

**AN ACT TO REPEAL ALL ACTS AS WELL AS
ANY AND ALL EXECUTIVE ORDERS AMENDATORY
THERE TO AND TO ESTABLISH THE LIBERIAN INSTITUTE OF TAX
PRACTITIONERS ACT, ENACTED BY THE SENATE AND
HOUSE OF REPRESENTATIVES OF THE REPUBLIC OF LIBERIA**

PART 1 – PRELIMINARY

Section 1 Enactment

All Acts as well as any and all Executive Orders Amendatory Thereto are hereby repealed as of the effective date of this Act, **The Liberian Institute of Tax Practitioners Act of 2014**.

Section 2 Short Title

This ACT shall be cited as the **LITP Act of 2011**

Section 3 Definitions

In this Act, unless the context otherwise requires:

- A. **“Regulations”** means the rules promulgated by the Tax Institute, for the concurrence of the Minister of Finance, for the purpose of interpreting and/or adjusting the Code and to specify the procedures or standard with it.
- B. **“Tax”** means any tax, tariff, duty, impost, or license, or regulation imposed by the Revenue Code of Liberia, Act of 2000.
- C. **“Institute”** means the **Liberian Institute of Tax Practitioners**, a non-for-profit corporate body established by this Act.
- D. **“Minister”** means the Minister of Finance, or any person the Minister of Finance may designate to perform duties assigned.
“Tax practitioner” means all persons that are qualified by the Tax Institute under this Act.
- E. **“Tax practice”** means only activities undertaken by persons qualified by the Tax Institute to practice the filing of taxes in the Republic of Liberia.
- F. **“Auditing standard”** means level of auditing quality or excellence established by the Tax Institute as a norm to be accepted and followed by auditors of published financial statements.
- G. **“Bylaws”** means such rules of governance and administration as the members of the Institute shall approve or amend at a duly convened annual general meeting of the members, provided that the members may at any special meeting convened for the purpose approve the first set of bylaws of the Institute following the coming into effect of this Act.
- H. **“Certified”** means granted a certificate that confers certain privileges on the holder of the document. **Certified** has the same meaning as **“certificated.”**
- I. **“Chapter”** means a grouping of Institute members that is duly established by the Governing Council, in accordance with the approved bylaws of the Institute,

as an operational subunit of the Institute, provided that a minimum of fifteen (15) active members, including seven (7) or more members who are enrolled in the Institute as candidate, shall be required to establish a chapter. Subject to the preceding, a chapter may be established on a local, county or regional basis.

- J. **“Local Chapter”** means a duly established grouping of Institute members who are legal residents of the same town, district or city. A **county chapter** is a duly established grouping of Institute members all of whom are legal residents of the same County within the Republic of Liberia. A **regional chapter** is a duly established grouping of institute members all of whom are legal residents of two or more adjacent counties, two or more of which have one or more common boundaries within the Republic of Liberia.
- K. **“Governing Council”** means the competent governing authority, as provided in Part 3, Section 79 of this Act, that is established to carry out the mandate of the Institute under authority of this Act.
- L. **“Enrolled”** means duly registered in the membership records of the Institute.
- M. **“Licensed”** has the same meaning as **“certified”** except that the term “licensed” is generally restricted to Tax practitioners and Registered Practicing Tax Practitioners under authority of this Act;
- N. **“Member”** means member of the Institute.

PART 2: THE LIBERIAN INSTITUTE OF TAX PRACTITIONERS AS A NOT-FOR-PROFIT CORPORATION AND LEGAL PERSON

Section 4 Not-for-Profit Corporation

The Institute shall be a not-for-profit corporate body having perpetual existence and succession with the power to sue and be sued in its corporate name.

Section 5 Legal Person

The Institute shall enter into any and all contracts that are directly or otherwise reasonably related to the discharge of its functions; and acquire, hold, manage and dispose of real and personal properties by whatever lawful means in connection with the pursuit of its purpose.

The enacted Liberian Institute of Tax Practitioners shall inherit all Assets and Liabilities of the defunct Liberian Institute of Tax Practitioners Corporation of 2011.

PART 3: OBJECTIVE AND FUNCTIONS

Section 6 Objective

The objective of the Institute shall be to promote and regulate the advancement of taxation and practice of taxation in Liberia.

