

February 2014

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# Constitution of the International Federation of Accountants





This document was developed by the Board of the International Federation of Accountants (IFAC) and approved by the IFAC Council in February, 2014.

The mission of the International Federation of Accountants (IFAC) is to serve the public interest by: contributing to the development of high-quality standards and guidance; facilitating the adoption and implementation of high-quality standards and guidance; contributing to the development of strong professional accountancy organizations and accounting firms and to high-quality practices by professional accountants, and promoting the value of professional accountants worldwide; and speaking out on public interest issues.

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# CONSTITUTION OF THE INTERNATIONAL FEDERATION OF ACCOUNTANTS

All provisions of this Constitution, which was approved by the Council of the International Federation of Accountants (IFAC) in February 2014, are effective February 25, 2014, except for the provision in Section VI, Article 12.2 (a) (iv), which becomes effective on the day the Council approves the new dues formula. Until that date, any recommendation of the IFAC Board with regard to the basis of assessment of Member financial contributions is subject to a two-thirds majority vote of the IFAC Council.

## SECTION I: GENERAL STATEMENTS

### Article 1 Name

- 1.1 The International Federation of Accountants (“**IFAC**”) is a not-for-profit association, governed by Articles 60-79 of the Swiss Civil Code.
- 1.2 IFAC is further governed by this Constitution, the Bylaws, and other Policies as may be established by its board of directors (“**Board**”).

### Article 2 Duration

IFAC is formed for an indefinite period of time.

### Article 3 Seat

The registered seat of IFAC is in the Canton of Geneva, Switzerland. IFAC is registered with the Register of Commerce of the Canton of Geneva.

### Article 4 Mission

- 4.1 IFAC acts in the public interest and has no profit-making purpose.
- 4.2 IFAC serves the public interest by: contributing to and supporting high-quality international standards, helping to build and encouraging strong professional accountancy organizations, accounting firms, and high-quality practices by professional accountants; and speaking out on public interest issues.

## SECTION II: MEMBERS

### Article 5 Members

IFAC is composed of Professional Accountancy Organizations (“**PAO**”)s that meet the Member admission criteria and obligations set forth in this Constitution and the Bylaws.

### Article 6 Admission

- 6.1 The Council shall approve the admission of Members, upon recommendation of the Board.

### Article 7 Entitlements and Obligations

- 7.1 Members in Good Standing are entitled to:
  - a. attend Council meetings;
  - b. participate in the discussions and deliberations at Council meetings, unless Delinquent;
  - c. vote at Council meetings, unless Delinquent;

- d. nominate individuals to the Board and any other board, panel, committee, or group established as set forth in Article 29, unless Delinquent;
  - e. receive access to IFAC publications, unless Delinquent in which case access is limited to publications that are otherwise available to the general public; and
  - f. such other entitlements as the Council or Board may establish.
- 7.2 Members are required to make financial contributions determined in accordance with Articles 12.2 (a) (iv) and 19.1 (f).
- 7.3 Additional Member obligations are set forth in the Bylaws.

### **SECTION III: ASSOCIATES AND AFFILIATES**

#### **Article 8 Admission, Entitlements, and Obligations**

- 8.1 Organizations meeting criteria set forth in the Bylaws, and any additional criteria established by the Board, may be admitted as Associates or Affiliates.
- 8.2 The Council shall approve the admission, entitlements, and obligations of Associates, upon recommendation of the Board.
- 8.3 The Board shall approve the admission, entitlements, and obligations of Affiliates, and report to the Council, as set forth in Article 25.3 (b) of the Bylaws.

### **SECTION IV: PRINCIPLES APPLICABLE TO MEMBERS, ASSOCIATES, AND AFFILIATES**

#### **Article 9 Suspension, Expulsion, and Resignation**

- 9.1 The terms and conditions, pursuant to which Members, Associates, or Affiliates may be suspended or expelled, or may resign are set forth in the Bylaws.
- 9.2 The Council shall approve expulsion of Members and Associates upon recommendation of the Board.
- 9.3 The Board shall approve suspension of Members, Associates, or Affiliates, and expulsion of Affiliates.

