

Constitution of the Myanmar Institute of Certified Public Accountants

Table of Contents

Chapter 1. Introduction	1
Definitions	1
Vision	2
Mission	2
Objectives	3
Definitions in the Law	3
Constitution subject to the Law	3
Chapter 2. Preliminary matters	3
Chapter 3. Business Institute limited by guarantee	4
Chapter 4. Applying for Membership and Membership Certificate	4
Applying for Membership	4
Issue of Membership Certificate	4
Maintenance of Members' Register	4
Registration Fees and Annual Fees	4
Failure to pay Fees	4
Application Rejection	5
Termination of Membership	5
Chapter 5. Obligations and Rights of Members	5
Chapter 6. Disciplinary Actions on the members	6
Chapter 7. General Meeting	6
Chapter 8. Proceedings at General Meetings	7
Chapter 9. Voting Right	8
Chapter 10. Resolution	8
Chapter 11. Proxies	8
Chapter 12. Board Members	8
Election of Board members and Office Bearers	8
Board Members and Office Bearers	9
Terms of Board Members	10
Governance of Board	11
Board Meetings	11
Vacancy of Board Members	12
Chapter 13. Powers of Board Members	12
Chapter 14. Secretary	14
Chapter 15. The Seal	14
Chapter 16. Treasurer	15
Chapter 17. Financial Statements	15
Chapter 18. Audit	16
Chapter 19. Winding Up	16
Chapter 20. Minutes and registers to be kept	17
Chapter 21. Inspection of records	17
Chapter 22. Notices	17
Chapter 23. Indemnity	19
Chapter 24. Amending the Constitution	19
Chapter 25. Miscellaneous	19

Chapter 1

Introduction

Definitions

1. In this Constitution, unless the context otherwise requires:
 - (a) "The Board" means "governance board" consisting of members elected at the annual general meeting and independent persons nominated by the panel of patron.
 - (b) "The Council" means the Myanmar Accountancy Council (MAC) formed under the Myanmar Accountancy Council Law 2015 (MAC Law).
 - (c) "The Constitution" means the principal document and regulations constituting the Institute and regulating the operations of the Institute.
 - (d) "The Chairperson of the Institute" means the Chairperson of the Board for the time being appointed by the Board from the elected members.
 - (e) "The Institute" means the Myanmar Institute of Certified Public Accountants (MICPA), legally recognized as the National Accountancy Body by the Myanmar Accountancy Council Law 2015.
 - (f) "Professional Accountants in Business" (PAIB) means those accountants who;
 - (i) either have obtained CPA (full-fledged) qualification (or) have obtained CPA academic qualification with practical experience prescribed by the Institute (or) have obtained a foreign accountancy qualification which is considered as a special privilege accorded to Myanmar citizens by the Council as being entitled to take the CPA qualifying examination that the Council holds from time to time.
 - (ii) are working as salaried employees, partners, directors (whether executive or non-executive), owner-managers, volunteers, or others working for one or more employing organizations.
 - (g) "Professional Accountants in Public Practice" (PAPP) means practicing accountants who, after registering as Certified Public Accountants (full-fledged), have registered with the Council to practice accounting as their main profession.
 - (h) "The Property" means the movable and immovable property from time to time belonging to or vested in or under the control or management of the Institute or which may from time to time be vested in any person or persons in trust for the Institute.
 - (i) "The Union" means the Republic of the Union of Myanmar.
 - (j) Definition of membership categories are as follows:
 - (i) A "**Member**" means a qualified accounting professional (either PAPP or PAIB) who is entitled to the designation as "CPA (Myanmar)" with relevant practical experience recognized by the Institute, in accordance with the guidelines of practical experience prescribed on the Institute website, who is registered with the Institute. Individuals that constitute other categories of membership are to be recognized as such by the Institute upon application.

- (ii) A "**Fellow Member**" means any member who has completed 5 years of membership (as "Member" defined in above clause 1(j)(i)) with the Institute and has applied to the Institute for such recognition.
- (iii) An "**Affiliate**" means either of the following:
 - (aa) a PAIB who has academic qualification of CPA with no practical experience recognized by the Institute (or)
 - (bb) a PAIB, with or without relevant practical experience, who has a foreign academic qualification which is recognized by the Council as entitled to take the CPA qualification examination held by the Council but has not actually passed such CPA qualification examination.
- (iv) A "**Student**" means any person registered with the Council as CPA student or person registered as student with other foreign qualifications recognized by the Council as equivalent to CPA.
- (v) An "**Honorary Member**" means a distinguished person, a technically skilled person, a person who is interested in accounting profession and who can contribute good advice to the Institute in some way or other (or) a person who is considered as appropriate by the Board and any high-ranking government official, all of whom can be appointed as Honorary Members. An "Honorary Member" may not be a CPA.
 An "Honorary Member" has no right to claim any member benefits and has no obligation to comply with the rules and regulations prescribed in the Constitution of the Institute, but has the right to attend the General Meetings by invitation and also the right to be appointed as Patron or higher-ranking member.
- (k) A "General Meeting" means a meeting of the members of the Institute.
- (l) "The Law" means the Myanmar Companies Law 2017.
- (m) "The Registrar" means the Directorate of Investment and Company Administration as defined in the Law.
- (n) "Institute Fund" is the fund of the Institute which shall comprise all the income streams of the Institute with the exception of the specifically-designated funds from donors for a specific purpose and this "Institute Fund" shall only be used by the Board in the normal course of business of the Institute for the purposes of advancing the Institute's objectives as prescribed in this Constitution. Donations from other benefactors shall be subject to acceptance and approval by the Board.

