

The Companies Act 2006
Private Company Limited by Guarantee
Articles of Association
Adopted on the 06/09/2019
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 Board of Directors 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 the Board of Directors from time to time

Applicant; is a person applying for membership of the Association

Appropriate Qualification and Experience; shall have the meaning given by Board of Directors 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

Board of Directors; means the Directors of the Association as defined in Article 23

Chairman; means the Chairman of the Association

Chairman of the Association; shall have the meaning given in Article 27

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 Board of Directors from time to time in accordance with Article 6.3

Co-Opted Member of the Board; has the meaning given in Article 29.0

Deputy Chairman; means the Deputy Chairman of the Association

Deputy Chairman of the Association; shall have the meaning given in Articles 27

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 Byelaws, 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

Executive Board Member; means a member of the Board of Directors responsible for the day-to-day management of the Association

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 the Board of Directors 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

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

Non-Executive Board Member; has the meaning given in Article 26.0

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

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 Article 20

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 Byelaws

Rules and Byelaws; means a document authorised by the Board of Directors 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 in 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

Suspended; shall have the meaning given in Article 7

Transfer of Control; shall have the meaning given in Article 4.1

United Kingdom; means England, Scotland, Wales, Northern Ireland 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 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 the Board of Directors
- 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) The Board of Directors 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 and passed as a special resolution

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, unless it is felt by the Board of Directors that changes could be negotiated which are reasonably likely to ensure compliance with Article 4.2.

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

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.

Non-Profit Distribution Clause

5.2 The assets and income of the organisation shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

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 the Board of Directors from time to time in the Association’s Rules and Byelaws
 - ii. has attained the appropriate qualifications and expertise as determined from time to time by the Board of Directors
 - 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 the Board of Directors from time to time, or, is one of a number of Members who have control over an accountancy practice, as defined by the Board of Directors 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 the Board of Directors from time to time in the Association’s Rules and Byelaws
 - 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 the Board of Directors

- c) International Members – which is open to any person who:
 - i. is a fit and proper person, as defined by the Board of Directors from time to time in the Association’s Rules and Byelaws
 - ii. has attained the appropriate qualifications and expertise as determined from time to time by the Board of Directors
 - 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 The Board of Directors 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 Byelaws, 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 Board of Directors may from time to time consider and review the criteria, Rules and Byelaws 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 Board of Directors, through the Byelaws and procedures established by the Board of Directors from time to time, that they meet the criteria for Membership at the time of their application.

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 Board of Directors decides from time to time.

6.10 Upon receipt of the requisite Membership Application Form the Board of Directors, through Rules and procedures established by the Board of Directors 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 Byelaws 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 Byelaws.

6.13 The Board of Directors shall from time to time make Rules for the payment to the Association by Members of any joining fee, fines, charges and subscriptions. The Board of Directors 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 The Board of Directors may from time to time create routes for individuals to become a 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 The Board of Directors 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 the Board of Directors. 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, or by some other mechanism suspend, terminate or impose conditions upon the individual's membership.

6.18 The Board of Directors 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 the Board of Directors from time to time.

- e) the Member is convicted of a criminal offence in the United Kingdom or within any other jurisdiction determined by the Board of Directors 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.

7.4 A Member may have their Membership of the Association Suspended if they:

- a) Fail to respond to a letter, served at the address they have registered with the Association, within ten (10) working days
- b) Fail to provide information and, or, evidence requested to prove they are compliant with relevant laws, regulations, these Articles and the Association's Rules
- c) In accordance with the Association's Rules and Byelaws

7.5 A Member who is Suspended cannot participate in a Meeting of the Association, cannot hold themselves as a Member and cannot participate in any of the benefits afforded to Members.

7.8 The Association must detail in a written notice the terms and reason for any Suspension. This written notice must also contain the terms by which the Suspension will be lifted.

7.9 A Suspended Member shall not be required to reapply as a Member. Any changes to the criteria for Membership shall not apply to a Suspended Member.

7.10 If a Member remains Suspended for a period of more than twelve (12) months, their Membership will be considered to be terminated.

