Chartered Certified Accountants which were effective both

prior and subsequent to 31 December 1993 shall not be required to retake and pass examinations in Malawi Tax for this purpose.

Provided further that any member who was eligible to obtain a Certificate of Practice from the Society before the first day of January 1994 under paragraph 9(a) shall not be required to pass examinations in Malawi Company Law or Malawi Tax prior to his/her application for a Certificate of Practice.

PATRONS

10. It shall be competent for any duly constituted meeting of the Council, at which not less than two-thirds of the members thereof shall be present, by resolution passed by three-fourths at least of the whole number present, at the meeting of the Council, to elect any person to be a Patron of the Society, and notwithstanding that such person may not be eligible under the foregoing Articles to be admitted as a member of the Society. A Patron of the Society shall not be liable or be called to pay any fee or sum on admission as a Patron or to pay any annual subscription to the Society.
- 10A. A Patron shall not qualified to be elected as a member of the Council, or be entitled to receive notice of or to attend or vote at any General Meeting of the Society.

ADDRESSES OF MEMBERS

11. It shall be the duty of each member to inform the Secretary of any change of address, place or places of business or employment or if he begins or ceases to practice. It shall further be the duty of each member to supply the Council with any other information relative to his practice or employment, which the Council may reasonably require. If any member shall fail to give a place of address he shall not be entitled to receive notice of any of the

General Meetings or other proceedings of the Society, and no meeting or other proceeding shall be invalidated by reason of his not having received such notice.

ADMISSION FEES

12. Admission fees and subscriptions shall be payable to the Society by all members at such rates as may be determined, from time to time, by the Society in a General Meeting.
13. Fees payable by full members, diplomate accountant members and non resident members in partnership with full members holding a Certificate of Practice to the Malawi Accountants' Board in terms of the Public Accountants and Auditors Act (Laws of Malawi Cap. 53:06) shall be collectible through the Society where so specified in the aforesaid Act and shall be regarded for the purposes of these Articles as though they were fees and subscriptions due to the Society and collectible as such.
14. Before the first day of January in each year every member shall make a return to the Society showing whether he is in public practice or not. The return shall be in such form as the Council may from time to time prescribe.
15. All subscriptions, other than subscriptions payable on admission, shall be payable before the first day of January in each year, on which day the financial year of the Society shall commence.
16. In cases of exceptional hardship the Council may by resolution passed by three-fourths at least of those present at a meeting of the Council suspend or waive payment of the subscription payable by any member on such terms and for such period as in its sole discretion it may think fit.

RETIREMENT FROM OR FOREFEITURE OF MEMBERSHIP

17. The privileges of a member shall not be transferable and shall cease on his death, but without prejudice to the rights of the Society to claim from such person or his estate any subscription or other sums due from him to the Society at the date of his death.
18. Any member may resign on giving notice to the Council but shall remain liable to pay any subscription or other sums due from him at the date of such notice.
19. A member shall ipso facto cease to be a member in the event of his annual subscription or any other sum payable by him to the Society being unpaid on the due date on which such subscriptions or other sum or sums respectively become payable, but shall, nevertheless, be liable to pay the amount of such year's subscription and any other arrears of subscription or other sum due by him to the Society, and shall be liable otherwise on the footing that his membership continued until the date when all such subscriptions, arrears and other sums were fully paid. The Council shall have power to suspend the operation of this Article in any case in which they are of the opinion that it is reasonable to do so. In case of a person who has ceased to be a member under this Article or who has previously resigned, the Council may, in their discretion, by resolution passed by three-fourths at least of those present at a meeting of the Council, re-admit him to membership upon such conditions and terms as they may think fit.
- 19A. Resignation, expulsion, cessation or suspension from membership shall not render any member or former member immune from proceedings of the Society's Disciplinary Committee in respect of his action or omissions prior to or while being a member or suspended from membership.

