



**INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
OF UGANDA**

**CONSTITUTION FOR CPA UGANDA REGIONAL
MEMBERS NETWORKS**

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CONTENTS

Clause

1. Interpretation
2. Name and Constitution
3. Duration
4. Definitions
5. Role
6. Location
7. Membership of the Regional Committee
8. Election to /Retirement from the Regional Committee
9. Proceedings of the Regional Committee
10. Membership
11. Annual General Meeting
12. Extraordinary General Meeting
13. Special General Meeting
14. Notices
15. Prohibition on the Regional Committee
16. Role of the Chairperson
17. Mode and Right of Voting
18. Actions by or against the Regional Network
19. Disputes
20. Dissolution or Amalgamation of the Regional Network
21. Indemnity
22. Alteration or Waiver of Constitution

CONSTITUTION OF CPA UGANDA REGIONAL MEMBERS NETWORKS/COMMITTEES

1. INTERPRETATION

1. In this constitution the following expressions shall bear the meanings respectively ascribed to them in the Accountants Act and Rules (collectively referred to as "the rules") of the Institute:-
 - a. "the Institute"
 - b. "the Council"
 - c. "Regulations"
 - d. "membership"
2. In the event of any inconsistency between the provisions of this constitution and the Rules, the Rules of the Institute shall prevail.
3. Any reference in this Constitution to a "Clause" shall, subject to any contrary indication, be construed as a reference to a clause hereof.
4. Save, where the contrary is indicated, any reference in this Constitution to words importing the masculine includes the feminine and *vice versa*.
5. Words importing the singular number only shall include the plural and vice versa.
6. Clause headings are for ease of reference only.

2. NAME AND CONSTITUTION

The organisation/ committees shall be called: "The CPA Uganda Regional Networks" and each region shall be organised in accordance with this Constitution and naming the regional network as "CPA Uganda - (name of the region), e.g. "CPA Uganda-Mbale Region"

3. DURATION

The duration of the organisation shall be indefinite.

4. DEFINITIONS

In this Constitution unless the context otherwise requires:

"ICPAU" means The Institute of Certified Public Accountants of Uganda established in 1992 by the Accountants Act, Cap 266.

"Annual General Meeting" means the annual general meeting of the Regional Members' Network held in accordance with this constitution.

“Regulations” means the Regulations set out by the Council of ICPAU.

“Chairperson” means a Regional Committee Member duly appointed as Chairperson in line with this constitution.

“Chief Executive” means the Chief Executive of ICPAU duly appointed by Council.

“Council” means the Council of ICPAU as from time to time constituted in accordance with the Accountants Act.

“Extraordinary General Meeting” means a meeting of the Regional Network members held in line with this Constitution.

“President” means the President of ICPAU as duly elected by the Council.

“Member” means any person admitted to ICPAU in accordance with or pursuant to the Laws and/or regulations of the Institute.

“Region” means any geographical demarcation cited by ICPAU as forming a region to advance the mandate of the Institute.

“Regional Network” means all ICPAU Members who work in the region, reside within the region or hail from the region as registered with the Institute.

“Regional Network Member” means a Member of the Regional Network.

“Office Bearers” means the Regional Committee.

“Regional Committee” means the Committee of the Regional Network duly elected in accordance with this Constitution.

“Regional Committee Member” means a Member of the Regional Committee.

“Regional Member” means a member entitled to vote in any election for Council membership and works in the region, resides within the region or hails from the region.

“Special General Meeting” means any general meeting duly held in accordance with Clause 13.

“Student” means a student registered with ICPAU and includes graduates of ICPAU who are not yet members.

“Students’ Society” means a Students’ Society as might be constituted by the Regional Committee in collaboration with ICPAU Secretariat.

“Vice Chairperson” means a Regional Committee Member duly appointed as Vice Chairperson in line with this Constitution.

5. OBJECTIVES OF CPA REGIONAL MEMBERS NETWORKS

5.1. The objects include the following;

- a) To improve member engagement by acting as a communication link between the Institute and its members;
- b) To assist the Institute to uphold the integrity and standing of the accountancy profession in the interest of society and membership;
- c) To raise the profile and reputation of ICPAU in Uganda and beyond;
- d) To assist Council in the formation and execution of its policies;
- e) To act as a medium for consultation and communication with members at the regional level;
- f) To sponsor, arrange or support meetings, seminars and discussion groups relevant to regional members and other stakeholders;
- g) To liaise with ICPAU student community and assist them to advance their professional accountancy studies;
- h) To arrange social events for regional members and students to interact and network;
- i) To identify members and ICPAU Students who may wish to participate in the affairs of the Institute and / or who may wish to serve on committees of Council.
- j) To support communities on issues of financial management and accountability.
- k) To do all or any thing which may be conducive to the attainment of the above objects, subject to approval of Council.