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 the Board of Directors 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 the Board of Directors from time to time.

c) Have completed a sufficient program of continuing professional development, as defined by the Board of Directors from time to time.

d) Provide any other information, or make any declarations, that the Board of Directors require from time to time.

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

8.6 The Board of Directors 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 43, 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 Board of Directors 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 Board of Directors 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 Board of Directors:

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 member of the Board of Directors, to act as Chairman of the General Meeting, this person shall not be the Chairman of the Association as defined in Articles 27.

12.2 If the Chairman of the Association, the Deputy Chairman of the Association and no willing Director is 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 26.

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 Board of Directors
- 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 the member is likely to receive a special benefit and this fact is not known by the other Members present at that Meeting
- c) they are suspended in accordance with Article 7.5

16.2 The right to vote electronically is subject to such requirements and restrictions as the Board of Directors 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 Board of Directors 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 Board of Directors
- 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 Board of Directors 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

22.0 Amendments to Resolutions

22.1 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

22.2 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

22.3 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.

23.0 Members Board of Directors

23.1 The members of the Board of Directors shall consist of all the Directors of the Association.

23.2 The Board of Directors shall consist, at a minimum, of three (3) Executive Board Members and three (3) Non-Executive Board Members.

23.3 The Executive Board Members shall consist of the Chairman of the Association, the Deputy Chairman of the Association and the Company Secretary.

23.4 The three (3) Non-Executive Board Members shall be Practising Members of the Association.

23.5 The Board of Directors may at any time increase from six or decrease to not less than six by co-opting members to the Board of Directors. Such co-opted members may hold the position of either an Executive Board Member or a Non-Executive Board Member as determined by the Board of Directors.

24.0 Methods of Appointing Directors

24.1 Article 23.2 shall apply, such individuals by virtue of their office shall be Directors.

24.2 If there is a vacancy on the Board of Directors, any person who is willing to act as a Director, and is permitted by law and these Articles to do so may be appointed to be a Director:

- a) by Ordinary Resolution, or
- b) by a decision of the Directors, or
- c) in accordance with any procedure established, from time to time, in the Rules and Byelaws

25.0 Eligibility to Sit on the Board of Directors

25.1 All members of the Board of Directors must be permitted by law and these Articles to act as a Director.

25.2 No individual 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 Director until 10 years after expiry of disqualification.

25.3 No individual who has ever been made bankrupt or entered into a voluntary agreement with creditors can become a Director.

25.4 The Board of Directors may offer a member an exemption from Article 25.3, providing that the individual makes an appeal to the Board of Directors in writing.

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

25.6 Any individual who has ceased to be a Member of the Association, or has been Suspended, within the last twenty-four (24) months is prohibited from becoming a Director.

25.7 Any Director who is a Practising Member of the Association must also hold a valid Practising Certificate.

25.8 Corporate entities are not permitted to act as directors of the Association.

26.0 Non-Executive Board Members

26.1 Non-Executive Board Members are to:

- i. bring an independent judgement to bear on issues of strategy, performance and resources including key appointments and standards of conduct
- ii. help promote and represent the Association

26.2 The Board of Directors may authorise the payment of all reasonable expenses to Non-Executive Board Members. Non-Executive Board Members maybe paid a monthly allowance, such an allowance should be agreed at a Meeting of the Members.

26.3 Non-Executive Board Members are selected by the Board of Directors.

26.4 Non-Executive Board Members may serve a term of no more than three (3) years, before resigning. A resigning Non-Executive Board Member may be re-appointed by the Board of Directors.

26.5 The Board of Directors may develop whatever procedure, process or criteria they feel appropriate for the selection of Non-Executive Board Members, providing such procedure, process or criteria is not in contradiction with these Articles or the Association's Rules and Byelaws.

26.6 At least half and no less than three (3) Non-Executive Board Members must be current Practising Members of the Association.

27.0 Chairman of the Association and Deputy Chairman of the Association

27.1 The Chairman of the Association and Deputy Chairman of the Association shall be those individuals holding those positions at the time these Articles are adopted.

