

# BOTSWANA INSTITUTE OF CHARTERED ACCOUNTANTS (BICA)

## RULES (RELATING TO ACCOUNTING ACT 2010)

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**PART 1: PRELIMINARY**

**Interpretation and Definitions**

1. The Interpretations and definitions will be as per the Accountants Act 2010 as amended. In these Rules, unless the subject or context otherwise requires:
  - 1.1. “**Accountant**” refers to a person defined in terms of the Act that performs or holds himself out to perform professional accounting services for a salary or fee;
  - 1.2. “**Act**” means the Accountants Act 2010 as amended;
  - 1.3. “**Approved Principal**” means a person or a firm registered with the Institute as a Certified Auditor;
  - 1.4. “**Approved training**” means practical training and experience approved by the Council and obtained at or from an authorised training employer;
  - 1.5. “**Authorised Training Employer**” means a person, firm, body or undertaking authorised by Council to provide approved training;
  - 1.6. “**BAOA**” refers to Botswana Accountancy Oversight Authority that is established under the Financial Reporting Act of 2010;
  - 1.7. “**BIA**” refers to the Botswana Institute of Accountants;
  - 1.8. “**BICA**” means Botswana Institute of Chartered Accountants;
  - 1.9. “**BICA Code of Ethics**” means the code of conduct as adopted by BICA being the Handbook of the code of ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA);
  - 1.10. “**BICA Employer Handbook**” refers to the handbook for Accredited Training Employers as approved by the Council from time to time;
  - 1.11. “**Certified Auditor**” means a professional accountant registered as an auditor and managed by the Institute by virtue of a Memorandum of Understanding between the Institute and BAOA;

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- 1.12. **“Certified Professional Accountant”** refers to a member of the Institute who is not a Chartered Accountant as defined in these Rules, but who is a member of an IFAC recognised accountancy body and satisfies the Institute requirements;
- 1.13. **“Certificate of Registration”** means a certificate issued in terms of the Act;
- 1.14. **“Chartered Accountant”** refers to a member of the Institute who has attained membership by virtue of passing the Botswana chartered accountancy qualification or through transition arrangements;
- 1.15. **“Chief Scrutineer”** means the head of the team of Scrutineers appointed by Council to supervise the conduct of the nomination and election process.
- 1.16. **“Council”** has the meaning assigned to it in terms of the Act;
- 1.17. **“CPD”** refers to Continuing Professional Development which is a continuing professional development scheme set up by the Institute which members follow to upgrade and improve their knowledge and skills required in their professional lives and which scheme fully complies with the applicable IFAC international education Continuing Professional Development (CPD) standard;
- 1.18. **“Electronic Voting Administrator”** means the company appointed to manage the electronic voting platform.
- 1.19. **“IAESB”** means the International Accounting Education Standards Board;
- 1.20. **“IFAC”** means the International Federation of Accountants;
- 1.21. **“Independent Student”** has the meaning adopted in Clause 64.5;
- 1.22. **“Legal Advisor”** means a legal practitioner retained by BICA to provide legal advice on the election process of the Council;
- 1.23. **“Member”** refers to any registered member of the Institute who is fully paid up and is compliant with their CPD requirements and any other obligations imposed by the Act and the Rules of the Institute;
- 1.24. **“Membership and Examinations Committee”** refers to the Committee that ensures that applicants for membership satisfy requirements as prescribed in the BICA Rules such as approved training, examinations and fitness of

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membership requirements;

- 1.25. **“Member firm”** means a firm composed in whole or in part of a member or members offering professional accounting services in Botswana;
- 1.26. **“Minister”** refers to Minister of Finance and Economic Development in Botswana;
- 1.27. **“Non-Resident Member”** is a member who holds a Botswana chartered accountancy qualification who ordinarily or temporarily resides outside Botswana;
- 1.28. **“Non-Resident”** shall be defined as per the Income Tax Act [CAP 52:01];
- 1.29. **“Practice Review”** refers to a monitoring exercise to obtain reasonable assurance that a firm is compliant with prescribed quality assurance standards;
- 1.30. **“Practising Certificate”** means a certificate issued in terms of the Act;
- 1.31. **“Professional Accounting Services”** means services provided by a professional accountant –
- 1.31.1. requiring accountancy or related skills;
- 1.31.2. relating to auditing, taxation, management consulting and financial management;
- 1.32. **“Professional Accountant”** is as defined under Section 30 of the Act;
- 1.33. **“Qualified Person Responsible for Training or QPRT”** is as defined in the Accredited Training Employers Handbook;
- 1.34. **“Qualifying Member”** refers to a member of the Institute who is fully paid-up and of the category of Fellow or Associate and therefore eligible to vote at the general meetings of the Institute either in person or by proxy;
- 1.35. **“Regulations”** means regulations as promulgated by the Minister in terms of section 57 of the Act;
- 1.36. **“Registered Student”** means a student registered with the Institute and training to be a member thereof;

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- 1.37. **“Retired member”** means member who has reached the age of 60 and is no longer offering a Professional Accounting Service for a fee or salary;
- 1.38. **“Retired Active member”** means a member who is retired but is desirous to remain active in the activities of the Institute in terms of Clause 12.2 of these Rules;
- 1.39. **“Retired Inactive member”** means a member who is retired but is not desirous to be active in the activities of the Institute in terms of Clause 12.1 of these Rules;
- 1.40. **“Student”** means “Registered Student” as defined in Clause 1.36;
- 1.41. **“Practical Work Experience or PWE”** is as defined in the Accredited Training Employers Handbook;
- 1.42. **“The Institute”** refers to the Botswana Institute of Chartered Accountants;
- 1.43. **“The Secretary”** means the Chief Executive Officer of the Institute or any person acting in any such capacity by the direction of the Council;
- 1.44. **“Training Agreement”** means an agreement of Approved Training in terms of Clause 69 of these Rules, registered with the Institute and in such form and containing such provisions as may be prescribed in these Rules, made between a Registered Student and the person or firm at or from whose office the Approved Training is to be given;
- 1.45. **“Training & Professional Development Committee”** refers to a Committee set up by Council to ensure that members of the Institute are informed and educated on all the pronouncements issued by the IAESB of the IFAC;
- 1.46. All words and expressions defined in the Act will have a like meaning in these Rules; and
- 1.47. Words importing the singular only shall include the plural and vice versa and words importing masculine gender only shall include the feminine gender and vice versa.

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**PART 2: REGISTRATION OF ACCOUNTANTS**

**2. Membership of the Institute**

2.1. The following persons shall be members of the Institute, namely:

2.1.1 all persons who were members in good standing of the BIA immediately prior to this Act coming into operation; and

2.1.2 all persons who are registered members in accordance with the Act and the rules of the Institute.

**3. Classes of Membership**

3.1. The Membership will consist of the following broad categories:

3.1.1. Fellow Members;

3.1.2. Associate Members; and

3.1.3. Accounting Technician Members.

3.2. The Fellow and Associate members constitute Professional Accountants as specified at Regulation 4 of the Act and include both Chartered Accountants and Certified Professional Accountants.

3.3. Every person or entity that renders the following services shall register with BICA-

3.3.1. any services requiring accountancy or related services; and

3.3.2. auditing or related services.

3.4. Accounting Technician Members are not Professional Accountants but are expected to register as members of the Institute in terms of Section 6 (1) (g) and (h) of the Act as read with Clause 5.4 of these Rules.

3.5. Professional Accounting Services as defined by Section 2 of the Act includes services provided by none Professional Accountants such as persons who provide accountancy related services as auditing, taxation, management consulting and/or financial



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management.

3.6. Council may issue members with Practising Certificates in accordance with the Act.

**4. Application for Membership**

4.1. Any person other than a body corporate shall be eligible, on making an application in the prescribed form in terms of Section 30 (2) of the Act, and on payment of the prescribed fee determined by the Council from time to time, being Appendix 1 to these Rules in terms of Section 30 (3) of the Act, to be registered as a member of the Institute under such classes of membership as defined in these Rules in terms of section 28 (3) of the Act, provided he or she fulfils the criteria for membership of the Institute as outlined in these Rule for such admission.

4.2. The Institute, through the Membership and Examinations Committee, may approve or reject the application and shall inform the applicant in writing of its decision as soon as is reasonably practicable.

4.3. A person aggrieved by the refusal of the Institute to register him or her as a member may, within 30 days of the decision of the Institute, apply in writing to the Council for review of the decision of the Institute and such application shall set forth any facts or legal analysis that would support a decision to register him or her.

4.4. Where the Council refuses to admit an applicant to its membership, it shall inform the applicant in writing of its refusal and the reasons for refusal as soon as is reasonably practicable.

4.5. A person aggrieved by the refusal of Council to admit him or her as a member may, within 21 days of receipt of the decision of Council, notify Council that he or she intends to appeal the decision, and simultaneously appeal in writing to the Appeals Committee setting forth the facts or analysis that form the grounds of appeal.

4.6. A person aggrieved by a decision of the Appeals Committee may, within 14 days of the date of the decision, appeal to the Minister.

4.7. A person aggrieved by a decision of the Minister may, within 30 days of the date of the decision, appeal to the High Court against such decision.

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- 4.8. The High Court may, on hearing an appeal:
- 4.8.1. confirm, vary or set aside any decision of the Minister; or
  - 4.8.2. remit the matter to the Minister and Council for further consideration and may make such other orders as to costs as it deems appropriate.

5. **Admission to membership**

- 5.1. Any person other than a body corporate shall be eligible, on making an application in the prescribed form and on payment of the prescribed fee, to be registered as an Associate Chartered Accountant member entitled to use designated letters "ACA", provided that he or she proves to the satisfaction of the Institute that at the date of the application:
- 5.1.1. he or she has passed the examinations set under the Botswana Professional Accountancy Qualification;
  - 5.1.2. has satisfied the practical training requirements specified under the Rules; and
  - 5.1.3. is, in the opinion of the Institute, a fit and proper person to be admitted as a member.
- 5.2. Any person other than a body corporate shall be eligible, on making application in the prescribed form, and on payment of the prescribed fee, to be registered as an Associate Certified Professional Accountant member or Fellow Certified Professional Accountant, entitled to use the designated letters "ACPA" or "FCPA", provided that he or she proves to the satisfaction of the Institute that at the date of the application:
- 5.2.1. he or she is a member in good standing of such other institute or professional body of accountants as the Institute may recognise; and
  - 5.2.2. is, in the opinion of the Institute, a fit and proper person to be admitted as a member.
- 5.3. A member who has been an Associate Chartered Accountant or Associate Certified Professional Accountant of the Institute shall be eligible for upgrade as a Fellow

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Chartered Accountant or Fellow Certified Professional Accountant provided he or she has been a member in good standing of the Institute for a continuous period of five years and has met all the CPD requirements and shall be entitled to use designated letters called "FCA" or "FCPA". Any member who meets these requirements will be upgraded with effect from the 1<sup>st</sup> January of the year following him or her reaching the five years.

