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Articles of Association

(adopted 25 October 2024)

Company No. 1518983

THE COMPANIES ACT 2006

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

Articles of Association

of

The Association of Accounting Technicians

Incorporated 26 September 1980

(Adopted by special resolution passed on 25 October 2024)

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Articles of Association for a Charitable Company

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

The Association of Accounting Technicians

Company registered in England and Wales (No. 1518983)

1. The company's name is

The Association of Accounting Technicians (and in this document is called the "**Association**")

Interpretation

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

2026 Financial Year	the Financial Year of the Association beginning on 1 April 2025
Address	a postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages, in each case registered with the Association
Affiliate	a person registered as an affiliate with the Association
AOC	the Association's Awarding Organisation Compliance Board, which focuses on compliance with the regulatory requirements of the UK and international qualifications regulators
Appointments Panel	the panel constituted by the Board (or, in the Transition Period, the Interim Trustee Board) responsible for identifying, sifting and interviewing suitable candidates for appointment to the Board based on skills identified by the Board as being advantageous to governance of the Association
Articles	these articles of association
Associate Member	a person who has satisfied the requirements for associate membership of the Association and who has been so admitted to membership of the Association in accordance with the provisions of Article 11(2)
Association	the company regulated by these Articles
Auditors	means the auditors of the Association elected from to time in accordance with Article 84(2)

Board	means the board of trustees of the Association, who are also its Directors
Certificate of Membership	a certificate of membership issued to Members in accordance with Article 14
Chair	the chair of the Board appointed in accordance with the Articles and the Regulations
Chief Executive	the chief executive of the Association appointed by the Board
Clear days	in relation to a period of notice means a period excluding: <ul style="list-style-type: none"> • the day when the notice is given or deemed to be given; and • the day for which it is given or on which it is to take effect
Commission	the Charity Commission for England and Wales
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association
Connected Person	a Connected Person is considered to be in relation to any person: <ul style="list-style-type: none"> (i) their child, parent, grandchild, grandparent, brother or sister; (ii) their spouse or civil partner or the spouse or civil partner of any person falling within paragraph (i) above; (iii) a person carrying on business in partnership with that person or with any person falling within paragraphs (i) or (ii) above; (iv) an institution which is controlled: <ul style="list-style-type: none"> • by that person or any person falling within paragraphs (i), (ii) or (iii) above; or • by two or more persons falling within the above, when taken together; or (v) a body corporate in which: <ul style="list-style-type: none"> • that person or any person falling within paragraphs (i), (ii) or (iii) above has a substantial interest; or • two or more persons falling within the above who, when taken together, have a substantial interest

Co-opted MAC Member	a member of the Members' Advisory Council co-opted to such position in accordance with the provisions of Article 76
Council	the governing body of the Association in place immediately before the Effective Date
Council President	the Member who was President of the Council immediately before the Effective Date
Deed	a legal document signed, witnessed and delivered to effect a conveyance or transfer of property or to create a legal contract
Directors	the directors of the Association from time to time appointed in accordance with these Articles to the Board (or the Interim Trustee Board), who are also charity trustees as defined by section 177 of the Charities Act 2011 and " Director " or " member of the Board " shall mean any of them
Document	includes, unless otherwise specified, any document sent or supplied in electronic form
Effective Date	the effective date of adoption of these Articles, being 00:00:01am on 26 October 2024
Elected MAC Member	a Member elected as a member of the Members' Advisory Council in accordance with the provisions of Article 74
Electronic facility	includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Board pursuant to Article 27(3)
Electronic form	has the meaning given in section 1168 of the Companies Act 2006
Electronic means	has the meaning given to it in section 1168 of the Companies Act 2006
Ex-officio	by virtue of their office
Expenses Policy	the expenses policy adopted by the Association from time to time (and reviewed annually) which shall apply to the Directors and Members and to the members of any Independent Body
Fellow Member	a Full Member who has satisfied the requirements for Fellow Membership and been admitted to the status of Fellow Member
Financial Year	has the meaning given to it in Article 89

Full Member	a person who has satisfied the requirements for full membership of the Association and who has been so admitted to membership of the Association in accordance with the provisions of Article 11(1)
GM Chair	has the meaning given to it in Article 31(4)
Honorary Member	a person admitted to membership of the Association in accordance with the provisions of Article 12
Immediate Past President	at any given time, the immediately preceding holder of the office of President
Independent Bodies	the Members' Advisory Council, the AOC and the PRSC (and each an " Independent Body ")
Interim Trustee Board	the Board for the Transition Period, the members of which shall be the Directors in office during the Transition Period, and references to " Directors " and to " the Board " shall be read during the Transition Period as references to the Interim Trustee Board; the initial members of the Interim Trustee Board shall be those Members of Council willing to act and the number of members of the Interim Trustee Board shall not be limited to 12
Licence	a licence to provide self-employed accountancy services issued pursuant to relevant Regulations
Licensee	the holder of a Licence
Member	a person admitted to the membership of the Association in accordance with the provisions of these Articles and including (where the context so permits), a Full Member, a Fellow Member, an Associate Member, and an Honorary Member. For the purposes only of the disciplinary powers and procedures of the Association (including under Articles 21 and 22), the term "Member" shall further include Affiliates and a firm or company containing Members, as are recognised by the Association for the purposes of or in connection with any statutory or other function or status of the Association.
Members' Advisory Council	a Member-focused advisory council constituted in accordance with the Articles and the Regulations, with terms of reference established in consultation with the Board
Members' Appointee	the Member appointed to the Board from time to time by the Members' Advisory Council, each such appointee serving a three-year term on the Board (subject always to these Articles)
Members' Assembly	the body of that name in existence immediately prior to the Effective Date and a 'member of the Members' Assembly' shall mean a member of that body immediately prior to the