### **SECTION V: ORGANIZATION AND GOVERNANCE**

#### **Article 10 Governing Bodies and Officers**

- 10.1 The Governing Bodies of IFAC are the Council and the Board.
- 10.2 The Officers of IFAC shall be the President, the Deputy President, the Chief Executive Officer, and such other officers as the Board shall deem necessary.
- 10.3 If necessary to comply with law, regulation, or practice, and unless a Board member is a Swiss national or a national from a European Union (EU) Member state with his/her domicile in Switzerland, there shall be at least one Officer from Swiss nationality or domiciled in Switzerland and registered with the Geneva Register of Commerce.

## **SECTION VI: COUNCIL AND COUNCIL MEETINGS**

### **Article 11 Composition of the Council**

The Council shall consist of one representative from each Member. The representative must meet the requirements set forth in the Bylaws and shall have the authority to cast the vote of the Member at Council meetings.

### **Article 12 Authority of the Council**

12.1 The Council is the supreme authority of IFAC within the meaning of Article 64 *et seq.* of the Swiss Civil Code. It is vested with the ultimate governance authority over IFAC. The Council delegates the power to govern and oversee the operations of IFAC to the Board.

12.2 The Council shall have the exclusive right, power, and authority to:

- a. upon recommendation of the Board, approve:
  - i. the admission, extension of suspension period, and expulsion of Members and Associates;
  - ii. a Member to become an Associate;
  - iii. an Associate to become a Member;
  - iv. the basis of assessment of Member financial contributions;
  - v. the IFAC strategic plan, and broad parameters of the budget for the following year;
  - vi. the appointment of members of the Nominating Committee as set forth in Section IX of this Constitution and the Bylaws and subject to any approval by the relevant Public Interest Oversight Authority;
  - vii. the amendment or repeal of Bylaws or the enactment of new Bylaws; and
  - viii. amendments to this Constitution;
- b. upon recommendation of the Nominating Committee, as endorsed by the Board, approve:
  - i. the appointment and removal of the President and the Deputy President;
  - ii. the appointment and removal of the members of the Board;
- c. upon recommendation of the Audit Committee, and as endorsed by the Board, approve the appointment of the external auditor;
- d. receive reports on the progress of the implementation of the strategic plan and achievement of the broad parameters of the budget, approved by the Council as set forth in Article 12.2 (a) (v), and the development and implementation of policy; and
- e. decide the dissolution and liquidation of IFAC.

### **Article 13 Council Meetings**

13.1 The Ordinary meeting of the Council shall be held each year. The Board shall convene the Ordinary meeting.

13.2 Special meetings of the Council may be called by the Board or at the request of 20 percent of all Members eligible to vote, as set forth in the Bylaws.

13.3 The requirements governing the notice, agenda, and conduct of Council meetings are set forth in the Bylaws.

**Article 14 Chair of Council Meetings**

14.1 The President shall chair Council meetings. In his/her absence, the Deputy President shall chair Council meetings.

14.2 In the absence of the President and the Deputy President, the Members eligible to vote and present in person or by proxy at the Council meeting shall elect a Chair from among the Members' designated representatives.

14.3 The Chair shall vote only in cases where there is a tie ("**Casting Vote**").

**Article 15 Quorum for Council Meetings**

15.1 The Council may take action only if a quorum of at least 20 percent of all Members eligible to vote is present in person or by proxy at Ordinary meetings. At Special meetings, a quorum shall be at least 50 percent.

15.2 If there is no quorum, the Chair shall adjourn the Council meeting.

**Article 16 Voting Rights and Procedures at Council Meetings**

16.1 Each Member in Good Standing shall have one vote, which may be cast at any Council meeting by the Member's designated representative or by proxy.

16.2 Decisions as to (a) amendments to IFAC's mission; (b) amendments to the Constitution; and (c) the dissolution and liquidation of IFAC shall require the vote of at least two-thirds of all Members eligible to vote and present in person or by proxy at the Council meeting.

16.3 All other decisions shall require a simple majority vote of all Members eligible to vote and present in person or by proxy at the Council meeting.

