

MEMORANDUM

THE COMPANIES ACTS 1985 – 2006

Company limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

THE ASSOCIATION OF INTERNATIONAL ACCOUNTANTS

For definitions see Article 1 of the Articles of Association.

1. The name of the Company is 'THE ASSOCIATION OF INTERNATIONAL ACCOUNTANTS'.
2. The registered office of the Company is situated in England.
3. The objects for which the Company is established are:
 - (1) To provide an International Organisation for Accountants in all parts of the world in order to secure for them a definite and recognised professional status, to safeguard and advance their interests, to take such steps as may be deemed necessary to promote greater general efficiency and to impose through supervision of the members or otherwise the observance of proper professional conduct.
 - (2) To provide the means whereby the members can practise as accountants in the United Kingdom or elsewhere in accordance with any relevant statutory legislation or other requirement whether enacted or demanded in the United Kingdom or elsewhere.
 - (3) To provide the means to regulate and to monitor the conduct and efficiency of members who are practising as accountants in the United Kingdom or elsewhere in the world so as to maintain proper professional standards in the profession of accountancy.
 - (4) To inaugurate a system of requiring accountants who have obtained professional qualifications in countries outside the United Kingdom to acquire such additional qualifications as may be deemed necessary to practise the profession of accountancy within the countries of the United Kingdom as a condition precedent to their obtaining Membership of the Company, and to encourage and facilitate the adoption of the same or similar systems by sister branch organisations in other countries.
 - (5) To provide means of testing the qualifications of candidates
 - (a) for admission to Membership of the Company; and
 - (b) for recognised professional qualifications under the Companies Act 2006 or any other similar enactment or requirement in respect of accountants practising outside the United Kingdom by examination in the theory and practice of accountancy and cognate subjects, and to issue certificates of competency, prizes, medals, scholarships, or rewards to successful candidates so as to enable the members to act as accountants;

- (c) for qualification through the Association's Professional Examinations in the Qualifications and Credit Framework (QCF), or by other qualifications offered by the Association based upon a specific accountancy discipline or disciplines;
- (d) or any other qualifications.
- (6) To hold conferences and meetings for the discussion of accountancy matters and duties, the reading of papers and the delivery of lectures, to issue copies or abridgements of papers, lectures, records and other memoranda, to instil a high standard of professional ability by means of the periodical issue of the Journal of the Company and generally to disseminate professional accountancy knowledge, with a view to improving and raising the status of the accountancy profession, and of members of the Company in particular.
- (7) To promote the professional development of the members.
- (8) To form a library or libraries for the use of members and Students.
- (9) To act as treasurer and distributor of any benevolent fund or funds which may be raised for the purpose of affording financial assistance to necessitous persons who are or have been members of the Company and to any of the dependent kindred of deceased members in necessitous circumstances, and to make contributions out of the income of the Company from time to time to such benevolent fund or funds.
- (10) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (11) To borrow and raise money for the purposes of the Company in such manner as may be thought fit.
- (12) To invest any monies of the Company not immediately required for any of its objects in such manner as may from time to time be determined.
- (13) To sell, manage, lease, mortgage, dispose of; or otherwise deal with all or any part of the property of the Company as may be deemed expedient with a view to the promotion of its objects.
- (14) To purchase, lease, rent, hold or dispose of any buildings to be used as an institute, college or lecture rooms, or any other property, real or personal, for the advancement of the above objects or any of them.
- (15) To establish and support and to aid in the establishment and support of any other association formed for all or any of the objects of the Company.
- (16) To amalgamate with any other association or associations having objects in whole or in part similar to those of the Company.
- (17) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, superannuation funds and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business, or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or any other exhibition or for any public, general or useful object.

- (18) To procure that if; upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of this Company, to be determined by the members of the Company, at or before the time of dissolution, or in default thereof; by such Judge of the High Court as may have or acquire jurisdiction in the matter.
- (19) To apply, petition for, or promote any Act of Parliament, Royal Charter or other authority with a view to the attainment of the above objects or any of them.
- (20) To do all other such lawful things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever, by way of profits to the members of the Company, provided that nothing herein shall prevent the payment or remuneration in good faith to any officers or servants of the Company or to any member of the Company or other person in return for any services actually rendered to the Company, nor prevent the payment of interest on money borrowed from any member of the Company or other source at such rate as the Company shall from time to time determine.
5. The Company may take over existing liabilities of any Institute which it may acquire and may likewise take over and hold for its own use the assets of any such Institute.
6. True accounts shall be kept of all money received and expended by the Company and of its property Real and Personal, its credits and liabilities and once at least in each year accounts shall be examined and audited.
7. Every person who shall be admitted to the Company as a member undertakes to contribute to the assets of the Company in the event of same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted prior to the time at which he ceases to be a member and the costs, expenses and charges of any such winding up of the Company and for the adjustment of the rights of contribution, if any, amongst themselves, such amounts as shall be required upon such winding up but not exceeding a sum of fifty pence per member.
8. The liability of members is limited.
9. The Company shall maintain policies and/or plans:

 - (1) To identify and manage business risk;
 - (2) To mitigate, and as far as possible correct, any incident/disturbance having the potential for adverse effect on Members or Students; and
 - (3) To prioritise, as far as reasonable and possible, the interests of Students, as regards continuity of study and examination, in the event that the Company is acquired by, or merged with, another organisation, (or in the event that it is wound up).
 - (4) To investigate complaints and where appropriate to impose disciplinary sanctions on students, members, affiliates, study providers and other contracted persons.

ARTICLES

THE COMPANIES ACTS 1985 – 2006

Company limited by Guarantee and not having a Share Capital

THE ASSOCIATION OF INTERNATIONAL ACCOUNTANTS

ARTICLES OF ASSOCIATION

PRELIMINARY

INTERPRETATION

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

DEFINITIONS

Words

Meanings

Academic Fellow Member

A person experienced in the fields of academic study or teaching relevant to the profession or practice of accountancy who should have been appointed in the least to a position equivalent of a lecturer at a tertiary educational establishment.

the Act of 2006

The Companies Act, 2006 to the extent in force from time to time.

the Acts

The Companies Act, 1985, 1989 and 2006.

Affiliated Member

A person elected to be a member of the Association by the Council, and who has satisfied the Council that he has for not less than five years held office or been employed in a field of work related to accountancy and has been educated to at least a standard equivalent to an accounting technician.

Appellant

A Member or an Elected Member, a Firm, or Student who appeals against a decision of the Disciplinary Committee.

application

In respect of an application for a Practising Certificate means an application either for the first grant of such certificate or for the renewal thereof and “apply” shall be construed accordingly.

the Association

The Association of International Accountants.

Audit	The audit required to be carried out by a qualified statutory auditor of companies and other entities by statute or otherwise.
the Chief Executive	The Chief Executive of the Association appointed by the Council, or the person acting in that capacity by the direction of the Council.
Code of Ethics	The Code of Ethics adopted by the Association for the time being in force.
Companies Acts	The Companies Acts applicable to the United Kingdom.
Company Secretary	The Company Secretary appointed by the Council.
Complaint	A complaint, allegation or matter of concern made against a Member, an Elected Member, or Firm or Student including without prejudice to the generality of the foregoing, issues of performance and compliance with standards and related matters.
Complaints Reviewer	A person appointed to review a complaint referred to him in accordance with Article 78.
Consent Orders	Orders by the Investigations Committee following a complaint which is dealt with by agreement between the Complainant and the Respondent whether through conciliation or other dispute resolution mechanism.
Continuing Professional Development	Ongoing educational training in accountancy and audit and related issues.
the Council	The Council for the time being of the Association.
Elected Member	Academic Fellow Member, Affiliated Member and/or Honorary Member.
Electronic	Has the same meaning as in the 2006 Act.
Electronic Address	Any number or address used for the purposes of sending or receiving notices, documents or information by electronic means.
Electronic Form	Has the same meaning as in the 2006 Act.
Firm	A sole practitioner, partnership or a corporate practice which engages in the profession of accountancy.
Honorary Member	A person who the Council considers has contributed service of particular merit to the Association or the profession of accountancy.
IAASA	The Irish Auditing and Accounting Supervisory Authority.

Independent Examiner	Members of the Association who are eligible and permitted to prepare accounts and provide reports to accounts of charities under the Charities Act 2011.
industry and commerce	The administration of organisations of whatever kind engaged in industrial and commercial activities of every type including the nationalised industries; the decision of the Council as to whether or not a person is engaged in industry or commerce shall be conclusive.
Irish Companies Acts	The Companies Acts applicable to the Republic of Ireland.
Member	A Member of the Association being a Fellow or Associate Member.
month	Calendar month.
office	The registered office of the Association.
Ofqual	The Office of Qualifications and Examinations Regulation.
Orders	Orders made in disciplinary proceedings by the Investigations, Disciplinary or Appeal Committees.
Part 42	The provision of Part 42 of the Act of 2006
these presents	These Articles of Association.
Prescribed Accountancy Body	A body of accountants prescribed under section 48(1)(a) of the Republic of Ireland Companies (Auditing and Accounting) Act 2003 for the purposes of that Act as relating to the role of IAASA.
public practice	Practice as a public accountant, including in the UK acting as Independent Examiner for the purposes of the Charities Act 2011 whether in the capacity of sole principal, in partnership or through the medium of a body corporate or otherwise and “practising” as applied to an accountant shall have the same connotation.
public service	The administrative organisations of central, regional or local government and all public bodies of a non-industrial character; the decision of the Council as to whether or not a person is engaged in the public service shall be conclusive.
Practising Certificate	A certificate issued to a Member by the Association authorising him to engage in public practice.
UK Practising Certificate	A certificate issued to a Member by the Association authorising him to engage in public practice in the UK including acting as an Independent Examiner.
QCF	Qualifications and Credit Framework.

Recognised Professional Qualification	A professional qualification in accountancy awarded by a body recognised as authorised to make such awards in the United Kingdom.
Recognised Supervisory Body	An accountancy body established under the Companies Acts for the purpose of registering and supervising qualified statutory auditors practising in the UK.
the Register	The Register of members of the Association.
report work	Work undertaken by an Independent Examiner.
Respondent	A recipient of a Complaint whether that recipient is a Member, Elected Member, Firm, or Student.
Seal	The Common Seal of the Association.
Secretary	The person appointed pursuant to Article 81.
Senior Accountant	An accountant or auditor who has been employed as an accountant in public practice in industry or commerce or occupied a professional position which in the opinion of the Council is equivalent thereto.
Statutory Auditor	A person or firm appointed as auditor under Part 16 of the Act of 2006 or as otherwise defined under section 1210 of that Act.
Student	A person for the time being registered as a Student with the Association, including those following the QCF route, in accordance with these presents.
in writing	Written, printed or lithographed, photocopied or partly one and partly another, and other modes of representing or reproducing words in a visible form and documents sent or supplied in electronic form or made available on a website are “in writing” for the purposes of these Articles.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Any reference to a specific statute includes any statutory extension or modification or re-enactment of such statute and any bye-laws regulations orders made thereunder.

Subject as aforesaid, any words or expressions defined in an Act or any statutory modifications thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

NUMBER OF MEMBERS

3. The Association is declared to consist of an unlimited number of Members.

MEMBERSHIP

4. The members of the Association shall be the present Members and Elected Members and such other persons as shall be admitted to membership upon the terms and conditions contained in these presents.

CLASSES AND CATEGORIES OF MEMBERS

5. There shall be five classes of members viz: Fellows, Associates, Affiliates, Academics and Honorary Members. The classes of Fellows and Associates shall each be divided into two categories, (1) namely those members qualified to engage in public practice (2) and those members not so qualified, known as Members. The Affiliated, Academic Fellow and Honorary Members shall be known as Elected Members.

FELLOWS

QUALIFICATIONS FOR FELLOWSHIP

6. No person shall be eligible for admission as a Fellow of the Association in whatever category unless he has in accordance with the requirements of the Bye-Laws for the time being in force passed the Professional Examination of the Association or the Diploma in Professional Accountancy listed under the QCF (except as otherwise provided by these Articles and by the Bye-Laws of the Association) and has proved to the satisfaction of the Council that in addition to being eligible for admission as an Associate under Article 7 (if not already so admitted) he has for not less than five years:

- (a) been in public practice as an accountant or auditor; or
- (b) served as a Senior Accountant;

and is in all respects a fit and proper person to be admitted.

ASSOCIATES

QUALIFICATIONS FOR ASSOCIATESHIP

7. No person shall be eligible for admission as an Associate of the Association in whatever category unless he has in accordance with the requirements of the Bye-Laws for the time being in force passed the Professional Examination of the Association or the Diploma in Professional Accountancy listed under the QCF (except as otherwise provided by these, Articles and by the Bye-Laws of the Association) and also is at the date of his application:

- (a) in public practice as an accountant; or
- (b) serving as an accountant in industry and commerce or in the public service or is occupying a professional position which in the opinion of the Council is equivalent thereto;

and has had not less than three years approved accountancy experience (whether obtained before or after, or partly before and partly after, the passing of the examination), and is otherwise and in all respects a fit and proper person to be so admitted.

ELECTED MEMBERS

ELECTION OF HONORARY MEMBERS

8. (1) The Council, in its discretion subject to the restrictions in the Bye-Laws, may elect any person to be an Honorary Member of the Association, notwithstanding that such person may not be eligible under the foregoing Articles to be admitted as a Fellow or Associate of the Association.
- (2) Honorary Members shall be entitled to all the privileges of membership of the Association, but shall not:
- (a) have the power to vote at any meeting of the Association;
 - (b) take part in the management of the Association;
 - (c) in such capacity be entitled to a Practising Certificate; or
 - (d) be required to pay any entrance fee or annual subscription.
- (3) Any person elected to membership under this Article shall be subject to the Association's terms relating to disciplinary proceedings.

ELECTION OF AFFILIATED MEMBERS

9. (1) The Council, at its discretion subject to the restrictions in the Bye-Laws, may elect any person to be an Affiliated Member of the Association, notwithstanding that he may not be eligible under the foregoing Articles to be admitted as a Fellow or Associate of the Association and he is in all respects a fit and proper person to be so elected.

- (2) Affiliated Members shall be eligible to use the facilities of the Association but they shall not:
 - (a) have the power to vote at any meeting of the Association;
 - (b) take part in the Association's management;
 - (c) in such capacity be entitled to a Practising Certificate; or
 - (d) receive a copy of the accounts.
- (3) Any person elected to membership under this Article shall be subject to the Association's terms relating to disciplinary proceedings.

ELECTION OF ACADEMIC FELLOW MEMBERS

10. (1) The Council, at its discretion subject to the restrictions in the Bye-Laws, may elect any person as an Academic Fellow Member notwithstanding that he himself is not eligible to be admitted as a Fellow of the Association.
- (2) Academic Fellow Members shall be entitled to all the privileges of membership of the Association, save that they shall not:
 - (a) have the power to vote at any meeting of the Association;
 - (b) take part in the management of the Association;
 - (c) in such capacity be entitled to a Practising Certificate;
 - (d) be required to pay an entrance fee.
- (3) Any person elected to membership under this Article shall be subject to the Association's terms relating to disciplinary proceedings.

ENTRANCE FEES AND SUBSCRIPTIONS

ENTRANCE FEES AND SUBSCRIPTIONS

11. The fees and subscriptions payable by the members shall be fixed by the Bye-Laws of the Association, as amended from time to time, and the annual subscriptions shall be payable in advance.

ADMISSION OF MEMBERS

APPLICATIONS FOR MEMBERSHIP

12. All applications for admission to membership of the Association shall be made to the Applications Committee on the appropriate form, accompanied by such other information as the Applications Committee may, from time to time determine. The Applications Committee shall make recommendations to the Council (subject only to these Articles and to the Bye-Laws for the time being in force) to determine whether or not to admit an applicant, and no applicant shall be admitted as a Member (except as Elected Members as hereinbefore provided) unless he has first satisfied the Applications Committee and the Council as to his professional status.

UNDERTAKING TO OBSERVE ARTICLES, BYE-LAWS, RULES, REGULATIONS AND CODE OF ETHICS

13. (1) Every person shall, upon applying for admission as a Member sign an undertaking that he will, if admitted, and so long as he is a Member, duly observe the Articles, Bye-Laws, the Code of Ethics and any rules and regulations made thereunder and that he will not use the professional style or designation of "International Accountant" or such other designation as may be adopted by the Members in General Meeting or any designatory letters denoting Membership except while a member of the Association.
- (2) Every person shall before accepting election as an Elected Member sign an undertaking that so long as he is an Elected Member he will duly observe the Articles, Bye-Laws and the Code of Ethics and any rules and regulations made thereunder and that he will not use the professional style or designation of "International Accountant" or such other designation as may be adopted by the Members in General Meeting or any designatory letters denoting membership except as prescribed by these Articles and the Bye-Laws and only where he remains an Elected Member.

