

**THE CONSTITUTION
OF THE
PAN AFRICAN
FEDERATION OF
ACCOUNTANTS
(PAFA)**

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DEFINITIONS

In this Constitution:

"Affiliates"	means those organisations defined in terms of Article IV;
"Annual General Meeting"	means the meeting of the General Assembly designated as an Annual General Meeting in terms of Article X;
"Associates"	means those organisations defined in terms of Article IV;
"Board"	means the Board established in terms of Article XII;
"By-laws"	means the By-laws issued in terms of Article XXV;
"Chief Executive"	means the person appointed as Chief Executive in terms of Article XIV;
"Days"	means calendar days;
"General Assembly"	means the General Assembly established in terms of Article X;
"IFAC"	means the International Federation of Accountants;
"Members"	means those organisations defined in terms of Article IV;
"Observers"	means those organisations defined in terms of Article IV;
"PAFA"	means the Pan African Federation of Accountants provided in terms of Articles I and II;
"President"	means the person elected as President of the Board in terms of Article XII;
"Professional Accountancy Organisation"	means an organisation described as Member under Article IV Section 1(a) of this Constitution;
"Special Meeting"	means the meeting of the General Assembly designated as a Special Meeting in terms of Article X;
"Vice President"	means the person elected as Vice President in terms of Article XII;

PREAMBLE

We, the representatives of professional accountancy organisations on the African continent,

CONSCIOUS of the crucial role in the development of an accountancy profession that is strong, independent and unified in Africa;

CONVINCED of the need for the existence of an accountancy profession that is devoted to the service of the African continent and operates using internationally recognised education, ethical, accounting and auditing standards;

COGNISANT of the objectives of the International Federation of Accountants (IFAC) to promote the worldwide development and enhancement of an accountancy profession that is able to provide services of consistently high quality in the public interest;

AWARE that the accountancy profession could contribute more effectively to the African continent's development if its members and their national accountancy profession are supported by a functioning continental organisation; and

DETERMINED to play a key role in the development and sustainability of the African continent founded on the ideals of honesty, integrity and good governance, and in its renaissance as exemplified in the African Union (AU);

DO HEREBY agree to establish and organise the PAN AFRICAN FEDERATION OF ACCOUNTANTS (PAFA) and adopt and promulgate this Constitution.

PART ONE - NAME, OBJECTIVES AND POWERS

ARTICLE I

NAME

The name of the organisation shall be the PAN AFRICAN FEDERATION OF ACCOUNTANTS. It is hereinafter referred to by its English acronym "PAFA". It is hereafter described in this Constitution as "the Federation".

The French equivalent of the organisation shall be the FEDERATION PAN AFRICAINE DES EXPERTS COMPTABLES "PAFA"

ARTICLE II

OBJECTIVES

PAFA is a non-profit organisation whose objectives are to:

- (a) provide a forum for co-operation and assistance among African professional accountancy organisations for the further advancement of the status of the accountancy profession;
- (b) provide encouragement for and assistance with the formation and development of national professional accountancy organisations in Africa;
- (c) engage in the development and enhancement of the accountancy profession in the African continent through participation in the development and the dissemination of the standards, guidelines and other pronouncements of the International Accounting Standards Board (IASB) and the independent standard-setting boards under the auspices of the International Federation of Accountants (hereinafter referred to as "IFAC") and the establishment and implementation of appropriate strategies and work programmes;
- (d) promote the development of common technical, ethical and educational guidelines for the accountancy profession in Africa;
- (e) engage national governments, regional trading and economic blocs and development organisations in the development of the accountancy profession in the African continent;
- (f) facilitate the development of a continental approach to accounting education and training by way of shared curricula and expertise;
- (g) share and exchange information and best practices on technical matters, regulatory frameworks and corporate governance principles;
- (h) identify and highlight challenges affecting the accounting profession in the African continent and formulate proposals towards the solution of these challenges;
- (i) provide African accountants with a platform for the exchange of relevant significant information on the accountancy profession;
- (j) work in co-operation with other organisations whose development efforts may be complementary to that of PAFA;
- (k) communicate with and participate in the work of IFAC and IASB boards and committees in agreed areas and liaise with other international and regional organisations; and
- (l) influence and represent the African accountants in international accounting and other organisations.

