



INSTITUTE OF  
**PUBLIC  
ACCOUNTANTS®**

# By-laws

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## Introduction

Pursuant to Clause 91 of the Constitution, the following By-laws are made by the Board of Directors for the maintenance of sound practice and the promotion of the interests of the Institute and of the profession and for the prevention of dishonourable practices.

The following By-laws are made to ensure the smooth operation of the Constitution and follow the structure of the Constitution.

These By-laws will apply to all Members of the IPA unless noted otherwise.

# Chapter 1

## Definitions

This following words and expressions in these By-laws have the several meanings hereby assigned to them unless such meanings are excluded by or are repugnant to the context or subject matter (that is to say):

### **Administrative action**

means a penalty imposed by the Institute on a Member in circumstances where referring to the matter to the Disciplinary Tribunal or voluntary resolution is inappropriate

### **Arbitration**

means the determination of disputes by the decision of one or more persons called qualified arbitrators.

### **Board of Directors**

means the Board of Directors of the Institute constituted under the Constitution for the management and control of the Institute and of its funds.

### **Book**

includes an account deed writing or document and any other record of information however compiled recorded or stored whether in written or printed form on a microfilm or by electronic process or otherwise.

### **Complainant**

means a person or persons, whether natural person or not, who lodge a complaint or complaints against a Member of the Institute

### **Constitution**

means the Constitution of the Institute.

### **Chief Executive Officer**

means the Chief Executive Officer appointed in accordance with the Constitution.

### **Committee Member**

means a member of a committee established under the Constitution.

### **Disciplinary Tribunal**

is appointed under the Constitution to hear and decide on complaints against Members.

### **Divisional Advisory Committee**

means a Committee of the Institute established to assist, advise and guide the Division towards the policy objectives established by the Board of Directors.

### **Divisional Advisory Committee Member**

means a member elected or appointed to a Divisional Advisory Committee in accordance with the Constitution.

### **Divisional President**

means the President for the time being of a Divisional Advisory Committee of the Institute.

### **Entity**

means any partnership, trust, company, or association whether incorporated or not.

### **Entity Member**

means any entity through which:

- (a) a person who is a member of the Institute; or
- (b) a member or number of members of the Institute; provide professional practice services.

### **General Meeting**

means a General Meeting of the Members of the Institute or a Division thereof (as the case may be or the context may require) lawfully convened and held in accordance with this Constitution.

### **Institute**

means the company called the Institute of Public Accountants.

### **Investigator**

means a person or persons appointed by the Board to undertake investigations on behalf of the IPA in relation to alleged breaches of the Constitution, By-laws, Regulations and Pronouncements or any matters referred to in clause 98 of the Constitution. The Investigator should not be a member of the IPA.

### **Investigations Review Officer**

means a person who shall review the work of the Investigator in relation to matters dealing with members as prescribed in the By-laws. Such a person shall be a member of long standing, with experience in relation to matters relating to investigations and disciplinary procedures. The Investigations Review Officer may be, but is not limited to, an Officer of the IPA.

### **Journal**

means any journal adopted by the Board of Directors as the official journal of the Institute.

### **Mediation**

means the resolution of complaints by the agreement of the parties to settle complaints with the facilitation of a qualified Mediator.

### **A member**

means a person who has complied with the Constitution and By-laws in relation to membership and who has paid all fees and subscriptions due.

### **Month**

means a calendar month.

**Officer**

has the meaning as defined in the Corporations Act and includes the Investigator and the Investigations Review Officer.

**Post**

means any form of postage including but not limited to Prepaid Post, Parcel Post, Registered Mail, Courier, Business Post, Next Day Delivery.

**President**

means the President of the Institute.

**Pronouncements**

means the Pronouncements issued by the Institute.

**Professional Practice**

means the provision of accounting services to the public, including services relating to:

- a) taxation;
- b) auditing;
- c) financial or investment advice;
- d) business or management consulting;
- e) superannuation;
- f) insurance;
- g) information technology; and
- h) other services as prescribed by the Institute from time to time

**Qualified Arbitrator**

means a person or persons whom the Board of Directors recognise as being competent to conduct arbitration between the complainant/s and a Member.

**Qualified Mediator**

means a person or persons whom the Board of Directors recognise as being competent to conduct mediation between the complainant/s and a Member.

**Register**

means the register of members of the Institute to be kept pursuant to the Corporations Act.

**Regulations**

means the Regulations of the Institute created in accordance with this Constitution.

**Voluntary resolution**

means a remedial course of action an Investigator may suggest to a Member the subject of a complaint. The Investigator may only suggest remedial action when, with the approval of the Investigations Review Officer, it has been found that the Member has a case to answer. Such remedial action may include an undertaking by the Member to participate in Continuous Professional Development in a certain area.

## **Written and In Writing**

Includes:

All modes of representing or reproducing words in a visible form.

Words importing the singular number include the plural number and words importing the plural number include the singular number.

Headings and footnotes are for ease of reference and shall not affect in any way the interpretation or construction of the clause or clauses to which they refer.

## Chapter 2

### Name, registered office and objects of the Institute

#### 2.1 Objects

##### **Professional conduct**

- 2.1.1 Pursuant to Clause 91 of the IPA Constitution, the Board of Directors promulgates this By-Law which incorporates the principles of professional ethics. Members of the Institute shall abide by these principles irrespective of their Membership status and they shall seek Guidance from detailed Pronouncements on sound practice and conduct as the Board of Directors promulgates from time to time.

##### **Professional competence**

- 2.1.2 The ethical requirements of the Institute shall be based upon the following fundamental principles by which Members shall be governed in the conduct of their professional relations with others:

##### **Integrity**

A Member shall be straightforward, honest and sincere in all facets of their professional work.

##### **Objectivity**

A Member must be fair and must not allow prejudice or bias to override their objectivity.

##### **Independence**

When carrying out their duties, a Member shall both be and appear to be free of any interest which might be regarded, whatever its actual effect, as being incompatible with integrity and objectivity.

##### **Confidentiality**

A Member should respect the confidentiality of information acquired in the course of their work and should not disclose any such information to a third party without specific authority or unless there is a legal or professional duty to disclose.

##### **Technical Standards**

A Member should carry out their professional work in accordance with the technical and professional Standards relevant to that work. Members of the Institute are obliged to comply with accounting and auditing Standards.

A Member has a duty to maintain their level of competence throughout their career. They should only undertake work that they can expect to complete with professional competence.



## Ethical behaviour

Members should conduct themselves in a manner consistent with the good reputation of the Institute and refrain from any conduct which might bring discredit to both the Institute and the accounting profession.

Membership applicants who have incurred a criminal conviction in Australia or overseas are required to declare this information on their membership application and/or PPC application, or if already a Member, notify the Institute as soon as practicable. In addition, if a Membership applicant or a Member has had actions brought against them by a professional body or a regulatory body including, but not limited to, Australian Securities and Investments Commission, the Tax Practitioners Board, or is an undischarged Bankrupt or has been a Director of an entity subject to any form of external administration, is obliged to formally advise the Institute in writing as soon as practicable of the nature of the action and any penalty imposed. A case-by-case assessment will be undertaken to determine eligibility for membership and/or eligibility for a PPC. If already a member and a member fails to notify the Institute of such matters, disciplinary action or forfeiture of membership may be actioned by the CEO or delegated officer. Any action taken by the Chief Executive Officer pursuant to this By-law shall be reported to the Board at its next meeting.

### 2.1.3 Members shall abide by:

- (a) the following Pronouncements of the Board of Directors:
  - Pronouncement 4: Quality Assurance Reviews;
  - Pronouncement 7: Continuing Professional Development;
  - Pronouncement 11: Financial Planning Services;
  - Pronouncement 12: Administration of Member Compliance.
- (b) all Standards, Guidance Notes and other authoritative interpretations that the Accounting Professional and Ethical Standards Board (APESB) may promulgate from time to time, e.g. Standards in particular are prefixed "APES" & Guidance Notes "GN";
- (c) all Standards, Guidance Statements and other authoritative interpretations issued by the Auditing & Assurance Standards Board of Australia, e.g., Standards in particular are prefixed "ASA";
- (d) all Standards, interpretation and other authoritative Guidance issued by the Australian accounting Standards Board, i.e. Standards in particular are prefixed "AASB"; and
- (e) any other Pronouncements the Board of Directors may promulgate.

## Chapter 3

### Members

#### 3.1 Members

##### Admission

3.1.1 The Institute shall enter into the Register of Members applicants who shall:

- (a) apply in writing on the prescribed form, be of good fame, integrity and character and pay the prescribed fee for admission;
- (b) in the case of admission as an Associate (AIPA), the applicant must provide documentary evidence of being:
  - (i) the holder of Australian educational qualifications approved by the Board of Directors; or
  - (ii) the holder of overseas educational qualifications approved by the Board of Directors; or
  - (iii) an Associate of another professional accounting membership body approved by the Board of Directors;
- (c) in the case of admission as a Member (MIPA), the applicant must provide documentary evidence of being:
  - (i) a Member of another professional accounting membership body approved by the Board of Directors; or
  - (ii) the holder of Australian or overseas educational qualifications approved by the Board of Directors; and
  - (iii) Successful completion of Stage-1 of the IPA Program or equivalent approved by the Board of Directors; and
  - (iv) Successful completion or full exemption of the Mentor Experience Program;
- (d) in the case of admission as a Fellow (FIPA), the applicant must provide documentary evidence of being a Fellow of another professional accounting membership body approved by the Board of Directors;
- (e) comply with the IPA's Continuing Professional Development (CPD) requirements; and
- (f) comply with such other conditions and possess such other qualifications as the Board of Directors may prescribe either generally or in a particular case.

### **Fees and subscriptions - admission**

- 3.1.2 Every person who applies for Membership and is entitled to be admitted shall, before their name is entered in the Register of Members and before they become entitled to the privileges of Membership, pay the full admission fee, first annual subscription and any other fees due, subject to By-Law 3.1.3. The Board of Directors may vary or waive any fee or subscription.
- 3.1.3 All persons being admitted to Membership after July each year shall pay a pro rata amount calculated on a monthly basis commencing from the month of lodgement of the application.

### **Advancement in Membership designation – Associate to Member**

- 3.1.4 For advancement from Associate to Member, the Institute shall advance and enter into the register of Members the new Membership designation of applicants who shall:
- (a) apply in writing on the prescribed form and pay the prescribed fee for advancement to Member status; and
  - (b) provide documentary evidence of being a Member of another professional accounting membership body approved by the Board of Directors; or
  - (c) provide documentary evidence of successful completion of Stage-1 of the IPA Program or equivalent approved by the Board of Directors and successful completion or full exemption of the Mentor Experience Program; or
  - (d) comply with such other conditions and possess such other qualifications as the Board of Directors may prescribe either generally or in a particular case.

### **Advancement in Membership designation Member to Fellow**

- 3.1.5 For advancement from Member to Fellow, the Institute upon the recommendation of the relevant Divisional, shall advance to Fellow and enter into the Register of Members this new Membership designation where applicants:
- (a) apply in writing on the prescribed form and pay the prescribed fee for advancement to Fellow status; and
  - (b) provide documentary evidence of being a Fellow of another professional accounting membership body approved by the Board of Directors; or
  - (c) provide documentary evidence of not less than 10 years experience in accountancy or in a related field, the last 5 years of which are at an appropriate senior level and have been a Member status for a period of not less than 7 consecutive years at the time of application; or
  - (d) comply with such other conditions and possess such other qualifications as the Board of Directors may prescribe either generally or in a particular case.

### **Fees and subscriptions – advancement**

- 3.1.6 All Members advancing in designation shall pay the difference between the full subscriptions applicable to both Membership designations as well as the advancement fee prescribed by the Board of Directors. The Board of Directors may vary or waive any fee or subscription.

### **Additional designations within classes of Membership**

- 3.1.7 The Board of Directors may at any time it sees fit, introduce additional designations for Members within the existing classes of Membership in Clause 24 of the Constitution. These designations will not replace the classes of Membership in Clause 24.
- 3.1.8 These additional designations may apply to all Members or may be specialised to reflect particular skills, knowledge or education a Member may have attained.
- 3.1.9 The Board of Directors may determine the post-nominal to be used with that additional designation. The Board of Directors may further determine how that post-nominal is to be used.
- 3.1.10 The Board of Directors may set and amend any requirements above and beyond the existing requirements for Membership of a particular class of Membership for entry into an additional designation. This may mean that the Board of Directors may set no additional requirements.
- 3.1.11 The Board of Directors may set an additional fee to process the application and promote the additional designation and the Board of Directors may set an additional on-going fee for maintenance of that designation for Members within that designation.

### **Movement to retired Member status**

- 3.1.12 Applications from Members to move to retired status will be considered on the following basis:
  - (a) the applicant has been a Member for more than 5 years or endorsed by the Chief Executive Officer or the Chief Executive Officer's nominee; and
  - (b) the applicant is retired from full time employment, although they may still be employed in minor part-time activities.
- 3.1.13 Members of retired status undertake to advise the Institute of any changes to their circumstances subsequent to being moved to retired Member status.
- 3.1.14 Members of retired status retain all rights to benefits and entitlements of Membership.

### **Fees and subscriptions – retired Members**

- 3.1.15 The fee for Members of retired status, as determined by the Board of Directors from time to time, shall not be less than the cost of maintaining Membership together with any other appropriate fees.

### **Continuation of membership**

- 3.1.16 Members must at all times be of good fame, integrity and character. Those Members who are alleged to not be of good fame, integrity and character who are alleged to have breached the Institute's Code of Ethics (APES 110) shall be subject to the Institute's investigation and discipline process set out in Chapter 7 of the Constitution and Chapter 7 of the By-laws.

## 3.2 Special cases

3.2.1 The Board of Directors may by resolution passed by a majority of not less than two-thirds of the Board of Directors present and voting dispense with all or any of the requirements of the By-laws regarding admission or a change of status and admit any person to the Institute and cause their name to be entered into the Register of Members in such status as it thinks fit or grant a change of status to any Member:

- (a) if that person or Member has extensive experience in accountancy or in a related field; or
- (b) if that person or Member has rendered valuable service in advancing the interests of the Institute; or
- (c) for any special reason the Board of Directors deems sufficient.

## 3.3 Resignation of Members

3.3.1 The Board of Directors delegates to the Institute the responsibility for the removal of any name from the Register of Members who have resigned or who no longer meet the requirements to be a Member as set out in the Constitution, By-laws, Pronouncements and Regulations of the Institute.

## 3.4 Re-instatement of Members

3.4.1 For re-instatement, every applicant shall:

- (a) apply in writing and pay the prescribed fees; and
- (b) comply with such other conditions as the Board of Directors may prescribe either generally or in a particular case.

3.4.2 Applications for re-instatement following a Membership lapse of more than five years will not be considered unless the Institute is satisfied that the applicant complies with such conditions as the Board of Directors may prescribe either generally or in particular cases.

3.4.3 All applications for re-instatement following forfeiture of Membership for disciplinary reasons shall be referred to the Board of Directors for consideration.

## 3.5 Designations

3.5.1 The Board of Directors prescribes the following IPA designations:

- Associate Institute of Public Accountants (AIPA)
- Member Institute of Public Accountants (MIPA)
- Fellow Institute of Public Accountants (FIPA)
- Pursuant to Clause 137 of the Constitution, the term “Public Practice Certificate” shall be referred to throughout these By-laws as “Professional Practice Certificate (PPC)”.

3.5.2 The Board of Directors prescribes the following IFA designations:

- Associate Institute of Financial Accountants (AFA)
- Fellow Institute of Financial Accountants (FFA)

## Chapter 4

### General meetings of the Institute

#### 4.1 Voting at general meetings

4.1.1 For the purpose of these By-laws and of the Constitution of the Institute, the Chief Executive Officer shall be the Returning Officer of the Institute, unless otherwise stated.

#### 4.2 Proxies

4.2.1 The proxy form shall comply with the requirements stipulated at Clause 45 of the Constitution; shall facilitate a choice of votes of either in favour, against or abstain to each resolution; and where appropriate reflect contemporary corporate practice.