5.2 The Regional Member Networks and Regional Committee shall observe this Constitution and, so far as the same are applicable thereto, the laws, rules and Regulations of the Institute.

6. ROLES OF REGIONAL MEMBERS NETWORKS and REGIONAL COMMITTEE

To support the Institute to;

- (a) Implement ICPAU strategies and policies in Uganda;
- (b) Provide advice and secretarial support to the Regional members; and
- (c) Handle in collaboration with the Secretariat the day-to-day affairs and activities of the Regional Network.

7. MEETING LOCATION

Meetings of the Regional Network and the Regional Committee shall be held at a place agreed upon by the Office bearers in consultation with the Institute's Secretariat.

8. MEMBERSHIP OF THE REGIONAL COMMITTEE

- 8.1 The Regional Committee shall consist of not less than four elected members. Only regional members shall be eligible for election at the Annual General Meeting in accordance with this Constitution.
- 8.2 Any ICPAU Council member may sit in the regional committee meetings as an ex-officio member of the regional committee; and
- 8.3 The regional committee may co-opt regional members to its membership provided that the number of such co-options shall not exceed 50% of the elected members. Every appointment, and the term thereof, of such co-options shall be reported to the next succeeding Annual General Meeting of the Regional members for ratification;
- 8.4 The regional committee may co-opt to its membership not more than two members who are [deemed to be] members of another region. Every appointment, and the term thereof, of such co-options to the regional committee shall be reported first to the Secretariat for vetting and then to the next succeeding AGM of the regional members for ratification;
- 8.5 The regional committee may invite a representative of the ICPAU student community to attend committee meetings. Such representative shall not be deemed to be a member of the committee;
- 8.6 The regional committee shall include both practicing and non-practicing members, in such proportions as the Committee may decide.

- 8.7 The number of Regional Committee Members shall not be less than five but not more than ten.
- 8.8 Any Regional Member who has been elected to Council shall sit as a Regional Committee Member with full voting rights.
- 8.9 If a member of the regional committee during his term of office, changes his place of business to a place outside the region, he shall remain in office. For the purpose of this committee the place of business shall be deemed to remain within the region of the committee during the whole of his elected or co-opted term of office. The term of this paragraph shall not apply to members co-opted to the Committee in terms of clause 8.4.
- 8.10 The President of ICPAU and/or ICPAU staff designated by the President shall attend meetings of the Regional Committee in a non-voting capacity.

9. ELECTION/RETIREMENT/RE-ELECTION TO THE REGIONAL COMMITTEE

- 9.1 Two or more Regional Network Members may nominate a Regional Network Member for election to the Regional Committee at the Annual General Meeting. Each nomination shall be in writing, specifying the name of the candidate and signed by the Member(s) making the nomination. A consent note, signed by the candidate, of his willingness to be elected a member of the Regional Committee, must be appended on all nominations forms.
- 9.2 All nominations made in accordance with clause 9.1, shall be delivered to the Chief Executive and/or ICPAU staff designated for that role at least 40 days before the Annual General Meeting and the Chief Executive and/or ICPAU staff designated for that role shall notify Regional Network Members of all nominations received at least 25 days before the Annual General Meeting.
- 9.3 A Regional Committee Member who has served for four consecutive years (excluding the period during which he has been appointed to fill up a casual vacancy) shall retire but shall be eligible for re-election after a minimum period of two years provided however that if a Regional Committee Member is an Office Bearer at the expiry of this four year period, that Regional Committee Member may continue to serve on the Regional Committee until the period of his office has expired. For the avoidance of doubt, this means that the maximum consecutive period any Regional Network Member may serve on the Regional Committee is eight years.
- 9.4 The Regional Committee shall appoint 3 members to serve on the Regional Network committee. Such appointees shall retire together with the elected members.

9.5 Any Regional Committee Member may be removed from the Regional Committee and replaced by a majority vote of Regional Network Members given at an Extraordinary General Meeting.