ARTICLE III

POWERS

In pursuance of its objectives, and subject to the provisions of this Constitution, PAFA may, in addition to other powers conferred by other provisions of this Constitution:

- (a) Hire, lease, purchase or otherwise acquire such moveable or immovable property as the General Assembly may deem necessary for the effective performance of its functions; repair and alter such property so purchased or acquired; and let, sell or otherwise dispose of such property so purchased or acquired;
- (b) Receive and accept donations, endowments and gifts of money, land, hereditaments, stocks, shares, securities and any other assets whatsoever and either subject to or not subject to any special trusts or conditions;
- (c) Borrow and raise money with or without security for any of the PAFA purposes;
- (d) Hold periodic conferences, seminars and other assemblies for the purposes of enabling members of the accountancy profession to meet one another in an environment which fosters discussion and the exchange of ideas on matters of mutual interest;
- (e) Set levies or franchise fees for holding of conferences, seminars and other similar activities
- (f) Publish and sell or distribute papers, books of instruction, pamphlets and information for the purpose of stimulating interest in and promoting the objectives of PAFA;
- (g) Make and carry out any arrangement for joint working or co-operation with any other organisation carrying on work similar to any work for the time being carried on by PAFA;
- (h) Pay or apply any PAFA monies or assets for any purpose which, in the opinion of the General Assembly, promotes the objectives of PAFA; and
- (i) Generally do such other things as may be incidental or conducive to the attaining of PAFA's objectives.

PART TWO - MEMBERSHIP

ARTICLE IV

MEMBERSHIP

Section 1

PAFA membership shall be composed of members, associates, affiliates and observers as may be accepted for membership according to the provisions of Article IV Section 2 and that have not withdrawn or been expelled under Article IV Section 4. Such membership shall be comprised of the following:

- (a) Members shall be national accountancy organisations which are established in Africa, have fee-paying professionally qualified accountants among their members, meet the criterion (as stipulated in the By-laws), and are recognised in their own countries, either by legislation or general consensus as being a representative national body for all or any of the following segments of the accountancy profession:
 - (i) Accountants in practice,
 - (ii) Accountants in business;
 - (iii) Accountants in the public sector; and
Accountants in education
- (b) Associate status shall be open to PAOs that do not meet the Member admission criteria set forth in section 1(a) above, but that;
 - (i) support the mission of PAFA;
 - (ii) demonstrate, to the Board's satisfaction, evidence of compliance with such additional criteria and procedures for PAOs admitted as Associates and retain their status as Associates in Good Standing, as may be established by the Board:
 - (iii) have the financial capacity to make the contributions determined by the Board; and make such contributions; and
 - (iv) abide by the relevant provisions of the Constitution and By-laws.
- (c) Affiliates shall be internationally recognised professional accountancy organisations which are not based in Africa which are supportive of the aspirations of PAFA.
- (d) Observers shall be development organisations, African economic groupings, African based groupings supportive of governance, financial management, accountability and transparency or similar entities which are supportive of the aspirations of PAFA.

Section 2

The procedures for application for membership as a Member, Associate, Affiliate or Observer status shall be set out in the PAFA By-laws.

Section 3

Members, Associates, Affiliates or Observers may be suspended from PAFA as provided for in the PAFA By-laws.

Section 4

A Member, Associate, Affiliate or Observer status of PAFA shall cease under any of the following conditions:

- (a) by voluntarily withdrawing from PAFA at the end of any financial year upon giving at least 6 (six) months' notice in writing to the Chief Executive of its intention to do so; or (b) upon the expulsion on the grounds of proven acts inimical to the objectives of PAFA as determined by the Board. The procedures for expulsion are stipulated in the PAFA By-laws.

