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## **Article 1: INTRODUCTION**

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| Powers to Make by-Laws           | 1. | The Institute may from time to time, by resolution passed by a simple majority of the members present and voting ( in person or by proxy) at a meeting specifically convened for the purpose with at least fourteen days notice in writing, make such by-laws regulating the affairs of the Institute as it deems fit and from time to time rescind or vary any such by-laws and make others in their stead but so that the by-laws shall not in any respect be inconsistent with the express or implied provisions of the law and in particular article 81 of the accountants law. |
| Commencement of By-Laws          | 2. | These by-laws of the Institute shall take effect on the date the same have been passed by members at a General Assembly meeting duly convened as per the provisions of the law.   |
| Meaning of Words Used in By-Laws | 3. | Words in these by-laws have the same meaning as in the Act, and references herein to Associates, members, fellows, and meetings etc., shall, unless the contrary intention appears, be construed as having reference to Associates, members, fellows, and meetings respectively of the Institute.   |
|                                  | 4. | “The Act” means ‘The Institute of Certified Public Accountants of Rwanda Law, Number 11 of 06/05/2008’  |

## **Article 2: ORGANIZATION OF THE INSTITUTE**

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| By-Laws | 5. | The Secretary General shall be responsible to the Council for all executive functions of the Institute. The Secretary General of the Institute shall participate in meetings of the General Assembly and shall be the rapporteur of such meetings, but shall not vote on any of its decisions.   |
|         | 6. | All official communication from the Institute to the members shall be sent by the Secretary General or a person designated by the secretary General and such communication will be sent to the address of the members as appearing in the records of the Institute or in such other manner as the Council directs. Any such correspondence mailed to the member shall be deemed to have been duly served seventy-two hours after the time of mailing the same. |

	7.	Subject to the specific provisions in the Act governing the establishment and operation of the Technical Commissions on Inspection, Disciplinary and Professional Accountants Curricula, Education and Examinations, the provisions under this heading shall apply to all the Technical Commissions.
	i.	The Governing Council may appoint Technical Commissions, sub-commissions, steering committees or any other committees or workgroups and may prescribe their duties, powers, responsibilities and procedures in the manner it deems fit.
	ii.	Save as otherwise expressly authorized, any Act, decision or powers exercised by the Commissions or committees shall not be binding on the Governing Council.
Committee Members	iii.	Appointments to or removal from the membership of the additional commissions or committees shall be approved by the Governing Council.
	iv.	Each Commission or Committee shall consist of not less than 4 or more than 10 members excluding the ex-officio members
	v.	Committees may with the approval of Council co-opt additional members to hold office for a period not exceeding one year.
Convenors of Committees	vi.	Each Commission or Committee shall be presided over by an official to be known as the “Chairman” or “Convenor” who will be appointed in accordance with the Act or may be appointed by the Governing Council.
	vii.	The Secretary of the Permanent Secretariat or their representative shall be ex-officio members of all the committees.
Duration of and Exclusion from Membership	viii.	Members of each commission or committee shall retire or be removed from commission membership in accordance with the provisions of the Act.
	ix.	Absence from the three consecutive meetings without good cause or notice shall render the member liable to exclusion from membership.
Quorum	x.	The quorum for a meeting will be as provided in the Act.

Frequency of Meetings	xi.	Commissions or Committees shall hold meetings at least once in three months or at such times as the Convenor may decide
Terms of Reference	xii.	The terms of reference of each Commission or committee shall be as prescribed by the Act as well as directed by the Council consistent with the specific responsibilities of the commission.
	xiii.	The Governing Council shall have power to assign additional duties to Commissions/committees
Procedure Matters	xiv.	If the Convenor is not present at a Commission or committee meeting then the members present shall elect a person amongst them to preside over the meeting.
	xv.	Resolutions arising at a meeting shall be passed by a majority of the members present by mutual consensus or voting.
	xvi.	In case of equality of votes, the Convenor or the member presiding will have a casting vote.
	xvii.	The Secretary shall cause minutes to be kept of all the proceedings at meetings.
Council Commissions, Committees Service and Benefits	xviii.	Council, Commissions/Committees of the Institute will not receive cash benefits (allowances) until the Institute's cash flows improve and after the General Assembly reverses the resolution made in February 2011 to suspend payment of any cash benefits to holders of these positions.
	xix.	Council members will attend all iCPAR seminars without paying seminar fees. The Official Council representatives at the residential seminars will have the accommodation and transport costs covered. Commissioners /committee members will get 50% discount (on seminar fee) for all seminars organized by iCPAR based member fee. Council and Commissioners will get CPD hours for meetings attended ranging from 1 to 2 CPD hours per meeting as may be appropriate.

