



ICAI OHIO (USA) CHAPTER

CONSTITUTION AND BYELAWS

An Overseas Chapter of The Institute of Chartered Accountants of India
In the United States of America

Adopted and effective: July 26th, 2026

*Framed in accordance with the Guidelines of the
Council of ICAI for Accreditation and Functioning of Chapters Outside India*

INDEX / TABLE OF CONTENTS

Preamble	4
Article 1: Name and Location	5
Article 2: Objects of the Chapter	5
Part 1 – Definitions and Interpretation	6
1.1 Definitions.....	6
1.2 Conflict with the Guidelines, Act or Regulations.....	6
Part 2 – Membership.....	6
2.1 Classes of Membership	6
2.2 Voting Membership (Primary Chapter Member).....	6
2.3 Non-Voting Membership (Associate / Affiliate Member).....	7
2.4 Annual Membership Dues	7
2.5 Standing of Members.....	7
2.6 Duties of Members	7
2.7 Ceasing to be a Member	7
2.8 Discipline and Expulsion.....	8
2.9 No Distribution of Income to Members.....	8
Part 3 – General Meetings of Members.....	8
3.1 Annual General Meeting	8
3.2 Special and Extraordinary General Meetings.....	8
3.3 Notice of General Meetings	8
3.4 Quorum	9
3.5 Conduct of Meetings and Voting.....	9
Part 4 – Managing Committee (Board of Directors).....	9
4.1 Constitution of the Managing Committee	9
4.2 Qualification of Directors.....	9
4.3 Duration and Term of the Managing Committee	9
4.4 Casual Vacancies.....	10
4.5 Ceasing to be a Director	10
4.6 Removal of a Director	10
Part 5 – Election Process.....	10
5.1 Conduct of Elections.....	10
5.2 Returning / Polling Officer and Election Committee	10
5.3 Eligibility to Vote and Contest	11
5.4 Nominations	11
5.5 Balloting, Counting and Declaration.....	11
5.6 Consequences of Non-Compliance and Elections by Consensus.....	11
Part 6 – Meetings of the Managing Committee.....	12
6.1 Calling and Notice of Meetings	12
6.2 Frequency and Quorum.....	12
6.3 Resolutions and Voting.....	12
Part 7 – Office Bearers.....	12
7.1 Designations and Election	12
7.2 Eligibility – Compulsory Annual Membership Dues	12
7.3 Term and Re-election	13
7.4 Role of the Chairman.....	13
7.5 Role of the Vice-Chairman.....	13
7.6 Role of the Secretary	13
7.7 Role of the Treasurer.....	14

Part 8 – Advisory Committee.....	14
Part 9 – Duties and Functions of the Managing Committee.....	14
Part 10 – Finance and Accounts	14
10.1 Self-Supporting Status and Funds	14
10.2 The Fund and its Utilization	15
10.3 Bank Account and Signing Authority	15
10.4 Financial Year, Accounts and Audit	15
Part 11 – Property.....	15
Part 12 – CPE, Non-CPE and Joint Events	15
Part 13 – Inspection of Documents and Records	16
Part 14 – Remuneration, Indemnification and Insurance	16
14.1 Remuneration of Directors	16
14.2 Indemnification and Insurance	16
Part 15 – Inactive Board.....	16
Part 16 – Amendments to the Constitution and Byelaws	16
Part 17 – De-accreditation	17
Part 18 – Location.....	17
Part 19 – Dissolution	17
Part 20 – Miscellaneous.....	17
Appendix 1 – Oath of Office	18
Appendix 2 – Managing Committee Candidate Profile	19

Preamble

These Byelaws, together with the Constitution set out herein, govern the establishment, organization and functioning of the ICAI Ohio Chapter. They are framed in accordance with, and shall at all times be read subject to, the “Guidelines of the Council for Accreditation and Functioning of Chapters Outside India” issued by The Institute of Chartered Accountants of India (“ICAI”), New Delhi, as amended from time to time (the “Guidelines”).

The Chapter is an extended arm of ICAI in its foreign jurisdiction for the limited purposes set out in the Guidelines and shall not represent itself as the Council or any Committee of ICAI. In the event of any conflict between these Byelaws and the Guidelines, the Guidelines shall prevail, and these Byelaws shall be deemed amended to the extent necessary to remove the conflict. The Chapter shall also comply at all times with the applicable laws of the United States of America and the State of Ohio.

CONSTITUTION OF ICAI OHIO CHAPTER

Article 1: Name and Location

1. The name of the entity is the “ICAI Ohio Chapter” and/or ICAI Ohio (USA) Chapter (the “Chapter”). For all promotional and branding purposes the nomenclature prescribed by the Guidelines shall be used.
2. The Chapter is a not-for-profit organization established for the Associate and Fellow members of ICAI, and the operations of the Chapter are to be carried on primarily in the State of Ohio, United States of America.
3. The registered office of the Chapter shall be located at such address in the State of Ohio as the Managing Committee may determine from time to time.

