



## **Bylaws**

### **of the Palestinian Association of Certified Public Accountants**

#### **Chapter One**

##### **Article (1)**

These Bylaws shall be called “The Bylaws of the Palestinian Association of Certified Public Accountants”, issued pursuant to Article No. (17) of the Law Regulating the Practice of the Auditing Profession No. (9) of 2004, and shall come into force as of the date of their approval, in conformity with the Associations and Non-Governmental Organizations Law No. (1) of 2000.

##### **Article (2)**

The following words and expressions, wherever mentioned in these Bylaws, shall have the meanings assigned to them below unless the context indicates otherwise:

- **The Law:** The Law Regulating the Practice of the Auditing Profession in force in Palestine No. (9) of 2004.
- **The Association:** The Palestinian Association of Certified Public Accountants.
- **The Board:** The Board of Directors of the Association in Palestine.
- **The Chairman:** The Chairman of the Board of Directors in Palestine.
- **The Auditor:** A licensed auditor authorized to practice the auditing profession in Palestine pursuant to the Law Regulating the Practice of the Auditing Profession No. (9) of 2004.
- **The Member:** An auditor affiliated with the Association.
- **The Fellow Member:** An auditor practicing the profession and registered in the Practicing Auditors Register.

- **The Associate Member:** A member affiliated with the Association for the purpose of obtaining a license to practice the profession pursuant to the Law after obtaining the job title (Senior Auditor), or an affiliated member of the Accountants Division, the Auditors under Training Division, the Tax Intermediaries Division, or any division established by the Association.
- **The Minister:** The Minister of Interior.
- **The Ministry:** The ministry under whose jurisdiction the principal activity falls.
- **The Accountant:** Any person who has completed his/her university education in one of the faculties of financial and administrative sciences or faculties of economics and works independently or for others.
- **The Director:** The Executive Director of the Association.
- **The Practicing Member:** An auditor affiliated with the Association, registered in the Practicing Register, and licensed to practice the auditing profession in Palestine.

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### **Article (3)**

A professional association was established in Palestine under the name The Palestinian Association of Certified Public Accountants, registered under No. (5026) on 4/11/1997, whose status was regularized in accordance with the Associations Law No. (1) of 2000 on 18/11/2000, and whose existence was confirmed by the provisions of Article No. (17) of the Law Regulating the Practice of the Auditing Profession No. (9) of 2004.

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### **Article (4)**

- The principal headquarters of the Association shall be the City of Jerusalem, and it shall have headquarters in Ramallah and Gaza. The Association may establish branches throughout Palestine by a decision of the Board, and shall exercise the powers stipulated in these Bylaws.
- The Accountants Division, the Auditors under Training Division, and the Tax Intermediaries Division shall be affiliated with the Association's principal headquarters, shall be concerned with their affairs, and their activities shall be regulated pursuant to instructions issued by the Board of Directors of the Association.

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### **Article (5)**

The Association is a professional association whose services and activities include auditors, accountants, and professionals related to the profession, with the aim of advancing the level of the profession in Palestine.

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### **Article (6)**

The Association shall enjoy independent legal personality and shall have an independent financial liability. It shall have the right to own movable and immovable property and to dispose thereof within the limits of achieving its objectives. It shall also have the right to litigate and to carry out all legal acts, including sale, mortgage, borrowing, investment, leasing of its assets, and contracting with third parties, in order to achieve its objectives.

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## **Chapter Two** **Objectives of the Association**

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### **Article (7)**

The Association aims to raise the scientific and practical level of professional practice in Palestine, and in order to achieve these objectives it shall carry out the following tasks, competencies, and powers, including but not limited to the following:

- 7/1** Developing the level of scientific and professional competence of members.
- 7/2** Developing and strengthening the spirit of cooperation among the members of the Association, safeguarding their interests, and supporting the independence of practicing members.
- 7/3** Preserving professional ethics, conduct, principles, and traditions, organizing professional practice, and contributing to its development, including carrying out training activities.
- 7/4** Encouraging and supporting scientific research in the various fields of the profession.
- 7/5** Conducting training courses aimed at raising and advancing the level of professional practice in Palestine.
- 7/6** Holding conferences, seminars, and workshops on matters related to the profession.