	Effective Date
Members of Council	those Members or non-Members (as the case may be) who sat on the Council immediately before the Effective Date, and “ Member of Council ” shall mean any of them
Memorandum	the Association’s Memorandum of Association
Month	calendar month
Non-Voting Members	together, Associate Members, Honorary Members, and Suspended Members
Objects	has the meaning given in Article 4
Office	the registered office of the Association
Officers	the Directors and the Secretary (if any)
OSCR	Office of the Scottish Charity Regulator
People and Nominations Committee	the committee of the Board (or, if constituted during the Transition Period, the Interim Trustee Board) responsible for, among other things and pursuant to its agreed terms of reference from time to time, Board recruitment and evaluating the skills, experience and knowledge on the Board in light of current and future challenges affecting the Association; it is responsible for constituting and receiving reports from the Appointment Panel
permitted cause	has the meaning given in Article 51
President	the Member elected as President of the Association in general meeting who shall also chair each general meeting in accordance with Article 31 and chair of the Members’ Advisory Council in accordance with Article 71(2)
PRSC	the Association’s Professional Regulations and Standards Compliance Board, with focus on securing, maintaining and developing the Association’s commitment to high standards of professional conduct, ethics and disciplinary procedures
Register of Members	the register of members to be maintained in accordance with Article 9
Regulations	the rules of process and procedure (if any) agreed from time to time by the Board pursuant to the Articles (which, for the avoidance of doubt, may be set out in more than one document and may apply to separate areas of the Association’s governance)
Restricted Person	has the meaning given in Article 6(3)
Seal	the common seal of the Association

Secretary	the company secretary of the Association from time to time
Skilled Appointees	those Directors appointed to the Board pursuant to these Articles and the Regulations by the Board as recommended by the People and Nominations Committee on the advice of the Appointments Panel
Student	a person registered as a student with the Association
Suspended Member	a Member whose membership has been suspended in accordance with the provisions of Article 20 and/or, to the extent suspension is maintained as a disciplinary option, Article 21
Transition Period	the period from the Effective Date to the start of the 2026 Financial Year, or as otherwise agreed by the Interim Trustee Board
United Kingdom	Great Britain and Northern Ireland
Voting Members	together, Full Members and Licensees, in each case excluding Non-Voting Members
in writing	written, printed, photographed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form or by electronic transmission

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

Liability of Members

3. (1) The liability of the Members is limited.
- (2) Every Member promises, if the Association is dissolved while they are a Member or within twelve months after they cease to be a Member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Association incurred before they cease to be a Member, and of the costs charges and expenses of winding

up, and the adjustment of the rights of the contributories among themselves.

Objects

4. The Association's objects ("**Objects**") are specifically restricted to the following:

- (1) to advance public education and promote the study of the practice, theory and techniques of accountancy; and
- (2) (a) to prevent crime; and
(b) to promote the sound administration of the law for the public benefit

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

Powers

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

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

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (11) to provide indemnity insurance for the Officers in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to apply for, promote, petition for or otherwise support any Act of Parliament, Royal Charter, or other measure for the purpose of attaining the Objects; and
- (13) to petition Parliament and/or to take whatever measures may be necessary to oppose any proposed legislation which prejudicially affect the Objects.

Application of income and property

6. Universal clauses

- (1) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (2) An Officer:
 - (a) is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Association;
 - (b) may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - (c) may receive an indemnity from the Association in the circumstances specified in Article 90; and
 - (d) may not receive any other benefit or payment unless it is authorised by this Article 6.
- (3) Subject to the provisions below of this Article 6, none of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also an Officer receiving:
 - (a) a benefit from the Association in the capacity of a beneficiary of the Association; or
 - (b) reasonable and proper remuneration for any goods or services supplied to the Association.