20. If any member shall become bankrupt, or shall either individually or as a partner in a firm make or agree to make assignment for the benefit of his creditors, or shall make any arrangement or composition with his creditors, or execute any similar deed or agreement or shall take or attempt to take the benefit of any statutory provision for arrangement with his creditors, shall cease to be a member, but the Council may, at their discretion, by resolution passed by three-fourths at least of those present at a meeting of the Council, re-admit him to membership upon such conditions and terms as they may think fit.
21. Any person ceasing by death, resignation or otherwise, to be a member of the Society shall not, nor shall his representatives, have any claim upon or interest in the funds of the Society.

DISCIPLINARY COMMITTEE

22. A Disciplinary Committee shall be formed with the powers and for the purpose hereinafter mentioned. Members of the Disciplinary Committee shall be elected by the Council by ballot except that a minority of the total members need not be members of the Society but professionally qualified nominees of such institutions as the Society in a general meeting may from time to time approve for the purpose. The Disciplinary Committee shall consist of not less than five nor more than seven members or nominees, and the quorum shall be five members or nominees personally present. The members or nominees so appointed shall elect a Chairman and Vice Chairman, who need not be members of the Society, from amongst themselves at their first meeting and thereafter at any time when need arises.
23. All vacancies from time to time occurring in the Disciplinary Committee shall be filled by the Council but the Disciplinary Committee may act notwithstanding any vacancy, provided that the number has not fallen below the minimum authorised number.

24. The Disciplinary Committee shall meet at such times and in such places as it may from time to time determine. Minutes shall be kept of all proceedings of the Disciplinary Committee.
- 24A. All members shall cooperate with the Disciplinary Committee in the exercise of its investigative powers in relation to complaints received by it and shall respond promptly to all communications from the Committee. Failure by any member to cooperate with, or to respond promptly to communication from the Disciplinary Committee or any Committee of the Council may result in disciplinary action being taken against him/her.
25. The Disciplinary Committee may suspend any member, who is proved, to the satisfaction of the Committee, to have been guilty of any act or conduct discreditable to a member or the profession, from the exercise of all rights and privileges as a member during such period as it may think fit, not extending beyond two years; and require the member to pay costs for determining his/her case; or require the member to pay a fine; or censure the member; or impose any penalty as outlined in an approved Code of Ethics, for any act or conduct which shall, in its opinion render censure, the payment of costs or fine, or the imposition of any penalty, necessary or expedient:
- Provided that the member whose act or conduct is under consideration shall have been given proper opportunity of being heard before the Committee, and that at least five members of the Committee present at the meeting at which the suspension or censure shall be resolved upon shall consent thereto.
26. If any member shall, in the opinion of the Disciplinary Committee, be guilty or if any member shall either before or after his admission to the Society, be accused of discreditable conduct, or of any act or conduct which would, in the absence of satisfactory explanation, be derogatory to the Society, or render him unfit to remain a member, then the Disciplinary Committee shall send to such member at his last registered address, through the Post

Office a statement in writing of the act or conduct imputed to him, and shall afford him an opportunity of giving an explanation personally or in writing, as he may elect.

27. If on consideration of such explanation or, in the absence of any explanation, the Disciplinary Committee shall be of opinion that such member ought to be excluded from membership of the Society, it shall state its opinion in the form of a report to be laid before the Council.

28. On any report being laid before the Council by the Disciplinary Committee, recommending the exclusion of a member, a special meeting of the Council shall be convened (of which meeting at least seven days' notice shall be sent through the

Post Office to such member at his last registered address, and at which he shall be entitled and shall be given a proper opportunity to attend and be heard) and such member may, by resolution passed by two-thirds at least of the members of the Council present at such special meeting, be excluded from membership of the Society, or otherwise dealt with as the Council may think fit, but any such decisions may at any time be revoked or modified by the Council at a like meeting by such majority as aforesaid, subject to such terms and conditions (if any) as the Council in its discretion may deem fit.

29. The provisions in these presents contained relating to Committees generally shall apply to the Disciplinary Committee, except in so far as they may be inconsistent or inapplicable by reason of the express provisions relating to the Disciplinary Committee.

30. In the event of the suspension or exclusion of a member every certificate of membership or practice then held by him shall be delivered up by him to the secretary, in the case of suspension to be retained during the period of suspension, or in the case of exclusion to be cancelled.