- 5.4. Any person other than a body corporate, who is not otherwise eligible for registration under Rule 5.1 to 5.3 mentioned above, shall be eligible, on making an application in the prescribed form and on payment of the prescribed fee, to be registered as an Accounting Technician Member of the Institute and shall use the designatory letters Acctech., provided that he or she proves to the satisfaction of the Institute that he or she has passed the examination or examinations prescribed by the Council as specified in the table below and has had two years relevant practical experience.

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| Association of Accounting Technicians (AAT)  |
| Degree in Accounting equivalent to the Bachelor of Accounting degree from the University of Botswana |
| Diploma in Accountancy and Business Studies  |
| Diploma in Business Management   |
| Diploma in Public Finance  |
| Higher National Diploma (HND) from Botswana Institute of Administration and Commerce (BIAC)          |
| International Accounting Technician Qualification from the Botswana Institute of Accountants (IATQ)  |
| Member of the Chartered Institute of Secretaries (CIS)   |
| Passed finalist of a recognized professional accountancy qualification like ACCA or CIMA             |
| Any other qualifications as will be approved by Council from time to time.                           |

5.5. Any member who is a Registered member or a Licentiate member of the BIA will be admitted as an Accounting Technician member of the Institute provided he has been a member in good standing as at the date of the commencement of the Act.

**6. Approved Accountancy Experience**

6.1. For admission into membership as an Associate Chartered Accountant under Rule 5.1.1, a person should have obtained a minimum approved accountancy experience under a training agreement at an Approved Training Employer as per BICA Employer Handbook.

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- 6.2. Any member who seeks admission as an Accounting Technician under Rule 5.4 should have two years of accountancy experience in order to be eligible for membership.

**7. Terms of Membership**

- 7.1. Every person shall, on applying for admission, sign an undertaking that he or she will, if admitted, and for so long as he or she remains a member, observe the Act and its Regulations, these Rules and the BICA code of ethics and that he or she will not use the designation or designatory letters hereinafter referred to except while a member of the Institute.
- 7.2. Every person on being admitted as a member of the Institute shall be issued with a Certificate of Registration by the Institute under seal showing his or her class of membership in terms of Section 35 (3) of the Act. The certificate shall remain the property of the Institute, and shall be returned if or when the holder ceases to be a member of the Institute.
- 7.3. Every person who has been registered as a member of the Institute under Rule 5 may, as appropriate, describe himself as follows:
- 7.3.1. a Fellow Chartered Accountant Member of the Institute and may use after his or her name the designatory letters "FCA" provided that person had either been a Fellow member in good standing of the BIA at the date the Accountants Act 2010 came into operation or has been admitted thereto by the Institute. As at 30 June 2011, any person who had not duly changed their designatory letters to "FCA" remains a Fellow Certified Professional Accountant using after his or her name the designatory letters "FCPA".
- 7.3.2. a Fellow Certified Professional Accountant Member of the Institute and may use after his or her name the designatory letters "FCPA" provided that person has been admitted thereto by the Institute;
- 7.3.3. an Associate Chartered Accountant Member of the Institute and may use after his or her name the designatory letters "ACA" provided that person had either been an Associate member in good standing of the Botswana Institute of Accountants at the date the Accountants Act 2010 came into operation or has been admitted thereto by the Institute. As at 30 June 2011, any person who had not duly changed their designatory letters to

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“ACA” remains an Associate Certified Professional Accountant using after his or her name the designatory letters “ACPA”;

- 7.3.4. an Associate Certified Professional Member of the BICA and may use after his or her name the designatory letters ACPA provided that person has been admitted thereto by the Institute; or
- 7.3.5. an Accounting Technician Member of the Institute, provided that person has been a Registered or Licentiate member of the BIA or has been admitted thereto by the Institute shall describe himself as Accounting Technician using the letters Acc.Tech.

**8. Registration of Member Firms Audit**

- 8.1. Every firm that provides or intends to provide Audit and Assurance Services shall register with the Institute as a member firm by making an application in the prescribed form and manner.
- 8.2. The Institute shall register the firm as a member firm if it is satisfied that:
  - 8.2.1. all partners of the firm who are in the accountancy profession are registered with the Institute;
  - 8.2.2. the firm and its registered members give a written undertaking to be bound by the disciplinary provisions of the Institute;
  - 8.2.3. in terms of Section 33 (3) (c) of the Act, the firm holds an adequate amount of professional indemnity insurance or holds such other financial guarantee as required by Council from time to time;
- 8.3. Any firm that operates without registration with the Institute shall be guilty of an offence punishable in terms of Section 56 (3) of the Act.

**9. Registration of Member Firms Non-Audit**

- 9.1. Any registered member who wishes to provide accounting services in a public domain shall register as a member firm.

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- 9.2. The Institute shall register the firm as a member firm if it is satisfied that:
- 9.2.1. in the case of a sole proprietor he or she is a registered member of the Institute;
  - 9.2.2. in the case of a partnership or limited liability entity at least one of the partners of the partnership or shareholder of a limited liability entity should be a member of the Institute;
  - 9.2.3. the firm and the persons(s) referred to in 9.2.2 give a written undertaking to be bound by the disciplinary provisions of the Institute; and
  - 9.2.4. in terms of Section 33 (3) (c) of the Act, the firm holds an adequate amount of professional indemnity insurance or holds such other financial guarantee as required by Council from time to time.
- 9.3. A limited liability entity can be registered as a member firm.
- 9.4. Any firm that operates without registration with the Institute shall be guilty of an offence punishable in terms of Section 56 (3) of the Act.
- 10. Renewal of Membership**
- 10.1. Every member registered with the Institute shall renew his or her membership annually by payment of the prescribed fees and submitting CPD compliance together with any updates to all information provided to the Institute.
  - 10.2. The application for renewal, together with the annual subscription is due, at least 1 month before expiry, being 1 December, every year in terms of Section 36 of the Act.
  - 10.3. Should a member not have submitted his or her application for renewal and/or paid his or her annual subscription in full by the 31<sup>st</sup> of March of that year, his or her name shall be suspended from the applicable register of members in terms of Section 37 (1) (d) of the Act.
  - 10.4. Late renewals, that is, those received between 2 January and 31 March (both inclusive) shall attract a penalty of 50% of the annual subscription.

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- 10.5. Any person who has been suspended from membership as a result of non-payment of subscriptions may, on application, be considered for restoration of membership. Such application shall be accompanied by two certificates of character issued by members of the Institute in good standing showing, among others, whether the person is fit and proper to be restored as a member and whether or not the person has, during the suspension, provided Professional Accountancy Services. Person includes a body corporate.

**11. Honorary Membership**

- 11.1. The Council may, by resolution passed by a majority of not less than three- fourths of the members present and voting at a meeting, admit a person to be an honorary member of the Institute.

- 11.2. An Honorary Member of the Institute shall:

11.2.1. not be liable to pay any fee on admission as such or to pay any annual subscription to the Institute;

11.2.2. sign an undertaking to observe the Act and these Rules and the regulations of the Institute so far as the same may be applicable to Honorary Members; and

11.2.3. not be qualified to be elected as a member of the Council or be entitled to receive notice of or to attend or vote at any general meeting of the Institute.

**12. Retired Members**

- 12.1. A member who has reached the age of 60 years and has retired from offering Professional Accounting Services for a fee or salary and has no interest to remain active in the activities of the Institute may apply to the Institute to be placed on the register of retired members. This member shall be called a Retired Inactive member and shall:

12.1.1 not be required to pay any subscriptions;

12.1.2 not be required to comply with CPD requirements;



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- 12.1.3 not be entitled to receive any updates; and
- 12.1.4 not attend AGM and also has no right to vote.
- 12.2. A member who has reached the age of 60 years and has not retired from offering Professional Accounting Service for a fee or salary or has an interest to remain active in the activities of the Institute may apply to the Institute to be placed on the register of retired members. This member shall be known as a Retired Active member and shall:
  - 12.2.1 be required to pay 50% subscription for membership;
  - 12.2.2 be required to comply with CPD requirements;
  - 12.2.3 be entitled to a 50% discount rate on any CPD events; and
  - 12.2.4 be entitled to vote at the AGM.
- 12.3. A Retired Active Member is required to comply with the Accountants Act and its Regulations, as well as these Rules to the extent necessary and retains all the normal rights of membership including the use of designatory letters.
- 12.4. A Retired Inactive Member who wishes to start offering Professional Accounting Services for a fee or salary will apply for a change in status to Retired Active Member.
- 13. **Non-Resident Members**
  - 13.1. Any members holding the membership certificate of BICA and registered under any of the classes of membership of the Institute and who are non-resident, whether ordinarily or temporarily situated outside the Republic of Botswana shall be regarded as Non-Resident Members.
  - 13.2. The Non-Resident member shall be required to comply with the CPD requirements stipulated in the Act and in these rules. CPD attained in the country of residence through an approved CPD provider or trainer, and IFAC compliant shall also be recognized.
  - 13.3. Such Non-Resident Member shall not be entitled to hold a Practising Certificate.

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13.4. A Non-Resident Member is therefore required to comply with Accountants Act and these Rules and retains all the normal rights and obligations of membership.

**14. Change of Particulars**

Every member shall make a return to the Institute annually or at such times as the Institute may determine, in such form as the Institute may prescribe, providing all necessary and relevant details including, but not necessarily limited to the member's full name, address for communication, place of employment or business, etc. Each member or member firm shall notify the Institute of any changes to the details provided within 30 days of such change occurring, in terms of Section 34 of the Act and Schedule 12 to the Rules.

**15. Resignation from Membership**

15.1. Any member who has paid all his or her fees, subscriptions or other dues and is otherwise in good standing may resign his or her membership by sending to the Institute, written notice to that effect and such notice shall become effective immediately upon acceptance thereof by the Institute, provided that:

15.1.1. If any complaint has been received or any enquiry is pending against a member in respect of his or her professional conduct, such resignation shall not be accepted but his or her membership may be suspended until such complaint or enquiry has been finally dealt with by the Institute.

