



GENERAL STATUTES OF SOCIETY OF CERTIFIED ACCOUNTANTS AND AUDITORS OF KOSOVO
Amended by the Council and approved by the Assembly on June 28, 2010 incorporating
amendments last made on 15 June 2007

Contents

Part 1 – Definitions

Part 2 - The Society

The name, founding members and date of registration
The registered address
The seal of the Society
The legal status
The representation of the Society
Electronic communications
The territory of the Society's activities

Part 3 – Aims, Objectives and Activities

Part 4 - Members

Types of membership
Members
Student Members
Honorary Members

Membership Fees
Disqualification of Membership
Suspension of Membership

Part 5 – Organisational Structure of the Society

Assembly of Members

Rights and Responsibilities
General Meetings
Extraordinary Meetings

Agendas and Special Business
Voting Procedures and Quorum

The Council

Rights and Responsibilities
Composition of Council
Disqualification Criteria
The President
The Vice President
The Treasurer
Meetings
Voting at Council Meetings
Council Committees
Remuneration of Council Members

Executive Office

Duties and Responsibilities
Conditions of Appointment

Nominations Committee

Part 6 – Disciplinary Proceedings

The Disciplinary Process
Composition of the Conduct and Disciplinary Committee
Right of Appeal

Part 7 - Rules of Professional Conduct

Part 8 - Assets

Part 9 - Dissolution of the Society and distribution of its assets

Part 10 – Entry into Force

These Statutes shall govern the not-for-profit association of the Society of Certified Accountants and Auditors of Kosovo, established in accordance with UNMIK Regulation No.1999/22 and updated in accordance with Law No.03/L-134 on the Freedom of Association in Non-Governmental Organisations.

Part 1 **Definitions**

Allowed Term – refers to the term of election of a Council Member being not more than two consecutive terms of two years each, only if there is the particular decision of the Council which is approved by the Assembly if not foreseen otherwise.

Applicable Law – refers to the provisions of UNMIK Regulation No. 1999/22 and Law No.03/L-134 on the Freedom of Association in Non-Governmental Organisations and other such Laws promulgated by the Assembly of Kosovo

Code of Ethics – refers to IFAC's Professional Code of Ethics and is used interchangeably with Professional Code of Ethics

IFAC – International Federation of Accountants

Members – Members of the Society of Certified Accountants and Auditors in Kosovo

SCAAK/Society – the Society of Certified Accountants and Auditors in Kosovo

SMO Statements of Membership Obligations

UNMIK – United Nations Interim Administration in Kosovo

Words of any gender used in these Statutes shall include any other gender and words in singular number shall be held to include the plural and the plural to include the singular.

To the extent that any other provision of this Statute or previous interpretation thereof conflicts with the stated or implied obligations established in the SMOs, the requirements of the SMOs shall prevail.

Part 2 **The Society**

Name and Founding Members

2.1. The Society was registered on 16 May, 2001 under the name "Society of Certified Accountants and Auditors of Kosovo. The founding members of the Society are:

Mr. Jan Tyl Voskovcova of 1657, Cernosice 252 28, Czech Rep

Mr. Leke Musa of Ulpiana A/3 H-3 No 10, Pristina, Kosovo

Mr. Shukri Gashi of “Dukagjini” 6, Mitrovica, Kosovo

Mr Bujar Sokoli of “Arbedin Tërbeshi”- Arbëria. No1, Pristina, Kosovo

Mr Mustafë Ibrahimimi of Bregu I diellit” Rr III, Lam. 11, Ban 14, Pristina, Kosovo

Ms Lindita Shala of 3288 Reservoir Oval E Apt#504, Bronx, NY 10467 US

Ms Gina Kuta of 104 Wilson Street, Pristina Kosovo

Mr Bashkim Uka of Metohia Street No 8, Pristina, Kosovo

Mr Tomorr Zhaveli of “Fan Noli” Arbëria, No 23, Pristina, Kosovo

Mr Faton Zeqiri of Rr “TMK” – Qafa, Lam. “C”, Ban 18, Pristina, Kosovo

Mr Avni Jashari of Rr “Sharrit” No10/a, Pristina, Kosovo

Mr Gëzim Pirana of Rr “Adriatiku” No 12, Prizren, Kosovo

Mr Eugen Nuri of “Fehmi Agani” – Arberia. No 1, Pristina, Kosovo

Registered Address

2.2 The Society’s registered office is Rr Sylejman Vokshi nr.14 Pristina, Kosovo.

Seal

2.3 The seal of the Society shall be in circular form, approximately 4.5 cm in diameter and shall have inscribed thereon the name of the Society (or its acronym) in the Albanian, Serbian and English languages.

