



Somali Institute of Certified Public Accountants (SICPA)

BYLAWS

May 5, 2026

Contents

- 1. Membership: 3
- 2. Governance Structure 6
- 3. Meeting of the Council..... 9
- 4. Committees 10
- 5. Procedures for elections 13
- 6. Management Team..... 15
- 7. Vacancies 16
- 8. Annual General Meeting (AGM)..... 16
- 9. Organizational resources 19
- 10. Independent Auditor..... 19

1. Membership:

1.1. Membership Categories

1.1.1. There shall be two main categories of membership: (1) Individual Membership and (2) Firm Membership which means an accounting or auditing firm engaged in public practice in Somalia.

1.1.2. The individual Membership has the following sub-categories:

- a.** Full membership, which means any person who is a qualified accountant or auditor from internationally recognized jurisdiction and/or working in either public or private, and completed prescribed Practical Experience Requirements (PER).
- b.** Associate membership, which means any person who is qualified accountant or auditor from internationally recognized jurisdiction and/or working in either public or private, and **not** completed prescribed Practical Experience Requirements (PER).
- c.** Accounting Technician membership which means any person not a fully qualified accountant, but eligible to handle certain accounting tasks by virtue of his or her membership of a professional body such as SICPA Accounting Technicians qualifications.
- d.** Honorary membership which means a person selected by the Council for outstanding service to SICPA or the advancement of the accounting and auditing profession.
- e.** Student membership which means any person who is pursuing a professional qualification prescribed by the institute as internationally recognized jurisdiction.

1.1.3. Firm membership shall be classified into small, medium, and large categories based on annual turnover. A small firm is one with an annual turnover of less than USD 100,000. A medium-sized firm is one with an annual turnover of between USD 100,000 and USD 499,999. A large firm is one with an annual turnover of USD 500,000 and above.

1.1.4. The Council has the authority to create additional categories of membership or amend the current categories of membership.

1.1.5. The Council shall determine the conditions of membership to the organization.

1.1.6. Only full members are eligible to vote, hold offices and participate at all committee activities of the institute.

1.2. Members Admission

1.2.1. Applicants shall submit completed and signed membership application along with all membership requirements listed in the membership application to the dedicated application portal of the institute.

All members shall meet the admission requirements as prescribed in the Act and guided by the Council.

1.2.2. Every applicant shall satisfy the Council, in such manner as it may require, that all prescribed conditions for admission have been fulfilled, and shall provide such evidence as the Council may deem necessary.

1.2.3. Membership Committee shall review and recommend membership applications for Council approval.

1.2.4. All admissions of members shall be made by the Council.

1.2.5. When applicant has been admitted to the institute as member, the admission shall be recorded in the organization's register and a notice of his/her admission shall be sent by the secretariat to the applicant.

1.2.6. The Council may, in its absolute discretion and without giving any reason, therefore, refuse to admit an applicant whom it shall consider not to be fit and proper person to be so admitted even if such applicant fulfilled the prescribed conditions of such admission.

1.2.7. If the applicant is refused admission, a notice of his/her refusal shall be sent by the Secretariat to the applicant.

1.2.8. A member who is aggrieved by a decision of the Council made under 1.2.7, may appeal to the relevant court within twenty-one (21) days after the receipt of the decision of the Council.

1.3. Members resignation

- 1.3.1.** Any member wishing to resign from the institute should submit a resignation request to the institute no later than the date specified in the membership application. No refund of annual dues or application fees shall be made.
- 1.3.2.** Resignation shall not relieve a member of any unpaid dues or other charges previously accrued.
- 1.3.3.** Membership shall be terminated automatically if annual dues are not paid within 90 days of the due date.
- 1.3.4.** Council has the authority to terminate the membership of any person whose action and attitude is considered detrimental to the reputation or interest of the institute or whose behavior casts discredit upon the profession.
- 1.3.5.** Council may consider readmitting members whose membership was terminated due to non-payment provided that such members submit completed membership application and pay all the payments in arrears to the institute plus readmission fee determined by the council.