15.1.2. If no such complaint or enquiry is pending against the member, the resignation may be accepted by the Institute.

15.2. A member giving such notice shall immediately return to the Institute all certificates of the Institute in his or her possession.

15.3. The Institute shall report any resignation of membership in terms of this Rule to members and may report such resignation to whomever else it considers appropriate and in whatever manner it considers appropriate.

**16. Forfeiture of Membership**

16.1. Any member shall *ipso facto* cease to be a member if:

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- 16.1.1. he or she fails to pay his or her annual subscription by 31st March in the year in which it becomes due;
- 16.1.2. he or she fails to pay any other sum due from him or her to the Institute after three months have elapsed from the day on which a final demand was made to him or her by the Institute for payment thereof unless the Council otherwise decides;
- 16.1.3. subject to section 48 (3) of the Act, the Disciplinary Committee or Appeals Committee orders that his or her name be removed from the register of members;
- 16.1.4. he or she fails to comply with any order as to a fine or costs made by the Disciplinary Committee or Appeals Committee within the time fixed for compliance, provided that the Council may in its absolute discretion, or application by a member against whom such order has been made at any time before the expiry of the period fixed for compliance with such order, defer the expiry of such period if it is satisfied that for reasons beyond the member's control, he or she is unable to comply with such order within the period fixed and provided further that any such deferral shall be without prejudice to the application to such member of any alternative penalty imposed by such order on the member contingently upon his or her failing to pay the fine or costs concerned within the period prescribed by the order; and/or
- 16.1.5. he or she has a bankruptcy order made against him or her.

**17. Re-admission or restoration of former members**

Any person who has ceased to be a member under these Rules may be readmitted or restored as a member by the Institute on such terms and conditions as it may consider appropriate.

**18. Renewal of registration of member firm**

Every member firm of the Institute that wishes to renew its Certificate of Registration shall submit an application in the prescribed form.

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- 18.1. A member firm is required to provide the following particulars along with its application for renewal of a Certificate of Registration:
- 18.1.1. application for renewal, as prescribed by the Institute;
  - 18.1.2. the specified fees for a Certificate of Registration;
  - 18.1.3. copy of the expiring Certificate of Registration;
  - 18.1.4. Professional indemnity insurance cover.
- 18.2. The application for renewal shall be made not less than one month before the expiry date.
- 18.3. The expiry date for every Certificate of Registration of a member firm shall be 31 December.
- 18.4. Any renewal made after 31 December shall attract 50% penalty.

**19. Registration of Certified Auditors**

Every Professional Accountant who intends to practice as an auditor in accordance with Section 31 of the Act has to be registered with the Institute as a Certified Auditor.

**20. Application for a Practicing Certificate**

- 20.1. Any Professional Accountant who wants to be registered as a Certified Auditor shall make an application in the prescribed form which should be accompanied by the following information:
- 20.1.1. prescribed fees;
  - 20.1.2. membership Certificate from the Institute;
  - 20.1.3. in case of a member who has not completed the BICA qualification,

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evidence of passing the local variant papers in Taxation and Company Law and the details of the audit experience obtained as prescribed by Council at the time;

- 20.1.4. evidence of CPD undertaken for the last 12 months before date of application;
- 20.1.5. post qualification experience which consists of providing evidence of working independently in areas covering primarily auditing together with accounting, taxation and finance which work has been reviewed by a registered Certified Auditor;
- 20.1.6. proof of indemnity insurance cover which should be adequate or such other financial guarantee as determined by the Council; and
- 20.1.7. in case of a sole proprietor, evidence of arrangements for continuation of practice.

**21. Conditions for Issue of Practising Certificates**

- 21.1. Applicants for the issue or renewal of Practising Certificates in Botswana must comply with the following conditions:
  - 21.1.1. all candidates should have passed such examinations as determined by Council;
  - 21.1.2. all candidates should have obtained adequate post qualification practical experience under a Certified Auditor. The experience should be more in depth than that required for membership and should involve 30 months of direct supervision in the prescribed form and experience within a period of last 60 months of working independently where the work was approved by an Approved Principal in primarily audit and should be able to demonstrate relevant experience in Accounting, Advisory and Taxation;
  - 21.1.3. candidates should have adequate amount of professional indemnity

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insurance or financial guarantee as determined by Council;

21.1.4. candidates should have undertaken the required CPD as determined and also have completed this during their time of membership;

21.1.5. candidates should state that they comply with the BICA Code of Ethics as determined by the Institute;

21.1.6. in the case of a sole proprietor, the candidate should make arrangements for the continuity of the practice in the event of death or incapacity or for any other reasons that render him or her unable to perform his or her duties in terms of the Act; and

21.1.7. Candidates should state that they shall comply with the practice monitory arrangements as determined by Council.

21.2. The Council shall not issue a practising certificate to a member who has been admitted to membership by virtue of his or her being a member of another professional accountancy body or under the rules of reciprocal membership unless the accountancy body of which he or she is a member shall confer upon him or her on meeting their requirements, the right to engage in public practice as an auditor.

21.3. The Council shall prescribe for the purposes of this Rule:

21.3.1. the terms and conditions upon which an office may become and be an Approved Training Office and upon which any such approval may be withdrawn such as the BICA Employer Handbook; and

21.3.2. the nature and range of work which shall constitute approved accountancy experience and post qualification experience.

22. **Conditions for issue and renewal of certificates of registration for a member firm**

22.1. The conditions for the issue and renewal of a Certificate of Registration for a member firm valid in Botswana shall be such as may from time to time be prescribed in the Rules made by the Institute subject to the following:

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- 22.1.1. as from the date of commencement of the Act and unless and until otherwise determined by the Minister, the fees for the issue and renewal of Certificates of Registration for member firms shall be as determined by Council and agreed upon by members at the AGM of the Institute;
- 22.1.2. Certificates of Registration shall be in such form or forms as the Institute may from time to time prescribe;
- 22.1.3. no application for the issue of a Certificate of Registration of the member firm shall be considered by the Institute unless the Partners of the firm have already paid the Institute the appropriate fee payable by them for renewal of their own membership. If any such application is not accepted by the Institute, then the amount paid by the member firm shall be returned to the applicant;
- 22.1.4. Certificates of Registration shall be issued to member firms for a period not exceeding twelve months and ending on the 31<sup>st</sup> day of December;
- 22.1.5. the applications for renewal shall be made by 30 November each year, which is atleast 1 month prior to expiry in terms of Section 36 of the Act, and appropriate renewal fees shall become due and payable by members on or before 31<sup>st</sup> December in each year in terms of Regulation 8 of the Act;
- 22.1.6. Certificates of Registration are valid from January 1st to December 31st of each year. Member firms are required to lodge payment for the renewal of their certificates of registration by December 31. Registration fees not received by 31 December shall automatically attract a penalty of 50% of applicable fees; and
- 22.1.7. a member firm that fails to lodge the renewal application and pay the registration fee applicable by the 31<sup>st</sup> day of March in the year in which it becomes due shall thereupon cease to be entitled to such a certificate unless the Institute has otherwise decided.

23. **Conditions for issue and renewal of practicing certificates**

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- 23.1. The conditions for the issue and renewal of a Practising Certificate valid in Botswana shall be such as may from time to time be prescribed in the Rules made by the Council subject to the following:
- 23.1.1. as from the date of commencement of the Act and unless and until otherwise determined by the Minister, the fees for the issue and renewal of Practising Certificates shall be as determined by Council and agreed upon by members at the AGM of the Institute;
  - 23.1.2. Practising Certificates shall be in such form or forms as the Council may from time to time prescribe;
  - 23.1.3. no application for the issue of a Practising Certificate shall be considered by the Council unless the applicant has already paid the Institute the appropriate fee payable by him or her. If any such application is not accepted by the Council, then the amount paid shall be returned to the applicant;
  - 23.1.4. Practising Certificates shall be issued to members for a period not exceeding twelve months and ending on the 31<sup>st</sup> day of December;
  - 23.1.5. the appropriate renewal fees shall become due and payable by members on the 31<sup>st</sup> December in each year per Schedule 1 to these Rules;
  - 23.1.6. Practising Certificates are valid from January 1<sup>st</sup> to December 31<sup>st</sup> of each year. Members are required to lodge application for renewal by 30 November, which is at least 1 month prior to expiry, in terms of Section 36 of the Act and payment for the renewal of their Practising Certificates by 31<sup>st</sup> December in terms of Regulation 8 of the Act. Late renewal applications are to be lodged no later than 31<sup>st</sup> March the following year. Practising fees not received by 31<sup>st</sup> December shall automatically attract a penalty of 20% of applicable fees. The penalty shall be increased to 30% by end February and to 50% from end of March until it is significant enough to become a deterrent;
  - 23.1.7. a member who fails to lodge the renewal application and pay the Practising Certificate fee applicable to him or her by the 31<sup>st</sup> day of March in the year in which it becomes due shall thereupon cease to be entitled to such a



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certificate unless the Council has in his case otherwise decided; and

- 23.1.8. late renewal applications and payments are not allowed for Certified Auditors, who must make applications for renewal and payment by 1 January in terms of Regulation 8 of the Act. The grace period between 2 January and 31 March therefore does not apply to Certified Auditors.

**24. Member Firm Monitoring**

- 24.1. All member firm audit of the Institute shall be subject to member firm monitoring for quality assurance review as implemented by the Institute. Any member who does not cooperate with every aspect of the monitoring process will not be granted a renewal of its Certificate of Registration until such time as it is in full compliance with its monitoring requirements.
- 24.2. Non-audit firms shall be subject to practical monitoring as decided by Council from time to time.
- 24.3. The monitoring process shall be carried out by such persons or agents as authorized by the Institute from time to time.
- 24.4. Every member firm subjected to monitoring shall make available for inspection any document or relevant details in its possession, or under its control, to facilitate such quality assurance review, and shall have done all things necessary to implement any relevant findings of the review if such findings necessitate the doing of anything by the member firm.
- 24.5. In this regard it is noted that the member firm shall be liable to pay the monitoring costs for the time being in force per Schedule 1 in respect of any review or re-review that might be undertaken in regard to the member firm.

**25. Register of Members and Member firms**

- 25.1. In accordance with Section 29 of the Act, the Institute shall cause to be maintained a register of members of the Institute in which is recorded the name, postal address, electronic address of the Professional Accountants and Certificate of Registration holders. The Institute shall in addition maintain a register showing the details of the Accounting Technician members of the Institute stating all relevant particulars.