Legal Status

2.4 The Society is a not-for-profit, non-governmental organization in accordance with the provisions of the Applicable Law.

2.5 The Society is an independent legal personality and can sue and be sued in its own name. The Society’s registered address is also the address for the service of all legal documents. The Society accepts service of legal documents duly verified by the competent court by email.

- 2.6 The Society shall be financially sustained by donations of cash, grants, membership fees and other contributions as provided by the provisions of the Applicable Law. The Society may also engage in commercial activities to support its not-for-profit activities subject to requirements of the relevant provisions of the Applicable Law.

Representation of the Society

- 2.7 The Society shall be represented by its President and/or its Executive Director. In the absence of the President the Vice President may represent the Society and in the absence of the Executive Director by a delegated officer of the Executive Office.

Electronic communications

- 2.8 All references in this Statute to notices or writing shall include electronic communications, including e-mail, fax, notices on the Society's website and other means approved by the Council.
- 2.9 A document may be signed electronically or signed holographically and communicated electronically.

Territory

- 2.10 The Society shall carry out its activities in the entire territory of the Republic of Kosovo ('Kosovo').
- 2.11 The Society may establish sub-offices in different districts of Kosovo.

Part 3 **Aims, Objectives and Activities**

- 3.1 SCAAK aims to be a leader in the accounting and auditing profession in South Eastern Europe.
- 3.2 SCAAK's purpose is:
- (i) to advance the public interest by achieving and promoting the highest professional standards and delivering excellence in accounting, auditing, governance and financial management throughout all economic sectors in Kosovo;
 - (ii) provide thought leadership; and
 - (iii) act as a centre of excellence in accounting, auditing, governance and financial management in Kosovo.

- 3.3 SCAAK represents the accounting and auditing profession in Kosovo and regulates its Members in accordance with, but not limited to its Code of Ethics, rules or principles for the conduct for its Members.
- 3.4 These Statutes bind SCAAK to:
- (i) implementing the Statements of Membership Obligations (SMO) as and when issued by IFAC;
 - (ii) participation in the IFAC Member Body Compliance Program; and
 - (iii) to faithfully comply with current and future obligations that are established by IFAC for its member bodies.
- 3.5 SCAAK participates in and co-operates with regional and international accounting and auditing professional bodies, regulators, standard setters and representative bodies for accountants and auditors.

Part 4 **Membership**

Types of Membership

- 4.1 SCAAK shall have three classes of membership:
- (i) Member;
 - (ii) Student Member; and
 - (iii) Honorary Member

Members

- 4.2 A person shall only become a Member of SCAAK if he has:
- (i) passed the examinations;
 - (ii) completed the period of practical experience prescribed by the Council or by the relevant regulatory body and approved by the Council;
 - (iii) signed a declaration of compliance with the professional membership obligations of SCAAK;
 - (iv) paid the appropriate membership fees as set by the Assembly; and
 - (v) satisfied any other professional requirement as set down from time to time by the Council.

- 4.3 An application to become a Member will be approved by SCAAK provided the membership criteria is satisfied and the applicant is not disqualified from becoming a Member.

Student Members

- 4.4 A Student Member is:
- (i) a person registered with the Society to participate in the certification program and take the certified accountant examinations in Kosovo; or
 - (ii) a person registered with the Society and who has successfully completed the Accounting Technician's stage of the SCAAK certification program.
- 4.5 The Council may prescribe or provide for in administrative directions or regulation the conditions a person must satisfy to become and remain a registered Student, which conditions may provide different requirements for different classes of person and which conditions may include a requirement that the student be bound by the Statutes and all other regulations or by-laws issued by the SCAAK.
- 4.6 Student members shall be obliged to pay annual membership fees.
- 4.7 Student members shall not have voting rights in the Assembly.