- 7/7** Coordinating with local, Arab, and international federations related to the profession, obtaining membership therein, representing the Association in such federations, and participating in their activities in a manner not inconsistent with their objectives.
- 7/8** Working to apply International Auditing Standards, International Accounting Standards, and professional ethics issued by the International Federation through the Code of Ethics.
- 7/9** Coordinating with the competent authority regarding the preparation and conduct of examinations for applicants seeking to obtain a license to practice the profession.
- 7/10** Issuing books, journals, translations, periodicals, and publications that contribute to the development of the profession and the advancement of its practitioners.
- 7/11** Working to provide social and health services, establishing a social security system for members, and working toward the establishment of a pension fund.
- 7/12** Coordinating with public and private institutions in order to activate the role of the Association and achieve its objectives.
- 7/13** Any other objectives deemed necessary and serving the profession.

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## **Article (8)**

For the purpose of achieving its objectives, the Association may employ all means it deems appropriate within the limits of applicable legislation, including the following:

1. Cooperation with the Professional Council through full coordination and consultation on all matters concerning the auditing profession in Palestine, in a manner that enhances professional competence and administrative development.
2. Holding educational seminars, lectures, and training courses related to economic issues and related matters.
3. Holding courses, seminars, and conferences related to the profession and economic, financial, accounting, and professional challenges.
4. Developing the capacities and competencies of practitioners in the auditing profession through all available means.
5. Establishing or contributing to the establishment of training centers, institutes, and research centers.

6. Holding training courses, meetings, and workshops to qualify accountants and professionals related to accounting, economics, and management sciences for integration into the profession and participation in the Association's activities.
7. Concluding collective agreements and memoranda of understanding at the local, regional, and international levels.
8. Studying obstacles and difficulties related to members' activities and professional practice and working to find appropriate solutions.
9. Exchanging expertise in all matters that contribute to raising the level of the profession and advancing accounting and auditing work.
10. Communicating and cooperating with public and private sector institutions related to the objectives of the Association.
11. Issuing bulletins and publications related to the activities and interests of the Association.
12. Preparing studies and research related to the auditing profession, conducting statistics, and collecting data related to economic, financial, and professional matters.
13. Submitting proposals and recommendations to develop legislation related to financial and economic matters and other related legislation.
14. Adopting standards related to the auditing, review, and accounting profession.
15. Working to include and integrate accountants within the organizational framework of the Association.
16. Taking all measures related to including accountants within the organizational framework of the Association and joining international or local committees and regulatory bodies related to economic and financial objectives or relevant legislation, including oversight bodies and specialized authorities such as the Anti-Corruption and Anti-Money Laundering Commission.
17. Issuing instructions, regulations, and bylaws related to the implementation of the provisions of the Association's internal regulations in order to achieve its objectives.

## **Chapter Three**

### **Membership of the Association**

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#### **Article (9)**

Membership in the Association shall be personal, non-transferable by proxy or representation, and shall not be transferable by inheritance.

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#### **Article (10)**

##### **Conditions of Membership**

The members of the Association shall be those licensed to practice the profession pursuant to the Law, and those to whom the provisions of the Law Regulating the Practice of the Auditing Profession No. (9) of 2004 apply. Those meeting the following conditions shall be designated as Fellow Members:

1. To be of Palestinian nationality.
2. To enjoy full civil legal capacity.
3. To be of good reputation, conduct, and behavior.
4. Not to have been convicted of a crime involving honor or trust, or issued a criminal judgment against him/her, unless rehabilitated.
5. To hold a valid license to practice the profession pursuant to the Law Regulating the Practice of the Auditing Profession in force in Palestine.
6. Honorary membership may be granted by a decision of the Board of Directors.
7. The Association may grant associate membership to Arab and foreign nationals if they are licensed to practice the profession in their countries, subject to reciprocity for Palestinians holding a license to practice the profession in Palestine.