Section 7 Functions

To achieve this objective, the institute shall:

- (1) regulate the practice of taxation in Liberia,
- (2) be the sole institution for the certification of tax practitioners
- (3) facilitate the exchange of information and ideas related to the practice of taxation,
- (4) conduct and provide for the conduct of qualifying examinations for membership of the institute and prescribe and approve courses for the examinations,
- (5) evaluate and approve the curricula and certificates of other professional organizations considered by the Institute to be of equivalent status with the curriculum of the Institute,
- (6) keep, maintain, and publish a register of Licensed and/or Certified Tax Practitioners and Tax Practitioners,
- (7) determine the standard of knowledge and skills to be attained by persons seeking to practice taxation in Liberia,
- (8) strike off from the register of Licensed Tax Practitioners and Tax Practitioners, the name of a member due to state misconduct, incompetence or for justifiable reasons upon recommendation of the Disciplinary Committee,
- (9) prescribe and maintain professional standards and educate members on the methods and practices necessary to maintain professional standards and also ensure that the professional standards are maintained by members of the institute,
- (10) establish and maintain a library of books, periodicals and other publications and information storage media, on taxation and related subjects,
- (11) encourage research in the subject and practice of taxation generally to secure the well-being and advancement of the profession, encourage members to publish books on tax profession, perform any other functions that are ancillary to the objectives of the institute.

PART 4 – ADMINISTRATION

Section 8 Governing Council of the Institute

The Institution shall be governed by a Governing Council, which is charged with management of the Institute, and otherwise alternatively referred to throughout this Act as “**Council**”.

Section 9 Duties of the Council

- (1) Without prejudice to the generality of the provisions of Section 9 below, the specific duties and functions of the Council shall include but not be limited to the following:
- a) Manage, supervise, and/or direct the affairs of the institute to ensure that its objectives as explained in Section 5 are achieved accordingly.
 - b) Adopt and promulgate policies for the enhancement of every function of the Tax Institute that will advance and promote the practice of taxation in Liberia.
 - c) Appoint the Executive and other Directors for the smooth operations and implementation of all policies and functions of the institute.
 - d) Approve the annual work plan and/or budget of the Institute;
 - e) Submit an annual audited financial statement to the General Assembly for activities and operations covering the fiscal period.
 - f) Accredite and certify all who meet established criteria for certification as Tax Practitioners, or any other professional entitlement that the Council may deem fit.
 - g) Approve all sanctions to be taken against persons in violation of standards, rules or regulations set by the Institute; and
 - h) Develop policies for the welfare of its employees.

Section 10 Membership of the Council

- (1) The governing body of the Institute is a Council consisting of at least eleven (11) members, but not more than 15 (fifteen) members to be constituted as indicated below:
- (a) The President and Chief Executive Officer shall become a member by virtue of his/her election by the eligible members of the LITP, provided that the President cannot concurrently become a Chairperson of the Council.
 - (b) The Executive Director of the Institute shall automatically serve as Secretary of the Council.
 - (c) The other members of the Council shall be selected in a manner to be prescribed by the Constitution and By-laws of the LITP.
- (2) All members of the Council shall be twenty-one (21) years old or above.

Section 11 Tenure of office of Chairperson and Members of the “Council”

- (1) An elected member of the Council shall hold office for a period not exceeding five years and is eligible for re-election. But a member shall not be appointed for more than two terms.
- (2) The non-elected members of the Council shall serve for as long as they remain in the positions by virtue of which they were appointed to the Council.
- (3) A member of the Council may at any time resign from office by stating said resignation in writing addressed to the Chairperson of the Council.
- (4) A member of the Council who is absent from three consecutive meetings of the Council without sufficient cause ceases to be a member of the Council.

- (5) Where a member of the Council is, for a sufficient reason, unable to act as a member, the Chairperson, or the person next in line of succession, shall convene a meeting of the Council to determine whether the inability would result in the declaration of a vacancy.
- (6) Where there is a vacancy under Section 10, subsections (1) to (4) above or by reason of death of a member, the Chairperson of the Council shall notify the President of the LITP of the vacancy (ies) within fifteen (15) days of the occurrence of the vacancy (ies). The President shall, consistent with the relevant constitutional provision, take steps to have such vacancy (ies) filled not later than thirty (30) days as of the date of notification.

