

The Constitution of the Association of International Accountants (AIA)

Company Number: 00264086 | from November 2019

Introduction

Founded in 1928, the Association of International Accountants (AIA) is a global membership body for professional accountants which promotes the concept of 'international accounting'. We have created a global network of world class accountants in over 80 countries worldwide by offering high-quality, relevant and innovative qualifications; alongside the provision of first-class and tailored services for our members around the world.

AIA works in the public interest, ensuring that our members are appropriately regulated for the work that they carry out.

In the UK, AIA is a Recognised Qualifying Body (RQB) for statutory auditors, regulated by the Financial Reporting Council (FRC).

AIA is a Prescribed Body under the Companies (Auditing and Accounting) Act 2014 in the Republic of Ireland and we also have supervisory status for our members under the UK Money Laundering Regulations 2017.

AIA believes in creating a global accountancy profession; we support the International Federation of Accountants (IFAC) in their vision of a global accountancy profession recognised as a valued leader in the development of strong and sustainable organisations, financial markets and economies. AIA has adopted IFAC's Code of Ethics for professional accountants and also incorporates IFAC's International Education Standards (IES) into our own policies and procedures.

AIA members work throughout the whole spectrum of the accountancy profession. Many of our members are at the top of the accountancy industry, from senior management to director level. Additionally, significant numbers of our members work in small and medium sized businesses (SMEs) and we strive to champion the importance of SMEs and their needs.

The Constitution of the Association covers the rights and obligations of Members of the Association and also gives a structured framework for the governance processes of the Association. The Constitution is split into the following separate documents, which come together as one to form the regulatory framework under which the Association operates:

- a) Memorandum of Association
- b) Articles of Association
- c) Bye-Laws
- d) Regulations
- e) Code of Ethics

Contents

Introduction	2
Contents	3
Memorandum of Association	8
Articles of Association	11
1. Definitions and Interpretation	11
2. Memorandum	16
3. Model Articles Shall Not Apply	16
4. Members and Membership	16
5. Entrance Fees and Subscriptions	17
6. Liability of Members.....	17
7. Non-Distribution of Income	18
8. General Meetings	18
9. Proceedings at General Meetings.....	18
10. Votes of Members.....	20
11. Proxies	20
12. Council	21
13. Powers and Responsibilities of the Council.....	22
14. Disqualification of Members of the Council	24
15. Election, Retirement, Removal and Rotation of Members of the Council	25
16. Proceedings of the Council	27
17. Bye-Laws and Regulations	28
18. Company Seal	29
19. Indemnity	29
20. Annual Accounts and Report	30
21. Notices to Members.....	30
22. Office of Distinction	32
23. Statutory Auditors and Recognised Professional Qualifications	32
24. Amendments or Variations.....	32
Bye-Laws	33
1. Definitions and Interpretation	33
2. Membership.....	33
3. Students and Examinations	34
4. Entrance Fees	35
5. Annual Subscriptions and Payments	36

6.	Ethics and Conduct	37
7.	Disciplinary Proceedings	37
8.	Liability to Disciplinary Action.....	38
9.	Committees of the Council.....	41
10.	Powers and Duties of Committees Defined.....	42
11.	Exam Board.....	45
12.	Parliamentary Fund	46
13.	Practising Certificates	46
14.	Continuing Professional Development	47
15.	Certificates or Diplomas of the Association	47
16.	Publications	47
17.	Branches and District Centres	48
18.	Representatives.....	48
19.	Terms of Employment of Chief Executive	49
20.	Certificates.....	49
21.	Financial Year.....	49
22.	Other Regulations, Policies and Procedures.....	49
	Regulations	50
	<i>Membership Regulations</i>	<i>51</i>
1.	Citation, commencement and application	51
2.	Definitions and Interpretation	51
3.	Fellows	51
4.	Associates	51
5.	Supervised Members.....	52
6.	Honorary Members.....	52
7.	Academic Fellow Members.....	53
8.	Election to Membership by Council.....	53
9.	Applications for Admission and Election of Members.....	54
10.	Power to Grant or Refuse Admission	54
11.	Re-admission to Membership	54
12.	Admission of Persons Holding Qualifications of Other Bodies.....	55
13.	Transfer to Fellowship.....	55
14.	Entrance Fee	56
15.	Designation and Distinctive Letters	56
16.	Certificate of Membership	57
17.	Register of Members	57
18.	Member Obligations.....	57

19.	Requirement to Provide Annual Return.....	58
20.	Continuing Professional Development (CPD)	58
21.	Retirement from or Forfeiture of Membership	58
22.	Position of Parties on Cessation of Membership	59
23.	Practice as a Statutory Auditor.....	60
24.	Provision of Data	60
	<i>Student Regulations</i>	61
1.	Citation, commencement and application	61
2.	Definitions and Interpretation	61
3.	Entry as Student.....	61
4.	Entry as a Student for Recognised Qualification for the Purposes of Part 42	61
5.	Student Restrictions.....	62
6.	Student Rights	62
7.	Student Obligations	63
8.	Students' Addresses.....	63
9.	Provision of Data	63
	<i>Public Practice Regulations</i>	64
1.	Citation, commencement and application	64
2.	Definitions and Interpretation	64
3.	Authorisation to Practise.....	64
4.	Establishing Entitlement	65
5.	Application for and Conditions of Issue of a Practising Certificate.....	66
6.	Establishing Fit and Proper Status.....	67
7.	Scope and Validity of Practising Certificate.....	68
8.	Changes in Circumstances	68
9.	Withdrawal or Suspension of Practising Certificate	69
10.	Restrictions and Conditions	69
11.	Professional and Technical Standards.....	70
12.	Monitoring.....	71
13.	Professional Indemnity Insurance.....	71
14.	Continuity of Practice	72
15.	Custody of Client Assets.....	72
16.	Disclosure of Information	73
17.	Additional Requirements for Members Practising in the Republic of Ireland.....	73
	<i>Complaints, Disciplinary & Appeals Regulations</i>	74
1.	Citation, commencement and application	74
2.	Definitions and Interpretation	74

3.	Liability to Disciplinary Action.....	74
4.	Obligation to Co-operate and Inform.....	74
5.	Disciplinary Process Committee Framework.....	75
6.	The Secretary.....	75
7.	Investigations Committee	76
8.	Complaints That Cannot Be Dealt with by the Association.....	76
9.	Resolution by Secretary.....	77
10.	Referring a Complaint for Investigation	77
11.	Investigations Process	78
12.	Complaints Reviewer.....	79
13.	Disciplinary Committee	81
14.	Disciplinary Process	81
15.	Appeals Committee	85
16.	Appeals Process.....	85
17.	Hearing in Public.....	87
18.	Postponement of Hearing	88
19.	Costs of Disciplinary Procedures	88
20.	Register of Disciplinary Decisions and Orders	88
21.	Publication of Decisions and Orders	89
22.	Examinations Disciplinary Proceedings	89
	<i>Examination, Qualifications & Training Regulations.....</i>	<i>91</i>
1.	Citation, commencement and application	91
2.	Definitions and Interpretation	91
3.	Professional Qualification	91
4.	Examinations.....	91
5.	Place of Examination.....	91
6.	Special Examination Centres.....	91
7.	Invigilators at Examinations	92
8.	Notice to be Given by Candidate	92
9.	Candidates to be Referred to by Number Only	92
10.	Failure to Pass.....	92
11.	Examination Fees.....	92
12.	No Fees to be Returned.....	92
13.	Council May Refuse Permission to Take Examinations	92
14.	Re-Registration.....	93
15.	Issue of Certificates	93
16.	Conditions of Entry	93

