

Articles of Association

(adopted 18 September 2020)

Company No. 1518983

THE COMPANIES ACT 2006

**Company limited by Guarantee
and not having a Share Capital**

Articles of Association

of

The Association of Accounting Technicians

Incorporated 26 September 1980

(Adopted by special resolution passed on 18 September 2020)

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Articles of Association for a Charitable Company

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

The Association of Accounting Technicians

Company registered in England and Wales (No. 1518983)

1. The company's name is

The Association of Accounting Technicians

(and in this document is called the 'Association')

Interpretation

2. (1) In the articles the words in the following table have the meanings set opposite them:

Words	Meanings
Address	a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Association
Adoption Date	the date of adoption of these Articles
Affiliate	a person registered as an affiliate with the Association
Articles	these Articles of Association and the regulations of the Association from time to time in force
Associate Member	a person who has satisfied the requirements for associate membership of the Association and who has been so admitted to membership of the Association in accordance with the provisions of Article 11(2)
Association	The Association of Accounting Technicians – the company regulated by these Articles
Certificate of Membership	a certificate of membership issued to Members in accordance with Article 14
Chief Executive	the chief executive of the Association appointed by the Council

Words	Meanings
Clear days	<p>in relation to a period of notice means a period excluding:</p> <ul style="list-style-type: none"> • the day when the notice is given or deemed to be given; and • the day for which it is given or on which it is to take effect
Commission	The Charity Commission for England and Wales
Committee	committee, sub-committee, board, panel, working group and other delegated body by whatever name called
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association
Connected Person	<p>a Connected Person is considered to be:</p> <ul style="list-style-type: none"> (i) a child, parent, grandchild, grandparent, brother or sister of a Member of Council; (ii) the spouse or civil partner of a Member of Council or of any person falling within paragraph (i) above; (iii) a person carrying on business in partnership with a Member of Council or with any person falling within paragraphs (i) or (ii) above; (iv) an institution which is controlled: <ul style="list-style-type: none"> • by a Member of Council or any person falling within paragraphs (i), (ii) or (iii) above; or • by two or more persons falling within the above, when taken together ; or (v) a body corporate in which: <ul style="list-style-type: none"> • a Member of Council or any person falling within paragraphs (i), (ii) or (iii) above has a substantial interest; or • two or more persons falling within the above who, when taken together, have a substantial interest.
Co-opted Member of Council	a Member of Council co-opted to such office in accordance with the provisions of Article 45
Council	collectively, the Members of Council at any given time
Deed	a legal document signed, witnessed and delivered to effect a conveyance or transfer of property or to create a legal contract

Words	Meanings
Document	includes, unless otherwise specified, any document sent or supplied in electronic form
Elected Member of Council	a Member elected as a Member of Council in accordance with the provisions of Article 44
Electronic facility	includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Council pursuant to Article 29(3)
Electronic form	has the meaning given in section 1168 of the Companies Act 2006
Electronic means	has the meaning given to it in section 1168 of the Companies Act 2006
Ex-officio	by virtue of their office; to the intent that their membership of Council or of any relevant Committee shall be effective for all purposes except quorum
Fellow Member	a Full Member who has satisfied the requirements for Fellow Membership and been admitted by the Council to the status of Fellow Member
Full Member	a person who has satisfied the requirements for full membership of the Association and who has been so admitted to membership of the Association in accordance with the provisions of Article 11(1)
Honorary Member	a person admitted to membership of the Association in accordance with the provisions of Article 12
Independent Member of Council	a member of Council appointed to such office in accordance with the provisions of Article 43(4)
Licence	a licence to provide self-employed accountancy services issued pursuant to such regulations as are made by Council from time to time for such purposes

Words	Meanings
Member	a person admitted to the membership of the Association in accordance with the provisions of these Articles and including (where the context so permits), a Full Member, a Fellow Member, an Associate Member and an Honorary Member. For the purposes only of the disciplinary powers and procedures of the Association, and Article 4 of the Articles, the term "Member" shall include Students and Affiliates and a firm or company containing Members, as are recognised by the Association for the purposes of or in connection with any statutory or other function or status of the Association. In particular this shall include all compliance monitoring and enforcement whether operated by the Association or the Association in conjunction with any other body. This shall all be set out in the regulations, requirements and contracts as amended from time to time
Members of Council	the directors of the Association from time to time appointed in accordance with these articles who are also charity trustees as defined by section 177 of the Charities Act 2011 and "Member of Council" shall mean any of them
Memorandum	the Association's Memorandum of Association
Month	calendar month
Non-Voting Members	together, Associate Members, Honorary Members, Suspended Members and any other Member who is not a Voting Member
Objects	has the meaning given in Article 4
Office	the registered office of the Association
Officers	the Members of Council and the Secretary (if any)
OSCR	Office of the Scottish Charity Regulator
Register of Members	the register of members to be maintained in accordance with Article 9
Seal	the common seal of the Association
Secretary	the company secretary of the Association appointed by the Council
Student	a person registered as a student with the Association
Suspended Member	a Member whose membership has been suspended in accordance with the provisions of Article 20
United Kingdom	Great Britain and Northern Ireland
Voting Members	together, Full Members and Fellow Members