# Chapter 5

## Board of Directors

### 5.1 Express powers of the Board of Directors

#### Formation of branches

- 5.1.1 Pursuant to sub-clause 53.2(u) of the Constitution, the Board of Directors may establish in any geographical place it determines a Branch, from which a Branch Council may be established. Such a Branch Council shall exercise the responsibilities conferred on it and always be subject to the conditions imposed on it by the Constitution, By-laws and Regulations made and the directions given by the Board of Directors.
- 5.1.2 Every existing Member and any person who becomes a Member of the Institute shall be part of the Branch in which such person resides unless, for any reason the Board of Directors determines that such a Member shall not be part of such a Branch.
- 5.1.3 Unless otherwise stated, for the purpose of interpreting the Constitution, By-laws and Regulations of the Institute a Branch, Branch Council and Branch Councillors shall be considered a Division, Divisional Advisory Committee or Divisional Advisory Committee member.
- 5.1.4 A Branch Council does not have the authority to appoint a Director.
- 5.1.5 The Board of Directors may at its sole discretion and at any time, state when a Branch, Branch Council or Branch Councillor is not to be interpreted as a Division, Divisional Advisory Committee, Divisional Advisory Committee member, in the Constitution, By-laws and Regulations of the Institute.

### 5.2 Office bearers

- 5.2.1 Unless otherwise resolved by the Board of Directors, nominations of candidates for election as the President or Deputy President of the Institute shall be on the prescribed form (IPA 001) and shall be signed by two or more Directors (not being the candidate) as nominators and countersigned by the candidate.
- 5.2.2 Candidates for an office referred to in By-Law 5.2.1. must be Directors of the Institute and must not be the Chief Executive Officer should the Chief Executive Officer also be a Director of the Institute.
  - 5.2.2.1 Unless otherwise resolved by the Board of Directors, to qualify for the position of President, a Director is required to have held a position on the Executive Committee of the Institute for a minimum of three years.
- 5.2.3 Unless otherwise resolved by the Board of Directors, nominations for candidates for an election to an office referred to in By-Law 5.2.1 shall close two weeks prior to the commencement of the meeting at which the Board of Directors is to elect its office bearers (see Clause 83 of the Constitution). The nominations must be received by the Chief Executive Officer or the Chief Executive Officer's nominee.

- 5.2.4 If only one candidate is nominated for election to an office referred to in By-Law 5.2.1, the Chairman of the meeting shall declare the candidate nominated to be elected to the appropriate office.
- 5.2.5 If more than one candidate is nominated for election to an office referred to in By-law 5.2.1 the candidates will be entitled to submit a “statement of personal particulars” for distribution to the Board of Directors in conjunction with the agenda papers for the meeting described in By-law 5.2.3. The aforesaid statement may contain details about the candidate themselves as well as their personal goals and objectives should they be elected. A ballot shall be conducted in accordance with the following provisions and otherwise as the Board of Directors from time to time determines.
- 5.2.6 A Director voting shall mark their ballot paper by placing the number 1 in the square opposite the name of the candidate for whom the Director votes as their first preference and shall give contingent votes for all the remaining candidates by placing the numbers, 2,3,4 (and so on, as the case requires) in the squares opposite their names so as to indicate the order of preference.
- 5.2.7 The Chief Executive Officer or the Chief Executive Officer’s nominee shall conduct the ballot for elections pursuant to Clause 83 of the Constitution.
- 5.2.8 The ballot shall be conducted as a secret ballot and votes shall be counted as provided in this By-Law.
- 5.2.9 The Chief Executive Officer or the Chief Executive Officer’s nominee shall count the first preference votes given for each candidate and the candidate who has received the largest number of first preference votes shall, if that number constitutes an absolute majority of votes, be elected.
- 5.2.10 If no candidate has received an absolute majority of first preference votes then:
- (a) the candidate who has received the fewest first preference votes shall be excluded, and each ballot-paper counted to that candidate shall be counted to the candidate next in the order of the voter’s preference; and
  - (b) if no candidate then has an absolute majority of votes, the process in By-Law 5.2.10 (a) shall be repeated until one candidate has received an absolute majority of votes.
- 5.2.11 During the exclusion process, if on any count two or more candidates have an equal number of votes and one of them has to be excluded then:
- (a) a count of the number of next preferences for the candidates will continue until a candidate is recognised as having few higher preferences than the other candidates. Once this has been established, the candidate with the fewer votes will be excluded;
  - (b) if at the end of this process, the candidates still have an equal number of votes, then the selected candidate for exclusion will be by the drawing of lots; and
  - (c) if more than one position is required from the ballot, all voting papers are returned to the ballot, the already appointed candidate is excluded, and a similar vote allocation process is undertaken. This process is continued until the required number of positions has been decided.



5.2.12 The Chairman of the meeting shall announce the result of any election and declare the successful candidates as being elected to the appropriate office of the Institute.

5.2.13 If insufficient or no nominations are received, then the office shall remain vacant until a Director is appointed to the office pursuant to By-laws 5.2.3 to 5.2.12.

#### **Duties of office bearers – President**

5.2.14 The President shall preside at all Board of Directors and general meetings of the Institute. Additionally, the President shall represent the Institute on ceremonial occasions.

5.2.15 In the event of the President being absent the Deputy President with the longest tenure on the Board shall preside.

5.2.16 The President shall be an ex-officio member of all Committees with the exception of the Board Audit Committee.

(a) The President's Medal of Office may be worn by the President on ceremonial occasions.

#### **Duties of office bearers – Deputy President**

5.2.17 There shall be two Deputy Presidents elected by the Board. The Deputy President with the longest tenure on the Board will in the absence of the President from a meeting or ceremonial occasion, act for the President.

5.2.18 The Deputy President shall maintain a close liaison with all Divisions.

#### **Duties of office bearers – Vice President**

5.2.19 Repealed.

#### **Duties of office bearers – Treasurer**

5.2.20 Repealed.

#### **Duties of office bearers – immediate Past President**

5.2.21 The immediate Past President shall be a Member of the Executive Committee and undertake any appropriate projects as may be considered necessary.

#### **Term of office of office bearers**

5.2.22 Candidates elected to an office prescribed in 5.2.1 of these By-laws shall hold office for twelve months commencing at the conclusion of the Annual General Meeting following their election. Unless otherwise resolved by the Board or Directors, no Director shall hold the office of either President or Deputy President of the Institute for more than three consecutive terms, but a part term brought about by the filling of a casual vacancy shall not count as a term for the purpose of this By-Law.

5.2.23 Repealed.

5.2.24 A former office bearer shall not be eligible for election to that same office within two years of ceasing to hold that office.

### 5.3 Committees

5.3.1 Pursuant to sub-clauses 53.2(n) and 53.2(p) of the Constitution, the Board of Directors may establish a Committee to look at any issue or exercise any power the Board of Directors so wishes to delegate from time to time.

5.3.2 In the following By-laws, the term 'Member' is to be defined as meaning a 'person' who is not necessarily a Member of the Institute.

#### **Structure of Committees of the Board of Directors**

5.3.3 The structure for Committees shall be as follows:

- (i) Board Executive Committee;
- (ii) Committees; and
- (iii) sub-Committees of the above Committees.

5.3.4 The Board of Directors shall appoint the Committee Chairman of all Committees and shall ratify Members of the Committee.

5.3.5 Role of standing Committees – Executive Committee

- (i) Membership: as per Clauses 83 and 84 of the Constitution; and
- (ii) Duties: direction of the Institute between meetings of the Board of Directors provided that the Executive Committee shall not make policy decisions unless the Executive Committee is specifically authorised by the Board of Directors.

5.3.6 Role of standing Committees – legislation and standards

5.3.7 Repealed.

5.3.8 Role of standing Committees – Board Membership Committee

- (i) Membership: Chairman – any Director of the Institute, Member – any other persons suitably qualified, knowledgeable and experienced; and
- (ii) Duties: to develop policies on matters pertaining to the attraction, development and retention of IPA Members according to pre-determined Standards of education, professional experience, personal conduct and professionalism.

5.3.9 Role of standing Committees – Resources Policy

- (i) Repealed.
- (ii) Repealed.

5.3.10 Role of standing Committees – Appeals

- (i) Membership: for each specific appeal three persons appointed by the Board of Directors with the President as Chairman. If the President is unwilling or unable to act as Chairman then the Deputy President shall act as Chairman; and

- (ii) Duties: to review the decision of the Disciplinary Tribunal where the Member has lodged a notice of appeal against a decision of the Disciplinary Tribunal the effect of which is to suspend or forfeit Membership.

#### 5.3.11 Role of standing Committees – Board Audit and Risk Committee

- (i) Membership: Chairman – any Director not being the President as prescribed in 5.2.1 of the By-laws and at least two other Directors; and
- (ii) Duties: to provide oversight on the quality and reliability of financial information, financial statements and risk management framework of the IPA Group and liaise with external auditors and undertake projects at the direction of the Board of Directors and the Executive Committee.

#### 5.3.12 Role of sessional Committees – Board Disciplinary Tribunal

- (i) Membership: Chairman – any Director of the Institute, at least seven Members appointed by the Board of Directors. At least two of the Members are to be lay persons;
- (ii) Duties: to determine cases referred to it by the Investigator and to impose appropriate penalties on Members; and
- (iii) Term: Members of the Disciplinary Tribunal are to be appointed for a term of two years. At the completion of the term, the Board of Directors may choose to re-appoint such Members of the Tribunal.

#### 5.3.13 Role of Standing Committees – Board Remuneration Committee

- (i) Membership: Chairman – any director of the Institute. Member – any other persons suitably qualified, knowledgeable and experienced.
- (ii) Duties:
  - (a) reviewing the Employment Agreement for the Chief Executive Officer, making recommendations to the Board regarding the appointment or re-appointment of the Chief Executive Officer and the remuneration policy for same;
  - (b) ensure the monitoring of performance measures is undertaken as governed by the Chief Executive Officer Employment Agreement; and
  - (c) review the determination of the total Key Management Personnel Total Remuneration Pool and monitoring the policy of the Board.

#### 5.3.14 Frequency of meetings

5.3.15 Meetings of the Committees are to be held on an as required basis. These meetings can be conducted either by personal representation or by electronic means.

#### **Formation of sub-Committees**

5.3.16 Any Committee at its discretion can establish a sub-Committee to report to the Committee on particular issues. This may include forming sub-Committees based on geographical location.

- 5.3.17 The Committee shall establish the duties and responsibilities for their sub-Committees.
- 5.3.18 The Committee shall make appointments to their sub-Committees. The Committee shall seek the support of the Institute to find suitable persons for sub-Committees.
- 5.3.19 The sub-Committees are to report to the Committee on a regular basis.

**Record keeping**

- 5.3.20 The Chairman of each Committee is to provide written reports on Committee activities for inclusion in each Board of Directors agenda.

## Chapter 6

### Register of Members

#### 6.1 Register of Members

- 6.1.1 No name or designation shall be entered onto the Register of Members save on the authority of the Board of Directors nor shall any name be removed from such register nor the status or listing therein be changed save on the like authority.
- 6.1.2 The Board of Directors delegates to the Chief Executive Officer the responsibility for entering names and designations into the Register of Members when the applicant meets the requirements established by the Board of Directors as per By-Law 3.1 Members.
- 6.1.3 The Board of Directors delegates to the Chief Executive Officer the responsibility for removal of any name from the register when the Member no longer meets the requirements to be a Member as set out by the Board of Directors as per By-Law 3.3 Resignation of Members.
- 6.1.4 Member Certificates and Professional Practice Certificates shall be issued as per the Board of Directors resolution(s).

# Chapter 7

## Investigations and disciplinary procedures

### Preamble

The Institute always aspires to the principles of fairness and equity for all parties involved in a complaint (the Member, the complainant and the Institute).

To achieve this aim, the investigation and disciplinary procedures shall be independent of undue influence from any party to a complaint and always act in a prompt and timely manner.

Transparency and accountability of the investigation and disciplinary procedures will assist in ensuring the investigation and disciplinary procedures remain independent.

It is the duty of the Institute to uphold the principles and Standards of the profession and ensure that all Members abide by such at all times. The standing of the Institute and all its Members is dependent on the mutual upholding of the highest Standards.

### 7.1 Proceedings of Investigators, Investigations Review Officer and Disciplinary Tribunals

In By-Law 7.1, “Tribunal” means the Disciplinary Tribunal and “Chairman” and “Executive Officer” are of the Disciplinary Tribunal, wherever occurring, unless stipulated to the contrary.

#### Lodging a complaint

7.1.1 Any complaint against a Member of the Institute shall be lodged in writing with the Institute or the Board of Directors may itself lay any charge against or raise in relation to any Member any matter or circumstance which shall come or be brought under its notice and which in the opinion of the Board of Directors may need investigation.

7.1.2 Where an Investigator becomes aware that an investigation may be warranted against a Member or class of Members, the Investigator may undertake an investigation, regardless of whether a complaint has been lodged with the Institute. The Investigator will inform the Institute of the reason for undertaking such an investigation.

#### Handling a complaint

7.1.3 Any complaint against a Member of the Institute lodged with the Institute shall be referred to the Investigator.

7.1.4 “Administrative action” means a penalty imposed by the Institute on a Member in circumstances where referring the matter to the Disciplinary Tribunal or voluntary resolution is inappropriate.

7.1.5 The Investigator shall have the power to interview the Member concerned and to obtain information from any source deemed necessary.

### **Request for information from a Member**

- 7.1.6 To assist the Investigator, a Member must comply with all reasonable requests for information from the Investigator. The Member must provide that assistance and information to the Investigator within reasonable time as set by the Investigator. The Member may seek an extension of time to comply in writing, which the Investigator will not unreasonably deny.
- 7.1.7 Failure to provide assistance and information in a timely manner to all reasonable requests of an Investigator shall constitute a breach of Clause 98 of the Constitution.

### **Recommendation of an Investigator**

- 7.1.8 The Investigator shall compile all relevant information in order to form an opinion from which the Investigator can recommend:
- (a) the Member has no case to answer;
  - (b) if there is a case to answer and it is appropriate to do so, recommend administrative action;
  - (c) if there is a case to answer and it is appropriate to do so, recommend a voluntary resolution of the complaint; or
  - (d) if there is a case to answer and administrative action or voluntary resolution of the complaint is inappropriate, refer the matter to the Disciplinary Tribunal to hear the case.

### **Reviewing the recommendation of the Investigator**

- 7.1.9 The Investigator shall refer their draft recommendation to the Investigations Review Officer. The Investigations Review Officer's proposed determination and associated recommendations will be provided to the Chief Executive Officer as the nominee of the President to review and determine as appropriate.

### **Notice of determination**

- 7.1.10 The Investigator will then communicate the determination to the Member, Tribunal (where appropriate) and the complainant within 21 days of the approval of the Investigator's recommendation by the Investigations Review Officer or the President or their nominee.

### **Other interaction between the Investigator and the Investigations Review Officer**

- 7.1.11 The Investigator may seek the opinion of the Investigations Review Officer in relation to an investigation at any time.

### **Regular statistical reports**

- 7.1.12 The Investigator must make regular reports to the Board of Directors and the Disciplinary Tribunal on opinions reached from their investigations. This report shall not disclose the names of the parties to the complaint.

### **Arbitration or mediation**

- 7.1.13 Both the Member and the complainant has the right to appoint an arbitrator or mediator.

7.1.14 The Institute shall not be responsible for the conduct or costs of arbitration or mediation.

#### **Voluntary resolution**

7.1.15 Within twenty-one days of receipt of the notice of determination of the offer of a voluntary resolution, the Member shall communicate their decision to accept or reject the voluntary resolution in writing.

7.1.16 If the Member rejects the voluntary resolution, the complaint will proceed to a Disciplinary Tribunal.

#### **Administration action**

7.1.17 The Investigator may recommend administrative action where the Investigator believes there is a case to answer, but due to the less serious nature of the allegation, a voluntary resolution or to refer the matter to the Tribunal would be inappropriate.

7.1.18 Administrative action includes but is not limited to:

- (a) requiring the Member concerned to undertake specific CPD;
- (b) requiring the Member concerned to make undertakings to the Institute;
- (c) giving the Member concerned a written warning; or
- (d) any other remedial action deemed appropriate.

#### **Disciplinary Tribunal**

7.1.19 Upon the Tribunal receiving a notice of determination that the Member has a case to answer, the Tribunal shall meet for the purpose of considering the case and shall hear the case as soon as practicable.