### Article 3: MEMBERSHIP AND SUBSCRIPTIONS

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| Entry requirements              | 8. All applicants for iCPAR membership will be required to have met all the admission requirements.  |
|                                 | 9. iCPAR shall require holders of foreign accountancy professional qualification (from outside the EAC ) to sit pre-requisite papers or pay an exemption fee or both. The effective date shall be 1 <sup>st</sup> January 2015. Initially, the exemption fee shall be levied from January 2015 and thereafter sitting of prerequisite exams will follow as Council may decide.   |
| Membership                      | 10. No one shall call themselves a Certified Public Accountant (CPA) or Certified Accounting Technician (CAT) unless they are registered as member(s) of iCPAR. Violation of this provision will lead to prosecution under the penal code as per article 79 of the accountants' law.   |
| Entrance Fees and Subscriptions | 11. Each person shall at the point of application for registration under Article 65 of The Act remit to the Institute such entrance fees and subscriptions as the Governing Council may determine from time to time for the various categories of membership. No one shall be admitted to membership before paying the requisite fee.  |
| Annual Subscriptions            | 12. Annual subscriptions shall become due and payable on the first day of January in each year from all members on the register of the Institute on the preceding 31 <sup>st</sup> Day of December.  |
| Scales of Annual Subscriptions  | 13. Each member on the register shall pay the annual subscription applicable to him on the first day of January of each year and such additional subscription as may be due by reason of a member changing his subscription category during the year.  |
|                                 | 14. Where a person is registered after the last day of June in any year, he shall pay pro rata of the subscription applicable in that year.  |
| Cancellation of Registration    | 15. Where any entrance fees, subscriptions or other appropriate dues remain unpaid after three months from the due date, the member in default will be liable for exclusion from membership of the Institute in accordance with Article 65 of the Act unless an agreeable payment schedule is entered into with the Institute. Where the Governing Council has entered into a payment scheme of an outstanding amount with a member, an administrative charge as determined by the Council, shall be payable to the Institute. Failure to honor such agreed upon payment |

schedule will cause the member to be liable to immediate exclusion from membership”.

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| Forfeiture of Rights        | 16. Any member whose subscription remains unpaid after the due date shall be deprived of his rights of voting, proposing or seconding candidates for, and of being appointed or elected to, any office of the Institute.  |
| Remission of Subscription   | 17. The Council may remit all or a part of the subscription due from any member in consideration of any hardship circumstance suffered or experienced by such member. For the purposes of this provision, the following are the circumstances that will qualify as hardship: Retirement by the Member where such member attains the age of 70 and/or illness necessitating hospitalization for a continuous duration exceeding six months.  |
| Certificate of Membership   | 18. Each member shall be entitled to receive a certificate of membership of the Institute. Certificates of membership shall remain the property of the Institute and shall be returned to the Secretary of the Institute upon suspension or termination of membership of the member concerned.  |
| Particulars of Members      | 19. It shall be the duty of each member to inform the Secretary General of any change of address as soon as it occurs. It shall further be the duty of each member to supply the Governing Council with any information which may be required for the purpose of carrying out the provisions of the Accountants Act or these by-laws.<br><br>20. The Institute shall not be responsible for any loss occurring due to failure by any member to supply the information referred to in by-law 19. |
| Resignation from Membership | 21. <b>Any member may tender his resignation from membership by sending a notice in writing to the Secretary. The Governing Council may make separate guidelines for action on resignations of members not in good standing or against whom disciplinary proceedings or investigations are pending.</b>   |
| List of Members             | 22. An up-to date list of members of the Institute, together with such other By-Laws, guidelines and Regulations concerning the Institute as the Governing Council may deem necessary, shall be maintained at the Office of the Institute and shall be posted on the Institute’s official website, from where members can access the information, free of charge.   |

#### Article 4: LICENCE TO PRACTISE

23. The Governing Council shall issue annual licences to members in practise or who have applied to practise as long as they meet the requirements of Article 68 of the Act and are in good standing which will be determined by the Governing Council. For non-Rwandese applicants the following shall be required in addition to the requirement under Article 58 (2);
- i. A person applying for iCPAR practicing certificate must provide evidence of practical audit experience (recommendation letter) as required by Article 68 of the Act. The recommendation letter should be given by former immediate supervisor who must him/herself be a holder of a valid practicing certificate of iCPAR or of another accounting body that is a member of IFAC. If at the time of applying for iCPAR practicing certificate one is a non- resident but a member of EAC Institutes of Accountants ( EACIA), then in addition to the foregoing he/she must provide a certificate of practice issued by a competent authority ( Accounting body of EACIA in the country of former residence. In all cases, the applicant must be a member of iCPAR and a resident as shall be defined by the income tax law from time to time.
  - ii. For purposes of approving Practical audit experience referred in (i) above, the Governing Council shall consider relevant practical experience to be two years during the most recent four years from the date of application to ensure that in line with protection of public interest, the applicants are up to date with latest developments in the audit profession. Any applicant with past experience dating more than four years earlier from the date of application will be required to refresh in practice for at least one year under a competent supervisor who is a holder of a practicing certificate.
  - iii. **Deadline for receiving renewal forms for iCPAR practicing certificates is 1<sup>st</sup> December of each year and practicing certificates for the following year shall** be issued by 15<sup>th</sup> of December of the preceding year. Evidence will be required showing that the applicant has achieved minimum CPD hours set by the Institute consistent with IFAC guidelines.
24. **iCPAR shall each year not later than 15<sup>th</sup> day of February approve and publish names of accounting firms engaged in public practice of accountancy in Rwanda in widely read Rwanda newspapers** and on the Institute website.