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- 25.2. In accordance with Section 29 of the Act, the Institute shall cause to be maintained a Register of member firms of the Institute specifying the name, address, details of the business partners in the firm and other relevant details as required.
- 25.3. Every person admitted as a member of the Institute shall be issued with a Certificate of Registration as defined by Section 35 (1) of the Act.
- 25.4. All information held by the Institute in respect of the registration of members or member firms of all categories may be disclosed to the public upon request.
- 25.5. All information shall be kept for seven years from the date of disuse or for such other period as may be determined by the Institute from time to time.
- 25.6. The Institute shall publish annually the lists of all its members and member firms and their status.

**26. Restoration to the Register of Certified Auditors**

Where a Certified Auditor's name has been removed from the register of Certified Auditors the Institute may, either of its own volition, or on the application of the concerned member, made in such form as may be prescribed, and after holding such inquiry as the Council may consider necessary, direct that the name of the member be restored to the register.

**27. Practice Monitoring**

- 27.1. All Certified Auditors of the Institute shall be expected to subject themselves to practice monitoring as implemented by Council. Any member who does not cooperate with every aspect of the practice monitoring process will not be granted a renewal of his or her Practising Certificate until such time as he or she is in full compliance with his or her practice monitoring requirements.
- 27.2. The practice monitoring process shall be carried out by such persons or agents as authorized by Council.
- 27.3. Every practising member subjected to practice monitoring shall make available for inspection any audit file, document or relevant details in the possession of the applicant, or under the applicant's control, to facilitate such practice review, and shall

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have done all things necessary to implement any relevant findings of the Practice Review Committee if such findings necessitate the doing of anything by the applicant.

- 27.4. In this regard it is noted that the member is liable to pay the costs of the Practice Review Committee, as well as their reasonable disbursements, in respect of any review or re-review that might be undertaken in regard to the applicant's practice.

**28. Continuing Professional Development**

- 28.1. The Institute CPD requirements fully comply with the IFAC International Education Standard for CPD (IES).
- 28.2. All active Institute members are required to participate in the Institute CPD scheme which is published through various communications by the Institute.
- 28.3. All participating members are required to submit an annual CPD return up to 31 December of each year by 1 January following the CPD year in the format as specified by the Institute.
- 28.4. Any active member who does not comply with the requirements of the CPD and does not submit the returns will be liable to the following:
- 28.4.1. first reminder 14 days from 1<sup>st</sup> January;
  - 28.4.2. second reminder 14 days thereafter;
  - 28.4.3. the third and final reminder 14 days thereafter which shall be put in the member's file;
  - 28.4.4. letter of warning to the member from the Training & Professional Development Committee which shall be placed in the member's file;
  - 28.4.5. letter of instruction from Council for the member to comply with CPD within a given time period which shall also be placed in the member's file;  
and
  - 28.4.6. referral to the Disciplinary Committee and the member shall meet the costs of the hearing.

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- 28.5. The possible disciplinary sanctions that can be meted out against a member who has been referred to the Disciplinary Committee shall be in accordance with Section 45 of the Act.
- 28.6. The decision of the Disciplinary Committee other than a Reprimand or Caution shall be of immediate effect and liable to publication pending any appeal unless its operation is expressly suspended by the Disciplinary Committee in its own discretion or on application by the member to stay the operation of the decision.
- 29. Admission fees and Annual subscriptions**
- 29.1. Every member shall be required to pay an admission fee and the annual subscription applicable to the relevant category on application for membership of the Institute.
- 29.2. Unless otherwise resolved by the Council, the annual subscription shall be due and payable by each member on the 1<sup>st</sup> day of January in each year.
- 29.3. The amount of the admission fees and annual subscriptions shall be such as may from time to time be recommended by the Council and approved by the members at the AGM, provided that admission fees and annual subscriptions payable by members at the date of commencement of the Act shall be as set down in the regulations and the paragraphs below specifying the fees.
- 29.4. Such fees as may be chargeable appear at Appendix 1 and are subject to change as per decision taken at the AGM.
- 29.5. The Admission and Subscription fees shall be communicated to members by the Institute from time to time.
- 29.6. The admission and subscription fees paid for the year shall not be refundable under any circumstances.

**30. Penalties**

The penalties relating to registration and renewals have been outlined in the relevant sections. All other offences and penalties shall be in accordance with the Act and the Rules of the Institute.

**31. Power to vary fees and subscriptions**

In cases of exceptional hardship, on written request from any member, the Council may suspend or waive payments of the subscription payable by the member on such terms and for such period as they may think fit.

**32. Practising fees**

32.1. Any member on application to be a Certified Auditor shall, along with his or her application, pay the prescribed fee which is also reviewed annually by members at the AGM.

32.2. The fees charged for issue of Practising Certificates also includes the fee payable for practice monitoring but does not cover any charges for re- reviews should they arise. All re-review fees will be paid by the member separately.

32.3. The fee payable by a practising member shall be decided at the AGM, and published by the Institute from time to time in a fee schedule.

32.4. The re-review fee payable by a member is fixed by the AGM and published by the Institute from time to time in a fee schedule and is subject to review by the Council. The fee is contained in Appendix 1.

**PART 3: ELECTION OF COUNCIL MEMBERS**

**33. Eligibility of candidates for election**

33.1. Subject to the Act, any candidate for election to the Council must be a Professional Accountant in the Fellow or Associate category and should be nominated by four qualifying Professional Accountant members who shall sign his or her nomination paper.

33.2. Such nomination paper shall contain the name and address of the proposed candidate and the name of each of his or her nominators and shall be in such form as the Council may from time to time determine.

33.3. All candidates for election and each of their nominators should have paid up and

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cleared all outstanding membership dues, and completed their annual CPD returns by the 15th of February for the nominations to be valid.

**34. Nominations of candidates to Council positions**

- 34.1. The Council shall in each year cause to notify all members that all nominations of candidates for election to the Council shall be received by the Secretariat not later than 15<sup>th</sup> February of the year or the first working day after 15<sup>th</sup> if the 15<sup>th</sup> happens to fall on a Saturday, Sunday or Public holiday.
- 34.2. The Secretary shall send by post or electronic mail to each qualifying member at his or her registered address a notice which shall incorporate the number of vacancies to be filled at the next succeeding AGM and the last date for receipt of nominations to these positions. These notices shall be sent out no later than 21<sup>st</sup> January of every year or the first working day after 21<sup>st</sup> if the 21<sup>st</sup> happens to fall on a Saturday, Sunday or Public holiday.
- 34.3. Each nomination paper, duly completed in accordance with these Rules, must be received by the Secretary not later than 16.00 hours on 15<sup>th</sup> February of every year or the first working day after 15<sup>th</sup> if the 15<sup>th</sup> happens to fall on a Saturday, Sunday or Public holiday..

**35. Scrutineers of nomination and ballot**

- 35.1. The President and Vice-President with two other Qualifying Members of the Institute, who are not Council members but who are nominated by the Council, shall be scrutineers of the ballot.
- 35.2. Notwithstanding the foregoing, in the event that either the President or the Vice-President is a candidate for election, he or she shall not act as a scrutineer and his or her place shall be taken by another Qualifying Member of the Institute who is not a Council member, and whose nomination shall be in accordance with Clause 35.1.
- 35.3. The scrutineers shall meet at 16.00 hours on 16<sup>th</sup> February at a place decided upon by the Council or any time agreed to in writing within 24 hours thereafter and shall examine the nomination papers received. If 16<sup>th</sup> February falls on a Saturday, Sunday or Public holiday, the scrutineers will meet on the first working

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day following the 16<sup>th</sup> at the same time specified.

- 35.4. Qualifying members of the Institute shall be permitted to attend before the scrutineers between the hours of 17.00 and 18.00 on the said day and object to any nomination which shall have been received.
- 35.5. If on examining the papers the scrutineers find that the number of Qualifying Members for Council is less than the minimum number of vacancies and less than those numbers specified by the Act:
- 35.5.1. those nominees shall be deemed to be elected; and
- 35.5.2. the Council shall nominate as many Qualifying Members as candidates for election to Council as it deems proper to satisfy the requirements of the Act.
- 35.6. If the number of Qualifying Members nominated for Council exceeds the number of vacancies in the Council, the arrangements for election by ballot, as set out in these Rules, shall be made.
- 36. Election by ballot**
- 36.1. If election by ballot shall be necessary, the Secretary shall cause the name of each candidate to be entered in alphabetical order in the ballot paper. That paper shall be in a form approved by the Council. There shall be appended to the ballot paper short biographical notes regarding each candidate. It shall also contain with respect to each candidate a statement whether or not he or she is a member in public practice or a member in other occupations as well as the names of the respective nominators and such further information as the Council may direct.
- 36.2. The ballot shall, when necessary, take place each year at the AGM. The Secretary shall provide a ballot box.
- 36.3. Votes may be given personally or by post, and members shall be so informed in the notice convening the AGM. If a member intends to vote by post, he or she shall do so in accordance with these Rules.
- 36.4. **Electronic Voting**

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- 36.4.1. Member details will be obtained from the membership database which would be verified by the Membership and Finance departments.
- 36.4.2. The list of paid up members up to the 28th February would be sent to the Electronic Voting Administrator on the 1st March (if the day falls on a weekend, on the following working day) to enable them to prepare the voting platform 10 days before the commencement of elections.
- 36.4.3. The Electronic Voting Administrator will provide unique ballot security codes for online voting via an election email that will be sent to qualifying members who are eligible to vote.
- 36.4.4. The Electronic Voting Administrator would create a ballot email based on the selected candidates.
- 36.4.5. For ballots issued, there will be monitoring of any rejected or bounced back email by the Electronic Voting Administrator as this would mean a member would not have received the ballot notice.
- 36.4.6. Password protected results in the form of scrutineers' report will be received by the Chief Scrutineer and the BICA Legal Advisor 24 hours before the AGM or on the day of the AGM.
- 36.4.7. The results will be in the custody of Chief Scrutineer and the BICA Legal Advisor and announced only at the AGM.
- 36.4.8. Voting at the meeting:
- 36.4.8.1. The Secretary shall cause to be distributed at the meeting a ballot paper and an envelope to each Qualifying Member, who has not voted by post, claiming entitlement to vote.
- 36.4.8.2. The Qualifying Member shall be entitled to vote for any number of candidates up to but not exceeding the number of vacancies to be filled, by making a mark thus



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(x) with ink on his or her ballot paper, but shall not cast more than one vote in respect of each candidate. If any member votes for more candidates than the number of vacancies to be filled, his or her ballot paper shall be rejected.