17.	Academic Appointments	93
18.	Study Preparation for Examinations.....	93
19.	Examinations for Membership of Association.....	94
20.	Requirement for Approved Accountancy Experience Prior to Membership	94
21.	Application for Membership on Passing Examinations.....	94
22.	Course of Study Leading to Examination for Recognised Professional Qualification	95
23.	Examination for Recognised Professional Qualification	95
24.	Recognition of Courses of Study.....	95
25.	Council May Award Prizes or Rewards	96
	<i>Continuing Professional Development Regulations</i>	97
1.	Citation, commencement and application	97
2.	Definitions and Interpretation.....	97
3.	Requirements and Annual Declaration	97
4.	Requirement to Keep Records.....	97
5.	Failure to Comply with Requirements	98
6.	Guidelines	98
	Code of Ethics	99

Memorandum of Association

THE COMPANIES ACT 2006

Company limited by Guarantee and not having a Share Capital

Memorandum of Association

of

THE ASSOCIATION OF INTERNATIONAL ACCOUNTANTS

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:
 - 3.1. 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.
 - 3.2. 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.
 - 3.3. 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.
 - 3.4. 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.
 - 3.5. To provide means of testing the qualification 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 regulated by Ofqual, or by other qualifications offered by the Association based upon a specific accountancy discipline or disciplines;
 - (d) or any other qualifications.
- 3.6. To hold conferences and meetings for the discussion of accountancy matters and duties, the reading of papers and the delivery of lectures, to reissue 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.
 - 3.7. To promote the professional development of the members.
 - 3.8. To form a library or libraries for the use of Members and Students.
 - 3.9. 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.
 - 3.10. 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.
 - 3.11. To borrow and raise money for the purposes of the Company in such manner as may be thought fit.
 - 3.12. 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.
 - 3.13. 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.
 - 3.14. 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.
 - 3.15. 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.
 - 3.16. To amalgamate with any other association or associations having objects in whole or in part similar to those of the Company.
 - 3.17. 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.

- 3.18. To procure that if, upon 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.
- 3.19. 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.
- 3.20. 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 or other sources 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:
 - 9.1. To identify and manage business risk;
 - 9.2. To mitigate, and as far as possible correct, any incidental/disturbance having the potential for adverse effect on Members or Students; and
 - 9.3. 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).
 - 9.4. To investigate complaints and where appropriate to impose disciplinary sanctions on students, members, study providers and other contracted persons.

Articles of Association

Company Number: 00264086

Approved by the Council and Members of the Association in Annual General Meeting and effective from 6 November 2019.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE ASSOCIATION OF INTERNATIONAL ACCOUNTANTS (AIA)

1. Definitions and Interpretation

1.1. 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:

1.2. The definitions set out in this Article 1.2 shall apply in these presents.

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 Financial Reporting Council (UK) which are in force, or as appropriate per the relevant jurisdiction.

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

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.
ATOL Reporting Accountant	A Member or Firm authorised to sign off accounts for a company holding an Air Travel Organisers License (ATOL).
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 or as appropriate per the relevant jurisdiction.
CAA	Civil Aviation Authority.
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.
Company Secretary	The Company Secretary appointed by the Council.
Complaint	Any complaint, allegation, expression of concern, matter or event relating to the conduct (whether by act or omission) or performance of any Member, Elected Member, Firm or Student which appears to render them liable to disciplinary action and is brought to the attention of the Secretary.
Complaints Reviewer	A person appointed to review a complaint referred to him in accordance with these presents.
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, Supervised 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.
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 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.
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.
Orders	Orders made in disciplinary proceedings by the Investigations, Disciplinary or Appeals Committees.
office	The registered office of the Association.
Ofqual	The Office of Qualifications and Examinations Regulation.
Part 42	The provision of Part 42 of the Act 2006.

these presents	The Articles of Association, Bye-Laws and Regulations of the Association as applicable and in force, as amended from time to time.
Prescribed Accountancy Body	A body of accountants prescribed under the Republic of Ireland Companies (Auditing and Accounting) Act 2014 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.
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.
Practising Certificate	A certificate issued to a Member by the Association authorising him to engage in public practice.
Quality Control Standards	Standards and guidelines issued by the International Auditing and Assurance Standards Board (IAASB) and the Financial Reporting Council (UK) which are in force.
Recognised Professional Qualification	A professional qualification in accountancy or audit awarded by a body recognised as authorised to make such awards in the United Kingdom.
Recognised Qualifying Body	An accountancy body established under the Companies Acts for the purpose of qualifying statutory auditors practising in the UK.
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 subject of a Complaint whether that subject is a Member, Elected Member, Firm, or Student.
Seal	The Common Seal of the Association.
Secretary	The person appointed pursuant to the Association's Complaints, Disciplinary and Appeals Regulations.
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.
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 qualification route as regulated by Ofqual in accordance with these presents.
Supervised Member	A person elected to be a member of the Association by the Council for purposes of supervision under the Anti Money Laundering Regulations in force at the time, and who has satisfied the Council that he has met all requirements set out in these presents for recognition in this class of membership.
in writing	Written, printed, 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.

1.3. A reference to:

(a) a "person" includes a reference to:

- i. any individual, firm, partnership, unincorporated association or company wherever incorporated or situated; and

- ii. that person's legal personal representatives, trustees in bankruptcy and successors
 - (b) "bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - (c) a "document" includes, unless otherwise specified, any document sent or supplied in Electronic Form; and
 - (d) a "company" shall include any company, corporation or other body corporate, wherever and however incorporated or established.
- 1.4. Unless the context otherwise requires:
- (a) words importing the singular number only shall include the plural number, and vice versa;
 - (b) words importing the masculine gender only shall include the feminine gender; and
 - (c) words importing persons shall include corporations.
- 1.5. 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.
- 1.6. 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. Memorandum

- 2.1. The Association is established for the purposes expressed in the Memorandum of Association.
- 2.2. The Memorandum of Association shall form part of these presents.

3. Model Articles Shall Not Apply

- 3.1. Neither the model articles for private companies limited by guarantee prescribed pursuant to the Act, nor any other articles of association (whether prescribed pursuant to the Act or set out in any other statute, statutory instrument or other subordinate legislation concerning companies) shall apply to the Association.

4. Members and Membership

- 4.1. The Association is declared to consist of an unlimited number of Members.
- 4.2. No person shall be entitled to Membership of the Association unless he has:

- (a) completed and submitted an application for membership using the prescribed form;
 - (b) satisfied the requirements set out in these presents as amended from time to time; and
 - (c) had his application for membership approved by the Council of the Association.
- 4.3. 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.
- 4.4. There shall be five classes of members:
- (a) Fellows
 - (b) Associates
 - (c) Supervised Members
 - (d) Academics Fellows, and
 - (e) Honorary Members
- 4.5. The classes of Fellows and Associates shall each be divided into two categories, namely:
- (a) those members qualified to engage in public practice; and
 - (b) those members not so qualified..
- 4.6. The Supervised, Academic Fellow and Honorary Members shall be known as Elected Members.
- 4.7. The rules and requirements of admission to Membership of the Association by individuals shall be fixed by the Bye-Laws and Regulations of the Association, as amended from time to time.
- 4.8. Members and Elected Members shall be obliged where applicable and appropriate to observe the requirements set out in these presents.