- 8.** The Association may accept associate members from accountants wishing to obtain a license to practice the profession, provided they meet the following conditions, as well as those managing accounting and bookkeeping offices and those wishing to work in tax intermediation:
- a.** Holding at least a bachelor's degree from a recognized university in one of the specializations of commerce or economics, particularly accounting.
  - b.** Being employed or having previously been employed in one of the auditing offices or companies.
  - c.** Holding a recommendation certificate from two practicing Fellow Members.
- 9.** Undertaking to comply with the implementation of the Association's Bylaws, the resolutions of its General Assembly and Board of Directors, and the regulations and instructions issued by the Association.

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## **Article (11)**

- a.** Ordinary companies may be established between practicing auditors, provided that all the aforementioned conditions apply to all partners without exception, that the partners are members of the Association, have paid their subscriptions, and have obtained practice authorization from the Association, and provided that the establishment of such company does not violate the Law Regulating the Practice of the Auditing Profession in force in Palestine or any subsequent law. An auditor may not be a partner in more than one company.
- b.** All companies, branches of foreign companies, international auditing institutions, and branches of local auditing offices operating in the State of Palestine shall obtain approval and accreditation from the Association in accordance with instructions issued by the Association.

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## **Article (12)**

1. A member may cease practicing the profession if he/she so wishes and shall notify the Association by a written letter explaining the reason for cessation and addressed to the Association through its Board of Directors. The member's name shall then be recorded in the Register of Non-Practicing Auditors. The member shall have the right to return to practicing the profession after notifying the Association before the lapse of three years from the date of cessation, whereupon his/her name shall be re-registered in the Practicing Register after verifying that the membership conditions apply, provided that the required continuing education hours are fulfilled and proof is submitted that the profession was not practiced in Palestine during the entire period of suspension.
2. A member wishing to practice the profession inside and outside Palestine simultaneously shall notify the Association in advance, maintain residency conditions in Palestine issued by the competent committees, and submit an undertaking not to use his/her signatures and seals during the period of presence outside Palestine.

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## **Article (13)**

An application for membership shall be submitted to the Association on the approved form, accompanied by the following:

- a. A license to practice the profession or a certified copy thereof.
- b. The auditor member shall be registered in the Members' Register after the Board of Directors approves the application.
- c. The applicant shall, after the Board of Directors' decision approving his/her membership, pay the affiliation fee and membership fee pursuant to instructions issued by the Board of Directors.
- d. The application for membership shall be decided upon within two months, and if no response is issued within such period, the applicant shall be deemed a member unless the membership conditions are not fulfilled.
- e. In the event of rejection of the application, the Board of Directors shall state the reasons by an official written letter.

- f.** Annual subscription fees shall be paid pursuant to instructions issued by the Board of Directors.
- g.** Any other fees shall be imposed pursuant to instructions issued by the Board of Directors of the Association.
- h.** For the purposes of paragraphs (b), (c), (f), and (g) of this Article, any part of a year shall be deemed a full year.

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## **Article (14)**

### **Rights and Duties of the Member**

- a-** A Fellow Member of the Association shall have the right to attend, participate in discussions, vote, and cast ballots at all meetings of the General Assembly, and shall have one vote in elections. He/she shall also have the right to vote and to be nominated for membership of the Board of Directors and its committees, and to benefit from their services.
- b-** He/she shall have the right to benefit from and participate in all activities and events of the Association.
- c-** With regard to other types of membership, they shall have the right to participate in all activities and events of the Association and benefit from its services, except for participation in voting, nomination for the Board of Directors, and participation in the Association's elections.
- d-** In all cases, the member must have paid all obligations due to the Association and fulfilled the membership conditions.
- e-** The member shall be obligated to pay membership dues, affiliation fees, and any other amounts approved by the Board of Directors.
- f-** A practicing auditor member shall not be entitled to run for membership of the Board of Directors until three years have elapsed since joining the Association.