7.1.20 The Board of Directors shall appoint a panel of persons from which each Tribunal is constituted. The panel shall comprise a Chairman, a Deputy Chairman and other Members appointed by the Board.

7.1.21 The Institute shall appoint an Executive Officer to manage the disciplinary process and perform such other duties as set out in these By-Laws.

7.1.22 The Executive Officer, with the approval of the Chairman, will select a Tribunal comprising a minimum of three persons to hear the case against a Member. A Tribunal will comprise either the Chairman or Deputy Chairman presiding and at least two other Members. At least one Member of each Tribunal hearing a case shall be a lay person.

7.1.23 Where a Tribunal of at least five panel Members is to hear a case against a Member, this Tribunal shall comprise the Chairman and at least four other Members, of which two shall be lay persons.

7.1.24 In selecting who shall sit on a panel hearing a case against a Member, the Executive Officer, with the approval of the Chairman, shall have regard to availability of panel Members and any special skills that may be appropriate to the case.



7.1.25 In the event of the unexpected unavailability of the Chairman and Deputy Chairman, the other Members of the panel hearing a case against a Member shall appoint a Chairman from the panel Members present at the hearing.

#### **Disciplinary Tribunal – Written submission**

- 7.1.26 (1) Where the notice of determination states that in the Institute’s view it is appropriate, the Chairman may offer the Member concerned:
- (a) the opportunity to accept that there is a case to answer in relation to the breach alleged by the Institute; and
  - (b) to make statements in mitigation.
- (2) The Member must indicate in writing, to the Executive Officer by the date stipulated whether or not it is accepted that there is a case to answer.
- (3) Where the Member does not accept that there is a case to answer the matter will be referred to the next full hearing of the Tribunal.
- (4) Where the Member accepts that there is a case to answer the matter will proceed to the Tribunal in the following manner:
- (a) The Executive Officer, with the approval of the Chairman, will select a Tribunal comprising a minimum of three persons to hear the case against a Member. A Tribunal will comprise either the Chairman or Deputy Chairman presiding and at least two other Members. At least one Member of each Tribunal hearing a case shall be a lay person.
  - (b) All submissions must be in writing.
  - (c) The Institute shall appoint an Advocate to prepare a written case against the Member, setting out the correspondence and other information discovered in the process and the reasons the Institute believes there is a case to answer. The Advocate may also state any other information believed to be relevant to a decision by the Tribunal, including any mitigating circumstances in favour of the Member. The Advocate shall also state what level of penalty the Institute is seeking to be imposed against the Member. This material is to be made available through the Executive Officer, to both the Tribunal and the Member concerned.
  - (d) The Member has 14 days from receipt of the Institute’s submission to provide a written submission setting out arguments in mitigation of any penalty.
  - (e) The Tribunal will then review all the materials before it and reach a decision about what, if any, penalty to impose. The decision will be made in writing and provided to the Member and Institute within 14 days of publication of the decision.

#### **Disciplinary Tribunal Members – obligations**

7.1.27 All Tribunal Members will give an undertaking to the Institute to act fairly and honestly in all cases, to excuse themselves from any case where they may be or perceived to have a conflict of interest and to be available for selection unless reasonably excused.

- 7.1.28 Where a Tribunal Member has consistently not availed themselves to sit on hearings without reasonable excuse, the Chairman may request to the Board of Directors that the said Tribunal Member be removed.
- 7.1.29 Tribunal Members may be required to undergo training or to complete courses approved by the Board of Directors. Failure to comply with any such directive may mean removal from Membership of the panel.

#### **Disciplinary Tribunal hearing – notification**

- 7.1.30 The Member shall be informed in writing of the time and place of the hearing and of the complaint or complaints to be considered, at least twenty one days before the date of the hearing. The Member will be provided with the following documents:
- (a) a notice describing the alleged breaches by the Member (including the relevant section(s) of the Constitution, By-Laws, or Pronouncements of the Institute);
  - (b) a summary of the case setting out the relevant matters relied on in support of the case, a copy of the evidence to be relied upon by the Institute, and the name and details of any witness(es);
  - (c) a summary of the procedures for appearing before the Disciplinary Tribunal; and
  - (d) a letter inviting the Member to indicate whether or not the Member intends to appear before the Tribunal in person, via teleconference (or other technological means approved by the Tribunal) or via representation by a third party.

The Institute may seek leave of the Chairman to provide the documents referred to in sub-clauses (a) to (d) or additional information to the Member less than twenty-one days before the date set for the hearing. The Chairman will grant such leave only in exceptional circumstances and where it will not prejudice the ability of the Member to make an appropriate defence.

- 7.1.31 At least fourteen days before the date set for the hearing, Tribunal Members shall be provided with copies of all documents relating to the case against the Member.
- 7.1.32 The Member must respond in writing to the letter referred to in By-Law 7.1.34(d) not less than seven days prior to the hearing date. The Member must also at that time submit to the Tribunal such documentary evidence that the Member wishes to make known to the Tribunal and the name and details of any witness(es) the Member intends to call. Documents submitted less than seven days prior to the date of the hearing will only be considered by the Tribunal where the Chairman decides there are exceptional circumstances which do not prejudice the ability of the Institute to make its case against the Member.

If the Member does not intend to appear at the hearing, they may submit statements in writing to the Chairman for consideration by the Tribunal.

- 7.1.33 The Institute shall appoint an Advocate to present the case against the Member. The Institute may appoint such other persons to assist the Advocate as it deems necessary, including Counsel.

## Disciplinary Tribunal hearing – Presentation of case

7.1.34 On the hearing of any case against a Member, it is for the Institute to satisfy the Tribunal that a breach has occurred and the case has been proven on the balance of probabilities.

7.1.35 At the hearing of the Tribunal, the Advocate will present the Institute's case first, setting out the reasons the Institute believes there is a case to answer. The Advocate may be supported by any witness(es) and such documentary evidence as is provided by the Institute in support of the case against the Member. The Advocate may also state any other information believed to be relevant to a decision by the Tribunal, including any mitigating circumstances in favour of the Member. The Advocate shall also state what level of penalty the Institute is seeking to be imposed against the Member.

The Member will then respond by presenting any witness(es) and such documentary evidence as has been provided by the Member in accordance with By-Law 7.1.36. Each witness may be cross-examined by the other party. Any Member of the Tribunal may ask any question(s) of either party and any witness(es).

If the Member appears with Counsel at the hearing and has not informed the Tribunal, the Chairman will make a determination whether to adjourn the hearing in order for the Institute and/ or the Tribunal to seek engagement with Counsel. The costs of any adjournment shall form part of any cost determination by the Tribunal if there is a finding against the Member.

7.1.36 The Member or the Institute may request in writing to the Chairman, either at the hearing or in advance of it, that the hearing be adjourned to a future date. It is at the full discretion of the Chairman whether or not to grant such an adjournment. If an adjournment application is made by either party, the costs of the original hearing can be included in any determination with regard to apportionment of costs between the parties.

7.1.37 After both parties have presented their case and the Tribunal is satisfied it has enough information to make a determination, the Tribunal will retire to deliberate. Deliberations will be "in camera" and involve only the Tribunal Members. The Tribunal's decision on a case against a Member is to be determined by a simple majority vote of its Members. If there is no majority at first instance, the Chairman shall have the casting vote. The role of the Tribunal is to determine if the case against the Member has been proven on the balance of probabilities, but not at this stage to determine the penalty to be imposed.

7.1.38 If the Tribunal determines that the case against the Member has been proven it shall inform the parties accordingly. Where the Member is present, either in person or represented by a third party, such person will be asked to provide any evidence and other matters to be considered in mitigation by the Tribunal with regard to what is the appropriate penalty to impose. If the Member is not present, the Tribunal will take into account any documentation provided by the Member in mitigation of the penalty. After such arguments have been presented, the Advocate will be asked to present the Institute's case with regard to an appropriate penalty to be imposed. Following such presentation, the Tribunal will retire to consider the appropriate penalty to be imposed. The Tribunal's decision is to be determined by a simple majority vote of its Members. If there is no majority at first instance, then the Chairman shall have the casting vote. The Institute and the Member shall be informed of the penalty imposed.

7.1.39 If the Tribunal makes a finding that the case is not proven by the Institute, the case against the Member will be dismissed (except as to any right of appeal by the Institute). However, the Tribunal can still make a determination as to costs.

## **Costs**

7.1.40 Each party shall bear its own costs of proceedings and representation.

## **Notification**

7.1.41 The Executive Officer shall provide a written statement of its decision to be communicated to both parties within 21 days of the conclusion of the hearing.

## **Effective date**

7.1.42 Any order of the Tribunal shall take effect after the end of the appeal period. The appeal period is within 30 days of notice of the finding of the Tribunal having deemed to be served, unless as part of the order the Tribunal directs that all or part of the orders is to take effect on a specific date. A member shall be deemed to have received the said notice upon delivery, or, if posted, three days after the day of posting in an envelope addressed to the address of the member in the Register.

Upon receipt of a notice of appeal, the finding (s) and order (s) will be stayed until such time as the matter is determined by the Appeals Tribunal process.

## **Notification**

7.1.43 The findings and orders of the Tribunal shall be publicised by the Institute by the following means:

- (a) by way of press release in such terms and manner it directs;
- (b) publication in the IPA journal in such terms and manner it directs; and/ or
- (c) publication on the IPA's website in such terms and manner it directs;

and shall, for Members subject to an order of censure, suspension or forfeiture of Membership set out the name, the breach(es) that the Member was found to have made and the finding(s) of the Tribunal and any other matters the Tribunal determines is necessary. For Members subject to an order of admonishment, fine or other order, the Institute shall determine, what, if any information is made known to the public.

## **Investigator – regular statistics**

7.1.44 The Investigator shall furnish regular reports to the Board of Directors stating such information as the number and type of complaints, what geographical area the complaints are originating from, the action stemming from those complaints, the opinion of the Investigator on the complaint, the decision of the Disciplinary Tribunal and the Appeals Tribunal (if applicable) and the period of time between the lodgement of the complaint and its resolution or to the stage where no further action is required.

7.1.45 The Institute may use the information gathered from the Investigator's report to develop programs to alleviate areas of concern. The Institute shall also pass on this information to appropriate statutory/ regulatory bodies as required.

## **Disciplinary Tribunal – regulating hearings**

- 7.1.46 The responsibility for regulating hearings of a Disciplinary Tribunal rests with the Board of Directors. The Board of Directors has the responsibility for establishing the procedures necessary for conducting hearings of a Disciplinary Tribunal. Interpretation of the procedures for regulating the hearings of Disciplinary Tribunals rests with the Board of Directors. The Appeals Committee can instruct a Disciplinary Tribunal to re-hear a complaint.
- 7.1.47 A Disciplinary Tribunal must when following procedures in hearing a complaint, implement those procedures in a manner that is reasonable and in the interests of all parties involved.

## **Appeals Tribunal – procedures**

### **7.2 Appeals from Disciplinary Tribunal**

In this By-Law (7.2), “Tribunal” means the Appeals Tribunal, “Executive Officer” and “Chairman” are of the Appeals Tribunal, wherever occurring, unless stipulated to the contrary.

- 7.2.1 The Tribunal shall comprise three persons appointed by the Board of Directors. The Chairman shall be determined in accordance with By-Law 5.3.10(i). The other Members of the Tribunal shall be made up of one person who shall be a current Member of the Institute of good reputation and long standing and the remaining Member of the Tribunal shall be a Member of the public in good standing and of such skills and attributes as the Board shall determine necessary for the position.

### **Pre-hearing steps**

#### **Notification of hearing date**

- 7.2.2 Upon receipt of a notice of appeal the Executive Officer will establish a process to set a time, place and date of a hearing of the appeal. The Executive Officer shall not less than 21 days prior to the date of the hearing notify all parties in writing of the date of the hearing. Provided the Chairman is satisfied that no prejudice will be suffered by any party to the appeal, the Chairman may determine that a period of less than 21 days notice to all parties be provided.
- 7.2.3 The appeal shall be heard at a time and place convenient to all parties, but shall be finally heard no later than six months after the lodgement of the notice of appeal.

#### **Adjournment of hearing date**

- 7.2.4 Either party may request in writing to the Chairman, either at the hearing or in advance of it, that the hearing be adjourned to a future date. It is at the absolute discretion of the Chairman whether or not to grant such an adjournment. If an adjournment application is made by either party, the costs of the original hearing may be included in any determination with regard to apportionment of costs between the parties.
- 7.2.5 Where an application is made by a party to adjourn the hearing date because of the late exchange and lodgement of documents, the party in default may be ordered to pay the costs of the other party and the Tribunal out of the delay.

### **Exchange and lodgement of documents and witness lists**

- 7.2.6 The Executive Officer shall provide to the Tribunal and all parties a copy of the record of findings and orders of the Disciplinary Tribunal together with the statement of facts and documents tendered to the Disciplinary Tribunal no later than the date the notices of hearing date are served.
- 7.2.7 Copies of all documents to be relied upon by the parties at the hearing and the name and details of any witness(es) the parties intend to call must be exchanged by the parties and lodged with the Chairman not less than seven days prior to the hearing date. Documents exchanged by the parties and lodged with the Chairman less than seven days prior to the hearing date will only be received in evidence by the Tribunal if the Chairman is satisfied that no party will suffer prejudice arising out of the lateness of their exchange and lodgement.

### **Notification of representation**

- 7.2.8 If a party is to be represented by Counsel or in the case of a Member by another Member, the name of the party's representative and contact details must be provided to the Executive Officer in writing at least seven days prior to the hearing date.

### **Attendance by teleconference or other means**

- 7.2.9 If a party wishes to provide evidence via teleconference or other technological means details of such must be provided in writing to the Executive Officer at least seven days prior to the hearing date.

### **Advocate**

- 7.2.10 The Institute shall appoint an Advocate who may be Counsel to present its case. The Institute may appoint other persons to assist the Advocate before the Tribunal.

### **Procedures before the Appeals Tribunal**

- 7.2.11 The Tribunal will determine its own practice and procedure, however the following processes will be followed (unless otherwise agreed to by all parties):
- (a) the appellant will be asked to present their case first, supported by the tendering of documentary evidence and the calling of any witness(es), the evidence of those witnesses may be tested by cross examination by the respondent;
  - (b) the respondent may then present their case, supported by the tendering of documentary evidence and the calling of any witness(es). The evidence of those witnesses may be tested by cross examination by the appellant, the respondent will then summarise their case and then close;
  - (c) the appellant may then summarise their case noting matters that were raised in the respondent's case and then close;
  - (d) during the proceedings, Members of the Tribunal may ask questions of either party and any witness(es); and
  - (e) a party wishing to contest a penalty imposed by the Disciplinary Tribunal will be provided with an opportunity to make submissions as to penalty.

The other party will then be provided with the opportunity to make answering submissions as to penalty. The initial party will be allowed the opportunity to make responding submissions on the new matters submitted by the other party.

7.2.12 The Tribunal shall have the power:

- (a) to obtain and receive additional evidence during a hearing, including evidence from third-party experts;
- (b) to adjourn any hearing at any time if it considers it advisable to clarify any facts in dispute or to review new information that may be presented; and
- (c) to demand the production of information and documentation deemed necessary to arrive at a satisfactory decision, and may adjourn a hearing to give time for such to be provided.

7.2.13 The appeal shall be conducted as a rehearing.

7.2.14 The Tribunal shall have regard to the decision of the Disciplinary Tribunal but shall not regard it as being presumptively correct nor bound by any of its findings.

#### **Onus of proof**

7.2.15 On the hearing of an appeal, it is for the appellant to satisfy the Tribunal that the grounds for appeal have been proven on the balance of probabilities.

#### **Orders of the Appeals Tribunal**

7.2.16 Upon completion of all representations by the parties the Tribunal will retire to consider the appeal “in camera” with only the Members of the Tribunal present during its deliberations.

7.2.17 In the case of an appeal against findings and orders/ penalty of the Disciplinary Tribunal, the Tribunal may make one or more of the following resolutions to:

- (a) affirm or vary any findings of the Disciplinary Tribunal;
- (b) affirm, vary, or rescind any penalty imposed by the Disciplinary Tribunal; and/ or
- (c) substitute any other penalty which the Disciplinary Tribunal could have made.

#### **Effective date**

7.2.18 The Tribunal shall decide the date of effect of any order it makes.

#### **Costs**

7.2.19 Subject to any specific orders the Tribunal makes as to costs, each party shall bear its own costs of proceedings and representation.