	25.	In subsequent years no approval of a firm name engaged in public practice of accountancy in Rwanda shall be required unless the firm name has changed in the course of the year.
	26.	The council, in its discretion, may authorize a firm to practice under a name which is consistent with the rules of professional conduct.
	27.	iCPAR shall maintain a record of all registered auditors. Those who are registered and are dormant shall notify the Institute. Such individuals will not eligible to sign off accounts and their licenses shall be dormant during the period of inactivity of practice. They shall write to the Institute to formally notify the dormancy period.
Full Time Employed Applicants	28.	No members in full time employment shall be granted Practice Certificate without the non objection from the full time employer. An applicant in full time employment applying for Practicing Certificate (PC) must associate or partner at least with one fulltime practitioner holding the iCPAR PC. Having a practice office shall be a necessary precondition for one to be issued with a practicing certificate.
Shareholding By PC Holders	29.	Firms engaged in public practice of accountancy in Rwanda must at least have 2/3 of their shareholding in the hands of holders of practicing certificates.
Practicing by Foreign Accountancy Qualification (FAQ) Holders	30.	One must have sat and passed professional accountancy examinations to be considered for admission into iCPAR. Holders of professional qualification in accountancy other than; CPA, ACCA. FAQs or those professional accountancy qualifications that do not have the relevant papers in audit, tax and Financial Accounting shall be admitted only as CPA R and shall not be eligible for issuance of Practicing Certificate (PC) . Those who wish to practice due to the above limitations shall first sit and pass the required papers.



## **Article 5: GOVERNING COUNCIL OF THE INSTITUTE**

<b>Governing Council of Institute</b>	31.	Council shall only comprise of members that are citizens of the republic of Rwanda. Other nationals may serve on the technical commissions.
	32.	The term of Office for a Council Member starts when one is elected and ends when one leaves office regardless of whether they completed the stipulated duration (currently 2 years per term).
	33.	Members of the Governing Council of the Institute shall be eligible for election for a two term of office of two (2) years.
	34.	Upon completion of the two terms of two years each, Council members may run again for Council position after a period of at least two years. Such an aspirant can serve for another two terms and will be ineligible to run again as a Council member thereafter.
	35.	Qualifications to be a member of the Governing Council shall be:- <ul style="list-style-type: none"><li>a. be a member of the Institute in good standing</li><li>b. have no record of professional misconduct</li></ul>
<b>Procedure Matters</b>	36	<ul style="list-style-type: none"><li>i. The President or Vice President will be responsible for calling of meetings and guiding the proceedings of the meetings and shall have a casting vote in the event of a tie.</li><li>ii. If the President or Vice President are not present at a Governing Council meeting then the members present shall elect a person amongst them to preside over the meeting.</li><li>iii. Governing Council members and the Secretary only, will attend meetings, and no other person without the express authority of the President shall be present at such meetings.</li><li>iv. Resolutions arising at a meeting shall be passed by a majority of the members present and voting.</li><li>v. In case of equality of votes, the President or Vice President or the member presiding will have a casting vote.</li><li>vi. The Secretary shall cause minutes to be kept of all the proceedings at meetings.</li></ul>

## **Article 6. STUDENTS**

37. The Professional Accountants Curriculum, Professional Education and Examinations Commission shall register students undertaking iCPAR Qualification Programs.
38. Requirements for registration as a student
- (i) Any person who is recommended as being of good moral character by;
    - a partner or shareholder or the sole practitioner of a practicing office, or
    - a member of the Institute who has responsibility for the training and supervision of the person in an organization that has been approved for the training of students and who for the purpose of securing practical experience is employed to perform the duties of a student in such office may apply to be registered or re-registered as a student.
    - Subject to clause (iii) hereof, every such applicant shall satisfy the Council that he or she is of good moral character and has fulfilled the educational requirements of the Institute for registration as a student and shall furnish such documentation in respect thereof as the Council may require.
    - Notwithstanding the general provisions of these bylaws regarding registration, an applicant may apply to be registered as a student on a conditional basis and the Council may accept accounting experience secured by any such applicant while so registered as meeting in whole or in part the practical experience requirements of the Institute, provided such applicant produces satisfactory evidence as follows:
      - that he or she is enrolled in a program of combined academic studies and practical experience approved by the Council and leading to a degree at a degree granting institution of higher education; or
      - that he or she is enrolled in studies leading to a degree at a degree granting institution of higher education and concurrently is employed on a full-time basis in an office approved for the training of students.
  - (ii) Every application for registration shall be accompanied by:
    - a declaration of intention to qualify for admission to membership in the Institute and to apply therefore,
    - an undertaking to comply with the requirements of the Council, as prescribed from time to time, in all matters relating to studies, practical experience and professional conduct,
    - an agreement with the Institute that the bylaws, rules and regulations

will govern the relations between the applicant and the Institute.