Words	Meanings
in writing	written, printed, photographed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form or by electronic transmission

- (2) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- (3) Unless the context requires otherwise words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Association.
- (4) Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- (5) A reference to a meeting, shall mean a meeting convened and held in any manner permitted by these Articles, including a general meeting at which some (but not all) those entitled to be present attend and participate by means of electronic facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Companies Act and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.
- (6) References to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly appointed representative) to speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.

Liability of Members

3. (1) The liability of the Members is limited.
- (2) Every Member promises, if the Association is dissolved while he or she is a Member or within twelve months after he or she ceases to be a Member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Association incurred before he or she ceases to be a Member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Objects

4. The Association's objects ("Objects") are specifically restricted to the following:
 - (1) to advance public education and promote the study of the practice, theory and techniques of accountancy; and
 - (2) (a) to prevent crime; and
(b) to promote the sound administration of the law for the public benefit

by promoting and enforcing standards of professional conduct amongst those engaged in accountancy and monitoring and supervising their compliance with money laundering legislation.

Powers

5. The Association has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Association has power:

- (1) to raise funds. In doing so, the Association must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 117 to 123 (inclusive) of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Association must comply as appropriate with sections 124 to 126 (inclusive) of the Charities Act 2011, if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the Association. The Association may employ or remunerate a director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to provide indemnity insurance for the officers in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to apply for, promote, petition for or otherwise support any Act of Parliament, Royal Charter, or other measure for the purpose of attaining the Objects; and
- (13) to petition Parliament and/or to take whatever measures may be necessary to oppose any proposed legislation which prejudicially affect the Objects.

Application of income and property

6. Universal clauses

- (1) The income and property of the Association shall be applied solely towards the promotion of the Objects.

- (2) An Officer:
 - (a) is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association;
 - (b) may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; or
 - (c) may receive an indemnity from the Association in the circumstances specified in Article 73.
- (3) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also an Officer receiving:
 - (a) a benefit from the Association in the capacity of a beneficiary of the Association; or
 - (b) reasonable and proper remuneration for any goods or services supplied to the Association.

Members of Council benefits

- (4) Subject to Article 6(5), no Member of Council nor Connected Person may:
 - (a) buy any goods or services from the Association on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the Association;
 - (c) be employed by, or receive any remuneration from, the Association; or
 - (d) receive any other financial benefit from the Association.
- (5) The restrictions in Article 6(4)(a) shall not apply:
 - (a) to the repayment of out of pocket expenses;
 - (b) to a payment to any company of which a Member of Council holds less than 1% of the share capital. A Member of Council shall not need to account for any benefit arising from such a payment;
 - (c) to any payment made in good faith by the Association to a Member of Council in their capacity as an examiner, lecturer or provider of professional or specialist services to the Association provided that:
 - (i) at no time a majority of the Council benefit under this provision; and
 - (ii) Members of Council withdraw from any meeting at which their remuneration or that of their firm is being discussed; or
 - (d) any payment where the Council obtains the prior written consent of the Commission (and if appropriate OSCR) and fully comply with any procedure(s) prescribed.

Membership

- 7. (1) The subscribers to the Memorandum, and such other persons as shall become Members in accordance with the provisions contained in Articles 11 (Full Members and Associate

Members) and 12 (Honorary Members) shall, subject to these Articles, be the members of the Association.

- (2) For the purpose of registration the Association is declared to consist of an unlimited number of Members.

Categories of Members

8. The membership of the Association shall consist of Full Members, Fellow Members, Associate Members and Honorary Members. The Council may determine the requirements and qualifications for membership, except where they are stated in these Articles, and may create additional categories and/or sub-categories of membership from time to time.

9. The name and address as provided for in Article 14(2) of every Member for the time being shall according to their category and/or sub-category (if applicable) of membership be entered in the Register of Members.

10. President and Vice President deemed to be Full Members

The President and Vice-President shall (if not already Members) be Full Members during the period of their ex-officio service on the Council and shall be deemed to have signed an application in the form specified in Article 11(1)(a) at the commencement of that period.

11. Full Members and Associate Members

No persons shall be admitted (other than the subscribers to the Memorandum and those referred to in Articles 10 and 12) as Members unless and until:

(1) in the case of Full Members:

- (a) they shall have delivered to the Secretary an application in writing signed by them in such form as the Council may from time to time prescribe (either generally or with regard to any particular case or class of cases), and verified and/or supported by such references (if any) and/or written recommendations (if any) as the Council may in its discretion from time to time require;
- (b) they have complied with such requirements as to educational, practical and professional standards as may be prescribed by the Council. Provided that the Council may, in its absolute discretion, provide for the admission to membership of persons who do not fully comply with such requirements; and
- (c) the Council (whose discretion shall in every case be absolute) shall have determined that they be elected as Full Members provided however that if they have not paid the registration or admission fee required under Article 15(1) within two calendar months of being notified of their election as Full Members, the Council may, in its discretion, revoke such election.