Article 2: Objects of the Chapter

The objects for which the Chapter is established are:

1. To help, support, promote and foster a sense of community, loyalty, fellowship, partnership and professionalism among the members of ICAI.
2. To conduct professional development seminars, Continuing Professional Education (CPE) programs, training and education sessions for Chapter members as well as members of other professional accounting bodies.
3. To conduct regular meetings for the exchange of information on topics of mutual interest, by organizing technical sessions on accounting, auditing, taxation, information technology and other relevant subjects.
4. To establish and maintain a close relationship with ICAI, New Delhi, its Chapters and other organizations having similar interests, so as to attain synergies.
5. To liaise, within the Guidelines of ICAI, with professional bodies in the USA (such as the AICPA and the Ohio Society of CPAs) to increase awareness of ICAI and its members and to promote mutual recognition and reciprocal arrangements.
6. To support and provide guidance to members who wish to attain North American professional accounting designations, and to assist newly arrived members in transitioning to the United States business environment.
7. To disseminate information and provide informal consultation on developments in the accounting profession in the USA, India and at an international level, including changes in accounting standards, regulations, corporate governance and taxation.
8. To assist ICAI, New Delhi in conducting ICAI examinations, creating practical training facilities and locating suitable examination venues in the region, and to undertake student-related activities such as career counselling, as may be advised by ICAI.
9. To raise and manage funds to meet the aims and objects of the Chapter, in a manner consistent with the Guidelines and applicable law.

BYELAWS OF ICAI OHIO CHAPTER

Part 1 – Definitions and Interpretation

1.1 Definitions

In these Byelaws, unless the context otherwise requires:

- (a) “Act” means the not-for-profit corporation law of the State of Ohio in force from time to time, together with all regulations and amendments made thereunder;
- (b) “Board” or “Managing Committee” means the Board of Directors of the Chapter constituted under Part 4;
- (c) “Byelaws” means these Byelaws as altered from time to time;
- (d) “Chapter” means the ICAI Ohio Chapter;
- (e) “Director” or “Board Member” means a member of the Managing Committee;
- (f) “Guidelines” means the Guidelines of the Council of ICAI for Accreditation and Functioning of Chapters Outside India, as amended from time to time;
- (g) “ICAI” means The Institute of Chartered Accountants of India, New Delhi;
- (h) “Office Bearer” means the Chairman, Vice-Chairman, Secretary or Treasurer of the Chapter;
- (i) “Ordinary Resolution” means a resolution passed by a simple majority of the votes cast; and “Special Resolution” means a resolution passed by not less than two-thirds of the votes cast;
- (j) “Voting Member” and “Non-Voting Member” have the meanings given in Part 2.

1.2 Conflict with the Guidelines, Act or Regulations

If there is a conflict between these Byelaws and the Guidelines, the Guidelines shall prevail. If there is a conflict between these Byelaws and the Act or the regulations under the Act, the Act or those regulations, as the case may be, shall prevail.

Part 2 – Membership

2.1 Classes of Membership

There are two classes of membership in the Chapter: Voting Membership and Non-Voting Membership. The classes of membership are aligned with the categories of membership recognized under the Guidelines.

2.2 Voting Membership (Primary Chapter Member)

Any person who is a resident or has a place of work in the USA state of Ohio, Kentucky, Indiana, Michigan, West Virginia and Pennsylvania (connected with land border of Ohio) and who is either an “Associate” or “Fellow” member of ICAI, may become a Voting Member upon signing up the application form and paying the annual membership dues. Voting Members correspond to “Primary Chapter Members” under the Guidelines and alone are entitled to vote at, and contest elections of, the Managing Committee. No proxy voting is permitted.

2.3 Non-Voting Membership (Associate / Affiliate Member)

Any member of a professional accounting body other than ICAI (like AICPA, IMA, CFA etc.), who expresses an interest in the mission, vision and objects of the Chapter, may apply for Non-Voting Membership, subject to approval by the Board. Non-Voting Members may participate in chapter events as permitted by the Guidelines but shall have no voting rights and shall not hold office.

2.4 Annual Membership Dues

Determination and due date. The Board will determine the annual membership dues for all classes of membership. Dues for each calendar year are payable no later than 31st March of that year. The Chapter shall be self-supporting, and its funds shall be raised by subscription from among its members and by permitted sponsorships. Current dues are set at US\$ 50 p.a.