39. Educational requirements

- i. Every student shall enter upon and pursue the course of study prescribed for him or her by the Council.
- ii. Every student shall complete the requirements prescribed in his or her case by the Council before being permitted to write examinations.

40. Examinations

- i. The Council shall hold examinations in each year at places within Rwanda and at such other places as it may be in its absolute discretion to decide.
- ii. The Council may adopt in its absolute discretion from time to time a syllabus of examinations.
- iii. Advance notice of the times and places of examinations shall be sent to students.

41. The Council may prescribe by regulation

- a. the circumstances under which a student may continue to be registered as a student
- b. the circumstances under which a student who ceases to be a resident of Rwanda before completing the prescribed practical experience requirement may continue to be registered as a student, and

42. Suspension of registration following conviction of an offence

- The registration of a student shall be suspended immediately upon the receipt by the disciplinary commission of a notice of conviction where a court convicts the student of an offence specified by the Act as a disqualification from registration as a member of the Institute, provided that the suspended student may, on notice to the Governing Council, apply to have the suspension removed if sufficient period has lapsed since the conviction.
- A student whose registration is suspended pursuant to clause (1) of this bylaw shall not, during the period of suspension, be eligible to complete any Institute courses of instruction, write any Institute examination or receive credit towards fulfillment of the Institute's practical experience requirements for any experience completed during the period of suspension.

- Notwithstanding the provisions of clause (2) of this bylaw, a student for whom the suspension of registration has been removed as a result of lapse of time, may apply to the examination Commission to receive credit towards fulfillment of the Institute's prescribed practical experience requirement for experience completed during the period of suspension.
- A student may not discontinue registration, or give up or lose registered student status for any reason, including non-payment of Institute fees, while the student;
  - a. is the subject of an investigation or a charge made by the Disciplinary commission; or
  - b. has not fully complied with an order of the disciplinary commission or the Governing Council.

## **Article 7. FINANCES**

<b>Receipts and payments:</b>	43. All monies received by the Institute shall be paid intact into the bank account of the Institute. The Council shall from time to time authorize all expenditures for and on behalf of the Institute. Membership and Practicing subscriptions shall be accounted for and reported on a cash basis (Payment of fee is a prerequisite for membership).
<b>Investment and Employment of Funds:</b>	44. The council shall have full powers to invest the surplus of the Institute in any manner it deems fit and in the best interests of the Institute.
<b>Borrowing:</b>	45. The Council may from time to time borrow money for the purpose of the Institute and may pay interest and other finance charges out of the funds of the Institute.
<b>Reporting Framework</b>	46. iCPAR financial statements will be prepared on the basis of the IPSAS framework. The accounting period of the Institute is the calendar year beginning 1 <sup>st</sup> January and ending 31 <sup>st</sup> December of each year.
<b>Non Current Assets</b>	47. iCPAR shall not present Non Current Assets in its balance sheet. Non-current assets acquired will be expensed. A list of such noncurrent assets acquired may be presented at the General Meeting for information.

**Audited Accounts:** 48. Audited Accounts, namely an Income and Expenditure Account for each financial year and Balance Sheet as at the end of that year shall be laid by the Council before the members at the annual general meeting. The date of the said Balance Sheet shall not be more than six (3) months earlier than the date of such meeting. The Audited Accounts may be sent or otherwise made available by electronic means and not necessarily by post. The Institute shall send the audited accounts electronically to members electronic mail address as availed to the Institute and shall not be bound to send to members whose address is not known. The Institute may also avail the Audited Accounts to all persons entitled thereto by publishing them on the Institute's official website and drawing attention to the website on which the Audited Accounts in full may be read, and the address to which requests for a printed copy may be submitted. Upon such publication, the Accounts shall be deemed to have been sent to every Member to receive a copy of the Audited Accounts.

**Appointment of Auditor** 49. The Governing Council Shall advertise for the vacancies of the office of external auditor, scrutinize applications and present the most appropriate to the General Assembly for approval.

**Banking deposits – Investments – Authorized signatures** 50. All cheques, other than those drawn on any imprest bank account authorized by resolution of the Council, shall be signed by any officers mandated for this purpose by the Council.

## **Article 8. PROFESSIONAL STANDARDS**

**Professional ethics and standards:** 51. In order to promote acceptable standards of professional competence and practice amongst members of the Institute, the Council may issue and the members shall accept standards of practice in the accounting profession and guidelines on ethical behavior. For purposes of enforcing discipline, the provisions of the code of ethics and related guidelines shall be an addendum to Article 79 (offences) of the Act.