- 30A. The Disciplinary Committee shall also be empowered to consider allegations or acts or conduct which would render any party undergoing approved practical training under a training contract with a full member of the Society unfit to become a member of the Society and, if it finds the allegations to be correct and proven, to order the cancellation of the trainee's contract. The procedure to be adopted by the Disciplinary Committee and the Council in considering such allegations shall be as detailed in Articles 26, 27 and 28 of these presents.
- 30B. A member who is not satisfied by the ruling of the Disciplinary Committee may appeal to the Council as an Appeals Committee against the ruling. Any member of the Council who may also be a member of the Disciplinary Committee shall not be part of the Appeals Committee.

BRANCHES

31. The Council may sanction the formation of branches and district societies under the Society, and may appoint representatives in any place, and may make regulations to the conduct of and determine the scope of the activities of any branch, district society or representatives but shall not confer upon them any executive authority or financial control over the affairs or funds of the Society. The Council shall have power to dissolve any branch or district society and remove any representative connected with the Society, and shall not be bound to give any reason therefore.
32. Each branch, district society, and representatives shall submit reports to the Council at such periods as the Council may think fit.

COUNCIL OF DIRECTORS

33. The number of directors shall be not less than six nor more than twelve, provided that not less than one-half of the directors shall be members in public practice or be employed by members in public practice and that at least two thirds of the directors must be full members of the Society, with the remainder being diplomate accountant members of the Society.
34. The first directors shall be appointed by the subscribers of the company's memorandum of association.
35. The directors shall be the Council for the management of the Society's affairs, and the Council shall for all purposes be the governing body of the Society and shall be elected by the Society in General Meeting.
36. At the first meeting of the Council after each Annual General Meeting of the Society, the members of the Council then present shall choose one of the full members of their number to act as President and another to act as Vice-President, until the close of the next Annual General Meeting, and any casual vacancy in these offices shall be filled up for the current year in like manner at the next meeting of the Council after the occurrence of such vacancy, special notice of such meeting and the existence of any such vacancy shall be given to all the members of the Council.
37. The Council and its members may act and exercise all their respective powers at any time notwithstanding that for the time being there may be for any reason less than one-half of its members in public practice or employed by members in public practice.

ELECTION OF DIRECTORS

38. At the Annual General Meeting in every year one-third of the members of the Council in public practice who have been longest in office since their last election and one-third of the members of the Council not in public practice who have been longest in office since their last election, or, in either case, if their number is not a multiple of three, the number nearest to but not exceeding one-third, shall retire from office, and the Meeting may re-elect them, or elect other members to fill their places but so that only a member in public practice shall be elected to fill the place of a member in public practice and only a member not in public practice that of a member not in public practice. A retiring member of the Council shall retain office until the dissolution of the meeting at which he retires.
39. As between two or more persons who have been members of the Council an equal length of time, the persons to retire shall, in default of agreement between them, be determined by lot. The length of time a person has been a member of the Council shall be computed from his last election, or appointment if he has previously vacated office.

Whenever any question arises as to the retirement rotation of any member of the Council, it shall be decided by the Council.

40. A member shall not be qualified to be elected a member of the Council unless notice in writing be given to the Secretary not later than seven days before the day for election, by six members not having been members of the Council of Directors since the date of the last Annual General Meeting, qualified to vote for such election, of their desire to propose such person for election. A statement under the hand of the person proposed for election of his willingness to be elected a member of the Council must accompany the notice.

41. No individual who has been a member of the Council of Directors continuously during the period spanned by four Annual General Meetings, or who has resigned during such period and been re-appointed by co-option between any two Annual General Meetings, may be elected or re-elected a director as part of a composite resolution dealing with any matter other than his personal election.
42. The members for the time being of the Council at any time may act notwithstanding any vacancy in the Council. Provided always that in case the members shall at any time be reduced in number to less than six or if the required proportion of full members be not maintained it shall be lawful for the members for the time being of the Council to act as such in emergencies or for the purpose of filling up vacancies in the Council or of summoning a General Meeting of the Society, but not for any other purpose.
43. Any casual vacancy among the members of the Council may be filled up by the Council by the appointment of a qualified person to fill the same, and the Council may at any time appoint any qualified person to be an additional member of the Council provided that the number of members of the Council shall not at any time exceed the maximum number fixed by these Articles but any person so appointed shall retain his office only until the next following Annual General Meeting of the Society, and shall then retire but be eligible for re-election.