The annual membership dues shall be determined by resolution of the board and communicated to Members before the commencement of the applicable membership year

Compulsory dues for Board members and Office Bearers. Payment of the annual membership dues is compulsory for every Director (Board member) and every Office Bearer of the Chapter. No person shall be nominated for, elected to, appointed to, or continue to hold, a position on the Managing Committee or any office of the Chapter unless that person has paid the annual membership dues for the current fiscal year and remains a Voting Member in good standing. A Director or Office Bearer who fails to pay the annual membership dues by the due date shall be deemed not to be in good standing and shall be ineligible to continue in office until the dues are paid; continued default may, at the discretion of the Board, result in the vacation of office in accordance with these Byelaws.

2.5 Standing of Members

All Members are deemed to be in good standing except Members who have failed to pay their annual membership dues by 31st March in each year, or against whom there is an outstanding disciplinary action by ICAI or any ICAI Chapter. Notwithstanding the foregoing, a newly admitted member who has been nominated for election to the Board by at least two Members in good standing shall be deemed to be in good standing, provided such member's annual membership dues have been paid prior to the commencement of the meeting at which the election occurs.

2.6 Duties of Members

Every Member must uphold the Constitution of the Chapter, comply with these Byelaws and the Guidelines, and conduct themselves in a manner that upholds the dignity of the Chartered Accountancy profession and of ICAI.

2.7 Ceasing to be a Member

Membership in the Chapter terminates when the member: resigns by tendering a written resignation to the Chairman or Secretary; is no longer in good standing; dies; or is expelled in accordance with clause 2.8 or by a Special Resolution of the Members passed at a general meeting. The name of a member who has been removed from the Register of Members maintained by the Council of ICAI shall ipso facto be removed from the Chapter Register, and if such member is on the Managing Committee, that member shall automatically cease to hold office.

2.8 Discipline and Expulsion

The Board has the right to terminate or expel a Member (including a Board Member), after appropriate due diligence and if the Board is satisfied that the Member has been working against the interests of the Chapter and/or the profession, or has indulged in misconduct or unlawful activities, or for any other reason determined by the Board. Before a Member is disciplined or expelled, the Board must send the Member written notice of the proposed discipline or expulsion, including reasons, and give the Member a reasonable opportunity to make representations to the Board.

2.9 No Distribution of Income to Members

The activities of the Chapter shall be carried on without purpose of gain for its Members, and no part of the income of the Chapter shall be paid or otherwise made available for the personal benefit of any Member. Any profits or accretions shall be used solely for promoting the objects of the Chapter.

Part 3 – General Meetings of Members

3.1 Annual General Meeting

The Managing Committee shall call an Annual General Meeting (AGM) within six months from the end of each financial year, at such time and place as the Board may determine. The business of the AGM shall include: approval of the minutes of the previous AGM; receipt of the audited accounts together with the audit report (or self-attested accounts where permitted) and the report of the Managing Committee; appointment of auditors and, if any, legal advisors; election or appointment of Directors where due; and such other business as may be brought before the meeting with the permission of the Chairman.

3.2 Special and Extraordinary General Meetings

In the year succeeding the year of election to the Council of ICAI, a Special General Meeting shall, in addition to the AGM, be called and held between the 1st and 31st day of January for the purpose of holding the election to the Managing Committee. The Secretary shall, on the written requisition of the Board or of at least the minimum number of Voting Members prescribed by the Guidelines, call an Extraordinary General Meeting. Any such requisition shall specify the object of the meeting and shall be signed by the requisitioning Members. The Managing Committee shall convene the Extraordinary General Meeting within four weeks of receipt of a proper requisition; if it fails to do so, the requisitionist(s) may themselves convene the meeting within three months of the requisition.

3.3 Notice of General Meetings

Written notice of the date, time and place of a general meeting, and in the case of special business the general nature of that business, must be sent to every Member at least fourteen (14) days before the meeting and not more than sixty (60) days before the meeting. Notice sent by email to the registered email address provided by the Member shall be sufficient, and posting of the notice on the Chapter website shall amount to receipt by Members.

3.4 Quorum

The quorum for the transaction of business at a general meeting is the lower of one-third (1/3) of the Voting Members or seven (07) Voting Members present. Only Members in good standing are entitled to vote. If, within thirty (30) minutes from the time set for the meeting, a quorum is not present, a meeting convened on requisition shall be dissolved; in any other case, the meeting shall stand adjourned to the same day in the following week at the same time and place, and the Members present at the adjourned meeting, whatever their number, shall constitute a quorum.