**Continuing professional education** 52. In order to maintain and improve technical skills and abilities amongst members of the Institute, the Council may issue and the members shall observe regulations concerning Continuing Professional Development CPD). Members

are required to observe the following regarding the Continuing Professional Education:

- i. Members of the Institute shall be required to, at the end of each year, furnish the Institute with information on their Continuing Professional Development activities for each year, not later than three months after the end of that year. CPD hours shall be assessed on a three year rolling basis as per the IFAC Education standard no. 7 (CPD). A total of 120 hours (60 structured and 60 unstructured) shall at a minimum be accumulated over the three year period effective 1<sup>st</sup> January 2011.
- ii. In the event that the member has failed to comply with the laid down regulations concerning Continuing Professional Development requirements, existing at the time, they shall be required to ensure such compliance is achieved in the ensuing calendar year.
- iii. Members of the Institute who are classified as Retired Members, as may be defined from time to time, but continue to practice as auditors shall for the purposes of this provision not be considered as members in retirement.
- iv. All members of the Institute irrespective of category of membership must attain the Minimum Continuous Professional Development hours set by the Governing Council.
- v. A member who fails to comply with these provisions shall be deemed guilty of Professional Misconduct as prescribed by the code of ethics and Accountants Act No. 11/2008 in article 43 and shall be liable to disciplinary action.

**Quality  
review**

53. In order to maintain and improve professional skills and abilities amongst practicing members of the institute, the Governing Council will issue and members shall observe regulations concerning Audit Quality Review.

<b>Practising firm name</b>	54.	<p>The practicing firm's name must not include any name other than any of the following:</p> <ul style="list-style-type: none"> <li>• The names of existing partner or partners.</li> <li>• The names of former partner or partners.</li> <li>• The names of the existing or former partners of a firm with which a member becomes associated</li> <li>• Abbreviations of the names of the existing or former partner or partners.</li> <li>• Any other name that may be approved by Council.</li> </ul>
<b>Designation &amp; Firm Management</b>	55.	<ol style="list-style-type: none"> <li>Members in practice shall describe their firms as 'Certified Public Accountants' or 'Certified Public Accountants of Rwanda'. No single practitioner shall describe his/her firm in plural</li> <li>Members in practice shall sign on their assurance engagements in their own names on behalf of their firm whether they are sole proprietorships or partnerships. They may however sign using the name of the firm provided the name of the person signing is indicated in a prominent place below the signature.</li> <li>While it is recognized that liability for losses by clients is borne by all partners jointly and severally, the Institute shall commence disciplinary proceeding against members for professional misconduct as individual unless where all partners are involved in which case disciplinary action shall be taken on the entire firm.</li> <li>Members who are in practice and are suspended pursuant to a disciplinary process under the Act shall hand over the activities of the firm to an interim manager approved by the Institute for the period of suspension in the case of sole practitioners or to the other partners where there is more than one partner.</li> <li>Members of the Institute in public accounting practice shall be required to furnish the Institute with information on any new branches of their accounting practice that they setup. In addition, where such branches are managed by a Manager, who is not a partner of the firm, such managers shall be required to be registered members of the Institute. In such cases, the partner or partners of the firm shall be required to demonstrate to the Council that they thoroughly and properly review the work undertaken in their Branch or Branches at regular intervals and furnish written evidence of such reviews upon request by the Council.</li> </ol>

**Article 9: GENERAL**

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| <b>Council interpretations</b>  | 56. | In addition to all its other powers, the Council may publish interpretations for the information and guidance of members, students, firms and professional corporations on matters related to the bylaws, regulations and rules of professional conduct.  |
| <b>Regulations by council</b>   | 57. | The Council may make regulations with regard to any matter not consistent with the bylaws or rules of professional conduct of the Institute, and in particular may make regulations pursuant to or in furtherance of the objects of the Act.  |
| <b>Compliance with by laws , rules and regulations</b>                      | 58. | All members, students, firms and professional corporations by their applications for membership or registration, or by the applications for readmission to membership or re-registration, or by their continuance of membership or registration, shall agree and shall be deemed to have agreed with the Institute and each of its members to the terms of the bylaws, rules and professional conduct and regulations of the Institute and all acts or things done there under, including the interpretation of any by law, rule of professional conduct or regulation by the council pursuant to these bylaws. |
| <b>Compliance with professional standards to be based on IFAC Standards</b> | 59. | In the absence of regulations or standards made by the governing council or the Act, the members of the Insitute will be expected to adhere to the Standards issued by the International Federation of Accountants or its Standard setting Boards.  |
| <b>Delivery of documents by the Institute</b>                               | 60. | <p>Unless otherwise specifically provided in the bylaws, any notice or document required to be given or sent to a member, student, applicant, firm or professional corporation by the Institute pursuant to the bylaws, may be given by personal service or may be sent by ordinary mail, by fax, by courier or by electronic mail.</p> <p>A notice or document given or sent pursuant to this clause shall be deemed to be properly addressed if addressed to the addressee at the latest mail, fax</p>  |



or electronic address of the addressee appearing in the records of the Institute.