Honorary Members

- 4.8 An Honorary Member of the Society shall be an individual who through exceptional and outstanding work has contributed to the fulfillment of the Society's Aims, Objectives and Activities.
- 4.9 The Council shall recommend to the Council an individual or individuals who meet the criteria for an Honorary Member.
- 4.10 An Honorary Member shall not have the right to actively participate in the executive work of the Society. Their membership shall exclusively be prestigious and they shall not be obliged to pay membership fees.
- 4.11 The Founding Members who do not meet the Membership criteria are deemed to be Honorary Members of the Society.

Membership fees

- 4.12 The Assembly shall decide on a Membership fee structure based on the Council's recommendations.
- 4.13 Membership fees shall be payable annually.

Disqualification of Membership

- 4.14 No person shall be admitted as a member of the Society, and any member previously admitted shall be removed in the event of any of the following:
- (i) termination of the general capacity to undertake legal transactions;
 - (ii) being convicted of a criminal offence leading to a prison sentence;
 - (iii) receivership, bankruptcy or involuntary liquidation by a court of competent jurisdiction of any firm or company owned or controlled, directly or indirectly, by any Member; or
 - (iv) materially endangering the interests of the Society.
- 4.15 A person shall cease to be a member of SCAAK upon occurrence of any of the following events:
- (i) Resignation to be evidenced in writing by a Member to SCAAK;
 - (ii) Decision of the Conduct and Disciplinary Committee following investigation and subsequent final decision on the removal of a Member from the register of members;
 - (iii) Failure to pay any amounts due to SCAAK, including the annual subscription, following a period of three months after the final request for payment has been made by SCAAK, or within 6 months of the date due in the case where the Executive Office has been unable to contact the Member;
 - (iv) Death, incapacity or retirement of the Member; or
 - (v) Upon the decision of an extraordinary meeting of the Council in cases where the Member's conduct has created an immediate public interest reason for expulsion, for example, conviction for serious criminal activities.

Suspension of membership

- 4.16 Members of the Society being investigated by the Conduct and Disciplinary Committee for violations of the Society's Professional Code of Ethics or other regulation or by-laws may be suspended from the Society pending the results of the investigation of professional misconduct
- 4.17 The Council may from time to time modify and or further define or redefine the conditions of membership of the Society or establish a committee to consider the membership criteria and make recommendations to the Assembly.

PART 5
ORGANISATIONAL STRUCTURE OF THE SOCIETY

Assembly of Members

5.1 The Assembly is the highest decision making body of the Society and is composed of those Members who meet the membership criteria.

Rights and Responsibilities

5.2 The Assembly is to:

- (i) approve the annual report of SCAAK, including the financial statements;
- (ii) to approve the budget of SCAAK;
- (iii) adopt amendments to the Statute's of SCAAK;
- (iv) approve the overall strategy and policy proposals of the Council of SCAAK;
- (v) elect members of the Council of SCAAK;
- (vi) approve the Council's recommendations on changes to the annual subscription for Members of SCAAK;
- (vii) elect the auditor of SCAAK's annual financial statements;
- (viii) elect the Members eligible to serve on the Conduct and Disciplinary Committee; and
- (ix) elect the Members eligible to serve on the Nominating Committee.

General Meetings

5.3 The Assembly shall convene a General Meeting as required by Applicable Law. The General Meeting will shall be held no later than 30 June of each year unless otherwise determined by the Council.

5.4 The President of the Society shall notify the Members of the date, place and time of the General Meeting at least 30 days before it is to take place.

5.5 At the General Meeting the Assembly shall decide on the issues listed in Article 5.2 of these Statutes.

5.6 All other issues not listed in Article 5.2 will be dealt with as 'Special Business'.

Extraordinary meetings

5.7 The President of the Society shall convene an extraordinary meeting upon the request of 1/3 of the members of the Society or 2/3 of the members of the Council.

5.8 An extraordinary meeting will be called within 60 days of receiving the request.

5.9 The President of the Society shall notify the Members of the agenda, date, place and time of the extraordinary meeting at least 14 clear days prior to the meeting.

5.10 If the President of the Society does not convene the extraordinary meeting within 60 days from the date of receipt of the request, the requesters (1/3 of the members of the Society or 2/3 of the members of the Council) may convene the Assembly themselves.