POSITION OF PARTIES ON CESSATION OF MEMBERSHIP

14. (1) A person ceasing by death, or otherwise, to be a Member or an Elected Member of the Association or his representatives shall not have any claim upon or interest in the funds of the Association: but this Article shall be without prejudice to the rights of the Association to claim from such person, or his estate, any arrears of subscriptions or other sums due from him to the Association, at the time of his ceasing to be a member. The privileges of a Member shall not be transferable.
- (2) Any person who ceases either by resignation, expulsion or otherwise to be a Member, Elected Member or Student shall nevertheless remain liable, in relation to their conduct prior to their cessation, to the investigatory and disciplinary process referred to in Article 74, 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.

- (3) Any person who ceases to be a Member or Elected Member shall cease to use the Association's distinguishing letters and any designation to which he may have been entitled by virtue of Membership either personally or on letter heading or elsewhere and shall forthwith return to the Association any Certificates of Membership or licenses of the Association relating to that person.

RETIREMENT FROM OR FORFEITURE OF MEMBERSHIP

RESIGNATION OF MEMBERSHIP

15. Any Member including an Elected Member may resign on giving notice to the Council, but shall remain liable to pay arrears of subscription due from him at the date of such notice.

ARREARS OF SUBSCRIPTION

16. Any Member including an Elected Member shall automatically cease to be a Member or Elected Member in the event of his annual subscription or any part thereof or any other sum or sums payable by him to the Association being in arrears for a period in excess of six months from the date on which such subscriptions or other sum or sums respectively became payable but shall, nevertheless, be liable to pay the amount of such year's subscription and any other arrears of subscription or other sums due by him to the Association, and shall be liable otherwise on the basis that his membership continued until the date when all such subscriptions, arrears and other sums are fully paid. The Council shall have power, in special cases, at its discretion to suspend the operation of this clause. In the case of a person who has ceased to be a Member or Elected Member under this Article or under Article 15 hereof, the Council may at its discretion, re-admit him to membership upon such conditions as they may think fit.

BANKRUPTCY

17. If any Member or Elected Member shall become bankrupt, or shall either individually or as a partner in a firm make or agree to make an assignment for the benefit of his creditors, or shall make any arrangement or composition with his creditors, or execute any similar deed or agreement, or shall take or attempt to take the benefit of any statutory provision for arrangement with his creditors, he shall cease to be a Member or an Elected Member, but at the discretion of the Council he may be reinstated with or without the payment of a new entrance fee or subscription.

FORFEITURE OF MEMBERSHIP BY COUNCIL

18. If it shall appear that any Member failed to give adequate particulars of his personal, professional or business career in his application for membership, or if the particulars given (including in relation to an Elected Member) therein were incorrect or misleading, so that the insufficient, inaccurate or misleading information might have been responsible for or have influenced the granting of the application or the election of the Elected Member, the Council may by vote of two-thirds of the members of the Council present exclude such Member or Elected Member from membership.

PUBLICATION OF TERMINATION OF MEMBERSHIP

19. The Council shall have the right to publish, in such newspapers or journals as they may select, an announcement of termination of or exclusion from membership in whatever capacity or any other sanction imposed as a result of disciplinary action.

GENERAL MEETINGS

ANNUAL GENERAL MEETING

20. An Annual General Meeting shall be held in accordance with the provisions of the Companies Acts.

GENERAL MEETING

21. The Council may convene a General Meeting and General Meetings may also be convened on such requisition by Members as may be provided by the Companies Acts for the time being in force.

NOTICES

22. Where the Association has given an electronic address in any notice of meeting, any document or information relating to proceedings at the meeting may be sent by electronic means to that address subject to any conditions or limitations specified in the relevant notice of meeting.
23. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any Members shall not invalidate any resolution passed, or proceedings conducted, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

SPECIAL BUSINESS

24. All business shall be deemed special that is transacted at a General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council and other officers in the place of those retiring by rotation and the appointment and remuneration of Auditors.

QUORUM

25. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. For all purposes the quorum shall be ten Members personally present.

ADJOURNMENT OR DISSOLUTION

26. If within half-an-hour from the time appointed for the Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the Members present shall be a quorum.

NOTICE OF ADJOURNMENT

27. The Chairman may, with the consent of any 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, but no business shall be transferred at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

CHAIRMAN OF COUNCIL TO PRESIDE OR IN HIS ABSENCE AN ELECTED CHAIRMAN

28. The Chairman of the Council shall preside at every General Meeting. If there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, a Vice-Chairman of the Council shall preside, whom failing a member of the Council chosen by the members present shall preside. If no member of the Council be present, or if all the members of the Council present decline to take the chair, the Members present shall choose one of their number to be Chairman.

HOW RESOLUTION DECIDED

29. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least five Members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried by a particular majority, or lost or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

HOW POLL TO BE TAKEN

30. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

NO POLL IN CERTAIN CASES

31. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

CHAIRMAN TO HAVE CASTING VOTE

32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

BUSINESS PENDING POLL

33. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

VOTES OF MEMBERS

34. Every Member being a Member whose subscription shall have been paid for the current year shall be entitled to one vote.

MEMBERS IN ARREARS

35. Save as herein expressly provided, no person other than a Member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another Member, at any General Meeting.

PROXIES

36. On a poll votes may be given either personally or by proxy and a proxy must be a Member of the Association entitled to be present and to vote.

INSTRUMENT APPOINTING A PROXY

37. (1) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a duly certified copy thereof shall be deposited at the Registered Office at least 48 hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. An instrument appointing a proxy shall be valid for that meeting or adjournment thereof.

- (2) In the case of an appointment by proxy in electronic form the proxy shall be received at the address specified in the notice convening the meeting or in any instrument of proxy or in any invitation to appoint a proxy sent out or made available by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to vote.

DEATH OF APPOINTOR

38. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office not less than 12 hours before the time fixed for holding the meeting.

FORM OF PROXY

39. (1) Subject to Article 39(2) any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“THE ASSOCIATION OF INTERNATIONAL ACCOUNTANTS

I of

being a Member of the Association of International Accountants hereby appoint

of another Member of

of the Association, and failing him

of another Member of

the Association, as my proxy to vote for me and on my behalf at the Annual or (as the case may be) General Meeting of the Association to be held on the

..... day of and at any adjournment thereof.

FOR AGAINST

As witness my hand this day of 20 “

- (2) The Council may allow the appointment of a proxy to be sent to or supplied in electronic form subject to any conditions or limitations as the Council may specify and where the Association has given an electronic address in any instrument of proxy or invitation to proxy, any document or information relating to proxies for the meeting (including any document to show the validity of or otherwise relating to the appointment of a proxy or notice of the termination of the authority of a proxy) may be sent by electronic means to that address subject to any conditions or limitations specified in the relevant notice of meeting.

COUNCIL

CONSTITUTION OF THE COUNCIL

40. There shall be a Council which shall for all purposes be the governing body of the Association. The Council shall consist of not fewer than five nor more than twenty members. Members of the Council shall be elected by the Association in Annual General Meeting in accordance with the following articles.

POWER TO APPOINT ADDITIONAL MEMBERS OF COUNCIL

41. The Council may from time to time and at any time appoint any Fellow of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any Fellow so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

QUALIFICATION OF MEMBERS OF COUNCIL

42. (1) No person shall be eligible to hold office as a member of the Council, unless he is a Fellow of the Association or has been elected to the Council pursuant to Article 98.
- (2) Members of Council will be required to sign a confidentiality agreement and a conflict of interest and disclosure statement.

INTEREST IN ANY BUSINESS OF THE ASSOCIATION

43. Any member of the Council, either individually or as a member of a partnership, company or corporation, may, subject always to clause 4 of the Memorandum of Association, be interested in any operation, undertaking, or business in which the Association is interested, and no contract or arrangement by or on behalf of the Association under which such interest arises shall be annulled, nor shall any member of the Council so interested be liable to account for any profit realised by him under such contract or arrangement by reason only of his being a member of the Council or of the fiduciary relation thereby established, provided the nature and extent of such interest be disclosed by him at the meeting of the Council at which such contract or arrangement is determined on if his interest then exist, or in any other case at the first meeting of the Council after the acquisition of his interest. Any member of the Council may be appointed to any office under the Association, other than that of Auditor, with or without any remuneration.

RESTRICTION OF VOTING IN COUNCIL

44. No member of the Council shall be disqualified to act as such by reason of his being so interested or appointed as in Articles 41 and 43 mentioned, but he shall not vote at the meetings of the Council or any matters relating to any operation, undertaking, or business in which he is interested, either individually or as a member of a partnership or as a director or officer of any company or corporation, and if he shall so vote his vote shall not be counted.

POWERS AND RESPONSIBILITIES OF THE COUNCIL

BUSINESS OF THE ASSOCIATION TO BE MANAGED BY COUNCIL

45. The business of the Association shall be managed by the Council who may exercise all such powers of the Association taking regard to the following;
- (1) No regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
 - (2) The Council shall assure itself that the Association, as a company and professional accountant body, complies with statutory standards and requirements; the requirements (including directions and sanctions within their authority) of Statutory Regulators that have a role in relation to the Association.
 - (3) The Council shall agree arrangements as appropriate for the monitoring of such compliance and for being kept informed of the position.

CONTINUING MEMBERS OF THE COUNCIL MAY ACT TO FILL VACANCIES OR SUMMON MEETINGS

46. Notwithstanding any vacancy on the Council, the continuing members may act provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the Council for the purpose of filling vacancies, or of summoning a General Meeting of Members, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

VACATION OF OFFICE

47. The office of a member of the Council shall be vacated:
- (a) if by reason of giving notice in writing to the Association he resigns his office;
 - (b) if by virtue of retirement under Articles 48 and 49 below;
 - (c) if a Member is subject to disciplinary proceedings under Article 74;
 - (d) if the Member ceases to hold office by virtue of any provision of the Companies Acts;
 - (e) in the event of any serious or repeated breach (after prior warning) or non-observance by the Member of any of the stipulations contained in the Association's Articles of Association, Memorandum of Association or Bye-Laws (or regulations made under them) or Code of Ethics of the Association as amended from time to time including (without limitation) ceasing to qualify as a Fellow of the Association;
 - (f) if the Member is guilty of any gross default or misconduct in connection with or affecting the business of the Association;

- (g) if the Member becomes bankrupt or makes any composition or enters into any arrangement with his creditors;
- (h) if the member is convicted of any arrestable criminal offence (other than an offence under road traffic legislation in the United Kingdom or elsewhere for which a fine or non-custodial penalty is imposed);
- (i) if the Member is guilty of any fraud, dishonesty or conduct tending to bring himself or the Association into disrepute;
- (j) if the Member is disqualified from holding office in a company in which he is concerned or interested because of wrongful trading under the Insolvency Act 1986;
- (k) if the Member shall become of unsound mind or become a patient under the Mental Health Act 1983;
- (l) if the Member is convicted of an offence under the Criminal Justice Act 1993 Pt. V or under any other present or future statutory enactment or regulations relating to insider dealings.

ROTATION OF MEMBERS OF THE COUNCIL

ONE-THIRD OF MEMBERS OF COUNCIL TO RETIRE

48. At the Annual General Meeting in every year one-third of the members of the Council for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or it is determined not to fill his place.

RETIREMENT BY ROTATION

49. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by ballot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

MEMBER TO SIGNIFY UNWILLINGNESS FOR RE-NOMINATION

50. Every retiring member of the Council eligible for re-election shall, unless he shall have signified in writing to the Council his desire not to offer himself for re-election, be deemed to be nominated for election.

VACANCIES TO BE FILLED

51. The Association may, at the meeting at which any member of the Council retires in manner aforesaid, fill the vacated office of each member by electing another Fellow thereto, unless at such meeting it may be determined to reduce the number of members of the Council.

NOTICE OF INTENDED PROPOSAL OF NEW MEMBERS OF COUNCIL

52. No person, except a member of the Council retiring at the meeting and seeking re-election, unless recommended by the Council, shall be eligible for election to the Council, unless there shall be given to the Company Secretary not less than one month before the day appointed for the meeting, notice in writing, signed by ten Members duly qualified to vote for such election, of their nomination of such person for election, and also notice in writing signed by the person nominated of his willingness to be elected. No such nomination shall be valid if the person nominated, or any of his nominators, is under any pecuniary liability to the Association.

ELECTION OF MEMBERS OF THE COUNCIL

53. If the candidates eligible for election to the Council are not more in number than the vacancies, such candidates shall, as from the next Annual General Meeting, be deemed to be duly elected members of the Council.
54. (1) If the candidates eligible for election are more in number than the vacancies, any of such candidates in excess of the number to be elected may withdraw, or consent to be withdrawn by the nominators in writing, but if the candidates still remain in excess of the number to be elected, the election shall be conducted by voting papers as hereinafter provided.
- (2) The Chairman, or failing him, a Vice-Chairman shall, from among the Members of the Association other than the candidates, forthwith appoint six scrutineers of whom two shall be members of the Council.
- (3) Three scrutineers shall form a quorum.
- (4) If the scrutineers be reduced to below three in number by reason of death, or refusal or incapacity to act, the Chairman or failing him a Vice-Chairman, shall appoint other members to fill each vacancy.
- (5) The Company Secretary shall, as soon as possible, send a voting paper by prepaid post to every Member whose subscription is not in arrear, such voting paper to be in the form approved by the Council.
- (6) The accidental omission to send a voting paper to any Member, or the non-receipt thereof, shall not in any way invalidate either the procedure or the result of any election.
- (7) The voting papers, duly sealed, shall be delivered or returned by post, prepaid to the Company Secretary at least five clear days before the date fixed for the Annual General Meeting, and the Company Secretary shall place them unopened in a locked box, and deliver them to the scrutineers by whom alone they shall be opened and examined.
- (8) As soon as the voting papers have been examined and the result of the election ascertained by the scrutineers, the voting papers shall be closed up under the seals of the scrutineers, and shall be retained by them for one month after the election, when they shall be destroyed by the scrutineers.

- (9) The scrutineers shall make and sign a report in which they shall state the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes in favour of each candidate, and the names of those who are duly elected, and shall hand such report to the Company Secretary not later than the day next before the date of the Annual General Meeting.
- (10) The scrutineers' report shall be conclusive as to the fact of the election, notwithstanding any irregularity or informality. Provided always that if there be an equality of votes, the Annual General Meeting may give such casting vote or votes as may be necessary to remove the equality and complete the election. Such casting vote or votes shall be given by a show of hands, and no poll shall be demanded thereon.
- (11) Elections under this Article shall take effect as from the Annual General Meeting.

INCREASE OR REDUCTION IN NUMBER OF MEMBERS OF COUNCIL

- 55. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

REMOVAL OF MEMBERS OF COUNCIL FOR ABSENCE

- 56. In the event of any member of the Council failing to attend four consecutive meetings of the Council, of which he has been duly notified, the Council may unless his absence was caused by illness (or other circumstances which in the opinion of the Council justified his absence) resolve that he cease to be a member of the Council and may elect another Member to fill the casual vacancy thus caused.

REMOVAL OF MEMBERS OF COUNCIL IN GENERAL MEETING

- 57. The Association may by Ordinary Resolution of which special notice has been given remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

MEETINGS OF COUNCIL AND QUORUM; CASTING VOTE OF CHAIRMAN

- 58. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Council, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall have a second or casting vote.

SEVEN DAYS NOTICE OF MEETINGS OF COUNCIL REQUIRED

59. Council Meetings shall be called by the Company Secretary at any time at the request of the Chairman or the Vice-Chairman or of five members of the Council by giving at least seven clear days notice to the several members of the Council.

PRESIDENT AND CHAIRMAN OF COUNCIL

60. The Council shall elect annually one of their number to be President of the Association and one or more to act as Vice-President all of whom shall hold office until the first Council meeting following the ensuing Annual General Meeting. The President shall also be Chairman of the Council and any Vice-President shall also be Vice-Chairman of the Council. The President, or in his absence a Vice-President, shall preside at all Council meetings or, if the President or any Vice-President be not present within five minutes after the time appointed for holding a meeting, the members of the Council present shall choose one of their number to be Chairman of the meeting.

QUORUM COMPETENT TO EXERCISE ALL POWERS OF COUNCIL

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

DELEGATION OF POWERS

62. (1) The Council may appoint Committees in accordance with the Bye-Laws for the time being in force, and subject to any such Bye-Laws the Council may delegate any of their powers to Committees consisting of such member or members of the Council or non-members of the Association as they think fit, and any Committee so formed shall conform to any directions imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable, and so far as the same shall not be superseded by any directions made by the Council as aforesaid.
- (2) No person shall be a member of more than one of the Investigations Committee, the Disciplinary Committee, the Appeal Committee, the Practice Compliance Committee and the Practice Compliance Appeal Committee at the same time.
- (3) No person who is a member of Council may be a member of any of the Investigations Committee, the Disciplinary Committee, the Appeal Committee, the Practice Compliance Committee and the Practice Compliance Appeal Committee.
- (4) No person who has been a member of the Council, may, within two years of the date upon which he ceased to be a member of Council, be a member of the Investigations Committee, the Disciplinary Committee, the Appeal Committee, the Practice Compliance Committee and the Practice Compliance Appeal Committee.