A notice or document given or sent in accordance with this bylaw shall be deemed to be received, if given by personal service on the day it is given, and in all other cases three business days after the day it was sent, and any such notice given or sent shall be effective on the day of its deemed receipt.

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| <b>Delivery of documents to the Institute</b>        | 61. | Unless otherwise specifically provided in the bylaws, any notice or document required to be given or sent to the Institute by a member, student, applicant, firm or professional corporation pursuant to the bylaws, may be given by personal service or may be sent by ordinary mail, by fax, by courier or by electronic mail, provided that anything required to be in a form prescribed by the Institute is in such form, that anything required to be signed is signed, and that anything required to be received at the Institute within a prescribed time or by a prescribed date is received within such time or by such date. |
| <b>Electronic signature</b>                          | 62. | Unless otherwise specifically provided in the bylaws, any document permitted or required to be signed may be signed by electronic signature, so long as the means of electronic signature permits a reliable determination by the Institute that the document was created or communicated by or on behalf of the person permitted or required to sign the document.  |
| <b>Change in statutory references</b>                | 63. | A reference in a bylaw, rule of professional conduct, regulation or Council interpretation to an act of the Parliament of Rwanda, the citation or name of which has changed as a result of a general revision of the Statutes or an amendment to the applicable act, shall be deemed to be a reference to the corresponding act or provision of an act after the change in name or change in citation; and the Council shall cause the necessary change to the citation or name set out in the published bylaw, rule of professional conduct, regulation or Council interpretation to be made at a convenient time of republication.   |
| <b>Change in Institute Titles or Committee names</b> | 64. | A reference to the title of any Institute staff position or the name of any Institute committee in a bylaw, rule of professional conduct, regulation or Council interpretation shall be considered to be changed immediately upon the Council's adoption of a resolution authorizing such change, and the published bylaw, rule of professional conduct, regulation or Council interpretation shall be updated at a convenient time of republication.  |

- Execution of legal documents**
65. All deeds, contracts, documents or legal papers to be signed by the Institute under seal shall be:
- a. attested by the signatures of
    - one of the elected officers, and
    - the president and secretary of the permanent secretariat or his or her appointee for this purpose;
  - b. attested in such other manner as the Council may from time to time determine by resolution.
- Professional liability insurance**
- 66.
- i. Professional liability insurance coverage as prescribed by the Council in the insurance regulation shall be maintained, and satisfactory proof thereof shall be provided to the Institute, by:
    - a. Every firm or professional corporation in Rwanda engaged in the practice of public accounting; and
    - b. Every member engaged in the practice of public accounting in Rwanda as a sole proprietor or a partner of a non-member public accountant.
  - ii. A member, firm or professional corporation engaged in the practice of public accounting shall provide the Institute with satisfactory proof of the maintenance of professional liability insurance coverage as required in clause (i), within two months of the date of commencement of the practice of public accounting in Rwanda, and
    - thereafter, by the date on which the annual confirmation of renewal of coverage is required to be filed with the Institute as indicated in the renewal notice sent by the Institute to the member, firm or professional corporation.
  - iii. A member, firm or professional corporation who has not filed by the date prescribed in clause (ii) proof of the maintenance of professional liability insurance coverage shall be required to remit a late filing fee of such amount as determined by the Council.
  - iv. In the event professional liability insurance coverage as required in clause (i) is not maintained, or satisfactory proof of such coverage is not provided to the Institute, then
    - a. in the case of a firm engaged in the practice of public accounting in Rwanda, the rights and privileges of membership in the Institute of the partners of the firm shall be suspended;
    - b. in the case of a professional corporation practicing public

- accounting in Rwanda, the rights and privileges of the sole shareholder or each officer and director of the professional corporation shall be suspended;
- c. in the case of a member engaged in the practice of public accounting in Rwanda as a sole proprietor or a partner of a non-member public accountant, the rights and privileges of membership in the Institute of the member shall be suspended.
- v. A person whose rights and privileges of membership in the Institute have been suspended pursuant to clause (iv) shall be reinstated to membership in good standing effective the date upon which satisfactory proof of the required coverage, together with the reinstatement fee and the late filing fee prescribed by the Council, are received by the Institute.
- vi. Subject to clause (v), in the event a person whose rights and privileges of membership in the Institute have been suspended pursuant to clause (iv) remains suspended for a period of thirty (30) days, that person's membership in the Institute shall be revoked.
- vii. A person whose membership has been revoked pursuant to clause (6) may apply to be readmitted to membership in the Institute upon;
- a. making a written application in the prescribed form;
  - b. filing the declaration required.
  - c. providing satisfactory proof of the required coverage;
  - d. remitting the reinstatement fee required pursuant to clause (5); and
  - e. remitting the readmission fee prescribed by the Council.
- viii. Notwithstanding clause (6), where;
- a member's practising unit is the subject of a practice inspection; or
  - a member is the subject of an investigation or a charge made by the professional conduct committee; or
  - a member has not fully complied with an order of the discipline committee or the appeal committee, his or her membership shall not be revoked pursuant to clause (6) until the practice inspection or professional conduct committee investigation has been completed, or the final disposition of the charge has been made, or the member has fully complied with the discipline or appeal committee order, as the case may be.

