



UGANDA LAW REFORM COMMISSION

**A STUDY REPORT ON THE PROPOSALS
FOR THE REFORM OF
THE ACCOUNTANTS ACT,
CAP. 266**

KAMPALA, UGANDA

2004

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UGANDA LAW REFORM COMMISSION

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FOREWORD.

The Government of Uganda, basing on the findings of the Commercial Justice Reform Programme baseline study and in consultation with stakeholders developed a four year detailed strategy for the reform of the commercial justice system. The strategy focused on four essential areas; the commercial courts, the commercial registries, the legal profession, the commercial regulatory environment and commercial laws.

In furtherance of the programme, the Uganda Law Reform Commission (ULRC) with the support of the Justice, Law and Order Sector proposed to reform key selected commercial laws that affect the basic operating environment of businesses to promote private sector business operations.

It should be noted that the commercial justice system in Uganda has fared badly because commercial life has been encumbered for several decades. This has caused inadequacy in Government delivery and led to the slow development of the private sector.

The commission, having appreciated the fact that law cannot be adequately reformed without appreciating the political, cultural and socio-economic context in which it operates and as a measure towards operationalising the people's constitutional right to participate in the law making process carried out wide consultations with the relevant stakeholders and individuals with a wide range of expertise on policy and business issues. As a result of these involving endeavours, many Bills have been made.

The commission appreciates the responses from the participation of all stakeholders from the judiciary, Uganda Law society, academia, the business community and all institutions and individuals who contributed by participating in consultations carried out by commissions and is indeed confident that the recommendations contained in this report and Bill will, due to the fact that the public have had an input, be easily enforceable in our society.

The commission acknowledges with special appreciation the financial support given by the Commercial Justice Reform Programme through the Justice Law and Order Sector for completion of the laws under the commercial law project.

**Professor Joseph M.N. Kakooza,
Chairman, Uganda Law Reform Commission.**

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LIST OF CASES.

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ACRONYMS.

AAT	Association of Accounting Technicians.
ATCK	Accounting Technician Certificate of Kenya.
ATCU	Accounting Technician Certificate of Uganda.
CJRP	Commercial Justice Reform Programme.
CMA	Capital Markets Authority.
CPA	Certified Public Accountant.
EAC	East African Community.
GOU	Government of Uganda.
ICPAU	Institute of Certified Public Accountants of Uganda.
NATECHC	National Accounting Technicians.
UICBP	Uganda Institutional Capacity Building Project.
ULRC	Uganda Law Reform Commission.
UNEB	Uganda National Examinations Board.

PREFACE.

Establishment of the Uganda Law Reform Commission.

The Uganda Law Reform Commission was established in 1990 by the Uganda Law Reform Commission Act, Cap. 25. Prior to this enactment, law reform was the responsibility of the department of law reform and law revision of the Ministry of Justice, which had been set up in 1975. In 1995, with the promulgation of the Constitution, the commission became a constitutional commission by virtue of article 248 of the Constitution.

Composition of the commission.

Under section 3 of the Uganda Law Reform Commission Act, Cap. 25, the commission consists of a chairman and six other commissioners, all of whom are appointed by the President on the advice of the Attorney General.

The chairperson and four of the commissioners are lawyers who are retired or sitting judges of the Court of Appeal or High Court of Uganda; or are lawyers qualified to be appointed as judges of the Court of Appeal or High Court of Uganda; or are senior practising lawyers or senior teachers of law at a university or similar institution of law in Uganda. The remaining two commissioners, as set out by section 4(2), are non-lawyers but persons who have distinguished themselves in disciplines relevant to the functions of the commission.

Additionally, section 12 empowers the Attorney General, on the advice of the commission, to appoint experts or consultants in any specific aspect of law reform undertaken by the commission.

The commission is serviced by a secretariat composed of an executive secretary and other staff. The commission has three departments which are: the law reform department, the law revision department and the department of finance and administration. The staff of the commission consists of lawyers and non-lawyers appointed by the Attorney General from among persons who are either public or non-public officers.

Functions of the commission.

The main function of the commission as set out under section 10 of the Uganda Law Reform Commission Act, Cap 25 is to study and keep under constant review the Acts and other laws of Uganda with the view of making of recommendations for their systematic improvement, development, modernisation and reform with particular emphasis on-

- (a) the elimination of anomalies in the law, the repeal of obsolete and unnecessary laws and the simplification and translation of the law;
- (b) the reflection in the laws of Uganda of the customs, values and norms of society in Uganda as well as concepts consistent with the United Nations Charter for Human Rights and the Charter of Human and Peoples' Rights of the African Union;
- (c) the development of new areas in the law by making the laws responsive to the changing needs of the society in Uganda;
- (d) the adoption of new or more effective methods or both for the administration of the law and dispensation of justice; and
- (e) the integration and unification of the laws of Uganda.

Powers of the commission.

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In the performance of its functions, the commission may-

- (a) receive, review and consider any proposals for the reform of the law which may be referred to it by any person or authority;
- (b) prepare and submit to the Attorney General, from time to time, for approval, programmes for the study and examination of any branch of the law with a view to making recommendations for its improvement, modernisation and reform; and those programmes shall include an estimate of the finances and other resources that will be required to carry out any such studies and the period of time that would be required for the completion of the studies;
- (c) undertake, pursuant to any such recommendations approved by the Attorney General, the formulation of draft bills or other instruments for consideration by the Government and Parliament;
- (d) initiate and carry out, or, with the approval of the Attorney General, direct initiation and research necessary for the improvement and modernisation of the law;
- (e) provide, at the instance of the Government, to Government ministries and departments and other authorities concerned, advice, information and proposals for reform or amendment of any branch of the law;
- (f) encourage and promote public participation in the process of lawmaking and educate and sensitise the public on lawmaking through seminars, publications and the mass media; and
- (g) appoint or empanel committees, in consultation with the Attorney General, from among members of the commission, or from among persons outside the commission, to study and make recommendations to the commission on any aspect of the law referred to the committees by the commission.

Profile of the commission.

Vision.

The vision of the commission is to promote, in Uganda, a legal system with just and up-to-date laws, easily accessible to all.

Mission statement.

To contribute to sustainable development, an equitable and just legal system through revision, harmonisation, development and reform of the law.

Values of the commission.

The commission-

- (a) seeks to be impartial at all times in all dealings with its clients,
- (b) endeavours to operate with integrity and in a professional way,
- (c) is committed to equity and pragmatic diversity in the workplace,
- (d) respects and values the contribution of the people, and
- (e) endeavours to communicate consistently and effectively with its stakeholders in all its projects.

Slogan.

“Law reform for good governance and sustainable development”.

Justification for legal reform.

The Ugandan society, like all societies, is in a constant state of change caused by political, social and economic factors yet there have been few changes in the law since the inception of English law in Uganda in 1902. In addition, there are emerging cultural patterns and gender relations, new Government policies such as decentralisation, privatisation, economic liberalisation, poverty eradication, private sector development and the modernisation of agriculture. However, there have been few changes in the law yet the law, at any given time, has to effectively respond to social changes and to the aspirations of the people. There is need for wide research including the need for extensive consultations with stakeholders when proposing reforms in any area of the law.

Current members of the Uganda Law Reform Commission.

1. Professor Joseph Moll Nnume Kakooza.

Professor Kakooza is a holder of the degrees of B.C.L. and LL.B. of the National University of Ireland, Dublin; LL.M. (Harvard); M.Litt. and a Postgraduate Diploma in Anthropology of the University of Oxford; Certificate in International Relations, of the University of Oslo; Barrister-at-Law, of the Inner Temple, London and Advocate of the High Court, Uganda.

Professor Kakooza served as a lecturer at the Faculty of Law, University College, Dar-es-Salaam, as a senior lecturer and founding head (later twice dean) and finally Professor of Law at Makerere University. He has been a visiting scholar at Harvard Law School; guest lecturer at the college of criminal justice, Northeastern University Boston and visiting professor, College of Law, University of Florida. He is currently teaching law at Kampala International University and medical jurisprudence in the Faculty of Medicine, Makerere University, part-time. He is widely published, particularly in criminal justice and family law and he is a member of many professional organisations. He is listed in the international publication of *WHO IS WHO in Education* and was given the award of *MAN OF THE YEAR, 2003*, by the American Biographical Institute, Inc.

Professor Kakooza has, among other spells of public service, served as Ag. Judge of the High Court of Uganda, Ag. Solicitor General, President of Uganda Industrial Court; and commissioner of law reform. He was acting chairman of the commission from 2000 to 2002 when he became the chairman.

He has been in charge of the Domestic Relations Law Project and Labour Laws Project. He is currently in charge of the Intellectual Property Law Project, the Reform of the Accountants Act Project, the Living Law Journal Project, the Sentencing Legislation Reform Project and Community Law Reform Programme.

2. Ms. Percy Night Tuhaise.

Ms. Tuhaise is a holder of the degrees of LL.B and LL.M of Makerere University, Kampala; a Postgraduate Diploma in Legal Practice of the Law Development Centre, Kampala. She also holds various certificates in human rights teaching and research (Ottawa Canada 1991), (Strasbourg, France, 1995). She is the deputy director and a principal lecturer of the Law Development Centre, Kampala. She is also an advocate of the High Court of Uganda. Ms Tuhaise was appointed a part-time commissioner in 1995. She assisted commissioner Kibuka in the Rape and Defilement Project. She has been in charge of the Business Associations cluster of the

Contracts Law Project under the Commercial Law Project II and Simplification of the Penal Code Act Project. She is also a member of the editorial board for law revision.

3. Mr John Mary Mugisha.

Mr. Mugisha holds the degree of LL.B of Makerere University and a Postgraduate Diploma in legal practice, LDC. He was appointed a part-time commissioner in 1999. He is a principal lecturer at the Law Development Centre, Kampala and an advocate of the High Court of Uganda. Mr. Mugisha is a former President of Uganda Law Society; Vice President of the East African Law Society; lead counsel for the Constitutional Review Commission; and deputy secretary general in charge of Eastern Africa, International Bar Association (IBA). He is also a member of the Law Council representing the Uganda Law Society. Mr. Mugisha has been the commissioner in charge of Secured Transactions and Fair Trade Clusters of the Commercial Law Reform Project. He is currently in charge of subsidies and countervailing measures, under the Commercial Law Reform Project II and Trial Procedures Reform Project under the Criminal Law Reform Project I.

4. Dr. Lillian Tibatemwa-Ekirikubinza.

Dr. Tibatemwa-Ekirikubinza is a holder of a PhD in law from the University of Copenhagen, Denmark; an LL.M in Commercial Law from the University of Bristol, UK; an LL.B (Hons) degree from Makerere University and a Postgraduate Diploma in Legal Practice from the Law Development Centre, Kampala. She was the deputy dean of the Faculty of Law, Makerere University and is currently the Deputy Vice Chancellor in charge of academic affairs at Makerere University and a part time commissioner of the commission since 1999.

Dr. Tibatemwa-Ekirikubinza is widely published in areas of women's law; children's rights and constitutionalism. Her publications include "*Women's Violent Crime in Uganda: More Sinned Against Than Sinning*" (1999). Her latest publication is entitled "*Gender and Human Rights: A Case Study of Polygamy Among the Basoga of Uganda*" (2003).

Apart from being a commissioner of the Uganda Law Reform Commission where she has been in charge of various projects namely: the Insolvency Cluster of the Commercial Law Reform Project I, the Domestic Violence Project, the E-Commerce, Computer Crime and E-Evidence Project under the Commercial Law Reform Project II. Dr Tibatemwa-Ekirikubinza has also held other positions of responsibility among which are: board member of the Uganda National Bureau of Standards, member of the academic board of Makerere University Business School, Nakawa and a complimentary member of the British Institute of International and Comparative Law.

Former members of the Uganda Law Reform Commission.

1. Justice Sir Harold G. Platt.

Justice Sir Harold Platt is a holder of MA of Oxford University after his first degree in India. He retired but was actively involved in various aspects of the legal field. He served in various capacities in East Africa including: Chairman Uganda Law Reform Commission 1994-2000, where he was in charge of the Commercial Law Project among others; judge of the Supreme Court of Uganda 1989-1994, judge of the High Court and Court of Appeal Kenya 1968-1989; Government service, provincial magistrate Tanzania 1962-1972, colonial legal service Tanganyika 1954-1962 and in legal practice 1951-1954. Justice Sir Harold Platt was called to the Bar in 1952 after serving in the royal air force from 1942-1947.

2. Professor Eric Paul Kibuka.

Professor Kibuka holds a B.A and PhD of Makerere University. He was a director of the United Nations African Institute for the Prevention of Crime and Treatment of Offenders, Kampala. He was appointed a part-time commissioner in 1995. He is a retired lecturer of sociology at Makerere University. Professor Kibuka was in charge of the Rape and Defilement Law Project. He was also in charge of the Decriminalisation of Petty Offences Project as well as the Contracts Law Project.

3. Ms. Hilda A. Tanga.

Ms. Tanga is a holder of a B.A degree in education and a postgraduate diploma in Human Resources Management. She has been a graduate teacher at Kololo S.S.S; lecturer in business communication at the National College of Business Studies; Ag. registrar and deputy academic registrar at the Uganda Polytechnic Kyambogo. Ms. Tanga has also been an adhoc consultant with Management Training and Advisory Centre (MTAC) on management and training of trainers. She is currently an examiner with the Uganda National Examinations Board (UNEB) and National Business Examinations Council (Nakawa).

4. Ms. Filda Mary Lanyero Ojok.

Ms. Mary Lanyero was a senior lecturer and dean of the Faculty of Arts, Institute of Teacher Education, Kyambogo. She is also involved with various non-governmental organisations in various capacities. Ms. Lanyero holds certificates from the American Studies Winter Institute, USA. She holds a masters degree in international relations, Carleton University Ottawa, Canada and a B.A of Makerere University majoring in history and literature in English. Ms. Lanyero was a teaching assistant, University of Carleton, Ottawa Canada.

5. Mr. Francis Butagira.

Mr. Butagira was appointed commissioner on 22nd January 1996. He holds the degrees of LL.B Makerere University and LL.M (Harvard). He is an advocate of the High Court of Uganda and former principal lecturer at the Law Development Centre.

6. Mr. Richard Aboku Eryenyu.

The late Richard Aboku Eryenyu served as commissioner from 19th January 1996 until his death on 7th April 1999. He was an LL.B graduate of Makerere University and a chief magistrate.

EXECUTIVE SUMMARY.

1. Background to the reform of the Accountants Act, Cap. 266.

Before 1970, there was neither a local institution nor a framework to regulate the accountancy profession, conduct and practise in Uganda. Accountants were trained in United Kingdom. Their practise in Uganda was regulated by the institutes they obtained their training from. Owing to the limited number of professional accountants in Uganda at the time, very little was known about the profession.

In 1969, members of the East African Community (EAC) recognised the need to enact local laws to regulate the profession in the respective countries. Therefore in 1970, the Registered Accountants Act No.5 was enacted in Uganda. Tanzania subsequently enacted the Auditors and Accountants (Registration) Act No. 33 of 1972. The Accountants Act of Kenya was enacted in July 1977.

Act No.5 of 1970 established the Institute of Certified Public Accountants of Uganda and provided for a council responsible for the management of the institute, the disciplining of accountants and maintenance of professional standards. The military take-over of political power in Uganda in January 1971 and the economic crisis that ensued thereafter however made operationalisation of the law impossible.

With the revival of Uganda's economy after 1986, there was a necessity for a law to regulate the standard, conduct and practise of accountancy in Uganda. This resulted in the enactment of the Accountants Act, Cap. 266 which repealed Act No.5 of 1970.

The Accountants Act was enacted to the same effect as the Registered Accountants Act of 1970, except for significant changes in the 1992 Act such as the creation of an institute and an administrative council.

2. The position of chartered secretaries and administrators.

In the Fifth Schedule of the Accountants Act, the Institute of Chartered Secretaries and Administrators (ICSA) was, among others, listed as a recognised institute for first enrolment of members as accountants. However, in 1994, the Minister in exercise of his discretion under section 47 amended the fifth Schedule to the Act by the Accountants Act (Amendment) Order, No. 258 of 1994. The fifth Schedule was amended to exclude the Institute of Chartered Secretaries and Administrators from the list of recognised institutes for first enrolment.