16.4 In the event that the Council does not approve a recommendation, the *status quo* with regard to such matter shall be maintained until the Council approves an alternative recommendation.

**SECTION VII: BOARD AND BOARD MEETINGS**

**Article 17 Composition of the Board**

17.1 The Board shall consist of the President and not more than twenty-two additional members, including the Deputy President, nominated and elected as set forth in the Bylaws.

17.2 In electing the members of the Board, the Council shall be cognizant that the composition of the Board, disregarding the President's position, shall reflect the level of Members' financial contribution to IFAC.

17.3 No remunerated employees of IFAC shall have the right to be a voting Board member.

**Article 18 Vacancy on the Board**

Any vacancy on the Board shall be filled by the Council through the normal process of election at the next Council meeting. Any such vacancy may be filled in the interim as set forth in the Bylaws.



**Article 19 Authority of the Board**

19.1 The Board shall have the power to govern and oversee the operations of IFAC, to take all practicable steps to achieve the mission of IFAC, and to take any action in the general interest of IFAC that is not expressly addressed in this Constitution or the Bylaws.

The Board shall have the authority to approve:

by a two-thirds majority vote:

- a. the recommendation to the Council for the admission, extension of suspension period, and expulsion of Members and Associates;
- b. the recommendation to the Council for a Member to become an Associate;
- c. the recommendation to the Council for an Associate to become a Member;
- d. the admission, extension of suspension period, and expulsion of Affiliates;
- e. the recognition and withdrawal of recognition of Regional Organizations;
- f. the plan for implementing the strategy approved by the Council, as set forth in Article 12.2 (a) (v), and the related budget for the following year, including the level of Members' financial contributions determined in accordance with the basis of assessment approved by the Council as set forth in Article 12.2 (a) (iv), the minimum level of Member financial contribution, and the level of Associates' and Affiliates' financial contributions;
- g. the facilitation of the establishment, maintenance, and dissolution of any independent SSB, as set forth in Article 26, and, if the independent SSB is subject to public interest oversight, as set forth in Article 25.1, such facilitation shall be in consultation with the relevant Public Interest Oversight Authority;
- h. in consultation with the relevant Public Interest Oversight Authority, the facilitation of the establishment, maintenance, and dissolution of the Compliance Advisory Panel ("CAP") as set forth in Article 27;
- i. the terms of reference (and any amendments to the terms of reference) of the Nominating Committee and the nominations process (and any amendments to the nominations process) as set forth in Section IX of this Constitution and the Bylaws and, if applicable, subject to approval by the relevant Public Interest Oversight Authority; and
- j. amendment or repeal of Bylaws or enactment of new Bylaws with immediate effect and until the next Ordinary meeting of the Council;

by a simple majority vote:

- k. the suspension of any Member, Associate, or Affiliate;
- l. the establishment or dissolution of any Board subcommittee as set forth in Article 24;
- m. the establishment or dissolution of any other board, panel, committee, or group as set forth in Article 29; and
- n. the appointment of a CEO.

19.2 Other powers of the Board are set forth in the Bylaws.

**Article 20 Compensation of Board Members**

Board members shall be volunteers and shall not be compensated by IFAC for their service. In circumstances where Board members render service outside their ordinary responsibilities, they may be reimbursed by IFAC for expenses incurred or receive appropriate compensation from IFAC.

**Article 21 Board Meetings**

Ordinary and Special meetings of the Board shall be held and conducted as set forth in the Bylaws.

**Article 22 Chair of Board Meetings**

22.1 The President shall preside over Board meetings. In his/her absence, the Deputy President shall preside over Board meetings.

22.2 In the absence of the President and the Deputy President, the Board members present at such meeting shall elect a Chair from among themselves.

22.3 The Chair shall only have a Casting Vote.

**Article 23 Quorum for Board Meetings**

23.1 A quorum of the Board shall consist of a majority of the Board members, excluding vacancies.

23.2 If there is no quorum, the Chair shall adjourn the Board meeting.

**Article 24 Board Subcommittees**

24.1 The Board shall establish and maintain an Audit Committee.

24.2 The Board may establish and dissolve such other Board subcommittees as is necessary or appropriate for the effective discharge of its duties.