RETIRAL AND REMOVAL OF DIRECTORS

44. A member of the Council may be removed from office following the procedure prescribed for the purpose in the Companies Act (Laws of Malawi Cap. 46.03). The Society may appoint another duly qualified person to be a member of the Council in the place of any person so removed but so that the ratio of members in public practice to members not in public practice, and of full members to diplomate accountant members, be maintained.

45. Every member of the Council shall ipso facto vacate his office on ceasing to be a member of the Society, or being suspended for any period from membership of the Society, or being censured by the Disciplinary Committee, or being found lunatic, or becoming of unsound mind or being found incapable to manage his affairs.
46. Any member of the Council who fails to attend the meetings of the Council for three consecutive meetings without resolution granting leave of absence from the Council prior to the third such meeting at latest shall *ipso facto* vacate his office at the conclusion of the third such meeting.
- 46A. Any member who fails to attend a majority of meetings of the Council held in any one year shall *ipso facto* vacate his office at the conclusion of that year but shall be eligible for re-election in like manner to any other full member or diplomate accountant members.
47. A member of the Council may at any time give notice in writing to the Council of his wish to resign from the Council, and on the receipt of his resignation by the Council, but not before, his office shall be vacant. A member of the Council who shall resign under this Article shall not thereby be disqualified from being at any time thereafter re-elected.

DUTIES AND POWERS OF THE COUNCIL

48. The Council shall, subject to the provisions of the Articles and to any regulation from time to time made by the Society in General meeting (but not so as to render invalid any prior act of the Council which would have been valid if such regulation had not been made) make bye-laws for the regulation of the Society and its affairs, conduct and manage all the business and affairs of the Society, exercise all the powers, authorities and discretions of the Society, obtain or oppose applications by others for all such concessions, grants, and legislative Acts and authorizations from any government or authority, enter into such contracts and do all

such acts and things as may be obtained, entered into or done by the Society, except only such of them as under the Articles or the Statutes for the time being in force are expressly directed or required to be exercised, obtained, entered into or done by the Society in General Meeting; and, without in any way prejudicing or limiting the extent of such general powers and without prejudice to the other powers conferred by the Articles, it is hereby declared that the Council shall have the following special powers and duties:

- a) They may bring before a General Meeting of the Society any matters which they consider material to the Society or its objects or interest or which appear to them to affect the interests of the accountants' profession, and make any recommendation they consider proper in relation thereto.
- b) They may take cognisance of any matter, which may be brought before them affecting the Society, or the conduct of any of its members as affecting his professional status or the reputation of the Society.
- c) They may, subject to the Articles, appoint, remove or suspend the members of any Committee or Committees or other officers on such terms and conditions as they shall think fit and as may be agreed, and fix the securities (if any) to be taken from any of the officials of the Society for the faithful discharge of their duties.
- d) In the case of the absence of the Secretary, or his inability to act, they may, in like manner, appoint any person to act in his stead, and such person may temporarily exercise all the duties of the Secretary.
- e) They may appoint any Assistant Secretary or any other officer or officers, clerks, agents, representatives and servants of the Society, for permanent, temporary or special services, with such remuneration and upon such terms as they may think fit, and may

- f) from time to time, at their discretion, remove or suspend the same or any of them and appoint another or others in their place.
- g) They may from time to time appoint from amongst the full members of the Society any person or persons to be agents or representatives of the Society in any country or place, with such remuneration as they think fit, and may from time to time remove any such agent or representative.
- h) They may from time to time delegate to any such agent or representative, all or any of the powers and authorities of the Council and may from time to time revoke, restrict or vary any such delegation.
- i) They may from time to time incur, agree and pay any expenses in connection with the Society's objects and undertakings and may pay all expenses of and incidental to the setting up of the company.
- j) They may, with the sanction of a General Meeting, raise any loan or loans, or secure the fulfilment of any contract or engagement of the Society in any manner, upon any security, and on any terms authorised by such meeting, and issue any debentures to secure the same.
- k) They may, subject to the Articles do all other things that they may consider expedient for or in relation to any of the matters aforesaid, or otherwise conducive to the interests or good management of the Society, or the promotion of its objects, including the making, variation and annulment of bye-laws for any of the purposes aforesaid.