1.4. Membership Dues

- 1.4.1.** The Council shall determine applicable membership fees based on prevailing rates and reflective of the institute's strategy, upon recommendation from the Member Services Committee.
- 1.4.2.** Annual fees for each membership category shall be determined by the Council and published in the Institute's regulations.
- 1.4.3.** Membership dues shall be payable in advance at the beginning of each membership year.

1.5. General Provisions

- 1.5.1.** An up-to-date list of Institute members, as well as any other By-Laws, guidelines, and Regulations concerning the Institute shall be kept at the Institute's office, and posted on the Institute's official website, where members can access the information free of charge.
- 1.5.2.** Each member is entitled to a certificate of membership in the Institute; however, certificates will not be granted to new members until their dues are paid. Certificates of membership are the property of the Institute and must be

returned to the Secretary of the Institute if a member's membership is suspended or terminated.

- 1.5.3.** It is the responsibility of each member to notify the Secretary of any change of address as soon as possible. Each member must also be responsible for providing the Council with any information necessary to carry out the terms of the Accountants Act and these by-laws.

2. Governance Structure

2.1. Council

- 2.1.1.** The institute shall be governed by a Governing Council consisting of eleven (11) members of which seven (7) members shall be elected by the members of the institute and four members shall be nominated by the Federal Government of Somalia as per the accountants act.
- 2.1.2.** The council members shall be elected as per Article 16 of the Act.
- 2.1.3.** Chairman and Vice-chairman of the council shall be among the seven (7) elected members as per article 16 (1).
- 2.1.4.** The four members nominated by the Federal Government of Somalia shall represent the Ministry of Finance, the Ministry of Education, Central Bank of Somalia, and Office of Auditor General and shall fulfill requirements set forth in the accountants' act.
- 2.1.5.** Government-appointed members of the Council shall serve a maximum of four (4) years. Upon completing the maximum tenure, the member shall vacate office and shall only be eligible for reappointment after a lapse of four (4) years.
- 2.1.6.** The Council shall, during its first meeting, elect a Chairman, and Vice Chairman.
- 2.1.7.** The Chairman, vice-chairman and the CEO shall be the members of the Executive Committee. They may also serve in other committees as determined by the Council.
- 2.1.8.** Council members shall serve a term of two years and shall be eligible for re-election for one additional term only. A member who has served two

consecutive terms shall not be eligible for re-election until at least two full election cycles have elapsed.

2.1.9. The Council shall meet at least once each quarter, at agreed upon time and place. They might also meet other times as necessitated by the circumstances.

2.1.10. The Council is responsible for the overall policy and direction of the institute and delegates operations of the institute to the management led by the CEO.

2.1.11. Duties and authority of the Council shall be as per the Act.

2.2. Eligibility of Council members

2.3. Requirement for standing Governing Council Positions

2.3.1. A person shall be eligible for election as a member of the Governing Council if he or she:

- a.** Is a Full Member of the Institute;
- b.** Is in good standing, having paid all applicable membership fees and subscriptions;
- c.** Has no outstanding disciplinary actions, sanctions, or pending investigations;
- d.** Possesses a minimum of five (5) years post-qualification experience in accountancy, audit, finance, taxation, academia, or a related field;
- e.** Demonstrates professional competence and practical experience relevant to the mandate of the Institute;
- f.** Demonstrates high standards of integrity, professionalism, and ethical conduct;
- g.** Has not been found guilty of professional misconduct or any offence involving fraud, dishonesty, or moral turpitude;
- h.** Demonstrates experience or capacity in leadership, governance, or management roles;
- i.** Is duly nominated and seconded by at least two (2) Full Members of the Institute in good standing;

- j. Submits nomination documents in the prescribed form within the timelines set by the Institute;
- k. Discloses any actual or potential conflict of interest;
- l. Demonstrates the ability and willingness to attend Council meetings regularly and serve on Council committees;
- m. Submits a written declaration confirming compliance with all eligibility requirements;
- n. Commits to uphold the Institute's Code of Ethics and governance principles.