This culminated into a civil suit, *Sebunya Lule and Others vs Attorney General and Others* High Court Civil Suit No. 476 of 1995 in which the plaintiffs and others on behalf of the Association of Chartered Secretaries and Administrators (ACSA) alleged that they qualified for admission to full membership of the ICPAU under the Accountants Act. The basis of their assertion was that the Act was wrongfully amended when the name of the association was deleted from the Fifth Schedule that listed the associations whose members were entitled to apply for full membership of ICPAU at its inception. The issue in the suit was whether Statutory Instrument No. 258 of 1994 which amended the Fifth Schedule of then Accountants Act was valid.

In 1999, the Minister exercised his discretion under section 48 of the Accountants Act in the issuance of an order *The Accountants Act (Amendment) Order, No.47 of 1999* that restored the fifth Schedule to what it was before the purported amendment and revoked the Accountants Act (Amendment) Order 1994.

An interim judgement was issued for the above mentioned civil suit in September 2000 in which it was declared that the Accountants Act (Amendment) Order 1994 was invalid. The same judgement pronounced the members of ICSA as qualified to seek full membership of the ICPAU.

3. Justification for the reform of the Accountants Act, Cap 266

In May 2001, the Institute of Certified Public Accountants reviewed the Accountants Act and proposed certain amendments to the Minister of Finance. The amendments covered the following areas-

- (a) seal of the institute;
- (b) membership of the institute;
- (c) register of accountants;
- (d) meetings of the institute;
- (e) membership of the council;
- (f) meetings of the council;
- (g) the examinations board;
- (h) the register;
- (i) regulations of public practise; and
- (j) disciplinary committee and inquiries.

It was further proposed that the Act should be confined to the legal framework while operational issues should be regulated by bylaws. On that principle they proposed that all schedules were to be deleted.

In September 2001, the ULRC received instructions from the Minister of Finance, Planning and Economic Development to undertake the reform of the Accountants Act with a view to creating a conducive legal framework for the accountancy profession in the country. The commission embarked on this process and held a meeting with the members of the Institute of Certified Public Accountants of Uganda in December 2001. The meeting agreed that the institute and the commission would identify stakeholders to constitute the taskforce. This taskforce would serve to give an input to the reform process and deliberate the proposals for reforming the Accountants Act.

4. Objectives of the project.

The key objective of reform of the Accountants Act was to have a modern law supporting a competitive economy, in a coherent and accessible form, providing maximum freedom for participants to perform their proper functions but recognising the case for high standards and ensuring appropriate protection for all parties. Account will be taken of current international changes particularly the harmonisation of laws in the region.

The other objectives were to-

- (a) examine, investigate and suggest any reforms to the laws relating to accountants;
- (b) examine the legal and policy framework of the proposed laws;
- (c) assess the ability of the relevant organisations to implement and administer the proposed law;
- (d) find and establish ways for further development of the commercial legal framework in the abovementioned law to facilitate an operational and structural framework; and
- (e) to improve the existing legal framework to foster business ventures within a competitive framework.

5 Key issues for reform.

The priority issues for reform of the Accountants Act were:-

- (a) to make the authentication process easier and more practical by the president of the council or in his or her absence the vice president and the secretary;
- (b) to clearly spell out the categories of membership of the institute. Under the current law, the membership includes full membership, associate membership and honorary membership. The proposal seeks to categorise the membership as follows-
 - (i) full members,
 - (ii) associate members,
 - (iii) fellows, and
 - (iv) retired members;
- (c) to change the secretary of the examinations board from the secretary of the Uganda National Examinations Board (UNEB) to the secretary of the institute because the institute is a professional body responsible for specialised and professional exams. The secretary of the UNEB has several challenging responsibilities in relation to national examinations at the tertiary level.
- (d) under the current law, the Auditor General is the registrar of accountants. The Auditor General is a public officer and registration is normally done by the registrar of the institute. The proposal replaces the Auditor General with the secretary of the institute as the registrar of accountants;
- (e) under the current law, practising as an accountant without a practising certificate or licence is prohibited but not penalised. The proposal seeks to re-instate and prohibit practise without a certificate or licence and introduce a penalty for the defaulters;
- (f) the Act contains transitional and temporary provisions that have been rendered redundant due to effluxion of time. This proposal seeks to have these provisions deleted from the Act; and
- (g) the schedules to the Act contain matters that should be in regulations and should be easily modified with the change of circumstances. The proposal seeks to have all the schedules contained within regulations. The council may amend these by statutory instrument with the consent of the Minister.

6. Methodology.

The commission consulted the ICPAU in order to identify weaknesses in the existing law and make proposals for reform. Comparative studies with Ireland, Kenya, Tanzania and Canada were carried out and thereafter a taskforce was constituted to discuss the proposals.

Representatives from relevant Government departments and the private sector as well as individuals with a wide range of expertise and access to the relevant networks of other experts constituted the taskforce for the project. The following institutions were represented on the taskforce-

- (a) Ministry of Finance, Planning and Economic Development;

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- (b) Ministry of Foreign Affairs;
- (c) Bank of Uganda;
- (d) Office of the Auditor General;
- (e) Uganda Law Reform Commission;
- (f) Uganda Manufacturers Association; and
- (g) Uganda Revenue Authority.
- (h) Capital Markets Authority;
- (i) Institute of Bankers;
- (j) Institute of Certified Public Accountants of Uganda;
- (k) Private Sector Foundation.

The terms of reference were to -

- (a) assist in identifying issues relevant to the stakeholders in the cluster;
- (b) comment on the review of the existing law and study proposals from various Ministries and organisations carried out by the consultants;
- (c) present the views of the different sectors they represent on the proposed laws;
- (d) participate in deliberations and reach consensus on the draft report, Bill and regulations;
- (e) discuss the proposals and recommendations to be presented at the consultative workshop;
- (f) participate in the consultative workshop; and
- (g) to discuss the final report within a timetable to be agreed upon.

The stakeholders' consultative workshop was held in September 2002 to deliberate on the proposals for reform of the Accountants Act. The participants came up with the final recommendations on the proposals for reform presented by the commission at the workshop.

7. Findings and recommendations.

(a) Long title.

The long title should mention the establishment of the Public Accountants Examinations Board.

(b) Seal of institute.

The seal of the institute should be authenticated by the signatures of the president and the secretary or in the absence of the president, by the signatures of the vice president and the secretary.

(c) Members of the institute.

- (i) The council should have the power to provide for categories of the members of the institute.
- (ii) A definition of accounting technicians should be included in the law. Accounting technicians should be defined as persons who have completed a course for accounting technicians in an institute in Uganda or any other institute recognised by the council.
- (iii) Accounting technicians should not be listed in the category of members of the institute.

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- (iv) ICOSA members should not be members of ICPAU. A separate governing body should be established to govern ICOSA members in Uganda.
 - (v) Honorary membership should not be recognised as a category of membership of the institute. Section 5(1)(c) of the Act should be deleted accordingly.
- (d) Associate membership.**
- (i) The provision requiring the council to set qualifications for associate membership of the institute or providing for a specified class of members of a society or institute that may qualify for associate membership of the Institute should be deleted.
 - (ii) Existing associate members should continue to practise as such.
- (e) The council.**
- (i) The governing body of the institute should be a council which should consist of twelve members one of whom should be elected by the president of the council.
 - (ii) The title ‘commissioner, treasury officer of accounts’ should be replaced with the title, ‘Accountant General’.
 - (iii) One member of the council should be appointed by the council and approved by the Minister.
 - (iv) Of the eight members of the council elected by the members of the institute at the annual general meeting, four members should be practising accountants.
 - (v) Elected and appointed members of the council should hold office for a period of one year without a limit on the number of times they can serve on the same.
- (f) Standards.**
- (i) The council should issue and promote the usage of internationally accepted accounting and auditing related standards in Uganda and to make suitable adaptation where necessary.
 - (ii) The council should supervise the registration and maintain the registers of Certified Public Accountants of Uganda; and Associate Accountants of Uganda and should publish their names in the Gazette and in a newspaper of wide circulation.
 - (iii) The council should prescribe societies and institutions with status equivalent to the Institute.
- (g) Membership of the examinations board.**
- (i) The membership of the examinations board should include two qualified accountants from the teaching staff of a university recognised by Government and approved by the council.
 - (ii) The provision providing that one representative from two internationally recognised institutes of accountants to be determined from time to time by the Minister on the advice of the council, shall be part of the examinations board should be deleted.
 - (iii) The secretary of the institute should be the secretary of the examinations board.
 - (iv) The term of any members of the board other than the council members should be for a period of three years and should be renewable.

(h) Secretary of the institute.

The secretary of the institute should be the registrar of accountants.

(i) Licences.

- (i) The council may, after being satisfied that the applicant is a fit and proper person and on payment of the prescribed fee, grant a licence of practise to the applicant.
- (ii) Where council refuses to grant a certificate of practise to an applicant, it should within thirty days inform the applicant of its decision and the reasons for it.

(j) Offences and penalties.

- (i) In addition to prohibiting any practise of accountancy without a certificate or licence, a penalty should also be introduced. The following provision is proposed-
“A person not in possession of a valid practising certificate or practising licence who practises as an accountant, commits an offence and shall, on conviction, be liable to a fine not exceeding twenty four currency points or to imprisonment for a period not exceeding twelve months or both.”
- (ii) A person shall be deemed to practise accountancy if he or she, for payment whether by himself or herself or in partnership with another person, offers to perform or performs services involving the auditing, verification and certification of financial accounting or related statements.

(k) Disciplinary committee.

There should be established a disciplinary committee consisting of five members, one of whom should be the chairperson and they should be appointed by the council as follows-

- (i) the chairperson who should be a member of the council;
- (ii) two members who should be members of the institute; and
- (iii) two members who should be non-members of the institute.

(l) The register.

Within a period of three months of the commencement of the Act, the Registrar shall publish up to date registers in the Gazette and a newspaper of wide circulation; and thereafter publish such registers every twelve months.

(m) Repeal and savings.

- (i) The term ‘bylaws’ should be replaced with the term ‘regulations’.
- (ii) the council may, upon approval of the Minister, by Statutory Instrument, amend the regulations to the Act.
- (iii) The Accountants Act should be repealed.
- (iv) All temporary and transitional provisions should be deleted.
- (v) All schedules to the Accountants Act should be deleted.
- (vi) Regulations to the proposed Act should be drafted incorporating the schedules retained by the Accountants Act.

CHAPTER 1.

RATIONALE OF THE ACCOUNTANTS ACT, CAP. 266.

1.1 Historical background.

The origin of accountancy can be traced back to the early Arab and Italian societies in the sixth and seventh centuries. This developed into professional accountancy around the nineteenth century when societies of experts started emerging within communities. In Glasgow, Scotland, the Institute of Chartered Accountants of Scotland was formed in 1854 and by 1880 it had spread all over England and currently is known as the Institute of Chartered Accountants. With the advent of colonialism, the profession was introduced into Africa through the British administration of colonies. However, its growth was slow owing to the fact that student accountants were trained abroad and very few Africans could afford it. By 1962, Uganda had only four Ugandans qualified in professional accountancy.

1.1.1 Post independence.

In 1969, the East African Community (EAC) recognised that there was need to introduce accountancy locally as a profession. Subsequently, an Accountants Act of Uganda was passed in 1970 establishing an institute of accountants. Tanzania introduced a similar Act in 1971 followed by Kenya in 1972. The countries started by setting up local institutes of accountants similar to those existing in India and United Kingdom. Political change in Uganda in 1971 brought the plans to a standstill. The Act was neither enacted nor was the institute established.

After 1986 as Uganda's economy started growing, there was a demand for the formation of an Accountant's Institute. In July 1992, the Accountants Act, Cap. 266 was passed. The Act provided for qualifications that could be respected in East Africa. Consultations were made in Kenya, Tanzania and Zambia, where national laws governing accountancy were already in existence. The Government was faced with a problem of addressing itself to improving public management of finances and accountability yet there was a big shortage of professional accountants.

There was need to regulate the conduct and set acceptable standards to manage the professional conduct of and compliance by accountants as a profession. It was found necessary to enact a law that would establish a governing body and provide for the requisition and control of accountants. The Accountants Act established the institute and the council which would be the governing body of the institute.

1.1.2 Current state of accountancy profession in Uganda.

According to the World Bank estimates in the World Bank targets of 2000, Uganda requires about two thousand professional accountants. However, Uganda currently has only three hundred fully qualified professional accountants with two hundred others qualified but without the relevant experience.

The ICPAU started in 1996 and held its first examination in December 2000. An examination scheme was also set for accounting technicians in the same year. Currently, the ICPAU has registered eight hundred and fifty students for the CPA and four hundred and fifty under the ATCU. Twenty students have so far qualified under the ACTU program.

1.2 Analysis and proposals of reform.

1.2.1 The Long title.

It was observed that the present long title does not mention that a Public Accountants Examinations Board is set up under the Act. Acts that have bodies like commissions, institutes and boards established in them usually mention these bodies in their long titles. It is therefore necessary to mention the establishment of the board in the long title.

Recommendation 1

The long title should mention the establishment of the Public Accountants Examinations Board.

1.2.2 Seal of the institute.

In section 3, the seal of the council is authenticated by the signatures of the president and secretary in the presence of two other members of the council who sign the document independently of the signature of any person who may have signed the documents as a witness.

It was noted that the requirement for two other members of the council to sign the document in addition to the independent signature of the witness is not necessary. Council members are involved in the passing of any resolution related to any sealing of documents and need not be involved again to authenticate the seal every time the seal of the Institute is used.

Recommendation 2.

The seal of the institute should be authenticated by the signatures of the president and the secretary or in the absence of the president, by the signatures of the vice president and the secretary.

1.2.3 Membership of the institute.

Section 5 of the Accountants Act provides that the institute shall have the following membership: (a) full membership (b) associate membership (c) honorary membership. It was proposed that accounting technicians should be added as a category of members of the institute.

It was noted that the ATCU is the certificate the institute awards a candidate who has successfully completed an accounting technician course. The accounting technician course is a course within the accountancy profession at a technician level as opposed to a professional level. This course is designed to introduce technical knowledge, skills and certificates of the accountancy profession to the candidates. It is offered in many countries; for instance, in Kenya it is called the Accounting Technicians Certificate of Kenya (ATC(K)); in Tanzania it is called the National Accounting Technician Certificate (NATECHC); in United Kingdom, there is (a) Certificate of Accounting Technicians (CAT) for ACCA; and (b) Association of Accounting Technicians (AAT) for other accountancy institutes.

It was observed that since accounting technicians are not yet qualified accountants, there is no reason why they should be granted membership of the institute. However, it was observed that accounting technicians are a supporting cadre within the profession and need professional guidance and discipline. It was further noted that granting accounting technicians full membership before they completed their examinations would result in their complacency in becoming qualified accountants since they shall be members of the institute. It was

therefore proposed that accounting technicians should therefore be encouraged to become members after completing the institute's examinations.

It was further observed that although accounting technicians are not members of the above professional institutes, they are at present guided by the professional ethics of the institute. In some jurisdictions they form their own associations within the profession. Stakeholders were in agreement with the need to stipulate the status accounting technicians have under the law which does not define who accounting technicians are and that the term accounting technician should be defined.

Regarding the issue of recognised institutes whose members may seek membership of ICPAU, it was noted that this issue was part of the subject matter of an ongoing court case in the High Court between ICPAU and ICSA. Stakeholders consulted were in agreement that although the Act allows ICSA members to seek membership of ICPAU, ICSA members should not be members of ICPAU. A review of the position of ICSA members and accountants in United Kingdom, Zambia and South Africa indicate that in these countries, ICSA members are not members of the Institute and are governed separately from professional accountants. It was observed that members of ICSA mainly handled corporate governance while accountants handled financial management. Stakeholders recommended that ICSA members should have a separate governing body in Uganda and should not be governed by ICPAU or be eligible for ICPAU membership. ICSA stakeholders consulted are of the view that they are by law, entitled to be members of the institute and do not wish to change from that position.