Vision

2. The vision of the Institute is to be a globally recognized, relevant, reliable, respected and authoritative professional accountancy organization.

Mission

3. The mission of the Institute is to enhance the success, influence and value of the Myanmar accountancy profession by acting in the public interest, delivering value to the public and private sectors and society, and ensuring recognition for the Institute and its members regionally and internationally through adopting and enforcing international standards supported by a robust governance and compliance infrastructure.

Objectives

4. The objectives of the Institute are:
 - (a) to be a sustainable organization: the Institute will ensure its long-term recognition, sustainability and financial viability;
 - (b) to be relevant to the market: the Institute will build its membership and demonstrate the value of a professional, ethical PAO;
 - (c) to deliver member value and be recognized as a key authority; and
 - (d) to ensure professionalism by driving compliance with international standards.

Definitions in the Law

5. All words used in this Constitution which have been defined in the Law have the same meaning as given to them in the Law, unless otherwise stated.

Constitution subject to the Law

6. This Constitution is subject to the Law. Where there is any conflict or inconsistency between a clause of this Constitution and a section of the Law, the Law prevails in respect of the conflict or inconsistency.

Any reference to a statutory provision shall include where the context permits the subordinate legislation made from time to time under that provision and any reference to a statutory provision shall include that provision as from time to time modified or re-enacted so far as such modification or re-enactment applies or is capable of applying to such reference.

Chapter2

Preliminary matters

7. This is the Constitution of the Myanmar Institute of Certified Public Accountants, recognized as the National Accountancy Body by the Myanmar Accountancy Council Law 2015.
8. The Institute is a not-for-profit Professional Institute limited by guarantee of the members not having a share capital within the meaning of Section 3(a) and Section 42 of the Law. In the event of it being wound up while he/she is a member, or within one year afterwards, "Member" and "Fellow Member" of the Institute shall undertake to contribute such amount as may be required not exceeding Ten Thousand Kyats to the assets of the Institute for payment of the debts and liabilities including costs, charges and expenses of winding up of the Institute contracted before he/she ceases to be a member, and for the adjustment of the rights of the contributories among themselves.
9. For the purpose of registration of the Institute, the minimum number of Board members is declared not to be less than eleven.
10. The Institute shall have power to admit as a member any person mentioned in Clause 1 (j) on the application in writing to become a member. All of the members of the Institute of Certified Public Accountants previously registered with the Directorate of Investment and Company Administration (DICA), previously under the Ministry of Planning and Finance (MOPF), now under the Ministry of Investment and Foreign Economic Relations (MIFER), shall be admitted as members from the date of the re-registration with the Institute.

11. A member shall cease to be a member of the Institute for any reason including but not limited to the causes mentioned in Clause 19 of this Constitution.

Chapter 3

Business Institute limited by guarantee

12. The Institute is a Business Institute within the meaning of Section 42 of the Law. “Member” and “Fellow Member” of the Institute shall undertake to contribute to the assets of the Institute in the event of it being wound up in accordance with Clause 8 of this Constitution.

Chapter 4

Applying for Membership and Membership Certificate

Applying for Membership

13. An application for membership shall be submitted to the Board who will scrutinize the application, taking into consideration the contribution that the applicants can make towards the development of the accountancy profession in the national interest.

Issue of Membership Certificate

14. A person who is accepted as a member shall be issued with a membership certificate signed by the Chairperson and the Secretary of the Institute bearing the official seal. The Membership certificate shall also be signed by the member and include a photograph of him or her. Certificates will clearly state the membership category.

Maintenance of Members’ Register

15. The Institute shall maintain an up-to-date register of members as required by the Law. An annual return in the prescribed form shall be filed with the Registrar once at least in every calendar year but not later than the anniversary of its incorporation as required by Section 97 of the Law. Separate registers shall be maintained for members with different rights and obligations.

Registration Fees and Annual Fees

16. The registration fees, annual fees and any other fees shall be determined by the Board by passing a resolution at the Board Meeting.

Failure to pay Fees

17. If any member of the Institute fails to pay any amount of fee due to the Institute for (3) months from their due date, the Institute shall send a letter of demand to that member to pay such outstanding fee within a month, and the Institute shall also circulate a letter among its members showing a list of those who fail to pay fees due to the Institute. The membership of those who fails to pay on the appointed day shall automatically be terminated.

