

**BYE – LAWS OF THE INSTITUTE OF  
INCORPORATED PUBLIC ACCOUNTANTS**

**As Adopted by the Members of the Institute of Incorporated Public Accountants**

**2 July 2010**

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**1. INTRODUCTION**

- 1.1 The Institute of Incorporated Public Accountants (the Institute) was incorporated on 17<sup>th</sup> day of November, 1981, as a company limited by guarantee and not having a share capital.
- 1.2 The purpose of these Bye-Laws is to establish a framework for the orderly conduct of the business of the Institute as a Recognised Accountancy Body.
- 1.3 The Bye-Laws will be effective from a date to be specified by the Council following receipt of approval from the Members at a General Meeting, and from the Irish Auditing and Accounting Supervisory Authority. Amendments to these Bye-Laws shall come into effect on a date prescribed by Council following ratification of the proposed amendments by Members and receipt of notice of approval, under section 9 of the Companies (Auditing and Accounting) Act 2003, from the Irish Auditing and Accounting Supervisory Authority.
- 1.4 Each Member, Member Firm or Student of the Institute is obliged to comply with these Bye-Laws and the International Federation of Accountants (IFAC) Code of Ethics for Professional Accountants which the Institute has adopted.
- 1.5 References to statutory provisions include, where the context permits, the subordinate legislation made from time to time under that provision and any reference to a statutory provision shall include that provision as from time to time modified or re-enacted so far as such modification or re-enactment applies or is capable of applying to such reference.
- 1.6 Where the Articles of Association or Bye-Laws of the Institute require a Member Firm to comply with an article or bye-law, it shall be the responsibility of the Responsible Principal to ensure that compliance.

## 2. DEFINITIONS AND INTERPRETATIONS

2.1 In the interpretation of the Bye-Laws, the following words and expressions shall have the following meaning unless inconsistent with the subject or context:

- a) “**Accounting Practising Certificate**” means a Practising Certificate issued by the Institute that allows a Member to hold himself out as Incorporated Public Accountant in public practice.
- b) “**the Acts**” means the Companies Acts 1963 to 2009.
- c) “**Annual General Meeting**” means an Annual General Meeting of the Institute.
- d) “**Appellant**” means any person or entity making an appeal to the Appeals Committee, or other Committee to which an appeal may be made.
- e) “**Approved Training**” means practical training and experience approved by the Council.
- f) “**Audit Practising Certificate**” means a Practising Certificate issued by the Institute that allows a sole practitioner or firm to hold him/her/itself out as Company Auditors as understood under by section 161 of the Companies Act 1963.
- g) “**Bye-Laws**” means the Bye-Laws of the Institute of Incorporated Public Accountants as set out in accordance with the Articles of Associations.
- h) “**Complainant**” means any person or entity that makes a Complaint in the required manner.
- i) “**Complaint**” has the meaning assigned to it in Bye-Law 11.7 (a).
- j) “**Council**” means the Council of the Institute elected by the members of the Institute in accordance with the Articles of Association.
- k) “**Directors**” means the Council for the time being of the Institute or the Council members present at a meeting of the Council of the Institute and includes any person occupying the position of Council member by whatever name called.
- l) “**Disciplinary Committee**” means the Disciplinary Committee of the Institute established in accordance with the Bye-Laws.
- m) “**General Meeting**” means an Annual General Meeting or Extraordinary General Meeting and “General Meetings” shall be construed accordingly.
- n) “**Institute**” means the Institute of Incorporated Public Accountants Limited, incorporated on 17 November 1981.
- o) “**Irish Auditing and Accounting Supervisory Authority**” means the authority established by the Companies (Auditing and Accounting) Act 2003.
- p) “**Member**” means an Associate or Fellow of the Institute.
- q) “**Member Firm**” means an accounting firm in public practice, including a sole-practitioner, which is composed in whole or in part of Members, which holds an Audit Practising Certificate, and with the majority of the voting rights of this firm exercised by Members of

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- the Institute. A Member Firm may be a sole practitioner, a partnership, a limited liability partnership or a body corporate.
- r) **“Member in Accounting Practice”** means a Member of the Institute, holding an Accounting Practising Certificate, in practice as a professional accountant holding himself out to provide accounting and related services. A Member in Accounting Practice cannot hold him/herself out to be a company auditor as defined in section 161 the Companies Act 1963.
  - s) **“Member in Audit Practice”** means a Member of the Institute, Holding an Audit Practising Certificate, in practice as a professional accountant holding him/herself out to provide accounting, auditing and related services.
  - t) **“Minister”** means the Minister for Enterprise, Trade and Innovation.
  - u) **“Office”** means the registered Office for the time being of the Company.
  - v) **“Office of the Institute”** means the premises from which the Institute carries on its business, or such other place as may be chosen by the Council from time to time.
  - w) **“Officers of the Institute”** shall be the persons stated in Article 55 of the Articles of Association.
  - x) **“Prescribed Accountancy Body”** has the meaning ascribed to it under Companies (Auditing and Accounting) Act, 2003.
  - y) **“Practising Certificate”** means an Audit Practising Certificate or an Accounting Practising Certificate.
  - z) **“Recognised Accountancy Body”** has the meaning ascribed to it under Companies (Auditing and Accounting) Act, 2003.
  - aa) **“Recognised Training Firm”** means a Member Firm of the Institute or other organisation recognised by Council for the Approved Training of Students. For the purposes of these Bye-Laws, other organisations may include mixed firms i.e. forms of accountants where the partners are drawn from more than one recognised professional body.
  - bb) **“Respondent”** means any Member, Student, Member Firm and/or principal of a Member Firm whom is the subject of a Complaint.
  - cc) **“Responsible Principal”** is a principal of a Member Firm who is accountable to the Institute for the actions of the firm, and for attesting and/or certifying on behalf of the firm on any matter required by the Institute.
  - dd) **“the Seal”** means the Common Seal of the Company.
  - ee) **“Secretary”** means the Secretary of the Institute
  - ff) **“Student”** means a Student training to become a Member of the Institute.
  - gg) **“Training Contract”** means a contract of training in such form and content as the Council may from time to time require or approve between a Student and a Recognised Training Firm or other organisation recognised by the Council for the training of Students.

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Words importing the singular only shall include the plural and vice versa and words importing the masculine gender only shall include the feminine gender.

Expressions referring to "in writing" shall, unless the contrary intention appears, be construed as including references to all media printing, lithography, photograph, computer reproduction and any other modes of representing or reproducing words in audio or visual form.

Unless the contrary intention appears, words or expressions contained in these Bye-Laws shall bear the same meaning as in the Acts, or any statutory modification thereof in force at the date at which these Bye-Laws become binding on the Institute and Members.

### **3. THE COUNCIL**

- 3.1 The members of the Council, including committees and sub-committees of the Council, officials, the Secretary, non-Council members of committees and sub-committees of the Institute, in the event that they are requested or obliged to attend to business of the Institute (other than the meetings referred to in Article 60), may be entitled to a fee of €500 per day for each day of such additional Institute business attended to by the relevant individual. This payment shall be in addition to all vouched travel and other expenses that may be claimed from the Institute by that individual.

#### *Establishment of Council Committees*

- 3.2 The Council shall determine the number of members on a committee and the quorum necessary at such meetings.
- 3.3 Any occasional vacancy in any committee may be filled by the Council.
- 3.4 The Council may discharge any committee or sub-committee in whole or in part.

#### *Functioning of Council Committees*

- 3.5 Committees shall comprise of Members of the Institute, unless otherwise required under the Articles or Bye-Laws. The composition of each committee shall provide for a simple majority of the Council members, unless otherwise required under the Articles or Bye-Laws.
- 3.6 Each committee may appoint a chairperson from amongst its members. Alternatively, the Council may, at its absolute discretion, appoint a chairperson to a Committee. In the case of equality of votes, the chairperson shall have a second or casting vote.
- 3.7 On formation, each committee shall establish in writing its terms of reference, including its scope, objectives responsibilities, and powers to act and shall submit these to the Council for ratification. No decision or activity of a committee shall be valid unless there is a ratified terms of reference in force.
- 3.8 Committee meetings shall be held at such times and venues as the members of the committee shall think fit, unless directed otherwise from time to time by the Council.
- 3.9 A sub-committee of a committee may be formed and powers of the committee delegated to the sub-committee only with the authorisation of Council. The Bye-Laws covering the operation of a committee shall apply equally to the operations of any of its sub-committees.
- 3.10 Committees may be formed which merge more two or more of the existing committees, so long as there is no public interest or independence issues with the merger of these committees.

