



Articles of Association

Certified Public Accountants Association

Effective From 25th of August 2017

The Companies Act 2006 Private Company Limited by Guarantee Articles of Association Adopted on the 25th of August 2017 Of Certified Public Accountants Association

1.0 Preliminary

1.1 Schedule 2 Regulation 3 of the Act–Model Articles for Private Companies Limited by Guarantee shall not apply to the Association.

2.0 Interpretation

Accountancy Business or Practice; shall have the meaning given by Council from time to time in accordance with Article 6.3.

Act; means the Companies Act 2006.

Annual Return Form; means the form issued to Practising Members annually, which is used to apply for a Practising Certificate, the format and content of which is to be determined by Council from time to time.

Applicant; is a person applying for membership of the Association.

Appropriate Qualification and Experience; shall have the meaning given by Council from time to time in accordance with Article 6.3.

Articles; means the Articles of Association.

Association; means the Certified Public Accountants Association (Registered in England and Wales, Company Number: 03448159).

Auditor; means the auditor or independent examiner of the Association for the time being.

Bankruptcy; includes individual insolvency proceedings in a jurisdiction other than England and Wales.

Chairman; means the Chairman of the Association.

Chairman of the Association; shall have the meaning given in Articles 28.0-28.12.

Chairman of the Council Meeting; is the individual acting as Chairman, if not the Chairman of the Association or the Deputy Chairman of the Association, of any meeting of Council in accordance with Articles 41.2 and 41.3.

Chairman of the General Meeting; is the individual acting as Chair of any General Meeting of the Association.

Charges; means an amount of money payable to the Association for failing to conform to a publicised procedure or system.

Company Secretary; is the Company Secretary of the Certified Public Accountants Association, appointed in accordance with these Articles.

Control over an Accountancy Practice; shall have the meaning given by Council from time to time in accordance with Article 6.3.

Council; means the directors of the Association as a whole, including all Ordinary Council Members, the Chairman of the Association and the Deputy Chairman of the Association.

Council Member; means any member of the Council, including the Chairman of the Association and, or, the Deputy Chairman of the Association.

Deputy Chairman; means the Deputy Chairman of the Association.

Deputy Chairman of the Association; shall have the meaning given in Articles 28.0-28.12.

Director; Means a director of the Association and includes any person occupying the position of director, by whatever name called

Disciplinary Hearing; a hearing held in accordance with the Association's Rules and Bye-Laws, which is empowered to hear any disciplinary case brought against a Member.

Document; Includes, unless otherwise stated, any document sent or supplied in electronic form

Electronic Form; Has the meaning given in section 1168 of the Act.

Fee; Means an amount of money payable to the Association to receive benefits or services from the Association not included in any applicable Subscriptions.

Fine; Means an amount of money payable to the Association by a Member, which has been demanded as part of, or in relation to, disciplinary investigations or actions.

Fit and Proper; shall have the meaning given by Council from time to time in accordance with Article 6.3.

General Meeting; means a meeting of the Members of the Association.

International Member; has the meaning given in Article 6.2.

Joining Fee; is a fee payable as part of the process of joining the Association as a Member or becoming a Registered Student.

Member; unless otherwise stated, has the meaning given in section 112 of the Act. The Association shall have three classes of members, in accordance with Article 6.2.

Members of the Council; means all the individuals who form part of Council.

Members' Handbook; means a document issued by Council from time to time in accordance with Articles 52.0-52.3.

Membership Application Form; is a form authorised by Council, which all Applicants must complete, the Membership Application Form need not be a physical form and can be in whatever format Council determine from time to time.

Non-Practising Member; has the meaning given in Article 6.2.

Notice; means a notification delivered either electronically or in writing, by email, post or by displaying it on the Association's website.

Ordinary Member; means an Ordinary Member of Council.

Ordinary Member of Council; shall have the meaning given in Articles 26.0-26.12.

Penalties; means a punishment imposed by the Association and can include corrective actions.

Practising Certificate; is defined as a certificate issued annually by the Association to members in practice, which shall act as a licence from the Association for that member to practice as an accountant in the United Kingdom, Channel Islands and the Isle of Man. A Practising Certificate does not provide any special privileges in law.

Practising Member; has the meaning given in Article 6.2.

Proxy Notice; shall have the meaning given in Articles 20.1-20.4.

Registered Student; is someone who is pursuing a qualification operated by the Association, though is not necessarily a Member of the Association in accordance with the Act.

Resolution; means a resolution, ordinary or special, of the members passed as a written resolution in accordance with Part 13, Chapter 2 of the Act or at a general meeting of the members in accordance with these Articles

Rules; means the Rules and Bye-Laws.

Rules and Bye-Laws; means a document authorised by Council detailing various procedures, requirements and standards which Members of the Association are subjected to.

Secretary; means the Company Secretary.

Special Resolution; has the meaning given section 283 of the Act.

Subscription; means an amount of money which is payable by an individual either each month, or annually, to be a member of the Association

Transfer of Control; shall have the meaning given in Article 41.

United Kingdom; means England, Scotland, Wales, Northern Island and any British Overseas Territory.

Writing; means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Written Resolution; means a resolution proposed and passed in accordance with section 288 of the Act

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate if not inconsistent with the context. Words importing the masculine shall include the feminine and vice versa unless a contrary intention appears.

Unless the context otherwise requires, other words or expressions continued in these Articles bear the same meaning as in the Act in force on the date when these Articles become binding on the Association.

3.0 Liability of Members and Distribution of Assets on Winding Up

3.1 The liability of each Member is limited as follows for each:

- a) Practising Member to £100;
- b) Non-Practising Member to £50;
- c) International Member to £1

being the amount that each such Member undertakes to contribute to the assets of the Association in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- a) payment of the Association's debts and liabilities incurred before the end of the calendar year in which they cease to be a Member,
- b) payment of the costs, charges and expenses of winding up, and
- c) adjustment of the rights of the contributories among themselves.