10. PROCEEDINGS OF THE REGIONAL COMMITTEE

- 10.1 The Regional Committee shall meet on a quarterly basis and may, subject to this Constitution, regulate its meetings as it sees fit. On the requisition of the Chairperson or any two Regional Committee Members, the secretary shall summon a meeting of the Regional Committee. Notice of any meeting of the Regional Committee shall be given in writing to all Regional Committee Members at least seven days before the date fixed for the meeting.
- 10.2 A quorum at meetings of the Regional Committee shall be three elected Regional Committee Members.
- 10.3 The members shall elect a Chairperson and a Vice Chairperson from among themselves. At all meetings of the Regional Committee, the Vice Chairperson shall take the chair when the Chairperson is unable to do so. In the absence of both, a Regional Committee Member shall be elected from among those present to preside over the meeting.
- 10.4 Every question at a meeting of the Regional Committee shall be determined by a show of hands. In the case of a tie, the Chairperson of the meeting shall have a second or casting vote.
- 10.5 Minutes of every meeting of the Regional Committee and records of attendance of Regional Committee Members shall be recorded by the secretary in a book kept for that purpose and shall be signed by the Chairperson and the secretary. Signed minutes of meetings shall, in the absence of proof of error, be considered an accurate record.
- 10.6 Copies of the notice, agenda and minutes of all Regional Committee meetings shall be sent to the Chief Executive by the secretary.
- 10.7 If a Regional Committee Member fails to attend three consecutive meetings of the Regional Committee without prior leave of absence from the Chairperson, that matter will be discussed at the next meeting of the Regional Committee and that Regional Committee Member shall be removed from the Regional Committee, if so determined by the Regional Committee.
- 10.8 If an Office Bearer fails to attend three consecutive meetings of the Regional Committee, the Office Bearer shall vacate his office and the Regional Committee shall appoint a Regional Committee Member in his place at the next meeting of the Regional Committee.
- 10.9 No Regional Committee Member shall receive any remuneration with respect to the respective duties undertaken by them in their capacity as Regional Committee Members.
- 10.10 The Regional Committee may delegate any of its functions to one or more sub-committees or Students' Societies. The Regional Committee may from time to time revoke all or any of the functions delegated to such sub-committee or

Students' Society and discharge such sub-committee or Students' Society in whole or in part.

11. ANNUAL GENERAL MEETING

11.1 The Annual General Meeting of the Regional Members shall be held not later than 31 March of each year at such a place and time as the regional committee may determine. In the case of the first AGM, the Council may decide the place and time. The meeting may be called by notice in *Today's Accountant* magazine, any other publication of the Institute and on the Institute's website or by such other means as the Council may from time to time determine, published not less than one full calendar month in advance of the meeting.

11.2 The business of the Annual General Meeting shall be to:

- (a) receive a report for the year ended 31 December,
- (b) approve minutes of the previous meeting,
- (c) elect Members to the Regional Committee for the ensuing year, and
- (d) Transact any other business competently tabled.

11.3 In case there is no quorum, the Annual General Meeting shall be postponed for two weeks and at that subsequent meeting whatever be the number of Regional Network members present shall transact the business of the Annual General Meeting.

12. EXTRAORDINARY GENERAL MEETING

Extraordinary General Meetings shall be held at such times as the Regional Committee may decide. In case there is no quorum, the Extraordinary General Meeting shall be postponed for two weeks and at that subsequent meeting whatever be the number of Regional Network Members present shall transact the business of the Extraordinary General Meeting.

13. SPECIAL GENERAL MEETING

Upon a written requisition signed by 10% of Regional Network Members stating fully in writing the object for which it is called, the Chairperson shall convene a Special General Meeting. Every such meeting shall be held within forty five days from the date of the receipt of such request by the Chairperson. In case there is no quorum for such meeting, the Special General Meeting shall be absolutely dissolved.

14. QUORUM

Quorum will be determined within the first 15 minutes from the appointed time of the meeting as follows;

- 1) At all Annual General Meetings six regional members present in person shall form a quorum, of whom at least half shall not be Regional Committee members.
- 2) At all meetings of regional committees three members present in person shall constitute a quorum.
- 3) At all other members' meetings, six regional members present in person shall form a quorum.