3.5 Conduct of Meetings and Voting

The Chairman, or in the Chairman's absence the Vice-Chairman, or in the absence of both any Voting Member elected by those present, shall preside as Chair of the general meeting. Matters are decided by Ordinary Resolution unless a Special Resolution or a higher threshold is required by these Byelaws, the Act or the Guidelines. Voting shall be by show of hands, oral vote or any method that adequately discloses the intention of the Voting Members, except that a secret ballot shall be taken if directed by the Chair or requested by two or more Voting Members. Voting by proxy is not permitted. In the case of an equality of votes, the Chair shall have a casting vote in addition to the Chair's vote as a Member, except that in matters of election of Office Bearers there shall be no casting vote and the matter shall be decided by draw of lots.

Part 4 – Managing Committee (Board of Directors)

4.1 Constitution of the Managing Committee

The affairs of the Chapter shall be governed and its funds administered by a Managing Committee (Board of Directors) elected by the Voting Members. The Managing Committee shall be composed of six (6) to eight (8) Directors where the Chapter has up to 100 Voting Members, and eight (8) to twelve (12) Directors where the Chapter has more than 100 Voting Members, each of whom shall be a Voting Member in good standing. The ICAI Council may nominate a Council member as an ex-officio member or Observer on the Managing Committee.

4.2 Qualification of Directors

A person may not be nominated, elected or appointed to serve, or continue to serve, as a Director if he or she: is less than eighteen (18) years of age; has been found by any court to be incapable of managing his or her own affairs; is an undischarged bankrupt; or has been convicted of an offence that disqualifies a director under the Act. In addition, and as a continuing condition of office, each Director must be a Voting Member (a Chartered Accountant in good standing with ICAI) who has paid the annual membership dues for the current fiscal year in accordance with clause 2.4. Payment of the annual membership dues is compulsory for all Directors.

4.3 Duration and Term of the Managing Committee

In accordance with the Guidelines, the duration of each Managing Committee shall ordinarily be four (4) years from the date of its constitution, and elections shall be held at least once in four years immediately after the election to the Council of ICAI. The Council may, where circumstances so warrant, extend or shorten the duration of any Managing Committee. The tenure of the first Managing Committee elected after establishment of the Chapter may be four years or less,

depending on its date of establishment relative to the ICAI Council elections. Retiring Directors are eligible to seek re-election, provided they continue to be Voting Members in good standing who have paid the current year's dues.

4.4 Casual Vacancies

A casual vacancy arising on the Board by reason of resignation, removal, death, incapacity or any other cause shall be filled within thirty (30) days by the Managing Committee by co-option from among the Voting Members of the Chapter. A Director so co-opted shall hold office for the remainder of the term of the Director whose departure created the vacancy and shall have the same rights as an elected Director. Any member who tenders resignation shall not be eligible to re-contest the election for the next term of the Managing Committee and the one term immediately following. Where a past Chairman resigns after completing the term as Chairman, the resulting casual vacancy need not be filled for the remainder of the term.

4.5 Ceasing to be a Director

A person immediately ceases to be a Director upon: the later of the date of delivery of a written resignation to the Secretary and the effective date stated therein; the expiry of his or her term; ceasing to be qualified under clause 4.2 (including failure to pay the compulsory annual dues); removal under clause 4.6; or death.

4.6 Removal of a Director

A Director may be removed from office at any time by a Special Resolution of the membership. A Director may also be removed by a Special Resolution of the Board if the Director fails to attend three consecutive Board meetings without obtaining a leave of absence from the Chairman or Vice-Chairman, the Secretary having been notified before the meeting. A Director may further be removed by a Special Resolution of the Board if, after appropriate due diligence, the Board is satisfied that the Director has been working against the interests of the Chapter and/or the profession, has indulged in misconduct or unlawful activities, or for any other reason determined by the Board, provided that due process is followed and the affected Director is given an opportunity to be heard.

Part 5 – Election Process

5.1 Conduct of Elections

Elections to the Managing Committee shall be held at a Special General Meeting of the Voting Members between the 1st and 31st day of January, immediately after the election to the Council of ICAI. ICAI may permit elections to be held in December on a request from the Chapter stating specific reasons. Voting shall be by Voting Members (Primary Chapter Members) only, and no proxy or postal ballot shall be allowed.

5.2 Returning / Polling Officer and Election Committee

The Managing Committee shall appoint a Returning / Polling Officer, being a Voting Member within the jurisdiction of the Chapter who is not contesting the election, to conduct the election. The Board may, in addition, appoint an Election Committee from among the Advisory Committee or, in its absence, three (3) Voting Members from the General Body, none of whom shall be

prospective candidates, to be in charge of all arrangements connected with the election, including review of nominations, counting of votes, determination of invalid votes and announcement of results.