Section 12 Meetings of the Council

- (1) The Council shall meet at least once every three months for business at the time and in the place determined by the chairperson
- (2) The Chairperson shall at the request in writing of not less than two thirds of the membership of the Council convene an extraordinary meeting of the Council at the place and time determined by the Chairperson.
- (3) The quorum at a meeting of the Council is at least three (3) members for a Council of five members and at least four (4) members for a Council of seven members of the Council or a greater number determined by the Council in respect of an important matter.
- (4) The Co-Chairperson shall preside at meetings of the Governing Council in the absence of the Chairperson. In the absence of the Chairman and Co-Chairperson, a member of the Council chosen by the members present at a given meeting shall preside.
- (5) Matters before the Council shall be decided by simple majority of the members present and voting, and in the event of an equality of votes, the person presiding shall cast a deciding vote.
- (6) The Council may co-opt a person to attend a Council meeting but that person shall not vote
- (7) The proceedings of the Council shall not be invalidated by reason of a vacancy among the members or a defect in the appointment or qualification of a member, unless where the proceedings are found to be inconsistent with the provisions of this Act or the Constitution and By-Laws of the LITP.

Section 13 Disclosure of Interest

- (1) A member of the Council who has an interest in a matter for consideration shall disclose the nature of the interest and the disclosure shall form part of the record for consideration of the matter; and he/she shall not participate in the deliberations of the Council in respect of that matter.
- (2) A member ceases to be a member of the Council, if that member has an interest on a matter before the Council and fails to disclose that interest or participates in the deliberations of the matter.

Section 14 Establishment of Committees

- (1) The Council may establish committees consisting of members of the Council or non-members or both to perform specific functions.
- (2) Without limiting subsection (1), the Council shall have the following committees:

- (a) Grievance and Ethics Committee;
- (b) Ways, Means and Finance. Committee;
- (c) Training and Technical Committee;
- (d) Outreach and Community Relations Committee.

Section 15 Allowances

Members of the Council and members of a committee of the Council shall be paid the allowances approved by the Executive Committee.

Section 16 Meetings of the Council

The meetings of the Institute shall be held in accordance with the provisions of the Second Schedule attached hereto.

Section 17 Collaboration with Government of Liberia

The Liberian Institute of Tax Practitioners may from time to time obtain information from the relevant agencies of Government about policies, or changes thereto, and comply with such policies consistent with the financial, accounting and other regulations of the Republic of Liberia, the provisions of this Act, and the Constitution and By-Laws of the LITP.

PART 5: QUALIFICATION AND MEMBERSHIP OF THE INSTITUTE

Section 18 Registration of Tax Practitioners

- (1) A person or institution shall not practice as a Certified Tax Practitioner or Tax Practitioner unless that person or institution is registered or licensed as a member of the Institute.
- (2) Without prejudice to the spirit and intent of subsection 17(1), all persons and institutions presently performing the roles and functions equivalent to those of Certified Tax Practitioners and Tax Practitioners shall continue to be recognized as such for a period of three (3) years as of the date of publication of this Act, after which the provisions of subsection 17(1) shall take full effect.

Section 19 Qualification

- (1) A person is not qualified to be enrolled as an ordinary member of the institute unless that person;
 - (a) has passed the qualifying examination for membership of the Institute conducted by the Council; and
 - (b) has completed practical training for a period determined by the Council in an institution or organisation of equivalent status with the Institute, and is current with due payment.
- (2) A person shall not be eligible to practice taxation in Liberia if the following occur:
 - (a) certified by a medical practitioner and adjudged by a court of competent jurisdiction to be of unsound mind,
 - (b) convicted by a court of competent jurisdiction of an offence of fraud or dishonesty, or
 - (c) adjudged as insolvent or bankrupt by a court of competent jurisdiction

Section 20 Categories of Membership

The membership of the Institute consists of the following categories: ordinary members, associate members, graduate members and fellows. The Institute shall from time to time issue rules and regulations to define the requirements, rights, duties, obligations and sanctions for each category of membership.