15. NOTICES

At least twenty-one days' prior written notice of all Extraordinary General Meetings and at least forty five days in case of Special General Meetings shall be given to each Regional Network Member. At least twenty eight days' prior written notice of each Annual General Meeting shall be given to each Regional Network Member. Such notice shall state the business to be brought before any such meeting, including details for vacancies on the regional committee (if any) and means of nomination. However, the non-receipt of any notice by a Regional Network Member shall not invalidate the proceedings of any such meeting. No business other than that stated in the notice of such meeting shall be transacted at the Annual General Meeting, the Extraordinary General Meeting or the Special General Meeting. However, any Regional Network Member may bring forward a resolution at an Annual General Meeting provided that he/she has given notice to the Chief Executive not less than thirty five calendar days before the Annual General Meeting.

16. PROHIBITION ON THE REGIONAL COMMITTEE

The Regional Committee is expressly prohibited from entering into contracts or leases or licenses or any other authorization affecting ICPAU or the Regional Network or the Regional Committee or obtaining local registration for the Regional Network or imposing any liabilities whatsoever upon ICPAU or the Regional Network or the Regional Committee unless expressly authorised by the Chief Executive.

17. ROLE OF THE CHAIRPERSON

- 17.1 The Chairperson shall preside over all general meetings of the Regional Network. In the Chairperson's absence or if he is unwilling to act as Chairperson, the Vice Chairperson shall deputise as appropriate in all respects. In the absence of both from a general meeting, a Regional Network Member chosen from among the Regional Network Members present in person at the general meeting shall take the chair.

17.2 At the Annual General Meeting, the Chairperson shall submit a report on the working of the Regional Network for the previous year ending 31 December.

18. MODE AND RIGHT OF VOTING

Voting at any general meeting shall be by [show of hands or any other method with prior approval of the Council.](#)

19. ACTIONS BY OR AGAINST THE REGIONAL NETWORK

19.1 Subject to the provisions set out below the Regional Network shall act, and shall do all other acts that it is legally able to do, under its name and/or through the Chief Executive provided that the Regional Network shall not act, sue or otherwise commence proceedings in any way unless the Chairperson has received the prior written approval of the Chief Executive to such proceedings being commenced. If such proceedings are commenced, each and every step of the proceedings must be authorised by the Chairperson and the Chief Executive and the proceedings may not be settled unless the Chairperson has received the prior written approval of the Chief Executive to the particular terms of settlement.

19.2 The Regional Committee and/or the Regional Network shall advise the Chief Executive immediately if it receives notification of the commencement of any action against the Regional Network and the Chairperson shall advise the Chief Executive promptly upon receiving such notification.

20. DISPUTES

Any dispute between the Regional Network and any of the Regional Network Members or any person's claim by or through a Regional Network Member shall be settled in the first instance by a Special General Meeting of the Regional Network Members, with final authority resting with Council.

21. DISSOLUTION OR AMALGAMATION OF THE REGIONAL NETWORK

21.1 The Regional Network derives its existence and authority from Council in accordance with Section 13 (q) of the Accountants Act, which states:

The functions of the Council shall be to do anything that is incidental to the functions of the Institute.

21.2 For the avoidance of doubt but without limiting in any way the discretion afforded to it, Council reserves the right to dissolve the Regional Network for any of the following reasons:

- (a) Non-compliance with this Constitution
- (b) If the membership of the Regional Network is such that in the interest of the Institute, warrants dissolution; and
- (c) If for any other reason the Council deems it desirable in the interest of ICPAU to dissolve the members' network.

21.3 In the event of dissolution of the Regional Network, if the Regional Network or the Regional Committee holds any property in breach of this Constitution, all such property shall be dealt with as the Council directs.

22. INDEMNITY

Pursuant to the resolution of Council, every Regional Committee Member shall be indemnified by ICPAU from all liability, expenses or costs which by virtue of any rule of law would otherwise attach to him in relation to ICPAU unless such liability arises from his own willful act, negligence or default.

23. ALTERATION OR WAIVER OR AMENDMENT OF CONSTITUTION

No proposal for the alteration or modification of this Constitution or for any addition thereto or waiver thereof shall be effective unless:

- (a) the regional committee, in consultation with ICPAU Secretariat and where appropriate, the other regional committees and Members Services Committee, suggests amendments, replacement or abolition of this Constitution to Council;
- (b) such proposal has been duly endorsed by a majority of Regional Network Members present and voting in general meeting; and
- (c) such a proposal has been approved by Council.

END-