ALL ACTS DONE BY COUNCIL OR COMMITTEES TO BE VALID

63. All acts bona fide done by any meeting of the Council, or of any Committee, or by any person acting as a member of the Council, or of any Committee, notwithstanding that it shall be discovered afterwards that there was some defect in the appointment of such Council, Committee or any such person or member of the Council or Committee acting as aforesaid, or that they or any of them were not qualified at the time of their appointment, or had become disqualified, shall be as valid as if such Council, Committee or person or member of the Council or Committee had been duly appointed and was qualified to act.

MINUTES OF PROCEEDINGS

64. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of Committees and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

PROFESSIONAL QUALIFICATION

65. The Association's professional examinations for admission to membership and for progression to the Recognised Professional Qualification as Statutory Auditor, in whatever form offered, shall take account of relevant legal and statutory standards and requirements, and requirements (including any directions) of regulators with a role in relation to the Association's qualifications and shall reflect needs and developments in the accountancy profession.

STUDENTS

66. It shall be a requirement that for entry to the professional examinations an individual must become registered with the Association as a Student.

PRACTISING CERTIFICATES

ISSUE OF A CERTIFICATE

67. (1) The Association may issue a Practising Certificate to a Member authorising that Member to practise.
- (2) A Practising Certificate shall only be issued to a Member who has satisfied the relevant criteria for its issue.
- (3) A Practising Certificate shall contain provisions identifying the work that a Member is authorised to perform under that Certificate.

TYPES OF CERTIFICATE

68. A Practising Certificate issued pursuant to Article 67 shall authorise a Member to practise in one of the following categories:

- (1) As an accountant in public practice in the UK which Certificate shall also authorise the Member to act as an Independent Examiner;
- (2) As an accountant in public practice in the Republic of Ireland;
- (3) As an accountant in public practice in a jurisdiction other than the UK.

ENTITLEMENT TO PRACTISE

69. (1) A Member shall be entitled to engage in public practice as an accountant provided:
- (a) he has had issued to him by the Association a Practising Certificate authorising him to practise in such capacity and that certificate is currently in force; or
 - (b) he holds a current practising certificate issued by a Recognised Supervisory Body.
- (2) A Practising Certificate authorising a Member to engage in public practice as an accountant may be issued by the Association only to Fellows or Associates of the Association who have since first becoming an Associate had not less than two and a half years experience with an accountant in public practice and shall be limited to the jurisdiction in which such experience was obtained.
- (3) The grant or renewal by the Association of a Practising Certificate authorising public practice as an accountant shall not entitle the Member to whom it is issued to practise as an auditor for the purposes of Part 42.
- (4) The grant or renewal by the Association of a UK Practising Certificate in respect of public practice as an accountant shall entitle the Member to whom it is issued to practise as an Independent Examiner for the purposes of the Charities Act 2011.

GRANT AND WITHDRAWAL OF A CERTIFICATE

70. The grant, refusal, renewal, suspension and withdrawal of Practising Certificates with or without conditions shall be subject to the provisions of these presents, the Bye-Laws and any regulations or guidelines as may from time to time be prescribed, in respect to such certificates.

PRACTICE AS STATUTORY AUDITOR

CERTIFICATE AS TO HOLDING OF RECOGNISED PROFESSIONAL QUALIFICATION

71. (1) A Member of the Association shall not apply to become a member of a Recognised Supervisory Body for the purposes of Part 42 without having in force a certificate that he holds a Recognised Professional Qualification for that purpose.
- (2) A certificate under paragraph (1) above may be issued by the Association only to a Member who has taken in June 1991 or at some later date and passed at all required levels and in all required subjects the Professional Examinations of the Association and who has satisfied all other requirements of the Articles and Bye-Laws in respect of the Recognised Professional Qualification of the Association.

- (3) A certificate under paragraph (1) above may be issued by the Association only to a Member.

AS TO PRACTICE AS STATUTORY AUDITOR

72. A Member of the Association shall not:
- (a) accept appointment as auditor of a company for the purposes of the Companies Acts; or
 - (b) represent himself as entitled to accept appointment as such auditor without having in force a practising certificate issued by a Recognised Supervisory Body for the purposes of Part 42.

BYE-LAWS

HOW BYE-LAWS MAY BE MADE OR VARIED AND THE MATTERS WITH WHICH THEY MAY DEAL

73. (1) The Council may from time to time make Bye-Laws such as it considers appropriate for the purpose of carrying on the business of the Association and regulating its affairs and so as to grant the powers necessary for it to fulfil its obligations as
- (a) a Professional Accountancy Body;
 - (b) a Recognised Qualifying Body in the UK;
 - (c) a Prescribed Accountancy Body in the Republic of Ireland including supervision and monitoring of its members and prescribing qualifying standards for Members practising in the Republic of Ireland;
 - (d) regards to Ofqual as an Awarding Organisation in the QCF.

The Council may at any time annul, add to or vary any Bye-Laws so made, and all Bye-Laws so made and for the time being in force shall be binding on the members of the Association and shall have full effect accordingly. The matters set out in paragraphs (3) and (4) of this Article may without prejudice to the generality of the foregoing properly form the subject of Bye-Laws in relation to the Association.

- (2) The making, annulment or variation by the Council of Bye-Laws in respect of the matters set out in paragraph (3) hereof shall take effect on a date specified by the Council following:
- (a) approval by the Association in General Meeting;
 - (b) prior approval in respect of any matters referred to in paragraph (3) (a), (b), and (c) by IAASA

provided that the effective date stipulated by the Council shall not be more than three months after the date of approval by IAASA.

- (3) (a) The rights and privileges which shall be accorded to the Fellows and Associates of the Association.

- (b) The qualifications, restrictions and conditions which shall be attached to Fellows and Associates of the Association.
 - (c) The qualifying initials and descriptions to be used by Fellows and Associates of the Association.
- (4) The making, annulment or variation of Bye-Laws in respect of the matters set out in this paragraph may be effected by the Council alone without recourse to the approval of the Association in General Meeting. The Council shall specify the date on which such Bye-Laws shall become effective subject always to such additions, annulments or variations only becoming effective following approval by IAASA and subject to that date not being more than three months after the date of approval by IAASA.
- (a)
 - (i) Examination and testing of candidates for membership of the Association and so as to enable them to achieve the recognised professional qualification for the purposes of Part 42; the monitoring of examination standards; the approval and monitoring of practical training, the recognition of theoretical courses of instruction and without prejudice to the generality of the foregoing any matter necessary to enable any qualification offered by the Association to be recognised as a professional qualification so as to enable the Member to practise as an accountant.
 - (ii) Examination of candidates through the Association's professional examinations offered under the QCF and for certificates and diplomas in a particular accountancy discipline, or disciplines, offered by the Association from time to time, and as regards requirements and conditions relating to such qualifications to enable, where relevant, the Member to practise as an accountant.
 - (b) The registration of students, entry requirements to be satisfied by students and the fees payable by them.
 - (c) The entrance fees payable in respect of the membership of the Association.
 - (d) The annual or other subscriptions or payments to be payable by Fellows and Associates of the Association.
 - (e) The registration of Affiliated Members, the rights and privileges to be accorded to them, the qualifications, restrictions and conditions to be attached to their membership, the annual or other subscriptions or payments to be payable by them and the qualifying initials and descriptions to be used by them.
 - (f) The annual subscription to be payable by an Academic Fellow Member.
 - (g) The Committees in connection with the management of the Association, and as to the Chief Executive and all other Officers of the Association (other than Auditors), the Secretary and the appointment, removal, qualifications, disqualifications, duties, functions, powers, and privileges of the Chief Executive and all other Officers of the Association (other than Auditors) and members of the Committees.
 - (h) The Branches or District Societies, Local and Overseas Representatives.
 - (i) The creation and maintenance of a Parliamentary Fund.

- (j) The arrangements with other Associations for reciprocal concessions.
 - (k) The Year Book, Journal, Publication of Papers or Books or any other such lawful thing as may be conclusive to the welfare and advancement of the Association.
 - (l) The carrying out of a postal ballot for the purpose of electing members of the Council and the procedure in connection therewith.
 - (m) The functions of the Association as a Prescribed Accountancy Body providing for the qualification of Members to practise as accountants in the Republic of Ireland together with the issue of Practising Certificates for that purpose and the supervision and monitoring of such work in the Republic of Ireland.
 - (n) The disclosure of information and the supply of documents and evidence in whatever form to any regulatory body or prosecuting authority or to any other person body or authority carrying out a similar role to that of a regulatory or prosecuting authority in any part of the world.
- (5) No Bye-Laws shall be made pursuant to this Article which would amount to such an addition to or alteration of these presents as could only lawfully be made by Special Resolution.

DISCIPLINARY PROCEEDINGS

LIABILITY TO DISCIPLINARY ACTION

74. (1) A Member, Elected Member or Student shall be liable to disciplinary action if:
- (a) he has been guilty of misconduct whether in the course of carrying out his professional duties or otherwise;
 - (b) he has in the performance of his professional work or the conduct of his practice or the performance of the duties of his employment shown inefficiency or incompetence to such an extent or with such frequency as to bring discredit to himself; to the Association or to the accountancy profession;
 - (c) he (or any employee of his) has committed any breach of the Articles or the Bye-Laws (or any regulations made under them) or the Code of Ethics in respect of which he is, or has agreed to be, bound;
 - (d) he has failed as an individual or as a partner to satisfy a judgement debt; has made an assignment for the benefit of creditors or under any resolution of creditors or order of the court has had his estate placed in liquidation for the benefit of creditors or has made any arrangement for the payment of a composition to creditors;
 - (e) he has failed to comply with any order requirement or advice of the Investigations, Disciplinary or Appeal Committee;
 - (f) he has failed to co-operate with the Association in disciplinary proceedings brought against him;
 - (g) he is guilty of any gross default or misconduct in connection with or affecting the business of the Association;

- (h) he becomes bankrupt or makes any composition or enters into any arrangement with his creditors
 - (i) he is convicted of any arrestable criminal offence (other than an offence under road traffic legislation in the United Kingdom or elsewhere for which a fine or non-custodial penalty is imposed);
 - (j) he is guilty of any fraud, dishonesty or conduct tending to bring himself or the Association into disrepute;
 - (k) he is disqualified from holding office in a company in which he is concerned or interested because of wrongful trading under the Insolvency Act 1986;
 - (l) he shall become of unsound mind or become a patient under the Mental Health Act 1983;
 - (m) he is convicted of an offence under the Criminal Justice Act 1993.
- (2) A Firm shall be liable to disciplinary action if:
- (a) it has carried out its professional duties in a manner which makes it guilty of professional misconduct for which purpose such misconduct includes (but not exclusively) any act or default likely to bring discredit on the Firm itself, the Association or the profession of accountancy;
 - (b) the Firm has failed or neglected to respond adequately or at all to correspondence from the Association or any person acting on behalf of the Association or has not fully co-operated with any enquiry or investigation being conducted by or on behalf of the Association;
 - (c) the Firm has carried on its professional duties so incompetently or inefficiently whether singularly or on a number of occasions so as to bring discredit to itself, the Association or the profession of accountancy;
 - (d) the Firm is in breach of the Articles of Association Bye-Laws or regulations made under them and where that breach is capable of remedy has failed to rectify that breach within the time prescribed by the Association;
 - (e) the Firm has failed to satisfy a judgment debt obtained in any jurisdiction;
 - (f) the Firm has failed to comply with any requirement order or fine made against it by the Association;
 - (g) the Firm has failed despite repeated requests to put into effect advice given to it by the Association.
- (3) Where the Firm has been found liable or has pleaded guilty to any offence in a Court of competent jurisdiction concerning drug trafficking, money laundering, tax evasion, or a serious breach of companies legislation to which the Firm is subject, or complicity in any such offences, or has in any proceedings had a finding of fraud or dishonesty made against it such finding shall unless the contrary is demonstrated amount to proof of misconduct.

- (4) Liability to disciplinary action in accordance with paragraph (1) (2) and (3) above shall extend to circumstances in which the occurrence giving rise to such liability took place wholly or partly before the person in question became a Member, Elected Member, or Student or wholly or partly before the Firm became a Firm.
- (5) For the purposes of paragraph (1) and (2) above misconduct includes any act or default likely to bring discredit to the Member, Elected Member, Firm, or Student in question or to the Association or accountancy profession or any act or default which is a breach of the Association's Code of Ethics.
- (6) Where a Member, Elected Member, Firm, or Student has before a court of competent jurisdiction of any country, pleaded guilty to or been found guilty of any offence discreditable to him or to the Association or the accountancy profession or has in any civil proceedings before any court of competent jurisdiction been found to have acted fraudulently or dishonestly, that fact shall be prima facie evidence of misconduct unless the contrary is shown.
- (7) The findings of a court in any civil proceedings whatsoever may be treated as prima facie evidence of misconduct unless the contrary is shown.
- (8) Subject to paragraph (9) of this Article, disciplinary proceedings in respect of a Member, Elected Member, Firm, or Student shall be regulated by these Articles and by any Bye-Laws or regulations made thereunder.
- (9) It shall be the duty of every Member, Elected Member, Firm or Student at all times to co-operate with the Investigations, Disciplinary and Appeal Committees appointed pursuant to these presents and it shall be the duty of every Member to use his best endeavours to ensure that every Firm of which he is a member shall do likewise.

DISCIPLINARY PROCEDURES

75. (1) The Council shall at the first meeting of the Council after this Article comes into force and as soon after each Annual General Meeting as shall be practicable by resolution appoint:
 - (a) the members of the following committees, viz an Investigations Committee, a Disciplinary Committee, and an Appeal Committee, and
 - (b) the Chairman of each of the above Committees.
- (2) The members and Chairman shall remain in office until the passing of a resolution to appoint fresh members to the committee and/or the Chairman.
- (3) The Council may from time to time appoint a person either to fill a casual vacancy in or as an additional member of any such Committee, and may remove any member of any such Committee.
- (4) No person shall at the same time be a member of more than one of the Committees referred to in paragraph 1(a) above.
- (5) Each of the Committees referred to in paragraph (1)(a) above may continue to act notwithstanding that its composition shall not comply with the requirements, respectively, of Articles 76, 79 and 80, provided the quorum prescribed therein for its meetings shall be present.

- (6) The Council shall have the power to pay remuneration to and the reasonable expenses of:
- (a) persons appointed to the Investigations Committee, the Disciplinary Committee and the Appeal Committee save that in the case of Members the power shall be restricted to reasonable expenses;
 - (b) non-accountants, lawyers and others who may be appointed to or engaged to advise or otherwise assist any of the Committees; and
 - (c) the Complaints Reviewer.

INVESTIGATIONS COMMITTEE

76. (1) The Investigations Committee shall consist of not less than five persons including the Chairman of whom not less than three shall be non accountants and the others should be Members of the Association provided always that where the members of the Committee shall exceed five persons the majority shall always be non accountants. The quorum for any meeting of the Committee shall be three of whom at least two shall be non accountants. At any meeting of the Committee the quorum shall consist of a majority of non accountants.
- (2) The Investigations Committee shall have the power to:
- (a) investigate all Complaints referred to it by the Secretary and by the Practice Compliance Committee;
 - (b) refer to the Disciplinary Committee its findings and recommendations for disciplinary action against any Member, Elected Member, Firm or Student;
 - (c) settle minor Complaints by mediation or other dispute resolution process in the form of a Consent Order;
 - (d) undertake such functions relating to disciplinary proceedings allocated to it by these presents and the Bye-Laws.
- (3) The Council shall have power to make Bye-Laws and regulations (not being inconsistent with the express provisions of these Articles) in relation to the performance of the functions and powers of the Investigations Committee.
- (4) (a) Anyone shall be entitled to bring to the attention of the Secretary any facts or matters which in his view indicate that a Member, Elected Member, Firm or Student may have become liable to disciplinary action and in such case it shall be the duty of the Secretary to acknowledge the Complaint and to refer the matter to the Investigations Committee. The Secretary shall forward a copy of the Complaint to the Member, Elected Member, Firm or Student as the case may be within 14 days of receipt and request a response within 14 days;
- (b) Anonymous complaints and assertions of a whistleblower as relating to parties covered by the Disciplinary Proceedings shall be accepted and shall be dealt with as appropriate taking into account the anonymity of the complainant;
 - (c) Statutory Money Laundering Regulations take precedence over Disciplinary Procedures in these presents.