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## **Article (15)**

### **Termination of Membership**

#### **Membership in the Association shall terminate in any of the following cases:**

1. Upon the death of the member.
2. Upon withdrawal of the member from the Association by submitting a written notice to the Board of Directors at least thirty days prior to withdrawal.
3. If the license to practice the profession is revoked.
4. If the member permanently ceases practicing the profession and the license is revoked for this reason.
5. If the member is convicted of a crime involving honor or breach of trust.
6. The General Assembly may, upon the recommendation of the Board of Directors, withdraw the member's practice authorization for any of the following reasons:
  - a. If the member breaches any of the membership conditions.
  - b. If the member fails to pay the financial obligations due to the Association.
  - c. If the member abuses the Association or damages its reputation.
  - d. If the member neglects or fails to comply with the provisions of the Bylaws or to implement any resolution issued by the General Assembly or the Board of Directors, or breaches the rules and conduct governing the practice of the profession in force in Palestine.
  - e. The Board of Directors may not propose to the General Assembly the withdrawal of a member's practice authorization for the reasons stated in subparagraphs (a), (b), (c), and (d) unless the member has been given written notice, granted a reasonable period to rectify the violation, and given the opportunity to present his/her defense before the Board of Directors.
  - f. The Board of Directors shall have the right to reactivate the membership of a member whose membership was suspended or whose practice authorization was withdrawn due to failure to pay financial obligations, provided that all outstanding financial obligations, penalties, and accrued interest are fully settled up to the date of reactivation.

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## **Article (16)**

Any invitation, request, warning, or notice issued by the Association to any of its members shall be delivered to him/her in writing and in person, or sent by registered mail to the address recorded in the Membership Register. Such address shall be deemed valid. The Association shall amend the recorded address upon a written request submitted by the member, and the address recorded in the Members' Register shall be considered valid for all purposes.

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## **Article (17)**

- a-** The Board of Directors shall issue an annual schedule listing the names of Fellow Members who have paid their subscriptions and fulfilled their obligations toward the Association.
- b-** If a member delays payment of the annual subscription for a period not exceeding two months and not exceeding six months, a penalty equal to 5% per month of the outstanding subscription amount shall be imposed, provided that it does not exceed 50% of the total outstanding amount.
- c-** If the delay in payment of the annual subscription reaches six months or more, the Board shall take the appropriate measures against the member.

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## **Article (18)**

If a member commits an offense warranting dismissal, the decision to dismiss him/her shall be issued by the Board of Directors after withdrawal of his/her practice authorization and referral to the competent authorities for revocation of his/her license, after serving him/her with a written warning at least one month prior to dismissal. The warning or summons shall be delivered to the member in writing. The member shall have the right to appeal before the Board of Directors within one month from the date of written receipt of the warning or summons. If the appeal is rejected by the Board, the member shall have the right to refer the matter to the competent courts, subject to the provisions of Article (15), paragraph (6), subparagraph (e).

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## **Chapter Four** **Board of Directors**

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### **Article (19)**

The Association shall be managed by a Board of Directors elected by secret ballot by the General Assembly. The Board of Directors shall consist of **eleven (11) members** elected for a term of **three (3) years**, provided that the election process is conducted under the supervision of an independent committee appointed by the General Assembly.

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### **Article (20)**

#### **Powers and Competencies of the Board of Directors**

The Board of Directors shall assume the collective management of the Association and shall have all powers and competencies necessary to manage its affairs and achieve its objectives, including in particular the following:

- 1- Implementing the provisions of the Law, these Bylaws, and the resolutions issued by the General Assembly.
- 2- Managing the administrative, financial, and professional affairs of the Association.
- 3- Preparing the internal regulations, instructions, and bylaws necessary for the organization of the Association's work and submitting them to the General Assembly for approval where required.
- 4- Appointing the Executive Director of the Association, determining his/her powers, duties, and remuneration, and supervising his/her performance.
- 5- Forming permanent and temporary committees, determining their mandates, and appointing their members.
- 6- Preparing the annual budget and the final accounts of the Association and submitting them to the General Assembly for approval.
- 7- Calling the General Assembly to convene for ordinary and extraordinary meetings and preparing the agenda thereof.

- 8- Supervising the implementation of the Association's plans, programs, and activities.
- 9- Accepting membership applications and deciding on suspension or termination of membership in accordance with these Bylaws.
- 10- Determining membership fees, subscription fees, and any other fees pursuant to the provisions of these Bylaws.
- 11- Managing the Association's funds, approving expenditures, and authorizing signatories in accordance with the approved financial regulations.
- 12- Representing the Association before official, judicial, and non-official bodies, or delegating such representation.
- 13- Opening bank accounts in the name of the Association and determining authorized signatories.
- 14- Approving contracts, agreements, and memoranda of understanding entered into by the Association.
- 15- Any other powers stipulated in these Bylaws or assigned to the Board by the General Assembly.