2.4. Ineligibility to vie for Governing Council Position

2.4.1. A person is ineligible for nomination and/or election to the Council if he or she:

- a. has been barred from being a director of a company by a court order.
- b. or is an unemancipated minor, or has a similar legal mental disability; or
- c. is an unrehabilitated insolvent, or
- d. has been convicted and imprisoned in the Federal Republic of Somalia or elsewhere, or
- e. has been suspended as a member under the Institute's disciplinary processes pending the resolution and/or outcome of the disciplinary proceedings relating to that Member.
- f. or is the subject of a criminal investigation by any law enforcement agency.
- g. or is not a Somali citizen, a resident in the country; or
- h. has completed the maximum of two consecutive terms or
- i. has been voted to be removed by a 2/3 majority of the council and approved by the General Assembly.

2.5. Disqualification of Council Members

2.5.1. Any person nominated to the council shall cease to be a member of the council if such person subsequently:

- a. loses eligibility to serve on the council as specified in clause 2.2 above.

- b. resigns as a member of the council by giving the Council thirty (30) calendar days written notice; or
- c. is absent from three consecutive council meetings without previous written notice to the chairman and without good reason: or
- d. ceases to be a member of the Institute for any reason.
- e. has been found guilty of Professional Incompetence, Professional Misconduct, Breach of the Code of Conduct, and Unsatisfactory Professional Conduct under the Institute's professional conduct processes.

3. Meeting of the Council

- 3.1. The Council shall meet at least once a quarter of an hour and locations determined by the Council.
- 3.2. The Council's quorum shall never be fewer than six (6) Council members.
- 3.3. All discussions at Council sessions that need voting must be determined by a simple majority of those voting members present; the chairperson has a casting vote in addition to a deliberative vote.
- 3.4. A written resolution adopted by all Council members has the same legal force as a resolution passed in a legally convened and constituted Council meeting.
- 3.5. A meeting of the Council is regarded lawfully convened if the Council Secretary sends notice to all members at least ten (10) calendar days before the meeting date, and the meeting is quorate in accordance with the By-laws.
- 3.6. In the event of an emergency, a shorter length of notice may be granted in lieu of the duration of notice stated in the By-laws.
- 3.7. The secretariat is responsible for keeping adequate minutes of all Council meetings, Council committee meetings, and general meetings of Institute members. These officially approved and signed minutes shall be retained in electronic format in accordance with the requirements of law or for such period as the Council may otherwise specify from time to time.

4. Committees

4.1. The Council shall form the following committees to assist its governance of the organization:

4.1.1. Executive Committee

4.1.2. Elections & Nominations Committee

4.1.3. Technical Committee

4.1.4. Members Services Committee

4.1.5. Education & Examination committee

4.1.6. Quality Control & Compliance Committee

4.1.7. Ethics and Disciplinary Committee

4.2. The following clauses apply to all committees except elections committee which will be detailed in 4.3 below.

4.2.1. Each committee shall include at least one Council member, who shall serve as the convenor, and one member of Management, who shall act as the Secretariat to the committee. The Council may, where technical expertise is required, appoint a convenor from outside the Council.

4.2.2. The duties and authority of each committee shall be in its respective charter approved by the Council.

4.2.3. The Council has the authority to establish an additional committee or dissolve a committee consistent with the growth and strategy of the organization.

4.2.4. The Council may appoint committees, subcommittees, steering committees, or any other committees or workgroups as it sees fit, and may specify their duties, powers, responsibilities, and processes.

4.2.5. Any act, judgment, or power exerted by the committees shall not be binding on the Council, unless otherwise expressly allowed.

4.2.6. The Council must authorize appointments to or removals from committee membership and get approval from the General Assembly.