- (5) Where any such reference is made to it, the Investigations Committee shall, after making such enquiries as it considers appropriate, have the power to call upon the recipient of the Complaint for such further information as is in his power to give as the committee may consider necessary to enable it to decide whether or not a prima facie case has been made out against the Respondent, and such further information as it considers necessary to carry out its duties. Before reaching such decision the Investigations Committee shall be satisfied that the Respondent has been given an opportunity of making written representations to it.
 - (6) If the Investigations Committee is of the opinion that a prima facie case amounting to professional misconduct has or circumstances rendering him liable to disciplinary action under Article 74 have been made out against the Respondent and that the case ought to be referred to the Disciplinary Committee then it shall cause the Secretary to notify the Respondent of its decision and refer the case to that Committee and provide it with a summary of the facts and matters which were before the Investigations Committee.
 - (7) If the Investigations Committee is of the opinion that there is no prima facie case to answer it shall advise the Secretary of its decision and the Secretary shall notify the Respondent and the Complainant of the decision together with the right of review.
 - (8) In deciding whether a case ought to be referred to the Disciplinary Committee, the Investigations Committee shall be entitled to take into account any facts or matters which have been considered by the Investigations Committee on previous occasions in relation to the Respondent (in respect of which, although a prima facie case had been made out, no Complaint was referred to the Disciplinary Committee).
 - (9) After referring any Complaint to the Disciplinary Committee in accordance with this Article, the Investigations Committee may make such further investigations and enquiries, call upon the Respondent to provide such further information and collect such further evidence in accordance with the Complaint as the Investigations Committee shall consider appropriate to enable the Complaint to be presented fully to the Disciplinary Committee.
77. (1) The Investigations Committee may in its absolute discretion decide that the Complaint can be resolved through mediation or other appropriate dispute resolution process provided the Complainant and the Respondent agree.
- (2) If the Complaint is resolved through mediation or other dispute process by the agreement of the Complainant and the Respondent to which the Investigations Committee concur the Investigations Committee shall have the power to impose with the consent of the Respondent and the Complainant the following sanctions:
 - (a) A reprimand; and/or
 - (b) A fine which fine shall not exceed £3,000; and/or
 - (c) An order for costs the amount of which shall be entirely at the discretion of the Committee but shall not exceed £5,000.
 - (3) Where a Complaint is settled by agreement the terms of that agreement shall be made the subject of a Consent Order and shall take effect from the date of that Consent Order.
 - (4) There shall be no appeal from a Consent Order.

COMPLAINTS REVIEWER

- 78. (1)** There shall be appointed by the Council as Complaints Reviewer a person who shall not be a Member or an Elected Member, with the Council having power in addition to the powers set out under Article 75(6) to indemnify him against civil liability. The Complaints Reviewer shall be appointed for a period of not less than three years and his appointment may be renewed.
- (2)** The Complaints Reviewer shall consider any written application made by a Complainant for the review of a decision of the Investigations Committee that there is no prima facie case against a Respondent provided such application is received not later than 3 months after the date of the decision complained of unless there is, in the opinion of the Complaints Reviewer, fresh evidence justifying such consideration outside that time limit.
- (3)** If, after consideration of such an application the Complaints Reviewer is of the opinion that one or more of the circumstances referred to in paragraph (4) of this Article applies, he shall remit the application to the Investigations Committee with a direction that it be reconsidered.
- (4)** The circumstances referred to in paragraph (3) of this Article are that:
- (a)** there has been received since the decision of the Investigations Committee complained of fresh evidence and such evidence justifies further consideration of the complaint;
 - (b)** the Investigations Committee failed to follow a proper procedure for the investigation of a complaint;
 - (c)** there is reason to suspect lack of independence on the part of any member of the Investigations Committee who took part in the decision complained of; or
 - (d)** the Investigations Committee's decision was not one which could reasonably have been arrived at upon due consideration of the facts and matters before it;
 - (e)** any other matter which in the opinion of the Complaints Reviewer casts doubt on the decision of the Investigations Committee.
- (5)** The Secretary shall provide the Complaints Reviewer with such technical assistance as he reasonably requires.
- (6)** Any application remitted to the Investigations Committee by the Complaints Reviewer in accordance with this Article shall be treated by the Investigations Committee as if it had been newly laid down before it by the Secretary under Article 76 except that:
- (a)** the Investigations Committee shall have regard both to the information and representations previously available to it and to those which have been made available since the Investigations Committee came to its decision that no prima facie case existed; and
 - (b)** the Investigations Committee shall not refer a Complaint to the Disciplinary Committee until the Respondent has been given a further opportunity to make written representations to it.

- (7) If, following the remission of an application to the Investigations Committee by the Complaints Reviewer with a direction under paragraph (3) of this Article the Investigations Committee does not find a prima facie case, it shall give to the Complainant and to the Complaints Reviewer written reasons for its decision.
- (8) The Complaints Reviewer shall make a report to the Council annually.

DISCIPLINARY COMMITTEE

79. (1) The Disciplinary Committee shall consist of not less than five persons including the Chairman of whom not less than three shall be non-accountants and the others Members of the Association provided always that where the members of the Committee exceed five persons the majority shall always be non accountants. The quorum for any meeting of the Committee shall be three of whom at least two shall be non accountants. At any meeting of the Disciplinary Committee the quorum shall consist of a majority of non accountants. Any meeting of the Committee at which a quorum is present shall be competent to discharge all the functions and to exercise all the powers conferred on the Committee pursuant to these Articles. No member or former member of the Investigations Committee, who has been concerned with the complaint which is the subject of the hearing by the Disciplinary Committee, shall be eligible to hear the complaint as a member of the Disciplinary Committee.
- (2) The Disciplinary Committee shall have the power to:
 - (a) conduct disciplinary proceedings including hearings in respect of matters referred to it by the Investigations Committee;
 - (b) make findings in relation to disciplinary actions conducted against Members, Elected Members, Firms and Students;
 - (c) prescribe orders dealing with disciplinary offences;
 - (d) undertake such functions as are allocated to it under these presents and the Bye-Laws.
 - (3) The Council shall have power to make Bye-Laws and regulations (not being inconsistent with the express provisions of these Articles) in relation to the performance of the functions and powers of the Disciplinary Committee.
 - (4) When a Complaint is referred to the Disciplinary Committee by the Investigations Committee under Article 76 the Disciplinary Committee shall cause the Secretary to notify the Respondent of the nature of the Complaint and of the time and place fixed for the hearing thereof. A copy of such notification shall be sent to the Complainant and to IAASA at the same time. The notification shall give at least 42 days notice of the hearing. The Respondent shall be given a reasonable opportunity to be heard before the committee and shall be permitted to be represented by such persons as he may wish and to call witnesses and to cross-examine witnesses called against him. The Respondent shall be further entitled to provide the Committee with a written summary of his arguments in defence. If the Respondent does not attend the hearing fixed as aforesaid, then provided that the Committee is satisfied that notice thereof was given to the Respondent, the Committee may proceed to hear the complaint in the absence of the Respondent.

- (5) (a) The Investigations Committee may appoint such person as it thinks fit to present the formal Complaint before the Disciplinary Committee and may instruct a solicitor to present or brief Counsel to present such Complaint. The Disciplinary Committee may appoint a solicitor to act or to brief Counsel to act as legal adviser to the Disciplinary Committee on the hearing of any Complaint.
- (b) The Disciplinary Committee shall permit the Complainant and a representative of the relevant regulatory authorities to be present but not take part in hearings.
- (6) A Respondent may, at any time after receipt by him of the notice referred to in paragraph (4) above give written notice to the Secretary that he desires to admit that the Complaint against him is wholly true without appearing before the Disciplinary Committee. Such notice may be accompanied by a submission which the Respondent wishes to place before the Disciplinary Committee when deciding what Order (if any) to make under paragraph (7) below. Where such a notice has been received by the Secretary, the Disciplinary Committee shall proceed to hear and dispose of the Complaint in the absence of the Respondent. In such a case, the Disciplinary Committee shall not permit any facts to be placed before it by the person presenting the Complaint of which notice had not previously been given to the Respondent (without first adjourning the hearing for this to be done) and any such submission of the Respondent shall be read before it.
- (7) If the Disciplinary Committee is of the opinion that the Complaint has been proved in whole or in part, it shall make a finding to that effect and it may thereupon make any one or more of the following Orders against the Respondent as it considers appropriate having regard to the status of the Respondent and the Committee's views as to the nature and seriousness of the Complaint and any other circumstances which the Committee considers relevant:
- (a) in relation to a Member:
- (i) that he be excluded from membership;
 - (ii) that he be suspended from membership for whatever period the Committee considers appropriate;
 - (iii) that he be severely reprimanded; reprimanded or admonished;
 - (iv) that he be suspended from practice for whatever period the Committee considers appropriate;
 - (v) that he be declared ineligible for a Practising Certificate;
 - (vi) that the Practising Certificate be withdrawn;
 - (vii) to impose restrictions or conditions on a member's Practising Certificate;
 - (viii) that he be ordered to pay a fine not exceeding £30,000 or such other sum as from time to time may be prescribed;
 - (ix) that he be ordered to pay costs.
- (b) in relation to a Student:
- (i) that he be removed from the Student register;

- (ii) that a period specified in the order be disregarded as part of the Student's professional experience;
 - (iii) that he be declared ineligible for any period specified in the order to sit for any examination or examinations of the Association or such part or parts as may be specified in the order;
 - (iv) that he be disqualified from such examination or examinations of the Association (or such part or parts thereof) as shall be specified in the Order, not being an examination or part thereof the result of which shall have been notified by the Association prior to the date of the Order;
 - (v) that he be admonished, reprimanded or severely reprimanded;
 - (vi) that he shall be declared unfit to become a member;
 - (vii) that he be ordered to pay a fine not exceeding £10,000 or such other sum as from time to time may be prescribed;
 - (viii) that he be ordered to pay costs.
- (c) In relation to a Firm:
- (i) that any certificates, or authorisations granted by the Association to the Firm be withdrawn or suspended for such period as the Disciplinary Committee thinks fit;
 - (ii) that any Members of the Firm who are wholly or mainly responsible for the complaint be excluded from membership;
 - (iii) that it be reprimanded or severely reprimanded;
 - (iv) that it be prohibited from styling itself as International Accountant or anything similar;
 - (v) that it be fined an amount which amount shall not exceed £30,000 per partner in the Firm who is a Member of the Association;
 - (vi) that it be ordered to pay costs.
- (d) In relation to an Elected Member:
- (i) that his Honorary, Affiliated Member or Academic Fellow status be withdrawn;
 - (ii) that his Honorary, Affiliated Member or Academic Fellow status be suspended for such period as the Committee thinks fit;
 - (iii) that he be admonished, reprimanded or severely reprimanded;
 - (iv) that he be fined a sum not exceeding £15,000;
 - (v) that he be ordered to pay costs.

- (8) Any Order made under paragraph (7) above ought to be made and published within 28 days from the date of the conclusion of the proceedings unless there are extenuating circumstances. Such an Order may be made upon such terms and conditions (if any) as the Disciplinary Committee may consider appropriate including a direction that a Member, Elected Member, Firm or Student obtains advice from such source as the Committee may prescribe but if notwithstanding its finding that a complaint has been proved the Disciplinary Committee is of the opinion that in all the circumstances of the case no such order as aforesaid is appropriate, it may make an order that no further action be taken on the Complaint.
- (9) Where the conduct of a Student has been referred to the Investigations Committee the results of any Association examinations taken by the Student which have not yet been notified to him shall not be so notified until the Complaint has been disposed of in accordance with these Articles.
- (10) The Disciplinary Committee shall announce its decision at the hearing. If the Committee requires further time to deliberate on its decision the Committee shall adjourn the hearing to the first available date when it can announce its decision. The Committee shall invite the Respondent the Complainant and a representative of any relevant regulatory body to attend the adjourned hearing. Where the Respondent is in attendance at the time the decision is announced, the Committee shall orally inform him of his right of appeal to the Appeal Committee.
- (11) Following the decision the Secretary shall give notice of the decision in the form of an Order to the Respondent and shall notify the Complainant of the decision. Where the decision upholds any part of the Complaint made against him the Secretary shall notify the Respondent in writing of his right to appeal together with the time in which he is obliged to appeal.
- (12) An Order of the Disciplinary Committee shall take effect from the date of the expiry of the appeal period referred to in Article 80(1), unless the Respondent shall give notice of appeal before such period expires. Where any notice of appeal is given, the Order of the Disciplinary Committee, as varied or affirmed by the Appeal Committee, shall take effect from the date referred to in Article 80(8). Notice of the Order shall be sent to the Respondent by registered post or recorded delivery to his last known address and shall be reported to the Council.
- (13) If the Respondent does not appeal within the prescribed time or within the period of any extension granted by the Committee on the written application of the Respondent setting out the reasons for the delay the decision shall take effect and the Disciplinary Committee shall cause that decision to be entered into the Register of Orders referred to in Article 85.
- (14) The Disciplinary Committee shall after the publication and notification of its findings to the Respondent and Complainant be entitled to ask the Secretary for details of the Respondent's previous disciplinary record which record the Disciplinary Committee shall take into account when considering the Order to be made against the Respondent.

APPEAL COMMITTEE

80. (1) The Respondent (in this Article called “the Appellant”) may within 21 days of service of the Order of the Disciplinary Committee give notice of appeal. Any such notice shall be in writing addressed to the Secretary and shall state whether the Appellant appeals against the findings of the Disciplinary Committee, or against the Order or Orders made against the Appellant pursuant to Article 79(7) (and an appeal against the Order or Orders so made may be lodged conditionally upon an appeal against the findings failing). The notice of appeal shall state the grounds of appeal and shall state whether the Appeal is limited to the sanction imposed or otherwise and the grounds so stated shall not thereafter be amended except with the leave of the Appeal Committee.

(2) The Appeal Committee shall consist of not less than five persons of whom:

- (a)** one (who shall be chairman) shall be a lawyer;
- (b)** not less than two others shall be non accountants; and
- (c)** the others shall be Members of the Association.

Irrespective of the number of persons appointed to the Appeal Committee for the purposes of the appeal non accountants shall always be in the majority.

The quorum for any meeting of the Appeal Committee shall be three, which Appeal Committee shall include the chairman and at least one other non accountant. Any meeting of the Committee at which a quorum is present shall be competent to discharge all the functions and to exercise all the powers conferred on the Appeal Committee pursuant to these presents.

(3) The Appeal Committee shall have the power:

- (a)** to determine appeals against the findings and Orders (including the sanction comprised in the Order) of the Disciplinary Committee;
- (b)** to make Orders following the hearing of such appeals;
- (c)** to undertake such functions as are allocated to it under the Articles and Bye-Laws.

The Council shall have the power to make Bye-Laws and regulations (not being inconsistent with the express provisions of these Articles) in relation to the performance of the functions and powers of the Appeal Committee.

(3A) The Secretary shall notify the Appellant the Complainant and the relevant regulatory body of the time and place of the hearing of the Appeal. The notification shall give at least 42 days notice of the hearing. The Appellant shall be entitled to be heard before the Committee and to be represented by such persons as he may wish and to call witnesses and to cross-examine witnesses called against him. If the Appellant does not attend the hearing fixed as aforesaid then provided that the Appeal Committee is satisfied that notice of the hearing was given to the Appellant, the Appeal Committee may proceed to hear the appeal in the absence of the Appellant.

- (3B) If the Respondent wishes to appeal solely against the sanction imposed by the Order the Respondent shall notify the Secretary to that effect in the notice of appeal and at least fourteen days before the date fixed for the hearing of the Appeal provide to the Appeal Committee any evidence which is relevant to the sanction imposed including any matter pleaded in mitigation. On the hearing of the Appeal the Appeal Committee shall take into account such evidence but shall not be obliged to consider or hear any other evidence whether provided to the Disciplinary Committee or otherwise.
- (4) The Complainant shall be entitled to be present but not take part or be represented at the hearing. A representative of the relevant regulatory body shall also be entitled to be present at but not take part in the hearing.
- (5) The Disciplinary Committee may appoint such person as it thinks fit to appear on an appeal or may instruct a solicitor to appear on or to brief Counsel to appear on such appeal. The Appeal Committee may appoint a solicitor to act or to brief Counsel to act as legal adviser on its behalf on the hearing of any appeal.
- (6) An Appellant (whether a Member, Elected Member, Firm or Student) shall in his notice of appeal given pursuant to paragraph (1) above state that he desires to appeal against the Order or Orders made against him pursuant to Article 79(7) without appearing before the Appeal Committee. Such notice may be accompanied by a submission including any plea in mitigation which the Appellant wishes to be taken into account by the Appeal Committee when deciding what action to take pursuant to paragraph 8 of this Article. Where the notice of appeal contains such a statement, the Appeal Committee shall proceed to hear and dispose of the appeal in the absence of the Appellant, in like manner as if the Appellant had been present, save that the Appeal Committee shall not proceed in this manner where the appeal relates to matters of public interest or concerns complaints which raise issues of serious professional misconduct.
- (7) On any Appeal, other than an Appeal relating solely to the sanction imposed the Appeal Committee shall take into consideration the record of the evidence given before and the documents produced to the Disciplinary Committee on its hearing of the formal complaint and may in its absolute discretion re-hear any witness called before the Disciplinary Committee and may on special grounds (as to which the Appeal Committee shall be the sole judge) receive fresh evidence.
- (8) On any appeal, the Appeal Committee may affirm, vary and rescind any Order of the Disciplinary Committee and may substitute any other Order or Orders (on such terms and conditions, if any, as it thinks appropriate) which the Disciplinary Committee might have made or may, if the Appeal Committee considers it appropriate, order that the complaint be heard afresh by the Disciplinary Committee. An Order of the Appeal Committee shall take effect as from the date thereof unless the Appeal Committee, in its absolute discretion, directs that it shall take effect as from some other date (not being earlier than the date of the Order appealed against) as shall be specified in the Order.
- (9) Notice of the decision of the Appeal Committee shall be sent to the Appellant by the Secretary by registered post or recorded delivery to his last known address and shall be reported to the Council.