36.4.8.3. The member voting in the meeting shall take the ballot paper to a special enclosure to mark his or her preference(s) after which fold and insert the same into the ballot box.

36.4.9. Selection of Council members:

36.4.9.1. Subject to the Act, the successful candidates in the election shall be those who attained respectively the greatest number of votes cast, the next greatest number and so on in descending order until the number of vacancies has been filled. If as between two or more candidates for a vacancy or vacancies there is an equality of votes, the successful candidate or candidates shall be chosen by lot (the lots being drawn immediately under the supervision of the scrutineers).

36.4.9.2 The scrutineers of the ballot shall count the number of votes cast for each candidate before the termination of the AGM at which the ballot takes place.

36.4.9.3 The Chairman of the meeting shall announce the candidates duly elected as members of the Council.

36.4.9.4 Subject to the Act, an elected member of the Council shall, unless he or she vacates his or her office earlier, hold office for a period of two years.

**37. ADDITIONAL ATTENDEES AT COUNCIL IN A REPRESENTATIVE CAPACITY**

37.1. There shall be additional attendees at Council in a representative capacity being:

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- 37.1.1. the Technicians Representative nominated by Technicians; and
- 37.1.2. the Northern Committee representative nominated by the Northern Committee.
- 37.2. The representatives are invited to attend all meetings of Council and participate in all Council discussions.
- 37.3. The representatives do not have voting rights and do not form part of the quorum.

**PART 4 - COUNCIL AND COMMITTEES OF COUNCIL**

**38. Membership of Council**

The Council shall consist of three ex-officio members appointed by the Minister and six members registered with the Institute as Professional Accountants who shall be elected by the members of the Institute as per the Rules.

**39. Ex officio members of Council**

The ex-officio members of Council will be appointed by the Minister and their term of office will be three (3) years.

**40. Powers of Council**

Subject to the Act, these Rules and any lawful resolutions passed at a general meeting of the Institute, the direction, control and management of the affairs of the Institute shall be vested in the Council, which may, for those purposes, exercise all the powers of the Institute as may be incidental or necessary to any of its functions and powers conferred upon the Institute under the Act.

**41. Election of President, Vice President and Treasurer**

Subject to the Act, the members of the Council shall hold the first meeting of the Council immediately after the AGM wherein the members elect from among the elected members a President, Vice-President and Treasurer of the Institute. These members shall hold office for a period of one (1) year and shall be eligible for re-election for a further one-year term.

**42. Proceedings of the Council**

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- 42.1. The Council shall meet at such times as it may deem necessary and may, subject to these Rules, regulate their meetings as they think fit. However, the Council will have to meet a minimum of four (4) times in a year to transact its business.
- 42.2. On the requisition of the President or any four members of the Council, the Secretary shall summon a meeting of the Council.
- 42.3. At the first meeting of the Council after each AGM of the Institute, the Council shall adopt standing orders for the regulation of its proceedings. The said standing orders shall be such as the Council shall think fit, provided that they shall in no respect be repugnant to the Act.
- 42.4. The President, or in his or her absence the Vice-President, shall act as Chairman at all meetings of the Council and, in the absence of both of them, the Chairperson shall be elected from among their number by those present and voting.
- 42.5. A quorum at meetings of the Council shall be five (5) or such greater numbers as the Council may, from time to time, decide.
- 42.6. All decisions of the Council at its meetings shall be determined by a majority of the votes of the members present, every member having one (1) vote. In case of an equality of votes, the Chairperson shall have a second or casting vote in addition to his or her deliberative vote.
- 42.7. The Council may invite any person, as required, whose presence could help in the deliberations of the meeting, but this person will not have a right of vote.
- 42.8. Minutes of the proceedings of every meeting of the Council and of the attendance of the members of the Council thereat shall be recorded by the Secretary, and shall be signed by the Chairperson of the meeting at which they are read. Every such minute, when so signed, shall in the absence of proof of error therein, be considered a correct record.
43. **Committees of Council**
- 43.1. Subject to the Act and these Rules, the Council may appoint Committees for such purposes and with such powers as will assist the Council in performing its

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functions. The committees currently established appear at Appendix 4.

- 43.2. Subject to the Act, the Council shall prescribe the number of members of each committee and appoint members from Council and other members who are not members of Council, as it deems appropriate.
- 43.3. Subject to these Rules, committees of Council shall regulate their meetings as they think fit.
- 43.4. Unless an appointment of the Chairperson of a committee has not been made by Council, each committee shall appoint from among its members a Chairperson and a Vice-Chairperson, annually.
- 43.5. If at any meeting both the appointed Chairperson and Vice-Chairperson are absent, the members present shall appoint a Chairperson for that meeting from amongst the members present.
- 43.6. The Institute shall provide secretarial services to the committees.
- 43.7. Minutes of the proceedings of every committee meeting and of the attendance thereat shall be recorded by the secretary of the committee in a book kept for that purpose, and shall be signed by the Chairperson of the meeting at which they are read. Every such minute, when so signed, shall, in the absence of proof of error therein, be considered a correct record.
- 43.8. Subject to the Act, the Council may from time to time revoke all or any of the powers delegated to any committee and discharge any committee in whole or in part.
- 43.9. The quorum at the meetings of the committees shall be the majority of the number of members on the committee.
- 43.10. If there is a tie in voting, the Chairperson shall have a casting vote over and above his or her deliberative vote.

**PART 5 - MEETINGS OF THE INSTITUTE**

**44. Annual General Meeting**

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- 44.1. The AGM of the Institute shall be held in Botswana, at such place as the Council shall nominate, every year on a date before the last day of April, to be determined by Council.
- 44.2. The following shall form part of the business of the AGMs:
- 44.2.1. receiving and considering the annual report of the Council;
  - 44.2.2. receiving and considering the annual financial statements of the Institute and the auditors' report;
  - 44.2.3. appointment or re-appointment of the auditor;
  - 44.2.4. the ballot to elect members of Council; and
  - 44.2.5. any resolutions that the Council decides has to be passed by the members.
45. **Special General Meetings**
- 45.1. All general meetings other than the AGM shall be called special general meetings and all business to be transacted at a special general meeting shall be deemed special business.
- 45.2. The Council may, whenever it thinks fit, convene a special general meeting of the Institute if there is some decision that needs to be taken with the approval of the members.
- 45.3. The Council shall, where it decides appropriate, convene a special general meeting within twenty-one (21) days from the receipt by the Secretary of a request in writing signed by not less than ten (10) Qualifying Members and stating the object of the proposed meeting.
46. **Notice of Meetings**
- 46.1. An annual or special meeting shall be called by not less than twenty-one (21) days' notice, exclusive of the day on which it is served or deemed to be served and of

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the day on which the meeting is to be held. The notice shall specify the date, time and place of the meeting and, in the case of special business, the nature of that business and shall be given to every fully paid-up member of the Institute.

46.2. In the case of an AGM, the Secretary shall also send to every fully paid-up member with such notice of the meeting, a copy of the annual report of the Council, a copy of the financial statements of the Institute with the auditors' report thereon, a list of the persons nominated for election into membership of the Council, a list of persons nominated or deemed to be nominated as auditors and particulars of any motions to be brought before the meeting.

46.3. The Secretary shall ensure that every notice calling a meeting at which any resolution to alter, amend or add to these Rules, is accompanied by a form of proxy complying with the provisions of these Rules. The Institute shall not be obliged to send out forms of proxy to the members for use at any adjourned meeting.

**47. Notice of Motion**

47.1. A member wishing to bring before the AGM any motion not relating to the ordinary annual business of the Institute may do so, provided:

47.1.1 that notice in writing of the proposed motion signed by not less than ten (10) Qualifying Members entitled to vote, shall have been received by the Secretary not later than the last day of February before the date of the AGM;

47.1.2 that the proposed motion relates to matters affecting the Institute or the accountancy profession; and

47.1.3 no such notice or requisition shall be valid if any of the members concerned shall not have paid any subscription or any other sum payable by him or her to the Institute.

47.2. The Secretary shall circulate with the notice calling the AGM before which any such motion is to be brought, a statement explaining the grounds on which the said motion is to be proposed. However, the Institute shall not be bound to circulate a statement if it is reasonably satisfied that the members requesting the motion are doing so in order to secure needless publicity for a defamatory matter.

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**48. Chairperson of Meeting**

48.1. At all general meetings of the Institute, the President, or in his or her absence the Vice- President, shall be Chairperson. In the absence of both, the Chairperson shall be elected from among the members of the Council present or, in the absence of all of them, from among Qualifying Members present.

**49. Quorum at Meeting**

49.1. The quorum at any general meeting shall be ten (10) Qualifying Members present in person.

49.2. If the requisite quorum is not present within fifteen minutes after the time appointed for the meeting, the meeting shall stand adjourned to a date, not less than 14 days from the date of the meeting, at the same time and place. At least seven days' notice of any meeting adjourned through want of a quorum shall be given in the same manner as for the original meeting. At such adjourned meeting any Qualifying Members present in person or proxy shall be a quorum and shall have power to pass any resolution and to transact all business which could lawfully have been transacted at the meeting from which the adjournment took place.

**50. Adjournment of Meeting**

50.1. The Chairperson of any meeting of the Institute at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time, and from place to place but no business shall be transacted at any adjourned meeting other than the business that would have been transacted at the meeting from which the adjournment took place.

50.2. No notice shall be given of any adjourned meeting unless it is so directed in the resolution for adjournment.

**51. Voting at Meeting and Demand for a Secret Poll**

51.1. Subject to the Act and these Rules, only Qualifying Members of the Institute shall be eligible to vote or to demand a secret poll at any AGM of the Institute.