INDEMNITIES

49. No act done by the Council, including any act which may prove to be ultra vires the Council but which the Society in General Meeting might validly have done, sanctioned or authorised, which shall receive the express or implied sanction of the Society in General Meeting, shall be afterwards impeached by a member of the Society on any ground whatsoever, but shall be deemed to be an act of the Society.
50. The members of the Council, members of the Committees, Auditors, Secretary, and other officers, shall be indemnified by the Society from all losses and expenses incurred by them in or about the discharge of their respective duties and no member of the Council or of a Committee, or officers shall be liable for any other member of the Council or of such Committee, or officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Society or any other person arising out of acts or proceedings of the Society or the Council or any Committee.

COMMITTEES

51. The Council may appoint a Committee or Committees, who shall have authority, subject to the directions of and in accordance with principles laid down from time to time by the Council, to exercise all or any of the powers of the council. The President and Vice-President of the Council shall be ex-officio members of all Committees. A Committee may from time to time elect a Chairman of such Committee for a year or for any less period.
52. The Council may appoint to any Committee any member of the Society who in its opinion may be specially qualified to assist such Committee in its deliberations.

53. The Council may from time to time revoke all or any of the powers delegated to any Committee and discharge any Committee in whole or in part.
54. Any occasional vacancy in any such Committee may be filled up by the Council by appointment of another member who shall in all respects stand in the place of his predecessor. The continuing members of such Committee or Committees may act notwithstanding any vacancy or vacancies in respective Committees, provided always that the number of members has not fallen below any minimum fixed number.
55. Without prejudice to the powers of the Council under the Articles every Committee appointed other than ad hoc Committees shall remain in office until the first meeting of the Council after the next Annual General Meeting following the appointment thereof.
56. If any member of a Committee ceases to be a member of the Council he shall thereupon cease to be a member of the Committee unless otherwise resolved by the Council.
57. The Council, at the meeting at which any Committee ceases to remain in office, may appoint a new Committee, and may re-appoint all or any of the members of the previous Committee. If no appointment of a new Committee shall be made the Committee retiring shall, unless otherwise determined by the Council, remain in office until a new Committee is appointed by the Council, which may be done at any meeting of the Council.
58. The number of members of any Committee having power to authorize any expenditure shall not be less than four, and the quorum for a meeting of any such Committee shall be three members personally present. The number of members and the quorum for a meeting of any other Committee shall, subject to the express provisions of these present with reference to the Disciplinary Committee, be fixed by the Council.

PROCEEDINGS OF COUNCIL AND COMMITTEES

59. The Council shall hold at least two meetings in every year. Subject thereto meetings of the Council and Committees shall be held at such times as the members of the Council or Committee respectively shall think fit.
60. All meetings of the members of Council and Committees shall be held at such place as the Council or Committee shall from time to time appoint.
61. A Council meeting or a meeting of a Committee shall at any time be called by the Secretary at the request of the President, or three members of the Council or the Committee, as the case may be by giving at least seven days' notice to the members of the Council or Committee as the case may be.
62. The Council may determine the quorum necessary for the transaction of business by the Council. Unless otherwise determined three members of the Council shall be a quorum.
63. A Council meeting or a meeting of a Committee may adjourn at pleasure, for such time and to such place as the members of the Council or Committee present may determine.
64. At all meetings of the Council the President, or in his absence the Vice President, shall be Chairman, and in the absence of both a Chairman shall be elected from among those present.
65. Except as otherwise provided by these presents every question at a meeting of the Council shall be determined by a majority of the votes of the members of the Council present, every member of the Council having one vote; and in case of an equality of votes the Chairman shall have a casting vote in addition to his original vote as a member of the Council.