3.2 Any amounts left over after such payments and adjustments have been made upon the winding up of the Association shall not be paid or distributed among the Members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association which shall itself prohibit the distribution of its or their income and property among its or their members. Such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charity.

4.0 Transfer of Control

4.1 For the purpose of these Articles the following definition of a 'Transfer of Control' shall apply; an agreement, contract or event, which would cause any of the following:

- a) the Association to loses its unique identity to another organisation's identity
- b) give another individual or organisation, not entitled under these Articles, the authority to determine, or have significant influence over, the strategic direction and, or, the management of the Association
- c) give another individual or organisation, not entitled under these Articles, the authority to determine, or have significant influence over, those appointed to Council
- d) would require or cause, the sharing of the Association's records of members
- e) would mean outsourcing a specific function of the Association, which has historically been carried out by the Association, to another individual or organisation, not entitled under these Articles
- f) a change in the objects of the Association as detailed in Article 5.1
- g) a transfer of more than twenty-five (25) percent of the Association members to another company or organisation

4.2 In the event that there is any intention that a Transfer of Control will take place, the following must be undertaken in order for any actions to be taken to achieve the Transfer of Control:

- a) Council must unanimously vote in favour of the Transfer of Control
- b) a majority of employees who have worked for the Association for at least twelve (12) months must vote in favour of the Transfer of Control
- c) a motion must be proposed at a general meeting of the Association with a majority of voting members voting in favour of the motion

4.3 Unless all actions detailed in Article 4.2 are achieved, the intention that a Transfer of Control will take place should be abandoned, as should all related plans, actions and negotiations.

4.4 Articles 4.1, 4.2 and 4.3 shall not apply in the event Council appoints any individual to an executive or managerial role within the Association, providing that individual is answerable to Council or a Committee or Sub-Committee of Council and that individual has no authority to determine those who sit on Council.

5.0 Objects

5.1 The objects for which the Association is registered are:

- i. To be a body constituted in the public interest to provide a professional association for accountants providing services to the general public;
- ii. To promote the better regulation and understanding of the accountancy profession;
- iii. To represent and promote the interests of the Association and its members with government and governmental bodies;
- iv. To represent and promote the interests of the Association and its members with business, commercial and trade associations, the business community as a whole and the general public;
- v. To promote a better understanding and provision of, accountancy and business advice and services;
- vi. To promote a better understanding and provision of accountancy and general advice and services to charitable and voluntary organisations;
- vii. To provide for the better definition and advancement of the profession of accountants and for the supply of such accountants by the promotion and conduct of a system of examinations, and or training, the issue of certificates, the award of prizes and distinctions for merit and the conferment of distinguishing diplomas or classifications;
- viii. To recruit to the accountancy profession, men and women of good education and character;
- ix. To develop and improve the technique and practice of accountants and to promote the study of and provide instruction in accountancy;
- x. To promote and maintain high standards of professional etiquette and conduct;
- xi. To print, publish, circulate, sell, buy or manage or support, books, reports, journals, newspapers, magazines, periodicals, circulars and other publications so far as the same tend to promote the foregoing objects and otherwise to obtain and distribute information which may be of interest to persons engaged or interested in the profession
- xii. To do all such other things as from time to time may be necessary or desirable to maintain and advance the status and interests of the profession of Certified Public Accountants.

6.0 Members

6.1 Such persons as shall be admitted to Membership in accordance with the provisions of these Articles shall be Members of the Association from time to time.

6.2 Membership shall be of three classes, no one individual may hold more than one class of membership at any one time:

a) Practising Members – which is open to any person who:

- i. is a fit and proper person, as defined by Council from time to time in the Association's Rules and Bye-Laws
- ii. has attained the appropriate qualifications and expertise as determined from time to time by Council
- iii. carries on an accountancy business or practice in the United Kingdom, the Isle of Man and the Channel Islands
- iv. is regulated by the appropriate authorities within the United Kingdom, the Isle of Man and the Channel Islands to provide accountancy services to members of the public and private businesses
- v. has either control over an accountancy practice, as defined by Council from time to time, or, is one of a number of Members who have control over an accountancy practice, as defined by Council from time to time.

b) Non-Practising Members – which is open to any person who:

- i. is a fit and proper person, as defined by Council from time to time in the Association's Rules and Bye-Laws
- ii. resides in the United Kingdom, the Isle of Man or the Channel Islands
- iii. does not carry on in an accountancy business or practice
- iv. is employed by an accountancy business or practice or employed in any other type of organisation or is retired
- v. has attained the appropriate qualifications and expertise as determined from time to time by Council

- c) International Members – which is open to any person who:
- i. is a fit and proper person, as defined by Council from time to time in the Association’s Rules and Bye-Laws
 - ii. has attained the appropriate qualifications and expertise as determined from time to time by Council
 - iii. does not reside in the United Kingdom, the Isle of Man or the Channel Islands
 - iv. is employed by an accountancy business or practice or employed in any other type of organisation or is retired

6.3 Council shall from time to time provide definitions of:

- i. a ‘fit and proper person’
- ii. what it means to carry on an ‘accountancy business or practice’
- iii. ‘appropriate qualifications and expertise’
- iv. ‘control over an accountancy practice’

6.4 If at any point a member’s circumstances change, in such a way, that they no longer meet the criteria of their class of membership, as defined in Article 6.2 and any applicable Rules or Bye-Laws, the member must notify the Association no less than ten (10) days after the change in circumstances. Once they have notified the Association their membership grade will be changed to one which applies to their current circumstances.

6.5 If a member fails to provide notification as detailed in Article 6.4, the member’s grade will automatically be changed.

6.6 The Council may from time to time consider and review the criteria, Rules and Bye-Laws applied to the admission of Members and may revoke and amend the same.

6.7 The rights and privileges of a Member shall not be transferable.

6.8 No person shall be admitted to membership of the Association of any class until they have satisfied the Council, through the Bye-laws and procedures established by Council from time to time.

6.9 With every application for Membership, the Applicant must complete, sign and deliver to the Association a Membership Application Form, in such format as the Council decides from time to time.