Application Rejection

18. If a person's application for membership is rejected, such decision of the Board shall be notified to the applicant together with the reason for rejection and if applicable, the timeframe for re-submitting his application. Accordingly, he/she may again apply for membership with the recommendation of (4) members.

Termination of Membership

19. An individual's membership may be terminated for causes including, but not limited to the following:
- (a) Death
 - (b) Rebellion against the State
 - (c) Entered into monkhood for life
 - (d) Insanity / Lunacy
 - (e) Convicted of offence that has impact on his character
 - (f) Jeopardizing work program and objectives of the Institute thus causing loss and grievance
 - (g) Failure to attend the general meetings of the Institute 3 consecutive times without leave of absence
 - (h) Failure to pay yearly fees
 - (i) Blacklisted by any state organization
 - (j) Becoming insolvent or bankrupt
 - (k) Becoming convicted of any crime under the Penal Code or being punished under the existing laws
 - (l) Retirement to be signified in writing to the Institute
 - (m) Cessation of eligibility for membership for any other reason

Membership is terminated by the Board only after giving the aggrieved person reasonable opportunity of being heard, i.e. including the right of appeal to the aggrieved person.

Chapter 5

Obligations and Rights of Members

20. The rights and obligations of the membership categories are as follows-
- (a) "Members" and "Fellow Members" are entitled to designate themselves as such and to exercise their right of nomination and voting on any decision of the Institute, including other entitlements such as but not limited to calling for meetings, attending any event, receiving publications of the Institute. They shall contribute as guarantor up to the guarantee limit when the funds of the Institute could not meet its liabilities in the event of it being wound up or to the extent of the deficiency. They shall comply with all the rules and regulations prescribed in accordance with its Constitution and the Law.
- All other categories of membership have no voting right.

- (b) "Affiliates" have the right to complete the required articulated apprenticeship or relevant practical experience recognized by the Institute and to enjoy other rights conferred on student member. They shall comply with all the rules and regulations prescribed in accordance with its Constitution.
- (c) "Students" have the right to pursue both academic and practical training to qualify as Certified Public Accountants in accordance with their respective status. They shall also be entitled to enjoy the rights to attend the events and obtain publications at a concession rate determined by the Institute. They shall comply with all the rules and regulations prescribed in accordance with its Constitution.
- (d) As per notification (10/2019) issued by the Myanmar Accountancy Council (MAC) on 6 September 2019, all PAIBs and PAPPs, who are members of MICPA, are obliged to comply with the respective sections in the International Ethics Standards Board for Accountants (IESBA) Code of Ethics (2018 version taking effect on 15 June 2019) and its subsequent pronouncements made by IESBA from time to time, which will officially be prescribed by MAC notification.

Chapter 6

Disciplinary Actions on the members

- 21. For breach of the Code of Ethics, disciplinary action will be taken by the Council, as prescribed in Chapter XVII of the MAC Law in respect of accountants mentioned in the same chapter of the MAC Law. However, in the case of those in the categories who are Professional Accountants in Business outside the disciplinary scope of MAC Law, such action will also be taken by the Board as the issue arises based on the circumstances.

Chapter 7

General Meeting

- 22. The first annual general meeting shall be held within eighteen (18) months from the date of incorporation of the Institute, and thereafter once every calendar year and not more than fifteen months after the holding of the last preceding general meeting.
- 23. The above-mentioned general meetings shall be called "ordinary general meetings" and all others shall be called "special general meetings".
- 24. In addition to the above, the Board may, where required, convene a "special general meeting". A requisition for such a meeting shall be made in writing expressing the objectives of the meeting, and be supported by not less than one-third of the members of the Institute. If the Board does not convene the special general meeting within twenty-one (21) days from the date of the above request, those making the requisition may themselves call the meeting. Such meeting shall be held within three months from the date of the deposit of the requisition.

If the special meeting presents a resolution for further confirmation, the Board shall forthwith call a further special meeting for the purpose of considering, and, if thought fit, confirming a special resolution. If the Board does not convene the special meeting within seven (7) days, those making the requisition may themselves call the meeting.

25. A minimum of 21 “Members” and “Fellow Members” altogether shall be present in order to form a quorum at any general meeting.
26. Members shall receive twenty-one (21) days’ notice of an ordinary general meeting and, in case of special business, twenty-eight (28) days’ notice. The time, date and location shall be provided, in addition to the general nature of the meeting. Non-receipt of such notice by any member shall not invalidate the proceedings of any ordinary or special general meeting.

Ordinary general meetings shall cover:

 - (a) the Accounts;
 - (b) the annual Report of the Board;
 - (c) the appointment of Auditors and the fixing of their remuneration; and
 - (d) the election of Board Members to fill in the vacancies.

All other matters shall be considered at special general meetings.
27. Any member may, upon giving not less than thirty days’ notice to the Board at the office before the general meeting, submit any resolution to be passed at the general meeting, and notice thereof shall be given to the members by the Board.