ARTICLE V

MEMBER'S RIGHTS AND RESPONSIBILITIES

Section 1

Members shall:

- (a) be represented, present business and participate at General Assembly meetings and shall be entitled to vote in accordance with the provisions of this Constitution;
- (b) subscribe to the objectives set out in Article II;
- (c) support the work of PAFA;
- (d) make such financial contributions at the beginning of each financial year as may be determined in accordance with the Constitution; and
- (e) agree to abide by the provisions of this Constitution and any applicable By-laws.

For the avoidance of doubt, Members are those African national professional accountancy bodies that have fee-paying professionally qualified accountants among its members.

Section 2

Associates, Affiliates and Observers shall:

- (a) be represented, present business and participate at General Assembly meetings, but shall not be entitled to vote;
- (b) subscribe to the objectives set out in Article II; and
- (c) support the work of PAFA;
- (d) make such financial contribution at the beginning of each financial year as may be determined in accordance with the Constitution, but in the event of a termination of PAFA's activities, such contributions or assets shall not be returned to the associates, affiliates or observers; and
- (e) agree to abide by the provisions of this Constitution and any applicable By-laws.

Section 3

The first subscription shall be due upon acceptance of membership and thereafter on the first day of the financial year of PAFA.

Section 4

The Chief Executive shall maintain a register of members, associates, affiliates and observers in which shall be entered the name of each organisation and its current registered address.

PART THREE – GOVERNANCE AND OFFICES

ARTICLE VI

FUNDS OF PAFA

Section 1

The Federation, shall, subject to the provisions of this Constitution, utilise substantially the whole of its funds for the sole or principal object for which it was established.

Section 2

The Federation shall not distribute any its funds, assets, surpluses or gains by way of dividend or otherwise to its Members, Associates, Affiliates, Observers or office bearers, or to any other person except as reasonable compensation for services rendered.

Section 3

No Member may directly or indirectly have any personal or private interest in the Federation.

Section 4

Substantially the whole of the Federation's activities shall be directed to the furtherance of its sole or principal object and not for the benefit of an individual member or a minority group.

Section 5

The Federation shall have no shares or other interest in any business, profession or occupation which is carried on by its Members.

Section 6

No activity of the Federation will directly or indirectly promote the economic self-interest of any fiduciary or employee of the Federation otherwise than by way of reasonable remuneration.

Section 7

No remuneration, as defined in the Fourth Schedule of the Act, will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.

Section 8

Substantially the whole of the Federation's funding must be from its annual or other long term Members' subscription fees and/or donations.

Section 9

The Federation shall not distribute any surpluses or gains by way of dividend or otherwise to its Members, Associates, Affiliates, Observers or office bearers, or to any other person except as reasonable compensation for services rendered.

Section 10

Should the Federation be wound up, a person who has ceased to be a Member, Associate, Affiliate or Observer of the Federation, or the executors, administrators, heirs or assignees of such person, shall in no circumstance have any claim to or against the Federation by reason only of such previous membership.

ARTICLE VII

LEGAL PERSONA

PAFA is a body corporate with perpetual succession capable of suing and being sued in its own name and of performing such acts as are necessary for, or incidental to, the achievement of its objects, the exercise of its powers and the performance of its functions and duties under this Constitution or under any statute of the Republic.

ARTICLE VIII

LIMITATION OF RIGHTS IN AND TO THE PROPERTY AND ASSETS OF THE ORGANISATION

Members, Associates, Affiliates, Observers and office bearers shall at no time whatsoever have any right in and to the property or other assets of the Federation solely by virtue of their being Members, Associates, Affiliates, Observers or office bearers.

ARTICLE IX

BANK ACCOUNTS

PAFA shall open and operate banking accounts and savings accounts with registered banking institutions for the purposes of conducting the business and financial transactions of the Federation from time to time.

ARTICLE X

GENERAL ASSEMBLY

Section 1

The General Assembly shall be the policy-making and governing body of PAFA and shall meet in Annual General Meetings and special meetings as may be convened.