6.10 Upon receipt of the requisite Membership Application Form the Council, through Rules and procedures established by Council from time to time, shall consider whether the Applicant has met the criteria for the class of Membership sought.

6.11 The Membership Application Form shall incorporate an undertaking that the prospective Applicant for Membership will, if admitted, be bound by the Articles and the Rules and Bye-Laws of the Association.

6.12 The Association reserves the right to refuse an application for membership, if the applicant fails to meet any criteria detailed in these Articles or in the Association's Rules and Bye-Laws.

6.13 Council shall from time to time make Rules for the payment to the Association by Members of any joining fee, fines, charges and subscriptions. Council shall have power to vary the Rules or make new Rules relating to fees, fines, charges and subscriptions and to determine when any Rules made or any variation shall come into force or cease to have effect. The Rules may provide for differing rates of any joining fee, fine, charges and subscription between the three Membership classes.

6.14 Every Member of the Association shall pay any applicable fees, fines, charges and subscriptions to the Association in accordance with the Rules for the time being in force as aforesaid.

6.15 Council may from time to time create routes for individuals to become Registered Student of the Association. Any such Registered Student shall not be considered members of the Association in accordance with the Act or these Articles and as such shall not be entitled to any rights detailed in these Articles.

6.16 Council may create whatever rules it feels appropriate to determine the admission and ongoing affiliation of Registered Students.

6.17 The Association shall maintain a process by which the Association, members and non-members may make a complaint against a member of the Association. Under this Article the Association has the power to investigate and mediate such complaints, in a manner determined by Council. If after conducting investigations the Association has the power to conduct a Disciplinary Hearing to determine if a complaint should be upheld against the member.

6.18 Council shall ensure that appropriate procedures, rules and guidelines are created to ensure the effective and appropriate application of Article 6.17.

6.19 From time to time, the Association may impose fines, penalties and charges upon members who fail to adhere to processes and procedures established by the Association or who have had a complaint upheld against them by a Disciplinary Hearing.

7.0 Cessation of Membership

7.1 A Member shall cease to be a Member of the Association:

- a) if:
 - i. the Member breaches the undertaking given on the Membership Application Form
 - ii. the Member ceases to be eligible for Membership by not meeting the criteria of membership, as detailed in Article 6.2

- b) Upon a member giving seven (7) days' notice, in writing, to the Association that they intend to resign their Membership on the expiration of the notice.

- c) the Member dies.

- d) the Member is expelled as a Member by the Disciplinary Hearing in accordance with the Association's disciplinary procedures, as developed and maintained by Council from time to time.

- e) the Member is convicted of a criminal offence in the United Kingdom or within any other jurisdiction determined by Council from time to time.

- f) the Member is disqualified from acting as a director of a company within the United Kingdom, or, if the Member enters into a voluntary agreement which prevents them from acting as a director of a company within the United Kingdom, or, if the Member signs an undertaking which prevents them from acting as a director of a company within the United Kingdom.

- g) if the member fails to pay any applicable fees, fines, charges or subscriptions, as detailed in Article 7.2.

7.2 If a Member of the Association fails to pay any applicable fees, fines, charges or subscriptions within one (1) month of it becoming payable under the Rules, they shall be served by the Association with notice in writing of such failure and if the fees or subscriptions have not been paid within one (1) month of the service of such notice they shall cease to be a Member of the Association. A Member may apply to be re-admitted to the Association as a Member on such terms with regard to arrears of fees or subscriptions as the Council may determine.

7.3 Any Member ceasing to be a Member under these Articles shall have no right to the return of the whole or any part of any fees, fines, charges or subscriptions paid by them to the Association and shall continue to be liable for all outstanding amounts for the whole of the calendar year in which cessation occurs.

8.0 Practising Certificates

8.1 A Practising Member is required to hold the Association's Practising Certificate.

8.2 Only Practising Members are entitled to hold the Association's Practising Certificate.

8.3 Practising Certificates are issued on an annual basis on the 1st of January.

8.4 To be issued a Practising Certificate a Practising Member must:

- a) Complete and return the Association's current Annual Return Form, under procedures approved by Council from time to time, providing any applicable information on the form.
- b) Hold adequate professional indemnity insurance for the size and scope of their practice, as defined by Council from time to time.
- c) Have completed a sufficient program of continuing professional development, as defined by Council from time to time.
- d) Provide any other information, or make any declarations, that Council require from time to time.

8.5 Council may from time to time exempt certain groups of Practising Member from the requirement detailed in Article 8.1. Council may impose whatever restrictions or requirements upon these individuals as deemed appropriate by Council.

8.6 Council may at any time revoke any exemption made under Article 8.5 from any individual member or from any group of members.

9.0 Notice of General Meetings

9.1 Notice of every General Meeting shall be given in any manner authorised to:

- a) every Member and
- b) the Auditor for the time being of the Association

No other person shall be entitled to receive Notice of General Meetings.

9.2 Notice of a General Meeting shall also include:

- (a) a statement giving the address of the website on which information in advance of a general meeting is published
- (b) a statement:
 - i. that the right to vote at the meeting is determined by reference to the register of members and
 - ii. of the time when that right will be determined
- (c) a statement of the procedures with which members must comply in order to be able to attend and vote at the meeting (including the date by which they must comply)
- (d) a statement giving details of any forms to be used for the appointment of a proxy
- (e) a statement of the procedure for voting in advance or by electronic voting (including the date by which it must be done, and details of any forms to be used)
- (f) a statement of the right of members to ask questions

9.3 Notwithstanding Article 50.3, in the case of a Notice of General Meeting, if the Notice is posted, it is deemed to be received by a Member at the expiration of three (3) days after the date on which it is posted.

10.0 Attendance and Speaking at General Meetings

10.1 A Practising Member and a Non-Practising Member shall be entitled to attend and speak at a General Meeting of the Association and to one (1) vote.

10.2 A Member entitled to attend is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the General Meeting, during the General Meeting, any information or opinions which that person has on the business of that General Meeting.