#### **Notification of findings to appellant and respondent**

7.2.20 The Tribunal shall use its best endeavours to publish a written statement of its findings and deliver it to all parties within 21 days of the conclusion of the hearing.

### **Public notification of findings**

7.2.21 The findings and orders of the Tribunal shall be publicised by the Institute by the following means:

- (a) by way of press release in such terms and manner it directs;
- (b) publication in the IPA journal in such terms and manner it directs; and/ or
- (c) publication on the IPA's website journal in such terms and manner it directs;

and shall, for Members subject to an order of censure, suspension or forfeiture of Membership set out the name, the breach(es) that the Member was found to have made and the finding(s) of the Tribunal and any other matters the Tribunal determines is necessary. For Members subject to an order(s) of admonishment, fine or other order, the Institute shall determine, what, if any information is made known to the public.

### **Appeals Tribunal Members - obligations**

7.2.22 All Tribunal Members will give an undertaking to the Institute to act fairly and honestly in all cases, to excuse themselves from any case where they may be or perceived to have a conflict of interest and to be available for selection unless reasonably excused.

7.2.23 Where a Tribunal Member has consistently not availed themselves to sit on hearings without reasonable excuse, the Chairman may request to the Board of Directors that the said Tribunal Member be removed.

7.2.24 Tribunal Members may be required to undergo training or to complete courses approved by the Board of Directors. Failure to comply with such may mean removal from Membership of the Tribunal.

7.3 Public notice of findings

### **Penalties**

7.3.1 The following disciplinary penalties will determine the publication of a Member's name:

- (a) forfeiture of Membership: Member's name published;
- (b) suspension of Membership: Member's name published;
- (c) censure: Member's name published;
- (d) admonishment: Member's name not published; and
- (e) any other penalty: Member's name not published

### **Notice of outcome of hearing**

7.3.2 The complainant shall be informed of the outcome of a hearing heard as a result of their complaint within 30 days of the decision being made.



### **Notice of statutory authorities**

- 7.3.3 The Institute shall pass on to appropriate statutory authorities information regarding Members that may be required by law, regardless of whether the Institute undertakes action in regard to such information itself. The Institute will provide such statutory authorities with the necessary levels of support where required.
- 7.3.4 If the Institute becomes aware that a Member has breached the law, it shall forthwith inform the appropriate authorities in relation to such a matter.
- 7.3.5 The publication of the name of a Member who has received a disciplinary penalty referred to in By-Laws 7.3.1 (a) to (c) shall be published in the official publication and on the website of the Institute.
- 7.4.1 Repealed
- 7.5 In exceptional circumstances where the ongoing membership of a Member could bring the Institute into disrepute, the President, on the formal advice of the Chief Executive Officer, has the power to immediately suspend a Member with a view to consideration of the matter of forfeiture of membership by resolution of the Board of Directors.

## Chapter 8

### Divisions

#### 8.1 Establishment of Divisions

##### **Existing Divisions**

- 8.1.1 The Divisions established by the Board of Directors under Clause 111 of the Constitution are New South Wales, Victoria, Queensland, South Australia and Northern Territory, Western Australia, Tasmania, the Australian Capital Territory and the United Kingdom. The Board of Directors has the power to establish further Divisions.

##### **Divisional Advisory Committee**

- 8.1.2 The Constitution provides that there shall be a Divisional Advisory Committee established in each Division. The Members of the Divisional Advisory Committee shall appoint a President and Deputy President of the committee. The Board of Directors may resolve to vary the title of the Divisional Advisory Committee in a particular Division. Unless otherwise resolved by the Board of Directors, the maximum number of members of the Divisional Advisory Committee shall be nine.
- 8.1.2A For the avoidance of doubt, the Divisional Advisory Committees shall hold elections for Divisional Presidents and Divisional Deputy Presidents at the expiry of the pre-existing terms of office.

##### **Nominations Committee**

- 8.1.3 Pursuant to Clause 56 of the Constitution, the purpose of the Nominations Committee is to appoint Directors to the Board of Directors and appoint members to the Divisional Advisory Committee.
- 8.1.3.1 The Board of Directors may appoint any Member as President of a newly established Division until such time as an election can be held.
- 8.1.3.2 The Nominations Committee shall appoint members to Divisional Advisory Committees for staggered terms ensuring one-third of the Committee retires each year. The determination of the Nominations Committee for appointment to Divisional Advisory Committees shall be final.
- 8.1.3.3 For the avoidance of doubt, the effect transition to the appointment cycle prescribed at 8.1.3.2, the Nominations Committee may set staggered terms of office for members appointed to a Divisional Advisory Committee.

##### **Council of Divisional Presidents**

- 8.1.4 There shall be a Council of Divisional Presidents comprising the presidents of each of the Divisions of the Institute. The Divisional Presidents are elected or otherwise appointed in accordance with these By-laws.

8.1.4.1 The Chair of the Members Advisory Committee of the Association of Accounting Technicians (AAT) will be seconded to the Council of Divisional Presidents, with their term of secondment expiring at the close of the Institute's Annual General Meeting in November 2024 or at another time determined by the Board of Directors.

8.1.4.2 The purpose of the Council of Divisional Presidents is to advise the Institute on the strategic direction of the Institute and to ensure the views of members through the Divisional Advisory Councils are provided to the Board from time to time. Council of Divisional Presidents shall meet at least twice per annum and shall meet with the Board of Directors at least once per annum.

## 8.2 Annual Divisional Advisory Committee Meetings

8.2.1 A Divisional Advisory Committee shall hold an Annual Divisional Advisory Committee meeting of Members of that Division.

### **Time, place and manner for the holding of an Annual Divisional Advisory Committee Meeting**

8.2.2 The Annual Divisional Advisory Committee Meeting is to be held not later than the last day of the second month following the end of the preceding financial year at such time, manner and place as the Divisional Advisory Committee determines. The time, manner and place for holding the meeting may be varied by the Board.

### **Place of Annual Divisional Council Meeting**

8.2.3 Repealed.

### **Business of an Annual Divisional Advisory Committee Meeting**

8.2.4 The business of an Annual Divisional Advisory Committee Meeting shall be to receive and consider the report of the Divisional Advisory Committee for the preceding financial year, to announce the results of elections (if applicable) and to consider such other business relating to the activities of that Divisional Advisory Committee as may be raised at the meeting, of which due notice has been given.

8.2.5 A Member shall give notice in writing of any business to be brought before an Annual Divisional Advisory Committee meeting not less than fourteen days prior to the scheduled meeting date. No business, other than business brought forward by the Members of the Divisional Advisory Committee, shall be considered.

### **Notice of Annual Divisional Advisory Committee Meeting**

8.2.6 Not less than twenty-one days notice of an Annual Divisional Advisory Committee Meeting, specifying the place, day and time of the meeting and the general nature of the business to be dealt with shall be given in the manner hereinafter provided.

8.2.7 All notices may be served upon Members attached to the respective Division either personally or by sending the same through the post addressed to such Member at the address as entered in the Register of Members, or may be given by electronic means if a Member nominates an electronic address, or in exceptional circumstances, may be served by advertisement in at least one major local daily newspaper.

- 8.2.8 The notice of an Annual Divisional Advisory Committee Meeting shall be deemed to be sufficiently given if notice thereof is published in any publication, including newsletters, journals and promotional material of the Institute.
- 8.2.9 Any notice sent by post shall be deemed to have been served on the fifth working day following posting. Any notice given by electronic means shall be deemed to be served on the day of electronic transmission. Any notice given by advertisement shall be deemed to have been served on the day of issue of the newspaper in which the advertisement appears.
- 8.2.10 The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member shall not invalidate the proceedings of the Annual Divisional Advisory Committee Meeting in pursuance of such notice.

#### **Quorum**

- 8.2.11 Each Divisional Advisory Committee shall determine the quorum necessary for the transaction of its business including the business of the Annual Divisional Advisory Committee, provided such a quorum is not in any case less than three.

#### **Quorum not present**

- 8.2.12 If a quorum is not present within fifteen minutes of the time appointed for the Annual Divisional Advisory Committee Meeting the meeting stands adjourned to the same day in the next week at the same time and place or to such other day (not being more than fourteen days after such meeting) at such time and place as the Chairman of the meeting may appoint.
- 8.2.13 If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the meeting shall be dissolved.

#### **Chair of Annual Divisional Advisory Committee Meetings**

- 8.2.14 The Divisional President, or in the Divisional President's absence, the Divisional Deputy President or, in the Divisional Deputy President's absence, a Divisional Advisory Committee member to be chosen by the Members present, shall be entitled to take the chair at every Annual Divisional Advisory Committee Meeting and, if at any meeting no person entitled to take the Chair shall be present within fifteen minutes after the time appointed for holding such meeting, or, if all such persons present decline to take the chair, then the Members present shall choose one of their number to be Chairman.

#### **Voting at Annual Divisional Advisory Committee Meetings**

- 8.2.15 Every Member present at an Annual Divisional Advisory Committee Meeting and entitled to vote shall be entitled to one vote.
- 8.2.16 Any business of the Annual Divisional Advisory Committee Meeting put to the vote shall be decided on a show of hands of Members present and entitled to vote.
- 8.2.17 No Member shall be entitled to vote on any business before an Annual Divisional Advisory Committee Meeting:
- (a) who is an honorary Member; or
  - (b) whose subscription or any other sum prescribed by the Board of Directors is overdue for three months.

### **Casting vote of Chairman**

- 8.2.18 In the case of an equality of votes, whether on a show of hands, the Chairman of the meeting at which the show of hands takes place, in addition to the vote to which the Chairman may be entitled as a Member, shall have a casting vote.

### **Record keeping**

- 8.2.19 A declaration by the Chairman that a question has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Divisional Advisory Committee shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **Adjourning an Annual Divisional Advisory Committee Meeting**

- 8.2.20 The Chairman of an Annual Divisional Advisory Committee Meeting may with the consent of any Annual Divisional Advisory Committee Meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 8.2.21 Except as provided in By-Law 8.2.22, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 8.2.22 When an Annual Divisional Advisory Committee Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

8.2A Repealed.

8.2A.1 Repealed (refer to The Constitution).

8.2A.2 Repealed.

8.3 Divisional Advisory Committee composition

- 8.3.1 In accordance with Clause 117 of the Constitution, the conduct of Divisional Advisory Committee elections is prescribed in the following By-laws.

### **Term of Divisional Advisory Committee Members**

- 8.3.2 The term of appointment of a member to the Divisional Advisory Committee shall be three years commencing from the conclusion of the next Annual General Meeting of the Institute.

### **Nominations**

- 8.3.3 Unless otherwise determined by the Nominations Committee, no person shall be appointed to a Divisional Advisory Committee unless they have been nominated for such position. Every nomination shall be on the prescribed form (IPA 005) signed by two Members of the Division and countersigned by the applicant and shall be lodged with the Institute not later than the end of the preceding financial year or at some other date determined by the Board of Directors or Nominations Committee. Retiring committee Members can re-nominate for election.

8.3.4 The applicant must be a Member attached to the Division in which the Divisional Advisory Committee they are seeking appointment to is established. Members nominating the said applicant must also be attached to the same Division in which the Divisional Advisory Committee the applicant is seeking appointment to is established.

8.3.4(a) In the event a DAC has less than nine members, the DAC may submit a nomination of a member from that Division to the Nominations Committee for consideration of appointment. The terms of such appointment will be at the discretion of the Nominations Committee.

**Nominations equal to or less than number of Councillorships vacant**

8.3.5 Repealed.

**Nominations exceed number of vacant Councillorships**

8.3.6 Repealed.

**Voting procedures – appointment of a Returning Officer**

8.3.7 Repealed.

**Voting procedures – appointment of a Scrutineer**

8.3.8 Repealed.

8.3.9 Repealed.

**Voting procedures – voting papers**

8.3.10 Repealed.

8.3.11 Repealed.

**Voting procedures – statement of personal particulars**

8.3.12 Repealed.

**Voting procedures – voting**

8.3.13 Repealed.

8.13.14 Repealed.

**Voting procedures – altering a vote**

8.3.15 Repealed.

**Voting procedures – determining if a Member has voted**

8.3.16 Repealed.

**Voting procedures – determining the validity of a ballot paper**

8.3.17 Repealed.

8.3.18 Repealed.

**Voting procedures – destruction of voting papers**

8.3.19 Repealed.

**Voting procedures – counting of votes**

8.3.20 Repealed.

**Voting procedures – determining the successful candidate/ s**

8.3.21 Repealed.

**Voting procedures – determining the successful candidate – tied vote**

8.3.22 Repealed.

**Voting procedures – report of the Returning Officer and Scrutineer**

8.3.23 Repealed.

**Voting procedures – announcing the result of a ballot**

8.3.24 Repealed.

**Beginning of term as a Divisional Councillor**

8.3.25 Repealed.

**Determining questions of detail for Divisional Councillor elections**

8.3.26 Repealed.

**Casual vacancies**

8.3.27 Repealed.

**Additional Divisional Advisory Committee Members**

8.3.28 A Divisional Advisory Committee may at any time and from time to time appoint a Member as an additional member of the Divisional Advisory Committee. The Member so appointed shall hold appointment until the expiry of terms of current Divisional Advisory Committee Members. Board Directors shall be ex-officio members of their respective Divisional Advisory Committee.

**8.4 Proceedings of Divisional Advisory Committee Meetings**

8.4.1 Pursuant to Clause 118 of the Constitution, the proceedings of Divisional Advisory Committee meetings shall be regulated as follows.

**Exercising the responsibilities of a Divisional Advisory Committee**

8.4.2 A meeting of a Divisional Advisory Committee at which a quorum is present shall be competent to exercise all or any of the responsibilities vested in it.

- 8.4.3 All acts done at any meeting of a Divisional Advisory Committee or by any person acting as a Divisional Advisory Committee Member shall, notwithstanding it was afterwards discovered that there was some defect in the appointment of such Divisional Advisory Committee or Divisional Advisory Committee Member that they or any of them were disqualified, be as valid as if such Divisional Advisory Committee or Divisional Advisory Committee Member had been duly appointed and was qualified to act.

#### **Convening a meeting of a Divisional Advisory Committee**

- 8.4.4 A Divisional Advisory Committee may meet or adjourn their meetings as they think fit. Notwithstanding this, a Divisional Advisory Committee may not meet more than once every two months or less than once every three months.
- 8.4.5 A meeting of a Divisional Advisory Committee shall also be convened at any time upon the request of the Divisional President, or of a number of Divisional Advisory Committee Members sufficient to form a quorum of such committee (see Clause 119 of the Constitution and By-laws 8.5.1). The Company Secretary (or their nominee) must be informed of the meeting and attend to keep a record of the business of the meeting.
- 8.4.6 Notwithstanding By-laws 8.4.2 and 8.4.4, the Board of Directors have the authority to call or cancel a meeting of a Divisional Advisory Committee as they think fit. Any meeting that proceeds that has been cancelled by the Board of Directors is not a Divisional Advisory Committee and does not bind the Institute in any situation.

#### **Voting procedures at Divisional Advisory Committee meetings**

- 8.4.7 Questions at any meeting of a Divisional Advisory Committee shall be decided by a majority of votes recorded and, in the case of an equality of votes, the Chairman shall in addition, have a casting vote.
- 8.4.8 Issues to be discussed at Divisional Advisory Committee meetings shall be limited to its responsibilities as established in Clause 113 of the Constitution, the election of office bearers (Divisional President and Deputy President), determining questions of detail in Divisional Advisory Committee elections and determining its quorum.

#### **Presiding over meetings**

- 8.4.9 At all meetings of a Divisional Advisory Committee the Divisional President of that Advisory Committee shall preside or, in the Divisional President's absence, the Divisional Deputy President and, in the absence of all the above Divisional office bearers, a Chairman shall be elected from amongst the Divisional Advisory Committee Members of the particular Advisory Committee.

#### **Record keeping**

- 8.4.10 Each Divisional Advisory Committee shall cause to be regularly recorded minutes of the proceedings of their respective Divisional Advisory Committee meetings. The minutes of Divisional Advisory Committee meetings signed by the Chairman of the succeeding meeting, shall be conclusive evidence of the transactions recorded in such minutes.