Regarding the issue of honorary membership, it was noted that since professionals like engineers, doctors and lawyers do not provide for honorary membership, this category should be removed.

Section 5(4) provides that the council may set qualifications for associate membership of the Institute or may provide that a specified class of members of a society or institute may qualify for associate membership of the Institute. It was noted that this provision was included in order to recognise persons who did not have professional qualifications to practice as accountants but were already practicing accountancy at the time the Act came into force. It was agreed that the present associates will continue to be recognised but there will be no new associates recognised by the Institute. The goal is to have as many full members as possible.

Recommendation 3.

- (a) The council should have the power to provide for categories of members of the institute.**
- (b) A definition of accounting technicians should be included in the law. Accounting technicians should be defined as persons who have completed a course for accounting technicians in an institute in Uganda or any other institute recognised by the council.**
- (c) Accounting technicians should not be listed in the category of members of the institute.**
- (d) ICSA members should not be members of ICPAU. A separate governing body should be established to govern ICSA members in Uganda.**
- (e) Honorary membership should not be recognised as a category of membership of the institute. Section 5(1)(c) of the Act should be deleted.**
- (f) The provision requiring the council to set qualifications for associate membership of the institute or providing for a specified class of members of a society or institute that may qualify for associate membership of the institute should be deleted.**
- (g) Existing associate members should continue to practice as such.**

1.2.4 Membership of the council.

Section 11 provides that the governing body of the institute shall be a council which shall consist of eleven members. It was observed that the total number of members of the council provided in sections 11(2) and 12(1) and (2) is twelve. Therefore, the total of eleven members mentioned in section 11 (1) is an arithmetical error.

It was further noted that under section 11(2), the commissioner, treasury officer of accounts is one of the members of the council of the institute. It was observed that in the Public Finance and Accountability Act, the person responsible for Government accounts will use the title of accountant general and not the present title of commissioner, treasury officer of accountants. The title of commissioner, treasury officer of accounts should be replaced with accountant general. It is agreed that the one member of the council appointed by the Minister should be approved by the council.

In section 12(2), five of the eight elected members of the council should be practicing accountants. Stakeholders consulted were in agreement that the number five is rather a large number and there should only be four practicing accountants from the eight elected members.

It was observed that the term limit of the elected members of the council, under section 12(4) was rather long. The commission was informed by the stakeholders consulted that at the inception of the institute, there were few qualified accountants in the country hence the three-year term period for the council. However, this was no longer the case as the number of accountants in the country has increased. Members of the taskforce were in agreement that a period of three years is long. It was proposed and agreed to, that the council members should hold office for one year with no limit on the number of times that they can be appointed or elected to the council.

Recommendation 4.

- (a) **The governing body of the institute should be a council which should consist of twelve members one of whom should be elected the president of the council.**
- (b) **The title ‘commissioner, treasury officer of accounts’ should be replaced with the title, ‘accountant general’.**
- (c) **One member of the council should be appointed by the Minister on nomination by the council, while eight members shall be elected by the members of the Institute at the Annual General Meeting.**
- (d) **Of the eight members of the council elected by the members of the institute at the annual general meeting, four members should be practising accountants.**
- (e) **Elected and appointed members of the council should hold office for a period of one year without a limit on the number of times they can serve on the same.**

1.2.5 Functions of the council.

Section 13 provides for the functions of the council. Among these is to promote the usage of internationally accepted accounting and related standards in Uganda and to make suitable adaptation where necessary. Stakeholders noted that the council should, in line with its function of promoting accounting standards, promote auditing standards in Uganda as well. It is proposed that the council should not only promote but also issue accepted accounting and related standards in Uganda.

It was proposed and agreed that it shall be the responsibility of the council to publish the names of certified

public accountants and associate accountants in the Gazette and a newspaper of wide circulation.

It was further observed that although the fifth Schedule to the Act provides a list of institutes recognised by the institute for first enrolment, the function of recognising other institutions equivalent to the institute is not specifically provided as a function of the council in the Act. It was proposed that this should be provided for in the Act as one of the functions of the council.

Recommendation 5.

- (a) The council should issue and promote the usage of internationally accepted accounting and auditing related standards in Uganda and to make suitable adaptation where necessary.**
- (b) The council should supervise the registration and maintain the registers of certified public accountants of Uganda; and associate accountants of Uganda and should publish their names in the Gazette and in one newspaper of wide circulation.**
- (c) The council should prescribe societies and institutions with status equivalent to the institute.**

1.2.6 Examinations board.

Section 15(1)(a) provides that two qualified accountants from the teaching staff of Makerere University shall be members of the public accountants examinations board. It was noted that at the time of enacting the Act, Makerere University was the only recognised university in the country. However, presently there are more recognised universities in the country. It is recommended that the academic representation should come from any of the recognised universities in the country.

Section 15(1)(b) provides that examinations board shall among others consist of two members of the council. Stakeholders consulted noted that there is a need to get professional accountants outside the council involved in the examination board's matters. The subsection does not provide for the involvement of accountants who are not members of the council in matters of the examinations board. Section 15(j) of the Kenyan Accountants Act provides for two members who are nominated by the council. These are not necessarily members of the council. During consultations on the issue, a proposal was made to amend section 15(1)(b) to the effect that the two council members on the examinations board should be removed and replaced, by including a provision providing that the two members should instead be from outside the council, one of whom should be a practising accountant. However, this proposal was rejected by the stakeholders who recommended that the former position be retained.

Section 15(1)(d) provides that one representative from one internationally recognised institute of accountants shall be part of the examinations board. It was noted that this provision is quite impracticable because of the high costs incurred by the institute when it brings these representatives from abroad. It is too costly a burden on the Institute. For example, representatives come from the Institute of Certified Accountants of Scotland in Scotland, to serve as external examiners for the institute examinations. It is recommended that the provision is removed from the law and left as an administrative matter which is more flexible for the institute to handle.

Section 15(1)(f) provides that the secretary to the UNEB shall be the secretary to the examinations board. It was noted that ICPAU is an autonomous, professional institute from UNEB and above the examinations schemes handled by UNEB. The institute being at tertiary level was at a level of a university and therefore the secretary of UNEB should not be the secretary of the examination board.

In practice, having the secretary of UNEB acting as the secretary of the examinations board has proved to be rather difficult. The secretary of UNEB is often too busy to attend meetings of the examinations board and to

sign certificates of students who pass the institute's exams. It was proposed that the secretary of the institute should be the secretary of the examinations board. Stakeholders noted that, the examinations board should have a degree of independence from the institute and secondly, that the secretary of the institute should not be assigned many roles which would impede his or her effective performance as chief executive of the institute. Clarification was made that the secretary should not be looked at solely as an individual but as the head of a secretariat. This secretariat has persons who can serve as assistants to the secretary in dealing with matters regarding the day to day running of the institute. Stakeholders, while agreeing with the proposal, noted that under the Kenyan legislation, (section 16(1)) the secretary to the examinations board is appointed by the Minister.

The secretary of the institute, acting as secretary of the examinations board, would be performing functions that the secretary of the institute should normally do. It was agreed that appointing the secretary of the institute as its secretary would not erode the independence of the examinations board from the institute.

Stakeholders were in agreement that the term limit for all members of the examinations board should be stated in the law. This term limit should apply only to the non-council members of the examinations board because the term limit for council members of the institute is already provided. A period of three years was agreed to. This term should be renewable.

Recommendation 6.

- (a) The membership of the examinations board should include two qualified accountants from the teaching staff of a university recognised by Government and approved by the council.**
- (b) The provision providing that one representative from two internationally recognised institutes of accountants to be determined from time to time by the minister on the advice of the council, shall be part of the examinations board should be deleted.**
- (c) The secretary of the institute should be the secretary of the examinations board.**
- (d) The term of any members of the board other than the council members should be for a period of three years and should be renewable.**

1.2.7 Registrar of accountants.

Section 18 provides that the auditor general shall be the registrar of accountants under the Act.

It was noted that since it is the secretary of the institute who maintains the register of accountants, the function of serving as the registrar would be in line with his or her function of maintaining the register of accountants.

Stakeholders recognised that the auditor general deals with accountants employed in the public sector and not those in private sector whom the Act is primarily concerned with. The auditor general is a member of the council and as a result can challenge any registration that he or she feels should not be effected.

Recommendation 7.

The secretary of the institute should be the registrar of accountants.

1.2.8 Practicing accountancy.

Section 20 (1) provides that no person shall practice accountancy in Uganda unless he or she possesses a practicing certificate or licence issued under the provisions of the Act. It was observed that the subsection as it stands does not provide a penalty for practicing accountancy without a practicing certificate.

Section 26(5) of the Tanzanian Act provides for a penalty not exceeding six hundred thousand shillings or to a term of imprisonment not exceeding two years or to both such fine and imprisonment for practising accountancy without a practicing certificate.

The Tanzanian legislation, unlike that of Uganda clearly makes it an offence to engage in the acts spelt out under section 26 of the Tanzanian Act. It is proposed that Uganda should adopt a penalty provision similar to that under Tanzanian legislation to provide for a penalty of practicing as an accountant without a valid practicing certificate or licence. It was proposed and agreed to by stakeholders consulted that a penalty not exceeding twenty four currency points or a term of imprisonment not exceeding twelve months or to both such fine or imprisonment should be incorporated into section 20(1).

Under section 20(2) (a) a person is deemed to practice accountancy if he or she, for payment whether by himself or herself or in partnership with another person offers to perform or performs services involving auditing, verification or certification of financial accounting or related statements. It was noted that verification and certification are often done together and the law should reflect this.

Recommendation 8.

- (a) **In addition to prohibiting any practice of accountancy without a certificate or licence, a penalty should also be introduced. The following provision is proposed-**
- “A person not in possession of a valid practising certificate or practising licence who practises as an accountant, commits an offence and shall, on conviction, be liable to a fine not exceeding fifty currency points or to imprisonment for a period not exceeding twenty five months or both.”*
- (b) **A person shall be deemed to practice accountancy if he or she, offers accountancy services for pay at a level of certifying or giving certificates on financial statements.**

1.2.9 Certificate of practice.

Under section 21(3) the council shall after being satisfied that the applicant is an enrolled and registered person and on payment of the prescribed fee, grant a certificate of practice to the applicant.

The taskforce members proposed that the word ‘shall’ should be replaced with the word ‘may’ to give the council the discretion to grant the certificate which the present subsection does not provide.

Section 21 of the Accountants Act of Kenya provides that-

Where an application is made by a person in accordance with Section 20, the Registration Board shall issue to him a practicing certificate if it is satisfied that-

- (a) *he is registered;*
- (b) *he has received from an accountant who is the holder of a practicing certificate instruction of such nature and for such period as may be prescribed; and*
- (c) *he meets such other requirements as may be prescribed and, if not so satisfied, shall refuse the application.*

Under the Kenyan legislation issuance of the certificate is automatic if the requirements are satisfied. It was argued that similar to the Kenyan position, in Uganda too, an applicant who satisfies all the requirements should be given the certificate or licence.

It was agreed that the provision as it is, gives no discretion to the council to refuse grant of a certificate of

refuses to grant a certificate of practice to an applicant, the council should within a specific period inform the applicant of its decision and the reasons for it. Stakeholders consulted were in agreement that a period of thirty days in which the applicant should be informed would suffice. The applicant should have a right to appeal against the refusal of the council to grant the certificate.

Recommendation 9.

- (a) The council may, after being satisfied that the applicant is a fit and proper person and on payment of the prescribed fee, grant a licence of practice to the applicant.**
- (b) Where council refuses to grant a certificate of practice to an applicant, it should within thirty days inform the applicant of its decision, the reasons for it and the applicants right of appeal against the decision.**

1.2.10 Disciplinary committee.

Section 26 provides for the establishment of the disciplinary committee. All members of the disciplinary committee are appointed by the council from among the members of the institute.

Stakeholders noted that the disciplinary committee should be impartial when handling disciplinary matters. The impartiality of the committee should be reflected in its composition. The committee should not be composed of only members of the institute as was the case under the Act but also with non-members of the institute. Stakeholders were in agreement that the disciplinary committee members should be appointed by the council and should consist of five members with the chairperson appointed from amongst the members of the council. Two members who should be from among the members of the institute and two non members of the institute.

Recommendation 10.

There should be established a disciplinary committee consisting of five members, one of whom should be the chairperson and they should be appointed by the council as follows-

- (a) the chairperson who should be a member of the council;**
- (b) two members who should be members of the institute; and**
- (c) two members who should be non-members of the institute.**

1.2.11 Publication of registers.

Section 40(2) provides that the registrar shall, at the beginning of each year, cause to be published in the Gazette up to date registers at the close of the pervious year as soon as practicable. Stakeholders noted that the words 'as soon as practicable' did not provide for a definite timeframe within which the registers are published in the Gazette.

A similar provision providing for the publication of the lists of certified public accountants was noted in section 8 of the Auditors and Accountants (Registration) Act of Tanzania which provides that-

- (1) "The Executive Director shall cause to be published in the Gazette as soon as may be practicable after registration, the name, address and qualifications of each Certified Public Accountant.*
- (2) The Executive Director shall cause to be published in the Gazette as soon as conveniently may be after the first day of January in each year, a list containing*

the names, addresses and qualifications of all registered Certified Public Accountants...”

The above section does not provide for what the words “as soon as may be practicable” mean. It was agreed that the time frame within which registers should be published in the newspapers should be specified in the law.

It was proposed and agreed that up to date registers should be published in the Gazette and a widely circulated newspaper within three months of commencement of the Act and thereafter every twelve months.

Recommendation 11.

Within a period of three months from the commencement of the Act, the registrar shall publish a list of members by category of the Institute in the Gazette and in one newspaper of wide circulation; and thereafter publish such a list of new members after every twelve months.

1.2.12 Bye-laws.

Section 46 provides that the council may, by statutory instrument and with the approval of the Minister, make Bye-laws. The term Bye-laws are usually given to laws made by local government administrations and should not be used to refer to administrative matters that the council seeks to establish for the institute. Such administrative matters are usually handled in regulations to the law. It is proposed that the term “*Bye-laws*” be replaced with the term “*regulations*”.

The procedure provided for amending the schedules to the Act is that the Minister may, upon recommendation of the council, by statutory instrument, amend the schedules to the Act. It is proposed that the same procedure of making the regulations should be followed when making amendments to the regulations.

Recommendation 12.

- (a) The term ‘Bye-laws’ should be replaced with the term ‘regulations’.
- (b) The council may, upon approval of the Minister, by Statutory Instrument, amend the regulations to the Act.

1.2.13 Repeal of Accountants Act, Cap. 266.

The proposals being made to amend the Accountants Act are extensive. To avoid the need for cross referencing and to make the Act clearer and easily accessible, it is recommended that the current Act should be replaced with a new Accountants Act which should consolidate the current Act and the proposed amendments.

Recommendation 13.

The Accountants Act should be replaced with a new Act.

1.2.14 Temporary and transitional provisions (interim provisions).

It was observed that the temporary and transitional provisions (interim provisions sections 47 to 54) have been rendered redundant by effluxion of time and are no longer necessary. Issues contained in the temporary and transitional provisions such as the interim council, interim president, first enrolment and the first general meeting, have all taken place and are now redundant. Consequently, the new law should not contain these provisions

Recommendation 14.

All temporary and transitional provisions should be repealed.

1.2.15 Schedules.

It was observed that matters provided in the schedules to the Act are operational matters. The majority of these matters are continuously changing for example, the methods of voting provided in the First Schedule or the recognised institutes provided in the Fifth Schedule. It was agreed that these matters should be in a form which is easier to amend than an Act. These matters should be drafted in form of regulations to the Act, making it easier to amend.

Recommendation 15.

- (a) All schedules to the Accountants Act should be repealed.**
- (b) Regulations to the proposed Act should be drafted incorporating the schedules retained by the Accountants Act.**

ANNEX 1

THE ACCOUNTANTS BILL, 2004.

Arrangement of Clauses.

Clause.

PART I - PRELIMINARY.

1. Interpretation.

PART II - ESTABLISHMENT OF THE INSTITUTE AND THE COUNCIL.

