

Company Number 3448159

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
New ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on Tuesday 8th September 2015)
OF
CERTIFIED PUBLIC ACCOUNTANTS ASSOCIATION

PRELIMINARY

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

INTERPRETATION AND LIMITATION OF LIABILITY

2 1 In these Articles

“the Act” means the Companies Act 2006,

the “Applicant” means an organisation or person who seeks to be a Member of the Association,

“Articles” means the Association’s Articles of association,

“Association” means Certified Public Accountants Association,

“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 or Northern Ireland which have an effect similar to that of bankruptcy in England and Wales or Northern Ireland,

the “Board” and “Board of Directors” means the Council, and a decision of the “Board” or of “Members of the Board ” means a decision made by the Council,

“Chairman” has the meaning as referred to in Article 17 and 45,

“chairman of the General Meeting” has the meaning given in Article 17,

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association,

“the Company” means the Association,

“the Council” means the Council of man
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"the Council Members" means the Directors,

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

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the Act,

"Regulated Practising Member" means a Member who satisfies the requirements of Article 5(a) of these Articles,

"General Meeting" means a meeting of the Members of the Association,

"Member" has the meaning given in section 112 of the Act The Association shall have the following classes of members

- (i) a Practising Member or
- (ii) a Non-Practising Member or
- (iii) an Overseas Non-Regulated Member

and "Membership" shall be construed accordingly,

"Ordinary Resolution" has the meaning given in section 282 of the Act,

"Non-Practising Member" means a Member who satisfies the requirements of Article 5(b) of these Articles,

"Overseas Non-Regulated Member" means a Member who carries on his or her business outside the United Kingdom and who is not regulated to practice in the United Kingdom,

"participate" in relation to a Council meeting has the meaning given in Article 43 2,

"proxy notice" has the meaning given in Article 26,

"Resolution" means a resolution (either Ordinary or Special), or a resolution under Article 8 2, 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,

"secretary" means any person or persons appointed to perform the duties of the company secretary of the Association,

"Special Resolution" has the meaning given in section 283 of the Act,

"subscription" means an amount pursuant to Article 6(c) payable by a Member as determined by the Council from time to time,

"subsidiary" has the meaning given in section 1159 of the Act,

"United Kingdom" means the United Kingdom of Great Britain and Northern Ireland excluding the Channel Islands and the Isle of Man,

“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, and

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

2.2 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.

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

LIABILITY OF MEMBERS AND DISTRIBUTION OF ASSETS ON WINDING UP

3 The liability of each Member is limited as follows -

- (a) For each Practising Member to £100,
- (b) For each Non-Practising Member to £50,
- (c) For each Overseas Non-Regulated 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

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 to an extent at least as great as is imposed on the Association under or by virtue of clause [4] of the Memorandum 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

OBJECTS

4 The objects for which the Association is registered are -

a) 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 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
- b) 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

MEMBERS

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

Membership shall be of three classes

- (a) *Practising Members* – which is open to any person who -
 - i) is a fit and proper person and

- ii) has attained the appropriate qualifications and expertise as determined from time to time by the Council
 - iii) carries on or is employed by or in an accountancy business or practice in the United Kingdom the Isle of Man and the Channel Islands and who is regulated by the appropriate authorities to practice in the United Kingdom the Isle of Man and the Channel Islands
- (b) *Non-practising Members* – which is open to any person in the United Kingdom the Isle of Man and the Channel Islands who does not carry on or who is not employed by or in an accountancy business or practice and who is not regulated by the appropriate authorities to practice in the United Kingdom the Isle of Man and the Channel Islands but who otherwise would satisfy the qualification of a Practising Member
- (c) *Overseas Non-Regulated Members* – which is open to any person who
- i) carries on or who is employed by or in an accountancy business or practice outside the United Kingdom the Isle of Man and the Channel Islands and who
 - ii) is a fit and proper person and who
 - iii) has attained the appropriate qualifications and expertise as determined from time to time by the Council
- but who is not regulated by the appropriate authorities to practice in the UK the Isle of Man and the Channel Islands

The Council may from time to time consider and review the criteria Bye-laws and Rules applied to the admission of Members and may vary, revoke and amend the same subject to the approval of the Members as provided in Article 64

