



**CODE OF CONDUCT
FOR MEMBERS OF COUNCIL
AND
TRIBUNALS AND COMMITTEES OF ICATT**

Effective January 1, 2018

Introduction

This Code of Conduct sets out the general expectations of the Institute of Chartered Accountants of Trinidad and Tobago (ICATT) for members of Council, Tribunals and Committees of Council, and describes standards of ethical behavior that each member is expected to uphold. It does not address every situation that may be encountered, and is not a substitute for a Member of Council's/Tribunals/Committee's exercise of good judgment and common sense.

Any Member who has a question about a particular circumstance that may implicate a provision of this Code should address the question with the President, who may consult with legal counsel as appropriate.

1. Purpose and Application:

- 1.1 The purpose of this document (Code) is to record the minimum standards of conduct required of all members of Council/Tribunal/Committee in carrying out their duties and responsibilities as members.
- 1.2 Council has approved this Code and agreed to be bound by it. Consequently, Council may approve updates or amendments to this Code from time to time.
- 1.3 Some of the standards expressed in this Code summarise, or are otherwise broadly consistent with ICATT's Rules and Regulations, Act 33 of 1970 and The International Federation of Accountants (IFAC), Handbook of the Code of Ethics for Professional Accountants. As such, this Code does not purport to be an exhaustive statement of statutory and general law duties.
- 1.4 This Code includes guidelines on the application of the core standards expressed in it. These guidelines are intended to assist Members in complying with these standards.
- 1.5 Nothing in this Code requires or permits a Member to act in a way which would be a breach of any duty owed by that Member or which would be unlawful.
- 1.6 This Code is in addition to any other charter, policy, protocol or code of conduct from time to time approved by Council.

2 Duties

2.1 **Good Faith:** As a fiduciary, a member must act honestly, in good faith in the best interests of the Institute as a whole and for a proper corporate purpose.

- (a) A member must not prefer, promote or protect the interests of any other Members or the Member's personal or commercial interests at the expense of the best interests of the Institute as a whole.
- (b) Members must exercise the powers granted to them for the purpose for which they were given, rather than a collateral purpose. For example, a Member must not directly or indirectly use his or her powers to protect their own position or perpetuate their own control or the position or control of other members.

2.2 **Care and Diligence:** A member must exercise his/her powers and discharge his/her duties with a degree of care and diligence that a reasonable person would exercise if they were a member in the same circumstances.

In the discharge of their duties and exercising of judgment, a Member must:

- (a) make the judgment in good faith for a proper purpose; and
- (b) not have a material personal interest in the subject matter of the judgment; and
- (c) inform himself or herself about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
- (d) rationally believe that the judgment is in the best interest of the Institute. (The belief that a judgment is in the best interest of the Institute is a rational one unless the belief is one that no reasonable person in the Member's position would hold).

2.3 **No Misuse of Information:** A member must not make improper use of information acquired as a member to gain an advantage for himself or someone else or to cause detriment to the Institute.

2.4 **No Misuse of Position:** A member must not take improper advantage of his/her position as a member to gain an advantage for himself or someone else or to cause detriment to the Institute.

3 Conflicts of Interest

- 3.1 **Conflict rule:** A member must not place himself or herself in a position where there is a real and sensible possibility of conflict between his or her personal or business interests, the interests of any associated person, or his or her duties to any other entity on the one hand, and the interests of the Institute or his or her duties to the Institute on the other.
- 3.2 **Notification of Material Personal Interest:** A member who has a material personal interest in a matter that relates to the affairs of the Institute must notify the other Members of the nature and extent of the interest unless the Member is not required. A Member of Council who has a material personal interest in a matter that is being considered at a Council or Committee meeting must not vote on the matter or be present while the matter is being considered unless:
- (a) the interest is not required to be disclosed; or
 - (b) approval for participation is obtained from the remaining members of the Council.
- 3.3 **Notification of Other Conflicting Interests:** A member who holds any office or possesses any property which, whether directly or indirectly, conflicts or may create a conflict with his or her duties or interests as a member of Council must give to the other members a standing notice of the nature and extent of that interest and ensure that such notice remains effective in relation to that interest. Where a member has an interest in a matter that is not required to be notified under this paragraph or under paragraph 3.2, the member may (but is not obliged to) give to the other members a standing notice of the nature and extent of that interest.