5. Entrance Fees and Subscriptions

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

6. Liability of Members

- 6.1. The liability of each Member is limited to that set out in the Memorandum, being the amount that each Member undertakes to contribute to the assets of the Association

in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Association's debts and liabilities contracted before they cease to be a Member;
- (b) payment of the cost, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributions among themselves.

7. Non-Distribution of Income

7.1. The Association shall apply the income and property of the Association from whatever sources, solely towards its activities and no part of such income shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to the Members of the Association. Nothing in these presents shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or employee of the Association or to any Member of the Association in return for any services actually provided to the Association, nor prevent the payment of interest at a reasonable rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Association.

8. General Meetings

- 8.1. An Annual General Meeting shall be held in accordance with the provisions of the Companies Acts.
- 8.2. 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.
- 8.3. Where the Association has given in electronic form any notice of meeting, any document or information relating to proceedings at the meeting may be sent by electronic means to an address subject to any conditions or limitations specified in the relevant notice of meeting.
- 8.4. 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.

9. Proceedings at General Meetings

9.1. All business shall be deemed special that is transacted at a General Meeting and all that is transacted at an Annual 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.

- 9.2. 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.
- 9.3. 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.
- 9.4. 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.
- 9.5. 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. 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.
- 9.6. 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.
- 9.7. 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.
- 9.8. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 9.9. 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.

- 9.10. 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.

10. Votes of Members

- 10.1. Every Member being a Member whose subscription shall have been paid for the current year shall be entitled to one vote.
- 10.2. 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 for another Member, at any General Meeting.
- 10.3. 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.

11. Proxies

- 11.1. 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.
- 11.2. 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.
- 11.3. 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.
- 11.4. Subject to Article 11.5 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 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 of20.....”

11.5. 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.

12. Council

12.1. 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.

12.2. 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.

12.3. 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 22.

12.4. Members of Council will be required to sign a confidentiality agreement and a conflict of interest and disclosure statement.

12.5. Any member of the Council, either individually or as a member of a partnership, company or corporation, may, subject always to Article 7.1, 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.

- 12.6. Any member of the Council may be appointed to any office under the Association, other than that of Auditor, with or without remuneration.
- 12.7. No member of the Council shall be disqualified to act as such by reason of his being so interested or appointed as in Articles 12.2 and 12.5 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.

13. Powers and Responsibilities of the Council

- 13.1. 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:
 - (a) 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;
 - (b) the Council shall assure itself that the Association, as a company and professional accountancy 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;
 - (c) the Council shall agree arrangements as appropriate for the monitoring of such compliance and for being kept informed of the position.
- 13.2. 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.
- 13.3. The Council shall have, but not be limited by, the following duties and powers (and may make Bye-Laws and Regulations to proscribe):
 - (a) The Council may from time to time set down in these presents the procedures (including relating to the hearing of appeals) whereby an individual or firm

subject to these presents may be disciplined and as to all other matters relating thereto including the imposition of sanctions;

- (b) The Council may take account of any matter which may be brought before them affecting the Association, or the conduct of any of its Members, affecting his professional status or the reputation of the Association;
- (c) The Council may from time to time adopt and amend a Code of Ethics for its Members, Students and Elected Members and may from time to time interpret the application of such rules to the conduct of Members, Elected Members, Firms and Students;
- (d) The Council may cause to be implemented a system of review as to the maintenance by Members, Elected Members, Firms and Students of proper professional standards as prescribed in these presents and such rules shall be binding upon Members, Elected Members, Firms and Students;
- (e) The Council shall have the power to monitor compliance with these presents, and, without limit, investigate, make directions, issue sanctions, charge costs, suspend and expel members, and publish outcomes of disciplinary matters;
- (f) The Council shall have the power to issue, suspend and revoke licenses and certificates and set conditions for their issue, suspension and revocation;
- (g) The Council shall have the power to share information with regulators, including IAASA, pursuant to legislation.
- (h) The Council shall have the power to make all such regulations as it shall consider necessary or desirable in connection with the carrying on of public practice or other activities in the United Kingdom or elsewhere.
- (i) The Council may make Bye-Laws and Regulations concerning such matters regarding the conditions a person must satisfy to become and remain a Student and such other matters relating to or connected with Students as the Council shall in its discretion consider necessary or desirable.
- (j) 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.

14. Disqualification of Members of the Council

14.1. 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 from office;
- (b) if by virtue of retirement under Articles 15.1 and 15.2;
- (c) if a Member is subject to disciplinary proceedings under Bye-Law 8;
- (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 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 (as amended from time to time);
- (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;
- (m) if the Member has held the office of a member of the Council for more than nine cumulative years from the date of his first election, unless:
 - i. the Member was elected on or before the Annual General Meeting held in 2010, where the Member shall vacate his office at the Annual General Meeting in 2022; or
 - ii. the Member was elected for the first time before the Annual General Meeting held in 2019 but after the Annual General Meeting held in 2010, where the Member shall vacate his office at the Annual General Meeting in 2025; or

- iii. he is elected to the office of President or Vice President, where an extension of service shall be granted at the discretion of the Council; or
- iv. the Council shall decide by resolution that invoking Article 14.1(m) would have a detrimental effect on the Association's ability to meet its statutory obligations.

15. Election, Retirement, Removal and Rotation of Members of the Council

- 15.1. 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.
- 15.2. 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.
- 15.3. 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.
- 15.4. 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.
- 15.5. 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 nominations, is under any pecuniary liability to the Association.
- 15.6. 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.
- 15.7. 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.

- (a) 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.
 - (b) Three scrutineers shall form a quorum.
 - (c) 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.
 - (d) The Company Secretary shall, as soon as possible, send a voting paper by prepaid post to every Member whose subscription is not in arrears, such voting paper to be in the form approved by the Council.
 - (e) 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.
 - (f) The voting papers, duly sealed, shall be delivered or returned by post, prepared 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.
 - (g) 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.
 - (h) 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.
 - (i) 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.
 - (j) Elections under this Article shall take effect as from the Annual General Meeting.
- 15.8. 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.
- 15.9. 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.

- 15.10. 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.

16. Proceedings of the Council

- 16.1. 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.
- 16.2. Unless otherwise determined by the Council, four shall be a quorum.
- 16.3. Questions arising at any meeting shall be decided by a majority of votes. In the case of any equality of votes the Chairman shall have a second or casting vote.
- 16.4. Council meetings shall be called by the Company Secretary at any time at the request of the Chairman or Vice-Chairman or of five members of the Council by giving at least seven clear days' notice to the several members of the Council.
- 16.5. 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.
- 16.6. The President shall also be Chairman of the Council and any Vice-President shall also be Vice-Chairman of the Council.
- 16.7. 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.
- 16.8. 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.
- 16.9. The Article hereunder outlines the powers which may be delegated by the Council from time to time:
- (a) The Council may appoint Committees in accordance with the Bye-Laws and Regulations for the time being in force, and subject to any such Bye-Laws and Regulations 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 see 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.