2. Establishment of the institute.
3. Seal of the institute.
4. Functions of the institute.
5. Membership of the institute.
6. Enrolment.
7. Disqualification from enrolment.
8. Registration.
9. Certified Public Accountant of Uganda.
10. Meetings of the institute.
11. The council.
12. Appointment of members of the council
13. Resignation of members of the council.
14. Functions of the council.
15. Meetings of the council.

PART III - ESTABLISHMENT OF THE EXAMINATIONS BOARD.

16. Establishment of the examinations board.
17. Functions of the examinations board.

PART IV - SECRETARY, REGISTRAR AND STAFF OF THE INSTITUTE.

18. Secretary of the institute.
19. Registrar.
20. Other staff.

PART V - REGULATIONS OF PUBLIC PRACTICE.

21. Practicing accountancy.
22. Certificate of practice.
23. Renewal of certificate.
24. Licence of practice.
25. Renewal of licence.
26. Associate accountant of Uganda.
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PART VI - DISCIPLINARY COMMITTEE AND INQUIRIES.

28. Establishment of disciplinary committee.
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31. Procedure of disciplinary committee.
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33. Report to council.
34. Disciplinary appeals committee.
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36. Appeals to the disciplinary appeals committee.
37. Notice of appeal.
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PART VII - FINANCIAL PROVISIONS.

48. Funds of the institute.
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51. Financial year.
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PART VIII - MISCELLANEOUS PROVISIONS.

54. Register.
55. Extract from the register.
56. Alteration of the register.
57. Other committees.
58. Inspection of offices.
59. Professional code of ethics.
60. Regulations.
61. Power to amend regulations.
62. Amendment of schedule.
63. Consequential amendments.
64. Repeal.

SCHEDULE.

Currency point.

THE ACCOUNTANTS BILL, 2004

A Bill for an Act

Entitled

THE ACCOUNTANTS ACT, 2004

An Act to establish an Institute of Certified Public Accountants of Uganda, to provide for a council responsible for the management of the institute, to provide for the registration and control of accountants, to establish an accountants examinations board and to provide for the disciplining of accountants and the maintenance of professional standards and other matters connected.

PART 1 - PRELIMINARY.

1. Interpretation.

In this Act unless the context otherwise requires -

“accountant” means a certified public accountant or an associate accountant registered under this Act.

“accounting technician” means a person who has completed a course for accounting technicians in an institute in Uganda or any other institute recognised by the council;

“council” means the council of the institute established under section 11;

“currency point” has the value assigned to it in the schedule;

“disciplinary committee” means the disciplinary committee appointed under section 28;

“examination board” means the examination board established under section 16;

“Institute” means the institute of certified public accountants of Uganda established under section 2;

“member” in relation to the institute, includes an associate member of the institute;

“Minister” means the Minister responsible for finance;

“practicing accountancy” means offering accountancy services for pay at a level of certifying or giving certificates on financial statements;

“president” means the president of the council elected under subsection (3) of section 12;

“public officer” means any person holding or acting in an office in the public service;

“registrar” means the registrar of accountants under section 19;

“secretary” means the secretary to the council appointed under clause 18.

PART 11 - ESTABLISHMENT OF THE INSTITUTE AND THE COUNCIL

2. Establishment of the institute.

- (1) There is established an institute to be known as the Institute of Certified Public Accountants of Uganda which shall be a body corporate having perpetual succession and may sue or be sued in its corporate name.
- (2) The institute may hold, acquire or dispose of any property, movable or immovable.

3. Seal of the institute.

- (1) The institute shall have a common seal which shall be kept in the custody of the secretary and which shall not be affixed to any document except by order of the council.
- (2) The seal of the institute shall be authenticated by the signatures of the president and the secretary or in the absence of the president by the signatures of the vice president and the secretary.

4. Functions of the institute.

The functions of the institute shall be -

- (a) to regulate and maintain the standard of accountancy in Uganda; and
- (b) to prescribe or regulate the conduct of accountants in Uganda.

5. Membership of the institute.

- (1) The institute shall have the following categories of membership -
 - (a) full membership;
 - (b) associate membership; and
 - (c) retired members.
- (2) A person shall be eligible for membership of the institute if he or she -
 - (a) passes the qualifying examinations conducted by the board under this Act; and completes practical training prescribed by the council; or
 - (b) is a member of a society or an institute of accountants approved by the council as being a society or institute with a status equivalent to that of the institute.
- (3) The council may provide that –
 - (a) a specific class of members of a society or institute of accountants approved as being a society or institute with a status equivalent to that of the Institute shall be eligible for membership; or
 - (b) a member of a specific society or institute of accountants shall not be eligible for membership of the institute unless he or she undergoes training of practical experience as may be prescribed by the council.
- (4) A person shall be eligible for membership as a full member of the institute on application to the institute, having fulfilled the conditions set out in subsection 2 of this section.
- (5) A person shall be eligible for membership as a retired member of the institute if he or she retires from professional practice on attaining the age of sixty and applies to the council for retirement.
- (6) A person shall be eligible for membership as an associate member of the institute if he or she satisfies the conditions set down by the council for such membership.

6. Enrolment.

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- (1) A person who is eligible for membership of the institute under section 5 may make an application to the council for enrolment as a full member or associate member and the council shall, if it is satisfied that the applicant is an eligible person, direct the secretary to enrol the applicant as a full member or associate member of the institute on payment of the enrolment fee and the annual subscription fee.
- (2) The secretary shall enrol and issue a certificate of enrolment to the applicant.

7. Disqualification from enrolment.

No person shall be enrolled or continue to be a member of the institute if he or she -

- (a) has been adjudged by a competent court to be of unsound mind;
- (b) is an undischarged bankrupt; or
- (c) has been convicted of a serious criminal offence or an offence involving fraud or dishonesty.

8. Registration.

- (1) A person enrolled under section 6 shall, on presentation of the certificate of enrolment to the Registrar, be registered as a Certified Public Accountant of Uganda or as an Associate Accountant of Uganda and his or her name shall be entered in the register of members.
- (2) Within a period of three months from the commencement of this Act, the registrar shall publish a list of members by category of the Institute in the Gazette and in one newspaper of wide circulation; and thereafter publish such a list of new members after every twelve months.

9. Certified Public Accountant of Uganda.

A person enrolled as a full member under section 6 and registered under section 8 may use the title Certified Public Accountant of Uganda (CPA(U)) after his or her name.

10. Meetings of the institute.

The meetings of the institute shall be held in accordance with the provisions of the Regulations to this Act.

11. The council.

- (1) The governing body of the Institute shall be a council which shall consist of twelve members.
- (2) The Accountant General, the Auditor General and the commissioner of education shall be *ex officio* members of the council.

12. Appointment of the members of the council.

- (1) One member of the council shall be appointed by the Minister on nomination by the council while eight members shall be elected by the members of the Institute at the Annual General Meeting.
- (2) Of the eight members elected under subsection (1) four members shall be practicing accountants.
- (3) The council shall, during its first meeting, elect, from among the elected members, a president and a vice-president.
- (4) The elected members and appointed members of the council shall hold office for one year and shall be eligible for reelection or reappointment.

13. Resignation of members of the council.

- (1) A member of the council, other than the *ex-officio* members, may resign his or her office by writing, addressed to the president and in case of the president, addressed to the secretary.
- (2) Where an elected member of the council ceases to be a member of the institute, he or she shall cease to be a member of the council.
- (3) Where an appointed or elected member dies or ceases to be a member of the council other than by effluxion of time -
 - (a) if that member was an appointed member, the Minister shall appoint another person to fill the vacancy; or
 - (b) if that member was an elected member the council shall co-opt a member of the institute pending the election of another member at the next annual general meeting.

14. Functions of the council.

The functions of the council shall be to –

- (a) admit members to the Institute;
- (b) approve courses of study;
- (c) provide for the qualifications for and registration of students of the institute;
- (d) supervise and regulate practical training and education carried out under the Institute;
- (e) issue certificates and licences to be issued under this Act;
- (f) maintain and publish the roll of members of the institute;
- (g) supervise the registration and maintain registers of Certified Public Accountants of Uganda; and associated accountants of Uganda and to publish their names in the Gazette and in one newspaper of wide circulation;
- (h) ensure the maintenance of professional standards among members of the Institute and to take steps to acquaint the members with methods and practises necessary to maintain those standards;
- (i) issue and promote the usage of internationally accepted accounting and auditing related standards in Uganda and to make suitable adaptation where necessary;
- (j) prescribe societies and institutions with a status equivalent to the Institute;
- (k) secure international recognition of the Institute;
- (l) to maintain a library or libraries of books and periodicals relating to accountancy and allied subjects and to encourage the publication of similar books and periodicals in Uganda;
- (m) promote the publication of a journal of the institute;
- (n) encourage research in accountancy and allied subjects in Uganda for the advancement of professional accountancy in the country;
- (o) regulate the conduct and promote good ethical standards and discipline of members of the institute;
- (p) prescribe fees and subscriptions payable by members and students of the institute; and
- (r) do anything that is incidental to the functions of the institute.

15. Meetings of the council.

The meetings of the council shall be in accordance with the regulations to this Act.

PART III - ESTABLISHMENT OF THE EXAMINATIONS BOARD.

16. Establishment of the examinations board.

- (1) There is established a board to be known as the Public Accountants Examinations Board which shall consist of –
 - (a) two qualified accountants from the teaching staff of a university recognised by Government and approved by the council;
 - (b) two members of the council;
 - (c) one representative from the Ministry responsible for education;
 - (d) one representative from the Uganda National Examinations Board; and
 - (e) the secretary of the institute who shall be the secretary of the board.
- (2) The Minister shall, in consultation with the council, appoint the chairperson of the board from among the members of the board.
- (3) The term of any member of the board other than the council members of the institute and the secretary of the Institute shall be for a period of three years and may be renewable.

17. Functions of the examinations board.

The functions of the examinations board shall be -

- (a) to determine the syllabi and curricula in respect of examination in the subjects of study;
- (b) to conduct accountancy examinations;
- (c) to appoint examiners and moderators of examinations;
- (d) to make rules governing examinations; and
- (e) to do any other thing that is connected with the management of accountancy examinations.

PART IV - SECRETARY, REGISTRAR AND STAFF OF THE INSTITUTE.

18. Secretary of the institute.

- (1) There shall be a secretary to the institute who shall be appointed by the council and whose terms and conditions shall be determined by the council.
- (2) The secretary shall be the chief executive officer of the institute and shall be a full-time employee of the institute.
- (3) The secretary shall be responsible for recording the minutes of the general meetings and of all the meetings of the council and its committees and shall keep custody of all the documents of the institute and the council.

19. Registrar.

The secretary of the institute shall be the registrar of accountants under this Act.

20. Other staff.

The institute shall have other officers and employees as may be appointed by the council and the officers and employees shall hold office on terms and conditions determined by the council.

PART V - REGULATIONS OF PUBLIC PRACTICE.

21. Practicing accountancy.

- (1) A person shall be deemed to practice accountancy if he or she, for payment whether by himself or herself or in partnership with another person -
 - (a) offers to perform or performs services involving auditing, verification and certification of financial statements or related reports; and
 - (b) renders any service which, in accounting practices or regulations made by the council, are services amounting to practicing accountancy.
- (2) A public officer or any other employee who is not a qualified accountant shall not be deemed to have practiced accountancy if, through the course of his or her employment, he or she does any of the acts referred to in subsection (1).

22. Certificate of practice.

- (1) A person enrolled and registered under this Act may apply to the council for a certificate of practice.
- (2) An application for a certificate of practice shall be in a form prescribed by the council and addressed to the secretary.
- (3) The council may, after being satisfied that the applicant is an enrolled and registered person and on payment of the prescribed fee, grant a certificate of practice to the applicant.
- (4) A certificate issued under subsection (3) shall be valid from the date of issue to the 31st day of December of the calendar year in which it is issued and may be renewed on application by the accountant.
- (5) The council shall not grant a certificate of practice to a firm of accountants.
- (6) Where the council refuses to grant a certificate of practice to an applicant, the council shall within thirty days inform the applicant of its decision, the reasons for the refusal and the applicants right of appeal.

23. Renewal of certificate.

- (1) The council may, on advice of the disciplinary committee and after due inquiry, refuse to renew a certificate of practice.
- (2) Where no application for the renewal of a certificate is made within three months from the beginning of the year for which the certificate is renewable, the secretary shall, by registered mail, send a notice to the accountant concerned -
 - (a) notifying him or her that the certificate has not been renewed for that year; and
 - (b) inquiring whether that accountant has ceased to practice accountancy,

and if no reply is received within three months from the date of that notice, the secretary shall inform the council and the council shall order the removal of the name of that accountant from the register of persons holding certificates of practice.

24. Licence of practice.

- (1) A person who was enrolled as an associate accountant under the Accountants Act may apply to the council for a licence of practice.
- (2) An application for a licence of practice shall be in a form prescribed by the council and shall be addressed to the secretary.
- (3) The council may, after being satisfied that the applicant is a proper and fit person and on payment of the prescribed fee, grant a licence of practice to the applicant.
- (4) A licence issued under subsection (3) shall be valid from the date of issue to the 31st day of December of the calendar year in which it is issued and may be renewable on application by the accountant.
- (5) The council shall not grant a licence of practice to a firm of accountants.
- (6) Where the council refuses to grant a licence of practice to an applicant, the council shall within thirty days inform the applicant of its decision and the reasons for the refusal.

25. Renewal licence.

- (1) The council may, on the advice of the disciplinary committee, after due inquiry, refuse to renew a licence of practice.
- (2) Where no application for the renewal of a licence is made within three months of the new calendar year for which the licence is renewable, the secretary shall, by registered mail, send a notice to the accountant concerned -
 - (a) notifying him or her that the licence has not been renewed for that year; and
 - (b) inquiring whether, that accountant has ceased to practice accountancy,and if no reply is received within three months from the date of the notice, the secretary shall order the removal of the name of that associate accountant from the register.

26. Associate accountant of Uganda.

A person issued with a licence of practice under section 24 shall be known as an Associate Accountant of Uganda (AA(U)) and may use that title after his or her name.

27. Offence to practise without certificate or licence.

A person who is not in possession of a valid practicing certificate or practicing licence who practices as an accountant, commits an offence and shall, on conviction, be liable to a fine not exceeding fifty currency points or to imprisonment for a period not exceeding twenty five months or to both.

PART VI - DISCIPLINARY COMMITTEE AND INQUIRIES.

28. Establishment of disciplinary committee.

- (1) There is established a disciplinary committee consisting of five members, one of whom shall be

the chairperson, appointed by the council as follow-

- (a) the chairperson who shall be a member of the council;
 - (b) two members who shall be members of the institute; and
 - (c) two members who shall be non members of the institute.
- (2) A member of the disciplinary committee shall hold office for one year and shall be eligible for reappointment.

29. Complaints against accountants.

- (1) A complaint or an allegation against an accountant which if proved would constitute professional misconduct may be made to the disciplinary committee by the council or any person.
- (2) Upon receipt of a complaint, the secretary shall as soon as is practicable, refer the matter to the disciplinary committee and the committee shall fix a date for the hearing of the complaint.
- (3) The disciplinary committee shall give the accountant against whom the complaint or allegation is made an opportunity to be heard and shall furnish him or her with a copy of the complaint and any other relevant document at least seven days before the date fixed for the hearing.

30. Secretary to disciplinary committee.

The secretary shall be the secretary to the disciplinary committee.

31. Procedure of disciplinary committee.

The procedure to be followed by the disciplinary committee shall be as provided in the regulations to this Act.

32. Committee's decision.

After hearing the complainant and the accountant to whom the complaint relates and after considering the evidence adduced, the disciplinary committee may dismiss the complaint if no grounds for a disciplinary action are disclosed or if a ground for a disciplinary action is disclosed, impose any or a combination of the following sanctions -

- (a) the accountant be admonished;
- (b) suspend the certificate or licence of the accountant for a specified period not exceeding two years;
- (c) suspend the accountant from membership of the institute for a specified period not exceeding two years;
- (d) payment of a fine that may be determined by the disciplinary committee;
- (e) payment of compensation determined by the disciplinary committee, to any person who may have suffered loss or injury as a result of the misconduct; or
- (f) the name of the accountant be struck off the register of members.

