

**THE ASSOCIATION OF CHARTERED CERTIFIED ACCOUNTANTS (ACCA)
POLAND NETWORK CONSTITUTION**

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THE ASSOCIATION OF CHARTERED CERTIFIED ACCOUNTANTS (ACCA)

POLAND NETWORK CONSTITUTION

1. NAME AND CONSTITUTION

The organisation shall be called: "The Association of Chartered Certified Accountants (ACCA) – Poland Network", and shall be organised in accordance with this Constitution.

2. DURATION

The duration shall be indefinite.

3. DEFINITIONS

3.1 In this Constitution unless the context otherwise requires:

"ACCA" means The Association of Chartered Certified Accountants incorporated by Royal Charter granted on 25 November 1974

"Annual General Meeting" means the annual general meeting of the Network held in accordance with clause 11

"Bye-Laws" means the bye-laws set out in the Second Schedule to ACCA's Royal Charter

"Chairman" means a Panel Member duly appointed as Chairman in accordance with Clause 8.3

"Chief Executive" means the Chief Executive of ACCA duly appointed by Council

"Council" means the Council of ACCA as from time to time constituted in accordance with the Bye-Laws

"Extraordinary General Meeting" means a meeting of the Network held in accordance with Clause 12

"Head of ACCA Poland" means the Head of ACCA Poland appointed by and reporting to the Chief Executive

"International Assembly" means the International Assembly of ACCA as from time to time constituted in accordance with the decisions of Council

"Member" means any person admitted to ACCA in accordance with or pursuant to the Bye-Laws

“Network” means all ACCA Members who have a recorded correspondence address with ACCA in Poland

“Network Member” means a Member of the Network

“Office Bearers” means the Chairman and Vice Chairman of the Network

“Panel” means the Panel (Committee) of the Network duly elected in accordance with this Constitution

“Panel Member” means a Member of the Panel

“Registered Student” means a student registered with ACCA and includes a registered affiliate of ACCA as defined by the Bye-Laws

“Special General Meeting” means any general meeting duly held in accordance with Clause 13

“Vice Chairman” means a Panel Member duly appointed as Vice Chairman in accordance with Clause 8.3

- 3.2 Any reference in this Constitution to a “Clause” shall, subject to any contrary indication, be construed as a reference to a clause hereof.
- 3.3 Save where the contrary is indicated, any reference in this Constitution to words importing the masculine includes the feminine and *vice versa*.
- 3.4 Words importing the singular number only shall include the plural and vice versa.
- 3.5 Clause headings are for ease of reference only.

4. **ROLE**

- 4.1 The role of the Network is to advise Council, the Chief Executive and the Head of ACCA Poland on matters relating to:
 - a) strategic development;
 - b) current and future issues affecting Network Members;
 - c) raising ACCA’s profile and enhancing its reputation in Poland;
 - d) new ideas and topics which may be addressed through courses, publications and other services; and
 - e) technical issues and consultative documents.

- 4.2 All candidates standing for nomination to the Panel will be required to sign a Code of Practice, which will be provided by the Head of ACCA Poland;
- 4.3 The role of the Head of ACCA Poland and any other ACCA staff based in Poland is to:
- a) deliver ACCA's strategies and policies in Poland;
 - b) manage the finances of, and reporting for, ACCA's operations in Poland;
 - c) provide advice and secretarial support to the Committee; and
 - d) manage the affairs and activities of the Network and Panel.

5. LOCATION

Meetings of the Network and the Panel shall take place at the offices of ACCA Poland unless otherwise agreed by the Head of ACCA Poland.

6. COMPOSITION OF THE PANEL

- 6.1 The Panel shall be elected by the members prior to the Annual General Meeting in accordance with this Constitution.
- 6.2 Any ACCA Council Members resident in Poland will be ex-officio members of the Panel.
- 6.3 The number of elected Panel Members shall not be less than five nor more than ten.
- 6.4 The Head of ACCA Poland and/or ACCA staff designated by him shall attend meetings of the Panel in a non-voting capacity.