- 6
- (a) The rights and privileges of a Member shall not be transferable
 - (b) No person shall be admitted to membership of the Association of any class until it has satisfied the Council's Admission Panel that it complies with the Articles
 - (c) 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's Admission Panel from time to time requires and pay a joining fee (if required) or subscription of an amount prescribed from time to time by the Council
 - (d) Upon receipt of the requisite Membership Application Form the Council's Admission Panel shall consider whether the Applicant has met the criteria for the class of Membership sought and if approved it shall admit the Applicant to Membership either as a Practising Member or a Non-Practising Member or an Overseas Non-Regulated Member
 - (e) The Membership Application Form shall incorporate an undertaking that the prospective Applicant for Membership will, if admitted, be bound by the Articles and the Bye-laws and Rules of the Association
- 7
- (a) The Council shall from time to time make Rules for the payment to the Association by Members of any joining fees and subscriptions The Council

shall have power to vary the Rules or make new Rules relating to fees and subscriptions from time to time 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 and subscription between the three Membership classes

- (b) Every Member of the Association shall pay any fees and subscriptions to the Association in accordance with the Rules for the time being in force as aforesaid
- (c) If a Member of the Association fails to pay any fees 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

8 CESSATION OF MEMBERSHIP

8.1 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,
- (b) Upon a member giving at least seven (7) days notice in writing to the Association that it intends to resign its Membership on the expiration of the notice
- (c) the Member dies or ceases to exist
- (d) the member is expelled as a Member by the Disciplinary Appeals Hearing in accordance with the Association's disciplinary procedures

8.2 Any Member ceasing to be a Member under Articles 7(c) and 8.1 shall have no right to the return of the whole or any part of a subscription or other fees paid by it to the Association and shall continue to be liable for all outstanding amounts for the whole of the calendar year in which cessation occurs

PRACTISING CERTIFICATES

- 9
- (a) A Practising Member is required to hold the Association's annual practising Certificate if they either offer services personally or through a firm of which they are a partner or a director (if a limited company or limited liability partnership)
 - (b) A Practising Member who wishes to use the designation "Certified Public Accountant/s" or Associate Certified Public Accountant or Fellow Certified Public Accountant or the designatory initials ACPA or FCPA in connection with offering services as a practising certified public accountant to the general public /business community must be in possession of the Association's valid current practising certificate
 - (c) For a firm, partnership, limited liability partnership or limited company to use the designation Certified Public Accountant/s all the partners or directors/shareholders must be members of the Association and hold a valid, current, practising certificate
 - (d) Practising certificates are issued on an annual basis on the 1st January
 - (e) Applicants for a practising certificate must hold professional indemnity insurance which is adequate for the size of their practice Applications should be made in the manner required by the Council and be accompanied by the appropriate fee in accordance with the Associations' appropriate Rules and Bye-laws
 - (f) Members using the designation "Certified Public Accountant" who do not hold a current valid practising certificate will be subject to disciplinary procedures

ORGANISATION OF MEETINGS OF MEMBERS

Notice of General Meetings

- 10 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

10 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), and

(f) a statement of the right of members to ask questions

11 Notwithstanding Article 59 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

Attendance and speaking at General Meetings

12 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

12 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

12 2 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

12 3 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

- 12 4 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
- 12 5 1 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
- 12 5 2 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, or
 - (c) if it is undesirable in the interests of the Association or the good order of the meeting that the question be answered

Quorum for General Meetings

- 13 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 ten (10) Practising Members

Chairing General Meetings

- 14 1 If the Members of the Council have appointed a Chairman, the Chairman shall chair General Meetings if present and willing to do so
- 14 2 If the Members of the Council have not appointed a Chairman, or if the appointed Chairman is unwilling to chair the General Meeting or is not present within ten minutes of the time at which a General Meeting is due to start -
- (a) the Deputy chairman (if appointed) shall take the chair but if the Deputy chairman is unwilling or unable to do so then the Members of the Council present, or (if no Members of the Council are present), the Practising Members present at the Meeting must appoint a Council Member or a Practising Member to chair the General Meeting, and the appointment of the chairman of the General Meeting must be the first business of the Meeting
- 14 3 The person chairing a General Meeting in accordance with this Article is referred to as “the chairman of the General Meeting”

Attendance and speaking by non-Members

- 15 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

Adjournment

- 16 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
- 16 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, or
 - (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
- 16 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
- 16 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, and
 - (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
- 16 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, and
 - (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
- 16 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

VOTING GENERALLY

- 17 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
- 18 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

VOTES OF MEMBERS

- 19 1 No eligible Member shall be entitled to vote at any General Meeting if either -
- (a) all monies presently payable by it to the Association have not been paid, or
 - (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
- 19 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, and
 - (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

WRITTEN RESOLUTIONS

- 20 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

Errors and disputes

- 21 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
- 1 2 Any such objection must be referred to the chairman of the General Meeting whose decision is final