Section 2

No single person may directly or indirectly control the decision making powers relating to the Federation.

Section 3

The General Assembly shall consist of all the Members, Associates, Affiliates and Observers in good standing. In this respect:

- (a) each Member, Associate, Affiliate and Observer who is in good standing may send a delegation to the General Assembly made up of not more than 5 (five) representatives.
- (b) each Member, Associate, Affiliate and Observer shall be deemed to be in good standing unless the General Assembly has taken a decision to suspend or expel it or it has withdrawn from membership in accordance with this Constitution.

Section 4

The General Assembly shall meet at an Annual General Meeting that shall be held once a year at a place determined by the Board.

- (a) The agenda for any Annual General Meeting of the General Assembly shall consist of the following:
 - i) confirmation of the minutes of the previous Annual General Meeting;
 - ii) consideration, confirmation and adoption of the financial statements;
 - iii) appointment of PAFA's auditors and determination of their remuneration;
 - iv) elections to any PAFA office that has become vacant according to the terms of this Constitution; and
 - v) such other matters as the General Assembly may decide under this Constitution, or as to which notice shall have been given by members in accordance with the provisions of this Constitution.
- (b) A Member may have a matter included on the agenda for an Annual General Meeting provided such request is received in writing not less than 60 (sixty) days in advance of the meeting and has the support of at least 5 (five) other Members.

Section 5

Special meetings of the General Assembly shall be held at a place and time to be determined by the Board.

- (a) Special meetings shall be held upon either:
 - i) a resolution supported by a majority of the members of the Board; or
 - ii) a written demand addressed to the Chief Executive by not less than one-third of the members who are eligible to vote, with a statement in writing of the purposes of the meeting.
- (b) Special meetings of the General Assembly shall be held within 90 (ninety) days of the decision of the Board, or of the receipt by the Chief Executive of a demand by not less than one-third of the Members eligible to vote to hold such a meeting.

Section 6

- (a) No business other than that included in the agenda for the Annual General Meeting or special meeting shall be transacted at any such meeting except that, in the case of an Annual General Meeting, the General Assembly may, subject to paragraph (b) of this section, waive this restriction if a majority vote of those present in person or by proxy and who constitute a simple majority of the total voting rights in PAFA so decides.
- (b) No waiver under this section may be exercised in respect of matters relating to financial contributions or amendments to this Constitution.

Section 7

At least 30 (thirty) days' notice shall be sent to all members entitled to attend meetings of the General Assembly.

Section 8

The President, or in his/her absence the Vice President, shall chair any Annual General Meeting or special meeting of the General Assembly and shall submit a report of the PAFA activities at the Annual General Meeting. If neither is present, the Board members attending the meeting should elect a chairperson from amongst the Board members present for the purpose of this meeting.

Section 9

The requirements as to quorum for any meetings of the General Assembly are as follows:

- (a) Quorum for any Annual General Meeting or special meeting of the General Assembly shall be one quarter of the total voting rights in PAFA represented in person or by proxy, provided that at least four (4) out of the five (5) regions are represented.
- (b) Should there be no quorum, a time and place for a reconvened meeting will be determined by all present so that a quorum may be obtained, and the re-convened meeting may proceed to transact business even if the requisite quorum is not realised.

Section 10

Decisions at the Annual General Meeting shall require a simple majority of eligible votes cast, except for decisions as to financial contributions, amendments of the Constitution and other specific matters identified in this Constitution, which shall require a majority of two-thirds of eligible votes cast. In the event of the failure to achieve the necessary two-thirds majority under the provisions of this section, financial contributions and the Constitution shall remain as they stood immediately prior to the vote and until the necessary two-thirds majority is obtained at a subsequent or adjourned general meeting.

Section 11

All decisions at special meetings of the General Assembly shall require a majority of two-thirds of eligible votes cast.