27.2 The offices of the Chairman of the Association and Deputy Chairman of the Association must be held by identifiable individuals based in the United Kingdom.

27.3 No one individual may hold, simultaneously, both the office of Chairman of the Association and Deputy Chairman of the Association.

27.4 If no one holds one of the roles detailed in Article 27.1, at the time these Articles are adopted, the remaining Directors may choose to either:

- a) Hold an election of Members eligible to sit on the Board of Directors, to fill the vacant role
- b) Appoint a suitably qualified Member to the vacant role
- c) Arrange a Meeting of the Members of the Association to agree a way forward

27.5 The Chairman of the Association shall serve a term of no more than five (5) years.

27.6 Upon the position of the Chairman of the Association becoming vacant, the Deputy Chairman of the Association shall assume the office. Article 27.5 shall apply from the time that the Deputy Chairman of the Association assumes the office of Chairman of the Association.

27.7 Upon assuming the office of the Chairman of the Association, the Board of Directors is to appoint a new Deputy Chairman of the Association.

27.8 If the Chairman of the Association cannot continue to hold their office by virtue of these Articles or the law, they cease to be a Director of the Association. Article 36 shall apply to the removal of the Chairman of the Association.

27.9 If the Deputy Chairman of the Association cannot continue to hold their office by virtue of these Articles or the law, they cease to be a Director of the Association. Article 36 shall apply to the removal of the Deputy Chairman of the Association.

28.0 The Company Secretary

28.1 The Company Secretary shall be the individual holding the office at the time these Articles are adopted.

28.2 The office of Company Secretary must be held by an identifiable individual based in the United Kingdom and cannot be held by a corporate entity.

28.3 The Company Secretary cannot be the same individual holding the office of Chairman of the Association or, Deputy Chairman of the Association.

28.4 The Company Secretary shall be an employee of the Association and shall not be a current or past member of the Association.

28.5 If no one holds the office of Company Secretary at the time these Articles are adopted, or the office becomes vacant as a result of Article 36, then the Directors shall appoint an individual to the role of Company Secretary.

29.0 Co-Opted Members of the Board of Directors

29.1 Any individual appointed to the Board of Directors in accordance with Article 23.5 shall be known as a Co-Opted Member of the Board, regardless as to whether they are appointed as an Executive Board Member or a Non-Executive Board Member.

29.2 A Co-Opted Member of the Board, regardless of whether they are Executive Members of the Board or Non-Executive Members of the Board, upon appointment shall serve until the next Annual General Meeting of the Association or such time as determined by the Board of Directors, whichever is the shorter.

30.0 Meeting of the Board of Directors

30.1 Any member of the Board of Directors may instruct the Company Secretary to arrange a meeting of the Board of Directors.

30.2 Meetings of the Board of Directors shall be chaired by the Chairman of the Association, unless the Chairman of the Association delegates this role.

30.3 All members of the Board of Directors shall be entitled to receive at least five working days' notice, in Writing, of a meeting of the Board of Directors. Such notice must include:

- a) its proposed date and time
- b) where it is to take place
- c) if it is anticipated that Members of the Board of Directors 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

30.4 Any Director may propose a motion to be discussed and voted upon at a meeting of the Board of Directors.

30.5 Subject to any other provision of these Articles or law, votes shall be carried by a simple majority at meetings of the Board of Directors.

31.0 Quorum for Board of Directors' Meetings

31.1 Unless otherwise stated in these Articles or in law, the only motion which can be voted upon by the Board of Directors where there is no quorum is to arrange another meeting of the Board of Directors.

31.2 The quorum for a Board of Directors' meeting is four (4) and must consist of the Chairman of the Association, the Deputy Chairman of the Association, the Company Secretary and one Non-Executive Board Member.

32.0 Records of Decisions

32.1 Written records of decisions made by the Board of Directors shall be maintained by the Company Secretary and stored at the Association's registered office.

33.0 Directors Remuneration and Expenses

33.1 Subject to any other provision of these Articles any Executive Member of the Board of Directors may undertake any services for the Company that the Board of Directors decides.