7. ELECTION/RETIREMENT/RE-ELECTION TO THE PANEL

- 7.1 Two or more Network Members may nominate a Network Member for election to the Panel prior to the Annual General Meeting. Each nomination shall be in writing, shall specify the name of the candidate and shall be signed by each of those Network Members making the nomination. A consent, signed by the candidate, of his willingness to be elected a member of the Panel, must be appended to all nominations.
- 7.2 All nominations made in accordance with clause 7.1 shall be delivered to the Head of ACCA Poland and/or ACCA staff designated by him at least 40 days before the Annual General Meeting and the Head of ACCA Poland and/or ACCA staff designated by him shall notify Network Members of all nominations received at least 28 days before the Annual General Meeting.
- 7.3 Each Panel Member will be elected for a two year term. Any Panel Member who has served for four consecutive years (excluding the period during which he has been appointed to fill up a vacancy pursuant to Clause 7.6) shall retire but shall be eligible

for re-election after a minimum period of two years provided however that the requirement to retire after four consecutive years on the Panel shall not apply to the Office Bearers. The maximum consecutive period any Network Member may serve on the Panel (including any term/s as Office Bearer) is eight years.

- 7.4 Any Panel Member who has served as a Panel Member for four consecutive years and is seeking re-election at the Annual General Meeting following the minimum two year period referred to in Clause 7.3 shall notify the Head of ACCA Poland of his previous tenure as a Panel Member prior to the election of the Panel.
- 7.5 Other than in exceptional circumstances, the Office Bearers shall serve a term of two years' duration. In exceptional circumstances, and with the prior approval of the Chief Executive, the Chairman's term of office may be extended for a further maximum period of two years.
- 7.6 The Panel will identify and appoint Network Members to fill up to three vacancies in any year. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Panel Member on the day on which the Panel Member in whose place he is appointed was last elected a Panel Member. Any further vacancy arising in the course of the relevant year shall remain vacant until the next Annual General Meeting. If an Office Bearer vacates his office mid term the Panel will identify and appoint Network Members (or another Office Bearer) to fill the vacancy for the remainder of the term.
- 7.7 Any Panel Member may be removed from the Panel and replaced by a majority vote of Network Members given at an Extraordinary General Meeting.

8. PROCEEDINGS OF THE PANEL

- 8.1 The Panel shall meet at least quarterly and may, subject to this Constitution, regulate its meetings as it sees fit. On the requisition of the Chairman or any two Panel Members, the Head of ACCA Poland shall summon a meeting of the Panel. Notice of any meeting of the Panel shall be given in writing to all Panel Members at least seven days before the date fixed for the meeting.
- 8.2 A quorum at meetings of the Panel shall be three elected Panel Members or such greater number as the Panel may from time to time decide.
- 8.3 Every two years, the Panel shall appoint from its members a Chairman and a Vice Chairman, who shall each serve for a term of two years and shall not be required to stand for re-election in their second year of office. It is the responsibility of the Office Bearers to attend meetings of the Panel. At all meetings of the Panel, the Vice Chairman shall take the chair when the Chairman is unable to do so. In the absence of both the Office Bearers, a Panel Member shall be elected from among those present to take charge for that meeting.
- 8.4 Every question at a meeting of the Panel shall be determined by a show of hands. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

- 8.5 Minutes of every meeting of the Panel and records of attendance of Panel Members shall be recorded by the Head of ACCA Poland or ACCA staff designated by him in a book kept for that purpose and shall be signed by the Chairman of the meeting at which they are read. Signed minutes of meetings shall, in the absence of proof of error, be considered an accurate record.
- 8.6 If a Panel Member fails to attend three consecutive meetings of the Panel without prior leave of absence from the Chairman, that matter will be discussed at the next meeting of the Panel and that Panel Member shall be removed from the Panel if so determined by the Panel.
- 8.7 If an Office Bearer fails to attend three consecutive meetings of the Panel, the Office Bearer shall vacate his office and the Panel shall appoint a Panel Member in his place at the next meeting of the Panel.
- 8.8 No Panel Member shall receive any remuneration with respect to the respective duties undertaken by them in their capacity as Panel Members, except as shall have been previously approved in writing by the Chief Executive.
- 8.9 The Panel may delegate any of its functions to one or more sub-committees. The Panel may from time to time revoke all or any of the functions delegated to such sub-committees and discharge such sub-committees in whole or in part.
- 8.10 At the first meeting of the Panel after each Annual General Meeting, the Panel may invite the person who retired as Chairman at the most recent Annual General Meeting (the "immediate past Chairman") to attend meetings of the Panel where he or she is no longer entitled to as a result of Clause 7.3 of this Constitution. Such an invitation shall be effective for the following Panel year only, and the immediate Past Chairman may only attend meetings in the capacity of an observer.