5.11 In the event that the requesters of an extraordinary meeting are required to convene an Assembly themselves the Executive Office shall carry out the functions of the President of the Society to call the meeting in accordance with Article 5.9

Agendas and Special Business

5.12 At least thirty (30) days prior to a General Meeting Members shall receive:

- (i) notification of the time, date and place of the General Meeting;
- (ii) a detailed agenda of the issues to be discussed at the General Meeting; and
- (iii) voting papers and proxy voting papers in the event a Member cannot attend.

5.13 Members shall be entitled to propose issues for inclusion on the agenda as Special Business, submit comments and/or amendments to the agenda which must be received by the Executive Office no later than 15 days prior to the date of the General Meeting. Proposals for inclusion on the agenda, comments and/or amendments received later than 15 days prior to the date of the General Meeting will not be included for discussion as issues of Special Business by the Assembly at the General meeting

Voting procedures and quorum

5.14 The quorum at a General Meeting of the Assembly will be achieved by 51% of the Members of the Society.

5.15 If the quorum is not reached, an Extraordinary Meeting may take place provided it is called by the President of the Society and it has the same agenda as the Assembly which did not reach the quorum for the General Meeting.

- 5.16 If an Extraordinary Meeting takes place in lieu of the General Meeting the quorum is achieved by 25% of the Members present.
- 5.17 The President of the Council, or in the absence of the President the Vice-President will be the Chairperson of the General or Extraordinary Meeting.
- 5.18 On the day of the meeting the Council shall establish an ad hoc Election Committee to count votes cast by ballot or a show of hands.
- 5.19 Members standing for an elected position at an Assembly meeting shall not be eligible to be members of the ad hoc election committee or count any ballot papers.

Voting

- 5.20 Decisions to be made at a General or Extraordinary Meeting except for changes or amendments to the Statutes, the dissolution of the Society or unless otherwise provided for by these Statutes, shall be by a simple majority on a show of hands of the Members present.
- 5.21 The Assembly shall decide by the 2/3 majority vote of the Members present on amendments or changes to the Statutes or the dissolution of the Society.
- 5.22 A Member may vote by proxy ballot. A proxy ballot must be delivered to the Executive Office at least seven calendar days prior to the Assembly. A proxy ballot received later than seven calendar days before a General or Extraordinary Meeting will not be counted and the Member advised accordingly.
- 5.22 The Executive Director shall only admit the proxy vote if its authenticity is beyond doubt.
- 5.24 Members may have the possibility to vote by electronic ballot and the Council will develop such rules to facilitate electronic voting.

The Council

- 5.25 The Council is appointed by the Assembly to oversee the governance of SCAAK on its behalf.

Rights and Responsibilities

- 5.26 The Council shall have amongst its duties the following specific rights and responsibilities:
 - (i) to propose for approval by the Assembly amendments to the Statute's of the Society;

- (ii) to issue administrative instructions, by-laws or regulations on but not limited to the implementation of the IFAC's SMOs, the operations of the Society and its committees;
- (iii) to interpret the Statutes of SCAAK;
- (iv) to propose any changes to the Membership fee structure payable by SCAAK Members;
- (v) to present the Annual Report including Financial Statements to the Assembly;
- (vi) to elect the President, Vice President and Treasurer of the Society;
- (vii) to appoint the Executive Director of SCAAK; and
- (viii) to establish a relevant number of committees in specialized areas of the accounting and auditing profession to advise on, direct, and implement the Aims, Objectives and Activities of SCAAK.

Composition of Council

- 5.27 The Council shall be composed of seven members.
- 5.28 Any Member may be eligible for election (including re-election) as a member of the Council provided that on the day of the nomination for election or written notice of intention to stand for re-election the Member is not ineligible for election or re-election based on the Society's conditions of Membership.
- 5.29 A Member shall be nominated for election by three (3) or more Members of the Society. Each nomination shall be in writing and shall be signed by each of the Members making the nomination.
- 5.30 A Member of the Council who is seeking re-election must also be nominated for re-election by at least three (3) or more Members and must notify the Council in writing of his intention to seek re-election.
- 5.31 Each candidate seeking election or re-election shall sign a written declaration confirming his willingness to be a Council member and that the candidate will comply with the Society's Professional Code of Conduct and Professional Ethics and any administrative instructions, by-laws and regulations as adopted by the Council from time to time.
- 5.32 The members of the Council, including the President and the Vice President, shall have current professional working experience in the public or private sector in the auditing, banking, finance, insurance or other commercial sector.
- 5.33 The Council shall be chaired by the President.