33.2 An Executive Member of the Board is entitled to such remuneration as the Board of Directors determine is appropriate and reasonable from time to time. Such remuneration may be awarded for their services as a Director or for any other services to the Association.

33.3 Unless the Director decides otherwise their remuneration accrues from day to day.

33.3 Directors are entitled to claim reasonable expenses when attending meetings of the Board of Directors, meetings of the Association, representing the Association or otherwise engaging in work for the Association.

34.0 Authority Powers and Duties of the Board of Directors

34.1 Subject to the Articles and the Act, the members of the Board of Directors 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 Byelaws in place.

35.0 Members of the Board of Directors may Delegate

35.1 Subject to the Articles, the members of the Board of Directors 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 Board of Directors or working groups
- b) by such means (including power of attorney)
- c) to such an extent
- d) in relation to such matters or regions and on such terms and conditions as they think fit

35.2 If the members of the Board of Directors so specify, any such delegation may authorise further delegation of the members of the Board of Directors powers by any person to whom they are delegated.

35.3 The members of the Board of Directors may revoke any delegation in whole or part, or alter its terms and conditions at any time.

36.0 Termination of a Director's Appointment

36.1 A person ceases to be a Director as soon as any of the following are true:

- a) He ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law
- b) Two-thirds of the Board of Directors vote to remove them at a meeting of the Board of Directors
- c) A bankruptcy order is made against him
- d) A composition is made with his creditors generally in satisfaction of his debts
- e) A registered medical practitioner who is treating him gives an opinion in Writing to the Association that he has become physically or mentally incapable of acting as a Director and may remain so for more than three months and the other Directors resolve that his office be vacated.
- f) By reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have, and the other Directors resolve that his office be vacated, or
- g) Notification is received by the Association from him that he is resigning from office and that resignation has taken effect in accordance with its terms
- h) He dies
- i) His position is term limited in accordance with these Articles

36.2 Termination of a Director's appointment does not affect their employment status or rights.

37.0 Conflicts of Interest

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

37.2 Paragraph 37.1 does not apply when:

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

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

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

37.5 For the purpose of this Article if a question arises at a Board of Directors', committee or sub-committee meeting as to the right of a 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 member is to be final and conclusive.

37.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of a 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.

38.0 Indemnity

38.1 Subject to the provisions of the Act, every member of the Board of Directors, 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.

38.2 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.

39.0 Insurance

39.1 The Board of Directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Board of Director Member in respect of any relevant loss.

39.2 In this Article:

- a) a “relevant Board of Director Member” means any Board of Directors Member or former Board of Director 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 Board of Director Member in connection with that Board of Director 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

40.0 Accounts and Board of Directors' Report

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

41.0 Audit

41.1 An Auditor of the Association shall be appointed for each financial year of the Association, with this appointment approved at a Meeting of the Members. The remuneration of the Auditors (if appointed) may be fixed by the Directors.

42.0 Means of Communication to be Used

42.1 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.

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

42.3 A Director may agree with the Association that notices or documents sent to that Director 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 forty-eight (48) hours.

43.0 Notices

43.1 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

43.2 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.

43.3 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.

43.4 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.

43.5 For the purpose of Article 43 no account shall be taken of any part of a day that is not a working day.

44.0 Rules and Byelaws

44.1 The Board of Directors may from time to time make such Rules and Byelaws that they deem necessary, expedient or convenient for the proper conduct and management of the Association and its membership. Such Rules and Byelaws do not need to be approved by Members at a General Meeting.

44.2 Members in a General Meeting shall have the power to; alter or repeal the Rules and Byelaws; 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.

44.3 The Board of Directors shall adopt such means as they deem sufficient to bring to the notice of the Members all such Rules or Byelaws which so long as they shall be in force, shall be binding on all Members of the Association provided, nevertheless, that no Rule or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in, these Articles of Association of the Association.

44.4 The Board of Directors shall not need approval or consent at a General Meeting to adopt, change, add to, or modify the Association's Rules and Byelaws. Unless a change or modification to the Rules would undo any change which Members have made in accordance with Article 44.3.