THE SECRETARY

- 81. (1)** The Council shall have the power to appoint a Secretary and to remunerate him and pay his reasonable expenses together with any staff and other expenses necessary for the proper performance of his duties.
- (2)** The Secretary shall not be a Member or an accountant.
- (3)** The Secretary shall ensure that:
- (a)** Complaints are referred to the appropriate Committee or the Complaints Reviewer as the case may be;
 - (b)** Complaints are dealt with in a timely and efficient manner;
 - (c)** notices relating to hearings are given to the Complainant, Respondent and the relevant regulatory body;
 - (d)** a formal record of all proceedings before the Disciplinary and Appeal Committees is kept;
 - (e)** any decision, direction or Order of a Committee together with any Consent Order is notified to the Complainant and Respondent and properly recorded on the appropriate register;
 - (f)** findings and Orders shall be published in accordance with Article 86;
 - (g)** insofar as he is capable, confidentiality in respect of any Complaint during the investigation stage (including any review by the Complaints Reviewer) shall be maintained and thereafter if so required by the appropriate Committee.

HEARING IN PUBLIC

- 82. (1)** All hearings of the Disciplinary Committee and the Appeal Committee shall be held in public unless the Disciplinary Committee or the Appeal Committee decides in its absolute discretion that the holding of a hearing or any part thereof in public would be inappropriate.
- (2) (a)** An application can be made to the Disciplinary Committee or in the case of an Appeal to the Appeal Committee for the hearing or part of the hearing to be held in private. Such application must be made at least 28 clear days before the date fixed for the hearing before the Disciplinary Committee or the Appeal Committee and be supported by reasons.
- (b)** On receipt of such an application the Secretary shall give notice to the Complainant of the application and provide copies of the reasons that have been given. Such notice shall be given to the Complainant at least 21 clear days before the hearing. The notice shall invite responses in writing from the Complainant and provide that any responses shall be sent to the Secretary to arrive at least 5 clear days before the hearing.
- (3)** In determining whether or not a hearing should be held in private the Disciplinary Committee and the Appeal Committee shall:

- (a) take into account any of the Association's Bye-Laws and regulations;
- (b) take into account the submissions or representations of the Complainant; and
- (c) give the Complainant, and the Respondent, an opportunity to be heard before it on the subject; and
- (d) consider whether:
 - (i) publicity would defeat the object of the hearing;
 - (ii) the subject matter of the hearing involves matters of national security;
 - (iii) a private hearing is necessary for the protection of the interests of children or patients;
 - (iv) the subject matter of the hearing would involve confidential information (including information relating to personal financial matters) and publicity would damage that confidentiality;
 - (v) it is necessary for the protection of the private life of any of the parties to the proceedings; or
 - (vi) it is necessary in the interests of justice.
- (4) Where the Disciplinary Committee or the Appeal Committee determine that any hearing or part of a hearing shall be heard in private then that hearing or part thereof shall be held in private.
- (5) There shall be no appeal to the Appeal Committee solely on the issue of whether or not a hearing or part of a hearing shall be heard in private.

POSTPONEMENT OF HEARING

- 83.** Where any criminal or civil proceedings are pending to which a Respondent or an Appellant is a party, being proceedings which in the opinion of the relevant committee relate to a Complaint referred to the Investigations Committee, the Disciplinary Committee or to an appeal before the Appeal Committee, the committee in question, may in its discretion, postpone the hearing of the Complaint or appeal (as the case may be) for such period or periods as it shall consider expedient.

COSTS OF DISCIPLINARY PROCEDURES

- 84. (1)** Any order made under Articles 79 or Article 80, including an order that no action be taken, may direct:
- (a) where the Respondent/Appellant is a Member, Elected Member, Firm or Student, that he pay a sum or sums by way of costs to the Association;
 - (b) in determining what sum or sums shall be paid by the Respondent/Appellant under this paragraph, the Disciplinary Committee and the Appeal Committee shall take into account any reduction in the costs of dealing with the Complaint against the Respondent/Appellant which has resulted from his having given a notice of the kind referred to in Articles 79 and 80.

- (2) Any costs so ordered to be paid shall be paid within 21 days of the date of the service upon the Respondent/Appellant of the order save that, if notice of appeal is given such costs shall not be payable until the determination of the appeal and then subject to any order made by the Appeal Committee thereon.
- (3) No appeal shall lie solely on the question of costs.

REGISTER OF DISCIPLINARY DECISIONS AND ORDERS

85. (1) The Association shall keep and maintain a Register of all Orders and findings made by the Investigations, Disciplinary and Appeal Committees.
- (2) The Register shall be open to inspection during normal office hours and be kept at the Association's office.
- (3) All entries shall contain the following information:
 - (a) details of the complaint;
 - (b) the findings and the Order including any findings made in proceedings culminating in a Consent Order together with the Consent Order made;
 - (c) the name and address of the person or persons against whom the findings or Order (including a Consent Order) was made;
 - (d) the status of the Member, Elected Member, Firm or Student against whom the findings or Order or Consent Order was made.
- (4) No entry shall be made on the Register until such time as the period for any appeal against a finding or Order of the Disciplinary Committee has expired.
- (5) Unless otherwise provided for by the terms of the Order any entry on the Register shall be expunged from the Register after 7 years.
- (6) If a person believes that an error has been made in respect of any entry entered on the Register he can apply to the Secretary with a view to having the error rectified. Where the Secretary determines that an error has occurred he shall forthwith rectify the register and give notice of such rectification to any interested person.

PUBLICATION OF DECISIONS AND ORDERS

86. (1) Where the Disciplinary Committee or the Appeal Committee makes an Order other than an Order dismissing or providing for no further action to be taken the relevant Committee shall instruct the Secretary:
 - (a) to publish the findings and the Order in such newspapers and journals as the Council have determined as soon as reasonably practicable after the decision has been notified to the Respondent and/or the Appellant;
 - (b) to report the findings and Order to the relevant regulatory body if so required under any statutory enactment or otherwise;
 - (c) to require in an appropriate case for the Member or Firm to return all certificates and authorisations to the Association.

- (2) If the Disciplinary Committee or Appeal Committee dismisses the Complaint and decides that no further action need be taken the relevant Committee shall at the request of the Respondent instruct the Secretary to publish the findings and the Order in accordance with Article 86(1)(a).

EXAMINATIONS DISCIPLINARY PROCEEDINGS

87. The Association shall have in place committees, policies and proceedings with respect to disciplinary action specific to students including authorised study centres; and appointed venues; Examinations in this context means those for achieving admission to membership including as provided in the QCF and such examinations as may be offered by the Association from time to time.

THE SEAL

AFFIXING OF SEAL

88. The Seal of the Association shall not be affixed to any instrument except by the authority of a Resolution of the Council, and in the presence of at least two members of the Council and of the Chief Executive and the said members and Chief Executive shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

INDEMNITY

89. Every member of the Council or other officer of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 1157 of the Act of 2006 or its statutory predecessor in which relief is granted to him by the Court, and no member of the Council or other officer shall be liable for any loss or damage which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 232 of the Act of 2006 or its statutory predecessor. The Council shall have power insofar as it is permitted by the Act of 2006 to purchase and maintain for any member of the Council or officer of the Association insurance against any such liability as is referred to under Section 232 of the Act of 2006 or its statutory predecessors.

90. Every person who was before the date of amalgamation a member of the Council or other officer of the Institute shall be entitled to be indemnified out of the assets of the Association (insofar as they represent the assets of the Institute transferred to the Association on the date of amalgamation) against all losses or liabilities which he may sustain or incur or may have sustained or incurred in connection with the execution of the duties of his office or otherwise in relation thereto, including any liability in defending any proceedings, whether civil or criminal and whether before or after the date of amalgamation or in connection with any application under Section 1157 of the Act of 2006 or its statutory predecessor in which relief is granted to him by the Court, and no such member of that Council or other officer shall be liable for any loss or damage in consequence of anything done or omitted to be done prior to the date of amalgamation which may have happened to or been incurred by the Institute in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 232 of the Act of 2006 or its statutory predecessor. The Council shall have power insofar as it is permitted by the Act of 2006 to purchase and maintain for any former member of the Council or officer of the Institute insurance against any such liability as is referred to in Section 232 of the Act of 2006 or its statutory predecessors.
91. The Secretary the Complaints Reviewer and every person appointed to a Committee of the Association shall be indemnified by the Association against all losses and expenses incurred by him in or about the performance of his duties other than where such losses and expenses have occurred by his own willful default.

ACCOUNTS

ACCOUNTS TO BE KEPT

92. The Council shall cause proper accounting records to be kept. The accounting records shall be kept at the office of the Association or at such other place or places as the Council shall determine, and shall always be open to the inspection of the members of the Council.

ANNUAL ACCOUNTS AND REPORT

93. Once in every year the Council shall present to the Members in General Meeting an Income and Expenditure Account for the last financial period made up as from the day after the date at which the last preceding such account was made up, together with a balance sheet as at the same date to which the Income and Expenditure Account is made up, accompanied by a report of the Council and a report of the Auditors. A copy of the said account, balance sheet and reports shall be sent not less than 21 days before that meeting to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

AUDITORS

94. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

NOTICES

NOTICES TO MEMBERS

- 95. (1)** Any notice, document or information may be given sent or supplied by the Association to any Member either:
- (a)** personally; or
 - (b)** by sending it by post in a prepaid envelope addressed to the Member at his address or postal address appearing in the Register of Members, or by leaving it at that address, or
 - (c)** by giving it in electronic form to a person who has agreed (generally or specifically) that the notice, document or information may be sent or supplied in that form (and has not revoked that agreement) or
 - (d)** subject to the provisions of the Acts, by making it available on a website, provided that the requirements in Article 95(2) are satisfied.
- (2)** The requirements referred to in Article 95(1)(d) 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 of Members of the Association, specifying the place, time and date of the meeting, and states whether it will be an annual general meeting or a 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 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 would not be reasonable to have expected the Association to prevent or avoid.

- (3) For the avoidance of doubt, the provisions of this Article 95 are subject to Article 23.
 - (4) 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.
96. A Member present either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
97. Any notice, document or information given, sent or supplied by the Association to the Members or any of them:
- (a) by post, shall be deemed to have been given on the day following that on which the envelope containing the notice was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent.
 - (b) in electronic form, shall be deemed to have been received 24 hours after it was sent.
 - (c) by making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is sent.

OFFICE OF DISTINCTION

CONDITIONS OF ELECTION

98. The Council may elect to such office and title, by a unanimous vote at a properly constituted meeting of the Council, any person who has rendered such services to the Association as in the opinion of the Council entitled him to singular distinction, and subject to these Articles, upon such terms and conditions as the Council may so determine. Any person so elected shall not be entitled to a Practising Certificate solely as a result of such election unless that person has satisfied the criteria for a Practising Certificate as set out in Articles 67 –70.

STATUTORY AUDITORS

RECOGNISED PROFESSIONAL QUALIFICATIONS

99. So much of the Articles and Bye-Laws of the Association as relate to examinations and training for and the holding of Recognised Professional Qualifications for the purposes of Part 42 of the Companies Act 2006 shall apply from the making of an order by the Secretary of State declaring one or more qualifications offered by the Association to be recognised for those purposes.

AMENDMENTS OR VARIATIONS

- 100.** Any amendment, annulment or variation of these Articles or The Memorandum of Association shall take effect on the date specified by the Council following approval of such amendments, annulment or variation having been given by the Members and by IAASA in accordance with Section 9 of the Republic of Ireland Companies (Auditing and Accounting) Act 2003 provided that the Council shall not specify a date that is more than three months after the date of the approval given by IAASA.

BYE-LAWS

THE ASSOCIATION OF INTERNATIONAL ACCOUNTANTS

BYE-LAWS

(Made pursuant to Article 73)

DEFINITIONS AND INTERPRETATION

1. In these Bye-Laws unless the context otherwise requires the following expressions shall have the following meanings:

Words

Meanings

Academic Fellow Member

A person experienced in the fields of academic study or teaching relevant to the profession or practice of accountancy who should have been appointed in the least to a position equivalent of a lecturer at a tertiary educational establishment.

accounting standards

Standards and guidance issued or adopted by the Accounting Standards Board of the Financial Reporting Council (UK) which are in force.

the Act of 2006

The Companies Act, 2006 to the extent in force from time to time.

the Acts

The Companies Act, 1985, 1989 and 2006.

Affiliated Member

A person elected to be a member of the Association by the Council, and who has satisfied the Council that he has for not less than five years held office or been employed in a field of work related to accountancy and has been educated to at least a standard equivalent to an accounting technician.

Appellant

A Member or an Elected Member, a Firm, or Student who appeals against a decision of the Disciplinary Committee.

application

In respect of an application for a Practising Certificate means an application either for the first grant of such certificate or for the renewal thereof and "apply" shall be construed accordingly.

the Association

The Association of International Accountants.

Associate

A person who has been admitted to membership of the Association in such capacity.

Audit

The audit required to be carried out by a qualified statutory auditor of companies and other entities by statute or otherwise.

auditing standards	Standards and guidance issued by the Financial Reporting Council (UK) which are in force.
Certificate of Membership	A Certificate demonstrating that the person named in it is a Member of the Association.
the Chief Executive	The Chief Executive of the Association appointed by the Council, or the person acting in that capacity by the direction of the Council.
Code of Ethics	The Code of Ethics adopted by the Association for the time being in force.
Companies Acts	The Companies Acts applicable to the United Kingdom.
Complaint	A complaint, allegation or matter of concern made against a Member, an Elected Member, or Firm or Student including without prejudice to the generality of the foregoing, issues of performance and compliance with standards and related matters.
Consent Orders	Orders made by the Investigations Committee following a Complaint which is dealt with by agreement between the Complainant and the Respondent whether through conciliation or other dispute resolution mechanism.
Continuing Professional Development	Ongoing educational training in accountancy and audit and related issues.
the Council	The Council for the time being of the Association.
Elected Member	Academic Fellow Member, Affiliated Member and/or Honorary Member.
Fellow	A person who has been admitted to the Association in such capacity.
Firm	A sole practitioner, partnership or a corporate practice which engages in the profession of accountancy.
Honorary Member	A person who the Council considers has contributed service of particular merit to the Association or the profession of accountancy.
IAASA	The Irish Auditing and Accounting Supervisory Authority.
Independent Examiner	Members of the Association who are eligible and permitted to prepare accounts and provide reports to accounts of companies under the Charities Act 2011
industry and commerce	The administration of organisations of whatever kind engaged in industrial and commercial activities of every type including the nationalised industries; the decision of the Council as to whether or not a person is engaged in industry or commerce shall be conclusive.

Institute	Institute of Company Accountants which amalgamated with the Association in April 2003.
Irish Companies Acts	The Companies Acts applicable to the Republic of Ireland.
Member	A Member of the Association being a Fellow or Associate Member.
month	Calendar month.
Ofqual	The Office of Qualifications and Examinations Regulation
Order	An Order made in disciplinary proceedings by the Investigations, Disciplinary or Appeal Committees.
Part 42	The provisions of Part 42 of the Act of 2006.
these presents	These Bye-Laws.
Prescribed Accountancy Body	A body of accountants prescribed under section 48(1)(a) of the Republic of Ireland Companies (Auditing and Accounting) Act 2003 for the purposes of that Act as relating to the role of IAASA.
public practice	Practice as a public accountant, including in the UK acting as Independent Examiner for the purposes of the Charities Act 2011, whether in the capacity of sole principal, in partnership or through the medium of a body corporate or otherwise and “practising” as applied to an accountant shall have the same connotation.
public service	The administrative organisations of central, regional or local government and all public bodies of a non-industrial character; the decision of the Council as to whether or not a person is engaged in the public service shall be conclusive.
Practising Certificate	A certificate issued to a Member by the Association authorising him to engage in public practice.
UK Practising Certificate	A certificate issued to a Member by the Association authorising him to engage in public practice in the UK including acting as an Independent Examiner.
QCF	Qualifications and Credit Framework
Quality Control Standards	Standards and guidelines issued by the International Auditing and Assurance Standards Board and the Auditing Practices Board of the Financial Reporting Council (UK) which are in force.
Recognised Professional Qualification	A professional qualification in accountancy awarded by a body recognised as authorised to make such awards in the United Kingdom.