Section 21 Application for Ordinary Membership

- (1) A person who desires to be enrolled as an ordinary member of the Institute may apply to the Institute.
- (2) An application for enrolment shall be in written form with supporting documents including the applicant's qualification.
- (3) The application shall be submitted to the Council through the Executive Director of the Institute.
- (4) The Council shall
 - (a) enroll the applicant either as a Certified Tax Practitioner or a Tax Practitioner, and
 - (b) enter the applicant's name in the register of Certified Tax Practitioners or Tax Practitioners as the case may be where the Council is satisfied with the application and the applicant has paid the required entrance fee and annual subscription fee.
- (5) A Certified Tax Practitioner may use the title “**CTP**” after Enrolment.
- (6) An ordinary Tax Practitioner may use the title “**TP**” after enrolment as an ordinary member.

Section 22 Fellowship of the Institute

- (1) The Council may confer the title ‘Fellow of the Liberian Institute of Tax Practitioners’ on an ordinary member of the Institute who has
 - (a) acquired at least ten years practical experience in the subject of taxation, and
 - (b) submitted publication to the Council in accordance with the qualifying criteria determined by the Council.
- (2) A Fellow of the Institute may use the title “**FCTP.**”

Section 23 Register

- (1) The Executive Director shall keep and maintain registers of its members and practicing firms and enter in the register information and particulars on its members and practicing firms that the Council considers appropriate.

Section 24 Annual Publications

- (1) The Council shall cause the annual publication of the list of members and firms and their particulars in the LITP journal, bulletin or similar publication, and in at least in two newspapers in the country.
- (2) A member of the public may inspect the register of members and firms or make a copy or extract of parts of the register subject to the payment of the prescribed fee and adherence to the prescribed procedures.

- (3) At the beginning of each calendar year, the person responsible for the management of a firm shall submit to the Institute a list of names and particulars of each partner in that firm stating;
 - (a) the partner and membership's certificate number;
 - (b) the partner's practising certificate number; and
 - (c) the partnership firm certificate number issued by the Institute.
- (4) A member of the Institute shall notify the Executive Director of any change in information or particulars of the member within thirty days after the change has been made.

Section 25 Prohibition of a Person Unregistered by the Institute from Practising as a Certified Tax Practitioner or Tax Practitioner

- (1) A person shall not practice as a certified tax practitioner or profess to be a certified tax practitioner, unless that person:
 - (a) is a registered member of the Institute and has his or her name on the register of certified tax practitioner published by the Council; and
 - (b) holds a valid certificate to practice.
- (2) For the purpose of this section, "practice" means the act of:
 - (a) engaging in the practice of taxation as a certified tax practitioner, or tax adviser.

Section 26 Use of Designations by Firms

- (1) A firm of certified tax practitioners may use the designation "Certified Tax Consultants".
- (2) A firm of both certified tax practitioners and tax practitioners may use the designation "Certified Tax Consultants".
- (3) A firm of tax practitioners may use the designation "Tax Practitioners".
- (4) A person shall not be made a partner in or a member of a firm of tax practitioners unless that person is registered by the Institute as a certified tax practitioner

Section 27 Fees

- (1) The fees payable under this Act shall be prescribed by the Council and paid to the Secretariat of the Institute.
- (2) The annual subscription fee shall be paid on the first working Monday of January each year and in the case of members enrolled after this date on the date of enrolment for that year.

Section 28 Removal of Name from Register

- (1) The Secretariat may delist a member from the register of the Institute if said member is found guilty of professional misconduct or has been disqualified under this Act.
- (2) The Secretariat may delist a member from the register of the Institute if said member fails to pay the prescribed fees for a period exceeding three (3) months.

- (3) A person whose name has been delisted from the register of the Institute may have the name restored if the member cures whatever defect caused the removal of his/her name.

Section 29 Suspension of Registration

- (1) The Secretariat may suspend the registration of a member of the Institute where;
- (a) An offence in relation to the member is being investigated;
 - (b) allegations of misconduct have been made against the member;
 - (c) a false declaration was made in an application for registration as a member of the Institute; and
 - (d) the member has contravened a provision of this Act.

Section 30 Cancellation of Registration

- (1) The Council shall cancel the registration of a member on the recommendation of the Grievance and Ethics Committee of the Council where the member:
- (a) is convicted of an offence under this Act or the Regulations,
 - (b) has lost the qualification on the basis of which the registration was made, or
 - (c) is convicted to a term of imprisonment for a criminal offense.