- (b) No person shall be a member of more than one of the Investigations Committee, the Disciplinary Committee, the Appeals Committee, the Practice Compliance Committee and the Practice Compliance Appeals Committee.
- (c) 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 Appeals Committee, the Practice Compliance Committee and the Practice Compliance Appeals Committee.

16.10. 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.

16.11. 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.

17. Bye-Laws and Regulations

17.1. The Council may from time to time make Bye-Laws and Regulations 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 any appropriate qualification framework as so applicable.

17.2. The Council may at any time annul, add to or vary any Bye-Laws or Regulations so made, and all Bye-Laws and Regulations so made and for the time being in force

shall be binding on the members of the Association and shall have full effect accordingly.

17.3. The making, annulment or variation by the Council of Bye-Laws and Regulations in respect of the matters set out in paragraph 17.1 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 17.1 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.

17.4. The making, annulment or variation by the Council of Bye-Laws and Regulations in respect of the matters set out in paragraph 17.1 hereof shall take effect on a date specified by the Council following if defined by these presents:

- (a) approval by the Association in General Meeting;
- (b) prior approval in respect of any matters referred to in paragraph 17.1 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.

17.5. No Bye-Laws or Regulations 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.

17.6. The Council may in its absolute discretion suspend the operation of any Bye-Law or Regulation where it is of the opinion that it is reasonable to do so.

18. Company Seal

18.1. 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 same 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.

18.2. Certificates are excluded from the aforesaid provisions.

19. Indemnity

19.1. 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.

20. Annual Accounts and Report

- 20.1. 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.
- 20.2. 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 accounts was made up, together with a balance sheet as at the same date at which the Income and Expenditure Account is made up, accompanied by a report of the Council and a report of the Auditors.
- 20.3. 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.
- 20.4. The Council shall cause Auditors to be appointed and their duties regulated in accordance with the Companies Acts. Auditors may not be appointed who are:
 - (a) a member of the Council or an official or individual in employment of the Association;
 - (b) a Member who is a partner of or in the employment of a member of the Council or of an official or individual in employment of the Association.
- 20.5. Subject to Article 21 the Association may deliver all Publications published by the Association to members by making them available on its website and any notice or accompanying papers delivered in accordance with these presents shall be deemed validly given or sent to members for the purposes of these presents. This Article shall refer to all Publications published by the Association.

21. Notices to Members

- 21.1. 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 addressed to the Member at his address or postal address appearing in the Register of members; or
 - (c) by giving it in electronic form to a person who has by providing details of an electronic mail address agreed that the notice, document or information may be sent or supplied in that form (and has not revoked that agreement in writing); or
 - (d) subject to the provisions of the Acts, by making it available on a website.
- 21.2. A member who has failed to give a registered address shall not be entitled to receive any notice or document, but any notice or other document which the Association shall deliver or send by post to the address of such Member last known to the Association shall be deemed to have been validly given.
- 21.3. 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.
- 21.4. Any notice, document or information given, sent or supplied by the Association to a Member, Elected Member, Student or Firm:
- (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) left at a Registered Address, shall be deemed to have been delivered on the day it was so delivered or left;
 - (c) in electronic form, shall be deemed to have been received 24 hours after it was sent; and
 - (d) 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.
- 21.5. In proving delivery for disciplinary purposes it shall be sufficient to prove that the envelope containing the notice or document was properly addressed and put into the post as a prepaid letter or, in the case of a notice sent by electronic communication, to prove that it was sent.
- 21.6. Any notice to be given by the Association to Members, Elected Members, Students or Firms and not otherwise provided for by these presents shall be sufficiently given if given by advertisement in at least one leading daily national newspaper published in the United Kingdom or through the official journal of the Association (International Accountant) or on the website of the Association. Any notice given by advertisement shall be deemed to have been served at noon on the day on which the advertisement first appears.
- 21.7. If on three consecutive occasions notices or other documents have been sent to any Member, Elected Member, Student or Firm at their registered address but have been

returned undelivered, such Member, Elected Member, Student or Firm shall not be entitled to receive any more notices or other publications or documents from the Association until they shall have supplied in writing to the Association a new Registered Address.

- 21.8. The accidental omission to send any notice or document to, or the non-receipt of any notice or document by, any Member entitled to receive the same shall not invalidate the proceedings at any meeting to which they relate.
- 21.9. 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 or only in electronic form to some or all Members.

22. Office of Distinction

- 22.1. 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 and requirements for a Practising Certificate as set out in these presents.

23. Statutory Auditors and Recognised Professional Qualifications

- 23.1. So much of the Articles, Bye-Laws and Regulations 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.

24. Amendments or Variations

- 24.1. 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 the Republic of Ireland Companies (Auditing and Accounting) Act 2014 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

Made pursuant to Article 17.

1. Definitions and Interpretation

- 1.1. The definitions and interpretations for the Association's Bye-Laws are as prescribed in Article 1.

2. Membership

- 2.1. No individual shall be eligible for membership of the Association unless he has:
- (a) passed the prescribed examination or examinations;
 - (b) undertaken the prescribed period (which shall be not less than two years in any case, except as otherwise required by the Act or other such applicable law) and type or types of accountancy experience as required by the Act; and
 - (c) satisfied such other requirements as may from time to time be prescribed by the Council in regulations.
- 2.2. On admission to membership individuals shall become Members of the Association and individuals who have been Members continuously for a period of five years (or such other period as may be prescribed in regulation) shall advance automatically to Fellowship and become Fellows of the Association providing the individual meets the requirements of Membership Regulation 3 and these presents and has not confirmed to the Association in writing a desire to retain Associate membership.
- 2.3. The Council shall from time to time prescribe or provide for in regulations, without limitation to:
- (a) the conditions a person must satisfy to gain admission to membership of the Association, which conditions may prescribe the different requirements for different classes of persons who may not have satisfied the requirements of Bye-Law 2.1;
 - (b) the qualifications of the Association available to members and other persons;
 - (c) the designation and designatory letters which by virtue of membership of the Association may be used;
 - (d) the procedure for making application to membership of the Association and by which the Association shall determine the success of such applications and the procedure for notifying successful applicants, which may include the issuance of a certificate in such form as the regulations may prescribe;

- (e) the obligations applicable to a member, including (without limitation) the paying of admission fees and annual subscriptions, the undertaking of continuing professional development and the notifying of a member's addresses;
- (f) the maintenance by the Association of a register of members' names and addresses and of other information in relation to them as specified by the regulations;
- (g) the procedure for retiring from membership of the Association and the limitations on a member's right to retire where he is liable to disciplinary action, the circumstances in which a member shall automatically cease to be a member, and the circumstances in which and procedure whereby a former member may re-apply for admission to membership of the Association; and
- (h) such other matters relating to or connected with membership of the Association as the Council shall in its discretion consider necessary or desirable from time to time.

3. Students and Examinations

- 3.1. No person shall be registered with the Association as a Student unless he satisfies the Association that:
 - (a) he has met the entry requirements laid down in these presents, 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.
- 3.2. All applications for registration as a Student with the Association shall be made to the Applications & Membership Committee on the appropriate form accompanied by such other information as the Applications & Membership Committee may from time to time determine.
- 3.3. 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, Bye-Laws, Regulations and Code of Ethics of the Association and any rules made thereunder.
- 3.4. Students have no liability to the Association in the event that it is wound up.
- 3.5. 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 Regulations and booklets published by the Association.
- 3.6. Students are subject to the Association's relevant Disciplinary Proceedings including in relation to its examinations.
- 3.7. Any addition, amendment or revision of 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 additional amendment or revision having been given to all registered Students.