Poll votes

- 22 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, or

- (b) at a General Meeting, either before a show of hands on that Resolution or immediately after the result of a show of hands on that Resolution is declared
- 22 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
- 22 3 A demand for a poll may be withdrawn if -
- (a) the poll has not yet been taken, and
 - (b) the chairman of the General Meeting consents to the withdrawal
- 22 4 Polls must be taken immediately and in such manner as the chairman of the General Meeting directs
- 22 5 On a vote on a resolution on a poll taken at a General Meeting
- 22 5 1 the votes may include votes cast in advance,
- 22 5 2 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—
- (a) the date of the meeting,
 - (b) the text of the resolution or, as the case may be, a description of the subject matter of the poll,
 - (c) the number of votes cast in favour, and
 - (d) the number of votes cast against
 - (e) the number of abstentions (if counted)
- 22 5 3 The Association must comply with sub-clause 22 5 2 of this article by—
- (a) the end of 16 days beginning with the day of the meeting, or
 - (b) if later, the end of the first working day after the day on which the result of the poll is declared
- 22 5 4 Failure to comply with this clause 22 5 does not affect the validity of—

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

PROXIES Content of proxy notices

- 23 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, and
 - (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
- 23 2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 23 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
- 23 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, and
 - (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

Delivery of proxy notices

- 24 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
- 24 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
- 24 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

24 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

Amendments to resolutions

25 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

25 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

25 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

MEMBERS OF THE COUNCIL

APPOINTMENT OF MEMBERS OF THE COUNCIL

26 1 The minimum number of members of the Council shall be three (3)

26 2 A member of the Council shall be a Practising Member of the Association holding a current practising certificate

AUTHORITY POWERS AND DUTIES OF THE COUNCIL

27 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

Members of the Council may delegate

28 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 by power of attorney),
- (c) to such an extent,
- (d) in relation to such matters or regions, and
- (e) on such terms and conditions

as they think fit

28 2 If the Members of the Council so specify, any such delegation may authorise further delegation of the Members of the Council' powers by any person to whom they are delegated

28 3 The Members of the Council may revoke any delegation in whole or part, or alter its terms and conditions

COMMITTEES AND SUB-COMMITTEES

29 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

30 (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

31 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

32 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

PROCEEDINGS OF THE COUNCIL

- 33 A Council Member may at any time ask the Company Secretary to summon a meeting of the Council
- 34 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
- 35 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
- 36 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

DECISION-MAKING BY MEMBERS OF THE COUNCIL

Members of the Council's Decisions

- 37 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
- 37 2 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

Calling a Council meeting

- 38 1 Notice of any Council meeting must indicate -
- (a) its proposed date and time,
 - (b) where it is to take place, and
 - (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
- 38 2 Notice in writing of a Council meeting must be given to each Council Member
- 38 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

Participation in Council meetings

- 39 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
- 39 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
- 39 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

Quorum for Council meetings

- 40 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
- 40 2 The quorum for Council meetings may be fixed from time to time by a decision of the Members of the Council, but it must never be less than four (4) unless there are less than five (5) Members of the Council, in which case it shall be the number of Members of the Council minus one

Chairing of Council meetings

- 41 1 The Council meetings shall be chaired by the Chairman
- 41 2 If the Chairman is not participating in a Council meeting within ten (10) minutes of the time at which it was to start, the Deputy Chairman shall be chairman of the Council meeting but if no such Deputy Chairman is elected, or if at any meeting the Deputy Chairman is not present within ten (10) minutes after the time appointed for holding the same then the participating Members of the Council must appoint one of themselves to chair the Council meeting

Casting vote in a Council meeting

- 42 The Chairman or Deputy Chairman or other Council Member chairing the meeting shall have a casting vote

Conflicts of interest

- 43 1 If a proposed decision of the Council, a committee or sub-committee involving the Members of the 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

43 2 But if paragraph (3) applies, a Council Member who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes

43 3 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, or

(c) the Council Member's conflict of interest arises from a permitted cause

43 4 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

43 5 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

43 6 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

43 7 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

Records of decisions to be kept

44 The Members of the Council must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Council

Members of the Council's discretion to make further rules

45 Subject to the Articles, the Council may make any rule which it thinks fit about how it takes decisions, and about how such rules are to be recorded or communicated to Members of the Council