Restriction on benefits

- (4) Subject to Article 6(5), no Director nor any of their Connected Persons (each a "**Restricted Person**"):
 - (a) buy any goods or services from the Association on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the Association;
 - (c) be employed by, or receive any remuneration from, the Association; or
 - (d) receive any other financial benefit from the Association. A "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.
- (5) The restrictions in Article 6(3)(a) shall not apply:
 - (a) to payments of any kind approved by the Directors or otherwise permitted in these Articles, in particular to payments made pursuant to any of Articles 65 to 70;
 - (b) to a payment to any company of which any Restricted Person holds less than 1% of the share capital. A Restricted Person shall not need to account for any benefit arising from such a payment;
 - (c) to any payment made in good faith by the Association to a Restricted Person in their

capacity as an examiner, lecturer or provider of professional or specialist services to the Association provided that:

- (i) at no time a majority of the Board benefit under this provision; and
 - (ii) members of the Board withdraw from any meeting at which their remuneration or that of their firm is being discussed;
- (d) any payment where the Association obtains the prior written consent of the Commission (and if appropriate OSCR) and fully comply with any procedure(s) prescribed.

Members

7. (1) The subscribers to the Memorandum, and such other persons as shall become Members in accordance with the provisions contained in these Articles shall, subject to these Articles, be the Members of the Association.
- (2) For the purpose of registration the Association is declared to consist of an unlimited number of Members.

Categories of Members

8. The membership of the Association shall consist of the Members from time to time. The Board may determine the requirements and qualifications for membership, except where they are stated in these Articles, and may create additional categories and/or sub-categories of membership from time to time with the advice of the Members' Advisory Council.
9. The name and address as provided for in Article 14(2) of every Member for the time being shall according to their category and/or sub-category (if applicable) of membership be entered in the Register of Members.
10. Not used.
11. Full Members and Associate Members

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

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

discretion from time to time require;

- (b) they have complied with such requirements as to educational, practical and professional standards as may be prescribed by the Board. Provided that the Board may, in its absolute discretion, provide for the admission to membership of persons who do not fully comply with such requirements; and
- (c) the Board (whose discretion shall in every case be absolute) shall have determined that they be elected as Associate Members provided however that if they have not paid the registration or admission fee required under Article 15(1) within two calendar months of being notified of their election as Associate Members, the Board may, in its discretion, revoke such election.

12. Honorary Members

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

13. Affiliates

The Board may from time to time and with the advice of the Members' Advisory Council determine by Regulations the conditions upon which persons may become and remain registered Affiliates.

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

Registration, Admission Fees and Annual Subscriptions

- 15. (1) Except as otherwise provided by these Articles or by Regulations every person shall, as a prerequisite to being admitted to membership of the Association, pay such registration or admission fee as may be prescribed from time to time by the Board and shall further pay an annual subscription for each year following the year of admission to membership.
- (2) The annual subscription shall be due and payable on such dates and in such amounts as may be prescribed by the Board.
- (3) The Board may determine different classes or categories of membership and the amount and payment date of their respective subscriptions.
- (4) The Board may in exceptional circumstances (as to which its decision shall be conclusive) waive or defer payment of the subscription payable by any Member or prospective Member on such terms and for such period as it may determine.

- (5) No registration or admission fee and no annual subscription shall be payable by an Honorary Member.

16. Not used.

Public Register

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

Distinguishing Letters and Designations

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

Resignation

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

Arrears of Subscription and other Disqualifications

20. (1) Any Member whose annual subscription (including any part of a subscription and any reduced subscription) is in arrears or any such similar fee due to the Association is in arrears shall, unless the Board otherwise determines (whether by Regulations or otherwise) cease to be a Member and cease to be entitled to receive notices as provided for in these Articles and to vote at meetings called thereby after 3 months.
- (2) Not used.
- (3) If any Member shall become bankrupt or make any composition or enter into any formal arrangement with their creditors, or is the subject of a court order made by reason of that person's mental health, which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have their membership shall cease or be suspended in accordance with Article 21 if the Board so determines.
- (4) The annual subscription of any Member which is being paid in accordance with instalment arrangements approved by the Board shall not be deemed to be in arrears.

Disciplinary Powers

21. The Association shall have power to discipline Members for misconduct and for this purpose the Board delegates to the PRSC the power to decide what constitutes misconduct, how it shall be investigated and adjudicated upon, what duty there shall be to report it and what sanctions (including expulsion from membership and costs) may be imposed where such misconduct is found proved, as well as any matters attendant thereon.

Effect of Cessation of Membership

22. (1) Any person who ceases whether by resignation, expulsion or otherwise to be a Member shall nevertheless remain liable, in relation to their conduct prior to such cessation, to the investigatory, disciplinary and appellate process referred to in Article 21 and to any order made under such process and, without prejudice to the generality of the foregoing, shall pay any fine

or costs exacted under such order and all sums due to the Association under such process.

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

Reinstatement of Membership

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

Examinations and Assessments

24. (1) Pursuant to Article 8, the Board may determine the requirements and qualifications for membership. To that end, Board may establish and arrange in relation to the Association such examinations and assessment procedures as it may deem appropriate.
- (2) The Board may from time to time appoint and remove examiners, assistants and providers of professional and specialist services on such terms as to remuneration and otherwise as it may think fit.
- (3) For the avoidance of doubt, the Board may delegate any powers set out in this Article 24 to such person, committee and/or Independent Body as it sees fit.