Recognised Supervisory Body	An accountancy body established under the Companies Acts for the purpose of registering and supervising qualified statutory auditors practising in the UK.
the Register	The Register of members of the Association.
Regulatory Requirement	Requirements of the Articles, Bye-Laws, Regulations and Code of Ethics relating to the Practice functions of Members, and Firms, and in respect of Members compliance with requirements for Continuing Professional Development.
report work	Work undertaken by an Independent Examiner.
Respondent	A recipient of a Complaint whether that recipient is a Member, Elected Member, Firm, or Student.
Seal	The Common Seal of the Association.
the Small Company Audit Exemption and Reporting Code	The provisions in Part 15 of the Act of 2006 which apply to the small companies regime for accounts and reports.
Small Companies Regime	Those companies that qualify as small companies or groups and are not excluded from that regime by section 384 of The Act of 2006.
Statutory Auditor	A person or firm appointed as auditor under Part 16 of the Act of 2006 or as otherwise defined under section 1210 of that Act.
Student	A person for the time being registered as a Student with the Association including those following the QCF route, in accordance with these presents.
in writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Any reference to a specific statute includes any statutory extension or modification or re-enactment of such statute and any bye-laws, regulations or orders made thereunder.

Subject as aforesaid, any words or expressions defined in an Act or any statutory modifications thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. In these Bye-Laws unless the context otherwise requires:

- (1)** references to these Bye-Laws or to any specified provision in any of them are to these Bye-Laws, that document or other provision as in force for the time being and as amended from time to time in accordance with their terms or, as the case may be, with the agreement of the relevant parties.
- (2)** words importing the singular include the plural and vice versa, words importing a gender include every gender and references to persons include corporations, partnerships and other unincorporated associations or bodies of persons.

- (3) reference to any enactment shall include:
- (a) any provision which it has re-enacted (with or without modification) or modified; and
 - (b) that enactment as re-enacted, replaced or modified from time to time, whether before, on or after the date of this agreement.

MEMBERSHIP

ADMISSION AND ELECTION OF MEMBERS

3. All applications for admission to membership shall be submitted on the prescribed form to the Applications Committee whose duty it shall be to enquire into the qualifications, professional experience, standing and general character of every applicant; the Applications Committee's recommendation in each case shall be reported to the Council. The Council's decision in all matters relating to membership shall be final.

POWER TO GRANT OR REFUSE ADMISSION

4. The Council shall consider the Applications Committee's recommendations thereon, and shall, in their absolute discretion, determine as to the conditions upon which any applicant shall be admitted to membership, or they may adjourn the consideration of any application or postpone the election of any applicant, or they may altogether refuse to admit any applicant to membership. The Council's decision in all matters relating to admission to membership shall be final.

The Council shall inform the applicant of the grounds for refusing admission only if requested to do so by the candidate in writing.

RE-ADMISSION TO MEMBERSHIP

5. In the case of a person whose membership has ceased under Article 15 or Article 16 of the Articles of Association, the Applications Committee shall consider the application for re-admission; the Applications Committee's recommendation in each case shall be reported to the Council. The Council shall consider the Applications Committee's report and by unanimous resolution at a meeting convened with notice of the object, may re-admit him to membership upon such conditions as they may think fit; or they may refuse to re-admit any such applicant.

The Council shall inform the applicant of the grounds for refusing admission only if requested to do so by the applicant in writing.

ADMISSION OF PERSONS HOLDING QUALIFICATIONS OF OTHER BODIES

6. The Applications Committee shall take such reasonable action as it considers appropriate and necessary to satisfy itself as to the entitlement of an applicant for admission to Membership of the Association as a Fellow or Associate. The Applications Committee's recommendations shall in each case be reported to the Council. The Council shall, on such terms as it considers appropriate, admit to Membership of the Association any person who has qualified by examination as a member of another professional body of accountants which is in the opinion of the Applications Committee equivalent to that of the Association, and has had not less than three years' approved accountancy experience, provided that a person admitted to membership under this Bye-Law shall not be entitled to be granted a certificate by the Association that he holds a Recognised Professional Qualification for the purposes of Statutory Audit.

TRANSFER TO FELLOWSHIP

7. All applications for transfer from Associateship to Fellowship of the Association shall be made on the prescribed form and shall be submitted to the Applications Committee whose duty it shall be to enquire into the eligibility of each applicant under the conditions laid down by these presents and in the Articles, and into his character and suitability. The Applications Committee's recommendations shall in each case be submitted to the Council.

POWER TO GRANT OR REFUSE TRANSFER TO FELLOWSHIP

8. The Council upon consideration of the recommendations of the Applications Committee shall in their absolute discretion determine as to the conditions upon which any transfer shall be made or they may postpone or refuse any application for transfer. The Council shall inform the applicant of the grounds for refusing admission only if requested to do so by the applicant in writing.

ENTRANCE FEE

9. Every application for membership shall be accompanied by the Entrance Fee, as laid down by Bye-Law 16, which fee is non-returnable.

MEMBERS ENTITLED TO USE DESIGNATION AND DISTINCTIVE LETTERS

10.
 - (1) Any person who is admitted to membership of the Association shall, whilst he remains a Member of the Association, be entitled to use the professional style or designation of "International Accountant" as indicating that he is a Member of the Association and to use after his name, in the case of a Fellow the initials F.A.I.A., or, in the case of an Associate the initials A.A.I.A.
 - (2) Any person who is elected to be an Honorary Member of the Association shall be entitled to use after his name the initials F.A.I.A. (Hon).
 - (3) Any person who is elected to membership of the Association as an Affiliated Member shall not use the professional style or designation of "International Accountant".
 - (4) Any person who is elected to membership of the Association as an Academic Fellow Member shall be entitled to use after his name the initials F.A.I.A.(Acad).

- (5) An Elected Member may make reference to his membership of the Association as an Honorary Member, Affiliated Member or Academic Fellow Member as the case may be but may not represent himself as, or permit or allow himself to be held out in any way as, a qualified Member (i.e. Associate or Fellow Member) of the Association. An Elected Member who holds himself out or permits or allows himself to be held out as a qualified Member shall be liable to disciplinary action.
- (6) Subject to Bye-Law 10(5) a member who is elected to membership prior to 31 January 2009 whether as an Affiliated Member or Academic Fellow Member and is permanently resident in the Republic of Ireland on that date may refer whilst in the Republic of Ireland to his status as an Affiliated Member or Academic Fellow Member of the Association.
- (7) An Elected Member who does not meet the requirements set out under Bye-Law 10(6) will not be entitled to refer to his status as an Affiliated Member or Academic Fellow Member of the Association whichever is applicable whilst in Ireland.
- (8) An Elected Member who is in breach of Bye-Law 10(7) shall be liable to disciplinary action.
- (9) In the context of this Bye-Law permanently resident means residency of at least six months in the Republic of Ireland prior to 31 January 2009 with an intention to remain resident in the Republic of Ireland.
- (10) No person shall after 31 January 2009 be elected to membership as an Affiliated Member or an Academic Fellow Member in the Republic of Ireland.

CERTIFICATE OF MEMBERSHIP

11. Every member shall on admission to membership be entitled to a Certificate of Membership under the Seal of the Association, but such certificate shall at all times remain the property of the Association, and shall be returned to the Association on demand.

REGISTER OF MEMBERS

12. (1) The Association shall maintain the Register incorporating the members' names and addresses and which shall record:
 - (a) those Members holding a Practising Certificate authorising them to engage in public practice;
 - (b) those Members who have been granted by the Association a Recognised Professional Qualification for the purposes of Part 42;
 - (c) those Members holding a practising certificate issued by a Recognised Supervisory Body for the purposes of Part 42 entitling them to practise as Statutory Auditor in the UK;
 - (d) those members who are Elected Members.
- (2) The Association may register Members on the appropriate register held by the Association if the Association is satisfied that the Member complies with Bye-Law 74.

13. The Register as it relates to Members holding a Practising Certificate of whatever nature is held at the head office of the Association and shall be open to public inspection at all reasonable business hours.

CERTIFICATE OF MEMBERSHIP TO BE DELIVERED UP

14. In the event of the resignation, removal, exclusion or suspension of a Member, or of a Member ceasing to be a Member for any other cause, the Certificate of Membership then held by him shall be delivered up to the Association to be cancelled or retained during his suspension.

RESTRICTIONS TO USE OF DESIGNATION AND DISTINCTIVE LETTERS

15. A Member of the Association practising in partnership with any person not a Member of the Association under the title of a firm shall not use after the title of that firm or describe the firm in any way whatsoever as "International Accountants" unless the majority of the partners are Members of the Association.

ENTRANCE FEES

ENTRANCE FEES

16.
 - (1) Persons admitted as Fellows without first becoming Associates shall pay on admission an entrance fee of an amount determined by the Council, Associates admitted as Fellows shall pay on such transfer a sum determined by the Council and persons admitted as Associates shall pay on admission an entrance fee of an amount determined by the Council.
 - (2) Persons admitted as Affiliated Members shall pay on admission an entrance fee of an amount determined by the Council.
 - (3) Fees are reviewed on an annual basis by the Council and made available publicly.

ANNUAL SUBSCRIPTIONS AND PAYMENTS

SUBSCRIPTIONS

17.
 - (1) The Council shall have power, from time to time, to determine in accordance with Article 73 the amounts required to be paid by the respective categories and classes of members in respect of:
 - (a) the annual subscription;
 - (b) a Practising Certificate;
 - (c) a Recognised Professional Qualification Certificate.
 - (2) Until that power is exercised on and from 1 October each year the following members shall be liable to pay subscriptions annually:

- (a) Members being Fellows;
 - (b) Members being Associates;
 - (c) members being Affiliated Members;
 - (d) members being Academic Fellow Members.
- (3) The Council may at its discretion, on the application of any Member, reduce the subscription payable for any year by such Member if the said Member has retired from practice and all other business activities or from employment.
- (4) On or before the first day of October in each year every Member shall, if required by the Council make a return to the Association showing whether he is in public practice as an accountant or as an accountant and auditor or not. This return shall be in such form as the Council may from time to time prescribe.
- (5) The Council shall have authority to waive the annual subscription payable by a Fellow in respect of a person who was, at the date of amalgamation, an Honorary Member of the Institute.
18. A full year's subscription shall be payable on application for membership.
19. Each Associate, on being admitted as a Fellow, shall pay, as the additional subscription due from him as a Fellow for the current year, the difference between his yearly subscription as an Associate and as a Fellow.
20. All subscriptions, other than subscriptions payable on admission, shall be payable in advance on the first day of October in each year, being the day on which the subscription year of the Association shall commence.

PAYMENTS IN RESPECT OF A PRACTISING CERTIFICATE

21. A Member applying for a Practising Certificate shall pay a fee for the issue of such certificate and shall also pay an annual registration fee so long as the same is noted on the Register, of an amount determined by the Council.

PAYMENTS IN RESPECT OF A RECOGNISED PROFESSIONAL QUALIFICATION CERTIFICATE

22. A Member applying for a certificate that he holds a Recognised Professional Qualification from the Association for the purposes of Part 42 shall pay a fee in relation to that application and shall also pay an annual fee so long as the same shall be noted on the Register, of an amount determined by the Council, and other such respective sums as shall for the time being be prescribed by the Council.

COMMITTEES OF THE COUNCIL

APPOINTMENT OF COMMITTEES

23. (1) The Council at their first meeting after the Annual General Meeting shall proceed to the appointment of the following Committees, or such other Committees as may be determined by the Council:

- (A)** Finance;
- (B)** Applications;
- (C)** Qualifications;
- (D)** Law and Parliamentary;
- (E)** Technical Committee;
- (F)** Practice Compliance Committee;
- (G)** Practice Compliance Appeal Committee.

In addition the Council at their first meeting after the Annual General Meeting shall appoint the following Committees:

- (a)** Investigations;
 - (b)** Disciplinary;
 - (c)** Appeal.
- (2)** These Committees shall act for the ensuing year. The Council may also appoint any special Committees, or one or more of their number from time to time, to carry out any special duties delegated to them, under the direction of the Council.

MEMBERSHIP AND QUORUM

24. Each Committee shall consist of at least five members, or such other number as the Council may deem necessary. The membership of the Investigations, Disciplinary and the Appeal Committees shall be as prescribed by the Articles. Unless otherwise determined by the Council three shall form a quorum.

COMMITTEE MEETINGS

25. Committees shall meet as and when required for the transaction of business.

APPOINTMENT OF COMMITTEE CHAIRMAN

26. The Chairman of each Committee shall be appointed in accordance with the Articles where appropriate and otherwise the members of each Committee thereof shall appoint one of their members to act as Chairman for the ensuing year.

EX-OFFICIO MEMBERS

27. The Chairman and Vice-Chairman of the Council for the time being shall be ex-officio members of all Committees except the Investigations Committee, the Disciplinary Committee, the Appeal Committee, the Practice Compliance Committee and the Practice Compliance Appeal Committee.

CASUAL VACANCIES

28. The Council shall have the power to fill any casual vacancies in the Committees of the Council, and to suspend or remove for misconduct any member provided always that non accountants shall be in the majority in respect of the Investigations, Disciplinary and Appeal Committees.

COMMITTEES TO REPORT TO COUNCIL

29. All Committees shall exercise such powers and perform such duties as are hereinafter provided, or as may be vested in or assigned to them by the Council from time to time, and all matters dealt with shall be reported to the Council at the next succeeding meeting of the Council.

POWERS AND DUTIES OF COMMITTEES DEFINED

30. Subject to the control, approval, and confirmation of and by the Council, the powers and duties of the undermentioned Committees shall be as follows:

(A) Finance Committee

To deal with all matters relating to:

- (a) the accounts and financial affairs of the Association;
- (b) the sanctioning of items of expenditure, and drawing and signing cheques therefore;
- (c) the investment of the funds of the Association;
- (d) ensuring sufficient funds are maintained;
- (e) enabling the development, delivery and award of the qualifications.

(B) Applications Committee

To deal with all matters relating to:

- (a) the form and content of applications to become Students, Associates, Fellows, Affiliated Members and Academic Fellow Members of the Association;
- (b) applications for admission as Students of the Association;
- (c) applications for admission as Associates;
- (d) applications for admission as Fellows;
- (e) applications for admission as Affiliated Members;

- (f) applications for admissions as Academic Fellow Members.

The Committee being empowered to take such reasonable action as it considers appropriate and necessary to satisfy itself as to the entitlement of a Student or Member to admission to the Association and his compliance with these presents in obtaining such admission. The Committee shall submit its report and recommendations on every such application to the Council at the next succeeding meeting of the Council.

(C) Qualifications Committee

To deal with all matters relating to:

- (a) the Examinations of the Association including written examinations and oral tests, study requirements, the conduct of examinations, subjects of examinations, framing of and alterations in syllabus, monitoring of standards and compliance with statutory requirements, reviews of examination and oral test results, pass lists, certificates in respect of examinations and as to holding the Recognised Professional Qualification;
- (b) practical training, including approval of persons to provide training and approval and monitoring of training;
- (c) the granting of Practising Certificates in respect of public practice as an accountant providing authorisation for a Member or a partnership as a Firm.

The Committee to be empowered:

- (a) to deal with all matters relating to Practising Certificates;
- (b) to take such reasonable action as it considers appropriate and necessary to satisfy itself as to the entitlement of a Member to a Practising Certificate;
- (c) to agree the form and content of certificates in respect of examinations and qualifications, and of Practising Certificates including any related application forms.

(D) Law and Parliamentary Committee

To deal with all matters relating to:

- (a) Bills and Proposals before Parliament, and all proposals made or actions taken by any Government Department, Company, Firm, Person or Persons, affecting the interests of the members of the Association as a whole;
- (b) legal matters.

(E) Technical Committee

- (a) to monitor and discuss key technical developments in the accountancy profession and the financial world.
- (b) to formulate the Association's views on government consultation documents and comment on the regulation of the profession.
- (c) to ensure relevant, up to date technical information is brought to the attention of Members and Students of the Association on a timely basis together with guidance and interpretations regarding application and implementation.

(F) Practice Compliance Committee

To deal with all matters concerning:

- (a) the monitoring of the compliance by Members and Firms in their public practice with the Association's Articles, Bye-Laws, Regulations and Code of Ethics, relevant accounting and auditing standards, and relevant regulatory and legal requirements;
- (b) provision of returns, statements and information necessary for monitoring the Members' public accounting and reporting work;
- (c) the monitoring of members in industry, commerce, public service or employed in public practice;
- (d) the monitoring of the compliance by Members with the Association's Continuing Professional Development Requirements.

The Committee can require remedial action to be taken by a Member, or a Firm in the case of non-compliance with a Regulatory Requirement. Where there is a failure to meet a Regulatory Requirement the Committee in addition to requiring remedial action to be taken within a specified period can

- (a) impose a penalty by way of a fine;
- (b) suspend a Practising Certificate pending the outcome of disciplinary proceedings;
- (c) impose a condition or restriction relating to a Practising Certificate, and/or
- (d) refer the failure to the Investigations Committee for further action.

Where the Committee decides to suspend a Practising Certificate such suspension shall be limited to a period of six months unless renewed by the Disciplinary Committee.

(G) Practice Compliance Appeal Committee

To deal with all appeals from the Qualifications Committee and the Practice Compliance Committee relating to:

- (a) the granting and holding of a Practising Certificate;
- (b) the monitoring of Members and Firms concerning compliance with the Bye-Laws, Articles, Regulations and Code of Ethics;
- (c) the provision of returns, statements and information relating to monitoring.