Chapter 8

Proceedings at General Meetings

28. At any general meeting of the Institute:
 - (a) Every resolution shall be decided by a majority of the members (those entitled to vote) present and voting. The Chairperson of a general meeting shall have a second or casting vote.
 - (b) The Chairperson of the Board, if present and willing to act, shall be Chairperson of general meetings. The Board may elect, for such periods and for such meetings as may be determined, a Chairperson to act in case of the absence or unwillingness of the Chairperson of the Board. If the Chairperson shall not be present at the appointed time, the members present at the meeting shall choose who from among themselves will serve as Chairperson of the meeting.
 - (c) No business shall be transacted unless the prescribed quorum is present. At a general meeting if a quorum is not formed, the meeting, if convened upon the requisition of members shall be dissolved. In any other case, it shall stand adjourned to the same day in the following week. If at such adjourned meeting a quorum of members shall not be present, the members present shall form a quorum.
 - (d) Every meeting with the consent of the majority of the persons present and entitled to vote may be adjourned from time to time and from place to place, but only the business left unfinished shall be transacted at any adjourned meeting.
 - (e) Each member shall have one vote only. Any objection to the validity of a vote shall be made only at the meeting at which it is tendered. Every vote not then and there disallowed shall be deemed valid for all purposes;
 - (f) Any member who is unable to attend the general meeting personally may attend by a duly executed proxy, authorizing a member to act on his or her behalf, which must be sent to the Institute at least 72 hours before the meeting.

- (g) Subject to the provisions of these Regulations, the Chairperson of a general meeting shall be the sole and absolute judge of the validity of any vote tendered.
 - (h) At any general meeting, a declaration by the Chairperson that a resolution has been carried out or not carried out by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.
29. Any person may be invited as special guest in any of the general meeting of the Institute by the consent of majority of Board members, taken by vote in the preceding Board meeting.

Chapter 9

Voting Right

30. “Members” and “Fellow Members” have the right to vote at the members’ general meeting.

Chapter 10

Resolution

31. Every ordinary resolution shall be passed by a majority of the members present in person and by proxy at the general meetings and also at Board meetings. The same procedure, with the exception of the right of proxy as specified in Clause 33 below, will be followed at the meetings of any other committee or sub-committee formed by the Board.
32. Special resolutions shall be passed by three-fourths ($\frac{3}{4}$) of votes of the members entitled to vote who are present in person and by proxy at a general meeting in the case of any alteration of or addition to the provision of the Constitution.

Chapter 11

Proxies

33. Proxies appointed by (appointing to) members who are entitled to vote only, shall be allowed at the general meeting only and not at any other meeting.

Chapter 12

Board Members

Election of Board members and Office Bearers

34. (a) Any qualified member wishing to serve as a Board member shall apply to the Election Committee, formed ad hoc with independent persons amongst the members of the Institute. The applications shall be scrutinized by the Election Committee to check if they meet the criteria prescribed under this constitution and as additionally specified by the Election Committee as per Clause 40 of this Constitution. Only those applicants who meet the criteria shall be allowed to participate in the election. Each candidate who is allowed to participate in the election must sign a declaration containing an undertaking to be bound by the Board’s standing orders, and any Code of Practice for Board members adopted by the Board from time to time. In order to demonstrate respect for the voters, the candidate must also exercise best endeavor to be present at the floor of the election and must tender leave of absence in writing to the Election Committee.

Failure to attend or failure to tender leave of absence may result in disqualification of Board member candidacy.

(b) A minimum of twenty-one (21) Board members shall be elected by majority voting at the General Meeting. The office bearers as mentioned in Clause 35 of this Constitution shall be chosen by vote from among the elected Board Members at their first Board Meeting. The tenure of the office bearers so chosen shall remain effective so long as they continue to serve as Board Members. However, if the majority of the Board Members so desire, the office bearers shall be chosen again by the Board as a whole.

Board Members and Office Bearers

35. (a) In order to carry out its objectives and implement its future work program, the Board requires a minimum of twenty-one (21) members, among themselves, to be elected as follows:

- (i) Chairperson (1) Post
- (ii) Vice Chairperson (3) Posts
- (iii) Secretary (1) Post
- (iv) Joint Secretary (1) Post
- (v) Treasurer (1) Post
- (vi) Members (14) Posts (Minimum)

(b) The office bearers shall be chosen by vote from among the elected Board members at their first Board meeting.

(c) At the first meeting of the Board and after each general meeting, the Board shall adopt standing orders for the regulation of its proceedings. The standing orders are up to the discretion of the Board, provided that they shall in no respect be inconsistent with this Constitution. The standing orders shall include a Code of Practice for Board members which shall bind all members of the Board.

(d) The size of the Board will be increased or decreased by Special Resolution passed at the general meeting.

(e) As the Institute is operated under the guidance of the Board, it can establish Region/State and Township level branch offices if it thinks necessary, in accordance with the financial and human resources of the Institute.