Section 31 Representation to the Council and Appeal

- (1) Registration shall not be suspended or cancelled unless the Secretariat/Council has given the member at least thirty (30) days' notice of its intention to suspend or cancel the registration and has provided the member with an opportunity to be heard.
- (2) A member dissatisfied with a decision of the Secretariat/Council may appeal to a court of competent jurisdiction for redress.

PART 6 - ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 32 Appointment of the Executive Director and Deputy Directors

- (1) The Executive Committee shall appoint a person with proven taxation, managerial or administrative experience to serve as Executive Director of the Institute.
- (2) The Executive Director shall be assisted by Deputy Directors and other officers as shall be deemed adequate for the effective functioning of the LITP.
- (3) The Executive Director and Deputy Directors shall hold office on the terms and conditions specified in their respective letters of appointment.

Section 33 Functions of the Executive Director

- (1) The Executive Director is responsible for the day to day administration of the affairs of the Institute and is answerable to the Council in the performance of his/her duties and functions under this Act.
- (2) The Executive Director is the Secretary to the Council, and by virtue of that position, head of the LITP secretariat.

- (3) The Executive Director may delegate a function to any officer of the Institute but shall not be relieved from the ultimate responsibility for the performance of the delegated function.
- (4) The Executive Director shall perform other functions to be determined by the Council and the Executive Committee.

Section 34 Appointment of Other Staff

- (1) The Executive Director shall make appointments to other positions not specifically reserved for decision by the Council and/or Executive Committee that is necessary for the proper and effective performance and functioning of the Institute.
- (2) Without prejudice to the independence and autonomy of the LITP, other public or private sector officers may be transferred or seconded to the Institute or may otherwise give assistance to it.
- (3) The Institute may engage the services of advisors with the advice and consent of the Council.

Section 35 Sources of Funding of the Institute

The funds of the Institute shall come from the following sources:

- (a) fees from individual members and institutions
- (b) monies provided by Government subvention ,
- (c) fees charged in the performance of the functions of the Institute,
- (d) donations and grants from national and international organizations
- (e) income from other investment(s)

Section 36 Bank Accounts of the Institute

The Council shall open bank account(s) for the Institute with any reputable bank(s) within the Republic of Liberia.

Section 37 Accounts and Audit

- (1) The Secretariat shall keep books of accounts and proper records in relation to them in the form that is consistent with accounting standards of Liberia and proper international accounting standards.
- (2) The accounts of the Institute shall be subject to audit by the supreme audit institution of Liberia where the use of public resources are concerned; accounts relating to funds and resources from non-governmental sources shall be audited in accordance with agreed protocols between the institute and the respective donors, provided such protocols are consistent with the auditing standards of Liberia, and with acceptable international auditing practices.
- (3) The financial year of the Institute shall be the same as the financial year of the Government of Liberia..

Section 38 Annual Report and other Reports

- (1) The Executive Committee shall within one month after the receipt of the audit report, submit an annual report for approval to the Governing Council covering the activities and operations of the Institute for the year to which the report relates.
- (2) The annual report shall include the report of the various audits that had been concluded prior to the end of the financial year.

- (3) The President shall, after approval by the Council, present copies of the Annual Report and Other Reports to governmental and nongovernmental bodies as may be deemed necessary by the Executive Committee.

Section 39 Registered Offices, Chapters and Seal of the Institute

- (1) The registered head office of the Institute shall be situated in the Capital City of the Republic of Liberia.
- (2) Subject to the approval of the Council, the Institute may establish offices elsewhere as the Executive Committee shall deem fit. The Institute may also establish local, county and/or regional chapters elsewhere in Liberia as the Council shall deem fit; and may also have correspondents, representatives and offices, both within and outside of Liberia, as the Governing Council (Council) shall see fit.
- (3) The Institute shall have a common seal, which shall be kept in such custody as shall be determined from time to time by the President. The seal shall not be affixed to any document or instrument except upon proper authorization, as the President shall direct.