33. Report to council.

The disciplinary committee shall, on conclusion of the case, make a report of its finding in writing, to the council and the council shall within fourteen days deliver to the complainant and the accountant to whom the complaint relates a copy of the report.

34. Disciplinary appeals committee.

- (1) There is established by the council a disciplinary appeal committee.
- (2) The disciplinary appeal committee shall consist of-
 - (a) A chairman who shall be an advocate;
 - (b) three members of the Institute; and
 - (c) one member who shall not be an accountant.
- (3) The chairman and two other members shall constitute a quorum at any meeting of the disciplinary appeal committee.
- (4) The council shall pay remuneration and reasonable expenses to the member of the disciplinary appeal committee who is not a member of the institute.

35. Powers and functions of the disciplinary appeal committee.

The disciplinary appeal committee shall be responsible for hearing and determining appeals from the decisions of the disciplinary committee.

36. Appeals to the disciplinary appeal committee.

- (1) A defendant against whom any order has been made by the disciplinary committee may, within twenty one days of service of notice of the order on him or her or such longer period as the disciplinary committee may decide, give notice of appeal, provided that no appeal shall lie solely on the question of costs.
- (2) Where the appeal is from an order of the disciplinary committee, any cost ordered shall, unless the disciplinary committee which heard the complaint against the defendant otherwise directs and any conditions attached to that direction have been complied with, be paid to the institute on or before the giving of notice of appeal and failure to do so shall invalidate such notice.
- (3) The disciplinary appeal committee shall notify the appellant of the time and place of the hearing of his appeal.
- (4) At the hearing the appellant shall be entitled to be heard before the disciplinary appeal committee and to be represented by such person as he or she may wish.
- (5) The appeal may be heard in the absence of the appellant provided that the disciplinary appeal committee is satisfied that he or she has been served with the hearing notice.
- (6) The respondent shall be presented to the disciplinary appeal committee by the presenter.
- (7) The disciplinary appeal committee may also instruct an advocate to act as its legal adviser on the hearing of any appeal.
- (8) The appellant or the presenter may, either at the hearing or in advance, request the appeal committee, that the hearing be adjourned to a future date.
- (9) The disciplinary appeal committee may agree to the request subject to such conditions as it may determine or may direct that the case should be adjourned or agree to the request.
- (10) The disciplinary appeal committee shall adjourn the proceedings where criminal proceedings concerning a relevant matter to which the appellant is a party are pending.

37. Notice of appeal

The notice of appeal shall-

- (a) be in writing and addressed to the secretary;
- (b) state whether the appellant appeals against the findings or the order made by the disciplinary committee;
- (c) state the grounds of appeal and the grounds so stated shall not thereafter be amended except with the leave of the disciplinary appeal committee;
- (d) state whether the appellant intend to appear at the hearing of the appeal; and
- (e) include a submission which the appellant wishes the disciplinary appeal committee to take into account when considering the appeal.

38. Presentation of the appeal.

- (1) When the appellant appeals against the findings made by the disciplinary committee-
 - (a) the hearing shall be a fresh hearing;
 - (b) the appellant shall present the case first;
 - (c) the presenter shall respond; and
 - (d) both parties may call witnesses.
- (2) When the appeal is against the order of the disciplinary committee
 - (a) the presenter shall outline the facts supporting the order; and
 - (b) the appellant shall make a statement in mitigation.

39. Orders of the disciplinary appeal committee

On the conclusion of the hearing of the appeal, the disciplinary appeal committee shall consider the appeal and may do any one or more of the following:

- (a) affirm, vary or rescind any order of the disciplinary committee;
- (b) substitute any other order which the disciplinary committee could have made;
- (c) direct that the appellant pay to the institute, by way of costs of the appeal, such sum as the disciplinary appeal committee shall consider appropriate; or
- (d) where the disciplinary appeal committee has wholly rescinded any direction as to costs and has not itself made any direction as to costs, it shall direct the institute to pay a sum to the appellant by way of contribution to his or her costs incurred in connection with the case and the appeal such amount as the appeal committee shall in its discretion decide.

40. Announcement of verdict.

- (1) The disciplinary appeal committee shall announce its verdict at the close of the hearing and a written notice of the order made shall be notified to the appellant within fourteen days, together with a statement of the reasons for its decision.
- (2) An order made by the disciplinary appeal committee shall take effect from the date it is made unless the disciplinary appeal committee directs otherwise.

41. Publication of the order of the disciplinary appeal committee.

Any order of the disciplinary appeal committee shall as soon as it has become effective, be published in such manner as it thinks fit.

42. Hearing of appeal to be in open.

- (1) Hearings of the disciplinary appeal committee shall be open to the public unless it is specifically determined otherwise.
- (2) The disciplinary appeal committee may adopt such procedures as it deems necessary or desirable in connection with the attendance by the public at its hearing of appeal.

43. Sending of notices.

- (1) Any notice or other document required to be served on a member may-
 - (a) be given to him or her personally;
 - (b) be sent by post to his or her the registered place of address;
 - (c) be delivered to the chairperson local council I in which his or her registered place of address in situated; or
 - (d) be sent by post to his or her last address known to the Institute.
- (2) Any notice or document required to be served on the institute may be given by sending it to the secretary at the principal office of the institute.

44. Payments to the institute.

Any order to pay money to the institute shall be complied with within twenty one days from the date of the order unless the council otherwise agrees but where the subject of the order is a firm the money shall be jointly and severally due from and shall be paid by, the persons who were notified to the institute as being partners in the firm, on the date of the order.

45. Attendance at hearing.

A person may attend a hearing of the disciplinary committee or of the disciplinary appeal committee where he or she is a party notwithstanding that he or she may have previously indicated that he or she did not intend to attend.

46. Appeal to the High Court.

An accountant or complainant aggrieved by the decision or order of the disciplinary appeals committee may appeal against the decision or order to the High Court within three months from the date on which the report of the disciplinary committee was delivered to that accountant or complainant.

47. Implementation of disciplinary committee's orders.

- (1) The council shall be responsible for the implementation of the disciplinary committee's orders.
- (2) Where the council strikes off the name of an accountant from the register of members -

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- (a) the certificate of membership and the certificate of practice of a certified public accountant shall stand cancelled and the council shall require that person to return the certificate to the council within seven days; or
- (b) the certificate of membership and the licence of practice of an associate accountant shall stand cancelled and the council shall require that person to return the licence to the council within seven days.

PART VII - FINANCIAL PROVISIONS.

48. Funds of the institute.

- (1) The funds of the Institute shall consist of -
 - (a) registration and annual subscription fees from members of the institute;
 - (b) fees and other monies paid for services rendered by the institute;
 - (c) grants, gifts or donations to the institute;
 - (d) money borrowed by the institute for the performance of its functions; and
 - (e) any other monies which the institute may receive.
- (2) All monies of the institute shall be managed through funds to be established by the council for the purpose.
- (3) The institute may operate bank accounts in banks approved by the council and shall be operated in a manner decided by the council.

49. Borrowing power.

The council may borrow money on terms that may be agreed upon by the council for the performance of the functions of the institute.

50. Investment.

The council may invest monies of the institute in any securities issued or guaranteed by the government or in any other securities approved by the council.

51. Financial year.

The financial year of the institute shall be the calendar year beginning from the 1st day of January and ending on the 31st day of December each year.

52. Accounts and audit.

- (1) The institute shall keep proper books of account and shall prepare the annual financial statements for the immediately preceding financial year not later than the 31st day of March in the following year.
- (2) The financial statements shall be audited by a practising member of the Institute, not being a member of the council, who shall be appointed by the members at the annual general meeting.
- (3) An auditor appointed under subsection (2) shall have the same powers and duties as are conferred upon an auditor appointed under the Companies Act.

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- (4) The council shall furnish each member of the institute the audited financial statements for the preceding year together with the auditor's report not later than the 31st day of May each year.

53. Annual subscription fee.

- (1) The annual subscription fee shall be determined by the council, from time to time and shall be due and payable to the secretary -
- (a) in case of first enrolment, at the time of enrolment; or
 - (b) in any other case, on the 1st day of January in each year.
- (2) All other fees shall be determined by the council and payable to the secretary.
- (3) The council may strike off from the register of members the name of an accountant if the annual subscription fee remains unpaid by that accountant for a period exceeding four months from the time it is due.

PART VIII - MISCELLANEOUS PROVISIONS.

54. Registers.

- (1) The Registrar shall maintain separately the following registers in which shall be entered particulars that the council may prescribe –
- (a) a register of members;
 - (b) a register of accountants holding certificates of practice; and
 - (c) a register of accountants holding licences of practice.

55. Extract from the register.

- (1) Any extract from the register which is certified by the registrar under his or her hand shall be received in a court or tribunal without any further proof of its contents.
- (2) An accountant may get an extract from the register on the payment of the prescribed fee.

56. Alteration of the register.

- (1) The Registrar may -
- (a) make any corrections in the register as may be necessary;
 - (b) remove from the register the name of a deceased person;
 - (c) remove from the register the name of a person whose name has been ordered to be removed under the provisions of this Act;
 - (d) with the consent of the person concerned, remove from the register the name of a person who has ceased to practice.
- (2) Where the registrar has reason to believe that an accountant has ceased to practice, he or she may send to that registered person a notice by registered post inquiring whether that person has ceased to practise in Uganda and if no reply is received by the registrar within thirty days, the registrar shall remove from the relevant register the name of that person.
- (3) The council shall, for the purposes of subsection (2), furnish the registrar with any relevant information that may be in its possession.

57. Other committees.

institute to deal with specific matters of the institute.

- (2) The chairperson of a committee appointed under subsection (1) shall be a member of the council.
- (3) The council may regulate the proceedings of the committees appointed under subsection (1).

58. Inspection of offices.

- (1) The council may, at any time whether before or after granting a certificate of practice or a licence of practice, inspect the premises or offices of an accountant to ascertain whether the premises are suitable for carrying on the business of accountancy and whether the accountant is able to supervise his or her subordinates working in premises other than his or her office.
- (2) The council may suspend, revoke a certificate of practice or a licence of practice of an accountant, or take other punitive action against an accountant who, after being granted the certificate of practice or licence of practice, fails to maintain the premises suitable for carrying on the business of accountancy.

59. Professional code of ethics.

- (1) Every accountant enrolled under this Act shall be subject to the Professional Code of Ethics provided in the regulations to this Act.
- (2) A person contravening a provision of the professional code of ethics commits a professional misconduct and shall be dealt with by the disciplinary committee as appropriate.

60. Regulations.

The Minister may, by statutory instrument on the recommendation of the council, make regulations respecting

- (a) the summoning and holding of meetings of the council;
- (b) the management of the property and funds of the institute
- (c) the election of members of the council and the appointment of the committees;
- (d) the disciplinary control of officers and employees of the institute;
- (e) anything that is required to be prescribed under this Act; or
- (f) the better performance of the functions of the institute.

61. Power to amend Regulations.

The Minister may, on the recommendation of council, by statutory instrument, amend the regulations to this Act.

62. Amendment of Schedule.

The Minister may, by statutory instrument with the approval of Cabinet, amend the Schedule to this Act.

63. Consequential amendments.

Where under any law in force the qualification of an auditor is provided, that qualification shall be construed to refer to a certified public accountant of Uganda or any other qualification that may be prescribed under the provisions of this Act.

64. Repeal of the Accountants Act.

The Accountants Act, Cap 266, is repealed.

Schedule.

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ANNEX 2

STATUTORY INSTRUMENT

2004 NO.

The (Institute of Certified Public Accountants) Regulations 2004

Arrangement of Regulations

Regulation

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STATUTORY INSTRUMENTS.

**The Institute of Certified Public Accountants of Uganda Regulations, 2004
(Under section 60 of the Accountants Act).**

IN EXERCISE of the powers conferred upon the council by section 60 of the Accountants Act, and with approval of the Minister, these Regulations are made this day of2004.

PART I - PRELIMINARY

1. Application.

These Regulations shall apply to the members of the institute and to former members and registered students to the extent that is relevant to them.

PART II - MEMBERSHIP

2. Eligibility to enrol as a member.

- (1) A person shall be eligible to enrol as a member of the institute if -
- (a) he or she has passed all papers of the examination of the institute specified in the First Schedule or has obtained exemption from sitting for all or any of them; and he or she has accounting experience prescribed in the Second Schedule to these Regulations for a period of three years or of a lesser period as the council may by resolution determine; or
 - (b) he or she is a member of any one of the accountancy institutes recognised by the council and subject to satisfying such examinations and conditions as may be determined by the council; except that a member of the institute is eligible to enrol as a member of the accountancy institute of that country.
- (2) A person shall not be enrolled unless he or she is of high moral character, proven integrity and suitable to be a member of the institute.

3. Eligibility to register as a student.

A person shall be eligible to register as a student of the institute if -

- (a) he or she is a graduate of any recognised University in Uganda; or
- (b) he or she has satisfied the conditions laid down by the examination board and approved by the council.

4. Eligibility for associate membership.

A person may become an associate member of the institute if he or she satisfies the conditions set down by the council for such membership.

5. Admission.

- (1) A person who is eligible to become a full member or associate member of the institution shall submit

his or her application accompanied by admission fees to the council.

- (2) On admission the member shall pay an annual subscription fee, if he or she is admitted before the 30th day of September and after that date the fees shall be payable on the 2nd day of January in the following year.
- (3) The admission fee and the annual subscription fee shall be recommended by the council and approved by the annual general meeting.
- (4) The council may suspend or waive payment of admission fee or annual subscription fee on such terms and for such period as the council may think fit.

6. Continued professional development.

- (1) After admission members shall maintain the quality of their knowledge and competence through attending a combination of formal and informal study of approved relevant advanced courses.
- (2) Members shall keep a record of their continued professional developments undertaken and shall avail the information to the Institute on request.

7. Change of address.

When a member changes their registered address, he or she shall notify the secretary except where the change is temporary.

8. Professional category.

- (1) The professional occupation of the members is categorised as follows-
 - (a) public service;
 - (b) private service
 - (c) employment in industry;
 - (d) employment in commerce; and
 - (e) employment in non-government organisation.
- (2) Where a member changes his or her professional occupation category, he or she shall notify the secretary.

9. Retirement status.

- (1) When a member attains the age of sixty and retires from professional practice or employment he or she may apply for retirement status; and if the council approves the application the member shall be entered in the register of members as retired.
- (2) A member who is in the register of members in retirement shall not be required to pay annual subscription.

10. Resignation.

- (1) A member may resign from the institute by submitting his or her letter of resignation to the secretary who shall put the letter of resignation before the council for consideration.
- (2) The effective date of resignation shall be the date when the council accepts the resignation of the member.

- (3) A member resigning after the 1st day of February shall be required to pay the annual subscription for that year; however the council may, on request of the resigning member, exempt the member from payment of the annual subscription or part of it.

11. Ceasing to be a member or a registered student.

- (1) A member shall cease to be a member or a registered student when his or her annual subscription or any part of it shall remain unpaid for three months from the date on which it was due for payment; except that the council may either on its own volition or on application of the member concerned waive the operation of regulation 10 (3) where it is of the opinion that it is reasonable to do so.
- (2) Where a disciplinary order has been made against a member or a registered student or against a relevant firm in relation to which such a person is a specified person, he or she shall cease to be a member, if he or she fails to pay the fine or costs imposed pursuant to that order. Except that the council may at the discretion and on such terms and condition defer the date of payment.
- (3) Notwithstanding that a member or a registered student has ceased to be a member or a registered student, the Institute shall be entitled to recover from him or her or from his or her personal representative as a debt any fine or costs which the person has been ordered to pay pursuant to the disciplinary order.
- (4) When a member or registered student is declared bankrupt, he or she shall, unless the council decides otherwise, cease to be a member or registered student on the expiry of three months from his or her declaration as a bankrupt, however the council may, on its own discretion extend the period.

12. Readmission as a member or as a registered student.

A former member or a former registered student may apply for re-admission as a member or as a registered student and the council shall consider the application as a new applicant but shall have regard to the circumstances of his or her having previously ceased to be a member or registered student.