(2) in the case of Associate Members:

- (a) they shall have delivered to the Secretary an application in writing signed by them in such form as the Council may from time to time prescribe (either generally or with regard to any particular case or class of cases), and verified and/or supported by such references (if any) and/or written recommendations (if any) as the Council may in its discretion from time to time require;
- (b) they have complied with such requirements as to educational, practical and professional standards as may be prescribed by the Council. Provided that the Council may, in its absolute discretion, provide for the admission to membership of persons who do not fully comply with such requirements; and

- (c) the Council (whose discretion shall in every case be absolute) shall have determined that they be elected as Associate Members provided however that if they have not paid the registration or admission fee required under Article 15(1) within two calendar months of being notified of their election as Associate Members, the Council may, in its discretion, revoke such election.

12. Honorary Members

- (1) The Council shall be entitled to elect as Honorary Members any persons whom in the opinion of the Council it is desirable in the interests of and consistent with the Objects so to elect, even though they may not otherwise be eligible for election in any other category and may not be engaged in the accountancy profession.
- (2) Where in the opinion of the Council it is in the interests of and consistent with the Objects to remove any person from the position of Honorary Member, the Council shall be entitled so to remove such persons from such position. The Council may, but is not required, to determine by regulations the conditions upon which such removal may be effected.
- (3) No Honorary Member shall be entitled to receive notice of or to attend and vote at any general meeting of the Association.

13. Students and Affiliates

The Council may from time to time determine by regulation the conditions upon which persons may become and remain registered Students or Affiliates.

- 14.**
- (1) All Members shall (save where the Council otherwise determines) be entitled to receive a Certificate of Membership. Every such certificate shall remain the property of the Association and all Members shall upon election to membership be deemed, if they have not already done so, to have entered into an undertaking with the Association to return any such certificate to the Association upon cessation of their membership.
 - (2) Each Member shall from time to time notify to the Secretary his or her place of business employment or residence, and such place shall be registered as the address to be entered in the Register of Members and the place so from time to time registered shall, for the purpose of the Acts and these Articles, be deemed their registered address.
 - (3) Neither membership nor any of the rights and privileges of membership shall be in any way either transferable or transmissible.

Registration, Admission Fees and Annual Subscriptions

- 15.**
- (1) Except as otherwise provided by these Articles or by regulations every person shall, as a prerequisite to being admitted to membership of the Association, pay such registration or admission fee as may be prescribed from time to time by the Council and shall further pay an annual subscription for each year following the year of admission to membership.
 - (2) The annual subscription shall be due and payable on such dates and in such amounts as may be prescribed by the Council.
 - (3) The Council may determine different classes or categories of membership and the amount and payment date of their respective subscriptions.
 - (4) The Council may in exceptional circumstances (as to which its decision shall be conclusive) waive or defer payment of the subscription payable by any Member or prospective Member on such terms and for such period as it may determine.
 - (5) No registration or admission fee and no annual subscription shall be payable by an Honorary Member, a subscriber to the Memorandum or an Independent Member of Council. This exemption shall not apply to an Independent Member of Council who is an existing Member in their own right.

List of Members

16. The Council may publish a list of Members and addresses as recorded in the Register of Members, copies of which may be available on payment of such charge, if any, as the Council thinks fit.

Public Register

17. The Council may publish a public Register of Members, Students and Affiliates, or such subset thereof as the Council in its absolute discretion determines. The Council may by regulation determine the eligibility for inclusion on such register.

Distinguishing Letters and Designations

18. (1) The distinguishing letters to be used by a Full Member shall be MAAT except for a Fellow Member when they shall be FMAAT.
- (2) The Council may from time-to-time determine what, if any, distinguishing letters shall be used by Honorary Members, Associate Members (or any sub-category of thereof) and Independent Members of Council.
- (3) The distinguishing letters shall be personal and shall not be used after, or in conjunction with, the name of a firm, business or company.

Resignation

19. Without prejudice to the rights of the Association to recover all sums due from a Member to the Association or to secure the return of all Certificates of Membership relating to such Member, any Member may by giving written notice to the Association at the Office tender his or her resignation of membership of the Association and on its acceptance by the Council, but not until then, he or she shall cease to be a Member.