24.3 The composition, terms, duties, powers, and operating procedures of the Board subcommittees shall be set forth in each subcommittee's terms of reference and approved by the Board.

24.4 Appendix A of the Bylaws provides a list of current Board subcommittees.

**SECTION VIII: OTHER BOARDS, COMMITTEES, AND PANELS ("GROUPS")**

**Article 25 Public Interest Oversight**

25.1 The Nominating Committee and CAP, and any independent SSB and other Group specified by the Board in consultation with a relevant Public Interest Oversight Authority, shall be subject to public interest oversight.

25.2 IFAC shall make available to the relevant Public Interest Oversight Authority documentation related to any of the Groups under public interest oversight in such form, content, and frequency as is reasonably requested by that authority.

25.3 IFAC, in consultation with the relevant Public Interest Oversight Authority and any other interested parties, may provide funding to that authority.

**Article 26 Independent Standard-Setting Boards**

26.1 The composition, terms, and operating procedures of the independent SSBs established in accordance with Article 19.1 (g) shall be set forth in each SSB's terms of reference, and endorsed by the Board and, if applicable, approved by the relevant Public Interest Oversight Authority.

26.2 IFAC shall provide resources (both human and financial) and operational and administrative support to the independent SSBs and, if applicable, such support shall be provided in consultation with the relevant Public Interest Oversight Authority. Where IFAC is the primary resource provider to the independent SSB, the independent SSB shall submit its budget for review and endorsement by the Board and, if applicable, before the Board's consultation with the relevant Public Interest Oversight Authority.

26.3 Appendix B of the Bylaws provides a list of current independent SSBs established and maintained by IFAC as set forth in Article 19.1 (g), and references the relevant Public Interest Oversight Authority, where applicable.

#### **Article 27 Compliance Advisory Panel**

27.1 The Board shall establish a Compliance Advisory Panel ("**CAP**") to oversee the implementation and operation of the Member Compliance Program.

27.2 The composition, terms, and operating procedures of the CAP shall be set forth in its terms of reference and approved by the Board.

27.3 Appendix B of the Bylaws provides a reference to the relevant Public Interest Oversight Authority.

#### **Article 28 Transnational Auditors Committee**

28.1 The Board shall establish a Transnational Auditors Committee ("**TAC**").

28.2 The TAC is a standing committee of IFAC that operates as the executive arm of the Forum of Firms ("**Forum**") and is governed by the Constitution of the Forum.

28.3 The TAC shall be entitled to nominate representatives to serve on the TAC and shall for that purpose provide the information requested by the Nominating Committee.

#### **Article 29 Other Groups**

29.1 The Board may establish and dissolve other boards, panels, and committees to assist IFAC in achieving its mission.

29.2 The composition, terms, duties, powers, and operating procedures of such other Groups shall be set forth in each Group's terms of reference and approved by the Board.

29.3 Appendix C of the Bylaws provides a list of current other Groups.

### **SECTION IX: NOMINATING COMMITTEE**

#### **Article 30 Nominating Committee**

30.1 The establishment, dissolution, composition, terms, duties, powers, and operating procedures of the Nominating Committee shall be set forth in its terms of reference and approved by the Board and the relevant Public Interest Oversight Authority.

30.2 The Nominating Committee shall be responsible for the nominations process developed by the Board. The nominations process for the Nominating Committee, CAP, and any independent SSB and other Group under public interest oversight shall also be approved by the relevant Public Interest Oversight Authority.

30.3 The Nominating Committee and nominations process<sup>1</sup> shall recognize the role of the accountancy profession, represented by IFAC and its Members, in the development of high-quality international standards by the independent SSBs.

## **SECTION X: OFFICERS**

### **Article 31 President and Deputy President**

31.1 The Deputy President is elected by the Council upon recommendation of the Nominating Committee, and as endorsed by the Board, with the intention to succeed to the office of President upon expiration of the President's term of office.