The notice may be given at any time and whether or not the matter relates to the affairs of the Institute at the time the notice is given. A standing notice will cease to have effect in the circumstances specified in the guideline to paragraph 3.2 above.

- 3.4 **Actions Where Conflict Arises:** Apart from the obligation to notify the other members of any material personal interest or other actual or potential conflicting interests under paragraphs 3.2 and 3.3, the action which a member should take if he or she is faced with an actual or potential conflict of interest or duties in relation to a particular matter being considered by Council will depend on the nature and circumstances of the conflict. It may include abstaining from voting on the matter and absenting himself or herself from all Council deliberations relating to the matter.

- 3.5 **Corporate Opportunities:** A member must not divert to the member or to any associated person a maturing business opportunity which the Institute is pursuing.
- 3.6 **Gifts, Entertainment etc:** A member must not solicit or accept benefits, entertainment or gifts in exchange for, or as a condition of, the exercise of the member's duties or as an inducement for doing any act associated with the member's duties or responsibilities. In general, a member may accept gifts, hospitality or other benefits associated with the performance of their official duties if such gifts, hospitality or other benefits:
- (a) are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;
 - (b) would not comprise the integrity of the Institute
 - (c) are not likely to be regarded as compromising the member's ability to carry out his or her duties in an impartial manner.
- 3.7 **No Bribes etc:** A member must not solicit or accept any bribe, secret commission or illegal inducement of any kind.

4 **Conduct at Council, Tribunals and Committee Meetings**

- 4.1 **Decisions:** A Member must bring an open and independent mind to Council, Tribunals and Committee meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes, in good faith and on reasonable grounds, to be in the best interests of the Institute as a whole.
- 4.2 **Debate:** An opportunity must be provided for a Member to put his or her views on issues before Council, Tribunal or a Committee on which he or she sits. While members must treat each other with courtesy and observe the other rules in this Code, members should be able to engage in vigorous debate on matters of principle.

5.1 **Confidential Information:** Confidential information (including the contents of Councilor Committee papers and any document which is referred to in, or relates to, any of them) received by a member in the course of the exercise of the Member's duties remains the property of the Institute from which it was obtained. Accordingly, a member must not disclose such confidential information, the content of discussions and any decisions, resolutions, recommendations or directives made or given at council or committee meetings or any confidential communications between the Institute and the members or between some or all of the Members in relation to the affairs of the Institute, or allow any of the foregoing to be disclosed, unless that disclosure:

- (a) has first been duly authorized by Council; or
- (b) is made in accordance with the Media and Communications Protocol; or
- (c) is required by law or by any notice, order or regulation of any regulatory authority which is binding on the Member; or
- (d) is made to such employees, agents or advisers who have a legitimate interest in the subject of the disclosure and on the basis that the information being disclosed is to remain confidential; or
- (e) is made by the President but only where the President honestly and reasonably believes that such disclosure would not constitute a breach of the President's statutory or general law duties as President.

The above restrictions on the disclosure in the public arena, whether through the media or otherwise, of confidential information and communications and the content of discussions at council or committee meetings are of fundamental importance. All members must feel free to discuss without inhibition their views on issues before Council. Likewise members must feel confident that commercially sensitive and potentially controversial issues concerning the business and affairs of the Institute can be fully and frankly canvassed in council and committee meetings without risk of later unauthorized ventilation in the public arena.

- 5.2 **No False or Misleading Information:** A member must not knowingly or recklessly disseminate false or misleading information about the Institute, any other member or officer of the Institute or the content of any discussions or decisions at any council or committee meeting or any communications between the Institute and the members or between some or all of the members in relation to affairs of the Institute
- 5.3 **Media and Communications Protocol:** A member must comply with all *Media and Communications Protocol* that may be established by Council from time to time

6 Professional Integrity

- 6.1 **Courtesy:** A member must not be discourteous towards fellow members or staff or make personal attacks on a fellow member or a member of staff, whether at council, committee or other internal meetings or in discussion with others or in public statements.
- 6.2 **No Prejudicial Actions or Statements etc:** A member must not engage in conduct, or make any public statement, likely to prejudice the Institute's business or likely to harm, defame or otherwise bring discredit upon or denigrate the Institute or any of the Members or employees of the Institute.
- 6.3 **Dealings with Other Members:** A member must not engage in conduct, including by way of threats of court action against another member or other members personally, which is calculated or intended to intimidate those other Members from supporting or seeking to further a policy, proposal or other matter which those other members may support or are supporting in discharge of their duty to act in what they honestly believe to be the best interests of the Institute as a whole.