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- 51.2. All resolutions will be decided at any meeting by a show of hands unless a secret poll as per these Rules is demanded.
- 51.3. A secret poll may be demanded by the Chairperson of the meeting before or on the declaration of the result of the show of hands or by at least ten Qualifying Members present in person. The Qualifying Members demanding a secret poll may nominate two members to act as scrutineers on their behalf.
- 51.4. If a secret poll is duly demanded or is required to be taken, it shall be taken in such manner as the Chairperson of the meeting may direct. The result of the secret poll shall be deemed to be the resolution of the meeting at which the secret poll was demanded or required to be taken.
- 51.5. On a secret poll, votes may be given personally or by proxy.
- 51.6. No secret poll shall be taken as to the election of a Chairperson or the appointment of scrutineers or on a question of adjournment and, notwithstanding a demand for a secret poll, the meeting shall continue for the transaction of business other than the question in respect of which a secret poll has been demanded.
- 51.7. On a secret poll being demanded as aforesaid, it shall be taken at such time (either at the meeting at which the secret poll is demanded or within twenty-one days after the said meeting) and place and in such manner as the Chairperson shall direct and the result of the secret poll shall be deemed to be the resolution of the meeting at which the secret poll was demanded.
- 51.8. On a show of hands, every Qualifying Member present in person shall have one vote and on a secret poll every Qualifying Member present in person or by proxy shall have one vote.
- 51.9. In case of an equality of votes either on a show of hands or at a secret poll, the Chairperson of the meeting shall be entitled to a second or casting vote in addition to his or her deliberative vote.
- 51.10. The result of any voting on resolutions at any meeting shall be by majority vote of those present and entitled to vote.
52. **Appointment of proxy**



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- 52.1. A member entitled to vote may appoint as his or her proxy any other member who is qualified to vote.
- 52.2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney duly authorised in writing, and shall be deemed to confer authority to demand or join in demanding a secret poll.
- 52.3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, shall be deposited with or sent to the Secretary so as to be received by him or her not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which it is to be acted on or, in the case of a secret poll, before the time appointed for the taking of the secret poll.

53. **Instrument appointing a proxy**

- 53.1. The instrument appointing a proxy shall be in the form being Appendix 2 to these Rules, or as near thereto as circumstances permit, or in such other form as the Council may from time to time determine or accept.

"The Botswana Institute of Chartered Accountants

I \_\_\_\_\_ of \_\_\_\_\_, being

a

member of the above-named Institute hereby

appoint \_\_\_\_\_

or failing him/her \_\_\_\_\_, each of whom is a member entitled to vote at the said Institute as my proxy to vote for me whether by show of hand or secret poll on my behalf at the (Annual) (Special) General Meeting of the said Institute to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature \_\_\_\_\_ "

- 53.2. Where it is desired to offer members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit or in such form as the Council may from time to time determine or accept:

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"The Botswana Institute of Chartered Accountants

I \_\_\_\_\_ of \_\_\_\_\_, being a member  
of the above-named Institute hereby appoint

\_\_\_\_\_ or failing him/her \_\_\_\_\_

, each of whom is a member entitled to vote of the said Institute as my proxy to vote for me on my behalf at the (Annual) (Special) General Meeting of the said Institute to be held on the \_\_\_\_\_ day of \_\_\_\_20\_\_\_\_ adjournment thereof.

53.3 This form is to be used in respect of the resolution(s) below-mentioned as follows: - and at any Resolution No: 1 \* For/Against Resolution No: 2 \*For/Against

\*Strike out whichever is not desired.

Unless otherwise instructed the proxy will vote as he thinks fit. Signed this the \_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_.

Signature \_\_\_\_\_ "

54. **Validity of vote by proxy**

54.1. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or insanity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, provided that the Secretary shall have received no intimation in writing of such death, insanity or revocation up to the time of the commencement of the meeting or adjourned meeting at which the proxy is used.

55. **Minutes of Meetings**

55.1. Proper minutes shall be recorded of all resolutions and proceedings of meetings of the Institute. Every minute signed by the Chairperson of the meeting to which it relates or by the Chairperson of a subsequent meeting shall be sufficient evidence of the facts therein stated.

**PART 6 – DISCIPLINARY AND OTHER ENQUIRIES**

56. **Disciplinary Committee**

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- 56.1. The Council, at its first meeting after the AGM, shall appoint the Disciplinary Committee. The Committee will consist of five members – four nominated by the Council, all of whom will be members of the Institute with one of them being a member of Council. The fifth member of the Committee shall be an independent person with a legal background and preferably with knowledge of finance and shall be the Chairperson of the Committee.
57. **Liability to disciplinary action or enquiry**
- 57.1. A member or member firm shall be liable to disciplinary action if he or she, in the course of carrying out his or her professional duty, has been found guilty of any of the acts or omissions constituting professional misconduct, as set out in Section 43 (1) of the Act.
- 57.2. A member or member firm shall be liable to disciplinary action in accordance with paragraph (1) above whether or not he or she was a member at the time of the occurrence giving rise to such liability.
- 57.3. Every member shall, and every member firm undertakes that every firm in which he or she is a partner shall, at all times, cooperate with the Disciplinary Committee appointed pursuant to the Act.
58. **Method of enquiry into complaints received against a member:**
- 58.1. Where the Council has reasonable grounds to believe, by a written complaint made to it, that a member is notified in writing of any allegations, facts or circumstances that indicate that any member or member firms may have committed an act(s) of professional misconduct, a material irregularity or has breached the codes rules and standards of the Institute by either fellow members or by members of the public to carry out further enquiries, it shall refer the matter to the Disciplinary Committee.
- 58.2. Save for where the Disciplinary Committee otherwise decides, a complaint to Council in terms of this Rule shall be in the form of an affidavit, detailing in precise terms the specific acts or failure(s) complained of, and shall be lodged with Council.
- 58.3. The Disciplinary Committee shall consider such allegations, facts, circumstances or complaints.

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- 58.4. Where the Disciplinary Committee is notified by the Council of a complaint pursuant to subsection 58.1 above, the Secretary of the Institute as complainant, shall cause to be sent to a member against whom a written complaint has been made under Rule 58.1, a registered letter to his or her address, as shown in the appropriate register, containing a notice setting out the complaint against him or her (hereinafter referred to as "the Complaint")
- 58.5. The member or member firm (hereinafter referred to as "the Respondent") shall have twenty-one (21) days from date of posting of the Complaint in which to answer, if he or she so wishes, the terms of the complaint in writing.
- 58.6. In his or her registered notice, the Secretariat shall specify a date and place, being not less than twenty-one (21) days from the date of posting the complaint such registered notice, at which an oral hearing by the Disciplinary Committee of the Complaint will take place.
- 58.7. If, after receiving the written answer of the Respondent allowed for under Rule 58.5 above, the Disciplinary Committee is of the view that:
- 58.7.1. the Respondent has not committed an act (s) of professional misconduct nor committed a material irregularity and has not breached the codes, rules and standards of the Institute;
  - 58.7.2. the Respondent has given a reasonable explanation with regard to the conduct imputed to him or her;
  - 58.7.3. the conduct imputed to him or her does not constitute improper conduct; or
  - 58.7.4. there is no reasonable prospect of proving that the Respondent has committed the offence to which his or her conduct relates; the Disciplinary Committee shall forthwith inform the Respondent by registered letter of such fact.
- 58.8. If the Disciplinary Committee is of the view that the member or member firm has failed to prove any of the circumstances in Rule 58.7 above, the oral hearing shall proceed on the date stipulated in Rule 58.6 above.

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**59. Procedure at disciplinary hearing**

- 59.1. When the Disciplinary Committee decides that an oral hearing is necessary, the Secretary of the Institute, as Complainant, shall send a notice specifying the date, time and venue of the hearing and such notice shall be sent not less than twenty-one (21) days before the date of the hearing.
- 59.2. The Respondent shall be entitled to attend such oral hearing, and shall be entitled to be represented at such oral hearing by an Attorney and/or Advocate or by a member of the Institute.
- 59.3. The Disciplinary Committee has the right to summon persons to give evidence and also produce all documents in its possession as evidence in the matter against the Respondent during the inquiry.
- 59.4. The Secretary is entitled to legal representation at the Disciplinary hearing.
- 59.5. The complaint shall be read to the Respondent by the Chairperson.
- 59.6. The Secretary presents the complaint against the Respondent and leads the argument in support of the complaint. The Secretary is entitled to cross-examine the Respondent, and his or her witnesses.
- 59.7. The Respondent shall have the right to dispute such evidence and to cross-examine any person giving oral evidence.
- 59.8. The Respondent shall then have the right to address the Disciplinary Committee in argument and to lay before the Disciplinary Committee, any evidence which he or she deems relevant to his or her defence, and to give oral evidence.
- 59.9. The Disciplinary Committee may cross-examine the Respondent both on his or her oral evidence, and in respect of any other evidence which he or she chooses to lay before it, as well as any witness which he or she may call.
- 59.10. When argument for the Respondent and the Secretariat is concluded, the Respondent and his or her legal representative shall leave the room and the Disciplinary Committee shall deliberate the facts placed before it.

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- 59.11. At any stage, and where necessary, the Chairperson may postpone or adjourn the inquiry if the Committee decides that additional information or clarification of a particular point is required, and reconvene it at a later date. Notice of the date of the postponed hearing shall be given either personally to the Respondent, or by registered notice. No such postponed hearing date shall be less than seven (7) days from the date of posting of such registered notice, or less than seven (7) days from the date of personal notification as the case may be.
- 59.12. Should the Respondent not attend an enquiry, the Disciplinary Committee shall ascertain whether the Respondent was given proper notice of the Complaint and of the hearing. If it is ascertained that the Respondent was given proper notice, the Disciplinary Committee shall be entitled to consider the Complaint and the relevant evidence available to the Committee and then deliberate and make a finding and pass sentence in the absence of the Respondent, or to postpone the matter.
- 59.13. It shall be open to the Respondent to admit that any or all of the Complaints against him or her are well founded and constitute professional misconduct.
- 59.14. After deliberation, the Disciplinary Committee shall determine whether or not the Respondent is guilty of the charges as alleged in the Complaint.
- 59.15. If the Respondent is still present at the hearing at the time of the deliberation (although not in the room), he or she shall be called back into the room and informed of the decision based on the findings.
- 59.16. If the Respondent is no longer present at the time of deliberations, he or she shall be informed of the decision of the Disciplinary Committee by registered notice, which notice shall specify a date for resumed hearing for the purposes of passing sentence. The date of such resumed hearing shall be at least seven (7) days after the date of posting of such registered notice.
- 59.17. At the resumed date of hearing, or in the event that the Respondent did not leave the hearing (although not in the same room at the time of the deliberation), the Respondent shall be entitled to lead evidence, either written or oral, either personally or through third parties, in mitigation of sentence.
- 59.18. Conversely, the Secretariat shall be entitled to lead evidence, either written or oral, in aggravation of sentence.