- 3.8. The Council shall from time to time issue regulations to specify:
- (a) the conditions a person must satisfy to become and remain a registered student, which conditions may prescribe different requirements for different classes of persons, which may include a requirement that he undertake to be bound by the Articles, Bye-Laws, Regulations and Code of Ethics and all applicable rules made hereunder;
 - (b) the way in which a registered student may describe himself whilst being a registered student, and the qualifications of the Association available to registered students and other persons;
 - (c) the procedure for making application to become a registered student and by which the Association shall determine whether or not to accept such application and the procedure for notifying successful applicants, which may include the issuance of a certificate in such form as the regulations may prescribe;
 - (d) the examinations of the Association and all matters related thereto, including (without limitation) as to the appointment of examiners;
 - (e) the provision of practical training and the authorisation of persons to provide such training;
 - (f) the obligations applicable to a registered student, including (without limitation) the payment of fees, exam fees and annual subscriptions, the restrictions on description applicable to him and on the work that may be undertaken by him and the notification of the Association of his address and occupation;
 - (g) the maintenance by the Association of a register of registered students' names and addresses and of other information in relation to them as specified by the regulations;
 - (h) the procedure for seeking removal from the register of registered students and the circumstances in which a registered student shall automatically cease to be a registered student, and the circumstances in which and procedure whereby a former registered student may re-apply to become a registered student; and
 - (i) such other matters relating to or connected with registered students as the Council shall in its discretion consider necessary or desirable.

4. Entrance Fees

- 4.1. Persons admitted as Fellows without first becoming Associates shall pay on admission an entrance fee of an amount determined by the Council.

- 4.2. Associates admitted as Fellows shall pay on such transfer a sum determined by the Council.
- 4.3. Persons admitted as Associates shall pay on admission an entrance fee of an amount determined by the Council.
- 4.4. Persons admitted as Supervised Members shall pay on admission an entrance fee of an amount determined by the Council.
- 4.5. Fees are reviewed on an annual basis by the Council and made available publicly.

5. Annual Subscriptions and Payments

- 5.1. The Council shall have power, from time to time, to determine in accordance with Article 17 the amounts required to be paid by the respective categories and classes of members in respect of:
 - (a) the annual subscriptions;
 - (b) a Practising Certificate;
 - (c) a Recognised Professional Qualification Certificate
- 5.2. 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 Supervised Members;
 - (d) Members being Academic Fellow Members.
- 5.3. 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.
- 5.4. 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 an accountant and auditor or not. This return shall be in such form as the Council may from time to time prescribe.
- 5.5. 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.
- 5.6. A full year's subscription shall be payable on application for membership.
- 5.7. 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.

- 5.8. 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.
- 5.9. 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 at the same is noted on the Register, of an amount determined by the Council.
- 5.10. An individual applying for a Supervised Member Certificate shall pay a fee for the issue of such certificate and shall also pay an annual registration fee so long as at the same is noted on the Register, of an amount determined by the Council.
- 5.11. 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.

6. Ethics and Conduct

- 6.1. 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).
- 6.2. Any breach of the Code shall render a Member, Elected Member, Student or Firm liable to disciplinary action under the Association's disciplinary procedures.

7. Disciplinary Proceedings

- 7.1. The Council shall, from time to time, prescribe in Regulations the procedures (including relating to the hearing of appeals) whereby a person subject to these presents may be disciplined and as to all other matters relating thereto.
- 7.2. Such regulations shall provide that such a person shall have the right to be given notice of any disciplinary proceedings which it is proposed should be brought against him, the right to be represented at any such disciplinary proceedings, the right to call and cross-examine any witness at such disciplinary proceedings and a right of appeal against any disciplinary order made against him.
- 7.3. In addition, such regulations shall provide that any committee able to make or confirm a disciplinary order shall include a person or persons who are not members of the Association and shall not be quorate in the absence of such a person.
- 7.4. Where the Association participates with other professional accountancy bodies in a disciplinary scheme or agreement, such regulations shall provide for the referral of relevant cases by the Association to and in accordance with such scheme or agreement and all other matters relevant thereto.
- 7.5. In particular (but without limitation) such regulations may prescribe or provide for:

- (a) the committees or the individuals to whom the Council may delegate the responsibility of determining whether or not Member, Elected Member, Firm or Student is to be disciplined;
- (b) the making of disciplinary Orders (including consent orders);
- (c) the method, timing and terms of appointment, constitution, quorum, powers and responsibilities of each such committee or individual to whom the Council delegates responsibility;
- (d) the procedures and process to be followed by each such committee and in the preparation of cases to be heard by any of them, the manner in which cases may be presented to them and the circumstances in which matters are to be referred to them for consideration;
- (e) the orders which may be made against a person in respect of whom a complaint is proved in whole or in part; which without limitation may include an order that a person be excluded from membership, that any certificate issued by the Association to the person be withdrawn and that a fine be imposed on the person, which may be unlimited in amount, or be up to such maximum amount as from time to time may be prescribed by such regulations, and the times at which such disciplinary orders are to become effective;
- (f) disciplinary proceedings (including the hearing of appeals) in respect of students where the alleged misconduct relates to examinations;
- (g) the circumstances in which appeals against a disciplinary order may be brought and the procedures for dealing with such appeals;
- (h) the making and enforcing orders as to costs, which may provide for different orders in respect of individuals and firms; and
- (i) the publication of disciplinary orders in those cases where a complaint is found proved in whole or in part.

7.6. Any such Regulations as prescribed pursuant to Bye-Law 7.1 shall be in accordance with relevant legislation and regulatory requirements as demanded by the Association's statutory recognition.

8. Liability to Disciplinary Action

8.1. 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 relevant individual(s) relating to the firm as defined by legislation relevant to the jurisdiction in which he operates) 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 Appeals 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 (as amended from time to time).

8.2. 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 incompletely 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 judgement 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) any relevant individual(s) relating to the Firm as defined by legislation relevant to the jurisdiction in which it operates has committed any breach of the Articles or the Bye-Laws (or any Regulations made under them);
 - (h) the Firm has failed despite repeated requests to put into effect advice given to it by the Association.
- 8.3. 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.
- 8.4. Liability to disciplinary action in accordance with 8.1, 8.2, and 8.3 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.
- 8.5. For the purposes of Bye-Law 8 actions making Members, Elected Members, Students or Firms liable to disciplinary action shall not extend to fee disputes.
- 8.6. For the purposes of paragraph 8.1 and 8.2 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.
- 8.7. 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.
- 8.8. The findings of a court in any civil proceedings whatsoever may be treated as prima facie evidence of misconduct unless the contrary is shown.
- 8.9. Subject to paragraph 8.10 of this Bye-Law, disciplinary proceedings in respect of a Member, Elected Member, Firm or Student shall be regulated by these Articles, Bye-Laws and any Regulations made thereunder.
- 8.10. It shall be the duty of every Member, Elected Member, Firm or Student at all times to co-operate with the Investigations, Disciplinary and Appeals 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.