36. The Panel of Patrons

The Board shall elect a Panel of Patrons out of distinguished and honorable members who can give valuable advice and guidance, although they may not be able to participate actively in the Board. The patrons so elected may be granted such appropriate honorarium for their services as may be determined by the Board.

37. In order to run the Institute's day-to-day operations effectively, it may appoint its Chief Executive Officer, other officers and administrative staff or sub-committees.

38. The Board Composition

At least 50% of the Board shall be represented by Professional Accountants in Public Practice (PAPP).

39. The Election Committee and its Terms of Reference

- (a) For every election of the Board Members, an independent Election Committee shall be formed as may be necessary with independent persons amongst the members of the Institute.
- (b) The Terms of Reference of the Election Committee with regard to the assurance of transparency in the Election and Appointment of Office Bearers shall include but not be limited to the following:
 - (i) to issue additional eligibility criteria for candidates for the Board if a situation arises for prescribing additional criteria in addition to those mentioned in Clause 40 of this Constitution;
 - (ii) to use best endeavors in calling for applications that would meet the Board Composition described in Clause 38;
 - (iii) to scrutinize the new applications of candidates for election against the criteria set in Clause 40 of this Constitution and prescribed by the Election Committee from time to time as mentioned in sub-Clause (b) (i) of this Clause; and
 - (iv) to give overall guidance on the voting system in advance of the Election and to oversee the actual election.

40. Eligibility Criteria for Candidates for Board Members

The eligibility criteria of the candidates who desire to run for the Board Election, unless additionally prescribed by the independent Election Committee as mentioned in Clause 39, Sub-Clause (b)(i), shall be as follows:

- (a) He or she must be either a “Fellow Member” or a “Member” of the Institute (as defined in Clause 1.J (i)) in which case the membership period must have been at least one year to the date of the board election application date.
- (b) He or she must not be subject to any of the points listed in Clause 19 of this Constitution.
- (c) He or she must be dedicated to the Institute and shall be able to contribute time and efforts.
- (d) Not more than 3 candidates from the same Accounting or Audit Firm shall submit applications for Board Election.

Terms of Board Members

- 41. The terms of the initial Board members are two (2) years from the time of appointment. Thereafter, one third of the Board members must retire every two years. The retiring Board member shall be eligible for re-election. The Institute however requests those retiring Board Members with experience and technical expertise to stand for re-election for the sake of the Institute in particular and the profession at large.
- 42. The Board members to retire in every term shall be those who have been in office the longest since their last election. As between persons who became Board members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Independent members of the Board nominated by the panel of the

patrons shall not be subject to rotation but shall be confirmed at each AGM.

Governance of Board

43. The Board members shall form into three (3) committees: the Nominating and Governance Committee, the Audit Committee, and the Resources Oversight Committee. In each committee, there shall be one independent person. The terms of reference for each committee shall be specified in the Board's standing orders.
44. The Board shall consist of elected members in accordance with this Constitution and in addition to those elected, it shall consist of any independent 3 persons as nominated by the Panel of Patrons and each of these 3 persons shall sit on "the Nominating and Governance Committee", the "Audit Committee", and the "Resources Oversight Committee". The Code of Practice for Board members shall specify that members of the Board shall comply with the professional ethics to avoid any existing or potential conflict of interest while in relationship with the Institute. Avoiding conflict of interest shall also include indirect or implied means. The Code of Practice for Board members shall also specify that:
 - (a) All Board members shall comply with the rules and regulations as governed by the prevailing Myanmar Accountancy Council Law together with its related regulations, notifications and office orders.
 - (b) All Board members shall comply with the Code of Ethics issued by International Ethics Standards Board for Accountants (IESBA).
 - (c) All Board members shall comply with the bylaws, rules, notifications and office orders issued by the Institute.
 - (d) Any Board member shall not use insider information of the Institute for his/her own benefits or benefits of related parties.

Board Meetings

45. The Board members shall hold a meeting at least once a quarter of a year, at such time and place as the Board may determine, and also at such other times as the Chairperson may deem fit. The Chairperson shall preside over the meeting. Every resolution passed at the meeting shall be decided by the majority of the members present in voting.

For the three Committees under the Board (the Nominating and Governance Committee, the Audit Committee, and the Resources Oversight Committee), meetings shall be held at least once a quarter or as deemed necessary within the Committee members. It shall be the duty of the Board to give due notice.
46. Unless otherwise determined, one half of the members personally present shall form a quorum. Ordinary resolutions shall be passed (applied) in any Board meeting. A resolution in writing signed by all the members of the Committee/the Board for the time being in Myanmar shall be recognized as valid and effectual, as if it had been passed at a meeting of the Committee/the Board which was duly called and constituted.
47. The Board Meetings or any Committee Meeting or Sub-Committee Meeting may follow the same principles of the proceedings of general meetings mentioned in Clause 28 of this Constitution whenever applicable.
48. Sub-committees shall be formed from the members in such a way as to represent the entire CPA population to the extent possible.