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- 59.19. The Disciplinary Committee shall further be entitled to take into account evidence in aggravation of sentence, both oral and written, including evidence of past findings against the Respondent in respect of professional misconduct, whether it be as a Respondent of BICA, or of any other professional body of accountants, whether in Botswana or elsewhere.
- 59.20. The Secretary, Respondent and the Disciplinary Committee shall have the right to cross-examine in regard to evidence in, respectively, aggravation and mitigation.
- 59.21. When evidence in mitigation and aggravation has been led, the Respondent shall leave the room and the Disciplinary Committee shall deliberate the matter and make a decision on the sentence to be issued.
- 59.22. The Disciplinary Committee shall, after consideration of all matters before it and deliberations carried out, pass the appropriate sentence in line with their opinion of the nature of the offence. The sentences that could be issued by the Committee to any member shall be any one of the following:
- 59.22.1. the member be reprimanded or cautioned;
  - 59.22.2. the member be suspended from membership for such period as shall be specified in the order;
  - 59.22.3. that his or her Certificate of Registration be withdrawn and simultaneously that his or her name be removed from the register of members for such period as shall be specified in the order; or
  - 59.22.4. that his Practising Certificate shall be withdrawn and simultaneously his or her name be removed from the register of Certified Auditors for such period as may be specified in the order.
- 59.23. The Disciplinary Committee shall have the power to levy a fee on any Respondent upon whom any punishment is imposed under the Act so as to cover such reasonable costs that the Institute may have incurred in connection with the disciplinary proceedings to the Institute within a time specified by the Disciplinary Committee.

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59.24. If the Respondent has not yet left the hearing (although not in the room at the time of such deliberations), he or she shall be recalled and informed of the sentence. If the Respondent has left the hearing, he or she shall be informed by registered notice of the sentence.

59.25. An enquiry held by the Committee under this Rule shall be deemed to be a judicial proceeding.

59.26. An enquiry held under this Rule shall be conducted in English.

**60. Punishment for professional misconduct**

60.1. A member found guilty of the charge laid out by the Disciplinary Committee shall be liable on conviction to one or more of the punishments specified in Section 45 of the Act, having regard to the nature and seriousness of the Complaint and any previous disciplinary findings which might have been made against the member.

60.2. If, as a result of an order or decision made pursuant to these Rules, a member is excluded or suspended from membership or removed from the register, he or she shall return all certificates specified by the Disciplinary Committee to the Institute within a reasonable period of time.

60.3. An order of the Disciplinary Committee shall take effect from the date that it is made irrespective of the noting of an appeal. Notice of the order shall be sent to the member by Registered post to his or her last known address and shall also be reported to the Council.

60.4. Should the Respondent wish to suspend the effect of the sanction pending appeal, he or she may make an application to the Disciplinary Committee or the Appeals Committee to that effect and either Committee may so suspend the effect of the decision pending appeal in terms of Section 48 (3) of the Act.

**61. Procedure for appeal against decision of Disciplinary Committee**

61.1. The Appeals Committee is appointed by the Minister as specified in the regulations.

61.2. Subject to the Act, any member aggrieved by the decision taken by the Disciplinary Committee may appeal to the Appeals Committee within 14 days of the order being



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served on him or her.

- 61.3. The notice for appeal shall state clearly the grounds for the appeal.
- 61.4. The Secretary of the Institute shall serve on the appellant, as soon as practicable, a notice stating the time and place fixed for the hearing of the appeal.
- 61.5. The appellant may appear before the panel in person and can be accompanied by a legal representative or a member of the Institute of his or her choice.
- 61.6. The panel shall give the appellant a reasonable opportunity of being heard before it.
- 61.7. If the appellant does not attend and is not represented at the hearing then, provided that the panel is satisfied that the notice informing him or her of the date of the hearing was served on him or her, the Committee may hear the appeal in his or her absence.
- 61.8. At the hearing of an appeal, the Committee shall take into consideration the record of the evidence given and the documents produced to the Disciplinary Committee at the hearing of the Complaint and may, if it thinks fit, re-hear any witness who gave oral evidence before the Disciplinary Committee.
- 61.9. After hearing the appellant, the Appeals Committee may after deliberations take any one of the following decisions:
  - 61.9.1. affirm, vary or rescind any order of the Disciplinary Committee;
  - 61.9.2. include such terms and conditions, if any, as the Committee thinks appropriate including, in the case of an order for the exclusion of a member from membership, a recommendation that no application for his or her re-admission be entertained before the end of a period specified in the order; or
  - 61.9.3. direct that the Complaint shall be re-heard by a newly appointed Disciplinary Committee.
- 61.10. An order made by the Appeals Committee shall take effect on the date such order is made, unless the Appeals Committee directs that it shall take effect as from some

later date specified in the order.

**62. Appeal against decision of Appeals Committee**

- 62.1. Any member aggrieved by the decision of the Appeals Committee shall within 14 days of the decision make an appeal to the Minister against the decision.
- 62.2. The Minister shall, after studying all the evidence looked at by the Appeals Committee and additional evidence that he or she requests for, either uphold the decision of the Appeals Committee or decide against the decision so made.
- 62.3. Any member aggrieved by the decision made by the Minister shall within 30 days of such decision make an appeal to the High Court.
- 62.4. The High Court may, after examining all evidences in the matter and hearing the appeal, uphold, set aside or vary the decision of the Minister or remit the matter back to the Minister and the Council for further consideration.

**63. General**

- 63.1. Where any matter of procedure arises for which no provision is made in these Rules, the Disciplinary Committee shall, at its discretion, determine what procedure shall be followed.
- 63.2. The Disciplinary Committee may depart from the procedure laid down in these Rules when in its opinion it is expedient and reasonable to do so, provided the Respondent agrees thereto.
- 63.3. Where the Disciplinary Committee has made a finding resulting in the suspension or exclusion from membership or removal from the register, the Council may direct the Secretariat that there be publication of the name of the Respondent, and if the Council so directs, also the name of his or her firm, a brief description of the offence and the penalty imposed, in such manner and to such persons as the Council considers appropriate or in accordance with the Act.
- 63.4. Where the Disciplinary Committee makes a finding other than that in Rule 59.22.4 and 59.22.5, no publication of that fact may take place.
- 63.5. Any departure from the provisions of these Rules shall not invalidate the

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proceedings of the enquiry unless such departure caused or was calculated to cause substantial prejudice or injustice to the Respondent.

**PART 7 – STUDENTS**

**64. Registered Students**

- 64.1. A person who intends to pursue studies in becoming a Professional Accountant by passing the Botswana Professional Accounting Qualification examinations conducted by the Institute, shall on application in the prescribed form, provide relevant details as required by the Institute and on payment of the fees prescribed, be admitted as a Registered student of the Institute.
- 64.2. Any person who has satisfied the requirements for entry into a Training Agreement but has not previously served under a Training Agreement and has passed such examinations as the Institute may prescribe, shall on application to the Institute be registered as a student as long as all other requirements have been satisfied. Such student shall be required to enter into a Training Agreement in terms of Regulation 24.
- 64.3. The Institute recognises that there are persons who normally apply for studies but who do not satisfy the requirements for entry into a Training Agreement and have not previously served under a Training Agreement. Such persons, upon admission, shall be required to carry out such studies as shall be prescribed subject to their qualifications and will only qualify to enter into a Training Agreement in terms of Regulation 24 upon successful completion of such prescribed studies.
- 64.4. The Institute may admit students into the studies if they have the following minimum qualifications:
- 64.4.1. any degree recognised by the Institute as equivalent to a degree from the University of Botswana;
  - 64.4.2. AAT Graduate;
  - 64.4.3. Student of ACCA or CIMA who has passed any of the following papers:  
ACCA Part One CIMA Certificate; and/or
  - 64.4.4. Member of ACCA or CIMA or any other recognised accountancy body.

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- 64.5. A student in this instance includes an Independent Student.
- 64.6. An Independent Student is one who is self or privately tutored and may study and sit for all of the examinations set by the Institute. An Independent Student will not be considered to have fully completed the technical requirements for their qualification, unless they carry out a case study, under tutelage of an Approved Training provider.
- 64.7. All registrations of students are only valid for a period up to the end of November of every year. The students have to renew their registration with the Institute annually by payment of the prescribed fee. The renewals are due on 1 January of every year and should be done not later than 31 March.
- 64.8. All Registered Students will be entered into a register of students maintained by the Institute and will be issued with a Student Registration Card, Student Handbook which will deal with regulations and procedures applicable to students, where applicable a notice of exemption and a Training Experience Record or a Practical Experience Log. Students can be referred to the website where they can get all this information. A Training Experience Record or a Practical Experience Log shall not be given to students who are yet to undergo foundational training to qualify for entry into a Training Agreement.
- 64.9. The Institute shall send written notification of breach where the Registered Student fails to renew registration and pay annual subscription by 1 January of every year.
- 64.10. The Institute shall remove from the register those students whose annual subscriptions are outstanding beyond 31 March every year without any further written notification.
- 64.11. The Secretary shall not register students who do not appear for any of the examinations for a period as determined by Council.
- 65. Examinations**
- 65.1. All students registered with the Institute and who have paid all dues shall be eligible to write the Botswana Professional Accountancy Qualifying examinations as prescribed by Council.

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65.2. The students will register for examinations on dates as shall be announced.

65.3. All examinations will be administered by the relevant institution accredited to administer the examination in accordance with accepted standards and the results will be communicated to the students.

**66. Disciplinary offences**

66.1. All Registered Students of the Institute have to follow the Code of Ethics as prescribed in the Student Handbook. In the event of any complaint or misconduct made against a Registered Student to the Institute, the Council shall constitute an investigation committee with members as it may deem appropriate.

66.2. The student against whom the complaint has been registered will be investigated by the Committee as per the disciplinary procedures of the Institute.

**67. Restoration of students removed from the Students Register**

67.1. All students who have been removed from the register for any reason may make an application in the prescribed form and pay the prescribed fee for restoration as a student of the Institute.

67.2. The Secretary shall, after consideration of the history of the student with the Institute, either accept the registration or reject it. The student shall be informed in writing of the acceptance or rejection of an application of re- registration.

**68. Fees**

68.1. All students who wish to register with the Institute shall, along with his or her application, make the payment of the prescribed fee which shall be detailed in the Student Handbook.

68.2. The fees payable by students shall be reviewed annually by the Council in December as fees applicable for the following year.

**69. Training Agreement and Practical Training**

69.1. A candidate who shall meet one of the minimum educational standards set by the Institute and has been registered as a student shall be eligible to enter into a Training

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Agreement.