#### **4. MEMBERSHIP**

##### *Admission to Membership*

- 4.1 The Council may establish an Admissions Committee and delegate the management and control of all the processes for admission to Membership and the associated administrative tasks, to the Admissions Committee.

##### *Associate Membership*

- 4.2 Associate Membership is the ordinary professional accountant grade of membership of the Institute.
- 4.3 When applying for Associate Membership, all applicants shall complete the required application form, provide full details of their education and training, accountancy, audit and other experience, state the name and address of the employer with whom such experience was obtained and the duration and type of experience gained, particularly in relation to accountancy and audit assignments, and any other information deemed necessary by the Council or staff of the Institute.
- 4.4 Applicants for Associate Membership must meet the educational standards from time to time set down by Council and/or the Education Committee. The Education Committee may establish alternative educational standards for Associate Membership in respect of those wishing to engage in company auditing to those not wishing to engage in company auditing. The Education Committee may establish alternative education standards for Associate Membership to allow for specialisation in a particular field of accountancy. Any such variation by the Education Committee shall not have the effect of reducing the overall education standard required of applicants admitted as an Associate Member.
- 4.5 Every applicant for Membership shall acknowledge in writing his duty to follow the standards set down by the Institute in the Bye Laws and Articles of Association of the Institute, the IIPA Code of Ethics, and Regulations.
- 4.6 Every applicant for Membership shall acknowledge in writing his duty to maintain the standard and quality of his technical knowledge after qualification and provide a written undertaking to obtain each year a minimum number of hours of post qualification Continuing Professional Development.

##### *Fellowship*

- 4.7 Members of good standing shall normally be eligible to apply for admission to Fellowship, on completion of four years of membership as an Associate.
- 4.8 Members shall not be eligible for admission to Fellowship if:
- i. They have not satisfied the Institute's requirements for Continuing Professional Development;
  - ii. They owe sums in respect of fees or levies due to the Institute;

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- iii. They have been found to be in breach of the standards set down by the Institute in the Bye Laws and Articles of Association of the Institute, the IIPA Code of Ethics, and Regulations.
- 4.9 The Council may, at its discretion, establish additional requirements for eligibility for admission to Fellowship.
- 4.10 Notwithstanding Bye-law 4.7, Members who have been admitted as a fellow/to fellowship of another Prescribed Accountancy Body and/or Recognised Accountancy Body may apply for, and be granted, Fellowship.

*List of Members*

- 4.11 The Secretary shall, from time to time, publish or cause to be published a list of the members of the Institute. Such publications may be made available on request at such charge as the Secretary shall determine from time to time.

*Admission and Management of Members in Practice*

- 4.12 The Council may establish a Practice Committee and delegate the management and control of all the processes for awarding of Practising Certificates, as well as their renewal, suspension and withdrawal, and the associated administrative tasks to the Practice Committee.
- 4.13 Any Member or Member Firm applying for a Practising Certificate for the first time, or for the renewal of a Practising Certificate must undertake to comply with the following requirements:
- (a) To comply with the Memorandum and Articles of Association of the Institute, to comply with Bye-Laws and Regulations, the IIPA Code of Ethics, and Regulations imposed by the Council and/or the Practice Committee from time to time.
  - (b) To obtain adequate professional indemnity insurance to cover a minimum of €600,000. On first applying for a Practising Certificate and thereafter on the occasion of every annual renewal of the Practising Certificate, he shall provide evidence in writing to the Institute, in a format to be specified by the Council that such cover has been obtained.
  - (c) To undertake to comply with the Institute's requirements regarding Continuing Professional Development as outlined in Bye-Law 7.
  - (d) To make such arrangements as are necessary to ensure the continuity of the practice in the event of death or incapacity. Such arrangements may be made in a partnership agreement or through an agreement with another firm of practising accountants. These arrangements are to be reviewed and re-executed annually by each Member.
  - (e) To comply with the Institute's requirements regarding fit and proper character and to be of good repute. the Member, or (in the case of firms) the Responsible Principal must answer the following questions to the satisfaction of the Practice Committee:

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- i. Has an order been made against you, your firm, or any principal or employee of your firm by the Disciplinary Committee of the Institute or any other body of auditors or accountants, which has not been reversed?
- ii. Has the Member or any principal been adjudged bankrupt in the State or in any other member state of European Union?
- iii. Has the Member or any principal become of unsound mind?
- iv. Has the Member or any principal become prohibited from being a company director by reason of any other made under Part VII of the Companies Act 1990?
- v. Is the Member or any principal directly or indirectly interested in any contract with the Institute and has he failed to disclose the nature of this interest in the manner required by S.194 of the Companies Act 1963 as amended by S.47 (3) of the Companies Act 1990?

These questions may be stated in any appropriate form, so long as the desired information is obtained.

- (f) Have in place at all times a Responsible Principal.
- (g) To supply any other information or documentation that the Council, Practising Committee and/or Institute staff may require.

No Audit Practising Certificate shall be awarded to a firm or an individual unless it meets all relevant requirements of Statutory Instrument 220 of 2010 – European Communities (Statutory Audits) (Directive 2006/43/EC) Regulations 2010.

- 4.14 Practising Certificates shall normally be issued for a period of twelve months ending on 31<sup>st</sup> December and application must be made for the renewal of all Practising Certificates on an annual basis. Practising Certificates may be issued for shorter periods than 12 months, but will never be issued for a period that exceeds 12 months.
- 4.15 All Practising Certificates are the property of the Institute and may be suspended or withdrawn by Council in accordance with the provisions of the Regulations made by Council for this purpose. Nothing in these Bye-Laws or in the Regulations made by Council shall affect the application of the requirements for procedural fairness to the suspension or withdrawal of Practising Certificates..
- 4.16 If a Member or Member Firm of the Institute fails to comply with any measures taken by the Institute to comply with the condition attached to the Institute's recognition by the Irish Auditing and Accounting Supervisory Authority under Section 192 of the Companies Act 1990 effective 1 May 2009, this shall:
  - (a) constitute grounds for immediate suspension of the affected Member's or Member Firms authorisation to audit by the Practising Committee; and
  - (b) render the affected Member or Member Firm liable to disciplinary action under these Bye-Laws.

*Practising Members*

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- 4.17 All applicants for Practising Certificate shall complete the required application form and provide any and all information and/or documentation requested by the Institute.
- 4.18 A Member applying for an Accounting Practising Certificate must demonstrate to the satisfaction of the Practice Committee, and provide evidence in the form designated by the Practice Committee, that he has gained sufficient education, training and experience, that he is fit to practice, and demonstrate that he has gained at least two years appropriate experience in the areas of book-keeping, accounting, and taxation.
- 4.19 A Member applying for an Audit Practising Certificate, or the Responsible Principal of an accounting firm applying for an Audit Practising Certificate, must demonstrate to the satisfaction of the Practice Committee, and provide evidence in the form designated by the Practice Committee, that he has gained, the education, training and experience established in law for the appointment of a company auditor as defined by section 191(1)(a) and section 191(1)(b) of the Companies Act 1990, including any amendments thereof.
- 4.20 On or about the first day of November of each year, every Member in Practice and Member Firm in Practice must submit a Practising Certificate renewal form along with any supporting documentation that may be required by the Practice Committee. In addition the Member in Practice and Member Firm in Practice must submit the annual subscription fee and the Practising Certificate renewal fee. The Practising Certificate renewal form shall be in such form as the Practice Committee may prescribe from time to time.