Arrears of Subscription and other Disqualifications

20. (1) Any Member whose annual subscription (including any part of a subscription and any reduced subscription) is in arrears or any such similar fee due to the Association is in arrears shall, unless the Council otherwise determines (whether by regulations or otherwise) cease to be a Member and cease to be entitled to receive notices as provided for in these Articles and to vote at meetings called thereby after 3 months.
- (2) The provisions of Article 20(1) shall, in the case of Associate Members, be subject to any regulations that Council may from time to time prescribe in connection therewith.
- (3) If any Member shall become bankrupt or make any composition or enter into any formal arrangement with his or her creditors, or become of unsound mind or become a patient under the Mental Health Act, 1983 or equivalent legislation in any other jurisdiction his or her membership shall cease or be suspended in accordance with Article 21 if the Council so determines.
- (4) The annual subscription of any Member which is being paid in accordance with instalment arrangements approved by the Council shall not be deemed to be in arrears.

Disciplinary Powers

21. The Council shall have power to discipline Members, Affiliates and Students for misconduct and for this purpose shall make regulations laying down what constitutes misconduct, how it shall be investigated and adjudicated upon, what duty there shall be to report it and what sanctions (including expulsion from membership and costs) may be imposed where such misconduct is found proved, as well as any matters attendant thereon. The Council shall delegate to such Committees as it thinks fit

(not being Committees comprised of the full Council) the power to investigate and adjudicate upon misconduct and to impose sanctions and costs.

Effect of Cessation of Membership

- 22.** (1) Any person who ceases whether by resignation, expulsion or otherwise to be a Member, Affiliate or Student shall nevertheless remain liable, in relation to their conduct prior to such cessation, to the investigatory, disciplinary and appellate process referred to in Article 21 and to any order made under such process and, without prejudice to the generality of the foregoing, shall pay any fine or costs exacted under such order and all sums due to the Association under such process.
- (2) Any person who ceases to be a Member shall cease to use the Association's distinguishing letters and any designation to which he or she may have been entitled by virtue of membership either personally or on letter headings or elsewhere and shall forthwith return to the Association any Certificates of Membership or Licences of the Association relating to that person.

Reinstatement of Membership

- 23.** The Council may reinstate any person who has for any reason ceased to be a Member on such terms and conditions as the Council in its absolute discretion may decide.

Examinations and Assessments

- 24.** (1) The Council may establish and conduct in relation to the Association such examinations and assessment procedures as the Council may deem appropriate.
- (2) The Council may make, and may from time to time alter, amend or add to, regulations prescribing the examinations and assessment procedures of the Association, the sections into which the examinations and assessments shall be divided, the syllabuses of the subjects contained therein and all other matters incidental to the conduct of the examinations and assessments. Any concessions and exemptions which may be allowed to individuals holding other educational and professional qualifications shall be such as the Council may from time to time determine.
- (3) The Council may from time to time appoint and remove examiners, assistants and providers of professional and specialist services on such terms as to remuneration and otherwise as the Council may think fit.

General meetings

- 25.** The Association must hold an annual general meeting at such time and place as the Council appoints in every calendar year.
- 26.** (1) The Council may call a general meeting, at such time and place as the Council appoints, at any time.
- (2) The Council is required to call a general meeting once the Association has received requests to do so from at least 2% of the Voting Members. The Council must call the meeting within 21 days of the date on which it becomes subject to the requirement and the meeting must be held at such time and place as the Council appoints, not more than 28 days after the date of the notice convening the meeting.

Notice of general meetings

- 27.** (1) The minimum periods of notice required to hold a general meeting are:
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution; and
- (b) fourteen clear days for all other general meetings.

- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Voting Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 34.
- (3) The notice must be given to all Voting Members and to the Council and auditors.
- (4) If the Council determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:
 - (a) include a statement to that effect;
 - (b) specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements; and
 - (c) state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

28. The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.

Proceedings at general meetings

- 29.**
- (1) No business shall be transacted at any general meeting unless a quorum is present.
 - (2) A quorum is 15 Voting Members present (in person or electronically) or by proxy and entitled to vote upon the business to be conducted at the meeting.
 - (3) The Council may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Council) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
 - (a) participate in the business for which the meeting has been convened;
 - (b) hear all persons who speak at the meeting; and
 - (c) be heard by all other persons attending and participating in the meeting,

For the avoidance of doubt, nothing in these Articles authorises or allows a general meeting to be held exclusively on an electronic basis.

- (4) Nothing in these Articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it.
- (5) All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chair to adjourn a general meeting in accordance with the provisions of Article 30(4), any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.

30. (1) If:

- (a) a quorum is not present within thirty minutes from the time appointed for the meeting;
or
- (b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Council shall determine and with such means of attendance and participation (including partly but not wholly by means of electronic facility or facilities), as the chair (or, in default, the Council) may determine.