Section 12

General voting procedures shall be as follows:

- (a) Each Member shall have 1 (one) vote.
- (b) The voting rights shall be exercised by a duly authorised representative of the Member, subject to the Member giving written notice of such authorisation to the Chief Executive prior to the meeting.
- (c) A Member may give a proxy to the President, Vice President, Board member or another Member to vote on its behalf, subject to the member granting such a proxy giving written notice to the Chief Executive prior to the meeting.
- (d) The President shall be an impartial chair and exercise a casting vote, in the event of a deadlock. The Member whose representative is elected as President shall be entitled to a vote independent of the President's vote.
- (e) The method of voting shall be provided for in the By-laws.

Section 13

The Chief Executive, or in his/her absence any person duly appointed by the Board, shall attend all meetings of the General Assembly and cause minutes of such meetings to be entered in a minute book.

Section 14

The detailed procedures for the holding and conduct of General Assembly meetings shall be provided for in the By-laws.

ARTICLE XI

WINDING UP

Section 1

PAFA may be wound up by a resolution of not less than two-thirds of the Members who are present in person or by proxy at a general meeting duly convened and constituted for that purpose.

Section 2

Members, Associates, Affiliates or Observers shall not have any claim in respect of any surplus there may be on winding up of the Federation.

Section 3

Upon its being wound up, any funds or assets of the Federation remaining after payment of the debts and expenses of the Federation and the costs of winding up shall be distributed to or amongst such kindred or related associations, bodies or institutions with objects similar to those of the Federation, including educational institutions (but excluding individual Members, Associates, Affiliates or Observers, or firms or companies controlled by Members, Associates, Affiliates or Observers) as the Board shall decide, provided that such associations, bodies or institutions are themselves exempt from liability to pay income tax.

ARTICLE XII

BOARD

Section 1

The management of PAFA's affairs and business shall be vested in a board. The board shall be made up of not more than fifteen persons, which shall consist of the following persons:

- (a) the President, of which shall be elected by the General Assembly, from the Board;
- (b) the Vice President, of which shall be elected by the General Assembly, from the Board;
- (c) 3 (three) other Members, of which shall be co-opted by the Board;
- (d) 1 (one) member nominated by each of the 5 (five) regions comprising North, West, Central, East and South) of PAFA; and
- (e) a representative of each of the 5 (five) largest member bodies by membership numbers of fee-paying professional accountants among PAFA Members.
- (f) Where a Board member has been elected President or Vice President, the region, or in case of the 5 (five) largest members, the Member he/she represented shall elect/appoint another representative.
- (g) The Board shall be made up of representatives of professional accountancy organisations and not individuals. This shall not apply to the President and Vice President.
- (h) A member serving on the Board by virtue of being one of the 5 (five) largest member bodies shall not qualify to be a representative of a region.

Section 2

The positions of President and Vice President shall rotate every 2 (two) years so as to provide the desired geographical balance.

Section 3

The qualifications and disqualifications with respect to Board members are as follows:

- a. there shall not at any time be more than two (2) nationals of any country serving on the Board unless the other national serving on the Board is the President or Vice President;
- b. a Member whose annual subscriptions are not fully paid shall not be eligible to offer itself for election to the Board. A representative of such a Member shall not be eligible for nomination as President or Vice President; and
- c. the outgoing Vice President may avail himself/herself for election for the position of President

Section 4

- a) A member who qualifies as one of the 5 (five) largest members at an Annual General Meeting shall serve on the Board for 2 (two) years. After 2 (two) years, the size test shall be applied to determine the 5 (five) largest members as defined by this Constitution.
- b) Regional Representative Board members shall serve for a term of 2 (two) years.
- c) A region may re-elect a Member to the Board.

- d) A Co-opted member of the Board shall serve for such term as the Board may determine from time to time but shall not serve for a period beyond the term of the Board that co-opted the Member.

Section 5

The chairpersons of committees of the Board shall be invited to attend one meeting of the Board each year and may be invited to any other meeting of the board when there are relevant items on the agenda and they shall be entitled to the privilege of the floor, but shall not be entitled to vote.