PART 7: MISCELLANEOUS PROVISIONS

Section 40 Offences

- (1) A member commits an offence if he or she:
 - (a) makes a false declaration in an application for registration as a certified tax practitioner or tax practitioner,
 - (b) wilfully and falsely uses a name, title or additionally, implying a qualification to practice as a certified tax practitioner or tax practitioner,
 - (c) practices or professes to practice as a certified tax practitioner or tax practitioner or
 - (d) receives payment for the practice of taxation, or
 - (e) wilfully destroys or damages a register kept under this Act; and
 - (f) commits an offence and is liable on summary conviction to a fine of not less than Five Thousand Liberian Dollars or to a term of imprisonment not exceeding one year or to both.

Section 41 Regulations

- (1) The Executive Committee of the LITP shall, on the advice of the Council, issue Regulations to:
 - (a) prescribe practice standards for members of the Liberian Institute of Tax Practitioners;
 - (b) provide for the discipline of members;
 - (c) prescribe the fees to be paid under this Act;
 - (d) amend the Schedules to this Act; and
 - (e) provide for any other matter necessary for the effective implementation of the provisions of this Act.
- (2) A person who commits an offence under the Regulations is liable on summary conviction or to a fine prescribed by the Governing Council.

PART 8: SCHEDULES

FIRST SCHEDULE

Grievance and Ethics Committee and Procedure for Proceedings

- (1) The Council shall appoint five (5) persons, of whom at least three shall be from among its members, to constitute a Grievance and Ethics Committee for the purposes of an inquiry to be held under this Act.
 - (a) One of the members shall be appointed by the Council to be Chairperson of the Committee.
 - (b) Where the person whose conduct is the subject of the investigation is a tax practitioner, membership of the Grievance and Ethics Committee shall include a tax practitioner.
- (2) The Council shall cause a statement to be prepared setting out the charges to be investigated by the Grievance and Ethics Committee and the secretary of the Council shall submit a copy of the statement to each member of the Committee and to the person whose conduct is the subject of the investigation
 - (a) where the inquiry is to be held in consequence of a petition or complaint alleging misconduct by any person, the secretary of the Council shall, in addition, transmit a copy of that petition or complaint to that person and to each of the members of the Grievance and Ethics Committee.
- (3) The secretary of the Council shall give notice of the first date fixed for the inquiry to the person whose conduct is the subject of investigation.
 - (a) Each notice shall be sent to the last known address of the person and shall be delivered by hand or sent by registered mail, at least fifteen(15) days before the date fixed for the inquiry.
 - (b) Where a person to whom a notice has been given, fails to appear in person or is not represented by counsel, the inquiry may be held by the Grievance and Ethics Committee in the person's absence.
- (4) If the Council is of the opinion that the evidence of a person or the production of a document by a person is necessary to enable a matter to be investigated by the Grievance and Ethics Committee, the Council shall direct the secretary of the Council to require that person to attend or produce the document at a time and place specified in a notice which shall be addressed to and delivered at the last known place of residence of that person by hand or registered mail.
 - (a) A person commits an offence under this Act, if that person after being served with a notice, without reasonable cause fails to attend or produce a document at the time and place specified in the notice.
 - (b) The Grievance and Ethics Committee shall have power to administer oaths or affirmations to persons who are required to give evidence before the committee, and a person who refuses to be sworn or affirmed, or to answer questions put to that person concerning a matter in respect of which the inquiry is held, commits an offence.

- (c) A person who gives false evidence on examination, on oath or affirmation before a Grievance and Ethics Committee wilfully commits an offence.
- (d) A person whose conduct is the subject of investigation at an inquiry or who is in anyway concerned or implicated in the inquiry may be represented by Counsel at the inquiry.
- (e) The Council may authorise any legal practitioner to assist the Grievance and Ethics Committee as to the leading and taking of evidence.
- (f) Every inquiry held by a Grievance and Ethics Committee shall be held in camera unless the Committee otherwise determines.
- (g) Any and all queries before a Grievance and Ethics Committee shall be determined by the decision of the majority of the members of that committee present and voting at the meeting.
- (h) Upon the conclusion of an investigation, the Grievance and Ethics Committee shall prepare and submit a report to the Council on their findings on the matters in respect of which the inquiry was held within ten (10) working days after the investigation.