TERMINATION AND CESSATION OF MEMBERS OF THE COUNCIL

- 46 1 At the Annual General Meeting of the Association one third of the Members of the Council for the time being or if their number is not three or a multiple of three then the number nearest one third shall retire from office
- 46 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
- 46 3 A retiring Member of the Council shall be eligible for re-election
- 46 4 The Association at the meeting at which a Member of the Council retires in manner aforesaid may fill the vacated office by electing a person therefor and in default the retiring Member of the Council shall, if offering himself for re-election, be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member of the Council shall have been put to the Meeting and lost
- 46 5 Every person intending to stand for office as a member of the Council of Management including a member of the Council retiring by rotation shall be a Practising Member to be eligible for election to the office of member of the Council at any General Meeting and shall not more than 40 days before the date appointed for the meeting send to the registered office of the Association notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose a member of the Association resident in the United Kingdom Isle of Man or Channel Islands for election and also notice in writing signed by that member of his willingness to be elected
- 46 6 The Council shall have the power, at any time and from time to time, to appoint any member of the Association resident in the United Kingdom Isle of Man or Channel Islands to be a member of the Council of Management, either to fill a casual vacancy or as an addition to the existing members of the Council of Management, but so that the total number of members of the Council of Management shall not at any time exceed any number fixed in accordance with these Articles
- 46 7 Any member of the Council appointed by co-option shall hold office until the following General Meeting only The resignation of that post shall be considered as an extra vacancy to those who retire by rotation as required in Articles 46 1 46 2 and 46 4, unless the original post holder was due to resign at the following Annual General Meeting under that Article anyway Any co-opted member asked to resign at a General Meeting shall be eligible to stand for re-election to the Board vacancies that year
- 471 The Association may by Ordinary Resolution, of which special notice has been given in accordance with Section 168 of the Act, remove any Council Member notwithstanding anything in these Articles or in any agreement between the Association and such Council Member

48 2 The Association may by Ordinary Resolution appoint another person in place of a Council Member removed from office under Article 47 1

49 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) Notification is received by the Association from the Council Member that the Council Member is resigning from office, and such resignation has taken effect in accordance with its terms

REMUNERATION OF MEMBERS OF THE COUNCIL

50 1 Members of the Council may undertake any services for the Association that the Council decides

50 2 Members of the Council may receive such remuneration as the Voting Members in General Meeting determine Such remuneration shall accrue from day to day

PAYMENT OF EXPENSES OF MEMBERS OF THE COUNCIL

51 The Association may pay any reasonable expenses agreed in advance which the Members of the Council properly incur in connection with their attendance at -

- (a) meetings of the Council, committees, sub-committees, or
- (b) General Meetings

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association

THE SECRETARY

52 The company secretary shall be appointed by the Council 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 The secretary, if a member of the permanent staff of the Association, shall not be a member of the Council but shall be an officer of the Association in compliance with the Act.

HONORARY OFFICERS

- 53 The 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 other 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 the Council or at General Meetings of the Association other than in their capacity as ordinary members of the Council or as an ordinary member of the Association, should they be members

INDEMNITY

- 54 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
- 54 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

INSURANCE

- 55 1 The 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
- 55 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, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

ACCOUNTS AND COUNCIL'S REPORT

- 56 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

AUDIT

- 57 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

MEANS OF COMMUNICATION TO BE USED

- 58 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
- 58 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
- 58 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

NOTICES

- 59 1 A notice may be sent or supplied in writing by the Association to any Member
- (a) personally to his, her or its registered or nominated business address or office,
 - (b) by post to his, her or its registered or nominated business address or office,
 - (c) if he, she or it has no registered or nominated business address or office within the United Kingdom, to the address supplied by him or her or it to the Association for the giving of notice to them, or
- (d) where the Member has provided the necessary information, via electronic mail to the Member's company secretary or other appropriate and designated person
- 59 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
- 59 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

59 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

59 5 For the purpose of Article 59 no account shall be taken of any part of a day that is not a working day

RULES OR BYE-LAWS

60 The Council may from time to time make such Rules or Bye-laws that they deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing the classes of and conditions of membership Such Rules or Bye-laws shall in particular but without prejudice to the generality of the foregoing regulate -

- (a) The Members of the Association and the rights and privileges of such Members and the conditions of membership and classes of membership and the terms on which Members may apply to join, resign or have their membership terminated and the joining fees, subscriptions and other fees or payments to be made by Members
- (b) The conduct of Members of the Association in relation to one another and to the Association's employees and consultants and voluntary staff (if any)
- (c) The setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes
- (d) The procedures at General Meetings and Meetings of the Council and Committees or sub-committees of the Council insofar as such procedures are not covered by the Articles or by the Act
- (e) Generally all such matters as are commonly the subject of the Association's Rules

61 The Association in General Meeting shall have the power
61 1 to alter or repeal the Rules or Bye-laws and
61 2 to make additions or omissions thereto
except those Rules or Bye-laws prescribed by governmental, statutory or voluntary regulatory agreements entered into by the Association

The 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

I confirm that these Articles are a true copy of the Articles of Association of the Company as amended by a Special Resolution passed by the members on the Tuesday 8th September 2015


Chairman, 8th September, 2015