



### Logo Description

The depiction of the image of St. Lucia in the logo clearly associates the institute with St. Lucia, as well as initiates the idea of “land”. The brown area representing soil/earth/land, solidifies this idea.

The Building identifies the organization as a central zone or body. The blue reaching lines spread across the image are suggestive of reaching across the island, and is linked to a clearly defined figure of a surveyor, which establishes the relationship between all three main elements – the institute, St. Lucia and the surveyors.

I used bold colours such that the logo would be easily identifiable, and few enough colours that it can be reproduced and used in various media without too much difficulty. The lettering was set in a circle in order to give the logo a complete and enclosed look.

Natalie Preville

September 2003

FORM 1

UNDER THE COMPANIES ACT OF SAINT LUCIA 1996  
(Part 1 s4 et seq.)

**ARTICLES OF INCORPORATION  
NON PROFIT COMPANY**

- 1. Name of Company**                      **2. Company No:**

**THE INSTITUTE OF SURVEYORS ( ST. LUCIA )  
Inc.**

The Institute has no authorised share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the Institute are to be used furthering its undertaking. Each first director of the Institute shall upon incorporation be qualified to be a member of the Institute.

- 3. Restrictions on the undertaking that the Company may carry on:**

The business of the Institute shall be limited to and shall be restricted by the objects specified in the byelaws.

- 4. Number of Directors:**

Eight ( 8 )

- 5. The address of the principal office or premises of the company is:**

The Chambers of Andre Arthur, High Street Castries.

- 6. Restrictions if any on business that the Company may carry on:**

19.1 The directors may from time to time by resolution establish the financial year of the Institute.

Shall not carry on business of Bankers and/or Insurers (except as provided by the Banking Act No. 7 of 1991 and the Insurance Act No. 6 of 1995.)

Enacted this                      day of  
2003

**7. Other provisions if any:**

None

**8. DIRECTORS**

Director

Director

Name	Title	Address	Signature	Date
1. Ronald Gardner	President			
2. Margaret Ann Charles	Vice-President			
3. Earl Cenac	Secretary			
4. Sylvia King	Treasurer			
5. Lester Martyr	Director			
6. Clive Hippolyte	Director			
7. Celsus Baptiste	Director			
8. Desmond Auguste	Director			

**BYE-LAWS OF NON-PROFIT COMPANY  
INCORPORATED UNDER THE COMPANIES ACT 1996**

**THE INSTITUTE OF SURVEYORS ( ST. LUCIA ) Inc.**

**BYE-LAWS**

Bye-Laws relating generally to the conduct of:-

**THE INSTITUTE OF SURVEYORS ( ST. LUCIA ) Inc.**

BE IT ENACTED as the general Bye-Laws of

**THE INSTITUTE OF SURVEYORS ( ST. LUCIA ) Inc.**

(Hereinafter called the “Institute”) as follows:-

**1. INTERPRETATION**

1.1 In this Bye-Laws and all other bye-laws of the Institute unless the context otherwise requires-

**1.1.1 “Act”** means the Companies Act of Saint Lucia 1996 as from time to time amended and every statute substituted therefore and, in the case of such substitution, any references in the bye-laws of the Institute to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

**1.1.2 “Regulations”** means any Regulations made under the Act and every regulation substituted therefore and, in the case of such substitution, any references in the bye-laws of the Institute to provisions of the regulations shall be read as references to the substituted provisions therefore in the new Regulations.

hours after posting if the notice was properly addressed and posted by prepaid mail.

16.6.2 Where the notice is sent by cable or telex, service is deemed to be effected on the date on which the notice is so sent.

16.6.3 A certificate of an officer of the Institute in office at the time of the making of the certificate as to facts in relation to the delivery or sending of any notice shall be conclusive evidence of those facts.

**17. CHEQUES, DRAFTS AND NOTES**

17.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers and in such manner as the directors may from time to time designate by resolution.

**18. EXECUTION OF INSTRUMENTS.**

18.1 Contracts, documents or instruments in writing requiring the signature of the Institute shall be signed by:-

The President or Vice President together with the Secretary and the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Institute without any further authorisation or formality.

18.2. In the absence of the President or Vice President, the directors shall have power from time to time by resolution to appoint any other directors of the Institute to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

latest notice filed under section 69 or 77 of the Act, and to the auditor at his business address.

**16.2 Waiver of Notice:** Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**16.3 Undelivered Notices:** If a notice or document is sent to a member by registered mail in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he informs the Institute in writing of his new address.