9. **INTERNATIONAL ASSEMBLY**

- 9.1 If Poland has one International Assembly representative, the Chairman shall be the International Assembly representative for Poland.
- 9.2 If Poland has two International Assembly representatives, the Chairman and Vice Chairman shall be the International Assembly Representatives for Poland.
- 9.3 If the relevant Office Bearer(s) is/are unable to attend any meeting of International Assembly, the Panel is permitted to send a substitute Panel Member for that meeting.

10. **MEMBERSHIP**

Any person ceasing to be a Member, shall cease, at the same time, to be a Network Member and a Panel Member and shall have no claim whatsoever against the

Network or the Panel including, without limitation, any claim to a refund of any contribution made by him to the Network or the Panel in any way.

11. ANNUAL GENERAL MEETING

11.1 The Annual General Meeting of the Network shall be held not later than 30 June of each year.

11.2 The business of the Annual General Meeting shall be to:

- a) receive a report for the previous year,
- b) note the election of Members to the Panel for the ensuing year, and
- c) transact any other necessary business.

The Annual General Meeting may be held in conjunction with a network event.

11.3 Fifteen Network Members present in person and entitled to vote shall constitute a quorum for any Annual General Meeting. In case there is no quorum, the Annual General Meeting shall be postponed for two weeks and at that subsequent meeting whatever be the number of Network members present the business to be transacted at the Annual General Meeting shall be proceeded with.

12. EXTRAORDINARY GENERAL MEETING

Extraordinary General Meetings shall be held at such times as the Panel may decide. Fifteen Network Members present in person shall form a quorum for such meetings. In case there is no quorum, the Extraordinary General Meeting shall be postponed for two weeks and at that subsequent meeting whatever be the number of Network Members present the business to be transacted at the Extraordinary General Meeting shall be proceeded with.

13. SPECIAL GENERAL MEETING

Upon a written requisition signed by 15% of Network Members stating fully in writing the object for which it is called, the Head of ACCA Poland shall convene a Special General Meeting. Every such meeting shall be held within forty five days from the date of the receipt by the Head of ACCA Poland of such request or requisition. Thirty Network Members present in person shall form a quorum for such meetings. In case there is no quorum present for such meeting, the Special General Meeting shall be absolutely dissolved.

14. NOTICES

At least twenty-one days' prior written notice of all Extraordinary General Meetings and Special General Meetings shall be given to each Network Member. At least twenty eight days' prior written notice of each Annual General Meeting shall be given to each Network Member. Such notice shall state the business to be brought

before any such meeting. However, the non-receipt of any notice by a Network Member shall not invalidate the proceedings of any such meeting. No business other than that stated in the notice of such meeting shall be considered at the Annual General Meeting, the Extraordinary General Meeting or the Special General Meeting. However, any Network Member may bring forward a resolution at an Annual General Meeting provided that he has given notice to the Head of ACCA Poland not less than thirty five days before the Annual General Meeting.

15. PROHIBITION ON THE PANEL

The Panel is expressly prohibited from entering into contracts or leases or licenses or any other documents affecting ACCA or the Network or the Panel or obtaining local registration for the Network or imposing any liabilities whatsoever upon ACCA or the Network or the Panel unless expressly authorised by the Chief Executive.