Section 6

The Board shall fill any vacancy that arises in the Board membership until the date of the next Annual General Assembly meeting and in so doing, shall observe the membership structure provided in Section 1 and 3 of this article.

Section 7

The following provisions shall apply with regard to the duties and powers of the Board:

- (a) the Board shall take all practical steps to achieve the objectives as set out in Article II and exercise all powers necessary or requisite for the attainment of the objectives and purposes, provided that such exercise shall be consistent with this Constitution and the By-laws and resolutions of the General Assembly; and
- (b) the Board shall not involve itself in the domestic affairs of a Member other than to the extent necessary to ensure compliance with the obligations of membership of PAFA.

Section 8

Decisions of the Board shall be made as follows:

- (a) decisions of the Board on any matter shall be by consensus, failing which by the majority of the members present;
- (b) each member of the Board other than the President shall have 1 (one) vote and the President shall have a casting vote;
- (c) in the event of any member of the Board being unable to attend a meeting of the Board, he/she shall have the right to grant a proxy to the President or any other member of the Board, subject to the member wishing to grant such a proxy giving written notice to the Chief Executive prior to the meeting; and
- (d) the procedures for nomination and election of Board members, functions of the Board and conduct of Board meetings shall be provided for in the By-laws.

Section 9

The requirements as to the holding of meetings of the Board are as follows:

- (a) The Board shall meet at such times and places as it may decide, provided that it shall hold at least two (2) meetings each calendar year.

- (b) A special meeting of the Board shall be held at a place and time to be determined by the President within two (2) months of receipt by the Chief Executive of a written demand by at least 4 (four) members of the Board which shall include a statement of the purpose of the meeting
- (c) A quorum of the Board shall consist of nine (9) members provided that at least four (4) regions, as well as three (3) of the largest members, are represented. For the avoidance of doubt, a region shall be deemed to be represented if any Board member from that region is present in person or by proxy, whether elected, co-opted or representing one of the five largest member bodies.

Section 10

The Board shall cause records to be properly kept of all financial transactions undertaken in the name of PAFA.

Section 11

Role of the Immediate Past President

The Immediate Past President shall, for the 2 (two) – year period following the completion of his or her term as President:

- a. be entitled to attend Board and Council meetings and participate in the discussions and deliberations, but shall not be entitled to vote; and
- b. have such other specific responsibilities as may be determined by the President.

ARTICLE XIII

PAFA OFFICERS

Section 1

PAFA shall have the following office bearers: President, Vice President and the Chief Executive.

Section 2

In addition to chairing all the meetings of the General Assembly, the President shall preside over all meetings of the Board and shall exercise general supervision over all the activities of PAFA. He/she shall represent PAFA on all occasions and in all matters where it should be represented, or if unable to personally do so, he/she may designate the Vice President, Chief Executive or any Board member to perform such role. He/she shall perform such other duties as are ordinarily appertaining to his office and those that the General Assembly may, by consensus or resolution, determine or delegate to him/her from time to time.

Section 3

The Vice President shall be vested with such powers and authorities as may be bestowed by the General Assembly, or as may be delegated by the President. He/she shall perform all the duties and exercise the prerogatives of the President during the absence or incapacity of the President for any cause.

ARTICLE XIV

CHIEF EXECUTIVE

Section 1

PAFA shall have a Chief Executive Officer who shall be appointed by the Board, for such maximum term, such remuneration and upon such conditions as the Board deems fit.

Section 2

The Chief Executive shall be responsible to the President and Board for the conduct of the day-to-day activities of PAFA, and he/she shall be the Head of the PAFA secretariat with official custody over PAFA's records and communication. Likewise, he/she shall be the Secretary to the Board and General Assembly meetings.

Section 3

The Board shall delegate to the Chief Executive such functions under this Constitution as are necessary for the effective transaction of PAFA's day-to-day business. The Chief Executive shall, with the approval of the Board, hire competent staff.

Section 4

The Chief Executive Officer shall be the official custodian of PAFA's properties and funds, with obligation to safeguard and make productive such assets or funds. He/she shall submit a yearly budget and periodic reports on the status of assets and funds at scheduled meeting of the Board.