- 5.34 Members of the Council may only be elected for the Allowed Term.
- 5.35 A Member who has served as a Council Member for the Allowed Term may again stand for election as a Council Member following a period of two years after the end of the Allowed Term provided that the Member meets the eligibility requirements for elections as a Council Member.
- 5.36 The Council may dismiss a Council member before the end of his term by a two-third vote of the full Council.
- 5.37 If a Council member resigns, is dismissed or passes away, he shall be replaced for the remainder of his term on the Council by the Member who at the last Assembly stood for election as a Council Member but by the number of valid ballots casts was placed in the first non-elected position. On becoming a Council Member the Member shall enjoy full rights including voting rights as a Council Member
- 5.38 The nominees in the first and second non-elected positions to the Council shall be entitled to participate in the Council meetings as non-voting Council members for the duration of the Council term.

Disqualification criteria

- 5.39 No person shall be elected as a member of the Council if, and any member previously elected shall be removed in the event of:
- (i) termination of the general capacity to undertake legal transactions;
 - (ii) being convicted of a criminal offence leading to a prison sentence;
 - (iii) receivership, bankruptcy or involuntary liquidation by a court of competent jurisdiction of any firm or company owned or controlled, directly or indirectly, by a Member;
 - (iv) being in blood or in-law relation up to the second degree with any serving member of the Council or any employee of the Society;
 - (v) being absent, without valid reason, from three or more consecutive Council meetings;
 - (vi) materially endangering the interests of the Society through his work or operations; and
 - (vii) not disclosing to the Council any personal direct or indirect business interest which may be construed as compromising the Member's independence.
- 5.40 A Council member who for whatever reason cannot participate in the work of the Council for more than one quarter of his elected term (i.e. 6 months) shall be automatically

removed from his position on the Council and a new member shall be appointed in accordance with Article 5.37.

President and Vice President

- 5.41 The President and Vice President are elected by the Council.
- 5.42 The President's term of service is two years.
- 5.43 The Vice President's term of service is two years without the right of re-election to the same office. The Vice President shall at the end of his tenure become President and shall serve as President for two years.
- 5.44 In the event the Vice President shall not become President at the commencement of the term of the Presidency the Council shall:
- (i) appoint the candidate elected as Vice President at the time to serve as President and who shall serve as President for the period of two years; and
 - (ii) elect from amongst the Council Members a candidate for Vice President who shall serve as the Vice President for the term of tenure of the President appointed pursuant to Article 5.44(i) above, following which they shall be eligible to become President.
- 5.45 In the event the incumbent President is unable to complete his term of appointment the Council shall:
- (i) appoint the Vice President to serve as President for the remainder period of the incumbent's tenure and at the end of this period the appointed Vice President shall continue as President for the period of two years; and
 - (ii) elect from amongst the Council Members a candidate for Vice President who shall serve as Vice President for the term of tenure of the President appointed in accordance with 5.45(i) above.
- 5.46 The President has the following specific responsibilities:
- (i) to convene and chair meetings of the Assembly;
 - (ii) to chair meetings of the Council;
 - (iii) to represent together with the Executive Director the Society nationally and internationally;
 - (iv) to submit the annual report to the Assembly;
 - (v) to undertake all other tasks in the fulfillment of the Society's Aims, Objectives and Activities.

Treasurer

- 5.47 The Treasurer of the Society is appointed by the Council for a period of two years and may be re-elected by the Council for a second term. The Treasurer has the following responsibilities:
- (i) to review the annual budget and financial statements prepared by the Executive Office and provides a semi-annual management report to Council on the financial affairs of SCAAK; and
 - (ii) to co-operate with the Executive Office of SCAAK and the appointed Auditors to facilitate the timely completion of the annual audit of the Society's financial statements and implementation of any audit recommendations made by the Auditor.