5.3 Eligibility to Vote and Contest

A Voting Member whose professional address falls within the USA state of Ohio, Kentucky, Indiana, Michigan, West Virginia and Pennsylvania (connected with land border of Ohio) as per ICAI records on 1st October preceding the date of election, who has paid the membership dues for the fiscal year in which the election is held, and who is in good standing at the end of the previous fiscal year, shall be eligible to vote and to contest the election. A candidate must additionally have been a Member in good standing immediately preceding the election and have demonstrated active involvement in the activities of the Chapter.

5.4 Nominations

The election process shall be initiated at least fifteen (15) days before the date of election. A copy of the election notice and schedule shall be sent to all Voting Members and to the International Affairs Committee of ICAI within three days of issuance. A Voting Member desirous of contesting shall submit a nomination, in writing and signed by two nominators and assented to by the nominee, to the Returning Officer at least ten (10) days before the Special General Meeting, in the form of the Managing Committee Candidate Profile set out in Appendix 2. The Returning Officer shall scrutinize the nominations, allow at least one day for withdrawal, and circulate the final list of eligible candidates to the Members at least five (5) days before the meeting.

5.5 Balloting, Counting and Declaration

Voting shall be by confidential paper ballot cast in person at the Special General Meeting. The empty ballot box shall be shown to candidates and sealed before voting begins. A ballot is valid only if it marks as many candidates as there are vacancies. The counting of votes shall be done on the day of the meeting in the presence of the candidates; the Returning Officer shall announce the names of the elected candidates, and the declaration shall be final. Any tie shall be broken by a draw of lots. Where the number of valid candidates equals or is less than the number of vacancies, the candidates shall be declared elected unopposed. The result shall be intimated to ICAI within three (3) days of declaration, and the ballot papers and related records shall be destroyed at the conclusion of the meeting by resolution.

5.6 Consequences of Non-Compliance and Elections by Consensus

If the notice of election is not received by ICAI, or the election is not conducted as required, the Office Bearers and all members of the Managing Committee shall be construed to have vacated office on completion of their term or on a date specified by ICAI, and the affairs of the Chapter shall be conducted by Voting Members nominated by ICAI for the period specified by it. In any jurisdiction where an election process is not permitted, the Managing Committee may be chosen by consensus among the Voting Members of the Chapter.

Part 6 – Meetings of the Managing Committee

6.1 Calling and Notice of Meetings

A meeting of the Managing Committee may be called by the Chairman or by any two Directors. At least seven (7) days' notice of a Board meeting, together with the agenda, shall be given by the Secretary, unless all Directors agree to a shorter notice period or urgent business requires a shorter notice. The accidental omission to give notice to, or the non-receipt of notice by, a Director shall not invalidate the proceedings. Meetings may be held by physical presence or by virtual means.

6.2 Frequency and Quorum

The Managing Committee shall meet at least four (4) times in each fiscal year. The quorum for the transaction of business at a Board meeting is three (3) Directors or forty percent (40%) of the Directors, whichever is higher, present in person.

6.3 Resolutions and Voting

All questions before the Managing Committee shall be decided by a majority of votes. An ordinary Board resolution may be passed by a simple majority, and a Special Board resolution requires the affirmative vote of not less than two-thirds (2/3) of the Directors. In the case of an equality of votes, the Chairman shall have a second or casting vote in addition to the Chairman's original vote, except that in matters of election there shall be no casting vote. The Chairman, or in the Chairman's absence the Vice-Chairman, or in the absence of both a Director elected by those present, shall preside at Board meetings.

Part 7 – Office Bearers

7.1 Designations and Election

The Managing Committee shall, in the latter half of February each year, elect from among themselves the Office Bearers of the Chapter, namely a Chairman, a Vice-Chairman, a Secretary and a Treasurer. All Office Bearers must be Directors. A Director other than the Chairman may hold more than one office only where no other Director comes forward to hold that office. Directors holding positions on the Board in addition to the offices described in these Byelaws are Directors at large.

7.2 Eligibility – Compulsory Annual Membership Dues

Every Office Bearer must, at all times during the term of office, be a Voting Member in good standing who is a Chartered Accountant in good standing with ICAI and who has paid the annual membership dues for the current fiscal year. Payment of the annual membership dues is compulsory for every Office Bearer and is a continuing condition of holding office. An Office Bearer who fails to pay the annual membership dues by the due date shall cease to be in good standing and shall be ineligible to continue in office until the dues are paid, and continued default may result in vacation of the office in accordance with these Byelaws.

7.3 Term and Re-election

The term of office for Elected Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Elected Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of an Elected Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Elected Director was elected. If, however, the Elected Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such an extraordinary general meeting. Elected Directors may be elected for consecutive terms.