#### **8.5 Quorum of Divisional Advisory Committee**

- 8.5.1 Each Divisional Advisory Committee shall determine the quorum necessary for the transaction of its business, provided such a quorum is not in any case less than three.



8.5.2 The Divisional Advisory Committee is to inform the Board of Directors of its quorum decided pursuant to By-Law 8.5.1.

#### **8.6 Appointment of Directors by a Nominations Committee**

8.6A The Nominations Committee shall meet not later than the last day of the second month following the end of the financial year to determine the appointments of the Board of Directors. For the avoidance of doubt, existing terms of Directors from the date of adoption of these By-laws shall be honoured to preserve the rotation cycle of the Board.

#### **Nominations for appointment to the Board by Nominations Committee**

8.6.1 Nominations of candidates for appointment as Directors shall be on the prescribed form (IPA 003) and shall be signed by two or more Members as nominators and countersigned by the candidate. Nominees may elect to include a curriculum vitae and statement of particulars at the time of nomination or any other information determined by the Nominations Committee from time to time.

8.6.2 Nominations for candidates to be appointed Directors close seven days prior to the date the Nominations Committee is to meet to appoint the Directors (see Clause 57). The nominations must be received by the Chief Executive Officer or the Chief Executive Officer's nominee.

#### **Number of nominations equal or less than the number of Directorships available**

8.6.3 If the number of candidates nominated for appointment as a Director is equal to or less than the number of Directorships available for election, the Chairman of the Nominations Committee meeting may declare the candidate or candidates (as the case may be) nominated as appointed a Director of the Institute.

#### **Number of nominations exceeds Directorships available**

8.6.4 The Nominations Committee shall conduct a merit-based selection process based on the needs of the Institute. The Nominations Committee may seek additional information from candidates for appointment including, but not limited to, a detailed curriculum vitae, references and interviews.

#### **Voting and Determination of a Nominations Committee**

8.6.5 The determination of the Nominations Committee shall be final. No discussion on the deliberations of the Nominations Committee will be entered into.

8.6.6 The Chief Executive Officer as Company Secretary or the Chief Executive Officer's nominee shall be the Executive Officer and shall record the appointment of a Director pursuant to Clause 56 of the Constitution.

8.6.7 Repealed.

8.6.8 Repealed.

8.6.9 Repealed.

8.6.10 Repealed.

8.6.11 Repealed.

### **Insufficient or no nominations are received**

8.6.12 If insufficient or no nominations are received, then a casual vacancy exists, which the Nominations Committee may fill pursuant to Clause 65 of the Constitution.

8.7 Divisional Advisory Committee Office bearers

### **Pre-requisite to being a Divisional Advisory Committee Office bearer**

8.7.1 Candidates for election as a Divisional Advisory Committee Office bearer must be Members of the respective Divisional Advisory Committee in which they are seeking election to as an office bearer.

### **Nominations**

8.7.2 Nominations of candidates for election as Divisional President and Divisional Deputy President shall be on the prescribed form (e.g. IPA 002) and shall be signed by two or more Members of the respective Division as nominators and countersigned by the candidate.

8.7.3 Nominations for candidates to be elected as a Divisional Advisory Committee Office bearer close seven days prior to the date of the meeting at which the Divisional Advisory Committee is to elect their office bearers (see Clause 126). The nominations must be received by the Chief Executive Officer or the Chief Executive Officer's nominee.

### **Number of nominations equal or less than the number of Divisional Advisory Committee Office bearer positions available**

8.7.4 If only one candidate is nominated for election to an office referred to in 8.7.2, the Chairman of the Divisional Advisory Committee meeting shall declare the candidate nominated as elected to the appropriate office.

### **Number of nominations exceeds the number of Divisional Advisory Committee Office bearer positions available**

8.7.5 If more than one candidate is nominated for election to any office referred to in By-Law 8.7.2, then a ballot shall be conducted at the Divisional Advisory Committee meeting amongst the Divisional Advisory Committee Members present at such meeting and such ballot shall be conducted in accordance with the following provisions and otherwise as the Board of Directors from time to time determines.

### **Voting procedure**

8.7.6 A Divisional Advisory Committee member voting shall mark their ballot paper by placing the number 1 in the square opposite the name of the candidate for whom the Advisory Committee member votes as their first preference, and shall give contingent votes for all the remaining candidates by placing the numbers, 2, 3, 4 (and so on, as the case requires) in the squares opposite their names so as to indicate the order of preference.

8.7.7 The Chief Executive Officer or the Chief Executive Officer's nominee shall conduct the ballot for election of Divisional Advisory Committee Office bearers pursuant to Clause 126.

8.7.8 The ballot shall be conducted as a secret ballot and votes shall be counted as provided in this By-Law.

8.7.9 The Chief Executive Officer or the Chief Executive Officer's nominee shall count the first preference votes given for each candidate and the candidate who has received the largest number of first preference votes shall, if that number constitutes an absolute majority of votes, be elected.

8.7.10 If no candidate has received an absolute majority of first preference votes then:

- (a) the candidate who has received the fewest first preference votes shall be excluded, and each ballot-paper counted to that candidate shall be counted to the candidate next in the order of the voter's preference; and
- (b) if no candidate then has an absolute majority of votes, the process in By-Law 8.7.10(a) shall be repeated until one candidate has received an absolute majority of votes.

8.7.11 During the exclusion process, if on any count two or more candidates have an equal number of votes and one of them has to be excluded then:

- (a) a count of the number of next preferences for the candidates will continue until a candidate is recognised as having few higher preferences than the other candidates. Once this has been established, the candidate with the fewer votes will be excluded;
- (b) if at the end of this process, the candidates still have an equal number of votes, then the selected candidate for exclusion will be by the drawing of lots; and
- (c) if more than one position is required from the ballot, all voting papers are returned to the poll, the already appointed candidate is excluded, and a similar vote allocation process is undertaken. This process is continued until the required number of positions have been decided.

#### **Announcing the result of the election**

8.7.12 The Chairman of the Divisional Advisory Committee meeting shall announce the result of any election and declare the successful candidates as being elected to the appropriate office and report such result to the Board of Directors.

#### **Insufficient or no nominations are received**

8.7.13 If insufficient or no nominations are received, the office referred to in By-Law 8.7.2 is a casual vacancy. If the position that is vacant is of Divisional President, then the Divisional Deputy President shall act in the position as Divisional President. In all other situations, the positions remain vacant until they can be filled. A meeting of a Divisional Advisory Committee can still proceed; the Chairman of such a meeting shall be elected from amongst the Divisional Advisory Committee Members present.

#### **Duties of Divisional Advisory Committee Office bearers – Divisional President**

8.7.14 The Divisional President is to preside at all Divisional Advisory Committee and Annual Divisional Advisory Committee Meetings.

8.7.15 In the event of the Divisional President being absent, the Divisional Deputy President shall preside.

8.7.15.1 The Divisional President shall also be appointed ex officio to the Council of Divisional Presidents of the Institute.

#### **Duties of Divisional Office bearers – Divisional Deputy President**

8.7.16 The Divisional Deputy President will, in the absence of the Divisional President from a meeting of the Divisional Advisory Committee or a ceremonial occasion act for the Divisional President. If the Divisional President is unable to attend a meeting of the Council of Divisional Presidents, the Divisional Deputy President shall attend such a meeting and discharge all responsibilities and functions of the office as if the Divisional President was present.

#### **Term of office for Divisional Office bearers**

8.7.17 Pursuant to Clause 126 of the Constitution, a Divisional President and Divisional Deputy President shall respectively hold office until the end of the Annual General Meeting of the Institute and any vacancy occurring before such successor is appointed may be filled as a casual vacancy at a meeting of the particular Divisional Advisory Committee to be held as soon as practicable after the occurrence of the vacancy.

8.7.18 Repealed.

8.7.19 Repealed.

8.7.20 A former office bearer shall not be eligible for election to that same office within two years of ceasing to hold that office.

8.7.20.1 Unless otherwise resolved by the Board of Directors, a Divisional President applying for the Board of Directors shall be required to take a leave of absence from their position whilst the Board Nomination process is completed.

#### **Duties of Divisional President and Division Deputy President**

8.7.21 Repealed.

8.8 Nominations Committee

8.8A There shall be a Nominations Committee comprising the Chair of the Board, the Chair of the Council of Divisional Presidents and an independent member. The purpose of the Nominations Committee is to appoint the member-elected Directors pursuant to Clause 56 of the Constitution and appoint casual vacancies to the Board of Directors pursuant to Clause 65 of the Constitution.

#### **Meetings of the Nominations Committee**

8.8.1 The Nominations Committee shall meet at least twice per annum and is required to finalise determinations for appointment to the Board by the end of the second month following the end of the financial year. The Chief Executive Officer or the Chief Executive Officer's nominee shall be the Executive Officer of the Nominations Committee.

#### **Board Competencies**

8.8.2 The Nominations Committee shall determine the specific competencies required of applicants for appointment to the Board of Directors.

### **Call for Nominations**

- 8.8.3 The Nominations Committee shall, prior to the end of the financial year, issue a Call for Nominations notice to all Members in a form and manner it determines seeking applications for appointment to the Board of Directors. The Call for Nomination shall require Members to submit their nomination for appointment on the prescribed form (IPA003).

### **Chairmanship**

- 8.8.4 The Chair of the Board shall also Chair the Nominations Committee.
- 8.8.5 In the event the Chair of the Nominations Committee is unable to act as Chair, or resigns, is a candidate for appointment to the Board of Directors or is otherwise disqualified, a Deputy President of the Board shall Chair the Nominations Committee.

### **Divisional Presidents nominating for the Board of Directors**

- 8.8.6 Pursuant to 8.7.20.1 above, in the event a Divisional President applies to be appointed a Director or is otherwise to be considered for appointment as a Director, the Divisional President shall take a leave of absence from the position of Divisional President and member of the Nominations Committee. In such cases, the Divisional Deputy President shall assume these roles and perform these functions until the appointment is determined. In such cases where the Divisional President and Deputy President apply to be appointed a Director, the Divisional Advisory Committee shall meet and elect a member to act as Divisional President until the appointment process of Directors is resolved. A Member must not hold the concurrent appointments of Director and Division President or Division Deputy President.

### **Voting**

- 8.8.7 Determinations of the Nominations Committee shall be by consensus, however on matters of Board appointments, should a ballot be required it shall be conducted in accordance with these By-laws.

### **Review of the Performance of the Board of Directors**

- 8.8.9 In conjunction with the Chairman of the Board of Directors, the Nominations Committee will oversee the framework for the review of performance of the Directors.

### **Recommendation of Director Entitlements**

- 8.8.10 The Nominations Committee may make recommendations to the Board of Directors in relation to the entitlements of Directors including, but not limited to, reimbursements and compensation.

### **Record keeping**

- 8.8.11 The Nominations Committee shall cause to be regularly recorded minutes of the proceedings of their respective meetings. The minutes of Nominations Committee meetings signed by the Chairman of the succeeding meeting, shall be conclusive evidence of the business recorded in such minutes.

## **Notice**

- 8.8.12 Not less than seven days notice of a Nominations Committee meeting, specifying the place, day and time of the meeting and the general nature of the business to be dealt with shall be given in the manner hereinafter provided.
- 8.8.13 All notices may be served upon Members of the Nominations Committee either personally or by sending the same through the post addressed to such Member at the address as entered in the Register or may be given by electronic means if a Member nominates an electronic address.
- 8.8.14 The notice of a meeting of the Nominations Committee shall be deemed to be sufficiently given if notice thereof is published in any publication, including newsletters, journals and promotional material of the Institute.
- 8.8.15 Any notice sent by post shall be deemed to have been served on the fifth working day following posting. Any notice given by electronic means shall be deemed to be served on the day of electronic transmission. Any notice given by advertisement shall be deemed to have been served on the day of issue of the newspaper in which the advertisement appears.
- 8.8.16 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any Member shall not invalidate the proceedings of the Nominations Committee meeting in pursuance of such notice.

## **Quorum**

- 8.8.17 Two Members personally present and entitled to vote shall be a quorum for a meeting of the Nominations Committee. No business shall be transacted at any Annual Divisional Advisory Committee Meeting unless the requisite quorum is present.

## **Quorum not present**

- 8.8.18 If a quorum is not present within fifteen minutes of the time appointed for the Annual Divisional Advisory Committee Meeting the meeting stands adjourned to the same day in the next week at the same time and place or to such other day (not being more than fourteen days after such meeting) at such time and place as the Chairman of the meeting may appoint.
- 8.8.19 If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the meeting shall be dissolved.

## Chapter 9

### Limited Professional Practice Certificate (Limited-PPC) and Professional Practice Certificate (PPC)

#### 9.1 Professional Practice

9.1.1 Pursuant to Clauses 127 to 129 of the Constitution, the Board of Directors prescribe the following obligations on Members who provide accounting and/or accounting related services.

- (a) Limited-PPC and PPC registrations shall be in a form approved by the Institute and its issue shall be recorded in a register kept for that purpose.

#### Members who must hold a Limited-PPC or a PPC

9.1.2 All Members must hold a Limited-PPC (commencing 1 July 2023) or a PPC if they:

- (a) provide accounting and/or accounting related services to the public for pro-bono or for a fee, but not including those activities provided by a Member who is employed in a PAYG salaried role, or
- (b) provide accounting and/or accounting related services to the public such as financial reporting; bookkeeping; insurance; auditing, self-managed superannuation fund (SMSF) auditing; taxation; corporate reconstruction/ advisory; bankruptcy; financial planning/ investment advice; superannuation; business/ management consulting; company secretarial/ Board; advice/ counsel associated with the sale, listing or purchase of a business or securities; and all similar activities; or otherwise as deemed by the IPA, or
- (c) are a partner or principal of a practice, irrespective of their functional responsibilities, or
- (d) provide accounting and/or accounting related services on contract to an accounting firm and the Member is not covered by that firm's professional indemnity insurance, or
- (e) hold any beneficial equity in the practice, or
- (f) are deemed by the IPA that the Member should hold a Limited-PPC or a PPC as the Member is providing accounting and/or accounting related services.

9.1.3 The tax-free threshold and Limited-PPC and PPC registrations.

- (a) Members who have provided accounting and/or accounting related services and have generated an annual fee income (excluding Goods and Services Tax) from the provision of these services for the last financial year of less than the tax-free threshold, are required to hold either a Limited-PPC or PPC.
- (b) Members who have provided accounting and/or accounting related services and have generated an annual fee income (excluding Goods and Services Tax) from the provision of these services for the last financial year that is equal to, or greater than the tax-free threshold, are required to hold a PPC.

- (c) The Tax-free threshold shall be defined in accordance with relevant taxation legislation as amended from time to time.
- (d) Members that have a statutory registration with, but not limited to, the Australian Securities and Investments Commission (ASIC) and/or the Tax Practitioners Board (TPB) are not eligible to hold a Limited-PPC and must hold a PPC regardless of the level of turnover generated from the provision of accounting and/or accounting related services.

**9.1.4 Advertising professional services:**

- (a) Members that hold a Limited-PPC or a PPC are permitted to use IPA branding and/or intellectual property to advertise their services to the public.
- (b) Members that hold a Limited-PPC or a PPC are permitted to use a website to advertise their services to the public.

**9.1.5 Limited-PPC and PPC registrations**

- (a) Limited-PPC registrations will be issued in the name of the Member only.
- (b) Members that hold a Limited-PPC are not eligible to be a Scheme Participant in the IPA Professional Standards Scheme.
- (c) PPC registrations will be issued in the name of the Member.
- (d) Members that hold a PPC are eligible to be a Scheme Participant in the IPA Professional Standards Scheme.
- (e) PPC registrations can also be issued in the name of the Members Entity, if approved by the IPA for the purpose of being a Scheme Participant in the IPA Professional Standards Scheme, but the Member must continue to maintain a PPC registration in their name.

**Requirements for holders of a Limited-PPC**

**9.1.6 A Member who holds a Limited-PPC must:**

- (a) pay the annual registration fee (if any) as determined by the Board of Directors,
- (b) participate in professional practice survey(s) and / or Declarations as requested by the Institute,
- (c) comply with all requirements of the Constitution, By-laws and Pronouncements,
- (d) successfully complete
  - Module-1 Introduction to the Accounting Profession,
  - Module-2 APES 100 Code of Ethics,
  - Module-3 APES 200 All Members,
  - Module-4 APES 300 Members in Public Practice,
  - Module-5 Statutory Registrations,
  - Module 6 Regulatory Compliance, and
  - Module 7 Co-regulatory Compliance



of the Institutes Professional Practice Program (PPP) within 6 months of obtaining a Limited-PPC, and

- (e) hold professional indemnity insurance as per By-Law 9.1.8.