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### **Article (21)**

The Board of Directors shall elect from among its members, at its first meeting, a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and shall determine their respective powers and duties pursuant to instructions issued by the Board of Directors.

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### **Article (22)**

The Board of Directors shall meet at least once every month upon an invitation from the Chairman or upon a written request submitted by at least one-third of the Board members. The invitation shall include the agenda of the meeting and shall be delivered to the members at least seven days prior to the meeting date.

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**Article (23)**

The quorum for a Board of Directors meeting shall be constituted by the attendance of the absolute majority of its members. If the quorum is not met, the meeting shall be postponed to a second meeting to be held within a period not exceeding seven days, and the quorum for the second meeting shall be constituted by the attendance of one-half of the members plus one.

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**Article (24)**

The decisions of the Board of Directors shall be issued by the majority of votes of the members present. In the event of a tie, the side supported by the Chairman shall prevail.

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**Article (25)**

The Board of Directors shall keep official minutes of its meetings, which shall be recorded in a special register and signed by the Chairman and the Secretary.

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**Article (26)**

If the Chairman of the Board is absent or his/her position becomes vacant for any reason, the Vice Chairman shall assume his/her powers and duties. If both are absent, the Board shall elect one of its members to preside over the meeting.

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**Article (27)**

If a seat on the Board of Directors becomes vacant due to resignation, death, loss of membership, or any other reason, the Board shall fill the vacant seat by appointing the candidate who obtained the next highest number of votes in the last elections. If this is not possible, the Board may appoint a member from the General Assembly to fill the vacancy until the next General Assembly meeting.

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### **Article (28)**

**A member of the Board of Directors shall lose his/her membership in the Board in any of the following cases:**

1. Loss of membership in the Association.
2. Absence from three consecutive meetings without a legitimate excuse accepted by the Board of Directors.
3. Resignation submitted in writing and accepted by the Board of Directors.

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### **Article (29)**

A member of the Board of Directors may not participate in deliberations or voting on any matter in which he/she has a direct or indirect personal interest.

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### **Article (30)**

Candidacy for membership of the Board of Directors shall be subject to the following conditions:

- 1- The candidate must be a Fellow Member of the Association.
- 2- The candidate must have fulfilled all financial obligations toward the Association.
- 3- The candidate must have at least three years of continuous membership in the Association.
- 4- The candidate must not have been subject to any disciplinary penalty during the two years preceding the date of nomination.

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## **Chapter Five** **General Assembly**

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### **Article (31)**

The General Assembly shall consist of all Fellow Members of the Association who have fulfilled their financial obligations toward the Association in accordance with these Bylaws.

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### **Article (32)**

The General Assembly shall convene in an ordinary meeting at least once every year upon an invitation from the Board of Directors. The invitation shall be sent to the members at least fifteen (15) days prior to the date of the meeting and shall include the agenda, date, time, and place of the meeting.

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### **Article (33)**

The General Assembly shall convene in an extraordinary meeting upon a decision of the Board of Directors or upon a written request submitted by at least one-third of the members of the General Assembly, specifying the matters to be discussed.

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### **Article (34)**

The quorum for an ordinary meeting of the General Assembly shall be constituted by the attendance of the absolute majority of its members. If the quorum is not met, the meeting shall be postponed to a second meeting to be held within a period not exceeding fifteen (15) days. The quorum for the second meeting shall be constituted by the attendance of those present.

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### **Article (35)**

The quorum for an extraordinary meeting of the General Assembly shall be constituted by the attendance of two-thirds of its members. If the quorum is not met, the meeting shall be postponed to a second meeting to be held within a period not exceeding fifteen (15) days. The quorum for the second meeting shall be constituted by the attendance of the absolute majority of the members.

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### **Article (36)**

**The General Assembly shall assume the following powers and competencies:**

1. Electing the members of the Board of Directors and accepting their resignations.
2. Approving the annual administrative and financial reports submitted by the Board of Directors.
3. Approving the annual budget and the final accounts of the Association.
4. Appointing the Association's external auditor and determining his/her remuneration.
5. Approving internal regulations and bylaws submitted by the Board of Directors.
6. Deciding on the withdrawal of a member's practice authorization upon the recommendation of the Board of Directors.
7. Amending the Bylaws of the Association.
8. Deciding on the dissolution of the Association in accordance with the applicable law.