**16.4 Signatures of Notices:** The signature of any director or officer of the Institute to any notice or document to be given by the Institute may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

**16.5 Computation of Time:** Where a notice extending over a number of days or other period is required under any provisions of the articles or the bye-laws the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

**16.6 Proof of Service:** Where a notice required under paragraph 18.1 hereof is delivered personally to the person to whom it is addressed or delivered to his address as mentioned in paragraph 18.1 hereof, service shall be deemed to be at the time of delivery of such notice.

16.6.1 Where such notice is sent by post, service of the notice shall be deemed to be effected forty-eight

**1.1.3 “Bye-Laws”** means any bye-law of the Institute from time to time in force;

**1.1.4 “Surveying”** includes inter alia: land surveying & mapping; valuation and land economy; quantity surveying; building surveying; geomatics and hydrographic surveying.

1.1.5 All terms contained in the bye-laws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and

1.1.6 The singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word “person” includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word “individual” means a natural person.

## **2. REGISTERED OFFICE**

2.1 The registered office of the Company shall be at The Chambers of Andre Arthur, High Street, Castries in Saint Lucia or at such address as the directors may fix from time to time by resolution.

## **3. SEAL**

3.1 The common seal, when effected, shall be the common seal of the Institute.

## **4. OBJECTS, SHARE CAPITAL & PROFITS**

4.1 The Institute shall engage in the following:-

- 4.1.1 Advance the practice of the sciences and technologies of land surveying & mapping; valuation and land economy; quantity surveying; building surveying, geomatics and the development of information systems for the proper management of the land and marine resources of Saint Lucia and any other branch of surveying recognized by the Institute.
- 4.1.2 Collect and disseminate information relating to the science of surveying and to other sciences incidental thereto by lectures, discussions, publications, conferences with public bodies and individuals or otherwise.
- 4.1.3 Consider all questions affecting the interests of the profession, and if necessary, to petition Parliament or other body or private deputations in relation to general measures affecting the profession, and to procure changes of law or practice, and promote improvements in the principles and administration of the law affecting the qualification, examination, training, licensing and registration of Surveyors.
- 4.1.4 Encourage and ensure that the profession of Surveying shall be conducted in an honourable and becoming manner, and restrain and discourage all conduct which is discreditable, dishonourable, or unbecoming of the members of such profession, and by any lawful means procure the exclusion from such profession of any persons guilty of conduct rendering them unfit to be members thereof.

members, the persons present may adjourn the meeting to a fixed time and place but may not transact any other business.

**14.8.1 Resolution in lieu of meeting:**

Notwithstanding any of the foregoing provisions of this bye-law a resolution in writing signed by all the members on that resolution at a meeting of the members is, as valid as if it had been passed at a meeting of the members.

**15. COMMITTEES**

15.1 The directors may from time to time as deemed necessary appoint committees consisting of such number of directors or members as may be deemed desirable and may prescribe their duties.

15.2 Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the directors, two (2) members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

**16. NOTICES**

16.1 Method of giving Notice: Except as otherwise provided, any notice or other document required by the Act, the Regulations, the Articles or the Bye-laws to be sent to any member, director or auditor maybe delivered personally or sent by registered mail and/or telex to any such person at his latest address as shown in the records of the Institute and to any such director at his latest address as shown in the records of the Institute or in the

majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

14.6.3 When the President and the Vice-President are absent, the persons who are present and entitled to vote shall choose another director as chairman of the meeting; but if no director is present or all the directors present decline to take the chair, the persons who are present and entitled to vote shall choose one of their number to be chairman.

**14.7 Adjournment:** The chairman of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting for which no notice is required.

**14.8 Quorum:** A quorum for the transaction of business at any meeting of the members shall be **fifteen** (15) persons present in person. If a quorum is present at the opening of any meeting of the members, the members present may proceed with the business of the meeting notwithstanding the fact that a quorum is not present throughout the meeting. If a quorum is not present within **thirty** (30) minutes of the time fixed for a meeting of

4.1.5 Generally to support and protect the character, status and interests of the profession of surveying;

4.1.6 The Institute has no authorised share capital and the objects of the Institute shall be carried on without pecuniary gain to any of its members.

4.1.7 The income and property of the Institute shall be applied solely towards the promotion of the objects of the Institute. Any profits or other accretions to the Institute are to be used for furthering the objects of the Institute.