9.1.7 A Member who holds a Limited-PPC must:

- (a) if the Member is a sole practitioner, ensure that they are covered under a contract and/or scheme of professional indemnity insurance which complies with By-Law 9.1.8 and which can offer run-off cover for claims against the Member after ceasing to offer professional practice services or ceased to hold a Limited-PPC registration,
- (b) if the Member is a partner of an accounting firm, ensure that the Member and the firm and all other partners of the firm (whether or not they are Members of the Institute) are covered under a contract and/or scheme of professional indemnity insurance that complies with By-Law 9.1.8, and
- (c) if the Member is a director of an accounting company, ensure that the Member and the company and all other Directors and Executive Officers of the company (whether or not they are Members of the Institute) are insured under a contract and/or scheme of professional indemnity insurance that complies with By-Law 9.1.8.

#### **Professional indemnity insurance – Limited-PPC**

9.1.8 Professional indemnity insurance must provide:

- (a) cover for the amount(s) specified by the Board of Directors for each and every claim, not being less than \$1 million for each reinstatement (any one claim),
- (b) a policy excess (deductible) of no more than an amount determined by the Board of Directors from time to time, currently being no more than 2 per cent of the policy limit of indemnity, or \$200,000, whichever is the lower amount,
- (c) cover obtained from an Australian Prudential Regulation Authority (APRA) regulated insurer, which can be verified at: <https://www.apra.gov.au/register-general-insurance>,
- (d) a minimum of one reinstatement and preferably unlimited reinstatements,
- (e) a defence cost exclusive policy, however if the policy is defence cost inclusive, the policy sets an additional 25 per cent above the policy limit of indemnity amount to fund defence costs,
- (f) unlimited retroactive cover,
- (g) cover for defamation,
- (h) cover for claims arising out of the dishonesty of an employee,
- (i) cover for the cost of replacing or repairing documents lost, damaged or destroyed,
- (j) cover for any civil legal liability or any act, error or omission, subject to reasonably common exceptions, and

- (k) run-off cover for claims against the Member after cessation of business or ceased to hold a Limited-PPC for a period of at least seven years, however if the policy does not include run-off cover, the Member must arrange and maintain run-off cover for a period of seven years following cessation of the business.

### **Requirements for holders of a PPC**

9.1.9 A Member who holds a PPC must:

- (a) pay the annual fee (if any) determined by the Board of Directors,
- (b) participate in professional practice survey(s) and / or Declarations as requested by the Institute,
- (c) comply with the requirements of the Constitution, By-laws and Pronouncements and comply with the requirements of the Institute's Professional Practice Manual,
- (d) successfully complete the Institute's Professional Practice Program (PPP) within 6 months of obtaining a PPC, and
- (e) hold professional indemnity insurance as per By-Law 9.1.11.

9.1.10 A Member who holds a PPC must also:

- (a) if the Member is a sole practitioner, ensure that they are covered under a contract and/or scheme of professional indemnity insurance which complies with By-Law 9.1.11 and which can offer run-off cover for claims against the Member after ceasing to offer professional practice services or ceased to hold a PPC registration,
- (b) if the Member is a partner of an accounting firm, ensure that the Member and the firm and all other partners of the firm (whether or not they are Members of the Institute) are covered under a contract and/or scheme of professional indemnity insurance that complies with By-Law 9.1.11, and
- (c) if the Member is a Director of an accounting company, ensure that the Member and the company and all other Directors and Executive Officers of the company (whether or not they are Members of the Institute) are insured under a contract and/ or scheme of professional indemnity insurance that complies with By-Law 9.1.11.

### **Professional indemnity insurance**

9.1.11 Members may be excluded from the Professional Standards Scheme if they don't hold Professional Indemnity insurance in accordance with this By-law. Professional indemnity insurance must provide:

- (a) cover for the amount(s) specified by the Board of Directors for each and every claim, currently until 31 December 2021, not being less than \$2 million for each reinstatement (any one claim),
- (b) cover for the amount(s) specified by the Board of Directors for each and every claim, commencing on 1 January 2022:
  - not being less than \$2 million for each reinstatement for Members that generated annual fee income (excluding goods and services tax) of less than

\$10 million in the financial year immediately preceding any act or omission that has given rise to an occupational liability (damages claim), or

- not being less than \$10 million for each reinstatement for Members that generated annual fee income (excluding goods and services tax) of \$10 million or more in the financial year immediately preceding any act or omission that has given rise to an occupational liability (damages claim), or
  - not being less than the monetary ceiling (Scheme cap) specified by the Board of Directors who under section 26 of the *Professional Standards Act 2003 (Vic)*, have the discretionary authority to specify, on application by a Member, a higher monetary ceiling for that Member, not exceeding \$75 million.
- (c) a policy excess (deductible) of no more than an amount determined by the Board of Directors from time to time, currently being no more than 2 per cent of the policy limit of indemnity, or \$200,000, whichever is the lower amount,
- (d) cover obtained from an Australian Prudential Regulation Authority (APRA) regulated insurer, which can be verified at: <https://www.apra.gov.au/register-general-insurance>,
- (e) a minimum of one reinstatement and preferably unlimited reinstatements,
- (f) a defence cost exclusive policy, however if the policy is defence cost inclusive, the policy sets an additional 25 per cent above the policy limit of indemnity amount to fund defence costs,
- (g) unlimited retroactive cover,
- (h) cover for defamation,
- (i) cover for claims arising out of the dishonesty of an employee,
- (j) cover for the cost of replacing or repairing documents lost, damaged or destroyed,
- (k) cover for any civil legal liability or any act, error or omission, subject to reasonably common exceptions, and
- (l) run-off cover for claims against the Member after cessation of business or ceased to hold a Professional Practice Certificate for a period of at least seven years, however if the policy does not include run-off cover, the Member must arrange and maintain run-off cover for a period of seven years following cessation of the business.

### **Members not complying with this By-law**

9.1.12 A Member that holds a Limited-PPC and generates an income from the provision of accounting and/or accounting related services that exceeds the current tax-free threshold must apply for a PPC. The Member will have six months from the time at which their income exceeds the current tax-free threshold to comply with the requirements for holding a PPC.

9.1.13 A Member that holds a PPC and anticipates their income in the following year from the provision of accounting and/or accounting related services will not exceed the tax-free threshold, can apply to the Institute for a Limited-PPC and surrender their PPC.

9.1.14 If a Member offers accounting and/or accounting related services to the public for pro-bono or for a fee and does not hold a Limited-PPC or PPC (as appropriate), will be automatically referred to the IPA Disciplinary Tribunal for a determination. Penalties include admonishment, censure, suspension, fine, forfeiture or some other penalty as determined by the Tribunal from time to time. At its discretion, the Tribunal may rely upon the provisions of Pronouncement 12 to affect any determination.

## 9.2 Fees and subscriptions

9.2.1 In accordance with directives given from time to time by the Board of Directors, the Institute may, for reasons it considers adequate, excuse any Member for such period as it may think fit from payment of subscription and fees in whole or in part.

## 9.3 Constitution, By-laws, Pronouncements

9.3.1 Members should regularly check the IPA's Constitution, By-laws and Pronouncements for changes. These documents are available on the Institute's website under *ABOUT US*.

# Chapter 10

## Institute of Financial Accountants Bye-laws (UK spelling)

Effective 1 January 2023

### 1 Citation

- 1.1 These Bye-laws may be cited as the Institute of Financial Accountants Bye-laws. The Bye-laws, as amended, shall take effect on 1 January 2023.
- 1.2 These Bye-laws have been approved by the Board in accordance with article 45.1. They apply to members, member firms, affiliates and students and to individuals and firms who are subject to supervision and oversight by the Institute for anti-money laundering or other regulatory purposes.

### 2 Interpretation

- 2.1 Throughout these Bye-laws and the IFA Regulations, unless the context otherwise requires:

"Accountancy services" means one or more of the professional services set out in Appendix 1A and Appendix 1B of the Public Practice Regulations;

"Affiliate" means an individual who is not a member of the Institute who is a principal in a member firm or in a firm that, for some other reason, is subject to supervision and oversight by the Institute for anti-money laundering or other regulatory purposes;

"Appeal Committee" means the Appeal Committee of the Institute, constituted in accordance with the Disciplinary Regulations, having the rights and responsibilities set out within the Disciplinary Regulations;

"Appellant" means a member, student, affiliate, member firm or contracted firm who has been the subject of a finding or order of the Disciplinary Committee and who has been granted the right of appeal in accordance with the Disciplinary Regulations;

"Articles" means the Articles of the Institute as amended from time to time;

"Associate member" means an individual admitted to membership of the Institute who does not have sufficient relevant accountancy experience to be recognised at the grade of Fellow member in accordance with the Bye-laws, and does not include a person admitted as an Intermediate member;

"Associate Tax Adviser" means an individual admitted to membership of the Institute who meets the requirements to be recognised as an Associate Tax Adviser but does not meet the requirements to be recognised at the grade of Fellow Tax Adviser;

"Bank" means an "approved bank" in accordance with the Glossary of the Financial Conduct Authority's FCA Handbook;

"Board" means the Board of Directors of the Institute as from time to time constituted;

"Bye-laws" means the Institute of Financial Accountants Bye-laws, as amended from time to time, and shall include the IFA Regulations made under the Bye-laws;

"Case manager" means a person appointed by the Institute to undertake the initial consideration of a complaint including Disciplinary Case Manager and Regulatory Case Manager;

“Chair” means an individual appointed by the Institute as eligible to chair a Conduct Committee;

“Chief Executive Officer” means Chief Executive Officer of the Institute;

“Client bank account” means a bank account opened for the purpose of holding money belonging to one or more of a firm’s clients;

“Code of Ethics” means the “International Code of Ethics for Professional Accountants (including International Independence Standards)” published by the International Ethics Standards Board for Accountants, as amended from time to time;

“Complainant” means a person who has made a complaint against a member, student, affiliate, member firm or contracted firm;

“Complaint” means an allegation indicating that a member, student, affiliate, member firm or contracted firm may be liable to disciplinary action in accordance with the Bye-laws, and includes an allegation made by the Institute;

“Conduct Committee” means any of the Regulatory Committee, Investigations Committee, Disciplinary Committee or Appeal Committee;

“Consent order” means an order proposed by the Investigations Committee or the Regulatory Committee in accordance with the Disciplinary Regulations;

“Continuing professional development” means the professional development of members, and others, that enables them to develop and maintain their knowledge and competence, and so meet the needs of their clients and employers to a high standard;

“Continuing Professional Development Regulations” means the Institute of Financial Accountants Continuing Professional Development Regulations, as amended from time to time;

“Contracted firm” means a partnership, limited liability partnership or a body corporate which is not a member firm but which has contracted with the Institute for supervision and oversight for anti-money laundering and/or other regulatory purposes and is subject to the Bye-laws and the IFA Regulations;

“Conviction” means a conviction, in the United Kingdom or elsewhere, for an offence in relation to which a custodial sentence has been imposed or, according to sentencing guidelines, could have been imposed, and “convicted” shall be construed accordingly;

“Costs order” means the award of costs by a Conduct Committee so as to reimburse reasonable costs incurred by the Institute in connection with the investigation and adjudication of a complaint, which may include an appeal process;

“CPD” means continuing professional development;

“Crown dependencies” means the Bailiwick of Guernsey, the Bailiwick of Jersey and the Isle of Man;

“Designated client account” means a client bank account designated to hold money belonging to one specific client;

“Disciplinary Committee” means the Disciplinary Committee of the Institute, constituted in accordance with the Disciplinary Regulations, having the rights and responsibilities set out within the Disciplinary Regulations;

“Disciplinary process” means the process, set out within the Disciplinary Regulations, which commences when a complaint is received by the Institute;

“Disciplinary record” means all findings, orders, sanctions and costs issued by the Conduct Committees to which the member, student, affiliate, member firm or contracted firm has at any time been subject;

“Disciplinary Regulations” means the Institute of Financial Accountants Disciplinary Regulations, as amended from time to time;

“Fellow member” means a member of the Institute who is recognised at the grade of Fellow member in accordance with the Bye-laws;

“Fellow Tax Adviser” means an individual admitted to membership of the Institute who meets the requirements to be recognised as a Fellow Tax Adviser;

“Firm” means a sole practitioner, partnership, body corporate or limited liability partnership;

“Full-time education” means education where, during term time, an average of more than 12 hours per week is spent receiving tuition, engaging in practical work, receiving supervised study and/or taking examinations, in addition to unsupervised study;

“Honorary member” means an individual admitted to honorary membership in accordance with these Bye-laws;

“IFAC” means the International Federation of Accountants;

“IFA Direct” means the Institute’s programme of study modules and Institute examinations that provides students with a direct route to membership of the Institute;

“IFA practising certificate” means a certificate issued to a member under the Public Practice Regulations authorising the member to engage in public practice in the United Kingdom and the three Crown dependencies;

“IFA Regulations” means any or all Regulations made under the Bye-laws;

“IFA student” means a person registered as a student with the Institute;

“Institute” means the Institute of Financial Accountants;

“Interested person” means a person with a legitimate interest in the outcome of proceedings under the Disciplinary Regulations, which may include the respondent’s employer and/or relevant professional or regulatory bodies;

“Interlocutory order” means an order, made at any time prior to the conclusion of the disciplinary process, where the order is necessary and appropriate for the protection of the public;

“Intermediate member” means an individual admitted to membership of the Institute who does not have sufficient relevant qualifications and accountancy experience to be admitted to membership as an Associate member in accordance with the Bye-laws;

“Investigations Committee” means the Investigations Committee of the Institute, constituted in accordance with the Disciplinary Regulations, having the rights and responsibilities set out within the Disciplinary Regulations;

“IPA” means the Institute of Public Accountants Limited, a professional accountancy body in Australia, constituted as a company limited by guarantee (Australian Business Number 81 004 130 643);

“Lay person” means a person who is not and has never been a member, student or affiliate of the Institute, or an accountant qualified by another professional body, or otherwise engaged (in employment or otherwise) in the provision of accountancy services;

“Legal assessor” means an independent person appointed by the Institute to provide legal advice to the Institute’s Conduct Committees;

“Legally qualified” means qualified as a solicitor, barrister, member of the Faculty of Advocates or member of the Chartered Institute of Legal Executives, or being approved by a chair of a Conduct Committee as having suitable qualifications, skills and experience in law;

“Member” means an Intermediate member, Associate member, Fellow member, Associate Tax Adviser or Fellow Tax Adviser, and “membership” shall be construed accordingly;

“Member firm” means a firm engaged in public practice where more than 50% of the rights to vote on all, or substantially all, matters of substance regarding the firm are held by members. This includes:

- (a) a sole practitioner who is a member,
- (b) a partnership in which more than 50% of the voting rights are held by members,
- (c) a limited liability partnership in which more than 50% of the voting rights are held by members, and
- (d) a body corporate other than a limited liability partnership in which:
  - (i) 50% or more of the directors are members, and
  - (ii) more than 50% of the nominal value of the voting shares is held by members, and
  - (iii) more than 50% of the aggregate in nominal value of the voting and non-voting shares is held by members;

“Membership Regulations” means the Institute of Financial Accountants Membership Regulations, as amended from time to time;

“Money Laundering Regulations” means the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 as amended from time to time;

“Official journal of the Institute” means the Institute’s ‘Financial Accountant’ Magazine;

“Order” means an order of a Conduct Committee;

“Practising certificate” means an IFA practising certificate;

“Presenting officer” means a person appointed by the Institute to present a complaint on the Institute’s behalf to the Disciplinary Committee or Appeal Committee;

“Principal” means a sole practitioner, a partner in a partnership, a director of a body corporate or a member of a limited liability partnership;

“Professional accountant” means an individual who is a member of an IFAC member body;

“Professional indemnity insurance” means insurance cover against claims for professional negligence, the requirements for which are set out within the Public Practice Regulations;

“Public practice” means the offering of accountancy services to the public, and “Practise” and “Practising”, as applied to a person or a firm, shall be construed accordingly;



“Public Practice Regulations” means the Institute of Financial Accountants Public Practice Regulations, as amended from time to time;

“Registered Address” means:

- (a) in the case of a member firm or contracted firm, the place of business registered by the firm with the Institute or, if more than one place of business is so registered, the one registered as its principal place of business, and
- (b) in the case of a member, student or affiliate, the address registered by the individual with the Institute as their main residence or principal place of business;

“Register of member firms” means the register of member firms required to be maintained in accordance with the Bye-laws;

“Register of members” means the register to which an individual’s details are added on their admission to membership, in accordance with the Bye-laws;

“Regulatory Committee” means the Regulatory Committee of the Institute, constituted in accordance with the Disciplinary Regulations, having the rights and responsibilities set out within the Disciplinary Regulations;

“Representative” means a solicitor, barrister or other person appointed by a respondent or appellant for the purpose of representing the respondent or appellant at a hearing of the Disciplinary Committee or Appeal Committee;

“Respondent” means a member, student, affiliate, member firm or contracted firm, being the subject of a complaint being considered by the Investigations Committee, Regulatory Committee or Disciplinary Committee;

“Student” means an IFA student;

“United Kingdom” means the United Kingdom of Great Britain and Northern Ireland;

“Working day” means any day other than a Saturday, Sunday, or public holiday in the United Kingdom.