*Principals and Member Firm Management Structures*

- 4.21 All of the principals of a Member Firm, Members in Accounting Practice, and Members in Audit Practice are required to submit themselves to regulation by the Institute, in whatsoever form is deemed appropriate by the Monitoring Committee, Council or any other Committee of Council so designated.
- 4.22 All of the principals in any prospective or existing Member Firm must be Members of the Institute or members of a Prescribed Accountancy Body.

*Duty to Cooperate*

- 4.23 Every Member, Member Firm and Student shall cooperate fully with the Council, Committee, Sub-Committee, Institute staff member, or any other person or entity identified by the Council, Committee, Sub-Committee or Institute Staff Member. Failure by any Member, Member Firm or Student to cooperate with the Council, Committee, Sub-Committee, Institute staff member, or other person identified by the Council, Committee, Sub-Committee or Institute staff member may result in Disciplinary proceedings. In the case of Member Firms, the Responsible Principal is required to ensure the required cooperation.

**5. FEES, SUBSCRIPTIONS AND CHARGES**

- 5.1 Every Member, Member in Practice and Member Firm shall pay an annual subscription fee and, in the case of Members or Member Firms holding a Practising Certificate, an annual fee for a Practising Certificate to the Institute. This fee shall be due and payable on 1 January each year, or on admission for new Members, Members in Practice and Member Firms.
- 5.3 Every person who is admitted as a Member of the Institute shall pay an admission fee and, in addition to the annual or other subscription or payment as is levied from time to time by the Council. A person shall not become a Member until the said admission fee is paid.
- 5.4 Every Registered Student shall pay an annual subscription fee. This fee shall be payable on 1 January each year, or on admission for new Students.
- 5.5 Members in Audit Practice or Member Firms holding an Audit Practising Certificate admitted after 1 January will be charged Membership subscription and Audit Practising Certificate subscriptions on a pro-rata basis. This charge shall be 1/12 of the annual fee for each month or part of a month for which the Audit Practising Certificate is issued. All other fees will be charged at their full rate.
- 5.6 On admission as a Fellow, a Member may become liable to pay an increased rate of annual subscription and the increase shall be due on the date on which he is admitted to Fellowship.
- 5.7 As part of their annual subscription and annual fee for a Practising Certificate Member Firms shall pay an additional fee per principal for the second and any subsequent principals within that firm, the amount of that fee to be decided by the Council.
- 5.8 The Council may permit the reduction or remission of any fee, subscription or payment, either generally or in a particular case, if it considers it to be desirable.
- 5.9 The rate of Audit Practising Certificate renewal fees shall be set by the Institute in a General Meeting. The rate of all other fees, whether annual or other subscriptions or payments, Student membership subscriptions, fees for educational services, Accounting Practice Certificate renewal fees or any other subscriptions, fees or charges may be established by the Council or delegated as the Council sees fit.
- 5.10 The Council delegates the setting of a fee for any educational services or materials provided by the Institute to the Chief Executive of the Institute.
- 5.11 The Council delegates the setting of a fee for Continuing Professional Development events or services, other than that fee charged to a Member holding an Audit Practising Certificate or the first attendee from a Member Firm holding an Audit Practising Certificate, to the Chief Executive of the Institute.
- 5.12 Where any Member, Member Firm or Student fails to pay his annual subscription or any other subscription, levy or payment due by him within three months after the due date, he shall cease to be a Member, Member Firm or Student, unless the Council decides otherwise. Any Member, Member Firm or Student removed under this Bye-Law and who subsequently applies for re-admission shall be required to pay a re-admission fee which shall be determined by the Council from time to time. All aspects of applications for readmission under this Bye-Law shall be considered at the discretion of the Council in

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accordance with the Articles of Association and the Bye-Laws. The ultimate decision on readmissions shall, in all cases, rest with the Council.

- 5.13 Any Member appointed to the Monitoring Committee and who qualifies for an Audit Practising Certificate, but who is no longer undertaking any audit work, may receive an Audit Practising Certificate free of charge. In the event that he is appointed the auditor of a company or any other entity, or he holds himself out as offering such services he must immediately inform the Institute and pay the required Audit Practising Certificate fees.

## 6. STUDENTS AND EDUCATION

### *Register of Students*

- 6.1 The Secretary shall maintain a register of Students of the Institute.
- 6.2 The Council may establish an Education Committee and delegate the management and control of all the processes and other matters relating to education, examination and training, including the admission of an individual as a Student of the Institute. The Council may also delegated the management of all matters relating to Continuing Professional Development to the Education Committee.
- 6.3 The Education Committee may form such sub-committees as may be required for the proper achievement of its objectives.

### *Students*

- 6.4 Prospective Students must complete the required application form, provide any and all information and documentation requested by the Education Committee or the Institute in support of their application to register as a Student.
- 6.5 An individual may only become a registered Student of the Institute having attained university entrance level, which is defined as follows:
- (a) Leaving Certificate - A minimum of a grade C3 at higher level in two subjects and passes in four other subjects at higher or ordinary level.
  - (b) Be a Mature Student – You must have reached 23 years of age on or before the 1<sup>st</sup> of January of the year of proposed entry.
  - (c) GCE (UK) – 2 Subjects at A Level grade C and 4 other subjects at GCSE Level Grade C.
  - (d) Hold an existing third level qualification. This qualification does not have to be related to Accounting.
  - (e) Passing second level examinations in another jurisdiction which would qualify an individual for entry into University

The burden of proof of having achieved university entrance level rests entirely with the prospective Student. The final decision on the acceptance of an individual as a Student lies entirely with the Education Committee.

- 6.6 The training of Students by Member Firms shall take full cognisance of the contents of relevant EU directives, regulations and recommendations, National Laws, Ministerial orders or other binding pronouncements or codes of practice by authorised bodies covering the supervision of the auditing profession, the Institute's Bye-Laws, technical pronouncements, code of ethics, and any other rules or regulations currently in force.
- 6.7 All Students wishing to become Members of the Institute must demonstrate to the satisfaction of the Admissions Committee that they have the necessary level of education, training and experience required under the Bye-Laws and the Articles of Association to be admitted as a Member of the Institute.

*Examinations*

- 6.8 Without prejudice to the generality of Bye-Law 6.2, the Council and/or the Education Committee may establish requirement in respect of each qualification offered by the Institute prescribing:
- (a) the examinations of the Institute and the parts, if any, into which those examinations are to be divided;
  - (b) the syllabus for each examination subject;
  - (c) the courses to be attended in preparation for the examinations;
  - (d) the times and locations at which examinations may be taken;
  - (e) the fees for sitting examinations and any other fees payable by Students;
  - (f) the number of attempts a Student may have for any examination;
  - (g) any exemptions or concessions which may be granted or allowed;
  - (h) any other matters incidental to the holding of examinations.
- 6.9 To assist in the conduct of examinations, the Council and/or the Education Committee may appoint suitably qualified persons as moderators, examiners, assistant examiners or other necessary officials as the Council may deem fit. Such persons need not necessarily be Members of the Institute. They may be remunerated for the services provided, but may be removed, subject to applicable law, without explanations, as the Council or the Education Committee shall deem fit.
- 6.10 Persons appointed under Bye-Law 6.9 shall not be considered employees of the Institute solely by virtue of the services provided under that Bye-Law. However, nothing in this Bye-Law shall prevent employees of the Institute from providing the services envisaged in Bye-Law 6.8.
- 6.11 The results of examinations must be submitted to Council and/or the Education Committee for its consideration and ratification together with such reports on the overall conduct of examinations as the Council and/or the Education Committee may require. No examination result shall be considered valid until it has been ratified by Council and/or the Education Committee, by a simple majority of those attending the relevant meeting.
- 6.12 The Education Committee may approve an interim award for the completion of a single subject of the IIPA professional accounting qualification. This will be known as a "Single Subject Certificate".
- 6.13 The Education Committee may approve an interim awards for the completion of any block of subjects in the IIPA professional accounting qualification. These will be established under individual names as decided by the Education Committee.
- 6.14 The Education Committee may approve post-graduate qualifications for holders of third level qualifications or professional accounting qualifications. The Education Committee will specify the quality and educational requirements for all post-graduate qualifications, and shall assess and approve the syllabus of any such qualification.