General meetings

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

Notice of general meetings

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

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

Proceedings at general meetings

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

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

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

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

- (2) The Board must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Voting Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- (4) If during a meeting it appears to the chair of the meeting that the facilities at the principal meeting place or an electronic facility or facilities or security at any general meeting have become inadequate for the purpose referred to in Article 29(3), or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the

notice of meeting, then the chair shall, without the consent of the meeting, interrupt or adjourn the general meeting.

- (5) If, at any general meeting at which members are entitled to participate by means of electronic facility or facilities determined by the Board pursuant to Article 29(3), any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Association shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

31.
 - (1) General meetings shall be chaired by the President.
 - (2) If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting the person who has been appointed to chair meetings of the Board, which shall normally be the Chair and who is expected to attend all general meetings, shall chair the meeting.
 - (3) If neither the President or the Chair or any other Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Voting Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
 - (4) The person chairing a general meeting in accordance with this Article is referred to as the “**GM Chair**”.
32.
 - (1) Any vote at a general meeting, including one held partly by means of electronic facility or facilities, shall be decided on a poll, which poll votes may be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates.
 - (2)
 - (a) A poll will be taken as the Board directs, or, if a question arises at a general meeting, as the GM Chair directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
33. The GM Chair may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, and/or from such electronic facility or facilities for attendance and participation to such other electronic facility or facilities. No business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting for which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise, the Voting Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Content of proxy notices

34.
 - (1) Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
 - (a) states the name and address of the Voting Member appointing the proxy;
 - (b) identifies the person appointed to be that Voting Member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
 - (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which it relates.
 - (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

35. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions

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

Votes of Members

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

The Board

Powers

39. (1) The government and control of the Association, its property and affairs shall be vested in the Board. The Board is responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association, subject to the provisions of these Articles.

- (2) The decision of the Board on all matters dealt with by it in accordance with the provisions of these Articles and, where relevant, the Regulations, shall be final and binding on all Members.

Board procedures

40. (1) The Board may make and, from time to time, add to and alter the Regulations including (but not limited to) those relating to the organisation and conduct of the Board; the appointment and removal of the Chair and the Skilled Appointees; the categories of Membership, and the rights, responsibilities, entitlements and benefits of Members in each category of Membership.
- (2) Subject to Article 43 and Article 58, the Regulations must not be inconsistent with these Articles or amount to an alteration of these Articles which is only possible by special resolution.
- (3) From the Effective Date, reference in the Regulations or any other rule, regulation, policy, procedure or other constitutional document of the Association to the decision-making powers of the Council shall interpreted as being to the Board (except during the Transition Period where such references will be interpreted as being to the Interim Trustee Board).

Members' reserve power

41. The Voting Members may, by special resolution, direct the Board to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Board or Directors to whom authority has been delegated in accordance with Article 42 have done before the passing of the resolution.

Directors may delegate

42. (1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
- (a) to such person or committee (including for these purposes the PRSC and the AOC);
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- (2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- (3) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
43. The Directors may make rules of procedure for all or any committees (which may but need not be set out in the Regulations), which prevail over rules derived from the Articles if they are not consistent with them.

Proceedings

44. The Board shall meet as often as the business of the Association may require with a minimum of four (4) meetings each Financial Year. No resolution is to be voted on at any meeting of the Board (save for a resolution to call another meeting) unless a quorum is participating in that meeting.
45. Any Director may call a meeting of the Board by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.
46. Notice of any Directors' meeting:

- (1) must indicate:
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;
 - (2) must be given to each Director, but need not be in writing;
 - (3) need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 47.** (1) Subject to the Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 48.** The Chair shall chair meetings of the Board. If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.

Quorum

- 49.** (1) At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors (whether in the Regulations or elsewhere), but it must never be less than five Directors one of whom must be a Member. Unless otherwise so fixed, the quorum is five Directors one of whom must be a Member.
- (3) If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the Members to appoint further Directors.

Conflicts of interest

- 50.** Subject to Article 51, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Association in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 51.** When:
- (1) the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - (2) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(3) the Director's conflict of interest arises from a permitted cause,

then a Director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.

52. For the purposes of Article 51, the following are permitted causes:

- (1) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries from time to time;
- (2) being a Member; and
- (3) being a Members' Appointee.

53. Subject to Article 54, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair (or, in the absence of the Chair, the person chairing the meeting) whose ruling in relation to any Director other than the person chairing the meeting (including if that person is the Chair) is to be final and conclusive.

54. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair (or, in the absence of the Chair, the person chairing the meeting), the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair (or, in the absence of the Chair, the person chairing the meeting) is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Decision-making by Directors

55. For the purposes of these Articles, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

56. (1) The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 56(2).