**Mandatory  
Continuing  
Professional  
Development**

67. Mandatory continuing professional development requirements will be defined from time to time by the Governing Council. In addition, the Governing Council has authority to:
- i. prescribe a form of compliance declaration, plan of action, waiver request, or other forms or documents to be filed by members;
  - ii. require a member to produce such verification of the contents of the member's compliance declaration as the committee deems necessary including, but not limited to, confirmation of verifiable and unverifiable continuing professional development undertaken by a member;
  - iii. review and make a determination based upon written submissions from a member, whether the member has complied with the requirements of this bylaw, including but not limited to matters relating to the adequacy, completeness or accuracy of any compliance declaration or other form or document submitted by a member;
  - iv. make recommendations to the Council regarding continuing professional development policies and procedures;
  - v. consider and decide any request by a member for a review of a decision of the registrar in regard to a request for exemption from the applicability of this bylaw or a request for a waiver, reduction or other special consideration as a result of a leave from the workforce due to maternity, parenting, family care, medical circumstances, voluntary unemployment, involuntary unemployment or other circumstances, in keeping with this bylaw, applicable regulation, policy, procedure or guideline adopted by the Council from time to time;
  - vi. make a complaint to the professional conduct committee where the membership committee becomes aware that a member has not complied with the requirements of this bylaw or any other bylaw, regulation, policy or procedure approved by Council to govern continuing professional development;
  - vii. direct the registrar to suspend or revoke the membership of any member not in compliance with the provisions of this bylaw or any regulation or make a complaint to the professional conduct committee;
  - viii. receive for the record notice of the suspension or revocation of membership of members who have not complied with the requirements of this by law;
  - ix. implement a process to audit members to ensure compliance with

the requirements of this bylaw in accordance with the applicable regulation, policy or procedure, as may be approved by the Council from time to time; and

- x. take steps or actions as may be necessary to give effect to the requirements of this bylaw.

68. Every member not otherwise exempt from the provisions of this bylaw shall undertake continuing professional development relevant and appropriate to the member's work and professional responsibilities.

69. Required minimum amount of continuing professional development

The minimum amount of continuing professional development that a member who is not retired must complete, unless the member is exempt from such requirement under the provisions of this bylaw or has received a waiver or reduction as may be applicable, shall be:

- a. 40 hours annually; and
- b. 120 hours in every three-year reporting period.
- c. At least 20 hours of the 40-hour annual requirement and at least 60 hours of the 120-hour triennial requirement shall consist of verifiable continuing professional development. The remaining hours may consist of other continuing professional development.
- d. A member who is retired shall be eligible for exemption from the requirement to complete continuing professional development..

Reporting period      70. The first three-year reporting period of the purposes of complying with this shall commence on January 1, 2012. Every three-year period thereafter shall end on December 31 and begin on January 1 in similar fashion.

**Content of continuing professional development**      71. The content of the member's professional development activity must contribute to the member's personal professional development and the activity shall:

- i. be quantifiable, meaning that it must be specifically identifiable and be able to be expressed in terms of a specific time requirement;
- ii. be directly related to the competencies needed to carry on the member's employment or practice;
- iii. be relevant to the member's current professional needs and/or long term career interests; and
- iv. contain significant intellectual or practical content.

72. “Verifiable continuing professional development” means that the learning can be objectively verified by a competent source and may include:
- a. participation in courses, conferences and seminars;
  - b. organized employer-based in-house training sessions;
  - c. research or study projects in areas that expand the professional knowledge of the member and that result in presentations, reports or similar documentation;
  - d. research, including reading professional literature or journals for specific application in a professional role;
  - e. participation and work on technical committees;
  - f. published professional writing or academic work;
  - g. writing technical articles, papers or books;
  - h. teaching a course or a continuing professional development session in an area that is relevant to a professional role;
  - i. participation as a speaker in conferences, briefing sessions or discussion groups;
  - j. formal study such as leading to a degree or diploma;
  - k. pre-professional re-examination or formal testing;
  - l. self study involving successful completion of an examination or leading to a designation.
  - m. The member must retain evidence satisfactory to the Institute that the content and completion of the activities meet the criteria of this definition and produce such evidence as required from time to time.