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- 6.15 The Education Committee may establish other qualifications as it sees fit. The Education Committee will specify the quality and educational requirements for all such other qualifications, and shall assess and approve the syllabus of any such qualification.
- 6.16 The Education Committee may approve conversion qualifications allowing holders of a specific qualification (for example a member of another professional accountancy body) convert their qualification to one that will allow them to be admitted as a Member of the Institute. The Education Committee will specify the quality and educational requirements for all conversion qualifications, and shall assess and approve the syllabus of any such qualification.
- 6.17 The Education Committee may accredit qualifications offered by other educational establishments as being "accredited by the Institute of Incorporated Public Accountants". The Education shall specify to the educational establishment the minimum quality and educational standards that must apply. The Education Committee shall assess and approve the syllabus of any such qualification.
- 6.18 The Education Committee may approve any other education institution to offer any qualification on behalf of the Institute. The Education Committee will specify the quality and educational requirements for all such institution, and shall apply any conditions that it deems appropriate.
- 6.19 The Education Committee shall monitor and make recommendations on student welfare. The Education Committee may withdraw any accreditation or approval to any establishment where the Committee is not satisfied with that institute standards with regards to student welfare.

**7. CONTINUING PROFESSIONAL DEVELOPMENT**

- 7.1 Each Member (other than those exempt in these Bye-Laws) shall be required to maintain the knowledge needed to function effectively as a professional accountant in public practice, industry, commerce, education, the public sector, or in any other position or situation requiring them to apply their professional judgement.
- 7.2 The Council and/or the Education Committee shall have discretion to fix the minimum number of hours and to set down such courses of study, structured or informal, as it considers appropriate for the Continuing Professional Development of Members so long as the minimum number of hours, the courses of study set down are in accordance with International Education Standard 7 – Continuing Professional Development: A Program of Lifelong Learning and Continuing Development of Professional Competence as promulgated by the International Accounting Education Standards Board of the International Federation of Accountants.
- 7.3 Each Member shall maintain a written record of the Continuing Professional Development undertaken, and report to Council in such form as the Council shall decide, setting out details of the Continuing Professional Development obtained by him.
- 7.4 The Monitoring Committee of the Institute shall be responsible for monitoring compliance with the Continuing Professional Development requirements and may set down procedures for the monitoring of Members compliance with their duties to undergo Continuing Professional Development including members who do not hold a Practising Certificate.
- 7.5 Retired Members and Honorary Members are exempt from the requirement to participate in Continuing Professional Development so long as they do not provide professional accounting services, either as a Member in Practice or to an employer.
- 7.6 Failure by any Member (others than exempt Members) to comply with the Continuing Professional Development requirements outlined in Bye-law 7.1 to 7.3 may render that Member liable to disciplinary action.
- 7.7 Participating in, and satisfying the requirements of, the Continuing Professional Development scheme of another Prescribed Accountancy Body or Recognised Accountancy Body will constitute compliance with the Continuing Professional Development requirements of the Institute.
- 7.8 The Education Committee and/or the Practice Committee may, in certain circumstances, grant an exemption for the requirement to undertake Continuing Professional Development.

**8. ETHICS**

- 8.1 All Members, Member Firms and Students of the Institute must follow the Code of Ethics for Professional Accountants prepared by the International Ethics Standards Board for Accountants as established by the International Federation of Accountants and which are for the time being in force.
- 8.2 All Members, Member Firms and Students must follow the Auditing Practices Boards Ethical Standards for the time being in force.
- 8.3 Council may establish additional ethical standards and require all Members, Member Firms and Students to follow any additional ethical standards that it has established.
- 8.4 The standards referred to in Bye-Law 8.1, 8.2, and 8.3 shall be known as the "Institute of Incorporated Public Accountants Code of Ethics" or the "IIPA Code of Ethics".
- 8.5 Responsibility for monitoring ethical standards in the accounting and auditing profession and maintaining and/or recommended ethical code for Members, Member Firms and Students is delegated by the Council to the Technical Committee.
- 8.6 Responsibility for monitoring of Member, Member Firm Student adherence to the IIPA Code of Ethics is delegated by the Council to the Monitoring Committee.
- 8.7 Council may offer interpretation, clarify or exclude the application of particular part of the IIPA Code of Ethics.
- 8.8 The Technical Committee may offer interpretation or clarification to the IIPA Code of Ethics.
- 8.9 The Education Committee shall ensure that full knowledge of the IIPA Code of Ethics is included in the appropriate education syllabus and is covered by examinations on a routine basis.
- 8.10 Any complaint against Member, Member Firm or Student alleging a breach of the IIPA Code of Ethics shall be dealt with in accordance with Bye-Law 11 - Discipline.

**9. TECHNICAL STANDARDS**

- 9.1 The Council may establish a Technical Committee and delegate the management and control for ensuring that technical material relevant to the conduct of business of Members of the Institute is brought to their attention on a timely basis by said Committee.
- 9.2 The Technical Committee shall monitor developments in standards of accounting, auditing, financial reporting, insolvency, liquidations and any and all other areas of public practice.
- 9.3 All Members, Member Firms are required as a minimum to be familiar with and to follow in so far as they are applicable:
- (a) Accounting Standards as promulgated by the Accounting Standards Board.
  - (b) International Financial Reporting Standards as promulgated by the International Accounting Standards Board.
  - (c) The IIPA Code of Ethics.
  - (d) International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board.
  - (e) The International Standard on Quality Control issued by the Auditing Practices Board
  - (f) All relevant law.
  - (g) Any and all directions and guidance issued by the Department of Enterprise, Trade and Innovation, the Irish Auditing and Accounting Supervisory Authority, the Revenue Commissioners, the Companies Registration Office, the Office of the Director of Corporate Enforcement and any other lawful body charged with creating, interpreting, imposing or enforcing Technical Standards.
  - (h) The Institutes Memorandum of Association, Articles of Association, Bye-Laws and Regulations.
- 9.4 The Technical Committee may prescribe additional requirements as it sees fit.
- 9.5 The Technical Committee may issue, or cause to be issued to Member, Member Firm and Student such technical guides, updates or any other form of guidance that is relevant to the achievement of its objectives.

**10. MONITORING**

- 10.1 The Council may establish a Monitoring Committee and delegate to it all monitoring and quality assurance activities of the Institute, necessary to fulfil its obligations as a Recognised Accountancy Body and Prescribed Accountancy Body to said Committee. The Council may establish a Monitoring Appeals Committee and delegate to it the powers to hear appeals from Members in respect of the findings of a Monitoring review.
- 10.2 Monitoring reviews may consist of any and all of written questionnaires, interviews, inspection of records, observation and third party representations.
- 10.3 Monitoring reviews shall normally be conducted at the level of the firm. The monitoring review will cover the following, (as appropriate to the firm under review):
- (a) Leadership and management of the firm.
  - (b) Quality of work undertaken.
  - (c) Audit methodologies in use by the firm.
  - (d) Systems of quality assurance and compliance with technical standards.
  - (e) The application of the IIPA Code of Ethics and relevant law; and
  - (f) Any other individuals, materials or matters that the Committee believes relevant.
- 10.4 Where Members are in a mixed practice, and the firm is a registered firm of another Recognised Accountancy Body, the monitoring visit may cover only the work of the Member.
- 10.5 The Monitoring Committee may place reliance on the monitoring and quality assurance processes undertaken by another Recognised Accountancy Body in respect of Members in Audit Practice or Member Firms holding Audit Practising Certificates, so long as the Monitoring Committee is granted access to said monitoring and quality assurance reports.
- 10.6 The Monitoring Committee may place reliance on the monitoring and quality assurance processes undertaken by a Recognised Accountancy Body, Prescribed Accountancy Body or other external reviewer in respect of Members in Accounting Practice, so long as the Monitoring Committee is granted access to the said monitoring and quality assurance reports.
- 10.7 The Monitoring Committee shall, following a monitoring review, make a written report to a Member and/or Member Firm that, as a minimum, includes the following:
- (a) An outline of the scope and nature of the review
  - (b) An outline the findings of the Monitoring visit
  - (c) A grade as outlined in Bye-Law 10.8
  - (d) Recommendations (if any)
- 10.8 The grade referred to in 10.7 (b) shall be one of the following:

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- (a) "Grade 1" – The firm has adequate arrangements in place in respect of the matters referred to in 10.3 (a) – (f) and no further action or follow-up is required.
  - (b) "Grade 2" – The firm has a small number of minor issues with their arrangements in respect of the matters referred to in 10.3 (a) – (f). The firm will be required to address and report back to the Monitoring Committee on within an eight week period.
  - (c) "Grade 3" – The firm has a moderate number of minor issues with their arrangements in respect of 10.3 (a) – (f). The firm will be required to address these matters and report back to the Monitoring Committee within an eight-week period and will be subject to a revisit in six months, or whenever the Monitoring Committee feels is appropriate.
  - (d) "Grade 4" – The firm has a large number of minor issues or a small number of significant issues with their arrangements in respect of 10.3 (a) – (f). The firm will be required to address these matters and report back to the Monitoring Committee within four weeks. In addition they will be required to immediately engage appropriate professional guidance from an appropriate source. This may included requiring the firm to obtain some or all of the following:
    - I. Professional advice on standards, ethics, technical or legal matters from an individual or firm acceptable to the Monitoring Committee.
    - II. A hot file review by a firm specialising in the provision of hot file reviews of a specific file or files in advance of an audit opinion being signed by the auditor. A copy of the report of the hot file reviewer must be forwarded by the hot file reviewer to the Institute within 7 days of its completion.
    - III. A hot file review of all audit files for a specified or unspecified period of time period, or in any other form that the Monitoring Committee feels is appropriate.
    - IV. Restriction of the types of work that the firm may undertake.
    - V. Any other restrictions or recommendations that the Monitoring Committee deems appropriate or necessary.
  - (e) "Grade 5" – The firm has a large number of significant issues with their arrangements with respect to 10.3 (a) – (f). Prompt action will be taken by the Monitoring Committee in respect of any firm receiving a "Grade 5". This action will include the suspension of the Members Practising Certificate and referral of the matter to the Director of Professional Conduct as a Complaint. The Committee may also take any other actions that it thinks is desirable, necessary and/or in the public interest.
- 10.9 Members and/or Member Firms (as appropriate) must apply as soon as is practicable, any recommendation of the Monitoring Committees report, unless they do not accept the recommendations, and are acting in compliance with Bye-Law 10.10 to 10.13.
- 10.10 The Member and/or Member Firm must notify the Monitoring Committee in writing of their acceptance or non-acceptance of the findings and recommendations in the Monitoring Committees report within 14 days of the receipt of the report of the Monitoring Committee.
- 10.11 Any Member or Member Firm that refuses to accept the recommendation of the Monitoring Committee must notify this refusal to the Monitoring Appeals Committee, outlining the reasons for their refusal to accept, within 14 days of his receipt of the recommendations. Failure to respond will result in the matter being passed to the Director of Professional Conduct as a Complaint.

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- 10.12 The Monitoring Appeals Committee shall offer the Monitoring Committee the opportunity to provide any further information the Monitoring Committee believes is appropriate. The Monitoring Appeals Committee may then affirm, vary or rescind the recommendation of the Monitoring Committee. The Monitoring Appeals Committee must give reasons in writing for this decision.
- 10.13 The Member and/or Member Firm must notify the Monitoring Appeals Committee in writing within 14 days whether or not they accept of the decision of the Monitoring Appeals Committee. In the event that they refuses to accept the decision of the Monitoring Appeals Committee, or fails to respond to said Committee in the time allowed, the matter shall be referred to the Director of Professional Conduct as a Complaint.
- 10.14 The Monitoring Committee or the Monitoring Appeals Committee shall notify the Practice Committee immediately of any reason why the issue or renewal of a Practising Certificate should be withheld.
- 10.15 General points arising from a monitoring visit that may have wide application for other Member, Member Firm and/or Student of the Institute shall be notified to the Council, which shall decide whether they should be communicated to some or all Members, Member Firms and/or Student.
- 10.16 A report of overall monitoring activity, including the results achieved shall be submitted to Council for its consideration at least once a year.
- 10.17 Each member of the Monitoring Committee must be independent of the reviewed Member. Members of the Monitoring Committee must provide to Council, on or about the 1<sup>st</sup> of January each year, the following information:
- (a) Details of any business dealings or other relationship that with any Member or Member Firm.
  - (b) Detail of shares held in any company in which any Member or Member Firm holds more than 10% of shares.
  - (c) Details of any shares held in any company for which any Member or Member Firm is the auditor or accountant.
  - (d) Details of any Directorships held in any company for which the Member or Member Firm is the auditor or accountant.
  - (e) Details of any interest held in any land or other property owned by any Member or Member Firm.
  - (f) Details of any gifts valued at more than €100 received from any Member or Member Firm.
  - (g) Details of any gifts valued at more than €100 received from any company audited by any Member or Member Firm.
  - (h) Details of any ownership stake in any undertaking (other than a company) that also includes within its owners any Member or Member Firm, or a company or other entity owned, audited or to which accounting services are provided by a Member or Member Firm.
- 10.18 Each member of the Monitoring Committee must hold an Audit Practising Certificate and/or demonstrate to the satisfaction of the Council that they have the necessary

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- knowledge and skills to undertake a Monitoring Review. This must include the appropriate professional education and relevant experience in company audit and appropriate training in quality assurance.
- 10.19 In preparing for each Monitoring Review the member(s) of the Monitoring Committee who will be undertaking the Monitoring Review must consider whether they have any conflict of interest in that individual review.
- 10.20 The Monitoring Review is an overall review of the quality of the practice and will include all relevant matters outlined in the International Standards on Quality Control. It shall be conducted to ensure that:
- (a) the scope of the review is adequate depending on whether it is a Firm review or individual Member review;
  - (b) findings are supported by adequate testing of selected audit files;
  - (c) the Member or Member Firm being reviewed is in compliance with applicable auditing standards and independence requirements;
  - (d) the quantity and quality of resources spent, of the audit fees charged and of the internal quality control system of the audit firm are appropriate.
- 10.21 Monitoring shall take place on each Member in Audit Practice or Member Firm in Audit Practice at least every six years.

## 11. DISCIPLINE

11.1 A Member, Member Firm or Student shall continue to be liable to disciplinary action after his or its ceasing to be a Member, Member Firm or Student in respect of any matters which occurred whilst he was actually a Member, Member Firm or Student and in respect of which a complaint is referred to the committee responsible for hearing the complaint, or disciplinary action is otherwise commenced, within five years of his or its' so ceasing to be a Member, Member Firm or Student (as the case may be).

11.2 A Member, Member Firm or Student of the Institute shall be liable to disciplinary action in any of the following cases, whether or not he was a Member, Member Firm or Student at the time of the occurrence giving rise to such liability:

- (a) Where, in the course of carrying out his professional duties or otherwise, he has been guilty of misconduct. Misconduct, for this purpose, shall include any act or default likely to bring discredit to himself, the Institute or the accountancy profession.
- (b) Where he has been convicted by a court of competent jurisdiction in Ireland or elsewhere of any offence involving dishonesty, violence, incompetence or indecency or has in any civil proceedings been found to have acted fraudulently, incompetently or dishonestly, it shall be presumed to be proof, unless the contrary is proven, that he has been guilty of misconduct for the purposes of this Bye-Law.
- (c) Where he has committed any breaches of these Bye-Laws, the Articles of Association, Regulations, or the IIPA Code of Ethics.
- (d) Where he has performed his professional work or the duties of this employment or conducted his practice inefficiently or incompetently to such an extent or frequency as to bring discredit to himself, the Institute or the accountancy profession.
- (e) Where he has failed to satisfy a judgement debt or, individually or as a partner, has made an assignment for the benefit of creditors or under any resolution of creditors or order of the court or any deed or document, has had his estate placed in liquidation for the benefit of the creditors or has made any arrangement for the payment of a composition to creditors.
- (f) Where he has failed to respond to any communication from the Head Office, the Council, any Committee of the Council or any other duly appointed representative of the Institute.