(2) A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing. References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting. However, a decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

(3) If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote. This does not apply if, in accordance with the Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

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

58. Unless prohibited from doing so by the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors (which may but need not be included in the Regulations).

Composition of the Board

59. (1) In the 2026 Financial Year and in each subsequent Financial Year thereafter, the Board shall have a maximum of 12 members, comprising:

- (a) the Chair;
- (b) Skilled Appointees of which there shall be a maximum of ten; and

(c) the Members' Appointee,

provided at all times that at least 20% (one fifth) of the Board shall be Members.

- (2) The President, ex officio, shall be entitled to attend meetings of the Board and to that end shall receive notice of each meeting of the Board. The President is not permitted to vote. For the avoidance of doubt, if a serving President is the Members' Appointee from time to time, no alternate observer is permitted.
- (3) The Board shall make reasonable efforts to identify an apprentice or Student observer who has demonstrated an interest in the Association's governance to be invited to observe meetings of the Board. Such an invitation shall be at the Board's discretion.
- (4) The Members' Appointee will be appointed from time to time by the Members' Advisory Council by notice in writing addressed to the Association for the attention of the Chair and the Secretary, and shall take immediate effect upon receipt (or deemed receipt) by the Association of such notice in writing, or the production of such notice at a meeting of the Board or, if later, the date (if any) specified in such notice. For the avoidance of doubt, once appointed the Members' Appointee will serve a full term subject to Article 63. Any failure to appoint a Members' Appointee will have no impact on the authority of the Board.

60. Subject to Article 49 (Quorum), the Board shall at all times be competent to act notwithstanding any vacancy in its membership or defect in the appointment of its members.
61. The Board for the Transition Period shall comprise the Interim Trustee Board. At the end of the Transition Period, each Member of the Interim Trustee Board shall resign, having completed the formalities to appoint the members of the Board ready to be appointed always assuming that with the appointment of the members of the Board ready to be appointed the Board would be quorate and, if this would not to be the case, either the Transition Period shall be deemed to be extended or such number of the members of the Interim Trustee Board shall join the Board as is necessary to ensure it is quorate.

Appointment, retirement and removal of Board members

62. The Board members shall be appointed and shall retire in accordance with the Regulations provided always that no Director shall be appointed unless they have been recommended by the People and Nominations Committee following receipt of advice from the Appointments Panel.
63. A Board member (and an Interim Trustee Board member, while the Interim Trustee Board is in effect) shall cease to hold office if that Board member:
 - (1) ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
 - (2) is the subject of a bankruptcy order or an order in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
 - (3) makes a composition with the member's creditors generally in satisfaction of the member's debts;
 - (4) is the subject of a written opinion of a medical practitioner who is treating them stating that they have become physically or mentally incapable of acting as a Board member (or an Interim Trustee Board member, while the Interim Trustee Board is in effect) and may remain so for more than three months;
 - (5) is the subject of a court order made by reason of that person's mental health, which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (6) resigns by notice in writing to the Association;
 - (7) is, for more than six consecutive months, absent from meetings of the Board held during that period without permission of the Board and the Board resolves that the member be removed from office (and in respect of an Interim Trustee Board member for the duration of the Interim

Trustee Board, this provision shall apply with the necessary changes);

- (8) in the case of the Members' Appointee, ceases to be a Member or a member of the Members' Advisory Council;
- (9) is removed from office by a resolution passed at a meeting of the Board at which at least half of the Board members are present, such a resolution not being passed unless the member's views have been invited and the Board has considered the matter in the light of such views (and, for the avoidance of doubt, a Member who becomes a Suspended Member or who is the subject of a disciplinary finding or who otherwise, in the Board's opinion, brings the Association or the wider profession into disrepute, may be subject to removal pursuant to this Article 63(9)); or
- (10) is removed from office by a resolution passed at a general meeting of the Association in line with the provisions of the Companies Act 2006.

64. The Board (and the Interim Trustee Board while in effect) may at any time fill any casual vacancy in its membership.

Directors' remuneration

- 65.** Articles 66 to 70 are subject to the Association's obligations as a charity, including the requirement to seek and receive the consent of the Commission (and/or the OSCR), where necessary, and to comply with any procedure(s) prescribed. Due regard shall be paid to applicable guidelines published by the Commission (and/or the OSCR) from time to time.
- 66.** Directors may undertake any services for the Association that the Board (or the Interim Trustee Board while in effect) decide.
- 67.** Directors are entitled to such remuneration as the Board determines:
- (1) for their services to the Association as Directors, and
 - (2) for any other service which they undertake for the Association.
- 68.** Subject to the Articles, a Director's remuneration may:
- (1) take any form, and
 - (2) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.
- 69.** Unless the Board (or the Interim Trustee Board while in effect) decides otherwise, Directors are not accountable to the Association for any remuneration which they receive as Directors or other Officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.