10.3 The Council may make whatever arrangements they consider appropriate to enable those attending a General Meeting and eligible to do so to exercise their rights to speak or vote at it.

10.4 In determining attendance at a General Meeting in these Articles, it is immaterial whether any two or more Members attending it are in the same place as each other.

10.5 Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that Meeting, they are (or would be) able to exercise them.

10.6 At a General Meeting, the Council must cause to be answered any question relating to the business being dealt with at the meeting put by a member entitled to attend and vote at the meeting.

10.7 No such answer need be given by the Council:

a) if to do so would:

- i. interfere unduly with the preparation for the meeting, or
- ii. involve the disclosure of confidential information

b) if the answer has already been given on a website in the form of an answer to a question

c) if it is undesirable in the interests of the Association or the good order of the meeting that the question be answered

11.0 Quorum for General Meetings

11.1 No business other than the appointment of the chairman of the General Meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum. The quorum for General Meetings may be fixed from time to time by a decision of the Members, but it must never be less than five (5) Practising Members.

12.0 Chairing General Meetings

12.1 The Chairman of the Association shall chair any General Meeting, in the absence of the Chairman the Deputy Chairman shall chair the Meeting. If neither the Chairman nor the Deputy Chairman are present within ten minutes of the time at which a General Meeting is due to start, then the Practising Members present at the Meeting must appoint a Council Member, to act as Chairman of the General Meeting, this person shall not be the Chairman of the Association as defined in Articles 28.0-28.12.

12.2 If the Chairman of the Association, the Deputy Chairman of the Association and no willing Council members are present, then the members in attendance shall appoint a Chairman of the General Meeting from among their number, this individual shall not be the Chairman of the Association as defined in Articles 28.0-28.12.

12.3 If no one can be appointed to act as Chairman of the General Meeting, then the members present should agree a suitable time to rearrange the General Meeting and adjourn the meeting with immediate effect. No business other than to rearrange the date of the meeting can be discussed.

12.4 The person chairing a General Meeting in accordance with this Article is referred to as the 'Chairman of the General Meeting'.

13.0 Attendance and speaking by non-Members

13.1 The chairman of the General Meeting may permit other persons who are not Practising Members or Non-Practicing members to attend and speak at a General Meeting.

14.0 Adjournment

14.1 If the Members attending a General Meeting within half an hour of the time at which the General Meeting was due to start do not constitute a quorum, or if during a General Meeting a quorum ceases to be present, the Chairman of the General Meeting must adjourn it or if convened upon the requisition of Members entitled so to do shall be dissolved.

14.2 The Chairman of the General Meeting may adjourn a General Meeting at which a quorum is present if:

- a) the General Meeting consents to an adjournment
- b) it appears to the Chairman of the General Meeting that an adjournment is necessary to protect the safety of any person attending the General Meeting or ensure that the business of the General Meeting is conducted in an orderly manner

14.3 The Chairman of the General Meeting must adjourn a General Meeting if directed to do so by the voting Members attending the General Meeting.

14.4 When adjourning a Meeting, the Chairman of the General Meeting must:

- a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Council
- b) have regard to any directions as to the time and place of any adjournment which have been given by the voting Members at the General Meeting

14.5 If the continuation of an adjourned General Meeting is to take place more than seven (7) days after it was adjourned, the Association must give at least seven (7) clear days' notice of it (that is, excluding the day of the adjourned General Meeting and the day on which the notice is given):

- a) to the same persons to whom notice of General Meetings is required to be given
- b) containing the same information which such notice is required to contain

In any other case, notice of the continuation of an adjourned General Meeting need not be given.

14.6 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the General Meeting if the adjournment had not taken place.

15.0 Voting Generally

15.1 For the purposes of voting only Practising Members and Non-Practising Members are allowed to vote at a General Meeting of the Association but all Members of whatever class are allowed to participate.

15.2 A Resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

16.0 Votes of Members

16.1 No eligible Member shall be entitled to vote at any General Meeting if either:

- a) all monies presently payable by them to the Association have not been paid
- b) such vote is upon a Resolution whereby it is likely to receive a special benefit and this fact is not known by the other Members present at that Meeting

16.2 The right to vote electronically is subject to such requirements and restrictions as the Council may think fit and it may ask Members for information as is:

- a) necessary to ensure the identification of the person voting
- b) proportionate to the achievement of that objective

Nothing in this sub-clause affects the power of the Council to require reasonable evidence of the entitlement of any person who is not a member to vote.

17.0 Written Resolutions

17.1 A Written Resolution of the Practising Members of the Association and Non-Practising Members has effect as if passed by the Association in General Meeting in accordance with the Act.

18.0 Errors and Disputes

18.1 No objection may be raised to the qualification of any person voting at a General Meeting except at the General Meeting or adjourned General Meeting at which the votes objected to are tendered, and every vote not disallowed at the General Meeting is valid.

18.2 Any such objection must be referred to the Chairman of the General Meeting whose decision is final.

19.0 Poll Votes

19.1 A poll on a Resolution may be demanded:

- a) in advance of the General Meeting where it is to be put to the vote
- b) at a General Meeting, whether before a show of hands on that Resolution or immediately after the result of a show of hands on that Resolution is declared

19.2 A poll may be demanded by:

- a) the Chairman of the General Meeting
- b) a resolution of the Council
- c) two or more persons having the right to vote on the Resolution in question
- d) a person or persons representing not less than one tenth of the total voting rights of all the class of Members having the right to vote on the Resolution in question

19.3 A demand for a poll may be withdrawn if the poll has not yet been taken and the Chairman of the General Meeting consents to the withdrawal.