PARLIAMENTARY FUND

- 31.** The Council may create a fund to be called the Parliamentary Fund, which fund shall be applied in or towards payment of the costs, charges and expenses incurred by the Association in promoting or in joining with any other Association, Institution, Corporation or Society of Accountants in the promotion of or in taking any proceeding in support of any Act of or Bill in Parliament, Royal Charter, Provisional or Statutory Order, Order-in-Council or Letters Patent or other authority having for its object the uniting of the members of the profession into one general body or any other object calculated to benefit the members of the Association in any part of the world or the profession as a body or in opposing any Bill in Parliament or application for any Charter or Provisional or Statutory Order, Order-in-Council, Letters Patent or other authority having for its objects or containing any provisions which they may consider inimical or prejudicial to the interests of the members of the Association in any part of the world.

The Council may for the purpose of creating and maintaining the Parliamentary Fund from time to time make a levy on each member of the Association of such sum or sums as they may determine.

STUDENTS

- 32. (1)** No person shall be registered with the Association as a Student unless he satisfies the Association that:
- (a)** he has met the entry requirement laid down in these Bye-Laws, and
 - (b)** he is in employment in accountancy or is a full-time student on a course of accounting or business studies approved by the Association.
- (2)** All applications for registration as a Student with the Association shall be made to the Applications Committee on the appropriate form accompanied by such other information as the Applications Committee may from time to time determine.
- (3)** Every person shall, upon applying for registration as a Student, sign an undertaking that he will, if registered, and so long as he is a Student, duly observe the Articles and Bye-Laws and Code of Ethics of the Association and any rules and regulations made thereunder.
- (4)** Students have no liability to the Association in the event that it is wound up.
- 33.** The regulation of matters relating to the registration of Students, courses of study to be undertaken by Students, the holding of examinations both in written and oral form and experience and training requirements shall be in accordance with the booklets published by the Association.
- 34.** Students are subject to the Association's relevant Disciplinary Proceedings including in relation to its examinations.

EXAMINATIONS AND TRAINING

EXAMINATIONS

35. The examinations of the Association shall be in such form as the Council may determine after consideration of proposals and recommendations from the Qualifications Committee.

PLACE OF EXAMINATION

36. The examinations of the Association shall be held twice a year in such places as the Qualifications Committee may from time to time determine.

SPECIAL EXAMINATION CENTRES

37. The Qualifications Committee, in their discretion, may make special arrangements from time to time for the examination of candidates residing in any part of the world, upon such terms as they may determine.

BOARD OF EXAMINERS

38. The Council shall appoint a Board of Examiners consisting of one or more members of the Council, and such other qualified persons as the Council may from time to time appoint. The members of the Board of Examiners shall hold office at the discretion of the Council and shall be paid out of the funds of the Association such remuneration as the Council from time to time may decide.

COUNCIL TO ISSUE REGULATIONS

39. The Council may from time to time issue regulations:
- (a) for holding the examinations and under and subject to the provisions of these Bye-Laws for the conduct of the examinations; and
 - (b) relating to the provision of practical training and the authorisation of persons to provide such training.

INVIGILATORS AT EXAMINATIONS

40. The Qualifications Committee may appoint one or more members of the Association or other suitable persons to preside at and supervise the examinations of the Association upon such terms and with such remuneration as they may think fit.

NOTICE TO BE GIVEN BY CANDIDATE

41. Every candidate at least six weeks before the examination at which he proposes to present himself, shall give notice to the Association of his desire to be examined, such notice to be in the appropriate form, and shall pay the fee payable in respect of such examination.

CANDIDATES TO BE REFERRED TO BY NUMBER ONLY

42. Each candidate for an examination shall have a number assigned to him, and he shall be referred to by such a number until after the adoption by the Council of the report of the Qualifications Committee as to the result of his examination.

FAILURE TO PASS

43. A candidate who has failed to pass any examination to the satisfaction of the Council may present himself again at any subsequent examination, save that the Council, in their discretion, may refuse to allow any such person so to present himself.

EXAMINATION FEES

44. Every candidate on the occasion of making application to present himself for examination shall pay an examination fee, as may be determined for the time being by the Council.

NO FEES TO BE RETURNED

45. If a candidate withdraws his name or fails to present himself for examination, for any reason whatsoever, no part of the fee shall be returned to him.

COUNCIL MAY REFUSE PERMISSION TO TAKE EXAMINATIONS

46. The Council may in their absolute discretion refuse to allow any person to present himself for any examination of the Association without notifying any reason for such refusal.

RE-REGISTRATION

47. If a candidate fails to complete the professional examination within the prescribed period, as may be determined by the Council from time to time, then the Council shall not be required to credit him on re-registration with any passes previously obtained. In respect of Students following the QCF route, the regulatory requirements of Ofqual supersede this Bye-Law.

ISSUE OF CERTIFICATES

48. Upon the adoption by the Council of the report of the Qualifications Committee a certificate to the effect that a candidate has passed the Professional Examination, the Foundation Examination, or the Recognised Professional Qualification for the purposes of Part 42 to the satisfaction of the Qualifications Committee shall be issued to every Student or Member entitled thereto, save that in the case of the Professional Examination the Certificate shall be issued subject to an application for membership having been received. Students following the QCF route are awarded a certificate for every unit they pass and also for every qualification they attain, namely the Certificate in Accountancy, Diploma in Accountancy and Diploma in Professional Accountancy.

CONDITIONS OF ENTRY

- 49.** No person shall be permitted to present himself for any part of the Examinations unless he is a Student of the Association.
- 50.** No candidate shall be permitted to present himself for any part of the Examinations, unless he has satisfied the requirements relating to entry thereto.

SPECIAL REQUIREMENTS RELATING TO PRACTICE AS STATUTORY AUDITOR

- 51.** Bye-Laws 52 - 56 shall apply to those Students wishing to qualify by examination as Members of the Association. Bye-Laws 57 - 59 shall in addition apply to those Students wishing to qualify to practise as Statutory Auditors.

ENTRY AS STUDENT

- 52.** A person shall not be registered as a Student with the Association unless:
- (a)** he has been admitted to a university or other equivalent establishment whether in the United Kingdom or elsewhere having obtained the appropriate entry requirements or has been educated to such a standard as would entitle him to be considered for such admission on the basis of academic or professional qualifications whether obtained inside or outside the UK; or
 - (b)** he meets the entry requirements established by Ofqual and specified within the QCF.

STUDY PREPARATION FOR EXAMINATIONS

- 53.** A Student registered with the Association with a view to taking the professional examinations of the Association may attend a full-time or part-time course of study in preparation therefore or undertake a course as specified by the Association or prepare by private study.

EXAMINATIONS FOR MEMBERSHIP OF ASSOCIATION

- 54. (1)** No person shall be awarded a qualification in accountancy by the Association unless he has passed (or been exempted therefrom in accordance with the Bye-Laws) examinations at Foundation, Professional 1 and Professional 2 levels testing theoretical knowledge and ability to apply that knowledge in practical situations;
- (a)** by achieving a standard of attainment at least equivalent to that required to obtain a degree from a university or similar establishment in the UK as detailed in Bye-Law 54(1)(c); or
 - (b)** **(i)** as a Student, or other person, he has obtained qualification at the equivalent levels in the Association's professional examinations in the QCF, namely: at Level 5, a Certificate in Accountancy (Foundation Degree standard); at Level 6 a Diploma in Accountancy (Honours Degree standard), or
 - (ii)** at Level 7 a Diploma in Professional Accountancy (Master's Degree standard) as detailed in Bye-Law 54(1)(c).

(c) The Association’s professional examinations and QCF route are laid out as follows:

PROFESSIONAL QUALIFICATION

QUALIFICATIONS AND CREDIT FRAMEWORK

FOUNDATION

CERTIFICATE IN ACCOUNTANCY (QCF)

Module A

- 1 Financial Accounting 1
- 2 Business Economics
- 3 Management Accounting 1

- 1 Applying Financial Accounting Theory to Practical Situations
- 2 Business Economics
- 3 Management Accounting

Module B

- 4 Law
- 5 Auditing and Taxation
- 6 Information Processing

- 4 Principles of Law for Accountants
- 5 Theory and Application of the Principles of Audit
- 6 Applications of the Underlying Principles of Personal and Business Tax
- 7 Principle of Statistical Sources and Data Collection
- 8 Business Information Processing

PROFESSIONAL 1

DIPLOMA IN ACCOUNTANCY (QCF)

Module C

- 7 Auditing
- 8 Company Law
- 9 Management Information

- 9 Mapping Internal and External Audit Procedures
- 10 The Application of Company Law in Financial Settings
- 11 Analytical Skills for Business
- 12 Designing a Management Information System

Module D

- 10 Business Management
- 11 Financial Accounting 2

- 13 Business Management Principles for Accountants
- 14 Financial Accounting for International Accountants

12 Management Accounting 2

PROFESSIONAL 2

Module E

13 Financial Accounting 3

14 Financial Management

Module F

15 Professional Practice (Auditing)

16 Taxation and Tax Planning

15 The Use of Cost Control and Cost Management in Operational and Strategic Decision Making

DIPLOMA IN PROFESSIONAL ACCOUNTANCY (QCF)

16 Corporate Accounting and Reporting

17 Financial Management with an International Perspective

18 Professional Practice in Auditing

19 Taxation and Tax Planning

- (2) For non-UK Students not following the QCF route the papers in Company Law and Taxation and Tax Planning may be based on local law in place of UK law. A Student may be exempted from the requirement to undergo examination of his theoretical knowledge of any one or more of the subjects specified in 54(1)(c) of this Bye-Law in accordance with the specifications of the relevant regulators.

REQUIREMENT FOR APPROVED ACCOUNTANCY EXPERIENCE PRIOR TO MEMBERSHIP

55. No Student shall be entitled to be admitted to be a Member of the Association (as an Associate) unless he has completed at least three years experience in accountancy which in the opinion of the Council is satisfactory and obtained before or after, or partly before and partly after the passing of the Association's examinations.

APPLICATION FOR MEMBERSHIP ON PASSING EXAMINATIONS

56. On completion of the professional examinations of the Association a Student who desires to become a member of the Association shall make application for such membership within one year of passing the examination (whether or not he has then completed the necessary period of accountancy experience). Should he not do so his name shall be removed from the register of Students and the Council shall not be bound at any later time to give consideration to an application from him for admission to membership. If at the time of such application the Student is still undergoing the requisite period of accountancy experience then the Council shall defer admission to membership until that experience has been satisfactorily obtained.

RECOGNISED PROFESSIONAL QUALIFICATION FOR THE PURPOSES OF PART 42

ENTRY AS STUDENT FOR RECOGNISED PROFESSIONAL QUALIFICATION

- 57.** A person shall not be registered as a Student for a Recognised Professional Qualification with the Association unless:
- (a)** he has been admitted to a university or other similar establishment in the UK having obtained the appropriate entry requirements or has been educated to such a standard as would entitle him to be considered for such admission on the basis of academic or professional qualifications whether obtained inside or outside the UK and which are recognised by the Secretary of State to be of an appropriate or equivalent standard; or
 - (b)** he has had not less than seven years professional experience in a professional capacity in the fields of finance, law and accountancy.

COURSE OF STUDY LEADING TO EXAMINATION FOR RECOGNISED PROFESSIONAL QUALIFICATION

- 58.** A Student registered with the Association with a view to taking the examinations of the Association for a Recognised Professional Qualification shall complete a course of theoretical instruction in preparation therefore approved by the Association.

EXAMINATION FOR RECOGNISED PROFESSIONAL QUALIFICATION

- 59. (1)** No person shall be awarded a Recognised Professional Qualification for the purposes of Part 42 unless he has passed (or been exempted therefrom in accordance with the Bye-Laws) examinations at Foundation, Professional 1 and Professional 2 levels testing:
- (a)** in writing and orally, theoretical knowledge and ability to apply in practical situations that knowledge of the following subjects:

FOUNDATION

Module A

- 1 Financial Accounting 1
- 2 Business Economics
- 3 Management Accounting 1

Module B

- 4 Law
- 5 Auditing and Taxation
- 6 Information Processing

PROFESSIONAL 1**Module C**

- 7 Auditing
- 8 Company Law
- 9 Management Information

Module D

- 10 Business Management
- 11 Financial Accounting 2
- 12 Management Accounting 2

PROFESSIONAL 2**Module E**

- 13 Financial Accounting 3
- 14 Financial Management

Module F

- 15 Professional Practice (Auditing)
- 16 Taxation and Tax Planning
- 17 Multi-Disciplinary Case Study
to assess the application of auditing and assurance, taxation and financial reporting knowledge to scenarios based in the statutory audit environment
- 18 Oral Test
after completion of the practical training required by paragraph 4 of this Bye-Law; to assess the application of auditing and assurance, taxation and financial reporting knowledge to scenarios based in the statutory audit environment with a focus on ethics, dilemmas faced by the candidate in their practical training and emerging professional issues in the audit environment.

by achieving a standard of attainment at least equivalent to that required to obtain a degree from a university or similar establishment in the UK.

- (2) The Recognised Professional Qualification may be awarded to a person without his theoretical knowledge of the subjects referred to in paragraph (1) (a) above being tested at Foundation or Professional 1 levels by examination if he has passed a university or other examination of equivalent standard in that subject or holds a university degree or equivalent qualification in it approved by the Secretary of State for the purposes of Part 42.
- (3) The subjects referred to in paragraph (1) above shall include UK Company Law and UK Taxation.

- (4) No person shall be awarded a Recognised Professional Qualification for the purposes of Part 42 unless he has been admitted to Associate Membership of the Association and has completed at least three years practical training, which may run concurrently with the professional examinations, of which:
- (a) not less than 52 weeks was spent being trained in statutory audit work or other audit work of a description approved by the Secretary of State as being similar to statutory audit work for the purposes of Part 42 provided always that not less than 26 weeks was spent in being trained in statutory audit work; and
 - (b) at least two-thirds of such training has been given by a Statutory Auditor approved and monitored by the Council for practical training purposes and from whom the Council has received undertakings that they will provide training of an adequate standard.

RECOGNITION OF COURSES OF STUDY

60. The Council shall have power to recognise courses of study provided by other persons or bodies to be attended by Students seeking a professional qualification in accountancy or a Recognised Professional Qualification for the purposes of Part 42 offered by the Association and to define the circumstances in which such recognition may be withdrawn.

COUNCIL MAY AWARD PRIZES OR REWARDS

61. The Council may employ any part of the funds of the Association in the provision of prizes, medals, scholarships, exhibitions or rewards in connection with the examinations held by the Association.

REVISION OF BYE-LAWS REGARDING EXAMINATIONS

62. Any addition, amendment or revision of these Bye-Laws affecting the examinations, or conditions relating thereto, shall become effective on a date specified by the Council following approval by IAASA provided that the Council shall not stipulate a date which is more than three months after the date of the approval by IAASA and subject to at least one month's notice of such addition amendment or revision having been given to all registered Students.

CERTIFICATES OR DIPLOMAS OF THE ASSOCIATION

63. (1) The Association may offer certificates or diplomas based on a special accountancy discipline or disciplines.
- (2) Entry requirements, fees and regulatory and administrative arrangements in relation to such examinations shall be determined by the Association.

PUBLIC PRACTICE AND PRACTISING CERTIFICATES

PRACTISING CERTIFICATE

64. Authorisation by the Association of a Member to undertake public practice and act as an Independent Examiner shall be made by the issue by the Qualifications Committee of a Practising Certificate, the form and wording of which shall be as from time to time determined by the Qualifications Committee and shall set out the jurisdiction to which it applies together with any restrictions.
65. A Practising Certificate issued in respect of a period commencing on or after 1st October shall, unless it is earlier withdrawn by the authority of the Qualifications Committee, expire on the 30th September next following the date on which it commences to be valid.

ESTABLISHING ENTITLEMENT

66. When a Member who does not at the time of his application already hold a valid Practising Certificate to practise as an accountant applies for such a certificate he shall provide evidence of the following matters:
- (1) where the period of post-qualifying professional experience upon which he relies commenced not later than 31st December 1995 the completion of that period (being not less than two and a half years) of professional experience with a Statutory Auditor or other accountant in public practice. Evidence shall be required in respect of a UK Practising Certificate of experience in preparing or auditing accounts of limited companies particularly of a size relevant to reports for the purposes of the Small Company Audit Exemption and Reporting Code and familiarity with company accounting and the provisions of the Act of 2006 and of the Charities Act 2011 that are relevant to the duties of an Independent Examiner;
 - (2) where the period of post-qualifying professional experience upon which he relies commenced on or after 1st January 1996:
 - (a) the completion of that period (being not less than two and a half years) of professional experience with a Statutory Auditor or other accountant in public practice and that such experience was at a sufficient level of responsibility and workload in at least three of the main categories of work; Auditing, Financial Accounting, Taxation, Financial Management and Management Accounting, and Data Processing to enable him to practise in such areas without supervision on his own account. Evidence shall be required in respect of a UK Practising Certificate of experience in preparing or auditing accounts of limited companies, particularly of a size relevant to reports for the purposes of the Small Company Audit Exemption and Reporting Code and familiarity with company accounting and the provisions of the Act of 2006, and of the Charities Act 2011 that are relevant to the duties of an Independent Examiner;
 - (b) continuing professional education during the period of post qualifying experience in accordance with the requirements of the Bye-Laws.