2.2 Throughout the Bye-laws and the IFA Regulations, unless the context otherwise requires, a reference to:

- (a) a “person” shall include an individual, firm, unincorporated association or other organisation, wherever situated; and
- (b) a “document” shall include a document in electronic form.

2.3 Throughout the Bye-laws and the IFA Regulations, unless the context otherwise requires:

- (a) words denoting the singular shall include the plural and vice versa;
- (b) words denoting a gender shall include all genders; and
- (c) a reference to (or to a specified provision of) the Bye-laws, the IFA Regulations or any other document shall be construed as a reference to that provision or document as in force and as amended from time to time.

2.4 Throughout the Bye-laws and the IFA Regulations, unless stated to the contrary, a reference to a statute, statutory provision or subordinate legislation includes a reference to it as amended, replaced and/or re-enacted from time to time, and any legislation made under it.

2.5 Throughout the Bye-laws and the IFA Regulations, headings and sub-headings are for convenience only and shall not affect the interpretation of the Bye-laws and the IFA Regulations.

### **3 Eligibility to be registered as an IFA student**

3.1 An individual shall be eligible to be registered as an IFA student if they:

- (a) have gained appropriate qualifications; and
- (b) are
  - (i) in full-time education on a course of accounting or business studies approved by the Institute; or
  - (ii) having successfully completed a course of accounting or business studies approved by the Institute, in employment in accountancy; and
- (c) are considered fit and proper to be associated with the Institute and the accountancy profession; and
- (d) have remitted all appropriate fees to the Institute.

3.2 An application to be registered as an IFA student shall be submitted to the Institute in the prescribed format.

3.3 On receiving an application in the prescribed format, the Institute shall enquire into the qualifications, professional experience, fitness and propriety of the applicant.

3.4 If the application is approved, the applicant's name and registered address shall be included on a register of students in whatever manner is appropriate.

3.5 The Institute shall make IFA Regulations under these Bye-laws that prescribe the rights and obligations of IFA students.

#### *Appropriate qualifications*

3.6 The appropriate qualifications for registration as an IFA student are:

- (a) qualifications gained that have enabled the applicant to be admitted to a university or other higher education institution in the United Kingdom or elsewhere; or
- (b) one or more qualifications gained in England and Wales at level 3 or above under the qualifications framework of England, Wales and Northern Ireland, or at level 6 or above under the Scottish Credit and Qualifications Framework; or
- (c) exceptionally, in light of the professional experience of the applicant, other qualifications indicating that, in the opinion of the Institute, the applicant has the academic ability to warrant registration as an IFA student.

### **4 Ceasing to be an IFA student**

4.1 An individual may ask to be removed from the Institute's register of students at any time, by notice in writing.

4.2 If an individual is removed from the register of students, any rights of that individual by virtue of being an IFA student shall cease immediately.

- 4.3 A request to be removed from the Institute's register of students shall not be granted, and the individual shall accordingly not cease to be an IFA student, while a complaint against them has been received by the Institute and the disciplinary process has not concluded.
- 4.4 An individual shall immediately cease to be an IFA student, and shall be removed from the register of students, if:
- (a) an order of a Conduct Committee is that they shall be removed from the register of students and that order has taken effect; and/or
  - (b) they are disqualified, for any reason, from acting as director of a company.
- 4.5 An individual may be removed from the register of students if:
- (a) any amounts they owe to the Institute (including but not limited to fees and fines and/or costs ordered by a Conduct Committee) remain outstanding three months after the due date for payment; and/or
  - (b) they cease to be a fit and proper person.
- 4.6 An individual who has ceased to be an IFA student shall remain liable to pay any outstanding fees, fines, costs and/or other sums due to the Institute.

*Application to be returned to the register*

- 4.7 An individual applying to be reregistered as an IFA student shall:
- (a) apply in writing using the Institute's prescribed form and pay the prescribed fees;
  - (b) pay any outstanding amounts owed to the Institute, (including, but not limited to, fees and fines and/or costs imposed by a Conduct Committee);
  - (c) demonstrate that they meet the eligibility requirements; and
  - (d) comply with such other conditions as the Institute may prescribe.
- 4.8 An application for reregistration as an IFA student shall be considered by the Board.
- 4.9 If an application for reregistration is refused, the Institute shall inform the applicant of the Board's reasons for refusing reregistration if requested to do so in writing by the applicant.

## **5 Eligibility for membership of the Institute**

- 5.1 An individual shall be eligible for Associate membership of the Institute if they:
- (a) have gained
    - (i) appropriate qualifications; and
    - (ii) sufficient relevant experience in accountancy or a related field; or
  - (b) have membership, by qualification, of an accountancy body recognised by the Institute, and, in either case, they:
    - (c) are considered fit and proper to be associated with the Institute and the accountancy profession; and
    - (d) have remitted all appropriate fees to the Institute.

- 5.2 An individual shall be eligible for Intermediate membership of the Institute if they:
- (a) have gained appropriate qualifications, but have not gained sufficient relevant experience in accountancy or a related field to be admitted to Associate membership; and
  - (b) have gained sufficient relevant experience in accountancy or a related field to be admitted to membership as an Intermediate member; and
  - (c) are considered fit and proper to be associated with the Institute and the accountancy profession; and
  - (d) have remitted all appropriate fees to the Institute.
- 5.3 An application for membership shall be submitted to the Institute in the prescribed format.
- 5.4 On receiving an application in the prescribed format, the Institute shall review and assess the qualifications, professional experience, fitness and propriety of the applicant.
- 5.5 If the application is approved, the applicant's name and registered address shall be included on the register of members in whatever manner is appropriate.
- 5.6 Decisions in relation to admission to membership and changes in grade of membership shall be made by the Board. Such decisions that are not contentious may be delegated by the Board to the Chief Executive Officer, with the exception of decisions concerning admissions to honorary membership.
- 5.7 The Institute shall make IFA Regulations under these Bye-laws that prescribe the rights and obligations of Institute members, including a member's eligibility to hold an IFA practising certificate, without which a member shall not engage in public practice in the United Kingdom and the three Crown dependencies.

*Appropriate qualifications*

- 5.8 Appropriate qualifications when applying for membership of the Institute are:
- (a) successful completion of the IFA Direct programme;
  - (b) a United Kingdom accountancy qualification gained at a university or higher education institution in the United Kingdom and approved by the Institute;
  - (c) an accountancy qualification approved by the Institute.

*Relevant accountancy experience*

- 5.9 Sufficient relevant accountancy experience must be recorded and evidenced in a form required by the Institute.

*Membership of a recognised accountancy body*

- 5.10 The Institute shall, from time to time, publish a list of professional bodies that shall be recognised accountancy bodies for the purpose of eligibility for membership of the Institute.
- 5.11 A member of any other accountancy body may seek recognition of that body by the Institute before formally applying for membership of the Institute. The decision of whether to recognise a professional body for this purpose shall be made by the Board.

## **6 Becoming a Fellow member of the Institute**

- 6.1 On admission to membership of the Institute, an individual shall be recognised at the grade of Intermediate member or Associate member, unless:
- (a) they have sufficient relevant accountancy experience, according to these Bye-laws, to be recognised as a Fellow member of the Institute; or
  - (b) they are admitted as an honorary member and, in the opinion of the Board, the individual has the experience and gravitas to be admitted at the grade of Fellow member.
- 6.2 A member shall be eligible to become a Fellow member of the Institute if:
- (a) they have
    - (i) seven years of continuous Associate membership with the Institute; and
    - (ii) complied with the Continuing Professional Development Regulations throughout their period of IFA membership; or
  - (b) have membership of an accountancy body recognised by the Institute, at the level of Fellow or equivalent,
- and, in either case, they:
- (c) are considered fit and proper to be recognised as a Fellow member of the Institute; and
  - (d) have remitted all appropriate fees to the Institute.
- 6.3 The Institute may, at its discretion, amend the eligibility requirements for membership of the Institute and/or amend the requirements for recognition as a Fellow member.

## **7 Honorary membership**

- 7.1 The Board shall consider all applications for honorary membership.
- 7.2 A person may be admitted to membership as an honorary member if, upon the recommendation of the Chief Executive Officer and in the opinion of the Board, the individual is a fit and proper person and has:
- (a) extensive experience in accountancy or in a related field; and/or
  - (b) rendered valuable service in advancing the interests of the Institute or the accountancy profession.
- 7.3 The Board shall determine whether an honorary member shall be admitted to membership as an Associate or Fellow member. The conferral of such memberships shall be regulated by the Institute's policies and procedures. The Board shall review the register of honorary members on an annual basis.
- 7.4 The Board may determine that an honorary member shall not be liable for admission fees and/or an annual subscription.
- 7.5 An honorary member shall not be eligible for an IFA practising certificate unless they meet the eligibility requirements set out within the Public Practice Regulations.
- 7.6 The Board may, at its discretion, withdraw an individual's status as an honorary member. The Board shall not be required to give a reason for such withdrawal.

## **8 Ceasing to be a member of the Institute**

- 8.1 An individual may ask to be removed from the Institute's register of members at any time, by notice in writing.
- 8.2 If an individual is removed from the register of members, any rights of that individual by virtue of being a member of the Institute shall cease immediately.
- 8.3 A request to be removed from the Institute's register of members shall not be granted, and the individual shall accordingly not cease to be a member of the Institute, while a complaint against them or a member firm in which they are a principal has been received by the Institute and the disciplinary process has not concluded.
- 8.4 An individual shall immediately cease to be a member, and shall be removed from the register of members, if:
- (a) an order of a Conduct Committee is that they shall be removed from the register of members and that order has taken effect; and/or
  - (b) they are disqualified, for any reason, from acting as a director of a company.
- 8.5 An individual may be removed from the register of members if:
- (a) any amounts they (or a member firm in which they are a principal) owe to the Institute (including but not limited to fees and fines and/or costs ordered by a Conduct Committee) remain outstanding three months after the due date for payment; and/or
  - (b) they cease to be a fit and proper person.
- 8.6 An individual who has ceased to be a member shall remain liable to pay any outstanding fees, fines, costs and/or other sums due to the Institute.
- 8.7 A firm that ceases to be a member firm on the resignation or removal from membership of one or more of its principals, or for any other reason, shall remain liable to pay any outstanding fees, fines, costs and/or other sums due to the Institute.

### *Application to be returned to the register*

- 8.8 An individual applying to be readmitted as a member of the Institute shall:
- (a) apply in writing using the Institute's prescribed form and pay the prescribed fees;
  - (b) pay any outstanding amounts owed by the individual (or a member firm in which they are/were a principal) to the Institute (including, but not limited to, fees and fines and/or costs imposed by a Conduct Committee);
  - (c) demonstrate that they meet the eligibility requirements; and
  - (d) comply with such other conditions as the Institute may prescribe.
- 8.9 An application for readmission as a member of the Institute shall be considered by the Board.
- 8.10 If an application for readmission to membership is refused, the Institute shall inform the applicant of the Board's reasons for refusing readmission to membership if requested to do so in writing by the applicant.

## **9 Member firms and affiliates**

- 9.1 A firm that meets the definition of "member firm" shall not be required to make an application to the Institute. The firm's status as a member firm shall be a matter of fact.

- 9.2 A member in a firm engaged in public practice shall notify the Institute of any change in ownership and/or voting rights in the firm such that it becomes a member firm or ceases to be a member firm, within 15 working days of the change.
- 9.3 A register of member firms, including each member firm's registered address and the name of the member who is the member firm's contact principal, shall be kept in such form as the Institute may determine from time to time.
- 9.4 The Institute's jurisdiction over a member firm and all its principals derives from the Bye-laws. In addition, it is the responsibility of a member who is a principal in a member firm to require the firm and any affiliates among its principals to comply with the Bye-laws and IFA Regulations and any regulations, policies and procedures in respect of which they are bound.
- 9.5 A member in a firm of accountants that is not a member firm, should use their best endeavours to maintain the technical and ethical standards of the firm.
- 9.6 The Institute shall make IFA Regulations under these Bye-laws that prescribe the rights and obligations of member firms and affiliates.

## **10 Fees and subscriptions**

- 10.1 The Institute shall determine the fees and subscriptions required to be paid by members, students, affiliates, member firms and contracted firms and when those fees and subscriptions are due for payment.
- 10.2 The Institute may waive, reduce or refund an amount otherwise required to be paid by a member, student, affiliate, member firm or contracted firm on such terms as the Institute may decide.

## **11 Liability to disciplinary action**

- 11.1 All members, students, affiliates, member firms and contracted firms shall:
- (a) be bound by the Institute's Bye-laws and the IFA Regulations;
  - (b) pay prescribed fees and subscriptions, and other amounts due to the Institute, as they fall due; and
  - (c) comply with the Code of Ethics, in which the term "professional accountant" shall mean an IFA member, student, affiliate, member firm and/or contracted firm as applicable.
- 11.2 A member, student, affiliate, member firm or contracted firm shall be liable to disciplinary action if:
- (a) they have been guilty of misconduct when carrying out their professional duties or otherwise;
  - (b) they have performed their professional work, or conducted their practice or performed the duties of their employment, improperly, inefficiently or incompetently to such an extent or on such number of occasions as to bring discredit to themselves, their employers, their firm, the Institute, and/or the accountancy profession;
  - (c) they have committed a breach of the Bye-laws, IFA Regulations and/or Code of Ethics or any regulations, policies and procedures in respect of which they are bound;

- (d) in connection with attempts by the Institute to undertake monitoring of a firm or to investigate a complaint against them or a firm in which they are a principal, they fail to respond on a timely basis to communications from the Institute and/or fail to co-operate promptly and effectively with the Institute or any of its staff or Conduct Committees;
  - (e) they have been disciplined by another professional body or under some other disciplinary process.
- 11.3 Each of the grounds for liability to disciplinary action shall be without prejudice to the provisions of any other paragraphs in the Bye-laws.
- 11.4 Misconduct includes (but is not limited to) any act of default likely to bring discredit to a member, student, affiliate, member firm or contracted firm, or to the Institute or the accountancy profession. The fact that a member, student or affiliate has:
- (a) before a court of competent jurisdiction in the United Kingdom, or in a superior court of any country whose judgments are in the opinion of the Institute relevant, pleaded guilty to or been found guilty of or found as fact to have engaged in any offence discreditable to them, the Institute or the accountancy profession; or
  - (b) in any civil proceedings before a court of competent jurisdiction in the United Kingdom, or in a superior court of any country whose judgments are enforceable in the United Kingdom, been found to have acted fraudulently, dishonestly or contrary to professional standards,
- shall be conclusive proof of misconduct.
- 11.5 In deciding whether a member, student, affiliate, member firm or contracted firm is guilty of misconduct, regard may be had to any technical and ethical standards considered by the Institute and/or a Conduct Committee to be relevant.
- 11.6 It shall be for every member, student, affiliate, member firm or contracted firm to bring to the attention of the Institute any facts or matters indicating that a member, student, affiliate, member firm or contracted firm may have failed to comply with a provision of the Bye-laws and/or the IFA Regulations, or otherwise become liable to disciplinary action. For the avoidance of doubt, this provision requires a member, student or affiliate to report their own possible failure to comply or liability to disciplinary action, or that of their firm.