19.4 Polls must be taken immediately and in such manner as the Chairman of the General Meeting directs.

19.5 On a vote on a resolution on a poll taken at a General Meeting:

- a) the votes may include votes cast in advance;
- b) where a poll is taken at a General Meeting of the Association it shall ensure that the following information is made available on a website:
 - i. the date of the meeting
 - ii. the text of the resolution or, as the case may be, a description of the subject matter of the poll
 - iii. the number of votes cast in favour
 - iv. the number of votes cast against
 - v. the number of abstentions (if counted)

19.6 The Association must comply with 'Article 19.5 b)' by:

- a) the end of sixteen (16) days beginning with the day of the meeting
- b) if later, the end of the first working day after the day on which the result of the poll is declared

19.7 Failure to comply with Article 19.6 does not affect the validity of:

- a) the poll
- b) the resolution or other business (if passed or agreed to) to which the poll relates

20.0 Proxies: Content of Proxy Notices

20.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:

- a) states the name and address of the Member appointing the proxy
- b) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed
- c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council may determine
- d) is delivered to the Association in accordance with the Articles and any instructions contained in the Notice of the General Meeting to which they relate

20.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

20.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

20.4 Unless a proxy notice indicates otherwise, it must be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the Meeting
- b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself

21.0 Proxies: Content of proxy notices

21.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:

- a) states the name and address of the Member appointing the proxy
- b) identifies the person appointed to be that Member's proxy at the General Meeting in relation to which person to appoint
- c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council may determine
- d) is delivered to the Association in accordance with the Articles and any instructions contained in the Notice of the General Meeting to which they relate

22.0 Delivery of Proxy Notices

22.1 A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that Meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.

22.2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

22.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

22.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

22.5 The Members of Council may revoke any delegation in whole or part, or alter its terms and conditions.

23.0 Amendments to Resolutions

23.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

a) notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the Meeting is to take place (or such later time as the chairman of the Meeting may determine)

and

b) the proposed amendment does not, in the reasonable opinion of the chairman of the Meeting, materially alter the scope of the resolution

23.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:

a) the chairman of the Meeting proposes the amendment at the General Meeting at which the resolution is to be proposed

and

b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

23.3 If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

24.0 Members of Council

24.1 The Council shall consist of the Chairman of the Association, Deputy Chairman of the Association and no Fewer than three (3) Ordinary Members.

24.2 From time to time Council may increase or decrease their number, in accordance with these Articles and the Rules, but the total number of Ordinary Members cannot fall below three (3).

24.3 Council may from time to time co-opt a member of the Association to act as an Ordinary Member, this can only be done to ensure that the total number of Ordinary Members does not fall below three (3).

25.0 Eligibility to Sit on Council

25.1 All members of the Council must:

- a) be Practising Members of the Association
- b) hold a current and valid practising certificate issued by the Association in accordance with these Articles
- c) have been a member of the Association for at least five (5) consecutive years
- d) be eligible to serve as a director of a company in the United Kingdom

25.2 No member who has ever been disqualified from acting as a director in the United Kingdom or entered into an undertaking which would prevent them from acting as a director in the United Kingdom can become a member of Council until 10 years after expiry of disqualification.

25.3 No member who has ever been made bankrupt, or entered into a voluntary agreement with creditors can become a member of Council.

25.4 Council may offer a member an exemption from Article 25.3, providing that member makes an appeal to Council in writing. Such an exemption can only be offered by a unanimous vote of Council members.

25.5 If a Council member has, or has had, a business relationship or is related, to the Member seeking an exemption under Article 25.4, their vote shall not count to the vote offering the member an exemption.

25.6 Articles 25.1 and 25.2 shall apply to any member of the Council from the time these Articles are approved. Any member of Council who has been appointed to Council before these Articles have been approved shall still be bound by these Articles. Therefore, any member of Council shall have their membership terminated if they fail to meet the criteria detailed in Articles 25.1 and 25.2, even if that member had been appointed under previous Articles.

26.0 Ordinary Members of Council

26.1 Any individual meeting the criteria in Articles 25.1, 25.2 and 25.3 can apply to sit on Council, as an Ordinary Member.

26.2 Applications to sit on Council as an Ordinary Member will be opened at a time determined, from time to time, by Council in accordance with these Articles.

26.3 All applications to sit on Council as an Ordinary Member should be made in the format determined by the Secretary from time to time.

26.4 All applicants seeking to sit on Council as an Ordinary Member must meet the criteria in Articles 25.1, 25.2 and 25.3 at the time of submitting their application. If the member fails to meet these criteria at the time of submitting their application, the Secretary is authorised under this Article to refuse the application.

26.5 If there are more applicants for the Council than position available, an election shall be held at the Annual General Meeting. All eligible and valid applicants shall appear on the ballot. The applicants who secure the most votes in favour of them sitting on Council shall be awarded the position.

26.6 If the number of eligible and valid applicants is equal to the number of vacancies on the Council, those applicants shall be awarded the positions with no need for a vote.

26.7 If there are fewer applicants than positions available on Council, the position on Council shall be closed. Unless to close that position would cause the total number of Ordinary Members on Council to fall below three (3), in which case, Council shall co-opt an eligible individual, who meets the criteria detailed in Articles 25.1, 25.2 and 25.3, to Council as an Ordinary Member.

26.8 Positions to Council shall be awarded once an existing Ordinary Member has vacated their position, in accordance with these Articles.

26.9 No Ordinary Member of Council can become an employee of the Association.

26.10 Each Ordinary Member of Council acts as a legal director of the Association.

26.11 Ordinary Members of Council are to act as non-executive directors of the Association.

26.12 Each Ordinary Member is entitled to one vote at meetings of the Council.

27.0 Termination and Cessation of Ordinary Members of Council

27.1 At the Annual General Meeting of the Association one third of the Ordinary Members of the Council for the time being, or if less than a multiple of three, then the number nearest one third shall retire from office.

27.2 The Members of the Council to retire in every year should be those who have been longest in office since their last election but as between persons who became members of the Council on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

27.3 An Ordinary Member of Council may terminate their position on Council by providing two (2) weeks written notice to the Secretary of their intention to resign. This resignation will take effect two (2) weeks after the delivery of the notice.

27.4 If the resignation of an Ordinary Member means the total number of Ordinary Members will fall below three (3) Council shall co-opt another member who meets the criteria detailed in Articles 25.1, 25.2 and 25.3.