4.2.7. Each Committee must have at least 5 and no more than 10 members, excluding ex-officio/secretariat members.

- 4.2.8.** Committees may co-opt new members for a duration of up to one year with the agreement of Council.
- 4.2.9.** Each Committee shall be presided over by an official designated as the "Convenor" by the Council.
- 4.2.10.** Except for the Convenor, one-third of the members of each committee shall retire each year, but such retiring members shall be eligible for reappointment by approval of the Council.
- 4.2.11.** Members who will retire will be chosen either by mutual agreement or by lot.
- 4.2.12.** Absence from three consecutive meetings without good cause or notification will result in expulsion from membership.
- 4.2.13.** If the entire membership is an odd number, the quorum for a meeting will be fifty percent of the total membership rounded to the greater whole number.
- 4.2.14.** Committees must meet at least once every two months, or more frequently if the Convenor so directs.
- 4.2.15.** The Council shall specify each committee's terms of reference, and the committee shall be bound to function within these limits.
- 4.2.16.** The Council shall have the authority to delegate additional responsibilities to committees.
- 4.2.17.** If the Convenor is not present at a committee meeting, the members present must choose someone from among themselves to preside over the meeting.
- 4.2.18.** Meetings will be attended exclusively by committee members and the Secretary, and no one else will be allowed to attend without the express permission of the Convenor.
- 4.2.19.** Resolutions adopted during a meeting must be approved by a majority of those present via voting.
- 4.2.20.** If the votes are tied, the Convenor or the member presiding will have a casting vote.

4.2.21. The committee Secretary is responsible for keeping minutes of all meetings.

4.3. Elections committee

4.3.1. The Elections Committee shall be responsible for developing Nomination & Election procedures to be submitted to the Council for approval and ratified from the general assembly.

4.3.2. The committee shall consist of five members constituted as follows:

- a.** A senior member of the institute who shall serve as Convenor of the committee appointed by the council.
- b.** Two members appointed by the council within the profession
- c.** One independent member appointed by the council from the public practice.
- d.** One member appointed by council after consultation with the Office of the Solicitor General

4.3.3. The CEO of the institute shall serve as secretariat to the elections committee.

4.3.4. All members appointed to the Elections Committee shall be ineligible to contest for Council positions during the election they are overseeing.

4.3.5. The committee shall be approved by the general assembly at the AGM before the elections.

4.3.6. The convenor of the committee shall be a returning officer as appointed by the council and rest shall be scrutineers.

4.3.7. Committee members shall serve a term of three (3) years and may be reappointed for one additional term only, for a maximum of two (2) terms.

4.3.8. The institute's secretariat will closely work with the elections committee for the facilitation of the elections.

4.3.9. Meetings will be attended exclusively by committee members and the Secretary, and no one else will be allowed to attend without the express permission of the Returning officer.

4.3.10. The quorum of the committee meeting will be 3 members including the convenor.

4.3.11. Any disagreements among the committee members will be resolved by the Council using mechanisms set in place for dispute resolution.

5. Procedures for elections

5.1. All nominations for council members must be submitted on the official nomination form, which can be obtained from the Institute's office, website, or by writing to the Institute's Head Quarters, and the following applies:

5.1.1. The nomination paper must be signed by the nominee stating his willingness to stand for election, as well as by a proposer, seconder, and three Institute full members, all of whom must have paid their subscription for the current year. Nomination papers must be received by the Institute's office by the deadline specified by the elections committee.

5.1.2. Every completed nomination paper must be returned, together with brief details about the nominee in a manner determined by the elections committee.

5.1.3. Nomination papers must be completed and returned to the Institute's office by the deadline set by the elections committee. The nomination papers must be sent in a sealed envelope with the word "NOMINATION" clearly written on them.

5.1.4. While nomination papers may be sent electronically, any nomination paper that is not completed in accordance with the rules and procedures outlined in this document will be declared null and void.

5.1.5. All nominations for Council members will be opened at an elections committee meeting.

5.2. Elections of the council members

5.2.1. The elections committee shall scrutinize all nominations papers using set criterion for the council members' elections. These criteria shall be prepared by the secretariat of the institute and approve from the council members.