SECOND SCHEDULE

Meetings of the Institute Annual General Meetings

- (1) The Council shall convene an Annual General Meeting of the Institute to
 - (a) approve the annual report of the Council, the audited accounts of the Institute and other reports
 - (b) Determine the allowances to be paid to members of the Council.
- (2) The Annual General Meeting of the Institute shall be held at anytime between the 30th of June to 30th of July of each year or on a date(s) decided by the Council. The date(s) of the Annual General Meeting shall be determined during the third quarterly meeting of the Council or the last meeting before the 1st of June, whichever comes earlier.
- (3) The President of the LITP shall preside at the Annual General Meeting of the Institute. In his absence, the Vice President of the Institute shall preside.
- (4) In the absence of both the President and Vice President, the Executive Director, shall preside.
- (5) A member who intends to make a motion not related to the ordinary annual business of the institute may do so when:
 - (a) notice of the proposed motion is given in writing to and received by the Secretariat not later than four (4) weeks before the date of the Annual General Meeting,
 - (b) the proposed motion relates to matters affecting the Institute or the taxation profession.

Special Meetings

- (1) The Council may convene a special meeting of the Institute on its own or on receipt of a written request signed by not less than twenty one (21) members of the Institute.
- (2) A request for a special meeting shall state the purpose of the proposed meeting and be submitted to the Secretary of the Council.

Notification of a Meeting

- (1) The Secretariat shall send to each member of the Institute a notice giving the day, time, place of a meeting and the agenda for the meeting not less than fourteen days and not more than twenty-one days before an Annual General Meeting or Special Meeting of the Institute.
- (2) The Secretariat shall send each member of the Institute
 - (a) a copy of the annual report of the institute;
 - (b) a copy of the audited financial statements of the Institute with the Auditor-General's report on the accounts;
 - (c) a list of persons nominated for membership of the Institute; and
 - (d) particulars of motions to be moved at the meeting in the case of the Annual General Meeting.
- (3) The non-receipt of the documents by a member of the Institute shall not invalidate the proceedings of the meeting to which they relate.

Quorum at a meeting of the Institute

- (1) At least fifty (50) percent of the combined memberships of Executive Committee and Governing Council plus not less than a quarter of accredited delegates shall form a quorum if within thirty (30) minutes from the time appointed for an Annual General Meeting they are present.
- (2) Where this condition is not met, the meeting shall be adjourned to be reconvened at the same hour and place or at another hour and place determined by the Council.
- (3) The adjourned meeting shall proceed to do business on the next adjourned date despite the fact that the members present do not form a quorum.
- (4) A special Meeting of the Institute shall be adjourned if at least fifteen (15) present of the expected number of participants are not present within thirty (30) minutes of the time appointed for the meeting.

Adjournments

- (1) The person presiding at a meeting of the Institute may adjourn the meeting with the consent of the members present at the meeting.
- (2) Business left unfinished at the previous meeting from which the adjournment took place shall take precedence over other businesses to be transacted at an adjourned meeting.

Resolutions

- (1) Every resolution and amendment proposed and seconded at a meeting of the Institute shall be put to the meeting by the person presiding and decided by majority of members of the Institute present and voting.
- (2) The person presiding shall in the event of an equality of votes cast, have a casting vote.
- (3) A declaration by the person presiding as to the decision of the meeting shall be final.
- (4) A poll of members of the Institute present at a meeting and entitled to vote may be taken in writing prior to a decision made being declared, but a poll shall not be taken on a resolution or amendment relating to the election of the person presiding, the appointment of scrutinizers or the adjournment of the meeting.
- (5) Members who have not paid up their annual subscription fee shall not be entitled to vote at a meeting of the Institute.