Vacancy of Board Members

49. At the general meeting, Board members shall be elected through voting by the members. Election shall be conducted every two years in which one third of the Board members shall retire by following the principles mentioned in Clause 42 of this Constitution. The retiring Board members are eligible for re-election.
50. The office of a member of the Board shall be vacated:
- (a) if by writing addressed to the Chairperson he resigns his office;
 - (b) if without the leave of the Board or of the Chairperson he is absent from meetings of the Board three times in a year;
 - (c) if he becomes insolvent or bankrupt;
 - (d) if he becomes insane;
 - (e) if he is removed from office by a simple majority of the members present at a general meeting of the Institute duly called for the purpose; or
 - (f) if he ceases to be a member of the Institute.

Any casual vacancy occurring among the elected members of the Board may (but need not necessarily) be filled up by the Board, but any person so chosen shall retain his office only until such general meeting of the Institute, held within six months, when the vacancy shall be filled by the elected persons.

51. All acts carried out by the Board or by any Committee formed by the Board shall, notwithstanding the existence of some disqualification or some defect in the appointment of any member of the Board or the Committee or the existence of any vacancy in any Committee, be as valid as if such disqualification or defect had not existed.

Chapter 13

Powers of the Board

52. The Board shall have full powers to do all such acts and things as assigned by the Myanmar Accountancy Council and, as the Institute could itself do and which are not prohibited by any Act of the Legislature or by the Institute in general meeting.
53. Without prejudice to the general powers conferred by the last preceding Clauses and the other powers conferred by these Clauses, the Board shall have the following powers:
- (a) to consider and decide on the matters relating to governance of Professional Accountants in Public Practice (PAPP) as well as Professional Accountants in Business (PAIB) and regulations of professional conduct and ethics;
 - (b) to make by-laws and professional pronouncements for the inculcation of sound practice and the prevention of illegal and dishonorable practices and, to prohibit such acts and regulate the conduct of members;
 - (c) to take action against those members who have committed a breach of these regulations or who have not observed the provisions of any such by-laws or pronouncements;
 - (d) to pay the costs, charges and expenses preliminary and incidental to the incorporation of the Institute;

- (e) to purchase or otherwise acquire for the Institute, property rights or privileges which the Institute is authorized to acquire at such price or for such consideration and generally on such terms and conditions as they think fit;
- (f) to accept any grants, donations, or gifts in cash or in kind for carrying out any objectives or objects of the Institute;
- (g) to sell, exchange, partition, lease, invest or otherwise dispose of the property of the Institute or any part thereof or any interest therein for money or other valuable consideration as fully as if they were absolute owners;
- (h) to borrow money on mortgage of the property of the Institute or any part thereof or otherwise;
- (i) to invest money in the name of the Institute in any lawful investment or in the purchase or improvement of any land property or estate and to vary and transpose such investments from time to time. And without prejudice to the generality of the powers conferred by this clause, to buy, sell, endorse, and negotiate Government securities of every description;
- (j) to deposit money at any favorable rate of interest in any bank in the Republic of the Union of Myanmar;
- (k) to improve, repair and maintain, and insure against loss or damage by fire, any of the property and to discharge out of income or capital, all out-going expenses properly payable;
- (l) to institute, conduct, defend, compound, or abandon any suits or other proceedings by or against the Institute or its officers, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demand by or against the Institute;
- (m) to refer any claims or demands by or against the Institute to arbitration under the Arbitration Law 2016, and to establish, observe, and perform the award;
- (n) to promote and contribute to any association or institute whether conducted by individuals or Institutes present or future, which shall have for its objects, the making or doing of any works or things, conducive directly or indirectly to the objects of the Institute;
- (o) to assign the administration of any property vested in the Institute as original trustees upon special trust, and to vest the same in any trustee or trustees, convey or assign the same to any Institute or corporation when in the opinion of the Board. Such conveyance or assignment will operate for the benefit of the objects intended to be benefited by the original trust;
- (p) to pay all expenses incurred in the management of the concerns of the Institute out of the moneys coming into the "Institute Fund";
- (q) to appoint or remove and delegate any of their powers to a manager or sub-committee or committees consisting of one or more members of the Board, and to fix the quorum of any such committees;
- (r) to take legal advice on any matter they think fit and to act in accordance with such advice without being responsible for any error thereby committed;
- (s) to appoint such officers or staff as they may from time to time deem necessary, to fix their duties and remuneration, and (if considered necessary) to require security for the proper discharge of such duties. Also, to discharge or suspend any officer or staff for such reasons as they may deem sufficient. The Board

may employ any member and pay him a reasonable and proper remuneration for the work done by him in such employment. A person who is going to work as the staff member of the Institute Office, at the date of accepting the job, must resign or deem to be resigned from the Board and/or any other committees, sub-committees or commission;

- (t) to enter into all such negotiations and contracts, and to rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Institute, as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Institute;
 - (u) to perform any special task or assignment in the interest of the accountancy profession and/or for the benefit of the Institute by the consent of majority of committee members, by means of voting process in the Board meeting.
 - (v) to determine the acceptance and termination of the membership; and
 - (w) to determine and to scrutinize the period of relevant practical experience required for membership.
54. Provided nevertheless that the Board shall be subject to any directions which may be given by any resolution passed on any matters by three-fourths of the members of the Institute present and voting at a general meeting duly called for the purpose, no such resolution shall invalidate any prior act that is otherwise valid.