7 Corporate Governance

- 7.1 **Co-operation:** A member shall, unless exempted by Council, co-operate in corporate governance procedures from time to time prescribed by Council including periodic appraisals of the performance of Council.
- 7.2 **Time Commitment:** A member must devote such time as is necessary to carry out the duties of the Member as determined by Council.

8 Adherence to Code

- 8.1 A member must, at all times, comply with the spirit, as well as the letter, of the Act and of the standards set out in this Code.

9 Complaints, Breaches and Sanctions

- 9.1 **Introduction:** If this Code is to be adhered to, there must be sanctions which can be imposed in respect of breaches. Such breaches may be relatively minor and warrant only a caution or reprimand, or they may be very serious and warrant the removal of the relevant member.
- 9.1 **Complaints:** An allegation that a Member has breached this Code (**complaint**) may only be made by the following persons:
- (a) A Member of Council
 - (b) The Secretary of the Institute.
 - (c) Senior Managers who ordinarily report to the President or the General Manager.
- 9.2 **Complaints Handling Process:** A complaint shall be dealt with in accordance with the procedures set out below:
- (a) A Complaint must:
 - i. Be in writing
 - ii. Be addressed to the President
 - iii. Contain details and particulars of the alleged breach;
 - iv. Specify which section(s) of the Code that has/have been breached;
 - v. Include any supporting available material and documentary evidence
 - (b) **Complaint Review:** Council shall consider how serious the contravention of the Code is and may escalate a matter to the Investigations Tribunal in accordance with the Rules of the Institute
 - (c) The Investigations Tribunal of ICATT shall review the complaint with a view to determining if:
 - i. The complaint is trivial, vexatious or frivolous and does not need further action. In this case, the President shall respond to the complainant in writing advising of his determination and that no further action is needed in the matter.

- ii. The complaint is serious enough to warrant further investigation. In this case the President must inform the relevant member in writing and provide him with a copy of the complaint.
- iii. The member must be given no less than seven and no more than twenty-one business days to respond to the complaint.
- iv. After receiving and considering the relevant members response, the Investigations Committee may;
 - a) Dismiss the complaint (Informing both the complainant and relevant member of his/her decision).
 - b) Refer the matter to the Disciplinary committee for further investigation and determination.
- v. During investigation by the Disciplinary Tribunal, the relevant member must be notified in writing and has a right to be heard in the matter.
- vi. The Disciplinary Tribunal shall determine if a breach has occurred by majority decision and shall make recommendations to the Council to either dismiss the matter entirely or impose sanctions on the Relevant Member in accordance with the code.
- vii. The final decision for dismissal of the matter shall lie with the Investigations or the Disciplinary Tribunal. Sanctions shall be in accordance with the Rules of ICATT

10 Definitions and Interpretation

10.1 **Definitions:** Unless the context indicates otherwise,

- (a) words and expressions that appear in this Code have the same meanings as they have in the Companies Act 1995 (Act No. 35 of 1995);
- (b) the following words and expressions have the meanings set out opposite them:

Business Day means Monday to Friday, excluding a Saturday, a Sunday or a public holiday in Trinidad & Tobago.

Institute: The Institute of Chartered Accountants of Trinidad & Tobago.

Media and Communications Protocol means the protocol regulating the making of statements to, and other dealings with, the media and other public communications in relation to the affairs of the Institute from time to time approved by Council.

Relevant Member means the member about whom a complaint is made.

**Acceptance of Terms and Conditions of the
ICATT Code of Conduct for Members of Council, Tribunals and Committees of ICATT**

I have read and understood the Institute of Chartered Accountants of Trinidad and Tobago (ICATT) Code of Conduct for members of Council, Tribunals and Committees of ICATT, accessible at: http://icatt.org/system/documents/Code_of_Conduct_for_Members_of_Council_and_Committees_of_Council.pdf, and agree to abide by the provisions set out in the Code of Conduct at all times during my tenure on Council, Tribunals and Committees of ICATT.

Name: _____ (please print)

Signature: _____

Date: _____

To: The Chief Executive Officer
The Institute of Chartered Accountants
of Trinidad & Tobago (ICATT)
PRESENT