## **12 IFA Regulations, policies and procedures**

- 12.1 The Institute may make, vary or rescind IFA Regulations, policies and procedures from time to time in relation to the Bye-laws or in relation to any other matter that it considers necessary or desirable.
- 12.2 Members, students, affiliates, member firms and contracted firms shall provide such returns, statements and information as are deemed necessary by the Institute for compliance and monitoring purposes in such form and manner as the Institute shall from time to time determine.
- 12.3 Members, affiliates, member firms and contracted firms shall, on request, provide staff of the Institute with reasonable access to their premises and to all relevant books and records of the firm and to relevant client files.



12.4 The Institute shall process the personal data of members, students and affiliates in accordance with the provisions of the Data Protection Act 2018 and other relevant legislation as it applies in the United Kingdom. This may include disclosure of information to other regulators and professional bodies and to proper authorities in accordance with the law.

### **13 Fitness and propriety**

13.1 If a member or student has been adjudged to not be fit and proper in the absence of a disciplinary process, they shall be entitled to have the matter referred to the Disciplinary Committee.

13.2 In assessing whether a person is fit and proper, the Institute and/or the Disciplinary Committee shall consider, inter alia, whether that person has at any time been:

- (a) convicted of a criminal offence;
- (b) the subject of a finding and/or order of a Conduct Committee;
- (c) investigated by any organisation in respect of their conduct;
- (d) excluded from a professional body; and/or
- (e) bankrupt or entered into an arrangement with creditors.

### **14 Notices**

14.1 A notice to be given to or by any person under these Bye-laws shall be in writing, which may be delivered:

- (a) in person;
- (b) by postal or other delivery service; or
- (c) by electronic mail to the latest address, if any, notified to the person giving the notice.

14.2 In addition, the Institute may give notice to all members, students, affiliates, member firms and/or contracted firms by means of the Institute's website, or through the official journal of the Institute.

14.3 In the case of notice to a member firm by electronic mail, it shall be delivered to the contact principal whose name is included in the register of member firms. This does not, in itself, satisfy a requirement to provide notice to a member or affiliate of the member firm where notice to such a person is required by the Bye-laws or IFA Regulations.

14.4 Where a member, student, affiliate, member firm or contracted firm has a registered address outside the United Kingdom but has notified the Institute of a service address within the United Kingdom to which notices may be sent, they shall be entitled to have notices and other documents sent to that address in the United Kingdom, and the Institute shall be entitled to consider notices sent to that address as appropriately served in accordance with the Bye-laws and IFA Regulations.

14.5 A notice, or other document, properly addressed to a member, student, affiliate, member firm or contracted firm at the person's registered address or address notified to the Institute for service in the United Kingdom shall:

- (a) if sent by first class post, subject to (c) below, be deemed to have been received and served 48 hours after posting;

- (b) if sent by second class post, subject to (c) below, be deemed to have been received and served 72 hours after posting;
- (c) if sent by recorded delivery, either through the Post Office or a private delivery service, or delivered in person, be deemed to have been received and served on the day on which it was so delivered;
- (d) if sent by electronic mail, be deemed to have been received and served at the start of the next working day after the electronic mail was sent.

14.6 Any notice given by means of the Institute's website, or through the official journal of the Institute shall be deemed to have been served at the start of the next working day after the notice (or the journal) was first published on the Institute's website.

14.7 Members, students, affiliates, member firms and contracted firms shall notify the Institute of a change to their registered address and/or their address for electronic mail, if any has been previously notified to the Institute, within 15 working days of the change.

14.8 For the purpose of notification under the Bye-laws and the IFA Regulations, the relevant registered address is that most recently notified to the Institute by the member, student, affiliate, member firm or contracted firm concerned.

14.9 In the case of a member, student, or affiliate who has failed to notify the Institute of a change to their registered address or that of a member firm or contracted firm in which they are a principal, any notice or other document sent by the Institute to that individual or firm's last known registered address shall be deemed to have been properly addressed.

## **15 Branches and local and specialist membership groups**

15.1 The Institute may form branches and other membership groups in any part of the world subject to the prior approval of the Board and may dissolve any such branches and groups at any time. The Institute may from time to time make regulations for the governance of such branches and other membership groups.

## **16 Relevant law**

16.1 The relationship between the Institute and each of those bound by the Bye-laws and IFA Regulations shall be governed by the law of England and Wales. All disputes shall be subject to the jurisdiction of the courts in England and Wales.

# Chapter 11

## By-laws for the AAT Cohort of IPA Members

### Establishment of the AAT membership designations

- 11.1 Pursuant to Clause 24 of the Constitution and Clause 3.1.7 of the By-laws, the IPA Board of Directors creates the following three additional membership designations within the existing three classes of IPA membership:
- (a) Affiliate (AIPA) membership designation within the Associate class of membership;
  - (b) Member IPA (AAT) membership designation within the Member class of membership;
  - (c) Fellow IPA (AAT) membership designation within the Fellow class of membership.

### Use of Designations

- 11.2 Pursuant to Clause 25 of the Constitution:
- (a) Affiliate (AIPA) members will only use the designation *Affiliate*;
  - (b) Member IPA (AAT) will only use the designation *MIPA (AAT)*;
  - (c) Fellow IPA (AAT) will only use the designation *FIPA (AAT)*.
- 11.3 Affiliate, MIPA (AAT) and FIPA (AAT) are designations within the existing classes of the IPA membership and these members cannot be recognised as a *Qualified Accountant* under section 88B of the *Corporations Act 2001 (Cth)* and the Australian Securities and Investments Commission legislative instrument 'ASIC Corporations (Qualified Accountant) Instrument 2016/786'
- 11.4 MIPA (AAT) and FIPA (AAT) Members have IPA voting rights. Affiliate Members do not have IPA voting rights.

### Application for Membership

- 11.5 All applications for membership shall be submitted in the prescribed form to the Institute whose duty shall be to enquire into the qualifications, professional experience, standing and general character of the applicant. Every application for membership requires the payment of a non-refundable application fee, as prescribed from time to time.
- 11.6 The Institute will take reasonable steps to satisfy itself as to the entitlement of the applicant to membership. The Institute may admit to membership any person who is a member of another professional body of bookkeepers/accountants, which in the opinion of the Institute is equivalent to that of the Institute and provided the relevant membership criteria are met.
- 11.7 On admission to membership, a full year's subscription shall be payable as well as any other fees due and payable.

### Affiliate Admission

- 11.8 For admission to membership as an Affiliate, the applicant shall:
- (a) apply in writing on the prescribed form and pay the prescribed fee; and

- (b) provide certified documents evidencing an Australian Certificate IV in Accounting and Bookkeeping; or
- (c) an award recognised by the IPA as equivalent in standard and content as above; and
- (d) declare they are at least 18 years of age.

#### **MIPA (AAT) Admission**

11.9 For admission to membership as an MIPA (AAT), the applicant shall:

- (a) apply in writing on the prescribed form and pay the prescribed fee; and
- (b) provide certified documents evidencing an Australian Certificate IV in Accounting and Bookkeeping; or
- (c) an award recognised by the IPA as equivalent in standard and content as above; and
- (d) hold a statutory registration with the Tax Practitioners Board (TPB); or
- (e) the successful completion of the IPA Certified Accounting Technician (CAT) Program; and
- (f) have one year full time experience in a bookkeeping role or a BAS agent role; and
- (g) declare they are at least 18 years of age.
- (h) An applicant may be admitted as Member IPA (AAT) if they are an equivalent status of Member IPA (AAT) and a member of good standing of another professional association that is approved by the Board of Directors.

#### **FIPA (AAT) Admission**

11.10 For admission to membership as an FIPA (AAT), the applicant shall:

- (a) apply in writing on the prescribed form and pay the prescribed fee; and
- (b) provide certified documents evidencing an Australian Certificate IV in Accounting and Bookkeeping; or
- (c) an award recognised by the IPA as equivalent in standard and content as above; and
- (d) hold a statutory registration with the Tax Practitioners Board (TPB); or
- (e) the successful completion of the IPA Certified Accounting Technician (CAT) Program; and
- (f) have 10 years full time experience in a bookkeeping role or a BAS agent role.
- (g) An applicant may be admitted as Fellow IPA (AAT) if they are an equivalent status of Fellow IPA (AAT) and a member of good standing of another professional association that is approved by the Board of Directors.

## **Application for Advancement**

### **Advancement from Affiliate to MIPA (AAT)**

- 11.11 For advancement from Affiliate to MIPA (AAT) the applicant shall:
- (a) apply in writing on the prescribed form and pay the prescribed fee; and
  - (b) hold a statutory registration with the Tax Practitioners Board (TPB); or
  - (c) the successful completion of the IPA Certified Accounting Technician (CAT) Program; and
  - (d) have one year full time experience in a bookkeeping role or a BAS agent role.

### **Advancement from MIPA (AAT) to FIPA (AAT)**

- 11.12 For advancement from MIPA (AAT) to FIPA (AAT), the applicant shall:
- (a) apply in writing on the prescribed form and pay the prescribed fee; and
  - (b) hold a statutory registration with the Tax Practitioners Board (TPB); or
  - (c) the successful completion of the IPA Certified Accounting Technician (CAT) Program; and
  - (d) have held the MIPA (AAT) designation for at least seven years combined with at least 10 years full time experience in a bookkeeping role or a BAS agent role.

## **Certified Accounting Technician (CAT) Program**

- 11.13 Members enrolled in the *Certified Accounting Technician* (CAT) Program must complete the Program within 6 months of being enrolled.
- 11.14 There may be instances where a Member has completed an equivalent to the CAT Program and exemptions will be considered on a case-by-case basis by the IPA Group Chief Executive Officer (CEO) or delegated officer.

## **Provision of Services to the Public**

- 11.15 Members who provide BAS services for a fee or other reward must be registered with the TPB as a BAS agent or a tax agent.
- 11.16 The TPB defines a BAS service as:
- (a) working out or advising about liabilities, obligations or entitlements of clients under a BAS provision (law) where it is reasonable to expect a client to rely on the service to satisfy liabilities or obligations, or to claim entitlements, under a BAS provision; or
  - (b) representing a client in their dealings with the Commissioner of Taxation in relation to a BAS provision (law) where it is reasonable to expect a client to rely on the service to satisfy liabilities or obligations, or to claim entitlements, under a BAS provision.

- (c) further, the TPB has declared certain services as BAS services that extend beyond the definition of a BAS provision (law) through a legislative instrument and examples of BAS services can be found on the TPB website.

11.17 Members who are registered with the TPB or other relevant regulator as may apply from time to time, to provide BAS services must comply with the relevant legislation, regulations and other requirements as amended from time to time which are applicable to their statutory registration.

### **Professional Indemnity Insurance**

11.18 MIPA (AAT) and FIPA (AAT) Members that provide professional services to the public for a fee must hold Professional Indemnity insurance:

- (a) if the Member is a sole practitioner, ensure that they are covered under a contract and / or scheme of professional indemnity insurance which complies with By-Law 11.19 which provides run-off cover for claims against the Member after ceasing to offer professional practice services or ceasing to be a Member;
- (b) if the Member is a partner of a firm, ensure that the Member and the firm and all other partners of the firm (whether or not they are Members of the Institute) are covered under a contract and / or scheme of professional indemnity insurance that complies with By-Law 11.19; and
- (c) if the Member is a Director of a firm, ensure that the Member and the company and all other Directors and Executive Officers of the company (whether or not they are Members of the Institute) are insured under a contract and / or scheme of professional indemnity insurance that complies with By-Law 11.19.

11.19 Members Professional indemnity insurance must provide:

- (a) cover for the amount(s) specified by the Board of Directors for each and every claim, not being not less than \$1 million for each reinstatement.
- (b) cover obtained from an Australian Prudential Regulation Authority (APRA) regulated insurer, which can be verified at: <https://www.apra.gov.au/register-general-insurance>;
- (c) a minimum of one reinstatement and preferably unlimited reinstatements;
- (d) a defence cost exclusive policy, however if the policy is defence cost inclusive, the policy sets an additional 25 per cent above the policy limit of indemnity amount to fund defence costs;
- (e) unlimited retroactive cover;
- (f) cover for defamation;
- (g) cover for claims arising out of the dishonesty of an employee;
- (h) cover for the cost of replacing or repairing documents lost, damaged or destroyed;
- (i) cover for any civil legal liability or any act, error or omission, subject to reasonably common exceptions; and

- (j) run-off cover for claims against the Member after cessation of business or ceased to hold a Professional Practice Certificate for a period of at least seven years, however if the policy does not include run-off cover, the Member must arrange and maintain run-off cover for a period of seven years following cessation of the business.

### **Continuing Professional Development**

- 11.20 Affiliate, MIPA (AAT) and FIPA (AAT) Members must comply with the requirements in Pronouncement 8 Continuing Professional Development – Affiliate and AAT Designations.

### **Quality Review Program (QRP)**

- 11.21 Affiliate Members are required to comply with the requirements in Pronouncement 4 Quality Review Program (QRP).
- 11.22 MIPA (AAT) and FIPA (AAT) Members are also required to comply with the requirements in Pronouncement 4 Quality Review Program (QRP).

### **Members Advisory Committee**

- 11.30 Pursuant to clause 53.2(n) of the Constitution and 5.3.1 of the By-laws, the Board of Directors have established an *AAT Branch* of the IPA which will be referred to as the *AAT Members Advisory Committee* (MAC).
- 11.31 The role of the AAT MAC is to provide advice to the IPA Group Chief Executive Officer in relation to the achievement of the Institute's strategic objectives. For the purposes of clarity, the governing body of the Institute is the IPA Board of Directors and the Group Chief Executive Officer is responsible for managing the operations of the IPA.
- 11.32 The basis for a well-functioning Advisory Committee is engagement and the IPA openly encourages members to become actively involved in the operation of the AAT MAC, including regular participation in meetings.
- 11.33 The process of joining the AAT MAC will be to submit to the Institute a form expressing interest. The form is to be developed by the Institute.
- 11.34 It is vital that the AAT MAC comprises individuals who are committed to the best interests of the Institute. Whilst the AAT MAC is not intended to be a formal meeting, it will require certain frameworks to function effectively. This may include the AAT MAC through the IPA Group CEO coordinating an event with a guest speaker or providing structured feedback to the Institute's technical unit on a specific policy issue. Membership of the MAC may be revoked by the Institute at any time if in the opinion of the AAT MAC Chair and Group Chief Executive a member is acting contrary to the interests of the Institute.
- 11.35 The AAT MAC will be chaired by the AAT MAC Chair. The AAT MAC nor Chair do not oversee the Branch, rather acts as a facilitator and conduit to the IPA Group CEO or nominee. In the event of the AAT MAC Chair being unable to Chair the meeting, the AAT MAC shall appoint a member of the AAT MAC to preside. The inaugural AAT MAC shall be appointed by the IPA Board and hold office for a period of 12 months. The IPA Board Executive Committee shall be ex-officio members of the AAT MAC.
- 11.36 The AAT MAC shall report to the IPA Group Chief Executive Officer on matters of strategic importance. This maintains direct member involvement in the direction of the Institute.

11.37 The AAT MAC shall meet up to six times per annum.

### **Investigations and disciplinary procedures**

11.38 All members of the IPA including Affiliate, MIPA (AAT) and FIPA (AAT) shall be bound by the investigation and disciplinary procedures prescribed in Chapter 7 of the Constitution and Chapter 7 of the By-laws.

## **Contact Information**

### **IPA Head Office**

Level 6, 555 Lonsdale Street

Melbourne Victoria 3000 Australia

**t:** +61 3 8665 3100      **f:** +61 3 8665 3130

**e:** [headoffice@publicaccountants.org.au](mailto:headoffice@publicaccountants.org.au)   **w:** [www.publicaccountants.org.au](http://www.publicaccountants.org.au)

IPA Divisional Offices are located in the following cities:

Melbourne | Sydney | Canberra | Brisbane | Adelaide | Hobart | Perth

The IPA also has permanent offices around the world including:

Kuala Lumpur | Beijing

For enquiries within Australia call 1800 625 625 for your nearest Divisional Office.

International enquiries can be directed in the first instance to IPA Head Office.