Expenses

- 70.** The Association may pay, subject to and in line with the Expenses Policy:
- (1) any reasonable expenses which the Directors properly incur in connection with their attendance at:
 - (a) meetings of Directors or committees of the Board;
 - (b) general meetings, or
 - (c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association;
 - (2) any reasonable expenses which the members of an Independent Body properly incur in connection with their attendance at any event where attendance has been requested by the Association.

President and Vice-President

- 71.** (1) There shall be a President and Vice-President of the Association who shall be appointed in accordance with the provisions of Article 72.
- (2) Each President shall hold office and shall serve as the chair of the Members' Advisory Council until the conclusion of the next annual general meeting after they assume such office (notwithstanding that the period between a President's appointment and the next annual general meeting may be greater or less than 12 months).
- 72.** (1) The Members' Advisory Council at or before a meeting held not more than three months before each annual general meeting of the Association shall elect one of their number who is a Full Member to act as Vice-President from the close of the annual general meeting.
- (2) Such person shall hold the office as Vice-President and shall serve as an ex-officio member of the Members' Advisory Council until the conclusion of the next annual general meeting (notwithstanding that the period between a Vice-President's appointment and the next annual general meeting may be greater or less than 12 months) at which time they shall cease to hold the office of Vice- President and shall automatically assume the office of President until the conclusion of the following annual general meeting (whenever such meeting is held).
- 73.** Any casual vacancy in the office of President or Vice-President shall be filled as follows:
- (1) in the event of a casual vacancy in the office of President, the Vice-President shall become President; or
- (2) in the event of a casual vacancy in the office of Vice-President a new Vice-President (who is a Full Member) shall be appointed at a special meeting of the Members' Advisory Council called for the purpose.

Members' Advisory Council

- 73A.** From the Effective Date there shall be a Members' Advisory Council, the first members of which shall be nominated by the Council President to take up their roles from the Effective Date.

Composition of the Members' Advisory Council

- 74.** (1) The Members' Advisory Council shall consist of the President, the Vice-President, the Elected MAC Members, the Co-opted MAC Members, and the Immediate Past President.
- (2) There shall be a maximum aggregate number of members of the Members' Advisory Council of 50.

Elected MAC Members

- 75.** Elected MAC Members shall be elected in accordance with rules prescribed by the Board (which may be included in the Regulations but need not be), taking into account the views of the Members' Advisory Council, subject to the following:
- (1) persons seeking nomination for election must be Voting Members (for the avoidance of doubt, Non-Voting Members are not eligible for election);
- (2) nominations for election shall be made by delivery to the Office of a statement in such form as may be prescribed from time to time by the Board under the hand of the person proposed for election of their willingness to be elected to the Members' Advisory Council;
- (3) voting shall be by way of ballot by such means of communication, and the results announced, as the Board may approve;
- (4) Elected MAC Members elected in the foregoing manner shall take office for a period of three years. In the event that there is a vacancy arising as a result of the retirement of an Elected MAC Member for whatever reason prior to the completion by them of their term of office, the Members' Advisory Council shall determine by regulation which Voting Member shall fill the vacancy so created and the period for which they shall serve.

- (5) Subject to Article 75(8), no Elected MAC Member shall be entitled to hold office following service of an aggregate of 6 years as an Elected MAC Member. For these purposes a period of service shall:
 - i. commence either at the conclusion of the annual general meeting of the Association at which the Elected MAC Member's first election is announced or upon first appointment in accordance with Article 75(4) whichever is the earlier; and
 - ii. exclude period(s) of less than one year in total in which the Elected MAC Member fills a casual vacancy.
- (6) Any Member of Council whose term of office on the Council at the Effective Date had not expired shall become a member of the Members' Advisory Council and their term on the Members' Advisory Council shall terminate on the same date as it would otherwise have were the Council still to be in existence.
- (7) On dissolution of the Interim Trustee Board in accordance with Article 61, each member of the Interim Trustee Board who was immediately before the Effective Date (i) a Member and (ii) a Member of Council whose term of office had not expired (and where a term of office has been extended into the Transition Period, this shall count as an expired term for these purposes), and (ii) a Member shall be entitled automatically to become a member of the Members' Advisory Council and their term on the Members' Advisory Council shall terminate on the same date as it otherwise would have were the Council still in existence.
- (8) The Members' Advisory Council may, if it decides that it is in the best interest of the Association (such decision to be entirely at its discretion subject to any changes to the Regulations by the Board), permit a member of the Members' Advisory Council who has served for 6 years to stand for or be appointed to a further three-year term.