9. Committees of the Council

- 9.1. 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 & Membership;
 - (c) Qualifications;
 - (d) Law and Parliamentary;
 - (e) Technical Committee;
 - (f) Practice Compliance Committee;
 - (g) Practice Compliance Appeals Committee.
 - (h) Investigations;
 - (i) Disciplinary;
 - (j) Appeals;
 - (k) Regulatory Oversight Committee.
- 9.2. 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.
- 9.3. Any business unfinished by a Committee for each session shall be reviewed by the incoming Committee and a vote taken to decide on a course of action. Where business is unfinished by the Practice Compliance, Practice Compliance Appeals, Investigations, Disciplinary or Appeals Committee, this business shall be continued by the incoming Committee without the need for a vote to be taken.
- 9.4. 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 Appeals Committee shall be as prescribed by these presents. Unless otherwise determined by the Council or the specific rules of a particular Committee as prescribed by these presents three shall form a quorum for all Committees of the Council.
- 9.5. Committees shall meet as and when required for the transaction of business.
- 9.6. The Chairman of each Committee shall be appointed in accordance with these presents where appropriate and otherwise the members of each Committee thereof shall appoint by poll one of their members to act as Chairman for the ensuing year.
- 9.7. 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 Appeals Committee, the Practice Compliance Committee and the Practice Compliance Appeals Committee.

- 9.8. 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 Appeals Committees.
- 9.9. 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.

10. Powers and Duties of Committees Defined

- 10.1. 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:

- i. the accounts and financial affairs of the Association;
- ii. the sanctioning of its expenditure, and drawing and signing cheques therefore;
- iii. the investment of funds of the Association;
- iv. ensuring sufficient funds are maintained;
- v. enabling the development, delivery and award of the qualifications.

(b) Applications and Membership Committee

To deal with all matters relating to:

- i. the form and content of applications to become Students, Associates, Fellows, Supervised Members and Academic Fellow Members of the Association;
- ii. applications for admission as Students of the Association;
- iii. applications for admission as Associates;
- iv. applications for admission as Fellows;
- v. applications for admission as Supervised Members;
- vi. applications for admission as Academic Fellow Members;
- vii. the granting of practising certificates in respect of public practice as an accountant providing authorisation for a Member or a Firm; and
- viii. applications for re-admission as a Member of the Association.

The Committee to be empowered:

- ix. 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 and to approve such applications and admissions. The Committee shall submit a report on every such application approved to the Council at the next succeeding meeting of the Council.
- x. to deal with all matters relating to new Practising Certificates;
- xi. 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;
- xii. to agree the form and content of certificates in respect of Practising Certificates including any related application forms.

(c) Qualifications Committee

To deal with all matters relating to:

- i. 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, pass lists, certificates in respect of examinations and as to holding the Recognised Professional Qualification;
- ii. practical training, including approval of persons to provide training and approval and monitoring of training including for purposes of Part 42;
- iii. reviews of examination and oral test results and agreement of and subsequent reporting to Council of recommendations received from the Exam Board and;
- iv. granting, suspending or removing approval for colleges or institutions to operate as an approved study provider for the Association offering the Professional Qualification or other qualifications of the Association;
- v. the recommendation to the Council to 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;
- vi. the monitoring of the compliance by Members with the Association's Continuing Professional Development Regulations and Requirements.

The Committee to be empowered:

- vii. to agree the form and content of certificates in respect of examinations and qualifications, and of approved study providers of the Association and any related application forms.

(d) Law and Parliamentary Committee

To deal with all matters relating to:

- i. Bills and Proposals before Parliament or legislative assembly in any jurisdiction, 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;
- ii. legal matters.

(e) Technical Committee

- i. to monitor and discuss key technical developments in the accountancy profession and the financial world;
- ii. to formulate the Association's views on government consultation documents and comment on the regulation of the profession; and
- iii. 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 interpretation regarding application and implementation.

(f) Practice Compliance Committee

To deal with all matters concerning:

- i. 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;
- ii. provision of returns, statements and information necessary for monitoring the Members' public accounting and reporting work;
- iii. the monitoring of members in industry, commerce, public service or employed in public practice.

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 failure to meet a Regulatory Requirement the Committee in addition to requiring remedial action to be taken within a specified period can:

- iv. impose a penalty by way of a fine;
- v. suspend a Practising Certificate pending the outcome of disciplinary proceedings;
- vi. impose a condition or restriction relating to a Practising Certificate, and/or
- vii. refer the failure to the Disciplinary 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 Appeals Committee

To hear all appeals resulting from decisions taken by the Applications and Membership Committee and the Practice Compliance Committee relating to:

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

The Committee is empowered:

- iv. to uphold decisions taken by the appropriate Committee; or
- v. to refer a decision back to the appropriate Committee with a recommendation for consideration.

(h) Regulatory Oversight Committee

To deal with all matters concerning:

- i. scrutiny, oversight and review of the Association's regulatory requirements as a recognised supervisory body under Schedule 3 of the Money Laundering (Information on the Payer) Regulations 2017 as amended from time to time.

The Committee to be empowered:

- ii. to make recommendations to the Council to address areas of weakness or highlight areas of good practice relating to AIA's AML supervision.

11. Exam Board

11.1. The Council shall appoint an Exam Board to operate in line with terms of reference agreed by the Council and amended at its discretion from time to time, consisting of members of the Council and such other qualified persons as the Council may from time to time appoint. The members of the Exam Board 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 shall decide.

11.2. The Exam Board shall be responsible for:

- (a) reviewing candidate profiles and exam scripts relating to the AIA Examinations taken in the previous session;
- (b) receiving marks for each candidate and reviewing performance;
- (c) suggesting recommendations where necessary to the Qualifications Committee any adjustments to be carried out in line with agreed policies and procedures;
- (d) recommending to the Qualifications Committee whether any candidate should be permitted to pass any Paper by compensation in accordance with any

policy as agreed by the Qualifications Committee and the Council and amended from time to time;

- (e) making recommendations to the Qualifications Committee in respect of any candidate who has notified the Association of any request for special consideration in respect of one or more Examination Papers;
- (f) recommending to the Qualifications Committee whether all candidates' marks in respect of any Examination Paper should be subject to some adjustment to reflect any exceptional circumstances relating to the examination in that Examination Paper, including but not limited to any ambiguity or error in the examination materials for that Examination Paper;
- (g) considering any reports of examination irregularities and making such recommendations to the Qualifications Committee as the Exam Board thinks fit to address such irregularities.

12. Parliamentary Fund

- 12.1. 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 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 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.
- 12.2. 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.

13. Practising Certificates

- 13.1. The Council shall from time to time make all such regulations as it shall consider necessary or desirable in connection with the carrying on of public practice or other activities in the United Kingdom or elsewhere. Such regulations may (without limitation) prescribe or provide for:
- (a) the restrictions applicable to members and other individuals and firms who are subject to the regulations in the conduct of public practice, which restrictions may include restrictions on a member being connected with a firm which, or another person in relation to which, carries on public practice, and the meaning or meanings of public practice for this purpose and the purposes of these presents;

- (b) the qualifications which a person subject to the regulations must hold to be eligible to hold a practising certificate;
- (c) the conditions for the grant, suspension, withdrawal, application of conditions to and renewal of practising certificates, which may provide for different types of certificate to be issued to different classes of person, the manner in which an application for a practising certificate shall be made, the procedure for appealing against a decision on such an application, the period of time for which a practising certificate shall remain valid and the fees payable for the issue or renewal of a practising certificate;
- (d) the rules applicable to the holder of a practising certificate, including without limitation to the conduct of public practice and related activities;
- (e) the acceptance of undertakings or agreements from persons other than members of the Association as a condition for the issuance of a practising certificate to them or to another person;
- (f) the monitoring of compliance by persons subject to the regulations with the requirements of the regulations; and
- (g) any other matters as the Council shall from time to time at their discretion determine.