Chapter 14

Secretary

55. The Secretary shall perform the following office work of the Institute:
- (a) carrying out correspondence;
 - (b) compiling and maintaining documents of the Institute;
 - (c) compiling the annual report of the activities of the Board, dispatching the annual report to the members of the Institute two weeks before commencing the general meeting, extending invitations and holding meetings, drawing programs, collecting data, compiling, minutes of the meeting, and distributing the resolutions of the meeting; and
 - (d) managing and performing the implementation of duties laid down by the general meetings and meetings of the Board.

Chapter 15

The Seal

56. The Board shall provide for the safe custody of the seal which shall never be used except by the authority of the Board or of a Committee or Sub-Committee, specially empowered in that behalf previously given and in the presence of two members of the Board, or of one member of the Board and an officer appointed by the Board for that purpose. No person dealing with the Institute shall be bound or concerned to see or inquire as to the authority under which any instrument is sealed or in whose presence.

Chapter 16

Treasurer

57. The Treasurer shall perform the following functions and duties:
- (a) keeping the monies of the Institute and paying according to the instructions of the Board;
 - (b) drawing the accounts, income and expenditure of finance, and recording and maintaining the financial accounts in accordance with the International Financial Reporting Standards;
 - (c) maintaining and supplying the properties of the Institute;
 - (d) maintaining custody of cash by the cashiers and the delegated petty cashiers in accordance with the resolution of the Board dividing as may be necessary;
 - (e) assisting (to) the auditor as may be necessary in the process of auditing the accounts; and
 - (f) depositing the fund of the Institute with the bank to which the Board designated.

Chapter 17

Financial Statements

58. The banking account shall be kept in the name of the Institute at such bank as the Board shall from time to time decide. Every sum is to be paid by cheque by the Institute as far as practicable.
59. Cheques shall be drawn, signed and endorsed in such manner and by such person or persons as the Board shall from time to time direct.
60. No payment shall be made without the order of the Board except payments on the petty cash account. The Board may place at the disposal of an officer or officers to be appointed by them, such sum as they think fit. The said officer or officers shall make at such times as the Board directs, a return of all receipts, payments and liabilities on the petty cash account.
61. All subscriptions and other moneys payable to the Institute shall be received by such officer of the Institute as the Board shall appoint to receive. The same officer shall forthwith pay the receipts into the banking account.
62. The Board shall cause proper accounts to be kept in accordance with IFRS and the Law. In respect of each object or purpose in the management or administration whereof, the Institute shall, for the time being, act on all other matters necessary for showing the true state and condition of the Institute. Such books and all vouchers relating thereto, and all the documents belonging to the Institute shall be kept at such place or places, and under the control of such officer as the Board shall from time to time appoint, and (subject to any reasonable restrictions as to time and manner of inspecting, the same that may be imposed by the Board) shall be open to the inspection of members.
63. The Board shall, at the first ordinary general meeting to be held in accordance with Section 146, the Law 2017, and in each subsequent year, submit to the meeting a Balance Sheet, together with a statement made up to the end of the calendar year, of the Income and Expenditure of the Institute since the last preceding statement and a report on the state and progress of the Institute.

Chapter 18

Audit

64. At least once every year, the accounts of the Institute shall be examined and reported by a Practicing Accountant, appointed as auditor in accordance with the auditing standards prescribed by the Myanmar Accountancy Council.
65. The provisions of the Law, or a statutory modification thereof which are in force as to auditors, shall apply provided that no auditor shall be appointed who is not registered as an auditor in practice under the Myanmar Accountancy Council Law.
66. The first auditor shall be appointed by the Board, and he shall hold office until the first annual general meeting, at a remuneration to be fixed by the Board. The auditor for subsequent two years shall be appointed by the general meeting.
67. Every account of the Board when audited and approved by a general meeting shall be conclusive, except as it regards any error discovered therein within two months after such approval. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