Office bearers The first Managaing committee member shall have full 2 years in their respective roles, especaiilly to establish and grow the new Chapter. Post that, the term(s) of office of each Office Bearer shall be one (1) year, expiring at the meeting of the Managing Committee held in the latter half of February in the following year, by which time the successor Office Bearers shall be elected and assume charge. The Chairman and the Vice-Chairman shall not hold the same office for more than two (2) consecutive years. A retiring Office Bearer is eligible for re-election to any office, provided that a member who has held the office of Chairman shall not again be elected Chairman during the same term unless no other Director comes forward for that office.

7.4 Role of the Chairman

The Chairman shall be the executive head of the Managing Committee and shall be responsible for: coordinating the activities of the other Directors and Office Bearers; appointing all sub-committees and ad hoc committees; presiding over Board and general meetings; calling special Board meetings at the request of not fewer than two Directors or whenever deemed necessary; public and media relations on behalf of the Chapter; and ensuring compliance with the Guidelines of ICAI for the effective functioning of the Chapter. A casual vacancy in the office of Chairman shall not be filled; instead, the Vice-Chairman shall discharge the functions of the Chairman for the remaining period.

7.5 Role of the Vice-Chairman

The Vice-Chairman shall perform the duties of the Chairman if the Chairman is unable to act, and shall carry out such other functions as may be assigned by the Chairman or the Board.

7.6 Role of the Secretary

The Secretary shall be responsible for: issuing notices of general and Board meetings; taking and keeping the minutes of all meetings; conducting the correspondence of the Board; maintaining a register of all Members and Members in good standing; keeping the records of the Chapter in accordance with the Act; making the filings required of the Chapter under the Act; and ensuring compliance with all regulatory requirements of United States law. In the absence of the Secretary from a meeting, the Board shall appoint another individual to act as Secretary for that meeting.

7.7 Role of the Treasurer

The Treasurer shall be responsible for: receiving and banking all monies collected from Members and other sources; keeping true accounts of the assets, liabilities, receipts and expenditure of the Chapter; preparing financial reports for presentation at each Board meeting; preparing the annual financial statements and liaising with the auditors; and making the Chapter's filings respecting taxes and other regulations.

Part 8 – Advisory Committee

The Board shall appoint an Advisory Committee each year, comprising past Chairpersons of the Chapter and other senior and eminent professional members, and may include eminent and successful business persons who help raise the profile of the Chapter. The Advisory Committee shall work closely with the Board, providing advice on governance matters, helping to raise the brand image of ICAI and providing professional contacts. The Board may also constitute one or more sub-committees comprising Voting Members and other volunteers, operating under the delegated authority of the Board, for the smooth conduct of the Chapter's activities.

Part 9 – Duties and Functions of the Managing Committee

The duties and functions of the Managing Committee shall include:

- organizing and conducting CPE programs in accordance with the CPE Guidelines issued by ICAI;
- providing facilities for interaction among Members through regular meetings, talks and lectures, and the dissemination of useful information;
- promoting the events and initiatives of ICAI and of the Government of India as advised by the International Affairs Committee and the Indian Missions abroad;
- making representations to the Council on matters of professional interest and offering suggestions to raise the standard and status of the profession;
- exploring professional and placement opportunities for Members and liaising with accountancy bodies, regulators and the Indian Embassy, while keeping ICAI informed;
- undertaking student-related activities such as career counselling and coaching, and assisting ICAI in creating practical training facilities and locating examination venues;
- promoting the CA curriculum and any other course or curriculum designed by ICAI; and
- carrying out such other functions as may be entrusted by ICAI from time to time.

Part 10 – Finance and Accounts

10.1 Self-Supporting Status and Funds

The Chapter shall be self-supporting. Funds for meeting the expenses of the Chapter shall be raised by subscription from amongst the Members and by sponsorships permitted under the sponsorship guidelines of the CPE Committee of ICAI. The Chapter shall not be eligible to receive any grant or financial assistance from ICAI, save that reimbursement of expenses incurred under

instructions from ICAI may be considered on a case-to-case basis. The Chapter shall not raise funds from any source that may harm the reputation of ICAI or bring disrepute to the profession.

10.2 The Fund and its Utilization

The Chapter shall establish a Fund under the management and control of the Managing Committee, into which all monies received shall be paid and out of which all properly incurred expenses and liabilities shall be met. No part of the Fund shall be applied, directly or indirectly, for any payment to members of the Managing Committee, except to reimburse expenses actually incurred in connection with the business of the Chapter. Any surplus shall be applied for the development of the profession.

10.3 Bank Account and Signing Authority

The funds of the Chapter shall be kept in an account with a reputable bank approved by the Managing Committee. The bank account shall be operated jointly by the Treasurer together with the Chairman and/or the Secretary. A contract or other record to be signed on behalf of the Chapter must be signed by the Chairman together with the Treasurer or the Secretary.