- (2) The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Voting Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- (4) If during a meeting it appears to the chair that the facilities at the principal meeting place or an electronic facility or facilities or security at any general meeting have become inadequate for the purpose referred to in Article 29(3), or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the chair shall, without the consent of the meeting, interrupt or adjourn the general meeting.
- (5) If, at any general meeting at which members are entitled to participate by means of electronic facility or facilities determined by the Council pursuant to Article 29(3), any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Company shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

- 31.**
- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Council, which shall normally be the President.
 - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Member of Council nominated by the Council shall chair the meeting.
 - (3) If there is only one Member of Council present and willing to act, he or she shall chair the meeting.
 - (4) If no Member of Council is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Voting Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

- 32.**
- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two Voting Members present in person or by proxy and having the right to vote at the meeting.
 - (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
 - (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- (6) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- (7) A resolution put to the vote at a general meeting held partly by means of electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such electronic means as the Council, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates.

33. The chairman may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, and/or from such electronic facility or facilities for attendance and participation to such other electronic facility or facilities. No business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting for which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise, the Voting Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Content of proxy notices

- 34.** (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (a) states the name and address of the Voting Member appointing the proxy;
 - (b) identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Voting 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 it relates.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- (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.
- (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

- 35. (1) A person 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.
- (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.
- (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.
- (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.

Written resolutions

- 36. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible Voting Member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the Office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement.

Votes of Members

- 37. (1) Every Member who is a Voting Member shall have one vote.
 - (2) Non-Voting Members shall not be entitled to receive notice of, nor attend or vote at general meetings.
38. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Members of Council

39. (1) A Member of Council must be a natural person aged 16 years or older.
- (2) No one may be appointed a Member of Council if he or she would be disqualified from acting under the provisions of Article 51.

President and Vice-President

40. (1) There shall be a President and Vice-President of the Association who shall be appointed in accordance with the provisions of Article 41.
- (2) Each President shall hold office and shall serve as an ex-officio Member of Council until the conclusion of the next annual general meeting after he or she assumes such office (notwithstanding that the period between a President's appointment and the next annual general meeting may be greater or less than 12 months).
41. (1) The Members of Council at or before a meeting of the Council held not more than three months before each annual general meeting of the Association shall elect, in accordance with regulations adopted by the Council, one of their number to act as Vice-President from the close of the annual general meeting.
- (2) Such person shall hold the office as Vice-President and shall serve as an ex-officio Member of Council until the conclusion of the next annual general meeting (notwithstanding that the period between a Vice-President's appointment and the next annual general meeting may be greater or less than 12 months) at which time he or she shall cease to hold the office of Vice-President and shall automatically assume the office of President until the conclusion of the following annual general meeting (whenever such meeting is held).
42. Any casual vacancy in the office of President or Vice-President shall be filled as follows:
- (1) in the event of a casual vacancy in the office of President, the Vice-President shall become President; or
- (2) in the event of a casual vacancy in the office of Vice-President a new Vice-President shall be appointed by the Council at a special meeting of the Council called for the purpose.

The Council

43. (1) The Council shall consist of the ex-officio Members of Council, the Independent Members of Council, the Elected Members of Council and the Co-opted Members of Council.
- (2) For the two years following their term of office former Members of Council who shall have served as President for a full term shall be ex-officio Members of Council.
- (3) Ex-officio Members of Council and Co-opted Members of Council shall have the full rights of Elected Members of Council.
- (4) Subject to Article 43(5) the Council shall at all times be entitled to appoint up to six persons to be Members of Council (each an Independent Member of Council) and may from time to time revoke such appointment. An Independent Member of Council is not required to be a Member. A Member may be appointed as an Independent Member of Council.
- (5) Any Member of Council who, immediately before the Adoption Date was a nominated member of Council (in accordance with the articles of association in force immediately prior to the Adoption Date) shall continue in office as a Member of Council (and shall be deemed to be an Independent Member of Council) until the conclusion of the annual general meeting in 2018 (and the maximum permitted number of Independent Members of Council shall, to the extent required, be increased accordingly). The number of Independent Members of Council that may be appointed by the Council under Article 43(4) shall, until the conclusion of the annual general meeting in 2018, be correspondingly reduced by the number of Members of Council that continue in office in accordance with this Article.