No disciplinary action shall rest solely on the matter of disputed fees.

- 11.3
- (a) At the first Council meeting following the Annual General Meeting each year, the Council shall appoint an Investigation Committee, a Disciplinary Committee and an Appeals Committee. In the context of this Bye-Law the continuation in office of the members of the aforementioned committees who were in place immediately before the aforementioned Council meeting shall constitute the appointment of said committees.
  - (b) No person shall, at the same time, be a member of the Council, the Investigation Committee, the Disciplinary Committee and the Appeals Committee.

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- (c) The Council shall, as it thinks fit, pay the reasonable expenses of members of the Investigation Committee, the Disciplinary Committee and the Appeals Committee, including expenses incurred in receiving legal or other expert advice.
  - (d) The Council shall, as it thinks fit, pay the reasonable remuneration for their time to individuals who are not members of the Institute but who are requested to attend a meeting of the Investigation Committee, the Disciplinary Committee or the Appeals Committee.
  - (e) The Investigation Committee, the Disciplinary Committee and the Appeals Committee shall each have power to make such rules and codes of practice as they may consider necessary for the performance of their respective functions.
  - (f) There shall be a Director of Professional Conduct who may be the Secretary of the Institute or any such person that the Council may appoint from time to time.
  - (g) The Council, the Investigation Committee, the Disciplinary Committee, the Appeals Committee and the Director of Professional Conduct of the Institute shall constitute a "Disciplinary Committee" as defined in section 192A of the Companies Act 1990 as amended by section 36 of the Companies (Auditing and Accounting) Act 2003. The Council, the Investigation Committee, the Disciplinary Committee, the Appeals Committee and the Director of Professional Conduct of the Institute are entitled to avail of all powers conferred on it by section 192A of the Companies Act 1990 (as inserted by section 36 of the Companies (Auditing and Accounting) Act 2003) when exercising any and all of their powers, individually or collectively, under this Bye-Law (Bye-Law 11.).
  - (h) All unresolved Complaints on hand at the date that these Bye-Laws come into force shall be subject to the provisions of these Bye-Laws.
- 11.4 In the event of a conflict of interest arising in respect of any matter before the Investigation Committee, the Disciplinary Committee or the Appeals Committee, a committee member must declare such a conflict of interest to the respective Committee and must abstain from attending any meetings in respect of such matter. An alternative committee member shall be appointed in his/her stead in order for a valid quorum to be present. The Council will be responsible for selecting an alternative committee member.
- 11.5 The chairperson at any meeting of the Investigation Committee, the Disciplinary Committee or the Appeals Committee may adjourn any meeting where such an adjournment is necessary so that the business of the meeting may be properly conducted. When a meeting is adjourned, the time and place for the adjourned meeting shall be fixed by the Committee. No business shall be transacted at any adjourned meeting except business which might properly have been transacted at the meeting had the adjournment not taken place.
- When a meeting is adjourned for two months or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- The parties required to attend a meeting of the Investigation Committee, the Disciplinary Committee or the Appeals Committee shall also be obliged to attend at any adjournment of that meeting, unless for good reason, which shall be notified to the chairperson of the meeting, they are not in a position to attend.
- 11.6 The Investigation Committee shall consist of five persons of whom two shall be Members and the other three shall be non-Members nominated by the Council. The quorum for

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meetings of the Committee shall be three of whom two shall be non-Members. A simple majority of non-Members must be present in order to constitute a valid quorum. The chairperson of the Investigation Committee shall be a non-Member nominated by the Investigation Committee.

- 11.7 (a) A "Complaint" is any complaint, allegation, expression of concern, matter or event in respect of the conduct, behaviour, performance or affairs of a Member, Member Firm or Student brought to the attention of the Director of Professional Conduct in writing on the designated complaint form. The Director of Professional Conduct may, at his own discretion, complete, or cause to be completed a complaint form where he becomes aware of any circumstances which he believes merits such an action.
- (b) Any Member or other person shall have the right to make a formal complaint to the Director of Professional Conduct of the Institute, describing any facts or matters indicating that a Member, Member Firm or Student of the Institute may have become liable to disciplinary action. The Director of Professional Conduct will undertake an initial assessment of the complaint and decide whether a vexatious complaint has been made. If he decides that the complaint is vexatious he may refuse to proceed with the complaint. Where the Director of Professional Conduct decides that a vexatious complaint has been made he must notify the Complainant as soon as is practical, explaining the reasons for his decision. The Complainant may appeal this decision by Director of Professional Conduct to the Investigation Committee. Any appeal must be made within 30 days of the date that the notice of the decision is issued to the Complainant.
- (c) Where a Member Firm is the subject of a Complaint, the Member Firm shall nominate a principal to deal with the Complaint.
- (d) The Director of Professional Conduct of the Institute may, where he feels it is appropriate, endeavour to resolve and/or conciliate the issues arising. Where the endeavours to resolve do not succeed the Director of Professional Conduct shall have a duty to lay such facts and matters before the Investigations Committee. Any and all complaints resolved or conciliated by the Director of Professional Conduct, must be reported to the Investigation Committee. The Director of Professional Conduct may seek any clarifications, documents, or anything he feels is necessary in undertaking his duties in relation to this Bye-Law.
- (e) Where any such facts or matters have been laid before the Investigation Committee, it shall have power to call for such further information as it may consider necessary and useful to help it to decide whether or not a prima facie case has been made against the Member, Member Firm or Student concerned. Before reaching a decision, the Investigation Committee shall be satisfied that it has taken all reasonable steps to give the Member, Member Firm or Student an opportunity to make written representations to it. The Committee may, at its absolute discretion, give the Member, Member Firm or Student an opportunity to be heard before it. Minutes of the meeting of the Investigation Committee shall be taken and the minutes taken shall constitute the written record of the meeting held.
- (f) If it is the opinion of the Investigation Committee, from the facts and matters laid before it, that a Member, Member Firm or Student may be or may have been conducting his professional affairs inefficiently or incompetently, the Committee may, at its absolute discretion, require that Member, Member Firm or Student to obtain and act upon specific professional advice. Failure to take this advice will

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be recorded by the Investigation Committee and will, unless the Committee believes that exceptional or exigent circumstances exist, be refer the complaint to the Disciplinary Committee. Notwithstanding the above, the original complaint will continue to be processed in the normal way.

- (g) Where the matters complained of are the subject of civil or criminal proceedings, the matter may, at the discretion of the relevant Committee, be deferred until such time as the civil or criminal proceedings are at an end. Notice of such a deferral will issue to the Complainant and Member, Member Firm or Student.
- (h) Any notice of hearing of the Investigation Committee which is issued to the Respondent and the Complainant shall also be sent to the Irish Auditing and Accounting Supervisory Authority at the same time, who may attend the hearing at their discretion.
- (i) If the Investigation Committee, following its meeting in respect of the matter complained of, is of the opinion that no prima facie case exists, it shall cause the Director of Professional Conduct, within twenty-one (21) days of the meeting, to issue a notice of such findings to the Member, Member Firm or Student and the Complainant providing the reasons for this decision.
- (j) If the Complainant is not satisfied with the finding of the Investigation Committee that no prima facie case exists against the Member, Member Firm or Student, the Complainant may make an appeal in writing to the Disciplinary Committee within thirty (30) days of the issue of the notice from the Investigation Committee.
- (k) On receipt of an appeal from the Complainant under Bye-law 11.7(j) the staff of the Institute will facilitate the transfer of all documentation in relation to the Complaint from the Investigation Committee to the Disciplinary Committee.
- (l) Following the receipt of an appeal in writing from the Complainant under Bye-law 11.7(j), the Disciplinary Committee will convene within 60 days to consider the appeal. The Disciplinary Committee will consider only whether it is of the opinion, based on the documentation provided to the Committee, that a prima facie case does or does not exist against the Member, the Member Firm or Student.
- (m) If, following its consideration of the appeal received under Bye-law 11.7(j), the Disciplinary Committee is of the opinion that a prima facie case exists against the Member, Member Firm or Student, it shall arrange for the communication of this to the Investigation Committee and the Complainant, along with the reasons for its opinion, within twenty-one (21) days. The Investigation Committee will then be required to treat the Complaint as if it had come to the opinion that a prima facie case exists against the Member, Member Firm or Student and proceed with the Complaint in line with Bye-law 11.7(o).
- (n) If following its consideration of the appeal received under Bye-law 11.7(j), the Disciplinary Committee is of the opinion that a prima facie case does not exist against the Member, Member Firm, or Student the Committee shall arrange for the communications of these findings to the Member, Member Firm or Student, and the Complainant providing the reasons for its opinion within twenty-one (21) days.
- (o) If the Investigation Committee is of the opinion that a prima facie case exists against the Member, Member Firm or Student, it may decide:

(A) that no further action is required in respect of part of all of the complaint;

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- (B) that it will defer consideration of the complaint until such time as:
- i. the Committee has obtained such information, documentation, records or other evidence that it requires;
  - ii. require particular performance by the Member, Member Firm or Student to deal with the matter;
- (C) to make an order (to be known as a Consent Order) with the agreement of the Member, Member Firm or Student. The order may include any or all of the following:
- i. That he be reprimanded;
  - ii. That he be fined a sum not exceeding €30,000;
  - iii. Require specific performance or desist from a particular course of action;
  - iv. That the Member, Member Firm or Student pay in respect of costs to the Institute;
- (D) that the complaint will rest on file;
- (E) that it will refer part or all of the Complaint to the Disciplinary Committee;

Where the Investigation Committee decides that the case will rest on file the Committee will notify the Member, Member Firm or Student, and the Complainant that it has found that a Prima Facie case exists; that the Committee has decided not to refer the complaint to the Disciplinary Committee in this case; that while no action is being taken at this point in time, in the event that further concerns coming to the attention of the Investigation Committee the current matter may be included in a future referral to the Disciplinary Committee. The Member, Member Firm, Student or Complainant may appeal the decision to allow the case to rest on file to Disciplinary Committee, and that such a request must be made within thirty (30) days of the Investigation Committee issuing their decision.

- (p) Following the receipt of an appeal in writing from the Complainant under Bye-law 11.7(o), the Disciplinary Committee will convene within sixty (60) days to consider the appeal. The Disciplinary Committee will consider only whether it is of the opinion, based on the documentation provided to the Committee, whether the case should or should not rest on file.
- (q) If, following its consideration of the appeal received under Bye-law 11.7(o), the Disciplinary Committee is of the opinion that the case should rest on file, it will arrange for this decision to be communicated to the Investigation Committee, the Complainant, and the Member/Member Firm/Student along with the reasons for that opinion, within twenty-one (21) days.
- (r) If, following its consideration of the appeal received under Bye-law 11.7(o) the Disciplinary Committee is of the opinion that the case should not rest on file, it will arrange for this decision to be communicated to the Investigation Committee, the Complainant, and the Member/Member Firm/Student along with the reasons for this decision, within twenty-one (21) days. The Investigation Committee will then treat the Complaint as if it had come to the opinion that that a prima facie case exists against the Member, Member Firm or Student and proceed with the Complaint in line with Bye-law 11.7(o), but may not decide under 11.7(o)(D) to allow the Complaint to rest on file.

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- (s) Where the Investigation Committee makes a decision or order under these Bye-Laws the Committee may also make an order of costs to be paid to the Institute, as well how the decision will be publicised. The Investigation Committee will notify the Member, Member Firm or Student and the Complainant in writing of its decision and require written notice from the Member, Member Firm or Student agreeing to be bound by the order within twenty-eight (28) days of the Committee issuing its decision. Where the Member, Member Firm or Student fails to give written agreement to be bound by the decision within the allotted time the matter will be referred to the Disciplinary Committee.
  - (n) Nothing in this Bye-Law may prevent the Director of Professional Conduct or the Investigation Committee changing its decision to act in a particular manner where further evidence on the case comes to light, so long as such a change is not contrary to natural justice, due process and fair procedure.
- 11.8
- (a) The Disciplinary Committee shall consist of five members of whom two shall be Members and other members shall be non-Members nominated by the Council. The quorum for meetings of the Committee shall be three. A simple majority of those present must be non-Members. The Disciplinary Committee shall not include any member or former member of the Investigation Committee that has been concerned with the complaint that is now the subject matter before the Disciplinary Committee.
  - (b) The Legal Advisor of the Institute shall serve as recording secretary to the Disciplinary Committee and an advisor on points of law. At the conclusion of the hearing of a disciplinary case, the Legal Advisor shall produce an official record of the proceedings and a written confirmation that due process and procedure has been applied.
- 11.9
- (a) In the event that the majority of the Investigation Committee is of the opinion that a prima facie case exists against the Member, Member Firm or Student, and the Investigation Committee decides to refer a complaint to the Disciplinary Committee it shall notify the Member, Member Firm or Student and the Complainant of this. When a formal complaint is referred to the Disciplinary Committee by the Investigation Committee, the Disciplinary Committee shall notify the Respondent and the Complainant of the nature of the complaint and of the time and place fixed for the hearing, and shall be held in public unless the Disciplinary Committee believes that there are exceptional circumstances which would make the holding of a Disciplinary Committee meeting in public inappropriate.
  - (b) The Disciplinary Committee shall give the Respondent the opportunity to attend the hearing, to be heard before it and to adduce documentary evidence. The Respondent may call witnesses to give evidence on his behalf and, if he so desires, he shall be permitted to be represented at the hearing by counsel or by a solicitor or by a Member of the Institute. The Respondent may cross-examine witnesses. If the Disciplinary Committee is satisfied that notice of the hearing was duly given to the Respondent and the Respondent does not attend the hearing, then the Disciplinary Committee may proceed with the hearing in the absence of the Respondent.
  - (c) Any notice of a disciplinary hearing which is issued to the Respondent and the Complainant shall, at the same time, be sent to the Irish Auditing and Accounting Supervisory Authority, who may attend the hearing at their discretion whether it is held in private or in public.

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- (d) The Investigation Committee may appoint the Directory of Professional Conduct or any Member of the Institute to explain the formal complaint before the Disciplinary Committee or may instruct a solicitor to support, or brief counsel to support, such complaint. Witnesses may be called to give evidence on behalf of the Investigation Committee and documentary evidence may be adduced.
  - (e) The Disciplinary Committee may, at its discretion, require that certain evidence should be taken under oath.
  - (f) The Disciplinary Committee may instruct a solicitor to act, or brief counsel to act, as legal advisor on the hearing of any formal complaint.
  - (g) Following receipt of the aforesaid notice from the Disciplinary Committee by the Respondent, he may give notice in writing to the Secretary of the Institute that he wishes to admit, without appearing before the Disciplinary Committee, that the complaint brought against him is valid. In such circumstances the Disciplinary Committee will proceed to hear the complaint in the absence of the Respondent.
  - (h) Where the matters complained of are the subject of civil or criminal proceedings the matter may be deferred until such time as all civil or criminal proceedings have been concluded.
- 11.10 (a) If the Disciplinary Committee is of the opinion that the complaint has been proved in whole or in part, it shall make a finding to that effect. In such circumstances, having regard to the status (Member, Member Firm or Student) of the Respondent and the Disciplinary Committee's views as to the nature and seriousness of the complaint and any other circumstances the Disciplinary Committee considers relevant, the Committee may make any one or more of the following orders against the Respondent.
- A) If the Respondent is a Member:
- (i) that he be excluded from membership;
  - (ii) that he be suspended from membership for a period decided by the Disciplinary Committee, but which shall not exceed two years. In the case of suspension for failure to satisfy a judgement debt, the period of suspension shall continue until the Member shall establish to the satisfaction of the Disciplinary Committee that the debt has been satisfied;
  - (iii) that his Accounting Practising Certificate and/or Audit Practising Certificate be withdrawn;
  - (iv)
  - (v) that he be ineligible for an Accounting Practising Certificate and/or Audit Practising Certificate;
  - (vi) that he be reprimanded;
  - (vii) that he be fined a sum to be determined by the Disciplinary Committee, but not exceeding €30,000;
  - (viii) that an order for costs be made, said costs to be paid to the Institute;

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- (ix) that no further action be taken;
- (x) any other order that the Disciplinary Committee feels is appropriate to the circumstances of the case.