66. Minutes of the proceedings of every meeting of the Council and of every Committee and of the attendance of the members thereof respectively shall be recorded by the Secretary in a book kept for that purpose, and be signed by the Chairman of the meeting at which they are read. The minutes of all Committees shall be reported to the next meeting of the Council.
67. Every such minute, when so recorded and signed, in the absence of proof of error therein, shall be considered a correct and an original proceeding.
68. Whenever a Committee does any act which the Council is authorised by these presents to do, such Committee shall do such an act in its own name, and not in the name of the Council, but may refer to the powers hereby or by resolution of the Council given to it to act on behalf of the Council.
69. All acts done by any meeting of the Council, or of any Committee of the Council, or by any member of the Council, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such Council, Committee of the Council or member of the Council, or that they or any of them were not qualified at the time of their appointment, or had become disqualified, be as valid as if such Council, Committee of the Council or member of the Council had been duly appointed and was qualified to act.

SECRETARY

70. There shall be a Secretary of the Society who shall be appointed by the Council and the Secretary shall, under the control of the Council and Committees, conduct all the correspondence of the Society and the Council, and of the Committees, attend all their meetings, keep a correct record of their proceedings, and see that the applications for admission and the recommendations accompanying the same are in the form prescribed, and that all notices required by these presents are duly sent. The Secretary

shall receive such remuneration as the Council shall from time to time determine.

AUDIT

71. Auditors shall be appointed and their duties regulated in accordance with the Companies Act of 1984 (Laws of Malawi Cap 46:03) in force, and for this purposes the said sections shall have effect as if the word “members” were substituted for “shareholders”, [and as if “first general meeting” were substituted for “statutory meeting”].

FINANCIAL

72. The funds of the Society shall be applied in the first place in defraying current expenses and for such other purposes as the Council shall from time to time think expedient with view to the promotion of the objects of the Society or any of them. The administration of the funds shall be subject to the general direction of the Council.
73. No person, except the Council and Committees, and persons duly authorised by them, and acting within the limits of the authority so conferred, shall have authority to give receipts for moneys or otherwise, or to sign any cheque, or to enter into any contract, so as thereby to impose any liability of the Society, otherwise to pledge the credit of the Society.
74. No payments exceeding K500 in amount shall be made except by cheque. The limit is subject to review by Council. All cheques shall be signed by not less than two members of Council and prepared by, or under the direction of, the Secretary or in his absence the President.

ACCOUNTS

75. The Council shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Society and the matters in respect and expenditure take place, all sales and purchases of goods by the Society, and the assets and liabilities of the Society.
76. The Council shall lay before the Annual General Meeting a report of its proceedings and an income and expenditure account and balance sheet for the previous year.
77. A copy of every balance sheet which is to be laid before the Society in General Meeting together with a copy of the Auditors' Report shall, not less than twenty-one days before the date of the meeting, be sent to all persons entitled to receive notices of General Meetings of the Society.
78. Every account of the Society when audited and approved by a General Meeting, shall be conclusive, except as regards any errors discovered therein within three months next after the approval thereof. Errors discovered within that period shall forthwith be corrected and the said account shall at the end of such period be conclusive.

INVESTMENT OF MONEYS

79. All moneys of the Society not immediately applicable for any payment to be made by the Society may be invested by the Council in such a manner as the Council may from time to time think proper, in any form of investment for the time being authorised for the investment of trust funds, and the Council may from time to time vary or realize such investments as they deem expedient.

GENERAL MEETINGS

80. The first general meeting shall be held at such time, not being less than one month nor more than three months after incorporation of the company, and at such place, as the Council of directors may determine.
81. A general meeting shall be held once every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as the Council may appoint. The business of such meetings shall be for the election of members of the Council and an Auditor, or Auditors, for the following year, for fixing the remuneration of the Auditors and for receiving the Balance Sheet and the Income and Expenditure account for the past year with Auditors' certificate and report, and also a report from the Council on the past year's transactions and accounts, as well as for the discussion of questions incidental to the profession. All business other than the above to be transacted at an Annual General Meeting and all business to be transacted at an Extraordinary General Meeting shall be deemed special business. In default of a General Meeting being so held, a General Meeting shall be held in the month next following, and may be convened by any two full members in the same manner as nearly as possible as that in which meetings are to be convened by the Council.
82. It shall be competent for members to tender to the Council written papers on such questions as are incidental to the profession, and if the Council thinks fit, such papers may be read and discussed at an Annual General Meeting.
83. All General Meetings other than the Annual General Meetings shall be called Extra-ordinary General Meetings.