## 5. MEMBERS

5.1 There shall be five classes of membership namely:-

**5.1.1 Fellow member,** being individuals who have provided not less than 20 years distinguished service to the surveying profession in St. Lucia, and in addition have publicly contributed to and promoted the advancement of Surveying,

**5.1.2 Honorary members,** being those individuals who accept election as honorary members upon the invitation of the Directors in recognition of their long-standing practice and/or contribution to the development of the surveying professions. An Honorary member shall be under no obligation to pay any subscription or make any donation to the funds of the Institute and shall not be entitled to vote at meetings of the Institute.

**5.1.3 Ordinary members,** being those individuals who satisfy the academic qualifications which may be prescribed from time to time by a committee appointed by the Directors and have

been actively involved in the practice of professional surveying for a minimum of two years shall be eligible to become a Member of the Institute.

**5.1.4 Affiliate members**, being those individuals who satisfy the academic qualifications which may from time to time be prescribed by the Committee of Management and who are non-resident, but shall not be entitled to vote at meetings of the Institute.

**5.1.5 Technician members**, being those individuals who satisfy the academic and/or practical qualifications which may be prescribed from time to time by a committee appointed by the Directors and are actively involved with the profession at a technician level under the supervision or direction of a Fellow, Ordinary or Affiliate Member, shall be eligible to become a Technician Member of the Institute, but shall not be entitled to vote at meetings of the Institute.

**5.1.6 Student members**, being those individuals who are actively pursuing a course of study leading to an academic qualification acceptable to the Board shall be eligible to become a Student Member of the Institute, but shall not be entitled to vote at meetings of the Institute.

5.2 An application for membership shall be made to the Secretary of the Institute upon such form as the Directors shall from time to time prescribe and shall be supported by such evidence as may be required.

5.3 Each first director of the Institute if qualified shall be eligible to be a member on its incorporation.

**14.3 Notice**: Notice stating the day, hour and place of meeting shall be given by publishing such notice in electronic or print media of Saint Lucia and by service in writing to each Member of the Institute, not less than twenty-one days before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting.

**14.4 Waiver of Notice**: A member may in any manner waive notice of a meeting of members and attendance at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**14.5 Omission of Notice**: The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or director of the Institute shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

**14.6 Votes**: Every question submitted to any meeting of members shall be decided in the first instance by a show of hands.

14.6.1 At every meeting at which he is entitled to vote, every member who is present in person and in good standing shall have one vote on a show of hands.

14.6.2 At any meeting, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular

## 14. MEETINGS OF MEMBERS

**14.1 Annual Meeting** – The Annual Meeting of the members shall be held on a day in April and at such time as the directors may by resolution determine at any place within Saint Lucia. At each Annual General Meeting the Board shall present a written report of its proceedings since the last annual general meeting, signed by the President and Secretary, receive the report of the Committees, receive the statement of current accounts and present audited accounts of the Institute covering the last financial year ending on the 31<sup>st</sup> December certified by the Auditor.

**14.2 Special Meetings:** Special meetings of the members may be convened by order of the President, the Vice-President or by the directors at any date and time and at any place within Saint Lucia.

14.2.1 Special meetings of the members may be convened by requisition. The requisition must state the purposes of the meeting and must be signed by no less than five requisitionists who must be members of the Institute and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more of the requisitionists.

14.2.2 If the directors do not, within twenty-one days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

5.4 A Membership Committee appointed by the Directors shall decide membership of the Institute. Membership is subject to confirmation by all members of the Board of Directors.

5.5 Persons who hold any of the following offices, namely: President, Vice President, Treasurer and Secretary shall be either Fellow or Ordinary Members of the Institute.

5.6 The interest of a member in the Institute is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the bye-laws of the Institute.

## 6. ANNUAL FEES

6.1 The annual subscription shall be determined annually by the Directors and shall be confirmed at the Annual General Meeting.

6.2 All annual subscriptions (except the first subscription of a new member) shall be payable on or before the fifteenth day of April of each year.

## 7. MEMBERSHIP APPLICATION FEES

7.1 The Membership Application fee shall be such sum as the Directors may from time to time determine.

## 8. CESSATION OF MEMBERSHIP

8.1 Any member may withdraw from membership by giving fourteen (14) days notice to the Secretary in writing to that effect and thereupon he shall cease to be a member, and provided such notice is given before the 15<sup>th</sup> day of January in any year shall not be liable to pay the subscription for that year.