## B) If the Respondent is a Member Firm:

- (i) that it be prohibited from describing itself as a firm of Incorporated Public Accountants and that its Audit Practising Certificate be withdrawn;
- (ii) that it be temporarily be prohibited from describing itself as a firm of Incorporated Public Accountants and that its Audit Practising Certificate be suspended for a period decided by the Disciplinary Committee, but which shall not exceed two years. In the case of suspension for failure to satisfy a judgement debt, the period of suspension shall continue until the Member Firm shall establish to the satisfaction of the Disciplinary Committee that the debt has been satisfied;
- (iii) that it be ineligible for an Audit Practising Certificate;
- (iv) that it be reprimanded;
- (v) that it be fined a sum to be determined by the Disciplinary Committee, but not exceeding €30,000;
- (vi) that an order for costs be made against the Member Firm, said costs to be paid to the Institute;
- (vii) that no further action be taken;
- (viii) any other order that the Disciplinary Committee feels is appropriate to the circumstances of the case.

## C) If the Respondent is a Student:

- (i) that he be declared unfit to become a Member of the Institute;
- (ii) that he be declared ineligible for a certain period to sit for such examination or examinations (or parts thereof) as shall be specified in the order. The period of ineligibility in the order shall not exceed two years;
- (iii) that he be disqualified from such examination or examinations (or parts thereof) of the Institute as shall be specified in the order, not being an examination or part thereof the result of which shall already have been notified to him by the Institute prior to the date of the order of the Disciplinary Committee;
- (iv) that he be reprimanded;
- (v) any other order that the Disciplinary Committee feels is appropriate given the circumstances of the case.

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- (b) If, notwithstanding its finding that a complaint has been proved, the Disciplinary Committee is of the opinion that, in all the circumstances of the case, no such order as aforesaid in these Bye-Laws is appropriate, it may make an order that no further action be taken on the complaint.
  - (c) Any such order may also include a requirement that the Member, Member Firm or Student obtain particular advice and implement the advice so obtained.
  - (d) Provided that an appeal has not been received by the Appeals Committee, any order of the Disciplinary Committee shall take effect thirty (30) days from the date of the making of the order and notice of the order shall be given to the Respondent within fourteen (14) days of the making of the order and a copy of the order shall be given to the Council. The Complainant will be notified of the order as soon as is practicable after the order comes into effect.
- 11.11
- (a) Where the Disciplinary Committee makes an Order against the Respondent he may, within twenty one (21) days of the date of the service of the Order on him, give notice of appeal in writing, to the Secretary. Those grounds of appeal shall not be amended thereafter, except with the leave of the Appeals Committee appointed to hear such appeal. No appeal shall rest solely on the matter of costs.
  - (b) The Appeals Committee shall consist of five persons, one of whom shall be a solicitor or barrister or person with a legal qualification but who is not a Member, (who shall be chairperson), two Members and two non-Members. The Appeals Committee shall not include any member or former member of the Investigation or Disciplinary Committees who has been concerned with the complaint that is the subject of the appeal, or any member of the Council. The quorum for the Appeals Committee is 3 members. A simple majority of those present must be non-Members.
  - (c) On receipt by the Secretary of a notice of appeal, any order of the Disciplinary Committee shall be suspended, pending the decision of the Appeals Committee or the withdrawal of the Appeal.
- 11.12
- (a) The Appeals Committee shall send a notice to the Appellant and the Complainant specifying the time and place fixed for the appeal hearing. The appeal hearing will be held in public unless the Appeals Committee believes that there are exceptional circumstances that would make the holding of an Appeals Committee meeting in public inappropriate.
  - (b) Any notice of an appeal hearing, which is issued to the Appellant and the Complainant shall be sent at the same time to the Irish Auditing and Accounting Supervisory Authority who may attend the hearing at their discretion whether it is in private or in public.
  - (c) The Appeals Committee shall give the Appellant the opportunity to attend the hearing, to be heard before it, to call witnesses to give evidence on his behalf, to adduce documentary evidence and, if he so desires, he shall be permitted to be represented at the appeal hearing by counsel or by a solicitor or by a Member of the Institute. The Appellant has also the right to cross-examine witnesses.
  - (d) If the Appellant does not attend the hearing and, provided that the Appeal Committee is satisfied that notice of that hearing was duly given to the Appellant,

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the Appeal Committee may proceed to hear the appeal in the absence of the Appellant.

- (e) The Appeals Committee may instruct a Solicitor to act, or to brief counsel to act, as legal advisor on the hearing of any appeal.
  - (f) On any appeal, the Appeals Committee may affirm, vary or rescind any order of the Disciplinary Committee. Also on such appeal, the Appeals Committee may substitute any other order or orders, (on such terms and conditions as it thinks appropriate), which the Disciplinary Committee might have made on the original formal complaint. The Appeals Committee may, if it considers it appropriate, order that the complaint be heard again by the Disciplinary Committee.
  - (g) An Order of the Appeals Committee shall take effect as from the date that the Order is made unless the Appeals Committee, in its absolute discretion, specifies otherwise in the order.
  - (h) Notice of any order of the Appeals Committee, which shall specify the reasons for such findings of the Appeals Committee, shall be sent to the Appellant, the Complainant and to the Council within fourteen (14) days of the making of such an order.
- 11.13 (a) Any order made under Bye-Law 11.11 may direct that the payment to the Institute a sum of money by way of costs and that such sum shall be determined by the Appeals Committee.
- (b) All costs, howsoever ordered, shall be paid within twenty eight (28) days of the date of the order having been served on the Appellant.
  - (c) The Appeal Committee may reduce any costs ordered by the Disciplinary Committee and the Appeal Committee may direct that the Appellant pay a sum of money by way of costs of the appeal. Any such costs shall be paid within twenty-eight days of the date of the order having been served on the Appellant.
- 11.14 (a) Whenever the Disciplinary Committee finds that a formal complaint has been proved in whole or in part and makes an Order under Bye-Law 11.9, it shall, (subject as provided in this Bye- Law), cause the Order to be published as soon as is practicable in such Institute magazine publications (including electronic publications) and in such manner as it thinks fit. The findings of the Order shall be recorded in the register of findings which shall be maintained at the Institute's registered Office and made available to the public during Office hours. However, if the Respondent has been acquitted or if the Disciplinary Committee has ordered that no further action be taken on the complaint, the order shall not be published unless so requested by the Respondent.
- (b) No publication shall be made prior to the expiry of the period permitted for the giving of notice of appeal or, if notice of appeal is received by the Secretary, no publication shall be prior to the making of an order by the Appeals Committee.
  - (c) The Appeals Committee shall cause any order made by it to be published, as soon as practicable, in such Institute magazine publications and in such manner as it thinks fit. The findings of the Order shall be recorded in the register of findings which shall be maintained at the Institute's registered Office and made available to the public during Office hours. However, if the Appellant has been acquitted or if the Appeal Committee has ordered that no further action be taken

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the complaint, the order shall not be published, unless so requested by the Appellant.

- (d) Any such publication under this Bye-Law shall state the name of the Respondent and the order or orders made against him, unless the Disciplinary and Appeal Committees direct otherwise, provided always that, when the order is for the exclusion or suspension of a Member, Member Firm or Student, then the name of the Respondent shall be stated in such publication.
  - (e) Where the matters complained of are the subject of civil or criminal proceedings, the matter may be deferred until such time as the civil or criminal proceedings have been concluded.
- 11.15 If, as a result of an order under these Bye-Laws, a Member, Member Firm or Student is excluded or suspended from Membership, Firm Membership, or Student membership, he shall immediately deliver up to the Secretary of the Institute all relevant certificates, licenses and authorisations which are affected by the order.