- 69.2. The Institute may accept qualifications or a combination of qualifications or experience as satisfying the requirement for registering a candidate's Approved Training.
- 69.3. Every Registered Student enrolled for the Institute program will enter into a Training Agreement with an Authorised Training Employer and register the same with the Institute, subject to completion of a foundational training where necessary.
- 69.4. Students need to maintain and accumulate evidence of their Practical Work Experience (PWE) in the form of a log which will be finally signed off by the Qualified Person Responsible for Training (QPRTs) at the Authorized Training Employer, who will be approved by the Institute.
- 69.5. A candidate for admission to Associate membership pursuant to the Act and Rules of the Institute shall complete a period of not less 450 days of PWE under a Training Agreement or in exceptional cases, lesser duration as approved by the Training and Professional Development Committee.
- 69.6. The Training and Professional Development Committee may exercise its discretion in reducing the length of approved training *required* for membership or waiving the requirement for Approved Training in order to qualify for membership. Cases for reduction of the required length of training will be considered where:
- 69.6.1. the shortfall is minimal;
- 69.6.2. the Practical Work Experience requirement has been met; and
- 69.6.3. the reason for not meeting the full requirement is for circumstances beyond the control of the student.
- 69.7. Approved training must be obtained at an Authorised Training Employer or such other employer as the Training and Professional Development Committee shall approve and should be provided as per the standards set out in the Training standards and comprise of work of an appropriate professional level commensurate with the status of a trainee Chartered Accountant.

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- 69.8. Approved training may be undertaken on a part-time basis at the discretion of the Training and Professional Development Committee and subject to an appropriate extension to the period of Approved Training and to such adjustment to the period of the students' examination eligibility as the Training and Professional Development Committee may decide.
- 69.9. During Approved Training a Registered Student shall be provided with a period of suitable Practical Work Experience in areas of accountancy, including practical instruction as defined from time to time by the Training and Professional Development Committee, of not less than 450 days.
- 69.10. To satisfy the requirements of Approved Training under the agreement, a Registered Student shall count such Practical Work Experience as is provided by:
- a) the Authorised Training Employer provided such experience is on the business of such employer;
  - b) such other organisation as the Training and Professional Development Committee in its absolute discretion, shall approve; or
  - c) secondment to such other organisation as the Qualified Person Responsible for Training (QPRT) shall approve in accordance with such conditions as the Training and Professional Development Committee shall from time-to-time decide.
- 69.11. PWE shall not include, as applicable:
- i. any period of study leave;
  - ii. any period of absence for the purpose of sitting an examination prescribed by the Institute;
  - iii. public holidays of up to 18 days per annum;
  - iv. absence due to illness not exceeding four consecutive weeks in a year;
  - v. up to 10 days of "Keeping in Touch" days during a period of maternity leave, with the consent of the Training Employer; or

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- vi. any other period of absence not exceeding four consecutive weeks in a year.
  
- 69.12. Registered Students shall maintain records of Approved Training including logs and Evidence of Practical Work Experience in such form as may be decided from time to time by the Training and Professional Development Committee.
  
- 69.13. Registered Students shall keep all records of Approved Training including copies of logs and Evidence of Practical Work Experience forms for at least 3 years following admission to membership. These records must be made available to representatives of the Institute when required within 15 business days of notification or as prescribed by the Training and Professional Development Committee.
  
- 62.1. Authorised Training Employers shall also make available any other such evidence required for the Authorised Training Employer review including:
  - a) Time logs;
  - b) Employment contract; and
  - c) Initial Professional Development & Continuing Professional Development records.
  
- 70. Authorised Training Employers**
  - 70.1. The Institute shall, on being satisfied of meeting all the set Training standards, authorise organisations to enroll and train students towards obtaining the Botswana Professional Accountancy Qualification.
  
  - 70.2. Once registered with the Institute, these employers shall be subject to review annually to maintain their authorised status.
  
  - 70.3. Every Authorised Training Employer shall nominate a staff member, who is a member of the Institute, as either an Associate or Fellow, as the Qualified Person Responsible for Training (QPRT) who will be responsible for the students' training record and mentoring of the students.
  
  - 70.4. The duties of an Authorized Training Employer shall include:
    - 70.4.1. issuing a student with a Training Agreement;



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- 70.4.2. providing to a student, at least 450 days of Practical Work Experience;
- 70.4.3. planning and implementing training programs to allow sufficient range and depth of work experience;
- 70.4.4. ensuring that students are adequately supervised;
- 70.4.5. ensuring that students complete the additional professional development requirements;
- 70.4.6. implementing a system of monitoring study and exam performance, and providing support where needed;
- 70.4.7. providing structured training in professional ethics within the organization; and
- 70.4.8. confirming that students are eligible for membership with the Institute.

**71. Students application for the Institute membership upon qualification**

A student who has duly completed and successfully passed the program will be issued with a Certificate of Qualification and qualify to apply for admission as an Associate Chartered Accountant of the Institute.

**PART 8 – GENERAL MATTERS**

**72. Notices**

- 72.1. Any notice or other document required to be given to a member may be given personally by collection from the Institute office or by sending it by post to the registered place of address.
- 72.2. Any notice or other document which the Institute shall deliver or send by post to the last known address of the member shall be deemed to be validly sent.
- 72.3. The accidental omission to send any notice or document to, or the non- receipt of notice or document, shall not invalidate the proceedings at any meeting to which they relate.

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72.4. Any notice or document required to be given to the Institute may be given by sending it by post or hand delivery to the Secretary of the Institute or at such address as the Council may from time to time designate.

**73. Staff of the Institute**

73.1. Subject to the Act, the Chief Executive Officer shall be appointed by the Minister on the recommendation of the Council.

73.2. The Council shall, on the recommendation of the Chief Executive Officer, appoint the other Directors of the Institute.

73.3. The Chief Executive Officer and the Directors shall be employed on a contract not exceeding 5 years and may be renewed at the discretion of the Council.

73.4. The Chief Executive Officer may appoint other staff as are required to carry out the functions of the Institute.

73.5. The terms and conditions of employment of the staff shall be determined by the Council in consultation with the Minister.

**74. Accounts and Audit**

74.1. Subject to the Act, the Institute shall maintain proper books of accounts in accordance with the applicable standards for the financial year commencing 1 January and ending on 31 December and prepare all financial statements for audit which shall be done within three (3) months of the end of the period.

74.2. The members shall, at each AGM, appoint an auditor for the following year and the auditor so appointed shall not be a member of Council or a partner of a member of Council. The remuneration for the auditor will be determined by the Council.

74.3. The audited statements along with the auditor's report thereon will be presented to the members at the AGM.

74.4. The auditor is appointed for a year and is eligible for re-appointment at the following AGM.

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**75. Indemnity**

75.1. No matter or thing done or omitted to be done by a member or staff of the Institute shall, if the matter or thing is done or omitted to be done in good faith in the course of the operations of the Institute, render such member or staff personally liable to an action, claim or demand.

75.2. Every member of the Council and its Committees, the Secretary and other employees of the Institute shall be indemnified by the Institute for all liability, expenses or costs which by virtue of any rule of law would otherwise attach to him or her in relation to the Institute, unless such liability arises from his or her own willful negligence or willful default.

**76. Recommendation by the Institute to BAOA of the registration of Branch of Accountancy Profession**

Council shall, on receipt of an application by a professional body to register under BAOA as a branch of accountancy profession, determine if registration would be in the best interests of the profession and the public and that there is currently no similar professional body in existence. Once Council is satisfied that the professional body is eligible for registration by BAOA, a resolution shall be passed by Council consenting to the registration.

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**APPENDIX 1**  
**(Rule 4.1 and Section 30 (2) of the Act)**

**Application for membership**

**MEMBERSHIP FEES**



**2018 ADMISSION FEES**

|                     | <b>FELLOW</b>   | <b>ASSOCIATE</b> | <b>ACCTECH</b>  |
|---------------------|-----------------|------------------|-----------------|
| <b>ADMISSION</b>    | 227.68          | 227.68           | 116.07          |
| <b>SUBSCRIPTION</b> | 2,339.29        | 2,166.07         | 1,158.04        |
| <b>VAT 12%</b>      | 308.04          | 287.25           | 152.89          |
| <b>TOTAL</b>        | <b>2,875.00</b> | <b>2,681.00</b>  | <b>1,427.00</b> |

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**2018 ANNUAL SUBSCRIPTION FEES**

|                     | <b>FELLOW</b>   | <b>ASSOCIATE</b> | <b>ACCTECH</b>  |
|---------------------|-----------------|------------------|-----------------|
| <b>SUBSCRIPTION</b> | 2,339.29        | 2,166.07         | 1,158.04        |
| <b>VAT 12%</b>      | 280.71          | 259.93           | 138.96          |
| <b>TOTAL</b>        | <b>2,620.00</b> | <b>2,426.00</b>  | <b>1,297.00</b> |

|                  |                 |                 |                 |
|------------------|-----------------|-----------------|-----------------|
| <b>2018 FEES</b> | <b>2,620.00</b> | <b>2,426.00</b> | <b>1,297.00</b> |
|------------------|-----------------|-----------------|-----------------|

**2017 PENALTY FEES**

|                     | <b>FELLOW</b>   | <b>ASSOCIATE</b> | <b>ACCTECH</b>  |
|---------------------|-----------------|------------------|-----------------|
| <b>SUBSCRIPTION</b> | 2,620.00        | 2,425.50         | 1,297.00        |
| <b>50% PENALTY</b>  | 1,310.00        | 1,212.75         | 648.50          |
| <b>TOTAL</b>        | <b>3,930.00</b> | <b>3,638.25</b>  | <b>1,945.50</b> |

**2018 PRACTICING CERTIFICATE**

|                   | <b>PRACTICE REVIEW</b> | <b>CERTIFICATE</b>     | <b>TOTAL</b>            |
|-------------------|------------------------|------------------------|-------------------------|
| CERTIFIED AUDITOR | 4,687.50               | 7,125.00               |                         |
| VAT               | <u>562.50</u>          | <u>855.00</u>          |                         |
| <b>TOTAL</b>      | <b><u>5,250.00</u></b> | <b><u>7,980.00</u></b> | <b><u>13,230.00</u></b> |

**2018 MEMBER FIRM FEES**

|                               |                        |
|-------------------------------|------------------------|
| VAT                           | <u>318.96</u>          |
| <b>TOTAL MEMBER FIRM FEES</b> | <b><u>2,977.00</u></b> |

**2018 Member Firm Non Audit  
Quality Assurance Review**

|                      |                      |
|----------------------|----------------------|
| VAT                  | <u>101.25</u>        |
| <b>2018 QAR FEES</b> | <b><u>945.00</u></b> |

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**Appendix3**

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**RULES**

(RELATING TO ACCOUNTING ACT 2010)