13. Application for readmission to membership or to the students register.

No former member or registered student who has had a disciplinary order issued against him or her removing him or her from the register of members or as the case may be, from the register of students and prohibiting him or her from applying for readmission or registration for a specified period shall apply for readmission as a member or registration as a student until that period has expired.

14. Students' obligations.

- (1) A registered student shall be bound by these regulations *mutatis mutandis*.
- (2) A registered student shall not claim to be a member of the institute and shall not hold himself or herself to be in public practise.
- (3) A registered student is permitted to provide basic bookkeeping services for reward, either directly to the public or for an accountant, provided that he or she does not refer to himself or herself as a practising professional accountant and does not certify financial statements.
- (4) For the purpose of this regulation, basic bookkeeping services means, the recording of basic accounting data and the preparation of accounting records to trial balance stage of-
 - (a) bank accounts;
 - (b) cash;

- (c) sale ledger and purchase ledger;
- (d) VAT; and
- (e) payroll preparation.

PART III - EXAMINATION AND CERTIFICATES.

15. Examination level structure.

The examination structure for the students shall be prescribed by the council.

16. Eligibility for a certificate of practice.

A person enrolled and registered as a full member of the institute shall be eligible to apply for a certificate of practice if-

- (a) he or she was admitted by virtue of having completed the Institute's examination he or she, has before or after completing the Institute's examinations acquired audit experience of two years or more under a principal or principals who was or were, during the whole of the relevant period, holding a practicing certificate issued by the Institute under these Regulations; or
- (b) he or she was admitted by virtue of being a member of another recognised accountancy institute and he or she had obtained or was eligible to obtain a certificate of practice issued by that institute for practising in the home country of that accountancy institute.

17. Eligibility for a licence of practice.

A person enrolled and registered as an associate accountant by the institute may apply to the council for a licence of practice.

18. Application for a certificate of practice or licence of practice.

- (1) An application for a certificate of practice or licence of practice shall be made on the form approved by council.
- (2) Every applicant for a certificate of practice or a licence of practice shall sign a confirmation that;
 - (a) he or she holds an approved professional indemnity insurance cover as the council may from time to time require; and
 - (b) he or she complied with all other legal regulatory requirements
- (3) It shall be the duty of the applicant to satisfy the authorisation committee that he or she is eligible, in accordance with these regulations for a certificate of practice or a licence of practice.

PART IV - ESTABLISHMENT OF AUTHORISATION COMMITTEE.

19. Authorisation committee.

- (1) There is established by the council an authorisation committee consisting of not less than five members of the institute with power to co-opt other members of the institute.
- (2) The council shall appoint the members of the authorisation committee and a chairman from among the members of the committee who shall not be in practice in any category of the professional occupa-

tion.

- (3) Three members of the authorisation committee shall constitute a quorum.

20. Responsibilities of the authorisation committee.

The authorisation committee shall be responsible for all matters relating to-

- (a) professional qualifications;
- (b) issuing, withdrawing or suspending certificates of practice or licence of practice; and
- (c) any other related matter.

21. Power of the authorisation committee.

The authorisation committee shall have powers to-

- (a) require any person to produce, at the time and place to be fixed by the authorisation committee, the accounting and other records of that person and any other necessary documents and to supply any other information and explanations;
- (b) enter the business premises of any person on such notice as the authorisation committee may think appropriate;
- (c) interview any officer or employee of a person; or
- (d) require the attendance at specified premises, upon reasonable notice, of any officer or employee of a person at a date, time and place to be specified by the authorisation committee in writing.

22. Requirements to be in writing.

Every requirement made by the authorisation committee under these regulations shall be made in writing and sent by registered post or recorded delivery to the person at his or her or its address and when so made and sent, shall be deemed to have been received by that person.

23. Records to be confidential.

- (1) All records and other documents required to be produced under these Regulations shall be treated as confidential and shall not be disclosed to any person unless connected with procedures relating to the granting, renewing, amending, suspending or withdrawing of certificates of practice or licences of practice and with disciplinary proceedings brought under these Regulations or other regulations governing the conduct of accountants.
- (2) The information to which this regulation applies shall be disclosed on conditions that the recipient treats it on the same confidential basis.

24. Sharing of information.

The authorisation committee may share information with any responsible Ministry or department or any other body having responsibility in Uganda or outside Uganda for the qualification, supervision or regulation of auditors or other accountancy functions or any other regulatory or supervisory function connected with or related to the information required.

PART V - PROCEDURE FOR HANDLING APPLICATIONS OR WITHDRAWALS.

25. Applications and withdrawals of application.

- (1) Applications for practicing certificates or licences of practice shall be considered by the authorisation committee.
- (2) Any information furnished by the applicant shall, if the authorisation committee so requires, be verified in such a manner as it may specify.
- (3) The authorisation committee may take into account further information which it considers appropriate in relation to the applicant, provided that such information is disclosed to the applicant where such disclosure does not constitute any breach by the authorisation committee.
- (4) The applicant may within thirty days after service of the information to him or her serve on the committee additional information or written comments for consideration by the committee.
- (5) Where the authorisation committee deems it appropriate to have regard to the finding of any other body in its consideration of application, any such finding which has not been set aside on appeal or otherwise shall be regarded as conclusive proof of the fact that it has been made and shall not be reopened before the authorisation committee unless the authorisation committee in its absolute discretion determines otherwise.
- (6) After consideration of the information provided by the applicant or the applicants' reply, the authorisation committee shall make a decision on the application.

26. Decision of the committee.

- (1) The committee may-
 - (a) grant the application;
 - (b) refuse the application; or
 - (c) grant the application subject to conditions as it may consider appropriate.

27. Refusal of the application.

- (1) Where the authorisation committee refuses the application or grants it subject to conditions, the applicant shall within fourteen days be informed in writing of the decision, the reasons for it and of his or her right of appeal to the authorisation appeal committee.
- (2) If the applicant wishes to appeal he or she shall file a notice of appeal on the secretary of the institute not later than twenty-one days after receipt of the decision of the committee.
- (3) If the applicant does not file a notice of appeal within the stipulated period the decision of the authorisation committee shall be final.

28. Admission of application.

Where an application has been admitted the applicant shall be issued with a practicing certificate or licence of practice-

- (a) where there are no conditions, within seven days; or
- (b) where there are conditions, within seven days after fulfilling them.

29. Certificates of practice and licences of practice.

Certificates of practice and licences of practice shall be in a form as the council shall determine and shall not be invalidated solely by reason of a clerical error or by reason of any failure to follow any procedural requirements.

30. Withdrawal of application.

- (1) An applicant may withdraw his or her application.
- (2) If an application is withdrawn the authorisation committee may charge the applicant such sum as seems reasonable to it to defray or contribute to the cost of processing the application between its receipt by the authorisation committee and its withdrawal by the applicant but, subject to this, shall return any fee tendered with the application.

31. Withdrawal of practicing certificate or licence of practice.

The authorisation committee may withdraw, suspend or impose conditions upon a member's practicing certificate or licence of practice if-

- (a) the person concerned so requests for it;
- (b) it appears that the holder gave false, inaccurate or misleading information to the institute;
- (c) the person has failed to submit a properly completed form as required by these regulations or fails to comply with a request for information or to co-operate with the authorisation committee in the exercise of its powers;
- (d) the member fails to comply with any condition imposed by the institute pursuant to these regulations;
- (e) in the case of a member who was in partnership, following its dissolution, there is any doubt in the opinion of the authorisation committee as to the identity or existence of a successor firm; or
- (f) the authorisation committee has been notified that the member has breached any of those regulations, other rules, or codes of practise to which the member is subject in the carrying on of his or her public practice.

32. Suspension to be for specified period.

When the authorisation committee suspends a practicing certificate or a licence of practice pursuant to these Regulations the suspension shall be for a specified period or until the occurrence of a specified event or until specified conditions are complied with.

33. Withdrawal on technical grounds.

The authorisation committee shall withdraw a practicing certificate or a licence of practice if-

- (a) the authorisation committee is notified or becomes aware that the holder of a practicing certificate or a licence of practice has ceased to be, or never was, eligible to be issued with such practicing certificate or licence of practice and if the authorisation committee considers, in its discretion, that the situation is remediable and it is appropriate to do so, such person has been notified of the situation in writing and the situation has not been remedied within the period of time specified in the notice;

- (b) the member concerned is in a firm which has ceased to be controlled by qualified person for a period of more than three months; or
- (c) in case of a firm which is a partnership, it has been dissolved without succession.

34. Notification of withdrawal.

A decision of withdrawing or suspending a practicing certificate or a license of practice shall be communicated by the authorisation committee to the member concerned in writing.

PART VI - ESTABLISHMENT OF AUTHORISATION APPEAL COMMITTEE AND
PROCEDURE OF HEARING APPEALS.

35. Authorisation appeal committee.

- (1) There is established by the council an authorisation appeal committee.
- (2) The authorisation appeal committee shall consist of-
 - (a) a chairman, who shall be an advocate;
 - (b) three members of the institute; and
 - (c) one member who shall not be an accountant.
- (3) The chairman and two other members shall constitute a quorum at any meeting of the authorisation appeal committee.
- (4) The council shall pay remuneration and reasonable expenses to the member of the authorisation appeal committee who is not a member of the institute.

36. Powers and functions of the authorisation appeal committee.

The authorisation appeal committee shall be responsible for hearing and determining appeals from the decisions of the authorisation committee.

37. Appeals to the authorisation appeal committee.

- (1) A person dissatisfied with a decision of the authorisation committee or of the council may appeal to the authorisation appeal committee within twenty-one days of receiving the notice of the decision by serving notice and a memorandum of appeal to the secretary.
- (2) The memorandum of appeal shall set out the circumstances in which the appeal is made, the matter or fact relied upon by the appellant, the decision or request to which the appellant objects and the order which the appellant wishes the authorisation appeal committee to make.
- (3) A copy of the memorandum and copies of any notices served on the appellant under these Regulations, statutory documents verifying the facts set out in the memorandum and any other notice shall be served on the respondent.

38. Hearing of appeal.

- (1) The hearing of the appeal shall be without oral hearing, unless requested in writing, by either party to the appeal and the requests shall be made by written notice served on the other party within twenty one days of the lodging of the memorandum of appeal.
- (2) On receipt of the request, the authorisation appeal committee shall make a decision and fix the hear-

ing date which shall be communicated, to the parties in writing at least twenty-one days before such date.

- (3) The appeal shall be heard and determined within three months from the date of the filing of the memorandum.

39. Determination of appeal.

- (1) If the appeal is determined without oral hearing, the authorisation appeal committee shall determine the appeal on the basis of the documents before it and may require further documents to be produced.
- (2) If the appeal is by oral hearing, the appellant and the Institute shall appear at the hearing in person or by counsel or other representative.
- (3) The authorisation appeal committee shall make an order as it sees fit in respect of the appeal, including the costs of the appeal and shall give the appellant a written statement of its reasons for making of such order.

40. Order to be signed.

- (1) The order shall be signed by the chairman of the authorisation appeal committee and shall be filed with the institute and the institute shall take all steps necessary to give it effect.
- (2) The authorisation appeal committee may adopt its own procedure in relation to hearing an appeal.

41. Power to suspend operation of decision.

Where an appeal has been filed the authorisation committee or authorisation appeal committee may defer the operation of any decision pending the hearing and determination of the appeal.

42. Notification of change.

- (1) A person who holds a practicing certificate or a licence of practice shall notify the institute in not less than twenty eight days before the change is implemented in writing of the following events-
 - (a) a change in the name and place of the practice of any partners;
 - (b) a change in the address of the principal or registered office of the practice or, if different, the address of the place for service of notices or documents in Uganda;
 - (c) the opening or closure of a branch office of the firm; and
 - (d) the disposal of the member's practice.
- (2) A person who holds a practising certificate or licence shall, within ten days give written notice to the institute of the occurrence of any of the following, setting out in the notice details of the event in question and any other relevant information:
 - (a) in the case of a firm when a person becomes or ceases to be a partner in the firm and in the case of a sole partner when he or she has ceased to practise;
 - (b) the appointment of a receiver, administrator, trustee, judicial factor or sequestrator of the assets of the person or, in the case of a firm, of any partner in the firm;
 - (c) the making or any proposals for the making of a composition or arrangement with creditors or any one creditor of the person or, in the case of a firm of any partnership;

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- (d) where a practise operates as a partnership, an application or notice to dissolve the partnership;
 - (e) the appointment of inspectors by a statutory or other regulatory authority to investigate the affairs of the person or the person or a partner in the firm or the firm;
 - (f) the imposition of disciplinary measures or sanctions on the person or the firm under these regulations; and
 - (g) in relation to a person or any person in partnership with him:
 - (i) the institution and abandonment or completion of proceedings in relation to and/or a conviction for any offence involving fraud or other dishonesty;
 - (ii) the institution and abandonment or completion of proceedings in relation to and/or a conviction for any offence under legislation relating to investment, banking, building societies, companies, consumer credit, credit unions, friendly societies, insolvency, insurance or other financial services;
 - (iii) the presentation of a petition for a bankruptcy order or an award of sequestration;
 - (iv) the making of an order by a court disqualifying that individual from serving as director of a company or from being concerned with the management of a company;
 - (h) any changes in any of the information previously supplied to the institute whether in the application or otherwise; and
 - (i) any other information relevant to the determination by the committee of the fitness and properness of the person in accordance with the regulation.
- (3) If any event happens or any circumstances arise which makes it impossible or impracticable for a person to comply with sub regulations (1) and (2) that person shall not be regarded as having been in breach of the sub-regulations; except that he or she shall take practicable steps to relieve the situation and comply with sub-regulations (1) and (2) as soon as the event or circumstance ceases to apply.

43. Fit and proper person.

A member shall not be eligible for holding a practicing certificate or a licence of practice unless he or she is considered to be fit and proper person.

44. Determining a fit and proper person.

- (1) In the determination of whether a person is “fit and proper”, the institute may take into account: -
 - (a) any matter relating to any person who is or will be employed by or associated with him or her for the purposes of or in connection with public practice; or
 - (b) whether that person has on any occasion, knowingly in respect of any matter, given the institute false, inaccurate, misleading or incomplete information.
- (2) The institute may also take into account whether the person or any of the persons referred in sub-regulation (1) has -
 - (a) contravened any provisions of the Companies Act, or any regulations relating to the seeking, appointment or acting as company auditor;
 - (b) at any time been declared bankrupt, signed a trust deed for creditors or entered into a deed of arrangement, scheme or composition in respect of his financial affairs;
 - (c) been removed from the office of liquidator, trustee, administrative receiver, administrator or supervisor;

- (d) been excluded from or refused membership of a professional body on disciplinary grounds;
- (e) been convicted of an offence related to his or her professional work; or
- (f) been proved to be medically of unsound mind.

45. Conduct of members.

The member who is in public practice shall conduct himself or herself properly and with integrity and shall comply with the code of ethics of the institute and auditing standards approved by the council.

46. Complying with auditing standards.

- (1) In the conduct of public practice members shall comply with the requirements of the institute rules and with the auditing standards approved by the council.
- (2) When signing audit reports members shall use the designation “Certified Public Accountants (U)” if they are full members and “Associate Accountants (U)” if they are associates.

47. Validity of certificates and licences.

The practicing certificate and the licence of practice shall be valid from the date of issue to the 31st day of December of the year but shall be renewable.

48. Continuity of practice.

- (1) A member holding a certificate of practice or a licence of practice who is in public practice as a sole proprietor, shall enter into a written agreement for continuity of his or her practice with a practising accountant or a firm of practicing accountants hereinafter called the nominee.
- (2) When applying for a practicing certificate or a licence of practice the applicant shall provide the name of the nominee.