67. The Association shall be entitled to issue to a Member a Practising Certificate authorising practice as an accountant if he satisfies the Council that in all the circumstances of his case it would be proper to waive one or more of the requirements of Bye-Law 66.

APPLICATION FOR PRACTISING CERTIFICATE

68. (1) Application for a Practising Certificate from a Member shall be made in the form prescribed by the Qualifications Committee and be accompanied by such evidence as the Qualifications Committee may require of experience or training authenticated in such manner as that Committee may require and compliance with the requirements of the Bye-Laws as to Continuing Professional Development.
- (2) No application shall be valid unless accompanied by:
- (a) the relevant fee as from time to time prescribed by the Council; the fee to be refunded if the application is unsuccessful; and
 - (b) evidence that the Member is indemnified for the whole of the period for which the Practising Certificate is intended in a manner and amount in accordance with the Bye-Laws in respect of claims against him arising out of his professional work;.
 - (c) a copy of the practice letterhead.
- (3) An applicant for a Practising Certificate must satisfy the Qualifications Committee:
- (a) that he is a fit and proper person to undertake public practice as appropriate, and
 - (b) that he has acceptable arrangements in place to ensure the continuity of his practice in accordance with the Bye-Laws.
 - (c) that clear internal procedures to ensure Anti Money Laundering controls are in place.
- (4) The requirements to be satisfied by a Member in seeking a Practising Certificate from the Association shall be as prescribed by the Qualifications Committee and contained in the relevant Application form for the Practising Certificate together with such guidance as that Committee may issue in that connection.

CONDITIONS FOR ISSUE OF PRACTISING CERTIFICATE

69. The issue of a Practising Certificate to a Member shall be conditional upon:
- (a) his satisfying the requirements of all relevant Articles, Bye-Laws and regulations of the Association;
 - (b) his undertaking to be bound by and at all times to comply and seek to procure compliance with the Articles, Bye-Laws and regulations, if any, relating to public practice, including where the practice is to be undertaken in the UK, acting as an Independent Examiner; and
 - (c) his maintaining in force at all times whilst holding a Practising Certificate, Professional Indemnity Insurance in accordance with the Bye-Laws.

SCOPE AND VALIDITY OF PRACTISING CERTIFICATE

- 70 (1)** A Practising Certificate shall entitle a Member to undertake public practice only in the jurisdiction in which he obtained his post qualifying experience in public accountancy and shall be restricted to such areas of public practice as the Member is entitled to undertake under such Practising Certificate. A Member not having been examined in the local law and taxation papers of a jurisdiction in which he wishes to practise shall be required by the Council to satisfy the Association's Examiners in papers relating to local law and taxation and any other requirement stipulated by the state in which he wishes to practise before being issued with a Practising Certificate valid in that jurisdiction.
- (2)** A UK Practising Certificate shall entitle a Member to practise as a public accountant, including the undertaking of reporting work and similar work, in respect of sole enterprises, partnerships and small companies, which are totally exempt from the audit requirements of the Act of 2006 under section 477 of that Act, and to prepare reports and financial statements in respect of small companies under the Small Company Audit Exemption and Reporting Code.
- (3)** A Member who holds a Certificate of Recognised Professional Qualification in the UK shall be entitled to a Practising Certificate in respect of Practice as an accountant subject to his satisfying all other relevant provisions of these presents.
- (4)** A Practising Certificate in respect of a jurisdiction outside the UK shall not confer any entitlement to act as an auditor in that jurisdiction unless the Member holding the certificate has obtained such (if any) local authorisation as may be required for the purpose in the jurisdiction concerned.

CHANGES IN CIRCUMSTANCES

- 71.** A Member holding a Practising Certificate must notify the Qualifications Committee forthwith of any change:
- (a)** of his name and address or that of the practice;
 - (b)** in respect of a partnership or a corporate firm, of the name and principal business address of any of the partners or directors;
 - (c)** to his status as a fit and proper person or to the status of any partner, director, employee or person providing service in respect of the practice; or
 - (d)** to the circumstances of his practice which might affect his entitlement to undertake public practice and to act as an Independent Examiner.

WITHDRAWAL OR SUSPENSION OF PRACTISING CERTIFICATE

- 72. (1)** A Member may have a Practising Certificate withdrawn where the Disciplinary Committee has made a finding that the Member has breached or ceased to comply with the relevant Articles, Bye-Laws and regulations of the Association, or any condition imposed in relation to a Practising Certificate, or has ceased to be or never was entitled to be granted such certificate or as may be required as a result of an Order including a Consent Order made against him.

- (2) A Member holding a Practising Certificate who ceases to practise shall not be absolved from any breach of the relevant Articles, Bye-Laws and regulations on his part prior to such cessation or any breach thereof at any time thereafter; to the extent that they subsist after such cessation and he shall remain liable to disciplinary action in respect of such breaches.
- (3) A Member holding a Practising Certificate who has ceased or is likely to cease to be eligible for such certificate shall notify the Qualifications Committee of the circumstances and of any steps being taken to remedy the position. If the Qualifications Committee is satisfied in that regard it may grant a dispensation to the Member from requirement to comply with any such Article, Bye-Law or regulation.

RESTRICTIONS AND CONDITIONS

73. (1) The Practice Compliance Committee may impose restrictions or conditions on the entitlement of a Member to undertake public practice, including practice as an Independent Examiner, if it considers that:
- (a) he has or may have breached or ceased to comply with, or may breach or not comply with the relevant Articles, Bye-Laws and regulations and in the circumstances the restrictions and/or conditions are justified; or
 - (b) practice by him without restrictions or conditions could be prejudicial to a client or other person.
- (2) The Practice Compliance Committee may suspend a Practising Certificate for the period specified in Bye-Law 30(F) pending and during the course of disciplinary proceedings.

PROFESSIONAL AND TECHNICAL STANDARDS

74. (1) A Member shall conform to and maintain the standards of professional ethics and conduct from time to time laid down by the Council and shall at all times comply with all standards issued by the Financial Reporting Council (FRC).
- (2) A Member shall in respect of any work he undertakes as an Independent Examiner:
- (a) ensure that at all times he is eligible to be appointed as an Independent Examiner in respect of a company under the provisions of the Charities Act 2011 and in particular at all times ensure his independence in accordance with Section 145 of the Act.
 - (b) before accepting appointment, or re-appointment, give consideration to his own independence and ability properly to carry out the work involved, and the availability of sufficient resources for the purpose;
 - (c) carry out his report work properly and with integrity;
 - (d) not accept an appointment or continue as an Independent Examiner in respect of the accounts of a charity if he has any interest which is likely to conflict with the proper conduct of report work for that charity;

- (e) take appropriate measures to prevent individuals who are not qualified persons, and persons who are trustees in the charity about which a report is being prepared, from being able to exert any influence over the way the report work is being carried out in circumstances in which that influence would be likely to affect the integrity or independence of that work;
- (f) comply with the requirements of the Charities Act 2011 and all other legal requirements as they relate specifically to reports by Independent Examiners and as they are otherwise relevant to the duties of an Independent Examiner;
- (g) establish and maintain controls appropriate to his circumstances to ensure any person assisting him with report work is a fit and proper person and adheres to the principles of independence, integrity and confidentiality as apply to himself in respect of his report work;
- (h) ensure that he is and continues to be competent in the conduct of report work and in that regard fulfils annually the continuing professional education requirements laid down by the Council from time to time;
- (i) establish and maintain procedures which bring to the attention of all persons assisting with the report work the relevant Articles, Bye-Laws and regulations, and the applicable statement of standards issued by the Financial Reporting Council (FRC) and relevant guidance issued from time to time by the Association in respect of professional ethics and conduct.

MONITORING

- 75. (1)** A Member in public practice as an accountant in the UK and where relevant who acts as an Independent Examiner shall provide such returns, statements and information as the Practice Compliance Committee shall deem necessary, and in such form and manner as the Practice Compliance Committee shall from time to time determine, in respect of his public practice work including his reporting work under the Charities Act 2011.
- (2)** Compliance by a Member authorised for Public Practice and where relevant who acts as an Independent Examiner with the relevant Articles, Bye-Laws and regulations shall be monitored by the Practice Compliance Committee by periodic reviews of the returns required thereunder and, in appropriate cases, by visits to the practice office.
- (3)** A Member in public practice, in a jurisdiction outside the UK shall provide returns, statements and information and shall be subject to monitoring, which may include visits to his practice, as provided in this Bye-Law in respect of Members in public practice in the UK.
- 76.** IAASA shall be entitled through its authorised agents or representatives:
- (a)** to attend and observe all meetings, hearings and other proceedings of any Committees, Tribunals or other similar body of the Association having a role in the regulation, monitoring or discipline of the Association's members; and
 - (b)** to have access to and be provided with copies of all records in whatever form including transcripts of meetings, hearings and other proceedings held or conducted by the Association in the performance of its regulatory functions as a Prescribed Accountancy Body.

PROFESSIONAL INDEMNITY INSURANCE

77. (1) A Member applying for a Practising Certificate in respect of public practice as an accountant shall lodge with such application evidence that there is in force for the period for which the Practising Certificate is intended to be valid appropriate indemnity cover for claims against the Member arising out of the Member's professional work, including provision for retroactive cover for liabilities arising from circumstances not known at the time the insurance is first taken out. A Member shall make the relevant insurance documents available for inspection by the Association at any time.
- (2) The annual minimum amount of indemnity for a Member in public practice as an accountant in the UK or the Republic of Ireland shall be:
- (a) where the amount of the total income from fees in the year immediately preceding that to which the insurance relates is less than £400,000, exclusive of VAT or other similar tax, a sum equal to two and a half times that amount subject to a minimum indemnity of £50,000 in the case of a sole practitioner and of £100,000 in any other case;
- (b) where the amount of such total income is £400,000 or more, £1 million for any one claim and in all.
- (3) The policy of indemnity cover may provide for the insured to bear the first part of any claim up to such sum as is reasonable and commonly provided for in professional indemnity policies for accountants or auditors as the case may be.
- (4) The annual minimum amount of indemnity in the case of a Member practising in a jurisdiction other than the UK and the Republic of Ireland shall be as from time to time specified by the Council.
- (5) A Member to whom a Practising Certificate is issued by the Association shall ensure that the professional indemnity insurance cover remains in place throughout the period the relevant certificate is in force and that cover in respect of professional indemnity insurance on a similar basis is maintained for a period of two years following cessation of a Member's practice.
- (6) A Member should ensure that the minimum amount of indemnity cover for professional indemnity insurance is maintained in place at all times.

CONTINUITY OF PRACTICE

78. A Member applying for or holding a Practising Certificate to engage in public practice as an accountant, including as an Independent Examiner in the UK, must ensure that at all times there is adequate provision made for the carrying out of his public accountancy and report work by another accountant in public practice in the event of his death, or incapacity to an extent which prevents his continuing to provide the service involved.

CONTINUING PROFESSIONAL DEVELOPMENT (CPD)

79. (1) All Members shall obtain CPD (units) and comply with associated requirements in accordance with this Bye-Law. Such members who are in full retirement are exempted from the CPD requirements.

- (2) At least 120 units (one unit being equivalent to one hour) of acceptable CPD activity relevant to the Member's current role and development are required to be completed within a three year period, commencing on 1st October in a year, with at least 60 of those hours required to be CPD which are independently verified and with at least 20 hours of CPD which can be independently verified to be completed each year and thereafter in each successive three year period. In the case of Members in practice an appropriate proportion of the CPD must be relevant to the specialised areas of their practice.
- (3) Members subject to this Bye-Law shall submit to the Association on or before 1st October in every year an annual declaration of CPD completed together with, where it applies, confirmation of involvement in the preparation of publicly available financial statements. Records in respect of CPD completed in the year are required to be submitted to the Association with the annual declaration.
- (4) In addition to making an annual declaration, a Member must keep a continuous record of CPD undertaken, and retain evidence supporting his CPD record for each successive three year period.
- (5) Such records and supporting evidence shall be subject to review and verification by the Association, and are required to be submitted, on request in writing, to the Association. As part of its monitoring process the Association shall periodically audit a sample of Members to check compliance with the CPD requirements.
- (6) Failure to comply with the CPD and associated requirements will render a Member liable to disciplinary proceedings and, in the case of a Member in practice, may make him ineligible to renew his Practising Certificate.
- (7) Guidelines shall be issued to Members with respect to CPD and associated requirements as described in this Bye-Law. Such guidelines shall include information about activities which qualify as CPD and regarding items which will be accepted as evidence of CPD.

ETHICS AND CONDUCT

80. (1) The Council shall maintain a Code of Ethics to be followed by all Members, Elected Members, Students and Firms, and have adopted the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA).
- (2) Any breach of the Code shall render a Member, an Elected Member, Student or Firm liable to disciplinary action under the Association's disciplinary procedures.

CUSTODY OF CLIENT ASSETS

81. (1) A Member must not assume custody of client monies or other assets unless permitted to do so by law and if so in compliance with any additional legal duties imposed on Members practising in public practice.
- (2) A Member in public practice who is entrusted with money (or other assets) belonging to others shall:
 - (a) keep such assets separately from personal or firm assets;
 - (b) use such assets only for the purpose for which they are intended;

- (c) at all times be ready to account for those assets, and any income, dividends or gains generated to any persons entitled to such accounting; and
 - (d) comply with all relevant laws and regulations relevant to the holding of and accounting for such assets.
- (3) A Member must as part of the acceptance and engagement procedures for a client make all appropriate inquiries required by law concerning the source of assets and funds and must consider at all times their legal and regulatory obligations in relation thereto.

PUBLICATIONS

82. The Council shall from time to time in its discretion publish a list of the Members and Elected Members and also the Bye-Laws of the Association for the time being in force, and any regulations or guidelines for the time being in force, lists of Members of the Council and Officers, and such other matters as the Council shall consider it desirable to publish, and copies may be sold at such reasonable price as the Council shall determine.

BRANCHES AND DISTRICT CENTRES

83. When in the opinion of the Council, the number of Members residing in any area is sufficient to warrant the formation of a Branch or District Centre of the Association, the Council may take such steps as they consider necessary to form such a Branch or District Centre.
84. No Branch or District Centre shall be formed without the previous consent of the Council of the Association.
85. On formation, and at all times during their existence, all Branches or District Centres shall conduct their affairs in accordance with regulations made by the Council from time to time.
86. The Council shall have the right to dissolve a Branch or District Centre for any of the following reasons, viz:
- (a) non-compliance with the regulations laid down by the Council; or
 - (b) if the size of the membership of such Branch or District Centre is such as in the opinion of the Council to warrant dissolution; or
 - (c) if for any reason the Council deems it desirable in the interests of the Association generally.
87. All expenses of Branches or District Centres shall be borne by such Branches or District Centres, but the Council may make grants out of the funds of the Association towards the formation and maintenance of Branches or District Centres of such amounts as in their opinion are reasonable, having regard to the activities of such Branches or District Centres in connection with the furtherance of the objects of the Association.

REPRESENTATIVES

APPOINTMENT OF REPRESENTATIVES

- 88.** The Council may from time to time appoint Representatives of the Association for any District in Great Britain and Northern Ireland, or for any country or territory overseas, with such powers and duties, and for such period as the Council may determine. A Representative of the Association shall ipso facto vacate office on ceasing to be a Member of the Association, or on the formation of a duly constituted Branch or District Centre for the area for which he was appointed but shall nevertheless be eligible for election as an officer or member of the committee of such Branch or District Centre. The Council shall have the power to remove or suspend any Representative, or to fill any casual vacancy.
- 89.** All monies due to the Association in respect of subscriptions, fees or other payments which may be received from time to time by any Branch or District Centre or Representative shall be remitted forthwith to the Head Office of the Association.

OFFICERS

TERMS OF EMPLOYMENT OF CHIEF EXECUTIVE

- 90.** The Chief Executive of the Association shall be appointed by the Council upon such terms, and subject to such conditions, as the Council shall deem fit, subject to the Memorandum and Articles of the Association and for such purpose the Council may enter into an agreement containing the terms, which shall be sealed with the Seal of the Association.

CERTIFICATES

- 91.** A Practising Certificate and a Certificate of Recognised Professional Qualification shall remain the property of the Association and the holder shall be bound to return any such certificates to the Association on his ceasing to be a Member of the Association for any reason whatsoever or in the event of their being withdrawn in accordance with the Articles and Bye-Laws.

FINANCIAL YEAR

- 92.** The Association's financial year shall commence on the first day of January in each year; the Association's subscription year shall commence on the first day of October in each year.