44. (1) The number of Elected Members of Council at the Adoption Date shall be not more than 18. After the Adoption Date, Elected Members of Council shall retire in accordance with the procedure set out in Article 44(3)(d). No nominations for election of Elected Members of Council shall be accepted in respect of any annual general meeting after the Adoption Date until the number of Elected Members of Council has been reduced to 10 or less. Thereafter no nominations for the election of Elected Members of Council shall be accepted which would result in the number of Elected Members of Council following conclusion of the relevant annual general meeting exceeding ten.
- (2) In the period from the Adoption Date until the annual general meeting of the Association to be held in 2020 the Council shall be entitled to determine the term of office of new Elected Members of Council. The term of office of such new Elected Members of Council shall be such period (not exceeding four years) as the Council may, in its absolute discretion determine, in order to ensure that, following the reduction of the number of Elected Council Members to 10, the requirement in Article 44(3)(d) for Elected Members of Council to retire after three years would result (on the assumption such Elected Members of Council served their full term of office) in either three or four Elected Members of Council retiring each year.
- (3) Elected Members of Council shall be elected in accordance with regulations prescribed by the Council subject to the following:
- (a) persons seeking nomination for election must be Full Members or Fellow Members (for the avoidance of doubt, Non-Voting Members are not eligible for election);
 - (b) nominations for election to the Council shall be made by delivery to the Office of a statement in such form as may be prescribed by the Council from time to time under the hand of the person proposed for election of their willingness to be elected to the Council;
 - (c) voting shall be by way of ballot by post or such other means of communication as the Council may approve pursuant to Article 69 and Article 70. The counting of votes for nominees shall be completed not less than 48 hours before the annual general meeting and shall be announced by the chairman at the meeting;
 - (d) Elected Members of Council elected in the foregoing manner shall (subject to Article 44 (2)) take office for a period of three years or such shorter period as mentioned in (e) below immediately following the conclusion of the annual general meeting at which their election is announced subject to Articles 42, 48 and 51; and
 - (e) in the event that there is a vacancy in the Council arising as a result of the retirement of an Elected Member of Council for whatever reason prior to the completion by them of their term of office in accordance with Article 54, the Council shall determine by regulation which Voting Member shall fill the vacancy so created and the period for which he or she shall serve.
- (4) No Elected Member of Council shall be entitled to hold office following service of an aggregate of 9 years upon Council as an Elected Member of Council and/or Independent Member of Council. For these purposes a period of service shall:
- (a) commence either at the conclusion of the annual general meeting of the Association at which the Member's first election to Council is announced or upon first appointment in accordance with Article 43(4) whichever is the earlier; and
 - (b) exclude period(s) of less than one year in total in which the Member of Council fills a casual vacancy.

Subject to Article 48 an Elected Member of Council at the conclusion of a 9 year period of service as determined under this Article 44 is eligible to serve second and subsequent periods of 9 years provided a break of at least 2 years occurs between each 9 year period.

Co-opted Members of Council

45. (1) The Council may at any time appoint any person considered suitable by the Council to be a Co-opted Member of Council provided that there shall not at any time be more than two Co-opted Members of Council.
- (2) A Co-opted Member of Council shall retain their office until the conclusion of the next annual general meeting following their co-option but shall be eligible for co-option for a further period or periods.
46. Any casual vacancy in respect of Elected Members of Council may be filled by the Council, but any person so appointed shall retain his or her office only until the next following annual general meeting of the Association and shall then retire but be eligible for re-election.
47. No remuneration shall be payable to Members of Council in respect of their services as Members of Council but the Council may pay any reasonable expenses incurred by them in or about their duties as Members of Council and any remuneration payable to them in the other capacities permitted by Article 6.
48. No Member of Council shall be required to vacate office solely by reason of age.

Powers of the Council

49. (1) The affairs of the Association shall be managed by the Council which may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Companies Acts or by these Articles required to be exercised or done by the Association in general meeting, or to be delegated by the Council to the Chief Executive or to Committees, subject nevertheless, to the provisions of the Companies Acts.
- (2) Without prejudice to the generality of the foregoing the Council may make and from time to time alter, revoke or add to rules, regulations and bye-laws (not being inconsistent with any provision of these Articles) relating to the Association and its affairs as from time to time the Council may decide.
50. The Members of Council may act despite any vacancy in their body; provided always that in case the Members of Council shall at any time be or be reduced in number to less than nine, it shall in either case be lawful for them to act as the Council only for the purpose of admitting persons to membership of the Association, filling vacancies in their body, or of summoning a general meeting, but not for any other purpose.

Disqualification of Members of Council

51. The office of a Member of Council shall be vacated if:
- (1) being an Elected Member of Council, he or she ceases for any reason to be a Member;
 - (2) being an Independent Member of Council, the Council resolves that he or she be removed as a as a Member of Council;
 - (3) a bankruptcy order is made against him or her;
 - (4) a composition is made with his or her creditors generally in satisfaction of his or her debts;
 - (5) he or she is disqualified from acting as a director;
 - (6) a medical practitioner who is treating him or her gives a written opinion to the Council stating that he or she has become physically or mentally incapable of acting as a Member of Council and may remain so for more than three months;

- (7) by reason of his or her mental health, a court makes an order which wholly or partly prevents him or her from personally exercising any powers or rights which he or she would otherwise have;
- (8) he or she is suspended or expelled from membership of the Association;
- (9) by notice in writing to the Association, he or she resigns their office;
- (10) he or she shall become prohibited by law from acting as a Member of Council;
- (11) being an elected Member of Council or an Independent Member of Council, he or she shall have failed as at the date of an annual general meeting to have attended at least half the meetings of the Council held during the preceding year or such lesser period for which they have been in office, unless the Council shall by resolution approve the reason for such failure to attend; or
- (12) the Council resolves by a majority of not less than 75% of the Members of Council who are present at the relevant meeting that he or she has committed a serious breach of the Association's Code of Conduct for Council Members,

provided that until an entry of the vacating of office by a Member of Council under one of the paragraphs of this Article shall be entered in the minutes of Council his or her acts as a Member of Council shall be effectual.