31.2 The term of office of the President and Deputy President shall each be a two-year period commencing at the Ordinary Meeting of the Council at which the President is elected.

31.3 Upon expiration of the President's term of office, the Council shall determine, upon recommendation of the Nominating Committee and as endorsed by the Board, whether the Deputy President shall become the President. In the event that the Deputy President does not become the President, a new President shall be elected as set forth in the Bylaws.

31.4 The President and Deputy President may not be elected for more than one term, except in the case of a vacancy in the office of the President or Deputy President as set forth in the Bylaws.

31.5 The President is the Chair of the Board; presides over Council meetings; and is available for consultation with the CEO, liaison with key stakeholders, and advocating on behalf of IFAC and in the public interest.

31.6 The Deputy President assists the President in his/her role, and carries out the duties of the President when the President is unavailable.

### **Article 32 Chief Executive Officer**

32.1 The CEO shall be accountable to the Board for the conduct of the affairs of IFAC.

32.2 The CEO establishes and maintains relationships with key stakeholders and manages the operations of IFAC in accordance with the strategy implementation plan and related budget approved by the Board.

### **Article 33 Additional Principles Relating to the Officers**

Additional principles relating to the election, appointment, removal, terms of office, vacancy, and the rights, powers, duties, and authorities of the Officers are set forth in the Bylaws or as otherwise established by the Board.

### **Article 34 Representation**

34.1 IFAC is bound by the signature of any two of the Officers, as identified in Article 10.2, or by the signatures of such persons as may be duly authorized by the Board.

34.2 The Officers are registered with the Geneva Register of Commerce.

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<sup>1</sup> Operational procedures to be followed by the Nominating Committee with regard to the selection of nominees for recommendation for membership of the Board, Nominating Committee, and other Groups.

## **SECTION XI: FINAL PROVISIONS**

### **Article 35 Limitations of Liabilities and Indemnification**

35.1 The liability of each Member is limited to the amount of its annual Member financial contribution.

35.2 IFAC shall, to the fullest extent and in all such circumstances as shall be permitted under applicable law, indemnify and hold harmless any present or former:

- a. Board member;
- b. Officer, employee, or agent of IFAC; or
- c. independent SSB, CAP, TAC or other Group member; and
- d. the personal representatives thereof

(collectively an “**Indemnified Person**”)

made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that such Indemnified Person, or their testator or intestate:

- a. is or was a Board member; Officer, employee, or agent of IFAC; or independent SSB, CAP, TAC or other Group member; or
- b. at the request of IFAC served any other organization, entity, group, or other enterprise in any capacity.

All such indemnified costs and expenses incurred by an Indemnified Person shall be advanced by IFAC pending the final disposition of such action or proceeding to the extent permitted by applicable law.

35.3 The indemnification required pursuant to Article 35.2 shall be subject only to the exception that no indemnification may be made by IFAC to or on behalf of any Indemnified Person in the event and to the extent that a judgment or other final adjudication adverse to the Indemnified Person establishes that:

- a. such Indemnified Person's acts were committed in bad faith or involved intentional misconduct, gross negligence, or a knowing violation of law; or
- b. such Indemnified Person personally gained in fact a financial profit or other advantage to which they were not legally entitled (provided, however, that indemnification shall be made upon any successful appeal of any such adverse judgment or final adjudication).

### **Article 36 External Auditor**

Upon recommendation of the Audit Committee, and as endorsed by the Board, the Council shall appoint an independent external auditor to conduct an audit of IFAC's annual financial statements.

### **Article 37 Bylaws and Policies**

37.1 Upon recommendation of the Board, the Council may amend or repeal Bylaws or enact new Bylaws to implement the provisions of this Constitution.

37.2 The Board may amend and repeal Bylaws and enact new Bylaws by a two-thirds majority vote, with immediate effect, and until the next Ordinary meeting of the Council. The Council may modify any decision of the Board to amend, repeal, or enact Bylaws.

37.3 In addition, the Board may adopt, amend, and repeal Policies.

### **Article 38 Amendments to the Constitution**

38.1 This Constitution may be amended only by the Council upon a proposal by:

- a. the Board; or
- b. at least 20 percent of all Members eligible to vote and present in person or by proxy at the Council meeting.