Chapter 19

Winding Up

68. The Institute may be dissolved on one of the following reasons:
 - (a) having passed a special resolution to wind up and dissolve the Institute;
 - (b) passing judgment by the Court of law as an insolvent under the prevailing Insolvency Law;
 - (c) passing order to dissolve the Institute by the Ministry of Planning and Finance under the Law; or
 - (d) passing judgment by the Court of Law to dissolve the Institute under the Law.
69. On planning the winding up proceedings of the Institute, it shall be carried out as follows:
 - (a) It shall be notified in writing to the members individually twenty-eight (28) days prior to the commencing of the general meeting or special general meeting informing them of the imminent liquidation.
 - (b) Liquidation shall be made with the resolution of three-fourths majority votes of members which is especially called for this purpose.
 - (c) If upon the final winding up or dissolution of the Institute, there shall remain any surplus funds after the satisfaction of all its debts and liabilities, the same shall not be paid to or distributed among the members of the Institute. Rather, it shall be given, transferred to, or applied to some other institute or institutions having objects in line with those of the Institute, or to some one or more of the charitable objects of the Institute. Such objects are to be determined by a majority of the members of the Institute voting at a meeting, duly convened at or before the time of dissolution, or in default thereof by any Court having jurisdiction in the matter at Yangon.

Chapter 20

Minutes and registers to be kept

70. Minutes of the proceedings of all meetings whether general or special of the Board or of any Committee shall be recorded in books to be kept for the purpose either manually or electronically and shall, if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting, be prima facie evidence of the facts stated therein. In addition to the Members' Register stipulated by the Law, the Institute shall also maintain registers of other membership categories for administrative purpose.

Chapter 21

Inspection of records

71. All registers and indexes in respect of the Institute maintained under the Law must, during business hours (subject to such reasonable restriction, as the Institute in general meeting may impose, so that not less than two hours in each day be allowed for inspection during ordinary business hours), be open to the inspection of any member gratis. Any such member or other person may make extracts there from.
72. Any member may require a copy of a register, index, or of any part thereof, or of the list and summary required by the Law, or any part thereof, on payment of a reasonable sum specified by the Board. The Institute must cause any copy so required by the member or person to be sent to that member or person within a period of 10 days, commencing on the day next after the day on which the requirement is received by the Institute with the applicable payment.

Chapter 22

Notices

73. A notice may be served by the Institute on a member either personally or by delivering it at his registered place or address, or by sending it through the post in an envelope or wrapper or electronic mail addressed to him at his registered address.
74. Any member may from time to time notify in writing or by electronic mail to the Institute an address in the country which shall be deemed to be his registered address, within the meaning of the last preceding regulation.
75. As regards any member who has no registered address, a notice posted up in the registered office of the Institute shall be deemed to be well served on him on the day after it is posted up.
76. Any notice required to be given by the Institute to the members or any of them and not expressly provided for by these Regulations, shall be deemed sufficiently given if given by advertisement.
77. Any notice required to be made may be given by advertisement at least once in one of the daily newspapers circulating in the Republic of the Union of Myanmar.
78. Any notice sent by post to an address in Yangon shall be deemed to have been served on the second day following, and any notices sent by post to an address outside Yangon shall be deemed to have been served on the fifth day following that on which the envelope or wrapper containing the same is posted. In proving such service, it shall be

sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the Post Office, except electronic mails which shall be deemed to have been served on the next day.

79. A certificate in writing signed by a member of the Board or an officer of the Institute stating that:

- (a) a notice has been delivered at the registered address of a member on a stated date;
- (b) an envelope or wrapper containing a notice properly addressed to a member at his registered address on a stated date;
- (c) a notice has been posted up in the office on a stated date;
- (d) a notice has been advertised in a stated newspaper on a stated date; or
- (e) a notice has been sent by an electronic mail on a stated date;

shall be conclusive evidence of the facts therein stated.

Chapter 23

Indemnity

80. Every member of the Board and every other officer for the time being of the Institute shall be indemnified out of the funds of the Institute against all losses and expenses incurred in the discharge of his duties, except such as shall happen through his own willful act or default. Each one shall be chargeable only for so much money or property as he shall himself actually pay for, or in the discharge of the business of the Institute. Each one shall be answerable only for his own acts, neglects or defaults, and not for those of any other persons, nor for the insufficiency of any security for money invested, or of title to any estate or property acquired, nor for any loss or damage which may happen in the discharge of his duties, unless the same shall happen through his own willful neglect or default.
81. All founding members and subsequent members of the Institute shall abide by this Constitution.

Chapter 24

Amending the Constitution

82. If desirous of amending the Constitution, it shall be carried out as follows;
 - (a) The members shall be notified in writing, twenty-one (21) days prior to the commencing of the annual general meeting or special general meeting, informing him/her which paragraph or which point will be amended.
 - (b) Amendments shall be made at the annual general meeting or special general meeting.
 - (c) Amendments shall be made with the resolution of two-third majority votes of "Members" and "Fellow Members" who attend the meeting.

Chapter 25

Miscellaneous

83. In accordance with the resolution of special general meeting, this Constitution is hereby adopted on the _____, _____, _____.
84. This Constitution shall take effect commencing from the date of issuance of license for re-registration of the Institution under the Law.
85. Anything done, processed or in process under the previous "Articles of Association", shall be taken to be done, processed or in process under this Constitution, following its adoption as per Clause 83 of this chapter.