27.5 The Association may by Ordinary Resolution, of which special notice has been given in accordance with Section 168 of the Act, remove any Ordinary Member of Council notwithstanding anything in these Articles or in any agreement between the Association and such Council Member.

27.6 A person ceases to be a Council Member as soon as:

- a) that person ceases to be a Council Member by virtue of any provision of the Act or is prohibited as being a Council Member by law
- b) a bankruptcy order is made against that person
- c) a composition is made with that person's creditors generally in satisfaction of that person's debts
- d) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Council Member and may remain so for more than three months
- e) by reason of that person's mental health, a Court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have
- f) that person ceases to meet the criteria detailed in Articles 25.1, 25.2 and 25.3.

28.0 Chairman and Deputy Chairman

28.1 Any ordinary member of the Council may stand as Chairman or Deputy Chairman, providing they:

- a) currently sit on the Council
- b) have sat on the Council for at least three (3) years

28.2 If no Chairman or Deputy Chairman has been appointed under these Articles Council shall, at their earliest opportunity, arrange a meeting to appoint a Chairman and Deputy Chairman in accordance with these Articles. Nominations shall be sought from all current Ordinary Members of Council and a vote take place to elect both the Chairman and Deputy Chairman.

28.3 If Council fail to return a Chairman and Deputy Chairman within four (4) months of these Articles being brought into effect an Emergency General Meeting shall be held, in which all members of the Council must resign and the members of the Association must elect a new Council. The newly elected Council shall then have the responsibility of appointing a Chairman and Deputy Chairman as detailed in these Articles. Members of Council resigning under this Article are eligible to stand for re-election.

28.4 The Chairman and Deputy Chairman shall serve a term of five (5) years each. At the end of five (5) years the Chairman shall resign and the Deputy Chairman shall assume the office of Chairman for a five (5) year term.

28.5 If the holder of the office of Chairman ceases to hold the office, in accordance with these Articles, then the Deputy Chairman shall assume the role of Chairman and call a meeting of the Council as soon as practicable to arrange for the election of a new Deputy Chairman. The new Chairman shall serve for a term of five (5) years commencing from the date they assumed office and the new Deputy Chairman shall serve until the end of the Chairman's term.

28.6 If the holder of the office of Deputy Chairman ceases to hold the office, as detailed in these Articles, the Chairman shall call a meeting of the Council as soon as practicable to arrange for the election of a new Deputy Chairman. The new Deputy Chairman shall serve as deputy for the remaining term of the Chairman, at which point they shall assume the role of Chairman and a new Deputy Chairman shall be appointed in accordance with these Articles.

28.7 If Council fail to appoint a Deputy Chairman in accordance with Article 28.5 or 28.6, the Chairman shall have the power to appoint a new Deputy Chairman.

28.8 The Chairman and Deputy Chairman are to form the link between the Council and the committees, employees, advisors and other workers employed by the Association.

28.9 The Chairman shall chair any meeting of the Council. If the Chairman is unable to attend a meeting of the Council, the Deputy Chairman shall chair the meeting.

28.10 Both the Chairman and Deputy Chairman shall act as legal directors of the Association.

28.11 Neither the Chairman nor the Deputy Chairman can become employees of the Association.

28.12 Both the Chairman and Deputy Chairman shall be entitled to one vote each at meetings of the Council. The Chairman, or in his absence the Deputy Chairman, shall have the casting vote.

29.0 Termination and Cessation of the Chairman and Deputy Chairman

29.1 The Chairman must resign after completing their five (5) year term, in accordance with these Articles. At which point they are eligible to stand for election as an Ordinary Member of Council.

29.2 The Ordinary Members of Council may, by a unanimous vote, remove the Chairman and Deputy Chairman from office. If the Ordinary Members of Council call such a vote, neither the Chairman nor Deputy Chairman can vote on the motion. If the motion is passed and the Chairman or Deputy Chairman is removed from office, they shall also be removed from the Council and shall not be eligible for election or to be co-opted until a period of five (5) years have elapsed.

29.3 The Association may by Ordinary Resolution, of which special notice has been given in accordance with Section 168 of the Act, remove either the Chairman or Deputy Chairman notwithstanding anything in these Articles or in any agreement between the Association and such Council Member.

29.4 A person ceases to be the Chairman or Deputy Chairman and a Council Member as soon as:

- a) that person ceases to be a Council Member by virtue of any provision of the Act or is prohibited as being a Council Member by law
- b) a bankruptcy order is made against that person
- c) a composition is made with that person's creditors generally in satisfaction of that person's debts
- d) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Council Member and may remain so for more than three months
- e) by reason of that person's mental health, a Court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have
- f) that person ceases to meet the criteria detailed in Articles 25.1, 25.2 and 25.3.

30.0 Remuneration and Expenses of Members of the Council

30.1 Ordinary Members of the Council shall receive such remuneration as the Voting Members in a General Meeting determine. Such remuneration shall accrue from day to day.

30.2 The Chairman and Deputy Chairman shall receive such remuneration as the Ordinary Members of the Council determine. Such remuneration shall accrue from day to day.

30.3 The Association may pay any reasonable expenses agreed in advance which the Ordinary Members of the Council and the Chairman and Deputy Chairman properly incur in connection with their attendance at; meetings of the Council; meetings of any Association committees, sub-committees or Working Groups; and, any General Meetings.

31.0 Authority Powers and Duties of the Council

31.1 Subject to the Articles and the Act, the Members of the Council are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association, subject to any Rules and Bye-Laws in place.

32.0 Members of the Council may delegate

32.1 Subject to the Articles, the Members of the Council may delegate any of the powers which are conferred on them under the Articles:

- a) to such person or committee or sub-committee of the Council or working groups
- b) by such means (including power of attorney)
- c) to such an extent (merge with d)
- d) in relation to such matters or regions and on such terms and conditions as they think fit

32.2 If the Members of the Council so specify, any such delegation may authorise further delegation of the Members of the Council's powers by any person to whom they are delegated.

32.3 The Members of the Council may revoke any delegation in whole or part, or alter its terms and conditions at any time.