84. Any member wishing to bring any motion before the Annual General Meeting shall give notice of such motion to the Council not later than fourteen days prior to the day of the meeting, and no such motion shall come before the meeting unless such notice has been given or unless the Council shall see fit to dispense with this Article in any particular case.
85. The Secretary shall, in the case of the Annual General Meeting, send to every member at his registered place of address, with the notice of the meeting, a statement of attendances of members of the Council during the preceding year, and a list of the persons nominated for election as Auditor, or Auditors, and a copy of any motion of which notice has been given as mentioned in the last preceding Rule.
- 85A. As soon as may be after the date specified for receipt of nominations in Article 40 the Secretary shall in like manner circulate a list of the persons nominated for election as members of the Council.
86. The Council may, whenever it thinks fit, and shall, on a requisition made in writing by any group consisting of not less than one-tenth of the members (subject to a minimum of five requisitionists), convene an Extraordinary General Meeting.
87. Any requisition made by members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the company.
88. On receipt of the requisition the Council shall forthwith proceed to convene a general meeting: If it does not proceed to cause a meeting to be held within twenty-eight days from the date of requisitionists being so deposited, the requisitionists may themselves convene a meeting.

PROCEEDINGS AT GENERAL MEETINGS

89. Not less than twenty-one days' notice of every General Meeting, specifying the place, the day and hour of the meeting, and in case of special business, the general nature of such business, shall be given to the members subject as and in manner hereinafter mentioned, but the accidental omission to give any notice to or the non-receipt of any notice by any member, whether by reason of his not having any registered address in Malawi or otherwise, shall not invalidate the proceedings of any meeting.
90. At all General Meetings the President of the Council for the time being, and in his absence the Vice-President of the Council, shall be Chairman, and in the absence of both, the Chairman shall be one of the full members of the Council elected by the members of Council present. In case none of the full members of the Council shall be present or willing to take the chair, the Chairman shall be elected by the full members present from among themselves.
91. Seven full members present personally, shall be a quorum, and unless the quorum requisite shall be present at any General Meeting within half an hour after the time appointed for the meeting, the meeting shall (unless convened on the requisition of members) stand adjourned for a fortnight, and be then held at the same time and place, and the business on the agenda paper, but no other, shall then be disposed of by the full members present in person or by proxy, who shall constitute a quorum. Unless a quorum be present at any General Meeting convened on the requisition of members within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

92. The Chairman of any meeting may, with the consent of the meeting, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of any adjourned meeting unless it is so directed in the resolution for the adjournment.
93. The first business at every General Meeting after the chair is taken shall be the reading of the minutes of the last General meeting, and if the minutes do not appear to the meeting to have been signed according to these presents, they shall on being found or made correct, be signed by the Chairman of the meetings at which they are read.
94. Subject to a poll being demanded, as hereinafter mentioned, every question to be decided by any General Meeting, unless resolved on without dissent or unless otherwise prescribed by the Articles, shall be decided by a majority of the votes of the full members personally present thereat, and qualified according to these presents to vote, by way of show of hands.
95. At any General Meeting (unless a poll on any resolution thereof be demanded by at least three full members immediately on declaration by the Chairman of the meeting of the result of a show of hands thereon) a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the proceedings of the meeting shall be conclusive evidence of the fact so declared, without proof of the number or proportion of the votes given for or against the resolution. Provided always that no poll shall be taken as to the election of a Chairman, or the appointment of scrutineers, or on a question of adjournment and that notwithstanding a demand for a poll the meeting shall continue for the transaction of business other than the question in respect of which a poll has been demanded. The

members demanding a poll may nominate three members to act as Scrutineers on their behalf.