Polling at Meetings

- (1) The person presiding at a meeting of the Institute at which a poll is demanded shall at the conclusion of the meeting, state any resolution or amendment in a form of a proposition which in the person's opinion will be most suitable to ascertain the thinking of the members of the Institute on the substance of the resolution or amendment and the rendition of the person presiding shall be final.
- (2) Voting papers setting out the propositions stated, together with necessary notes and directions shall within fifteen (15) working days after the meeting, be issued by the Council to all members of the Institute entitled to vote at the meeting at which the poll was demanded.
- (3) Members of the Institute wishing to vote on a proposition shall do so by sending the voting papers to the Institute addressed to the scrutinisers so as to be received by them not later than twenty-one days after the meeting.
- (4) At each meeting of the Institute at which a poll is demanded, the meeting shall appoint five (5) members of the Institute present from amongst their number as scrutinizers, any three of whom shall form their quorum.
- (5) The scrutinizers shall reject the vote of a member of the Institute whose subscription or other sum payable by the person under this Act or Regulations made under this Act is in arrears at the date of the meeting, and may in their discretion, reject any vote where the voter has failed to observe the notes and directions relating to it or any other vote which in their view ought properly to be rejected.
- (6) The scrutinizers shall, report the result of the voting to the person presiding at the meeting as soon as is practicable and shall include in the report, a statement of the number of votes rejected by them and the reasons for their rejection.

- (7) The person presiding shall send a copy of the report to each member of the Institute as soon as is practicable and where there is an equality of votes, the person presiding shall have a casting vote and declare when sending the report, the manner in which the casting vote is given and the result of the voting.
- (8) The facts contained in the report of the scrutinizers as to the result of the voting or the declaration by the person presiding, shall be conclusive.
- (9) The voting shall take effect from the date of the report of the scrutinizers except that where a meeting was adjourned to receive the report of the scrutinizers the voting shall take effect from the date when the report was presented to the adjourned meeting.
- (10) Where the person presiding is unable to exercise powers granted to that person, the power shall be exercised by a member of the Council who is present at the meeting and authorised by the Council to exercise the powers.

Amendment

- (1) The Council may, by appropriate legislative instrument, amend, alter or add to, subtract from or revoke any or all of the provisions of this Act.

Reservation

- (1) The authority to certify any and all professional Tax Practitioners within the Republic of Liberia is hereby exclusively reserved to the Liberian Institute of Tax Practitioners (LITP).

THIRD SCHEDULE

Professional Misconduct

- (1) "Professional misconduct" on the part of a member of the Institute includes, but not limited to the member;
- (a) paying or allowing or agreeing to pay or allow to a person other than a Certified Tax Practitioner, a retired Tax Practitioner, a nominee or the legal representative of a retired Tax Practitioner, any share, commission or brokerage out of the fee or profits from professional services,
 - (b) disclosing information acquired in the course of professional engagement to another person without the consent of the client or otherwise than as required by any law,
 - (c) unless where the position of a Certified Tax Practitioner or Tax Practitioner became vacant as a result of death of the previous office holder, accepting as a Certified Tax Practitioner or Tax Practitioner previously held by another member of the Institute without prior notice in writing given to the previous office holder of the offer made,
 - (d) certifying or submitting in the member's name or in the name of the member's firm professional work, unless the work was made by the member, a partner of the member or an employee in the member's firm,
 - (e) expressing an opinion on the tax affairs of a business or an enterprise in which the member, the member's firm or partner in the member's firm has substantial interest, unless the member disclosed the interest also in the report which expressed the opinion,
 - (f) gross negligence in the conduct of professional duties,
 - (g) expressing a professional opinion without sufficient information to arrive at the opinion,
 - (h) failing to keep moneys of a client in a separate bank account or to using a client's money for a purpose other than that for which it was intended,
 - (i) including in a statement, a return or form submitted to the Council, particulars knowing them to be false,
 - i. allowing another person to practise in the member's name as a Certified Tax Practitioner or a Tax Practitioner, unless that person is also a Certified Tax Practitioner or a Tax Practitioner and is a partner or employed by the member,
 - ii. entering into a partnership with a person other than a Certified Tax Practitioner,
- (2) Notwithstanding the definitions above, a member of the Institute does not commit professional misconduct by reason only of the member:
- (a) Entering into or being in partnership with a person resident outside of Liberia who is a member of a society or Institute of tax professionals approved by the Council.
 - (b) securing professional business as a result of the partnership entered into as mentioned in paragraph (a),
 - (c) allowing the partnership mentioned in paragraph (a) to be carried on in the member's name, or
 - (d) paying or allowing or agreeing to pay or allow any such partner any share out of the fees or profits.

PART 9: EFFECTIVE DATE

This Act shall take effect immediately upon publication in handbills.

ANY LAW TO THE CONTRARY NOTWITHSTANDING