14. Continuing Professional Development

- 14.1. The Association shall make regulations that members are required to adhere to in relation to continuing professional development from time to time.
- 14.2. Except for those requirements as may be provided in regulations a Member shall:
 - (a) keep under review their needs for training and development having regard to the professional and other work they undertake;
 - (b) where such a review identifies a specific need for training or development act promptly to meet such need; and
 - (c) certify annually to the Association compliance and, if requested by the Association, provide such evidence of compliance as may be required.

15. Certificates or Diplomas of the Association

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

16. Publications

- 16.1. The Council shall from time to time in its discretion publish a list of the Members and Elected Members and also the Bye-Laws and Regulations 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.

17. Branches and District Centres

- 17.1. 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.
- 17.2. No Branch or District Centre shall be formed without the previous consent of the Council of the Association.
- 17.3. On formation, and at all times during their existence, all Branches and District Centres shall conduct their affairs in accordance with regulations made by the Council from time to time.
- 17.4. 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.
- 17.5. All expenses of Branches or District Centres shall be borne by such Branch 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 further regard to the activities of such Branches or District Centres in connection with the furtherance of the objects of the Association.

18. Representatives

- 18.1. 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.

- 18.2. 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.

19. Terms of Employment of Chief Executive

- 19.1. 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.

20. Certificates

- 20.1. 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, Bye-Laws and Regulations.

21. Financial Year

- 21.1. The Association's financial year shall commence on the first day of October in each year.
- 21.2. The Association's subscription year shall commence on the first day of October in each year.

22. Other Regulations, Policies and Procedures

- 22.1. The Association may make, vary or rescind regulations, policies or procedures from time to time in relation to these Bye-Laws or in relation to any other matter which the Council considers necessary or desirable.

Regulations

The AIA Regulations must be read in conjunction with each other, and cross referenced with the Articles of Association and Bye-Laws, together which form the AIA Constitution.

Regulations may affect members, students and other individuals or entities in different ways depending on the application of other regulations to those members, students or individuals. Readers should be aware that regulations are not always cross referenced with each other.

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 by the AIA Council.

AIA Regulations are agreed by the AIA Council and may be changed from time to time by resolution of the Council.

Membership Regulations

1. Citation, commencement and application

- 1.1. These regulations may be cited as The Association of International Accountants' Membership Regulations 2018.
- 1.2. These regulations as amended shall come into force on 9 October 2018.
- 1.3. These regulations shall apply to all persons who are subject to these presents or who otherwise agree to be bound by them.
- 1.4. These regulations may be amended by resolution of the Council.

2. Definitions and Interpretation

- 2.1. The definitions and interpretations for these Regulations are as defined and set out in Article 1.

3. Fellows

- 3.1. No person shall be eligible for admission as a Fellow of the Association unless he has in accordance with the requirements of the Articles, Bye-Laws and Regulations for the time being in force passed the Professional Examination of the Association or the Diploma in Professional Accountancy regulated by Ofqual (except as otherwise provided by these Articles, Bye-Laws and Regulations) and has provided to the satisfaction of the Council that in addition to being eligible for admission as an Associate under Regulation 4.1 (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.

4. Associates

- 4.1. No person shall be eligible for admission as an Associate of the Association unless he has in accordance with the requirements of the Articles, Bye-Laws and Regulations for the time being in force passed the Professional Examination of the Association or the Diploma in Professional Accountancy regulated by Ofqual (except as provided by these presents) 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.

5. Supervised Members

- 5.1. The Council, at its discretion subject to the restrictions in the Articles and Bye-Laws, may elect any person to be a Supervised Member of the Association for purposes of supervision under the Anti Money Laundering Regulations in line with statutory requirements in force at the time, notwithstanding that he may not be eligible under the foregoing Regulations 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.
- 5.2. Supervised Members shall be eligible to:
 - (a) use the facilities of the Association;
 - (b) use the designatory letters prescribed in these Regulations;
- 5.3. Supervised Members shall not be eligible to:
 - (a) have the power to vote at any meeting of the Association;
 - (b) take part in the Association's management;
 - (c) use the designation "International Accountant"
 - (d) receive copies of the accounts.
- 5.4. Any person elected to membership under this Regulation shall be subject to the Association's terms relating to disciplinary proceedings and be bound by the Code of Ethics; and
- 5.5. Any person elected to membership under this Regulation shall be bound to observe these presents.

6. Honorary Members

- 6.1. The Council, at its discretion, subject to the restrictions in the Articles and 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 and Bye-Laws to be admitted as a Fellow or Associate of the Association.
- 6.2. 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 an entrance fee or annual subscription.
- 6.3. Any person elected to membership under this Regulation shall be subject to the Association's terms relating to disciplinary proceedings.

7. Academic Fellow Members

- 7.1. The Council, at its discretion subject to the restrictions in the Articles and Bye-Laws of the Association 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.
- 7.2. 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.
- 7.3. Any person elected to membership under this Regulation shall be subject to the Association's terms relating to disciplinary proceedings.

8. Election to Membership by Council

- 8.1. The Council, at its discretion subject to the restrictions in these presents may grant Membership as an Associate or Fellow to any individual provided that individual:
- (a) has been invited by the Council to become a member of the Association; and
 - (b) satisfies the Council as to his general character and suitability and is a fit and proper individual; and
 - (c) has, in the opinion of the Council, made a significant contribution to the knowledge or practice of accountancy; or
 - (d) will, in the opinion of the Council, bring benefits to the Association and/or its membership through his being granted membership; and
 - (e) is in public practice as an accountant; or
 - (f) is 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 is otherwise and in all respects a fit and proper person to be so admitted.

9. Applications for Admission and Election of Members

- 9.1. All applications for admission to membership shall be submitted on the prescribed form to the Applications & Membership Committee, accompanied by such other information as the Applications & Membership Committee may, from time to time, determine.
- 9.2. The Applications & Membership Committee shall have the duty to enquire into the qualifications, professional experience, standing and general character of every applicant; the Application & Membership Committee's decision in each case shall be reported to the Council.
- 9.3. No applicant shall be admitted as a Member (except as Elected Members as hereinbefore provided) unless he has first satisfied the Applications & Membership Committee and the Council as to his professional status.
- 9.4. The Council's decision in all matters relating to membership shall be final.

10. Power to Grant or Refuse Admission

- 10.1. The Council shall consider the Applications & Membership Committee's decisions 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.
- 10.2. The Council's decision in all matters relating to admission to membership shall be final.
- 10.3. The Council shall inform the applicant of the grounds for refusing admission only if requested to do so by the candidate in writing.

11. Re-admission to Membership

- 11.1. In the case of a person whose membership has ceased under Regulation 21.1 or Regulation 21.4 of these Regulations, the Applications & Membership Committee shall consider the application for re-admission; and make a decision regarding his re-admission and in each case the decision shall be reported to the Council.
- 11.2. The Council shall consider the Applications & Membership Committee's report and may decide to refuse to overturn the decision to re-admit any individual upon such conditions as they may think fit.
- 11.3. The Council shall inform the applicant of the grounds for refusing admission only if requested to do so by the applicant in writing.