33.0 Committees and Sub-Committees

33.1 Committees or sub-committees to which the Members of the Council delegate any of their powers must follow procedures which are based, as far as they are applicable, on those provisions of the Articles which govern the taking of decisions by Members of the Council.

33.2

- a) membership of each sub-committee shall be approved annually by the Council
- b) sub-committees shall have the power to co-opt additional members with the prior approval of the Council
- c) any sub-committee formed shall in the exercise of the powers so delegated conform to any rules or regulations that may be imposed on it by the Council, act in accordance with any budget approved by the Council

33.3 A committee or sub-committee may generally meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a seventy-five per cent (75%) majority vote of the members of the committee or sub-committee present. Phone, electronic and postal votes shall be included in all votes as though the person is present at the vote.

33.4 A member of a committee or sub-committee shall immediately cease to serve thereon if:

- a) he or she resigns
- or
- b) he or she is removed by Resolution of the Council

34.0 Executive

34.1 Council may from time to time, decide to appoint a Chief Executive Officer. The Chief Executive Office shall be employed on such terms and such remuneration, with powers, authority and responsibilities as determined from time to time by Council.

34.2 No individual who is a member of the Association, or has been a member of the Association within the last ten (10) years can be appointed to the office of Chief Executive Officer.

34.3 Council may from time to time, decide to form an Executive Committee. The Executive Committee shall have such powers and authority as determined from time to time by Council. No Ordinary Member of Council can form a voting member of an Executive Committee if one is formed.

35.0 Administration

35.1 Council may from time to time arrange for the employment of individuals on such terms and remuneration as decided upon from time to time. Council may delegate any powers or authority to such individuals as detailed in Articles 32.1, 32.2 and 32.3.

35.2 No current or past member of the Association can be employed by the Association, unless; ten (10) years has passed since the end of their membership; or, they are to solely provide technical advice to members; or, they are to solely participate in the disciplinary activities as they relate to members.

35.3 No company owned, in whole or in part, by a member can be commissioned by Council to provide services to the Association, unless the company is to provide accountancy, taxation or audit services only to the Association.

36.0 Quorum for Council Meetings

36.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another Council meeting or a General Meeting.

36.2 The Quorum for a Council meeting is to be fixed from time to time by Council, but can never be less than three (3) members.

37.0 Proceedings of the Council

37.1 A Council Member may at any time ask the Company Secretary to summon a meeting of the Council.

37.2 All acts done by any meeting of the Council or of a committee or sub-committee of the Council, or by any person acting as a Council Member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act.

37.3 A resolution in writing, signed by at least all the Council members for the time being entitled to receive notice of a meeting of the Council less one, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held and any such resolution in writing may consist of several documents in like form signed by one or more of such Council members.

37.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

38.0 Members of the Council's Decisions

38.1 The general rule about decision-making by Members of the Council is that any decision of the Council must be passed by at least fifty-one percent (51 %) of all the eligible Members of the Council participating in the meeting, unless otherwise stated in these Articles or in the Rules.

38.2 In accordance with Article 28.12 the Chairman shall have the casting vote, if the Chairman is not present the Deputy Chairman shall have the casting vote.

38.3 A decision may not be taken in accordance with this Article if the eligible Members of the Council would not have formed a quorum at such a meeting.

39.0 Calling a Council Meeting

39.1 Notice of any Council meeting must indicate:

- a) its proposed date and time
- b) where it is to take place
- c) if it is anticipated that Members of the Council participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- d) any motions that are to be voted upon during the meeting
- e) details of any topics which are to be discussed at the meeting

39.2 Notice in writing of a Council meeting must be given to each Council Member.

39.3 Notice of a Council meeting need not be given to Members of the Council who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than seven (7) days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

40.0 Participation in Council meetings

40.1 Subject to the Articles, Members of the Council participate in a Council meeting, or part of a Council meeting, when:

a) the meeting has been called and takes place in accordance with the Articles

and

b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

40.2 In determining whether Members of the Council are participating in a Council meeting, it is irrelevant where any Council Member is or how they communicate with each other.

40.3 If all the Members of the Council participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

41.0 Chairing of Council Meetings

41.1 In accordance with Article 28.9 Council meetings shall be chaired by the Chairman, in the absence of the Chairman the Deputy Chairman shall chair the meeting.

41.2 In the event that the Chairman and Deputy Chairman are to be absent from the meeting the Chairman may, in advance of the meeting, appoint another member of Council to chair the meeting, by notifying the Secretary. This individual shall not become the Chairman as detailed in Articles 28.1 to 28.12, but shall be known as Chairman of the Council Meeting.

41.3 If the Chairman has failed to appoint a chair for the meeting in accordance with Article 41.2, then the members of Council in attendance shall appoint a chair for the meeting from among their number. This individual shall not become the Chairman as detailed in Articles 28.1 to 28.12, but shall be known as Chairman of the Council Meeting.

42.0 Conflicts of Interest

42.1 If a proposed decision of Council, a committee or sub-committee involving the Members of Council is concerned with an actual or proposed transaction or arrangement with the Association in which a Council Member is interested, that Council Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

42.2 This paragraph applies when:

- a) the Association by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Council Member from being counted as participating in the decision-making process
- b) the Council Member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest
- c) the Council Member's conflict of interest arises from a permitted cause

42.3 For the purposes of this Article, the following is a permitted cause: a guarantee given, or to be given, by or to a Council member in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries.

42.4 For the purposes of this Article, references to proposed decisions and decision-making processes include any Council, committee or sub-committee meeting or part of such a meeting.

42.5 For the purpose of this Article if a question arises at a Council, committee or sub-committee meeting as to the right of a Council Member (including the Chairman or Deputy Chairman) who is not acting as the chairman of that meeting to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of that meeting whose ruling in relation to any such Council Member is to be final and conclusive.

42.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of a Council Member who is the chairman of that meeting, the question is to be decided by a majority decision of the other members present at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

43.0 Secretary

43.1 The Secretary shall be appointed for such term, at such remuneration and upon such conditions as the Council may think fit and any Secretary so appointed may be removed by the Council.