Co-opted MAC Members

76. (1) Subject to Article 73, the Members' Advisory Council may at any time appoint any person considered suitable to be a Co-opted MAC Member.
- (2) Subject to Article 76(3) and Article 78, a Co-opted MAC Member shall hold that role until the conclusion of the next annual general meeting following their co-option but shall be eligible for co-option for a further period or periods.
- (3) A Co-opted MAC Member who is a member of the Members' Assembly shall hold such a role until the date on which their term on the Members' Assembly would have expired.
77. No remuneration shall be payable to Elected MAC Members or Co-opted MAC Members in respect of their services as members of the Members' Advisory Council but the Association may in accordance with the Expenses Policy pay any reasonable expenses incurred by them in or about their duties as members of the Members' Advisory Council and any remuneration payable to them in the other capacities permitted by Article 6.

Vacation of membership of the Members' Advisory Council

78. A member of the Members' Advisory Council will automatically vacate that position if:
 - (1) being an Elected MAC Member, they cease for any reason to be a Member;
 - (2) being a Co-opted MAC Member, the Members' Advisory Council resolves that they are removed;
 - (3) is the subject of a bankruptcy order or an order in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
 - (4) makes a composition with the member's creditors generally in satisfaction of the member's debts;
 - (5) is the subject of a written opinion of a medical practitioner who is treating them stating that they have become physically or mentally incapable of acting as a Board member (or an Interim

Trustee Board member, while the Interim Trustee Board is in effect) and may remain so for more than three months;

- (6) is the subject of a court order made by reason of that person's mental health, which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (7) resigns by notice in writing to the Association;
- (8) they have failed as at the date of an annual general meeting to have attended at least half the meetings of the Members' Advisory Council held during the preceding year without, in the view of the Members' Advisory Council, good reason; or
- (9) the Members' Advisory Council resolves by a majority that they should vacate their office as result of their having (i) committed a serious breach of the Association's Code of Conduct; or (ii) become a Suspended Member; or (iii) become the subject of a disciplinary finding; or (iv) otherwise brought the Association or the wider profession into disrepute.

Retirement of Elected MAC Members

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

Proceedings of the Members' Advisory Council

- 80.** (1) The Members' Advisory Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, such business to include at the relevant time the appointment of the Members' Appointee. If so decided by the Members' Advisory Council and subject to any rules of procedure which it may make, or any directions from the Board, all or any of the members may participate in its meetings by means of communication equipment which allows all participants in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place at the place at which such meeting was convened by the notice of the meeting. A quorum of the Members' Advisory Council shall be one-third of its members.
- (2) Subject to Article 80(3), any member of the Members' Advisory Council who believes they have a conflict of interest with any matter under discussion must:
- iii. declare the interest at the commencement of the meeting, or at any time during the course of the meeting when they identify the conflict arises;
 - iv. withdraw from the meeting for that item after providing any information requested by the chair of the meeting; and
 - v. not be counted in the quorum or the decision-making for that part of the meeting.
- (3) After withdrawal under Article 80(2), the remaining members of the Members' Advisory Council, being quorate may resolve to invite such member to rejoin the meeting if the majority believe it is in the best interest of the Association so to do for the purpose of:
- (a) participating in the discussion and/or decision-making; or,
 - (b) disclosing to a third-party information confidential to the Association,
- provided that a member of the Members' Advisory Council or a Connected Person with a conflict does not receive any material benefit from the Association.
- (4) The Members' Advisory Council will keep records of proceedings at its meetings as it sees fit, provided always that appropriate records exist of its activity that are shared with the Board.
- 81.** On the request of the President or not less than four members of the Members' Advisory Council, the Secretary (or, where there is no Secretary, the President) shall, at any time, summon a meeting of the Members' Advisory Council by notice served upon all of its members.

- 82.** The President shall preside at all meetings of the Members' Advisory Council at which they shall be present, but if at any meeting they are absent or unable to preside, then the Vice-President, if present and able to preside, shall preside and in the absence or inability of the Vice-President, the members of the Members' Advisory Council present shall choose one of their number to be chair of the meeting.
- 83.** A meeting of the Members' Advisory Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Members' Advisory Council generally.
- 84.** All members of the Members' Advisory Council shall owe an obligation of confidentiality to the Association in respect of all its business. Actual or potential conflicts of interest should be raised with the President at the earliest opportunity and should be dealt with in line with, to the extent relevant/possible, the provisions for Board conflicts of interest set out at Articles 50 to 54 and in the Companies Act 2006.
- 84A.** The Members' Advisory Council shall have access to sufficient resources to carry out its purposes as set out in its terms of reference, including access to the Secretary (if any) for assistance and advice as required and the ability to obtain, at the Association's expense and with the Board's consent (not to be unreasonably withheld), appropriate professional advice on any matter within its terms of reference as it considers necessary.

Other Independent Bodies

- 84B.** The approach to proceedings of other Independent Bodies, including roles and responsibilities, shall be set out in relevant terms of reference provided to and agreed with the Board.

Secretary

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

Execution of Deeds

- 86.** Deeds shall be executed by the Association only with the express or delegated authority of the Board and may be so executed either:
- (1) under the Seal with the attestation of two Officers; or
 - (2) without the Seal but with the signatures of two Officers,
- and in favour of any purchaser or person bona fide dealing with the Association execution in such form shall be conclusive evidence of due execution.