49. Continuing professional development requirement.

- (1) A member holding a certificate of practice shall undertake at least forty hours per year of continuing professional development, being formal or informal public or private study relevant to the individual’s accountancy practice.
- (2) A member holding a licence of practice shall undertake a minimum number of hours per year as shall be decided by council annually which shall not be less than forty of continuing professional development in form of formal or informal public or private study relevant to the individual’s accountancy practice.
- (3) The renewal of a certificate of practice or a licence of practice shall be subject to the applicant having undertaken the continuing professional development requirement.
- (4) All members in public practise shall-
 - (a) spend at least twenty hours per year on ‘acceptable structured courses’ being courses which are, in the opinion of council, acceptable for the purpose and which will count towards the individual’s required continuing professional development;
 - (b) maintain an appropriate level of competence in-
 - (i) the conduct of audit of companies and other similar entities;
 - (ii) accountancy;
 - (iii) taxation; and

- (iv) business advice; and
- (c) maintain records in respect of their 'continuing professional development' and attendance at 'acceptable structured courses' the relevant date, the time spent, the subject matter, the relevant material and books utilised, video and audio cassettes may be quoted as relevant material, such records will be subject to examination and verification by the authorisation committee.

50. Professional indemnity insurance.

- (1) Every member holding a practicing certificate or a licence of practice shall hold a professional indemnity insurance policy.
- (2) The council may exempt a member from the provisions of sub regulation (1) on application by the member, giving details of the member's circumstances.

51. Restrictions on persons carrying on public practice.

- (1) No member-
 - (a) shall carry on public practice in Uganda unless he or she is a member of the institute and holds a valid current certificate of practice or licence of practice;
 - (b) shall enter into partnership with another member unless that other member is in possession of a certificate of practice or a licence of practice.
- (2) a member holding a practicing certificate who is not practicing in partnership, may describe his or her audit practice as 'certified public accountant.
- (3) A member holding a licence of practice who is not in partnership may describe his or her audit practice as associate accountant.
- (4) An audit firm where all the partners have practicing certificates may describe itself as 'certified public accountants.
- (5) An audit firm where all the partners have licences of practice may describe itself as 'associate accountants.
- (6) An audit firm where some of the partners have certificates of practice and other partners have licences of practice may describe itself as 'certified public accountants'.
- (7) A firm shall neither describe itself as 'accountants' nor as 'auditors'.

PART VII - COMPLAINTS AND DISCIPLINARY OFFENCES PROCEDURE.

52. Secretary to consider complaints.

- (1) Any complaint brought to the attention of the secretary which may render a member liable for disciplinary action shall primarily be considered by the secretary.
- (2) If the secretary considers that the matter should be investigated by the investigation committee which shall be appointed by the council for that purpose; he or she shall cause a summary of the matter to be preferred supported by relevant documents and forwarded to the investigation committee.
- (3) In order to assist the investigation committee to carry out its work properly the secretary may include legal or other advice relevant to the matter.

53. Consideration of summary.

- (1) When considering the summary report to determine whether a prima facie case has been made out

the investigation committee may call upon the member concerned to provide that information or give other assistance as the investigation committee may need or require and it shall be a duty of the person to provide such further information or assistance.

- (2) Before deciding whether a prima facie has been made out the investigation committee shall satisfy itself that the member has been given opportunity to make representation to it.
- (3) If the investigation committee determines that a prima facie case has not been made out, the person against whom the complaint was made and the person who made a complaint shall be notified and no record of the matter for disciplinary purposes shall be retained on the person's file.
- (4) If the investigations committee is unable to determine whether a prima facie case has been made out but wishes to consider the matter again it may defer consideration of the matter to a future meeting required for further information or advice.

54. Determination of reports.

Where the investigations committee determines that a prima facie case has been made out, it shall decide whether:

- (a) the case should be referred to the disciplinary committee;
- (b) with the person's consent, to make a consent order under regulation 55; or
- (c) to let the case rest on the person's file.

55. Consent orders.

- (1) If the investigations committee decide to make a consent order pursuant to regulation 56 it may make any one or more of the following orders-
 - (a) in case of a member or a firm, that
 - (i) he or she may be reprimanded or admonished; or
 - (ii) he or she be fined a sum not exceeding twenty-five currency points; and
 - (b) if the person is a registered student, that he or she be reprimanded or admonished or be fined a sum not exceeding fifteen currency points.
- (2) The investigation committee shall give a written notice of the order to the member concerned and require him or her to communicate his or her argument within fourteen days; if the period of fourteen days expires before the member communicates his or her argument, the investigation committee shall refer the case to the disciplinary committee.
- (3) When the person gives his or her written agreement the investigations committee shall make the order and give the direction as to costs.

56. Referral to disciplinary committee.

If the investigations committee decides to refer a case to the disciplinary committee, it shall determine what evidence in support of the charges should be prepared for consideration by the disciplinary committee and the decision shall be communicated to the person and a copy of such evidence shall be served on him or her within fourteen days.

57. Rest on file.

If the investigations committee determines to rest a case on the person's file, it shall notify the person of the following that

- (a) the charges in respect of which were found a prima facie case was made out against him or her on each of the charges;
- (b) it has decided in all the circumstances not to refer the matter to the disciplinary committee but rather to rest the matter on the person's file;
- (c) the matter will be treated as rendering him or her to disciplinary action and that while no action will on this occasion be taken it may subsequently be referred to the disciplinary committee in the event of a further matter concerning him or her being considered by the investigations committee; and
- (d) he or she may request that the matter be referred to the disciplinary committee if he or she so wishes and the investigations committee shall do so within thirty days.

58. Advice on that matter identified.

In addition to any of the other things or acts, the investigations committee may communicate with any person with a view to assisting him or her with or alerting him or her to problems identified by the investigations committee and may advise him or her to obtain advice from a source specified by the investigations committee; and any failure by a person to act in accordance with such a communication or advice may be noted on the person's file.

59. Further enquiries.

After referring any matter to the disciplinary committee, the investigations committee may make such further enquiries as it shall consider appropriate in order to assist in the presentation of the case to disciplinary committee.

60. Disciplinary committee.

On a case being referred to the disciplinary committee, the person who is subject of the complaint shall be provided with the following documents-

- (a) a notice describing the charges against him or her and notifying him or her of the time and place fixed for the hearing of the case;
- (b) copies of the evidence to be relied upon in the presentation of the case;
- (c) summary of the procedure before the disciplinary committee; and
- (d) an invitation to indicate whether he or she admits all or any of the charges made and whether he or she intends to attend the hearing in person or be represented, and, if he or she admits any of the charges, request him or her to make statements in mitigation.

61. Defendant entitled to be heard.

The defendant shall be entitled to be heard at the hearing of the case or be represented by a person of his or her choice, unless such a person is not by law permitted to do so.

62. Case may be heard in absentia.

The case may be heard against the defendant in absentia if the disciplinary committee is satisfied that the defendant has been properly served with hearing notice.

63. Presentation of the case before the disciplinary committee

The case shall be presented before the disciplinary committee on behalf of the investigation committee by a person the committee may nominate, hereinafter called the presenter and the disciplinary committee may

64. Request for adjournment.

- (1) Either party may, either before or at the commencement of the hearing of the case, by writing request for adjournment of the hearing of the case.
- (2) When a request is made under sub regulation (1), the disciplinary committee may grant the request but it shall grant the request if there are criminal proceedings concerning a relevant matter to the case which are pending to which the defendant is a party.

65. Presentation where charges are admitted.

- (1) At the hearing of the cases if the defendant is present whether in person or by representation, he or she shall be asked whether he or she admits the charges against him or her.
- (2) If he or she is neither present in person nor by representation reference shall be made to any matter response to any letter referenced to any correspondence between him or her and the committee or to any other note or conversation indicating him or her admittance of all charges.
- (3) If the defendant admits the charges the case shall be presented in brief to the disciplinary committee with a view to enabling it to determine the seriousness of the case.
- (4) The disciplinary committee shall then take a formal finding to the effect that the charge has been proved.
- (5) If the defendant is present, he or she will be asked to make a statement in mitigation; if not present reference will be made to any statement in mitigation which he or she has previously made.

66. Presentation where the charge is not admitted.

- (1) Where the defendant does not admit the charges the presenter shall, on behalf of the institute present the case to the disciplinary committee and the defendant shall be entitled to call witnesses.
- (2) The presenter may at any time decide not to proceed with charges but shall notify the defendant of the decision.
- (3) The defendant shall present his or her case and he or she may call witnesses in support of the case.
- (4) At the conclusion of the case the disciplinary committee shall retire to consider the verdict.
- (5) When the charge has been proved the defendant if present shall be invited to make a statement in mitigation if not present, reference shall be made to any statement in mitigation which he or she may have previously made.

67. Orders to be made.

After the disciplinary committee has announced its findings it shall be informed of any other matter in respect of which the defendant has been disciplined by the institute or in which the defendant has been allowed to rest on his or her file by the investigations committee so as to enable the disciplinary committee to make appropriate order; then the disciplinary committee shall make any one or more of the following:

- (a) if the defendant is a member:
 - (i) that he or she be fined a sum not exceeding ten times the prevailing annual membership subscription;
 - (ii) that he or she be excluded from membership;

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- (iii) that his or her practicing certificate or other practicing licence, or certificate issued to him by the institute be withdrawn, suspended, or made subject to such conditions as specified, in the order;
 - (iv) that he or she be ineligible for any of the certificates referred to in (iii) above for such period as shall be specified in the order; or
 - (v) that he or she be severely reprimanded, or admonished.
- (b) if the defendant is a firm:
- (i) that the partners are reprimanded or admonished; or
 - (ii) that it be fined a sum not exceeding five hundred currency points.
- (c) if the defendant is a registered student:
- (i) that he or she be severely reprimanded or admonished;
 - (ii) that he or she be declared ineligible for such period as shall be specified in the order to sit for such examination of the institute as shall be specified in the order;
 - (iii) that he or she be disqualified from such examination of the institute as shall be specified in the order;
 - (iv) that a period as shall be specified in the order shall not be reckoned as part of the student's approved accountancy experience for the purposes of qualification for admission to membership; or
 - (v) that he or she be removed from the students register.

68. Conditions and costs.

- (1) Any order made by the disciplinary committee under the preceding regulation may be made upon such terms and conditions as the disciplinary committee may determine and in addition, any order made by the disciplinary committee may direct that the person pay such reasonable and justified sum to the institute as the disciplinary committee considers appropriate.
- (2) Where the disciplinary committee has not found any complaint proven against a defendant, it may direct the institute to pay a sum to the defendant by way of a reasonable and justified sum to his or her costs incurred in connection with the case in such amount as the disciplinary committee shall think fit.
- (3) In deciding what sum shall be paid by way of costs, the disciplinary committee shall take into account any effect the defendant's action in relation to the conduct of the case has had upon the costs of dealing with the case.

69. Notification of right of appeal.

- (1) The disciplinary committee shall announce its decision at the close of the hearing and, shall inform him or her or his or her representative of his or her right to appeal.
- (2) The disciplinary committee shall give the defendant a copy of the order made against him or her, a copy of the notification of his or her right of appeal and a statement of the reasons for its decision.

70. Effective date of the order.

The order made by the disciplinary committee shall take effect at the expiration of the period during which the appeal should have been made; provided that the disciplinary committee may direct that, in the public interest, the order should have immediate effect subject to the order being varied or rescinded on appeal.

71. Publicity of the order.

Any order of the disciplinary committee shall as soon as it has become effective be published in such manner as disciplinary committee shall direct.

72. Hearing to be in camera.

The hearing by the disciplinary committee shall be held in camera unless the disciplinary committee specifically determines otherwise.

PART VIII - CODE OF CONDUCT.

73. Members to observe proper standard of conduct.

- (1) The members of the institute shall observe proper standards of professional conduct as established by the council shall and specifically refrain from any act or default which is likely to bring discredit to the institute or the accountancy profession.
- (2) A member who fails to observe such standards shall be liable to appear before the disciplinary committee to answer the complaint.

74. Students bound by ethical requirements.

Students are bound by the ethical requirements of the institute and shall remain so during the period between the successful completion of their examination and the admission to membership and thereafter shall be subject to the same requirement in their new capacity.

75. Failure to follow the Rules.

In deciding whether a member, a firm or a student has been guilty of misconduct, regard shall be paid to any code of practise, ethical or technical, adopted by the council and to any regulations affecting members, firms or students as laid down or approved by the council.

76. Enforcement of the Rules.

- (1) The power of the institute to enforce ethical standards is derived from Accountants Act and these Regulations.
- (2) It is the disciplinary committee which may determine, subject to the right of appeal whether a complaint of misconduct is proved.

PART IX -MEETINGS OF THE INSTITUTE.

77. Annual general meeting.

- (1) The institute shall hold an annual general meeting which shall be held before the 30th of June in each financial year of the institute, at a time and place that may be determined by the council.
- (2) the business of an annual general meeting shall be:-
 - (a) the reception and consideration of the annual report of the council;
 - (b) the reception and consideration of the annual accounts of the institute;

- (c) the election of members of the council;
- (d) the appointment of auditors; and
- (e) any other business competently tabled.

78. Notice of motion

- (1) A member wishing to bring a motion not related to the ordinary business of the annual general meeting before the meeting shall give notice to the secretary to reach him at least three weeks before the date of the annual general meeting.
- (2) The motion must relate to matters of the institute or the accountancy profession.

79. Extra-ordinary general meeting.

The council may convene an extra-ordinary general meeting of the institute whenever it considers it necessary and shall convene a extraordinary general meeting within ten days from the receipt by the secretary of a requisition in writing for a meeting signed by at least ten percent of the paid up members of the institute stating the object of the proposed meeting.

80. Notices of meeting.

- (1) The secretary shall send to each member of the institute notice of the general meeting not less than fourteen days before the date of the meeting and the agenda for the meeting.
- (2) In the case of the annual general meeting, the secretary shall send with the notice-
 - (a) a copy of the annual report of the council;
 - (b) a copy of the annual accounts of the institute together with the auditor's report;
 - (c) a list of persons nominated or proposed for election to the council;
 - (d) the person proposed for appointment as auditor; and
 - (e) particulars of any motions to be brought before the meeting.
- (3) The non-receipt by any member of the institute of a notice of the meeting or any relevant document shall not invalidate the proceedings of the meeting to which they relate.
- (4) Associate members shall be entitled to notice and shall speak during a meeting but shall not be entitled to a vote.

81. Quorum of the meeting.

- (1) At the annual general meeting the quorum shall be twenty four members and if after one hour from the time appointed for the meeting the quorum is not constituted, the meeting shall stand adjourned to that day a fortnight at the same time and place.
- (2) On the date to which the meeting is adjourned the meeting shall proceed to business notwithstanding that there may be less than twenty-four members.
- (3) At an extraordinary general meeting the quorum shall be twenty members or one half of the members who signed requisitioning for the special general meeting whichever is the higher and if after thirty minutes from the time appointed for the meeting the quorum is not met the meeting shall stand dissolved.

82. Presiding officer.

- (1) The president or in his or her absence, the vice-president shall preside at all meetings of the institute.
- (2) In the absence of both the president and the vice-president, the members present shall elect one of the members to preside at the meeting.

83. Adjournments.

- (1) The chairperson of any meeting of the institute may with the advice of the meeting, adjourn the meeting from time to time and from place to place.
- (2) Only the business left unfinished at the meeting from which the adjournment took place shall be transacted at the adjourned meeting.
- (3) No notice shall be given of an adjourned meeting unless the meeting resolved so.

84. Voting at the meeting.

- (1) Every question proposed at any meeting of the institute shall be determined by a simple majority of the members present and voting and where applicable, by proxy or any other method of voting as may be authorised by council and in case of equality, the chairperson shall have a casting vote.
- (2) Voting shall be by show of hands except when electing office bearers and members of council where voting by secret ballot will apply.

85. Demand for polling.

- (1) After the declaration of the decision of the meeting a member of the institute may demand a poll in writing, supported by at least nine voting members of the institute.
- (2) No poll shall be demanded on any resolution or amendment relating to election of a chairperson the appointment of scrutineers or the adjournment of a meeting.

86. Procedure of a demand for a poll.

- (1) On a poll being demanded at a meeting, the chairperson shall as soon as is reasonably practicable, state the resolution or amendment in a form of proposition which in his or her opinion will be most suitable to ascertain the sense of the members.
- (2) The council shall, within fourteen days after the meeting, issue voting papers to voting members who were present at the meeting at which the poll was demanded, setting out the propositions together with any necessary notes and directions.
- (3) A member wishing to vote on any proposition may do so by sending the voting papers to the Institute addressed to the scrutineers to reach them within twenty-one days from the date of the meeting.