Retirement and Election of Members of Council

52. Subject to Article 44(2), Elected Members of Council shall retire from office either: (i) at the end of the annual general meeting of the Association in the third year after their election; or (ii) at the end of such other term of office for which they were elected.

Proceedings of the Council

- 53.**
- (1) The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. If so decided by Council and subject to any regulations which it may make, all or any of the Members of Council may participate in a meeting of Council by means of a conference telephone or any other communication equipment which allows all Members of Council participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place at the place at which such meeting was convened by the notice of the meeting.
 - (2) A quorum of Council shall be one-third of the Members of Council.
 - (3) Each Member of Council shall have one vote and questions arising at any meeting of Council or a Committee of Council shall be decided by a majority of votes.
 - (4) In case of an equality of votes the President or whoever is in the chair shall have a second or casting vote.
 - (5) Subject to Article 53(6) any Member of Council who believes he or she has a conflict of interest with any matter under discussion must:
 - (a) declare the interest at the commencement of the meeting, or at any time during the course of the meeting when he or she identifies the conflict arises;
 - (b) withdraw from the meeting for that item after providing any information requested by the chairman of the meeting;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) be absent during the vote and have no vote on the matter.

(6) After withdrawal of a Member of Council under Article 53(5), the remaining Members of Council, being quorate may resolve to invite such Member of Council to rejoin the meeting if the other Members of Council believe it is in the best interest of the Association so to do for the purpose of:

(a) participating in the discussion and/or vote; or,

(b) disclosing to a third party information confidential to the Association,

provided that a Member of Council or Connected Person with a conflict does not receive any material benefit from the Association; and refrains from taking any steps to remove the conflict.

54. On the request of not less than four Members of Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon all Members of Council.

55. The President shall preside at all meetings of the Council at which he or she shall be present, but if at any meeting they are absent or unable to preside, then the Vice-President, if present and able to preside, shall preside and in the absence or inability of the Vice-President, the Members of Council present shall choose one of their number to be chairman of the meeting.

56. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Council generally.

57. (1) The Council may delegate any of its powers, duties or functions either to the Chief Executive (who need not be a Member of Council), to the President or to Committees consisting (subject to the requirements of Article 21 and the regulations made under Article 21) of such Members of Council and other persons whether or not Members as they think fit, and any Committees so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on them by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council and the proceedings of the Chief Executive shall be governed by the provisions of these Articles for regulating proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Any such Committee may by resolution co-opt as a member of the Committee any person who is considered suitable for such period as the Committee may decide.

(2) The President and Vice-President shall be ex-officio members of all the Council's Committees, sub-committees and working groups except the Audit and Assurance Board and those delegated with disciplinary powers under Article 21.

(3) The Council may entrust to and confer upon any Member of Council (including the President or Vice President) any of its powers, authorities and discretions (with power to sub-delegate) on such terms and conditions as it thinks fit and may revoke or vary all or any of them, but no person dealing in good faith shall be affected by any revocation or variation.

58. All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting in their capacity as a Member of Council, shall, even though it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of Council.

59. A resolution in writing signed by all the Members of Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it has been passed at a meeting of the Council or of such Committee convened and constituted. Such resolution may consist of more than one document and may be transmitted by delivery, post, facsimile, e-mail or otherwise in such form as the Council may approve.

Secretary

- 60.** A Secretary shall be appointed by the Council for such time, and shall, subject as provided in Article 6, be paid such remuneration and shall serve upon such conditions as the Council may think fit, and any Secretary may be removed by the Council. The Council may from time to time appoint a deputy or assistant Secretary, and any person so appointed may act in place of the Secretary for such purposes as the Council may determine.

Execution of Deeds

- 61.** Deeds shall be executed by the Association only with the express or delegated authority of the Council and may be so executed either:

- (1) under the Seal with the attestation of two Members of Council or one Member of Council and the Secretary; or
- (2) without the Seal but with the signatures of two Members of Council or one Member of Council and the Secretary,

and in favour of any purchaser or person bona fide dealing with the Association execution in such form shall be conclusive evidence of due execution.

Minutes

- 62.** The Council must keep minutes of all:

- (1) appointments of officers made by the Council;
- (2) proceedings at meetings of the Association; and
- (3) meetings of the Council and Committees of the Council including:
 - (a) the names of the Members of Council present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

- 63.** Minutes of meetings shall be sufficient evidence of all business transacted at the meetings when signed by the chairman of the meeting or the chairman of the next following meeting.