96. On a poll being demanded in manner aforesaid it shall be taken at such time (either at the meeting at which the poll is demanded or within fourteen days after the said meeting) and place and in such manner as the Chairman shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
97. In the case of equality of votes either on a show of hands or at the poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded as the case may be shall be entitled to a further or casting vote.

VOTING AT GENERAL MEETING

98. Every full member shall have one vote at every General Meeting, whether on a show of hands or on a poll.
99. A member qualified to vote, being personally present at any General Meeting, may decline to vote on any question before the meeting, but shall not by so declining be considered absent from the meeting, nor shall his presence invalidate any proxy duly given by him, except as regards any question on which he may vote in person.
100. A member entitled to vote may from time to time appoint as his proxy any other member who is qualified to vote.
101. Every instrument of proxy shall be in writing according to the following form, or as near thereto as circumstances will admit, and shall be signed by the appointer or his attorney and deposited with the Secretary together with the power of attorney (if any) under which is signed at least forty-eight hours before the time for holding the General Meeting or adjourned meeting at which it is to be acted on:

I a full member of "The Society of Accountants in Malawi" hereby appoint (C.D.) or in his absence (E.F.) both full members of the Society, to act as a proxy at the General Meeting of the Society, to be held on the..... day of 2000, and at every adjournment thereof.

Dated this day of2006

Signed

.....

102. No member shall be entitled to be present or to vote, either personally, or by proxy, at any General Meeting, or upon a poll, or to be reckoned in a quorum, who is in arrears with any subscription or sum payable by him to the Society.
103. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting or poll shall be valid. The Chairman at the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

MINUTES OF GENERAL MEETINGS

104. Every entry in the minute book of the proceedings of General Meetings purporting to be entered and signed according to the presents shall, in the absence of proof to the contrary, be deemed to be a correct record and an original proceeding of the Society accordingly; and in every case the burden of proof of error shall be on the person making any objection to the entry.

BYE-LAWS

105. Any bye-laws made by the Council may at any time be annulled or varied by the Council.
106. All bye-laws so made and for the time being in force shall be binding on all members and shall have full effect accordingly.
107. No bye-laws made by the Council or any Committee shall operate so as to abrogate, modify or vary any provisions contained in these presents, and in case of any conflict or inconsistency between any bye-laws so made as aforesaid and these presents such bye-laws shall be inoperative and void to the extent of such conflict or inconsistency.

108. Any bye-laws purporting to make provision for anything which under these presents should be provided for by resolution of the Society in General Meeting shall be inoperative and void to the extent of the provisions purporting to be so made.

NOTICES

109. All notices required by these presents to be given to members shall, unless personally served, be given to the members having registered places of address by sending letters to such addresses through the post.
110. As regards any member who has no registered place of address, a notice posted up in the Registered Office shall be deemed to be well served on him at the expiration of twenty-four hours after it is posted up.
111. All notices shall be signed by, or have printed at the foot thereof, the name of the Secretary, or such other person in his place as the Council shall appoint, except in the case of a meeting convened by members in accordance with these presents, and in that case shall be signed by, or have printed at the foot the names of, the members convening the same.
112. Any such notice sent through the post to the registered address of any member shall be deemed to have been served on him the day after the envelope or wrapper containing the same was posted, and in providing such service it shall be sufficient to prove that such envelope or wrapper was properly addressed and stamped and put into the Post Office.
113. When a given number of days' notice or notices extending over any other period is required to be given, the day of service shall, unless it is otherwise provided be counted in such number of days or other period.

BUSINESS OF THE COMPANY

114. The company is founded for the purposes expressed in the Memorandum of Association.

THE SEAL

115. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Council, specifying the Council members appointed to sign the instrument to which the seal is to be affixed.

WINDING UP

116. If upon the winding up of the Society there remains after the satisfaction of all its debts and liabilities any property or cash whatsoever the same shall not be paid or distributed among the members of the Society but shall be given or transferred to some other society or association having objects similar to the objects of the Society or to a charity to be determined by the members at or before the time of winding up.