43.2 The Secretary must be an Officer of the Association in compliance with the Act.

43.3 No current or former member of the Association can act as the Secretary.

44.0 Honorary Officers

44.1 Council may appoint one or more of their number, or such other person, or persons, who need not be a member of the Association to the office of President, Vice-President or such title as they think fit. The appointment, continuance in office and remuneration (if any) of such honorary officers shall be at the discretion of the Council. Honorary Officers shall not be entitled to attend and vote at meetings of Council or at General Meetings of the Association.

45.0 Indemnity

45.1 Subject to the provisions of the Act, every member of the Council or officer, employee, contractor instructed to act on behalf of the Association as an officer of the Association, or Auditor of the Association shall be indemnified out of the assets of the Association against any loss or liability sustained or incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the Court for liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

45.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

46.0 Insurance

46.1 Council may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Council Member in respect of any relevant loss.

46.2 In this Article:

- a) a “relevant Council Member” means any Council Member or former Council Member of the Association or an associated Association
- b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Council Member in connection with that Council Member’s duties or powers in relation to the Association or any associated Association
- c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

47.0 Accounts and Council’s Report

47.1 The Association’s accounting records shall be kept at its registered office or at such other place in the United Kingdom as the Council thinks fit and must at all times be open to inspection by the Members of the Council, the Auditor or anyone else approved by the Council and other officers.

48.0 Audit

48.1 An Auditor of the Association shall be appointed for each financial year of the Association unless the Council reasonably resolves otherwise on the grounds that audited accounts or independently examined accounts are not required. The remuneration of the Auditors (if appointed) may be fixed by the Council.

49.0 Means of Communication to be Used

49.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

49.2 Subject to the Articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by Members of the Council may also be sent or supplied by the means by which that Council Member has asked to be sent or supplied with such notices or documents for the time being.

49.3 A Council Member may agree with the Association that notices or documents sent to that Council Member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

50.0 Notices

50.1 A notice may be sent or supplied in writing by the Association to any Member:

- a) personally, to his or her registered or nominated business address or office
- b) by post to his or her registered or nominated business address or office
- c) if he or she has no registered or nominated business address or office within the United Kingdom, to the address supplied by him or her to the Association for the giving of notice to them
- d) where the Member has provided the necessary information, via electronic mail to the Member's company secretary or other appropriate and designated person

50.2 If the Association sends or supplies notices by post, the notice shall be deemed to be received three (3) days after the Association properly addresses, prepays and posts the notice.

50.3 If the Association sends or supplies notices personally or by electronic means and the Association proves that such notices were properly delivered/addressed (as applicable), the intended recipient is deemed to have received such notices twenty-four (24) hours after they were sent or supplied.

50.3 If the Association sends or supplies notices by means of a website, the intended recipient is deemed to have received such notices when such notices first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices were available on the website.

50.4 For the purpose of Article 50 no account shall be taken of any part of a day that is not a working day.

51.0 Rules and Bye-Laws

51.1 Council may from time to time make such Rules and Bye-Laws that they deem necessary, expedient or convenient for the proper conduct and management of the Association and its membership. Such Rules and Bye-Laws do not need to be approved by Members at a General Meeting. These Rules and Bye-Laws shall in particular, but without prejudice to the generality of the foregoing, cover:

- i. The process and procedures a prospective member must undergo in order that they might become a member of the Association as detailed in Article 6.6 and 6.8-6.12.
- ii. The definitions detailed in Article 6.3.
- iii. Any additional criteria and tests which prospective members need to meet in order to be admitted as a member as detailed in Article 6.6.
- iv. The Association's disciplinary process as detailed in Articles 6.17, 6.18 and 7.1.
- v. Details of how a member may cease to be a member of the Association in accordance with Article 7.0.
- vi. Details of what actions, or lack of actions, may result in a member being made liable for disciplinary actions under the disciplinary process in accordance with Article 6.17 and 6.18.
- vii. Details of any actions a member must take, or refrain from taking.
- viii. Details of the rules and process involved in applying for a Practising Certificate as detailed in Article 8.0.
- ix. Details of any additional rules and procedures governing the proceedings of the Council and any committees or sub-committees, in so far as these are not governed by these Articles or the Act.
- x. Details of how the Council has delegated any of its powers, including details of any relevant committee and sub-committees as detailed in Articles 32.0.
- xi. How Members must behave when dealing with any Association officials, volunteers, employees, officer or consultants
- xii. The process by which a member, or any other applicable individual, shall have to make payment of any applicable subscriptions, fees, fines and charges

51.2 Nothing in Article 51.1 shall prevent the Association's Council from adding additional items to the Rules and Bye-Laws that they deem necessary, expedient or convenient for the proper conduct and management of the Association and its membership.

51.3 Members in a General Meeting shall have the power to; alter or repeal the Rules and Bye-Laws; and, to make additions or omissions thereto, except whereby to do so would undermine a law, rule or guidance prescribed by government or statutory or voluntary regulatory agreements entered into by the Association.

51.4 Council shall adopt such means as they deem sufficient to bring to the notice of the Members all such Rules or Bye-laws which so long as they shall be in force, shall be binding on all Members of the

Association provided, nevertheless, that no Rule or Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles of Association of the Association.

51.5 Council shall not need approval or consent at a General Meeting to adopt, change, add to, or modify the Association's Rules and Bye-Laws. Unless a change or modification to the Rules would undo any change which Members have made in accordance with Article 51.3.

52.0 Members' Handbook

52.1 From time to time Council may wish to issue additional guidance, or clarification on Rules and Bye-Laws, or upon legislation which affects the Association's membership, or a significant element of the Association's membership. Such guidance can be published in the Members' Handbook.

52.2 The Members' Handbook may also include details of any benefits or services offered to members by the Association.

52.3 No vote shall be needed at a meeting of the Association to create, modify and agree the creation of, or changes to, the Members' Handbook.