Unverifiable  
continuing  
professional  
development”

73. “Unverifiable continuing professional development” means independent and informal learning activities and may include:
- i. On-the-job training for new software, systems, procedures or techniques for application in a professional role;
  - ii. self study that does not involve an examination or other objective certification of completion, such as conference reference material or self study by electronic media or device;
  - iii. casual reading of professional journals or magazines that is not part of research for a specific application in a professional role.
  - iv. The member must retain evidence satisfactory to the Institute that the content and completion of the activities meet the criteria of this definition and produce such evidence as required from time to time.

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| Filing compliance declaration and other documents | <p>74. Every member subject to the continuing professional development requirements shall submit annually on or before the due date prescribed in the notice sent by the Institute, a completed compliance declaration in the prescribed form attesting that the requirements have been met, not met, or that the member is not required to undertake continuing professional development.</p> <p>75. Where a member files a compliance declaration indicating therein that the member did not complete the required continuing professional development, the member shall:</p> <ul style="list-style-type: none"> <li>i. file with the Secretariat within 14 days of filing the compliance declaration, a completed plan of action in the prescribed form, detailing how the member intends to complete the required continuing professional development; or</li> <li>ii. file with the Secretariat within 14 days of filing the compliance declaration, a request in the prescribed form, for an exemption, reduction or other special consideration, from the prescribed professional development requirements of this bylaw and any additional information as may be required to support such request in accordance with the applicable regulation, policy or procedure approved by the Council from time to time.</li> </ul> |
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## Article 10: ELECTIONS

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| Nomination Procedures | <p>76. In accordance with provisions of the Act a Chairperson and Vice-Chairperson will be elected after every two years by the members to serve for the ensuing 2 years. Technical Commission members shall be elected in accordance with the provisions of the Act.</p> <p>77. All nominations for elections to the office of the Chairperson must be completed on the official nomination form which will be obtained from the Institutes office, website or by written request to P. O. Box 3213 Kigali.</p> <p style="padding-left: 40px;">The Secretary of the Permanent Secretariat shall select a returning officer with the approval of the Governing Council.</p> <p>78. The nomination paper must be signed by the nominee indicating his willingness</p> |
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to stand for election and by a proposer, seconder and three members of the Institute, all of whom must have paid their subscription for the current year. Duly completed nomination papers must reach the Institute's office not later than the time stipulated by the Governing Council.

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|                       | 79. | Every completed nomination paper must be returned together with brief details of the nominee which shall be provided in a format to be decided by the Governing Council.   |
|                       | 80. | Only eligible members of the Institute shall vote at iCPAR elections.  |
|                       | 81. | Duly completed nomination papers must reach the Institute's registered office not later than the time stipulated by the Council. The nomination papers shall be forwarded in a sealed envelope on which should be clearly marked "NOMINATION".                           |
|                       | 82. | Any nomination paper not completed in accordance with the rules and procedures laid down herein will be declared null and void.  |
|                       | 83. | All nominations for the Chairperson will be opened at a Council Meeting and names and details of persons validly nominated will be dispatched to members.  |
|                       | 84. | The Governing Council shall prepare elections and vote counting rules that will be consistent with the Law. Members may vote by proxy.   |
|                       | 85. | In the event that only one candidate is validly nominated for the post of Chairman, the Returning Officer shall declare that no elections for the position of Chairman will be held and shall present the results for confirmation at the Annual General Meeting.        |
| Council Members       | 86. | All nominations for election of the Council members must be completed on the official nomination form, which will be obtained from the Institute's office, electronically, or by written request to P. O. Box 3213 Kigali.   |
| Nomination Procedures | 87. | The nomination paper must be signed by the nominee indicating his willingness to stand and by a proposer, seconder and three members of the Institute, all of whom must have paid their subscriptions for the current year and be in good standing for the current year. |
|                       | 88. | Every completed nomination paper must be returned together with brief details of the nominee, which shall be provided in a format to be decided by Council.  |
|                       | 89. | Duly completed nomination papers must reach the Institute's office not later   |



than the time stipulated by the Council. The nomination papers shall be forwarded in a sealed envelope on which should be clearly marked "NOMINATION".

90. While nomination papers may be forwarded electronically, any nomination paper not completed in accordance with the rules and procedures laid down herein will be declared null and void.
91. All nominations for election of Council members will be opened at a Council Meeting and names and details of persons validly nominated will be dispatched to members. .
92. Where the number of vacancies on the Council is equal to the number of candidates validly nominated, the Returning Officer shall declare that no elections for the position of Council Member will be held and shall present the results for confirmation at the Annual General Meeting.
93. The form of Voting Paper shall be determined by the Council, nevertheless it shall include names of the validly nominated candidates and a space on which a vote for each candidate shall be marked.
94. The vote by each member shall be cast by placing a tick (✓) or a cross (X) in ink in the space provided for each candidate. Any other kind of mark will nullify the vote. Members may vote by proxy.
95. The Returning Officer shall count the votes and announce the winners during the Annual General Meeting.
96. In the event that only the number of nominees for council positions is the same as the vacancies available, the Returning Officer shall declare that no elections for the council position will be held and shall present the results for confirmation at the Annual General Meeting.