Meetings

- 5.48 The Council shall meet at least four times a year and the meetings shall be convened by the President of the Society.
- 5.49 Council members will be given notice of a Council meeting at least 5 days before the meeting, together with the agenda, time and venue of the meeting. The Council shall decide on all matters listed in section 5.28 of these Statutes and on all matters in the furtherance of the Aims, Objectives and Activities.
- 5.50 The Executive Director or his nominated person from the Executive Office will act as the secretary to Council meetings and will minute each Council meeting and distribute the minutes to the Council members for their approval.
- 5.51 A Council Member shall not participate in the consideration or decision of any matter in which he has a direct or indirect personal or economic interest. The Council Member shall be deemed to have an economic interest if he or any family member has a direct or indirect economic interest in the matter under consideration by the Council.

Voting at Council Meetings

- 5.52 The Council shall decide on all issues by a simple majority, unless stated otherwise in these Statutes.
- 5.53 In the case of a split vote the President has the casting vote.

Committees

- 5.54 The composition of each committee shall be determined by the Council and Members to a committee will be appointed by the Council if they meet the requirements of the call for nominations to a committee as published by the Nominations Committee.

- 5.55 The Council may at the request of a committee chair co-opt onto a committee persons who are not members of SCAAK but who possess such qualifications and experience that are deemed necessary for the effective discharge of the tasks of the committees. Members shall always comprise the majority on any committee.
- 5.56 The terms of reference of non-members to be co-opted onto committee will be determined by the chair of the committee in consultation with the Nominations Committee who will publish a call for nominations.
- 5.57 Council will prescribe by regulation or other administrative order the constitution and quorum of each committee established and may prescribe the proceedings to be followed at each Committee.
- 5.58 The Council may at any time discharge any Committee in whole or in part.

Remuneration of Council Members

- 5.59. Council Members shall be remunerated for their attendance at Council meetings in accordance with the relevant provisions of the Applicable Law.

The Executive Office

- 5.60 The Executive Director shall be appointed by the Council and shall be the Society's chief executive officer.
- 5.61 The Executive Director shall report to the Council.

Duties and responsibilities

- 5.62 The Executive Director shall have amongst his duties the following specific responsibilities:
- (i) to work with the Council to develop and implement the Society's strategic business plan, as well as the Society's annual plan;
 - (ii) to build the organizational capacity of the Society as directed by the Council;
 - (iii) to supervise the staff of the Executive Office;
 - (iv) to organize the Society's training programmes;
 - (v) to develop and maintain relationships with existing and prospective donors;
 - (vi) to work with the media to secure appropriate media coverage for the activities of the Society;

- (vii) to advise, adopt and implement policies in the furtherance of the Society's Aims and Objectives and Activities;
 - (viii) to implement the administrative directions, by-laws, regulations and other instruments adopted by the Assembly or the Council;
 - (ix) to implement the budget of the Society; and
 - (x) to undertake all such activities in the furtherance of the Society's Aims and Objectives.
- 5.63 The structure of the Executive Office shall be defined by the Executive Director and approved by the Council.
- 5.64 The Society's employees, including its Executive Director shall not be elected as members of the Council.
- 5.65 No person shall be appointed as Executive Director if, and any Executive Director previously appointed shall be removed in the event of:
- (i) termination of the general capacity to undertake legal transactions;
 - (ii) being convicted of a criminal offence leading to a prison sentence;
 - (iii) receivership, bankruptcy or involuntary liquidation by a court of competent jurisdiction of any firm or company owned or controlled, directly or indirectly, by the Executive Officer or any staff employed in the Executive Office;
 - (iv) being in blood or in-law relation up to the second degree with any serving member of the Council or any employee of the Society; or
 - (v) materially endangering the interests of the Society through his work or operations.
- 5.66 Neither the Executive Director, nor any blood or in-law relation up to the second degree with the Executive Director, shall have any personal direct or indirect business interest in any of the affairs of the Society.
- 5.67 The Executive Director is, upon entering into function and every following year, obliged to inform the Council on every personal direct and indirect business interest which he or the members of his family household have, in connection to the Society's operations.

Nominating Committee

- 5.68 The Nominating Committee shall be composed of seven Members as follows:
- (i) the current President;
 - (ii) two (2) past Presidents of the Society; and
 - (iii) four (4) former Council Members elected by the Assembly;
- 5.69 The Executive Director or his delegated officer shall attend every meeting of the Nominating Committee, but shall not have any voting rights.
- 5.70 The Nominating Committee shall advise and make recommendations to the Council on:
- (i) the Members eligible to stand for election to the Council;
 - (ii) the nomination of persons to committees established by the Assembly and the Council;
- 5.71 The Nominating Committee shall be appointed for a term of four (4) years with the possibility of re-appointment.