10.4 Financial Year, Accounts and Audit

The financial year of the Chapter shall begin on 1st April and end on 31st March, or such other period as may be required by local law. The annual accounts of the Chapter shall be subject to audit every year, provided that a Chapter having up to 100 Voting Members may submit self-attested annual accounts to the International Affairs Committee of ICAI. The annual accounts, together with the audit report (where applicable) and the report of the Managing Committee, shall be circulated to Members within four months of the close of the financial year and at least fourteen (14) days before the AGM, shall be adopted and certified by the Managing Committee, and a copy shall be submitted to the International Affairs Committee of ICAI not later than four months after the close of the financial year for the purpose of record.

Part 11 – Property

All property of the Chapter, whether movable or immovable, tangible or intangible, shall be vested in the Board. The Chapter may acquire equipment such as a computer, laptop, printer, scanner or projector essential for its day-to-day activities by resolution of the Managing Committee and with prior intimation to the International Affairs Committee of ICAI.

Part 12 – CPE, Non-CPE and Joint Events

The Chapter may organize non-CPE events as directed by the ICAI Head Office, provided that the number of non-CPE events shall not exceed fifty percent (50%) of the number of professional events organized by the Chapter during the year; social events organized on the directions of the Head Office, such as tree plantation, blood donation or walkathons, shall not count towards this limit. Decency and decorum shall be maintained at all non-CPE events. Joint programs, whether CPE or non-CPE, may be conducted with MoU/MRA partners and with international or Indian organizations recognized by the Indian Embassy, on a case-to-case basis. The Chapter shall not host or sponsor film award functions such as IIFA.

Part 13 – Inspection of Documents and Records

The documents and records of the Chapter, including the financial and accounting records and the minutes of general, committee and Board meetings, shall be open to inspection by any Director at reasonable times and on reasonable notice. A Voting Member in good standing is entitled, on not less than fourteen (14) days' written notice, to inspect, during the Chapter's normal business hours, the Constitution and these Byelaws and any amendments; the minutes and written resolutions of general meetings; the annual financial statements received by the Members; the registers of Directors and of Members; the Chapter's certificate of incorporation and related records; orders of any court, tribunal or government body in respect of the Chapter; the written consents and resignations of Directors; and disclosures of conflicts of interest. The Board may, in its discretion and subject to such redaction as it considers necessary, allow inspection of other records. Copies may be provided for a fee determined by the Board, not exceeding any limit prescribed by the Act.

Part 14 – Remuneration, Indemnification and Insurance

14.1 Remuneration of Directors

These Byelaws do not permit the Chapter to pay a Director any remuneration for serving as a Director, but the Chapter may, subject to the Act, pay a Director for services provided to the Chapter in another capacity.

14.2 Indemnification and Insurance

To the extent permitted by the Act, each Director and eligible party shall be indemnified by the Chapter against all costs, charges and expenses, including legal fees, reasonably incurred in connection with any legal proceeding or investigative action to which that person is made a party by reason of holding or having held authority within the Chapter. The Chapter may purchase and maintain insurance for the benefit of any Director, Office Bearer, employee or agent against liability incurred in that capacity.

Part 15 – Inactive Board

If, due to any circumstances, the Board becomes inactive and no meetings or activities are held for six (6) consecutive months, the Advisory Committee shall call an emergency meeting of the Board and take all appropriate steps, including calling a general meeting if required, to appoint a new Board in accordance with these Byelaws and so reactivate the Chapter. At such a meeting, members of the Advisory Committee shall have the same rights and obligations as the other members of the Board.

Part 16 – Amendments to the Constitution and Byelaws

Any provision of this Constitution or these Byelaws may be amended when approved by a two-thirds (2/3) majority of the Board and adopted at a General Body Meeting. A proposal to amend may be made on the recommendation of the Board or on the signed requisition of at least the higher of one-third (1/3) of the registered Members or twenty (20) Members in good standing. The Secretary shall, in consultation with the Board, call a General Body Meeting and issue notice at

least twenty-one (21) days in advance, setting out the provisions to be amended, the proposed text and an explanation. No amendment shall be made that is in contradiction with the Guidelines, and any amendment shall, where required, be subject to the approval of ICAI.

Part 17 – De-accreditation

The Council of ICAI may de-accredit the Chapter at any time. The Chapter may also be de-accredited if three-fourths (3/4) of the Voting Members on its rolls so request, in which case the Managing Committee shall forward the request with its recommendation to ICAI. The Chapter shall be given an opportunity of being heard before de-accreditation, save where local law does not permit the continuance of the Chapter. Upon de-accreditation, the entity shall cease to use the name of ICAI in any manner.