Accounts

- 64.** (1) The Council must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Council must keep accounting records as required by the Companies Acts.
- (3) Subject to the above, no Member or other person shall have any right of inspecting any other account or book or document of the Association except as conferred by the Statutes or otherwise required by law.
- 65.** At the annual general meeting in every year the Council shall lay before the Association an income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a balance sheet made up as at the same date. Each such balance sheet and income and expenditure account shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall comply with any statutory requirements for the time being in force and may be in such abbreviated or summary form as the law may permit) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date

of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are directed to be served.

Financial Year

- 66.** Unless and until otherwise determined by the Association in a general meeting, the financial year of the Association shall begin on the 1st April in each year and shall end on the 31st March of the following year.

Audit

- 67.** (1) The Auditors of the Association for the time being shall audit the accounts of the Association for presentation at each annual general meeting in fulfilment of the Council's duties under the Companies Acts.
- (2) The Auditors shall be elected at each annual general meeting to hold office until the conclusion of the next annual general meeting and their remuneration fixed in accordance with the Companies Acts. None of the following persons shall be eligible for appointment as Auditors:
- (a) a Member of Council or an official or employee of the Association; or
 - (b) a person who is a Connected Person of a Member of Council, an official or an employee of the Association.

Means of communication to be used

- 68.** (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 Companies Acts provide 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.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a Member of Council in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Member of Council has asked to be sent or supplied with such notices or documents for the time being.
- 69.** Any notice to be given to or by any person pursuant to the Articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.
- 70.** (1) The Association may give any notice to a Member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - (c) by leaving it at the address of the Member;
 - (d) by sending or supplying the notice or other document or information by electronic means to such address (if any) as may for the time being be notified to the Association by or on behalf of the Member for that purpose generally or specifically (or as may be deemed by a provision in the Companies Act to have been specified for that purpose); or
 - (e) by making it available on a website, provided the requirements in Article 70(3) are satisfied.

- (2) A Member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- (3) The requirements referred to in Articles 70(1)(e) are that
 - (a) the Member has agreed (generally or specifically) that the notice, document or information may be sent or supplied to him by being made available on a website (and has not revoked that agreement), or the Member has been asked by the Association to agree that the Association may send or supply notices, documents and information generally, or the notice, document or information in question, to him by making it available on a website and the Association has not received a response within the period of 28 days beginning on the date on which the Association's request was sent and the Member is therefore taken to have so agreed (and has not revoked that agreement);
 - (b) the Member is sent a notification of the presence of the notice, document or information on a website, the address of that website, the place on that website where it may be accessed, and how it may be accessed ("notification of availability");
 - (c) in the case of a notice of meeting, the notification of availability states that it concerns a notice of a meeting, specifies the place, time and date of the meeting, and states whether it will be an annual general meeting; and
 - (d) the notice, document or information continues to be published on that website, in the case of a notice of meeting, throughout the period beginning with the date of the notification of availability and ending with the conclusion of the meeting and in all other cases throughout the period specified by any applicable provision of the Companies Acts, or, if no such period is specified, throughout the period of 28 days beginning with the date on which the notification of availability is sent to the Member, save that if the notice, document or information is made available for part only of that period, then failure to make it available throughout that period shall be disregarded where such failure is wholly attributable to circumstances which it would not be reasonable to have expected the Association to prevent or avoid.
- (4) For the avoidance of doubt, the provisions of this Article 70 are subject to Article 28.
- (5) The Association may at any time and at its sole discretion choose to give, send or supply notices, documents and information only in hard copy form to some or all Members.

71. A Member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- 72.**
- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
 - (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 72 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 72 hours after it was sent.
 - (4) The Council may from time to time issue, endorse or adopt terms and conditions relating to the act of communication by electronic means or by means of a website for the sending or supply of notices, proxy appointments and other documents or information by or to the

Association (whether authorised or required to be sent or supplied by the Companies Acts or otherwise) to or by a Member, or to or by any person entitled to enjoy or exercise all or any specified rights by a Member in relation to the Association.

Indemnity

- 73.** (1) The Association shall indemnify any relevant officer against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a “relevant officer” means any Officer or former Officer.

Dissolution

- 74.** (1) The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the Members, the Council may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Association be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Association be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 74(1) is passed by the Members or the Council the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission.
- (4) Nothing in these Articles shall authorise an application of the property of the Association for purposes which are not charitable in accordance with the section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

The Association of Accounting Technicians

Company registered in England and Wales (No. 1518983)

Names of the original subscribers to the Memorandum and Articles of Association on incorporation

Name of each subscriber	Authentication by each subscriber
-------------------------	-----------------------------------

J Baggott

J E Bell

R P Crout

P R Dallow

G E Daniel

Miss K M Davidson

E J Gilliland

M G Harvey

P T Hobkinson

M G Lickiss

A B Sainsbury

H A V Wilson

Dated: 23 June 1980

witness to the above signatures:

E A Ryan

The Association of Accounting Technicians

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