87. Appointment of scrutineers.

The Institute shall appoint two scrutineers from among its members at a meeting at which a poll is demanded.

88. Demand of poll not to stop other business.

The demand for a poll at a meeting shall not prevent the transaction of any other business on which the poll has not been demanded.

89. Meeting of scrutineers.

- (1) Where a poll has been demanded the scrutineers shall meet, not earlier than twenty-one days and not later than twenty-nine days after the meeting at which the poll was demanded to examine the voting papers.
- (2) Envelopes containing the voting papers shall be opened only at the meeting of the scrutineers.
- (3) The scrutineers shall reject the vote of a member who is in arrears with the dues of the Institute and may reject the vote of a member who fails to observe any notice of directions relating to the poll or any other vote which in their view ought to be rejected.
- (4) The scrutineers shall as soon as is practicable, report the results of the voting to the chairperson of the meeting and shall include in the report a statement of the number of votes rejected by them and the reasons for the rejection.
- (5) The chairperson shall send a copy of the report to reach each member as soon as is practicable and in case of equality of votes the chairperson shall have a casting vote and in such a case the chairperson shall declare the result of the vote and the manner in which the casting vote was made.
- (6) The report of the scrutineers or the declaration of the chairperson shall be final.
- (7) The results of the voting shall take effect from the date of the report of the scrutineers or if the meeting was adjourned to a date on which the scrutineers will make a report from that date.
- (8) If for any reason the chairperson is unable to exercise any of his or her powers under this section, the powers shall be exercised by a member who was present at the meeting with help of the council.

90. Appointment of proxy.

- (1) An instrument appointing a proxy shall be in the form specified in the Second Schedule to this regulation.
- (2) The instrument appointing a proxy and the power of attorney or other authority, under which it is signed and notarially certified, shall be deposited with the secretary not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall be invalid.
- (3) Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the form specified in Third Schedule to this regulation.
- (4) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (5) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Secretary before the commencement of the meeting or adjourned meeting at which the proxy is used.

91. Minutes of the meeting of the institute.

Minutes of the meetings of the institute shall be properly recorded and shall be confirmed by the subsequent meeting and signed by the chairman and secretary of the meeting and shall be sufficient evidence of the meeting.

PART X - MEETING OF THE COUNCIL.

92. Meeting of the council.

- (1) The council shall meet as often as the business of the council requires but the council shall meet at least once every three months.
- (2) At all meetings of the council four members present shall form a quorum.
- (3) The president, or in his or her absence the vice-president, shall act as chairperson.
- (4) In the absence of both the president and the vice-president the chair shall be taken by such member of the council as shall be elected thereto by a majority of the members present.
- (5) The chairperson shall, in the case of an equality of votes, have a casting as well as a deliberative vote.

93. Meetings of the committees.

- (1) At all meetings of committees, except where otherwise provided by these Regulations three members present shall form a quorum.
- (2) Each committee shall have a chairperson who is a member of the council except where the Act or these Regulations provide otherwise.
- (3) If the chairperson is absent from a meeting, the members present shall elect a chairperson from among themselves for that meeting.
- (4) The chairperson shall in the case of an equality of votes have a casting as well as a deliberative vote.
- (5) The secretary of the institute shall be the secretary of all committees and in his or her absence a person appointed by the council shall act.

94. The Public Accountants Examinations Board.

- (1) The Public Accountants Examinations Board shall be a committee of the council and shall, be constituted as provided in the Accountants Act.
- (2) The meetings of the board shall be held at such place and time as may be decided by the board.
- (3) It shall be the duty of the board, under the general direction of the council, to administer on behalf of the council the regulations relating to examinations and, without prejudice to this generality, to advise the council on all matters relating to examinations.
- (4) At all meetings of the board four members present shall form a quorum.

95. Payment of remuneration.

The council shall have power to pay reasonable remuneration:-

- (a) to members of the Institute (including members of the council) who undertake special duties (including service on the examinations board) on behalf of the Institute in relation to any of its functions with regard to education, examinations, training, research, publications; and
- (b) to examiners, moderators and other specialists who are not members.

96. Indemnity.

Every member of the council or of its committees, sub-committees and institute shall be indemnified by the

the execution of his or her office or in relation thereto, unless the same shall have been incurred or arisen through his or her own wilful default, dishonesty or criminal act.

97. Minutes of the meetings of the council and the committee.

minutes of the meetings of the council and the committee shall be properly recorded and shall be confirmed by the subsequent meeting and signed by the chairperson and secretary of the meeting and shall be sufficient evidence of the meeting.

98. Appointment of auditor.

- (1) At each annual general meeting the institute shall elect from among the members an Auditor, who shall hold office for one year
- (2) The auditor shall be eligible for re-election, provided that no member shall hold office as auditor for more than four consecutive years.
- (3) A member of the council shall not be eligible for election as auditor.
- (4) The auditor shall examine and report to the members upon the accounts of the institute.
- (5) The auditors' fees shall be fixed by the council.

PART XI - FUNDS OF THE INSTITUTE.

99. Application of funds of the institute.

- (1) The funds of the Institute shall be applied by the council in promoting, furthering or protecting the objects of the institute and, without prejudice to this generality-
 - (a) in acquiring fixed assets, of whatever description, required by the institute;
 - (b) in maintaining a library or libraries to be used in the promotion of the accountancy profession.
 - (c) in paying remuneration to the secretary and other officers, servants and agents of the institute, pensions and gratuities to former officers and servants or their dependants, or in making such other provisions for the payment of pensions or gratuities to former officers and servants or their dependants as may be deemed expedient;
 - (d) in paying reasonable remuneration for services rendered to the institute;
 - (e) in making reasonable payment to members and others to reimburse them for actual out-of-pocket expenses incurred in the discharge of duties connected with the business of the institute but no such payment shall be made in connection with attendances as ordinary members at general meetings of the institute;
 - (f) in meeting deficits on account of the provision of catering facilities for the benefit of certificate of public accounts students and the deficit on any dinner or other social function held under the auspices of the institute;
 - (g) in making grants to branches, discussion groups and students societies sponsored by the institute;
 - (h) in publishing or distributing, or causing to be published or distributed, any book, pamphlet or journal relating to the affairs of the institute or promoting or furthering the interests, usefulness

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and efficiency of members and certificate of public accounts students, or of the accountancy profession in general;

- (i) in establishing and holding capital in any company or organisation concerned with any matters which are in furtherance of the objects of the institute;
- (j) in or towards providing facilities for furthering research, post-qualifying study and training in any manner calculated to advance the efficiency of the accountancy profession;
- (k) with the approval of the institute in a general meeting, in making gifts or contributions for public, educational, charitable, or other similar purposes;
- (l) in making payments, transfers or grants to any benevolent fund established or to be established for the benefit of members and their dependants; and
- (m) alone, or in conjunction with others in Uganda or elsewhere, in promoting, furthering or protecting the interest, usefulness and efficiency of the accountancy profession and members of the institute and CPA students in any manner whatsoever consistent with the provisions of the Accountants Act and these rules and regulations.

100. Council to invest funds of the institute.

The funds of the Institute not required immediately for the ordinary purposes of the institute may be invested by the council.

- (a) for the purchase of land or any interest and in the land provided that the unexpired portion of any interest other than the ownership or freehold is not, at the time of purchase, less than twenty-five years;
- (b) for the purchase of securities of any Government, local authority, statutory undertaking or company quoted on the stock exchange;
- (c) for the purchase of any other moveable or personal property;
- (d) for the giving of loans ;
- (e) for placing on deposit with any banker, public authority, institution or company in Uganda whose normal business includes the acceptance of such deposits.

101. Council may borrow money.

The council may borrow money for the purpose of the Institution and may pay interest out of the funds of the institute.

102. Audited accounts to be laid before annual general meeting

The accounts of the institute shall be made up annually as at 31st December and shall be laid for approval duly audited before the next annual general meeting.

PART XII - CODE OF CONDUCT AND GENERAL PROVISIONS.

103. Award of certificates and other awards.

The institute in an annual general meeting may by a majority of votes of the members voting approve and

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initiated by one or more other professional bodies and now to be joined by the institute, for the granting of diplomas, certificates and other awards with or without prior examination to members of the institute and of any other professional bodies who are parties to the scheme, in any activity with which the accountancy profession is concerned and for the use of designatory letters by persons granted such diplomas, certificates and awards and any with regard to any such scheme empower the council-

- (a) to organise, maintain and manage, or to join in the organisation, maintenance and management of, such scheme as from such date as the council may fix and by such means, including the appointment of organisers or managers or the nomination of representatives of the council upon the joint board of such scheme as the council may determine;
- (b) to finance, or join in financing, the requirements of such scheme whether by way of loan, advance or outright contribution as the council may at any time or from time to time consider appropriate;
- (c) to approve of alterations or additions to such scheme and to the regulations made thereunder for the purpose of implementing the scheme provided that the council shall not permit any alteration or addition to be made which in the opinion of the council would fundamentally alter the scheme as approved except with the further approval of the institute in a general meeting by a majority of votes of the members voting;
- (d) as from such date as the council may fix, to withdraw the institute from being a party to such scheme either in the council's own discretion or, it so instructed by resolution of the institute in a general meeting, by a majority of votes of the members voting;
- (e) to make and to alter from time to time, all terms of these regulations binding upon the members of the institute relating to such scheme; and
- (f) generally to do all acts or things as the council may deem necessary or desirable to further the interests of the institute or of its members through the operation of such scheme.

104. Existing schemes.

Any scheme to which the Institute is a party and which is for the time being operative and binding upon the Institute and all its members to the same effect as if such scheme formed part of the Regulations of the institute; but no member of the Institute shall in any circumstances be obliged to participate in such scheme.

105. Amendment of Regulations.

- (1) These Regulations shall not be amended unless such amendments have been approved by at least two-thirds of the votes of the members voting at a special general meeting called by a notice specifying the proposed amendment and sent by post by the secretary to each member at least forty-two clear days before the date of the meeting; or on a poll directed or demanded at such meeting.
- (2) After receipt of such notice, any member with the support in writing of at least nine other members, desires to propose any amendment thereto he shall give notice thereof in writing to the secretary at least twenty-eight days before the date of the meeting and the secretary shall notify such proposed amendment to each member at least fourteen clear days before the date of the meeting.
- (3) If the amendment is approved it shall be sent to the Minister for final approval.

Schedules.

First Schedule

Pre-membership experience.

The approved accountancy experience required is obtained by the acquisition of technical competences listed below. To qualify for membership one must, either during the duration of the period of training as a CPA (U) or after completing the CPA (U) examinations, have obtained practical experience in the technical competences listed below in, at least, two of the five Key Roles.

Key Role 1: Financial and regulatory obligations.

1. Collect and process financial and related information to meet internal needs and external obligations.
2. Analyse and appraise financial and related information.
3. Produce financial and other statements and accounts and report to clients or management.
4. Advise on the nature, functions and purpose of financial and related information systems.
5. Determine appropriate financial and related information systems to meet clients or management requirements.
6. Design and develop financial and related information systems.
7. Introduce, monitor, maintain and modify financial and related information systems.
8. Advise others of their regulatory obligations and how these can be met.
9. Assist and support clients or management in meeting their regulatory obligations.

Key role 2: Audit.

1. Obtain background data for the purpose of audit planning.
2. Plan and allocate resources to meet audit objectives.
3. Design audit programmes and working schedules for the recording and storage of evidence.
4. Monitor and maintain the recording and storage of evidence against audit requirements.
5. Determine, record and test an organisation's accounting system and the information which it produces.
6. Evaluate the financial information produced by an organisation.
7. Review the financial statements against evidence collected in the audit process.
8. Advise and consult with client personnel on audit concerns.
9. Prepare a formal audit report to express an opinion on the truth fairness of the financial statements.

Key role 3: Taxation

1. Advise clients or management of their tax obligations and how to comply

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2. Advise clients or management of the effects which taxation changes will have on them.
3. Assist clients or management with tax planning to optimise their impact.
4. Compute tax payable by clients or management.
5. Represent clients or the organisation in discussions/ negotiations with taxation authorities.
6. Represent clients or the organisation in tax appeals.

Key role 4: Business planning & control.

1. Assist clients or management in the preparation of business plans.
2. Assist clients or management in preparing budgets.
3. Assist clients or management to review and evaluate information on business performance.
4. Assist clients or management to formulate their financial objectives and methods of funding them.
5. Advise clients or management on investment decisions.
6. Manage assets to assist clients or management to meet their business strategy and objectives.
7. Analyse and evaluate financial and related information for business monitoring and control purposes.
8. Plan the scope and content of an evaluation.
9. Collect, analyse and document evidence gained from an evaluation.
10. Advise and consult with personnel on the reports of an evaluation.
11. Compile appropriate reports for information of clients or management.

Key role 5: Management.

1. Establish and agree the work to be undertaken.
2. Plan and allocate resources to achieve work objectives.
3. Monitor, maintain and adapt services to meet objectives.
4. Contribute to the definition of personnel requirements and specifications.
5. Contribute to the recruitment and selection of personnel to meet organisational requirements.
6. Identify and review work and development objectives and opportunities for individuals.
7. Develop oneself within the work environment.
8. Establish and maintain professional relationships with clients and other external contacts.
9. Establish and maintain professional relationships with colleagues.
10. Monitor and maintain the confidentiality and security of information.
11. Contribute to maintaining the health, safety and security of the working environment.
12. Effectively participate in management teams.

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**Second Schedule
Appointment of proxy.**

I of being a member of the above named institute, hereby appoint of or failing him or her of each of whom is a full member of the said institute as my proxy to vote for me on my behalf at the (annual) (special) general meeting of the said Institute to be held on the day of 20..... and at any adjournment thereof

Third Schedule

Appointment of proxy to vote for or against a resolution

I of being a member of the above-named Institute, hereby appoint of or failing him or her of Each of whom is a full member of the said institute as my proxy to vote for me on my behalf at the (annual) (special) general meeting of the said Institute to be held on the day of and at any adjournment thereof.

I have indicated with an X in the appropriate spaces below how I wish my proxy to vote in respect of the numbered resolutions specified in the notice of the meeting.

(Note: Unless otherwise instructed the proxy will vote, or abstain from voting as he thinks fit).

	For	Against
Resolution No. 1	[]	[]
Resolution No. 2	[]	[]

Signed this Day of 20.....

Signature:



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ANNEX 3

PUBLICATIONS OF THE UGANDA LAW REFORM COMMISSION

No.	Publication.
1.	A study report on rape, refilment and other sexual offences.
2.	A study report on the reform of the raw of domestic relations.
3.	The sixth revised edition of the laws of Uganda, 2000.
4.	A field study report on voices of the people on trial procedures, sentencing and decriminalisation of petty offences.
5.	A study report on company law.
6.	A study report on competition law.
7.	A study report on contracts law.
8.	A study report on cooperatives law.
9.	A study report on copyright and neighbouring rights law.
10.	A study report on electronic transactions law.
11.	A study report on geographical indications law.
12.	A study report on industrial property law (patents, industrial designs technovations and utility models)
13.	A study report on insolvency law.
14.	A study report on intellectual property - traditional medicine practice.
15.	A study report on intellectual property rights - trademarks and service marks law.
16.	A study report on intellectual property rights -trade secrets law.
17.	A study report on law relating to trial procedure law.
18.	A study report on plant variety protection law.
19.	A study report on quadhi's courts law.
20.	A study report on reform of the laws relating to chattel securities.
21.	A study report on reform of the laws relating to hire purchase.
22.	A study report on reform of the laws relating to mortgage transactions.
23.	A study report on sentencing guidelines.
24.	A study report on the law for establishment of special economic zones.
25.	A study report on the proposals for the reform of the Accountants Act, Cap 266.
26.	A study report on the reform of business associations -partnerships law
27.	A study report on the reform of selected trade laws - consumerprotection law.
28.	A study report on the reform of selected trade laws - sale of goods and services law.
29.	A study report on the reform of selected trade laws - trade licensing law.
30.	Handbook on making ordinances and bye-laws in Uganda.
31.	How our laws are made.
32.	Study report on the implementation of the World Trade Organisation Agreements.
33.	Report on the law relating to publishing horrific pictures and pictures of the dead in the press and pornography.