Section 5

PAFA funds shall be administered by the Chief Executive Officer, but all disbursement of funds must be either through an approved budget or regular or special appropriations approved by the Board.

ARTICLE XV

COMMITTEES

Section 1

The Board may create such number and type of committees as it deems necessary to handle any functions and projects in pursuit of PAFA's objectives.

Section 2

The purposes, functions and responsibilities, as well as powers and procedures of the committees shall be fixed by resolution, guidelines or By-laws that may be adopted by the Board.

Section 3

All committees of the Board shall periodically submit reports of their activities to the Board.

ARTICLE XVI

PAFA'S REGISTERED OFFICE AND SECRETARIAT

Section 1

PAFA's registered office shall be decided, and the secretariat shall be established by the General Assembly at an Annual General Meeting by a majority of the eligible votes cast. Such registered office and secretariat may be in separate countries, if the need arises.

Section 2

The General Assembly may move the PAFA registered office and secretariat, provided that any change in location may not be made more frequently than every six (6) years (subject to Section 3 of this Article) and subject to approval by a majority of the eligible votes cast.

Section 3

Notwithstanding the provisions of Section 2, in case of an emergency (e.g. war breaking out in the country or civil disorder that hampers the operations of the secretariat), the Board may decide to move the PAFA registered office and secretariat in order to facilitate the work of PAFA.

PART FOUR – FINANCIAL PROVISIONS

ARTICLE XVII

FINANCIAL STATEMENTS

Section 1

The financial year of PAFA shall be the calendar year (ending 31 December) unless otherwise determined by the General Assembly.

Section 2

The Chief Executive Officer shall present audited financial statement to the Board for approval within three (3) months of the end of the financial year. The Chief Executive Officer will prepare and present the budget for the next year to the Board for approval no later than three (3) months before commencement of a new financial year.

Section 3

The PAFA President shall present to the General Assembly at the Annual General Meeting, the audited reports of financial performance of PAFA for the previous year by the sixth (6) month of the end of financial period.

Section 4

PAFA's accounts shall be kept in US dollars (US\$) and/or any other currency as the Board may determine from time to time.

ARTICLE XXIII

AUDIT

- (a) PAFA Annual Financial Statements shall be audited in accordance with International Audit Standards.
- (b) Auditors appointed in accordance with this Constitution shall verify and audit the financial statements of PAFA after each financial year, and such audited financial statements including the auditor's report shall be circulated to all Members, Associates, Affiliates and Observers at least thirty (30) days before the next Annual General Meeting.

PART FIVE - GENERAL PROVISIONS

ARTICLE XIX

INDEMNITY

Every member of the Board, or of any other PAFA committee, and every officer and employee of PAFA shall be indemnified by PAFA against all costs, expenses and losses for which he/she may become liable by reason of any act or thing done by him/her in the proper discharge of his/her office or duty.

ARTICLE XX

PAFA SEAL AND LOGO

Section 1

The PAFA seal and logo shall be determined by the Board and registered under the custody of the Chief Executive Officer.

Section 2

The PAFA seal shall be used in legally binding documents and instruments, where appropriate.

Section 3

The PAFA logo shall be used in official stationery, brochures, announcements, releases, literature and/or other forms of communication.

ARTICLE XXI

OFFICIAL LANGUAGES

The official languages of PAFA are English, French and Portuguese and PAFA working documents shall as far as possible be available in English, French and Portuguese.

ARTICLE XXII

NOTICES AND COMMUNICATIONS

Section 1

A notice or communication may be given to any Member, Associate, Affiliate and Observer either personally, by post or in electronic format to the current address supplied by the Member, Associate, Affiliate and Observer to the Chief Executive.

Section 2

Where a notice or communication is sent by post, service of the notice or communication shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice or communication, and to have been effected in the case of a notice of a meeting, at the expiration of 7 (seven) days after the letter containing the same is posted, and service thereof shall for all purposes be sufficiently proved if the letter containing the same was properly addressed, prepaid and posted.