5.2.2. details of those who have been properly nominated will be distributed to members together with the Voting Paper.

5.2.3. When the number of vacancies on the Council equals the number of legally nominated candidates, the Returning Officer declares that no elections for the

position of Council Member will be held and submits the results to the Annual General Meeting for confirmation.

- 5.3.** The Secretary shall distribute a Voting Paper electronically and/or by post to every member whose subscription for the current year has been paid at least 15 days before the Annual General Meeting.
- 5.4.** The election committee will select the form of the Voting Paper, but it must include the names of the lawfully nominated candidates and a spot to cast a vote for each candidate.
 - 5.4.1.** Only full members of the institute are eligible to vote for Council members. Associate, students and Honorary members are not eligible to vote or participate in elections.
- 5.5.** Each member must vote by writing a tick () or a cross (X) in the space provided for each contender. Any other type of mark will invalidate the vote.
- 5.6.** For those voting electronically or proxies, the elections committee will set voting standards and approve them from the council.
- 5.7.** Every member shall deposit his/her duly completed voting paper in an envelope labeled "Voting Paper" and send it to the Secretary at least 2 clear days before the date designated for the Annual General Meeting or within the period mentioned in the election notice. The Secretary shall maintain all returned voting papers unopened in safe custody for eventual opening and examination by scrutineers.
- 5.8.** All ballot papers returned unread shall be kept in a sealed box in the Institute's office by the Secretary to the Council. There must be two locks on the ballot box. The Returning Officer shall keep the keys to one lock and the Secretary to the Committee shall keep the keys to the other. The Committee will establish the form of the ballot box, which will ensure proper protection for voting papers.
- 5.9.** The Elections Committee shall deliver all uncirculated ballot papers for verification by the scrutineers, and the candidates and their representatives shall have access to the register.
- 5.10.** The scrutineers will count the votes in the presence of the candidates and their agents. In the event of a tie, the tie will be settled by lot. Any candidate or

authorized representative may request a vote recount at any time with the agreement of the Returning Officer, whose judgment is final in this issue.

5.11. As soon as the voting papers have been examined and the election results have been determined, the scrutineers' decision shall be final, and the voting papers shall be sealed under the scrutineers' seal and retained by the Secretary for at least six months following the Annual General Meeting, after which they may be destroyed.

5.12. The Returning Officer shall read to and ratify by the Annual General Meeting the report of the Returning Officer and scrutineers on the elections and their outcomes.

The elected members will begin their terms of office after the Annual General Meeting approves the report of the Returning Officer and the scrutineers.

6. Management Team

6.1.1. The Council shall hire Chief Executive Officer (CEO) who shall be responsible for the operations of the institute.

6.1.2. The CEO shall independently run the operations of the institute, and he should report to the council for implementation status of the strategic plan set by the council.

6.1.3. The hiring of the CEO shall be merit-based and contested.

6.1.4. The contract of the CEO shall be five (5) years, which can be renewed with the approval of the council.

6.1.5. The Council may remove the Chief Executive Officer from office before the expiry of the contract on the recommendation of the relevant committee and upon the existence of valid grounds, including misconduct, incapacity, poor performance, or breach of contract. The CEO shall be given prior written notice of the grounds and afforded a fair opportunity to be heard in a duly convened Council meeting. A resolution for removal shall require the approval of not less than two-thirds (2/3) of all Council members and shall be passed by secret ballot. The decision and proceedings shall be properly recorded. In the absence of compliance with this procedure, the removal shall be null, and void and the CEO shall remain in office.