8.2 If any member (who is liable to pay an annual subscription) shall fail to pay the same within six (6) months after the same shall become due, the Directors may order his name to be struck off the list of members whereupon he shall cease to be a member of the Institute, always provided that written notice has been issued to such member.

8.3 If any member refuses or neglects to comply with the provisions of the bye-laws or conducts himself in a way which in the opinion of the directors is or maybe injurious to the Institute, the Directors may by notice in writing call upon him to resign. If such member when called upon to resign does not do so within twenty-eight (28) days of the receipt of such notice then (provided he is first given an

opportunity of being heard by the Directors) he may forthwith be expelled by the Directors after a resolution for this purpose has been passed by a majority of not less than two thirds of the members present and voting at a specially convened meeting of the members.

8.4 Subject to paragraph 8.1 of this Bye-Laws, a member resigning or expelled under paragraph 8.3 or whose name is struck off pursuant to paragraph 8.2 of this bye-law shall nevertheless remain liable for all moneys then due from such Member to the Institute.

## 9. EXECUTIVE OF THE INSTITUTE

9.1 The Executive Board of the Institute shall consist of a President, a Vice President, a Treasurer, a Secretary and four (4) other qualified Members of the Institute who shall be elected annually at the Annual General Meeting of the Institute.

(vii) unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Institute and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(viii) Nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or Regulations made thereunder or relieve him from liability for a breach thereof.

(ix) The directors for the time being of the Institute shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Institute, except such as are submitted to and authorised or approved by the directors.

(x) If any director or officer of the Institute is employed by or performs service for the Institute otherwise than as a director or officer or is a member of a firm or a shareholder, director or an officer of a body corporate which is employed by or performs services for the Institute, the fact of his being a member, director or officer of the Institute shall not disentitle such director or officer or such firm or body corporate, as the cast may be, from receiving proper remuneration for such services.

passed at a meeting of the directors or any committee of the directors.

### 13. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

13.1 No director or officer of the Institute shall be liable to the Institute for:-

- (i) the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
- (ii) any loss, damage or expense incurred by the Institute through the insufficiency or deficiency of title to any property acquired by the Institute or for or on behalf of the Institute;
- (iii) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Institute shall be paid out or invested;
- (iv) loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, with whom any moneys, securities or effects shall be lodged or deposited;
- (v) any loss, conversion, misapplication or misappropriation of any damage resulting from any dealings with any moneys, securities or other assets belonging to the Institute;
- (vi) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto;

9.2 At least three members of the Executive Board shall each represent one of the three major fields of surveying of the Institute, namely Land Surveying, Quantity Surveying and Valuation Surveying. Such member shall be nominated and elected at the Annual General Meeting of the Institute by the members of that individual field or discipline unless the membership attending the Annual General Meeting decide to the contrary.

9.3 In the case of a casual vacancy in any of the offices, the directors shall appoint one of their number to fill such casual vacancy until the next general meeting.

9.4 In case the absence or inability to act of the President or Vice President or any other officer of the Institute for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or any director for the time being, provided that a majority of the board of directors concur therein.

**9.5 The President:** The President shall, if present, preside at all meetings of the directors and members; shall sign all instruments which require his signature and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the directors.

**9.6 The Vice-President:** The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice President shall have such powers and duties as may from time to time be assigned to him by the directors.

**9.7 The Secretary:** The Secretary shall, when present, act as Secretary of all meetings, shall have charge of the

minute books of the Institute and the documents and registers referred to in Section 177 of the Act and shall perform such other duties, as the directors require of him.

**9.8 The Treasurer:** The Treasurer shall have the care and custody of all the funds and securities of the Institute and shall deposit the same in the name of the Institute in such bank or banks or with such depository or depositories as the directors may direct and shall perform such other duties as the directors require of him. He may be required to give such bond for the faithful performance of his duties as the directors in their uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Institute to receive any indemnity thereby required.

## **10. DIRECTORS**

10.1 The Directors of the Institute shall comprise the Members of the Executive Board.

10.2 Candidates for election as a director shall be proposed and seconded by members entitled to vote at general meetings of the Institute.

10.3 If a casual vacancy occurs other than in any of the offices, the directors may appoint an ordinary member of the Institute to fill the vacancy.

**10.4 Powers:** The affairs of the Institute shall be managed by the directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Institute and are not by the bye-laws or any special resolution of the Institute or the Act expressly directed

being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.