ARTICLE XXIII

PROPRIETARY TITLE

The title to all real or personal property which may be acquired by or on behalf of PAFA shall be vested in PAFA.

ARTICLE XXIV

AGREEMENTS

An agreement shall be validly entered into by PAFA if signed for or on behalf of duly authorised representatives.

ARTICLE XXV

BY-LAWS

Section 1

This Constitution is supported by the By-laws which provide more detail regarding the application of the provisions of this Constitution.

Section 2

By-laws may be enacted, amended or repealed by the Board and shall be considered to have immediate effect unless otherwise specified at the time of approval by the Board. No such enactment, amendment or repeal shall have force beyond the next Annual General Meeting, unless confirmed at such a meeting or at a special meeting called for the purpose.

Section 3

Any By-law passed by the Board may be amended, varied, repealed or otherwise dealt with at any Annual General Meeting or at a special meeting called for the purpose.

ARTICLE XXVI

GOVERNING LAW

Section 1

The governing law of PAFA shall be the laws of the country of its domicile.

Section 2

PAFA shall be governed by the Constitution and By-laws made according to this Constitution.

Section 3

That the Federation will comply with such reporting requirements as may be determined by the Commissioner from time to time.

Section 4

The Federation is and will not be knowingly become a party to, and does not and will not knowingly become a party to, and does not and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the Income Tax Act, 1962, or a transaction, operation or a scheme as contemplated in section 103(5) of the Act.

Section 5

The Chief Executive or any such officer assigned by the Board accepts the fiduciary responsibility for the Federation and will submit any amendment of the constitution to the Commissioner within 30 days of its amendment.

ARTICLE XXVII

AMENDMENTS

Section 1

The Board may resolve to amend, add or repeal any of the provisions of this Constitution and shall submit the same to the General Assembly for approval.

Section 2

A motion for the amendment, addition or repeal of any provision of the Constitution may be presented in writing to the Secretary of the Board and signed by one (1) or more of the voting members.

Section 3

A resolution to amend this Constitution must be passed at any meeting of the General Assembly by a two-thirds majority of eligible votes cast, provided that notice of the amendment or amendments to be voted upon has been given in writing to all PAFA members at least 30 (thirty) days prior to the date of such meeting.

ARTICLE XXIII

DISSOLUTION

Section 1

PAFA shall not be dissolved except by a resolution passed at an Annual General Meeting of the General Assembly and by a two-thirds majority of eligible votes cast.

Section 2

Not less than thirty (30) days notice of the Annual General Meeting shall be given and such notice should provide the terms of the resolution to dissolve PAFA that is proposed.

Section 3

If no quorum is obtained at the Annual General Meeting, the proposal to dissolve PAFA shall be submitted to a further Annual General Meeting, notice of which shall be given to all PAFA members at least thirty (30) days before the date of the meeting.

ARTICLE XXIX

TRANSITIONAL PROVISIONS

Section 1

- a. The African professional organisations that shall approve and adopt this Constitution to bring it into force in accordance with Article XXVI of this Constitution shall not be subject to the provisions of Article IV Section 2 of this Constitution.
- b. The process of filling offices or vacancies under this Constitution shall begin on the effective date and in accordance with the provisions of this Constitution. For avoidance of doubt, the first PAFA Board shall be constituted immediately following the date of this Constitution coming into force as provided under Article XXX. The composition of the Board shall be in accordance with Article XII, Section 1.

Section 2

The PAFA Steering Committee shall perform the functions of the Board until the Board is appointed according to the provision of this Constitution. For the avoidance of any doubt, the PAFA Steering Committee shall cease to exist once the Board is appointed.

Section 3

Pending the establishment of a secretariat, the secretariat shall be located in a location to be determined by the Board.

ARTICLE XXX

EFFECTIVE DATE

This Constitution shall come into force upon its approval and adoption by at least twenty (20) African professional accountancy organisations which qualify to be members under this Constitution.