Part 18 – Location

The operations of the Chapter are to be carried on primarily in the United States of America.

Part 19 – Dissolution

A proposal for the dissolution of the Chapter shall be considered at a Special General Body Meeting called exclusively for that purpose and shall be determined by ballot cast in person, the quorum for which shall be at least two-thirds (2/3) of the Members in good standing. Upon the winding-up or dissolution of the Chapter, the office of ICAI, New Delhi shall be notified, and the residual assets, after extinguishing all obligations of the Chapter and as approved by the Board and advised by ICAI, shall be transferred to ICAI, New Delhi or to a qualified recipient or charitable organization as determined by the Board and ICAI. No part of the residual assets shall be distributed to any Member.

Part 20 – Miscellaneous

The duty of complying with the Guidelines vests in the Managing Committee, which may appoint such staff as it deems necessary, in compliance with local law and with prior intimation to the International Affairs Committee of ICAI; ICAI shall not be responsible for such recruitment. The Chapter shall use the ICAI “Garuda” emblem only as permitted by the Guidelines, shall not develop any separate logo (though use of the “CA” tick logo is permitted), shall maintain its website in accordance with ICAI’s website policy, and shall use social media in accordance with ICAI’s Social Media Policy. The Chapter shall submit an annual report of its activities to the ICAI Head Office at the end of each calendar year.

Approved and adopted by 1st Board members / Managing committee members:

1. Founder Chairman: CA Siddhanta Goel
2. Vice-Chairman: CA Varun Kapoor
3. Treasurer: CA Ruby Bahl
4. Secretary: CA Arup Mukherjee
5. Directors: CA Nilesh Sangoi
6. Directors: CA Mamta Jain

Appendix 1 – Oath of Office

I, _____, member of the ICAI Ohio Chapter (the “Chapter”) of The Institute of Chartered Accountants of India (ICAI), having been elected as a member of the Managing Committee (Board of Directors) of the Chapter at its general meeting held on _____, do hereby solemnly affirm that:

1. I shall hold office in the best interests of the Chapter and contribute actively and effectively towards its goals and mission;
2. I shall honour and fulfil my fiduciary duties, ensuring that the activities of the Chapter are carried out transparently, in compliance with prevailing regulations and the Guidelines, and that its funds and resources are used in the best interests of its members;
3. I shall uphold the interests of the Chapter and its member community above my personal or professional aspirations, avoiding conflicts of interest at all times;
4. I shall not use or forward members’ personal or professional information for personal or commercial gain without the member’s express written consent and prior written notice to the Chairman and Secretary;
5. I shall maintain my membership in good standing and pay the annual membership dues of the Chapter as required, payment of such dues being a compulsory and continuing condition of my holding office;
6. I shall sincerely perform the tasks assigned to me, take all precautions for the safe keeping of the Chapter’s and members’ records in my custody, and make all efforts to participate in meetings as and when called;
7. In the event of an extended absence, resignation or completion of my term, I shall duly inform the Chairman and Secretary in writing and make suitable arrangements to hand over my tasks and the Chapter records in my custody; and
8. I understand that a violation of this Oath of Office shall constitute reasonable cause for disciplinary action under the Constitution and Byelaws of the Chapter, the provisions of which shall prevail in case of any conflict with this Oath.

In affirmation of the above, I hereby affix my signature on this _____ day of _____, 20____.

Name: _____

Membership No.: _____

Signature: _____

Appendix 2 – Managing Committee Candidate Profile

(To accompany every nomination for election to the Managing Committee of the ICAI Ohio Chapter.)

Full name	
Mailing address	
Email address	
Phone	
Qualifications	
Current employer / title	
ICAI membership number	
Chapter member since (MM/DD/YYYY)	
Annual membership dues paid for current fiscal year (Yes / No)	
Affiliation with other professional / not-for-profit organisations	

Summary of your ICAI Ohio Chapter involvement (maximum 3 points, 100 words):

Summary of other community service involvement (maximum 2 points, 50 words):

Top two strategic issues facing the Chapter over the next term, and how your experience will help address them (maximum 100 words each):

Have you been subject to disciplinary action by any professional body of which you are a member? (Yes / No). If yes, explain (maximum 50 words):

Consent of Nominee

I confirm that I meet all qualifications for Managing Committee membership, including that I am a Voting Member in good standing and have paid my annual membership dues for the current fiscal

year. I allow my name to stand for election and confirm that all information provided is true and correct.

Nominee's name: _____ Membership No.: _____ Signature: _____

We, the undersigned Members in good standing, hereby nominate the above candidate for election to the Managing Committee:

1. Nominator's name: _____ Membership No.: _____ Signature: _____

2. Nominator's name: _____ Membership No.: _____ Signature: _____