**12.4 Quorum:** Five Members of the Executive Board shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum may exercise all the powers of the directors. No business shall be transacted at a meeting of the Board unless there is a quorum.

12.4.1 A director may, if all the directors consent, participate in a meeting of directors or of any committee of the directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.

**12.5 Voting:** Questions arising at any meeting of the directors shall be decided by a majority of votes. In case of any equality of votes the chairman of the meeting in addition to his original vote shall have a second or casting vote.

**12.6 Resolution in lieu of meeting:** Notwithstanding any of the foregoing provisions of this Bye-Laws a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors or any committee of the directors is as valid as if it had been

## 12. MEETING OF DIRECTORS

- 12.1 Place:** Meetings of the directors and of any committee of the directors may be held either at the registered office or at any other place within Saint Lucia.
- 12.2 Convener:** A meeting of directors may be convened by the President, the Vice-President, or any two directors at any time and by the Secretary on the direction of any such officer. Any two directors may convene a meeting of directors.
- 12.3 Notice:** Subject to section 79 (1) of the Act the notice of any meeting of the directors need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 16.1 hereof not less than two days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. A director may in any manner waive notice of a meeting of the directors and attendance of a director at a meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 12.3.1 It shall not be necessary to give notice of a meeting of the directors to a newly elected or appointed director for a meeting held immediately following the election of directors by the members or the appointment to fill a vacancy among the directors.
- 12.3.2 Meetings of the directors may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting

or required to be done by the Institute at a general meeting of the Institute.

10.4.1 In addition to any powers which the Directors may have they may exercise the following powers in furtherance of the objects of the Institute:-

- a. Raise funds and to invite and receive contributions, provided that in raising funds the Institute shall not undertake any substantial permanent trading activities;
- b. Sell, lease, or otherwise dispose of all or any part of the Institute's property;
- c. Invest the funds of the Institute in any of the investments for the time being authorised by resolution of the members for the investment of the Institute's funds.

**10.5 Qualification:** A director shall be an Ordinary Member or Fellow Member of the Institute.

**10.6 Term of Office:** Unless otherwise determined, a director's term of office shall, subject to the provisions, if any, of the Articles of Incorporation of the Institute, be from the date of the meeting at which he is elected or appointed until the conclusion of the annual general meeting next following or until his successor is elected or appointed.

**10.7 Removal from Office:** The members of the Institute may, by ordinary resolution at a special meeting, remove any director from office.

**10.8 Vacancy Filled:** A vacancy created by the removal of a director may be filled at the meeting at which the director is removed from office.

10.8.1 If the vacancy is not filled under paragraph 10.8 it may be filled by the directors.

10.8.2 A director elected or appointed pursuant to paragraph 10.8 or 10.8.1 holds office for the un-expired term of his predecessor.

**10.9 Remuneration:** The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

**10.10 Vacating of Office:** The office of a director of the Institute shall be vacated:-

- (i) if by notice in writing he resigns from his office;
- (ii) if he ceases to be a member of the Institute;
- (iii) if he does not attend four consecutive meetings of the directors, unless the directors otherwise determine.
- (iv) If he is removed from office in accordance with paragraph 10.7;
- (v) If he becomes bankrupt or suspends payment or compounds with his creditors or makes an unauthorised assignment or is declared insolvent;
- (vi) If he is found to be suffering from a mental disorder or becomes of unsound mind;

- (vii) If he is convicted of any criminal offence involving fraud or dishonesty.

## 11. DUTIES OF DIRECTORS

**11.1 Duty to keep accounts and audit.** Directors responsible for or in charge of any funds or monies of the Institute shall keep accounts and produce them to the members at annual general meetings. Such accounts shall be audited or examined by independent auditors once every year.

**11.2 Director must not profit from his office.** The rule is that a director must not make a profit for himself out of his office. The rule does not depend on fraud, dishonesty or bad faith on the part of the director but on the mere fact that a profit has been made.

**11.3 Director purchasing Institute property.** A director may not, except with the approval of the members of the Institute, purchase any property acquired by the Institute. Purchases of Institute property by directors that are not authorised in the manner provided shall be void.

**11.4 Director competing with Institute and using information.** A director should not put himself in the position where he might gain for himself the benefit of any goodwill acquired by the Institute or useful information. A director may be restrained from carrying out a business in competition with the Institute and will be accountable for all profits made by using information gained in his fiduciary capacity.