38.2 Amendments to this Constitution shall have immediate effect following the vote of the Council, unless otherwise specified by the Council.

### **Article 39 Interpretation**

In the event of a conflict between the provisions of the Constitution and the provisions of the Bylaws or a Policy, the provisions of this Constitution shall prevail.

### **Article 40 Dissolution and Liquidation**

40.1 IFAC may be dissolved by resolution of the Council meeting. In the event of dissolution, IFAC shall be dissolved in accordance with the provisions of the Swiss Civil Code and liquidation of IFAC's assets remaining after satisfaction of IFAC's debts and liabilities shall be distributed to one or more organization(s), selected by the Council upon recommendation of the Board, which pursue(s) a public interest purpose similar to that of IFAC and which is/are tax exempt.

40.2 In the event of a termination of IFAC's activities and in accordance with the Swiss Civil Code, financial contributions received from Members and any other assets will not be returned to Members.

### **Article 41 Applicable Law**

The laws of Switzerland and in particular the Swiss Civil Code Article 60 *et seq.* shall apply to any matter not covered by the provisions of this Constitution.

## **SECTION XII: DEFINITIONS**

An "**Appropriate Mode of Communication**" means a transmission from one party to another via mail, courier, facsimile, electronic mail, or by posting on IFAC's website or intranet and notification thereof.

A "**Duly Constituted**" meeting is a Council or a Board meeting (a) for which timely notice by an appropriate mode of communication has been provided to the Members or Board members, as the case may be, or for which notice has been waived as set forth in the Bylaws, and (b) at which a quorum of Members or Board members, as the case may be, has been established.

"**Endorse**" means the Board expressed support for a recommendation to be submitted by a body ("**recommending body**," e.g., the Audit Committee or Nominating Committee) for approval by another body ("**approving body**," e.g., the Council or relevant Public Interest Oversight Authority). If the Board does not support a recommendation, the recommending body should consider the Board's concern before submitting the recommendation to the approving body. If the recommending body does not amend the recommendation based on the Board's concern, it should note the Board's concern to the approving body.


- The Status of Members, Associates, or Affiliates, as the case may be, can be:
  - "**In Good Standing**": Members, Associates, or Affiliates, as the case may be, that have not been suspended.

CONSTITUTION OF THE INTERNATIONAL FEDERATION OF ACCOUNTANTS

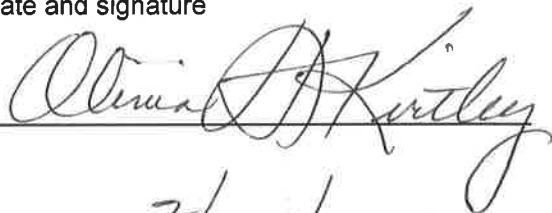
- **"Delinquent"**: Members, Associates, or Affiliates, as the case may be, that have failed to pay their financial contributions in full prior to the date of the Ordinary meeting of the Council following the date on which such contributions have become due. A Delinquent Member, Associate, or Affiliate, as the case may be, is considered to be in Good Standing if they have not been suspended.
- **"Suspended"**: means that, although not in Good Standing, such Member, Associate, or Affiliate, as the case may be, continues to retain its status as a Member, Associate, or Affiliate, as the case may be, but shall not be entitled to any of the entitlements (for example, voting rights).

The **"Public Interest Oversight Authorities"** are independent international bodies that oversee the public interest activities of the Compliance Advisory Panel, independent SSBs, Nominating Committee, and any other Group identified by the Board and the relevant Public Interest Oversight Authority. The Public Interest Oversight Board (**"PIOB"**) is a Public Interest Oversight Authority established with the support of the Monitoring Group and IFAC in accordance with the 2003 IFAC Reforms and charged with the oversight of the public interest activities of the International Federation of Accountants. The PIOB has public interest oversight of the International Accounting Education Standards Board, International Auditing and Assurance Standards Board, International Ethics Standards Board for Accountants, and Compliance Advisory Panel.

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