Part 6 **Conduct and Disciplinary Proceedings**

Disciplinary Process

- 6.1 A Member shall be liable to disciplinary action if:
- (i) in the course of carrying out his professional duties or otherwise is guilty of misconduct;
 - (ii) in connection with his professional duties has performed his work, or conducted himself or conducted his practice erroneously, inadequately, inefficiently or incompetently;
 - (iii) he has committed any breach of these Statutes, administrative directions, bye-laws, or other regulations to which he undertook to be bound by; or
 - (iv) he has been disciplined by another professional body or pursuant to some other disciplinary process;

Composition of Conduct and Disciplinary Committee

- 6.2 The Assembly shall establish a Conduct and Disciplinary Committee composed of five (5) Members.
- 6.3 If a Member of the Conduct and Disciplinary Committee resigns, is dismissed or passes away, he shall be replaced for the remainder of his term on the Committee by the Member who at the last Assembly stood for election as a Member of the Committee but by the number of valid ballots casts was placed in the first non-elected position.
- 6.4 Members eligible to serve on the Conduct and Disciplinary Committee shall be elected by the Assembly for a term of three (3) years based on recommendations submitted by the Council. Members of the Council cannot be elected as members of the Conduct and Disciplinary Committee.
- 6.5 The disciplinary process shall be carried out in compliance with these Statutes, any administrative directions, by-laws, regulations and Rules of Professional Conduct as adopted by the Council.
- 6.6 The Conduct and Disciplinary Committee may commence disciplinary proceedings against a Member upon receipt of a complaint from a Council Member or a third person including any Member of the Society.
- 6.7 The Disciplinary Committee shall investigate each complaint individually in accordance with the regulations issued by the Assembly and provisions of Applicable Law. The disciplinary committee can issue the following orders as a single measure or in combination against a Member:
- (i) warning and/or
 - (ii) suspension and/or
 - (iii) expulsion

Right of Appeal

- 6.8 Members shall have a right of appeal against a decision of the Conduct and Disciplinary Committee in accordance with the provisions of Applicable Law.
- 6.9 On receipt of an appeal the President of the Society will establish an Appeals Panel composed of three members of the Council, including the President or Vice-President of the Council. The Executive Director or his delegated officer shall also sit on the Appeals Panel but shall not have voting rights.
- 6.10 Council Members appointed to sit on an Appeal Panel shall sign a declaration confirming that they:

- (i) have no direct or indirect economic interest in the appeal; and
 - (ii) are not related by blood or in law up to a second degree with the appellant.
- 6.11 In the event that the members of the Appeal Panel are disqualified from sitting on the Appeals Panel they shall recuse themselves and the President of the Assembly shall nominate other members of the Council to sit on the Appeals Panel.
- 6.12 Pending the outcome of any appeal, the Member shall remain excluded from membership of the Society.

Part 7 Rules of Professional Conduct

- 7.1 The English language version of the Rules of Professional Conduct will prevail in the event of any conflict of interpretation between the IFAC Code of Professional Conduct and any translated document by SCAAK or other regulation, administrative direction issued by SCAAK.

Part 8 Assets

- 8.1 Assets of the Society consist of cash, movable property, real estate, as well as any form of property right that the Society has gained in accordance with Applicable or these Statutes.
- 8.2 The Society acquires its assets from:
- (i) membership fees;
 - (ii) donations; or
 - (iii) other economics activities the organisation is able to engage in based on Applicable Law and these Statutes.
- 8.3 The Assembly shall delegate responsibility for the management of the Society's assets in accordance with the Aims, Objectives and Activities of the Society to the Council and requires the President of the Council to file an annual report as to any dealings with these assets throughout the reporting year.

Part 9
Dissolution of the Society and distribution of its property

- 9.1 The Society shall dissolve by a decision of a 2/3-majority vote of the Assembly.
- 9.2 Upon dissolution, the Assembly shall indicate the name of the organization that shall receive the remaining assets of the Society, once the debts, legal expenses and/or other procedural expenses are paid.

Part 10
Entry into force

- 10. The amendments to the Statute shall enter into force on the date approval by the Assembly.