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### **Article (37)**

The resolutions of the General Assembly shall be adopted by the majority of votes of the members present, unless a special majority is required by law or by these Bylaws.

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### **Article (38)**

Voting at the meetings of the General Assembly shall be conducted by secret ballot, unless the General Assembly decides otherwise.

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### **Article (39)**

Minutes of the meetings of the General Assembly shall be recorded in a special register, signed by the Chairman and the Secretary, and preserved in the Association's records.

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### **Article (40)**

The resolutions of the General Assembly shall be binding on all members of the Association.

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### **Article (41)**

The Board of Directors shall notify the competent Ministry of the resolutions issued by the General Assembly in accordance with the applicable law.

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## **Chapter Six Financial Affairs of the Association**

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### **Article (42)**

The fiscal year of the Association shall commence on the first day of January and shall end on the thirty-first day of December of each year.

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### **Article (43)**

**The financial resources of the Association shall consist of the following:**

1. Membership and affiliation fees paid by members.
2. Annual subscription fees paid by members.
3. Revenues generated from the activities, programs, courses, seminars, and conferences organized by the Association.
4. Donations, grants, gifts, and contributions accepted by the Association in accordance with the applicable laws and regulations.
5. Any other resources approved by the Board of Directors, provided that they are consistent with the objectives of the Association and the applicable laws.

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**Article (44)**

The Board of Directors shall prepare the annual budget of the Association and submit it to the General Assembly for approval prior to the beginning of the new fiscal year.

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**Article (45)**

The accounts of the Association shall be audited by a licensed external auditor appointed by the General Assembly. The auditor shall submit an annual report on the Association's accounts to the General Assembly.

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**Article (46)**

The funds of the Association shall be deposited in one or more banks approved by the Board of Directors, in the name of the Association. Withdrawals and payments shall be made in accordance with the financial regulations and pursuant to the signatures authorized by the Board of Directors.

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**Article (47)**

The funds of the Association may not be spent except for achieving its objectives and in accordance with the approved budget and the financial regulations issued by the Association.

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**Chapter Seven**  
**Dissolution of the Association**

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**Article (48)**

The Association may be dissolved by a resolution issued by the General Assembly in accordance with the provisions of the Associations and Non-Governmental Organizations Law in force in Palestine.

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**Article (49)**

The competent Ministry may dissolve the Association in the cases stipulated by the applicable law.

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**Chapter Eight**  
**Professional Conduct and General Provisions**

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**Article (50)**

All members of the Association shall be obligated to adhere to the professional standards, codes of conduct, and ethical rules approved by the competent authorities and adopted by the Association.

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**Article (51)**

The Association may merge with or join any other association or professional body with similar objectives, subject to the approval of the General Assembly and in accordance with the applicable law.

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**Article (52)**

The Association shall form committees from among its members to assist it in carrying out its functions. The formation, powers, and duties of such committees shall be determined by instructions issued by the Board of Directors.

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**Article (53)**

The Association is prohibited from engaging in political activities or activities that are inconsistent with its professional objectives.

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## **Chapter Nine Committees of the Association**

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### **Article (54)**

1. The Association shall establish permanent and temporary committees by a decision of the Board of Directors.
2. Committees shall be advisory in nature and shall submit their recommendations to the Board of Directors.
3. The Board of Directors shall determine the number of committee members, their terms of reference, duration of work, and method of convening.
4. The following permanent committees shall be formed:
  - a- **Membership Committee.**
  - b- **Examination and Qualification Committee.**
  - c- **Scientific Research Committee.**
  - d- **Media and Publications Committee.**
  - e- **Tax Committee.**
  - f- **Continuing Professional Education Committee.**
  - g- **External Relations Committee.**
  - h- **Pension Fund Committee.**
  - i- **Professional Conduct and Discipline Committee.**
  - j- **Quality Control Committee.**
5. The Board of Directors may form any other committees it deems necessary to achieve the objectives of the Association.

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**" End of the Bylaws"**

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