- 6.1.6.** Contract renewable of the CEO will be determined by majority vote of the council.
- 6.1.7.** The CEO shall attend all Council meetings and update the Council on the activities of the institute but is not eligible to vote.
- 6.1.8.** The CEO shall hire staff to assist him with the management of the institute, and shall have at least a team consisting of
- a.** Director of Member Services
 - b.** Director of examination & Education
 - c.** Director of Finance & Administration
 - d.** Director of Ethics & Compliance
- 6.1.9.** Staff of the institute maybe recruited as volunteers or paid staff provided that such staff has been screened and fit to work for the organization.
- 6.1.10.** The CEO has the authority to add additional functions in the management of the institute consistent with the strategy and growth of the organization.
- 6.1.11.** The CEO shall develop policies and procedures for each function under his responsibilities and submit to the Council for approval.

7. Vacancies

- 7.1.** Any vacancy filled shall be for the remainder of the unexpired term.
- 7.2.** The vacancy created by removal shall be filled by a majority vote of the Council members present and voting at the Council meeting at which the removal occurs.
- 7.3.** The elections committee shall submit nominations for such vacancies to the Council thirty days before the Council meeting.
- 7.4.** Vacancies created other than by removal may be filled by a majority vote of the remaining Council if more than ninety days remain before the Annual General Meeting.

8. Annual General Meeting (AGM)

- 8.1.** The institute shall hold AGM at such time and place as may be determined by the Council.

- 8.2.** The meeting agenda shall be circulated to members and the Council approximately thirty days prior to the meeting date.
- 8.3.** All elections shall be by nomination, seconding and secret ballot at the Annual General Meeting (AGM).
- 8.4.** Special Meeting, which means a meeting that is usually outside the regular timetable and is called to discuss important items that cannot wait for the AGM may be called for a specific purpose by the Council.
- 8.5.** Written notice of such Special Meeting shall be sent by the Secretary to all members and the Council not less than 14 days before the date of the meeting.
- 8.6.** Quorum for AGM and Special Meetings shall be not less than half of the registered members of the institute present in person or by proxy, or virtual.
- 8.7.** If the quorum is not present the meeting will be postponed and convened at another date set by the council.
- 8.8.** The quorum of the next AGM meeting after the first meeting postponed shall be not less than one third of the registered full members of the institute present or by proxy, or virtual.
- 8.9.** If the quorum is not present the meeting will be postponed and convened at another date set by the council.
- 8.10.** There shall be no quorum for the third meeting called, only those attending will set a quorum for meeting, and any decisions taken at the AGM shall be binding to all members of the institute.
- 8.11.** The Chairman shall preside all Council meetings and the Vice Chairman in his/her absence.
- 8.12.** In the absence of both the Chairman and Vice Chairman, a Council member shall be elected from among members present to preside the for the meeting.
- 8.13.** At any AGM or Special Meetings of the institute, a resolution put to the vote shall be decided on a show of hands unless a poll is demanded by at least one-third of those present in person or by proxy, or virtual and eligible to vote.
- 8.14.** If a poll is duly demanded, it shall be taken in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of that particular meeting.

8.15. The Chairman shall have a casting vote in 9.9 and 9.10 above. Casting Vote means a vote by the Chairman in the case where the votes for and against are equal.

9. Organizational resources

9.1. Institute resources shall consist of:

9.1.1. Membership dues, application fees and other subscriptions as determined by the Council.

9.1.2. Government subsidies.

9.1.3. Gifts, donations, and legacies which the Council decides to accept.

9.1.4. Return on the investment of the organization, funds, and proceeds from the publication and sale of research work, studies and other publications as well as income from services rendered by the organization.

9.2. The funds of the institute shall only be used to finance the activities of the institute and to promote the objectives of the organization.

9.3. Disbursements of funds & use of petty cash shall be in accordance with the Cash Disbursement Policy and Financial Authority Matrix approved by the Council.

10. Independent Auditor

10.1. The Council shall recommend the members of the institute to appoint an Independent Auditor to audit the financial statements of the institute.

10.2. The General Assembly members shall appoint the Independent Auditor at the AGM

10.3. Council members and management of the institute shall not be eligible to be the organization's independent auditor.

10.4. The Independent Auditor shall retire at every AGM but shall be eligible for re-appointment.

Discipline