Accounts

- 87.**
- (1) The Board must prepare for each Financial Year such accounts as are required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
 - (2) The Board must keep accounting records as required by the Companies Acts.
 - (3) Subject to the above, no Member or other person shall have any right of inspecting any other account or book or document of the Association except as conferred by the Companies Acts or otherwise required by law.
- 88.** At the annual general meeting in every year the Board shall lay before the Association an income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a balance sheet made up as at the same date. Each such balance sheet and income and expenditure account shall be accompanied by reports of the Board

and the Auditors, and copies of such account, balance sheet and reports (all of which shall comply with any statutory requirements for the time being in force and may be in such abbreviated or summary form as the law may permit) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are directed to be served.

Financial Year

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

Audit

- 90.** (1) The Auditors shall audit the accounts of the Association for presentation at each annual general meeting in fulfilment of the Board's duties under the Companies Acts.
- (2) The Auditors shall be elected at each annual general meeting to hold office until the conclusion of the next annual general meeting and their remuneration fixed in accordance with the Companies Acts. None of the following persons shall be eligible for appointment as Auditors:
- vi. a member of the Board, a member of an Independent Body or an official or employee of the Association; or
- vii. a person who is a Connected Person of any category of person listed in Article 90(2)(a).

Means of communication to be used

- 91.** (1) Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions may also be sent or supplied by the means by which that member has asked to be sent or supplied with such notices or documents for the time being.
- 92.** Any notice to be given to or by any person pursuant to the Articles:
- (1) must be in writing; or
- (2) must be given in electronic form.
- 93.** (1) The Association may give any notice to a Member either:
- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the Member at their address; or
- (c) by leaving it at the address of the Member;
- (d) by sending or supplying the notice or other document or information by electronic means to such address (if any) as may for the time being be notified to the Association by or on behalf of the Member for that purpose generally or specifically (or as may be deemed by a provision in the Companies Act to have been specified for that purpose); or
- (e) by making it available on a website, provided the requirements in Article 93(3) are satisfied.
- (2) A Member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice

from the Association.

- (3) The requirements referred to in Articles 93(1)(e) are that
- (a) the Member has agreed (generally or specifically) that the notice, document or information may be sent or supplied to them 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 them by making it available on a website and the Association has not received a response within the period of 28 days beginning on the date on which the Association's request was sent and the Member is therefore taken to have so agreed (and has not revoked that agreement);
 - (b) the Member is sent a notification of the presence of the notice, document or information on a website, the address of that website, the place on that website where it may be accessed, and how it may be accessed ("**notification of availability**");
 - (c) in the case of a notice of meeting, the notification of availability states that it concerns a notice of a meeting, specifies the place, time and date of the meeting, and states whether it will be an annual general meeting; and
 - (d) the notice, document or information continues to be published on that website, in the case of a notice of meeting, throughout the period beginning with the date of the notification of availability and ending with the conclusion of the meeting and in all other cases throughout the period specified by any applicable provision of the Companies Acts, or, if no such period is specified, throughout the period of 28 days beginning with the date on which the notification of availability is sent to the Member, save that if the notice, document or information is made available for part only of that period, then failure to make it available throughout that period shall be disregarded where such failure is wholly attributable to circumstances which it would not be reasonable to have expected the Association to prevent or avoid.
- (4) For the avoidance of doubt, the provisions of this Article 93 are subject to Article 27.
- (5) The Association may at any time and at its sole discretion choose to give, send or supply notices, documents and information only in hard copy form to some or all Members.
- 94.** A Member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 95.**
- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (2) Proof that an electronic form of notice was given shall be conclusive where the Association can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
 - (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - viii. 72 hours after the envelope containing it was posted; or
 - ix. in the case of an electronic form of communication, 72 hours after it was sent.

The Board may from time to time issue, endorse or adopt terms and conditions relating to the act of communication by electronic means or by means of a website for the sending or supply of notices, proxy appointments and other documents or information by or to the Association (whether authorised or required to be sent or supplied by the Companies Acts or otherwise) to or by a Member, or to or by any person entitled to enjoy or exercise all or any specified rights by a Member in relation to the Association.

Indemnity

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

Dissolution

97. (1) The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the Members, the Board may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Association be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Association be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 97(1) is passed by the Board the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission.
- (4) Nothing in these Articles shall authorise an application of the property of the Association for purposes which are not charitable in accordance with the section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

The Association of Accounting Technicians

Company registered in England and Wales (No. 1518983)

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

Name of each subscriber	Authentication by each subscriber
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J Baggott

J E Bell

R P Crout

P R Dallow

G E Daniel

Miss K M Davidson

E J Gilliland

M G Harvey

P T Hobkinson

M G Lickiss

A B Sainsbury

H A V Wilson

Dated: 23 June 1980

witness to the above signatures:

E A Ryan

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