16. ROLE OF THE CHAIRMAN

16.1 The Chairman shall preside over all general meetings of the Network. In the Chairman's absence, a general meeting of the Network shall be presided over by the Vice Chairman and the Vice Chairman shall deputise as appropriate in representational matters. In the absence of both Office Bearers from a general meeting, a Network Member chosen from among the Network Members present in person at the general meeting shall take the chair.

16.2 At the Annual General Meeting, the Chairman shall submit a report on the working of the Panel for the previous year.

17. MODE AND RIGHT OF VOTING

17.1 All ballot papers shall be sent to Network Members twenty-eight days before any general meeting. Voting by post and email shall be allowed and the completed ballot papers shall be received by the Head of ACCA Poland at least seven days before the general meeting is held.

17.3 The following procedure shall apply to the election of Network Members to the Panel prior to confirmation at the Annual General Meeting:

a) all candidates shall be invited in writing to observe the count. Candidates unable to attend the count may delegate one representative, provided the Head of ACCA Poland is notified of this, and the name of the representative, in writing prior to the count.

b) the candidate or representative may observe the count but may not have access to the ballot papers.

c) to be included in the count, all ballot papers are required to bear the member's name or membership number and signature.

d) a ballot paper will be declared void if it bears more than 10 votes. The minimum number of votes is one.

e) the declaration of the election by the Returning Officer is final (save for any manifest error). For the avoidance of doubt, the Returning Office may not be a candidate.

17.4 In the event of an equality of votes between candidates, the successful candidate or candidates shall be chosen by lot in accordance with bye-law 19(j).

17.5 The elected candidates shall be announced at the Annual General Meeting.

18. **ACTIONS BY OR AGAINST THE NETWORK**

18.1 Subject to the proviso set out below the Network shall act, sue and shall do all other acts under its name and through the Head of ACCA Poland that it is legally able to do, provided that the Network shall not act, sue or otherwise commence proceedings in any way unless the Head of ACCA Poland has received the prior written approval of the Chief Executive to such proceedings being commenced. If such proceedings are commenced, each and every step of the proceedings must be authorised by the Head of ACCA Poland and the Chief Executive and the proceedings may not be settled unless the Head of ACCA Poland has received the prior written approval of the Chief Executive to the particular terms of settlement.

18.2 The Panel and/or the Network shall advise the Head of ACCA Poland immediately if it receives notification of the commencement of any action against the Network and the Head of ACCA Poland shall advise the Chief Executive promptly upon receiving notification of the commencement of any action against the Network.

19. **DISPUTES**

Any dispute between the Network and any of the Network Members or any person's claim by or through a Network Member shall be settled in the first instance by a Special General Meeting of the Network Members, with final authority resting with Council.

20. **DISSOLUTION OR AMALGAMATION OF THE NETWORK**

20.1 The Network derives its existence and authority from Council in accordance with Bye-law 31, which states:

The Council may form local branches and committees or appoint local representatives in any part of the world and may dissolve such branches or local committees or remove such local representatives. The Council may from time to time make and vary rules for the government and control of local branches and committees.

- 20.2 For the avoidance of doubt but without limiting in any way the discretion afforded to it by Bye-Law 31, Council reserves the right to dissolve the Network for any of the following reasons:
- a) non-compliance with this Constitution
 - b) if the membership of the Network is such as, in the opinion of Council, warrants dissolution; and
 - c) if for any other reason the Council deems it desirable in the interest of ACCA.
- 20.3 In the event of dissolution of the Network, if the Network or the Panel holds any property in breach of this Constitution, all such property shall be dealt with as the Chief Executive directs.

21. **INDEMNITY**

Pursuant to Bye-law 42, every Panel Member shall be indemnified by ACCA from all liability, expenses or costs which by virtue of any rule of law would otherwise attach to him in relation to ACCA unless such liability arises from his own willful act or default.

22. **ALTERATION OR WAIVER OF CONSTITUTION**

No proposal for the alteration or modification of this Constitution or for any addition thereto or waiver thereof shall be effective unless such a proposal has been approved by Council.