



**The Japanese Institute of
Certified Public Accountants**

4-4-1 Kudan-Minami, Chiyoda-ku, Tokyo 102-8264, Japan
Phone: 81-3-3515-1130 Fax: 81-3-5226-3356
Email: international@jicpa.or.jp
Website: www.jicpa.or.jp

July 19, 2006

Mr. Stephen Walker
Director of Operations
International Federation of Accountants
545 Fifth Avenue, 14th Floor
New York, New York 10017
United States of America

Comments on the “Consideration of the proposed IFAC Constitution and Bylaws”

Dear Mr. Walker:

The Japanese Institute of Certified Public Accountants (JICPA) expresses our appreciation that the IFAC Board and the Constitutional Working Group have invited comments on a draft of the Bylaws and the Constitution from member bodies, associates and affiliates. We are therefore pleased to provide you with our thoughts in response to the proposed Constitution and Bylaws.

First, the proposed Constitution paragraph 13.3 states *“In exceptional and urgent circumstances, individual bylaws may be repealed or amended and new bylaws may be enacted by the Board with immediate effect. In these cases the Board voting majority required shall be two-thirds of the members of the Board present.”* In these cases, we suggest that the necessary votes for approval of any change of bylaws with immediate effect should be a larger majority of three-quarters of the members of the Board present. We think such repeal and/or amendments of Bylaws should be limited to issues which are supported by a very large majority of the Board members.

Second, section 21B of the current effective Constitution prohibits aggregation of the financial contributions of two or more member bodies from different countries, other than for any existing case approved prior to November 2003, in determining the level of financial contributions. This provision is planned to be moved from the Constitution to section 8.4 of the proposed Bylaws. We propose that this provision should be retained in the Constitution because it relates to an organizational matter rather than a procedural matter. Aggregation of the financial contributions

affects the composition of the Board, which is determined based on the level of financial contributions. Amendment of this kind of provision should be approved under the due process of amendment of the Constitution which is more rigorous than that of the Bylaws. As we mentioned in the previous consultation, the provisions regarding organizational matters of the IFAC Board should be retained in the Constitution.

We hope that our views are duly considered.

Sincerely yours,

Tsuguoki (Aki) Fujinuma
Chairman and President
The Japanese Institute of Certified Public Accountants