12. Admission of Persons Holding Qualifications of Other Bodies

- 12.1. The Applications & Membership 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.
- 12.2. The Applications & Membership Committee's decision shall in each case be reported to the Council.
- 12.3. The Association 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 & Membership 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 Regulation 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.

13. Transfer to Fellowship

- 13.1. An individual who has been a Member continuously for a period of five years (or such other period as may be prescribed) shall advance automatically to Fellowship and become a Fellow of the Association and may denote his Fellowship by the use of the professional designation prescribed in these presents, providing the member has not breached the requirements of the Association during that time and he meets the requirements prescribed in these presents.
- 13.2. For members joining the Association before 1 January 2013 all applications for transfer from Associateship to Fellowship of the Association shall be assessed by the Applications & Membership Committee and shall be made on the prescribed form.
- 13.3. From time to time details of Members meeting the requirements of Regulation 13.1 shall be submitted to the Applications & Membership Committee whose duty it shall be to enquire into the eligibility of each individual under the conditions laid down by these presents.
- 13.4. The Applications & Membership Committee's decisions shall in each case be reported to the Council.
- 13.5. The Council upon consideration of the decisions of the Applications & Membership Committee shall in their absolute discretion, whether automatic or otherwise, determine as to the conditions upon which any transfer shall be made or they may postpone or prevent any transfer.
- 13.6. The Council shall inform the Member of the grounds for refusing admission only if requested to do so by the applicant in writing.

14. Entrance Fee

- 14.1. Every application for membership shall be accompanied by the Entrance Fee, as laid down by Bye-Law 4, which fee is non-returnable.

15. Designation and Distinctive Letters

- 15.1. 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 FAIA. or, in the case of an Associate AAIA.
- 15.2. Any person who is elected to be an Honorary Member of the Association shall be entitled to use after his name the initials FAIA (Hon).
- 15.3. Any person who is elected to membership of the Association as a Supervised Member shall not use the professional style or designation of "International Accountant", but shall be entitled to use after his name the initials SAIA.
- 15.4. 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 FAIA (Acad).
- 15.5. An Elected Member may make reference to his membership of the Association as an Honorary Member, Supervised 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.
- 15.6. Subject to Membership Regulation 15.5 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.
- 15.7. An Elected Member who does not meet the requirements set out in these presents 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.
- 15.8. An Elected Member who is in breach of Membership Regulation 15.7 shall be liable to disciplinary action.
- 15.9. In the context of these Regulations 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.
- 15.10. 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.
- 15.11. 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.

16. Certificate of Membership

- 16.1. 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.
- 16.2. 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.

17. Register of Members

- 17.1. The Association shall maintain the Register incorporating the members’ names and addresses and which shall record:
- (a) those Members being Fellow, Associate or Academic Members;
 - (b) those Members holding a Practising Certificate authorising them to engage in public practice;
 - (c) those Members who have been granted by the Association a Recognised Professional Qualification for the purposes of Part 42;
 - (d) 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;
 - (e) those members who are Elected Members.

but shall not record

- (f) those Elected Members who are Honorary Members.
- 17.2. The Association may register members on the appropriate register held by the Association if the Association is satisfied that the member complies with these presents as appropriate.
- 17.3. 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.

18. Member Obligations

- 18.1. 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, Regulations, the Code of Ethics and any rules 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.

- 18.2. 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, Regulations, the Code of Ethics and any rules 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 presents and only where he remains an Elected Member.
- 18.3. On application for Membership every individual accepts that failure to duly observe the Articles, Bye-Laws, Regulations and Code of Ethics of the Association or any rules made thereunder may cause him to become liable under the Association's disciplinary proceedings.

19. Requirement to Provide Annual Return

- 19.1. Every Member shall make a return to the Association in such form and at such time as the Council shall prescribe showing whether or not the member is carrying on public practice and notifying a place of business or residence as his registered address.
- 19.2. Members must notify the Association of any change in his registered address.

20. Continuing Professional Development (CPD)

- 20.1. All members must adhere to the Association's Continuing Professional Development (CPD) Regulations as amended from time to time.

21. Retirement from or Forfeiture of Membership

- 21.1. 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.
- 21.2. 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, which period may from time to time be amended by the Council, 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 years' 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 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 Regulation or Regulation 21.1, the Council may at its discretion, re-admit him to membership upon such conditions as they may think fit.

- 21.3. 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 of 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 re-instated with or without the payment of a new entrance fee or subscription.
- 21.4. 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.
- 21.5. The Council shall have the right to publish, in such newspapers or journals or such way 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.

22. Position of Parties on Cessation of Membership

- 22.1. 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 regulation 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 transferrable.
- 22.2. 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 these presents, 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.
- 22.3. 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.

23. Practice as a Statutory Auditor

- 23.1. 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.
- 23.2. A certificate under paragraph 23.1 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 these presents in respect of the Recognised Professional Qualification of the Association.
- 23.3. A certificate under paragraph 23.1 above may be issued by the Association only to a Member.
- 23.4. A Member of the Association shall not:
- (a) accept the 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.

24. Provision of Data

- 24.1. The Association may process the personal data of Members and Students subject to the provisions of the Data Protection Act 1998 as amended from time to time and any subsequent relevant legislation.
- 24.2. In certain specific circumstances this may include disclosure of said data to third parties, including statutory regulators.

Student Regulations

1. Citation, commencement and application

- 1.1. These regulations may be cited as The Association of International Accountants' Student Regulations 2018.
- 1.2. These regulations as amended shall come into force on 9 October 2018.
- 1.3. These regulations shall apply to all persons who are subject to these presents or who otherwise agree to be bound by them.
- 1.4. These regulations may be amended by resolution of the Council.

2. Definitions and Interpretation

- 2.1. The definitions and interpretations for these Regulations are as defined and set out in Article 1.

3. Entry as Student

- 3.1. A person shall not be registered as a Student with the Association unless:
 - (a) he satisfies the Association's requirements, as set out from time to time, for acceptance on to the Association's examinations for membership of the Association; and
 - (b) he satisfies the Applications & Membership Committee as to his general character and suitability; and
 - (c) he has submitted his application for registration as a Student on the prescribed form; and
 - (d) 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
 - (e) he meets the appropriate entry requirements established by Ofqual and specified within an appropriate qualifications framework in force at the time.

4. Entry as a Student for Recognised Qualification for the Purposes of Part 42

- 4.1. A person shall not be registered as a Student for a Recognised Professional Qualification with the Association unless:

- (a) he satisfies the Association's requirements, as set out from time to time, for acceptance on to the Association's Recognised Professional Qualification for the purposes of Part 42 of the Act; and
- (b) satisfies the Applications & Membership Committee as to his general character and suitability; and
- (c) he has submitted his application for registration as a Student on the prescribed form; and
- (d) 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
- (e) he has had not less than seven years professional experience in a professional capacity in the fields of finance, law and accountancy.

5. Student Restrictions

5.1. An individual who is registered as a Student of the Association may not:

- (a) claim to be a member of the Association;
- (b) be, or hold themselves out to be, in public practice;
- (c) be, or hold themselves out to be, a partner or director of a firm, or a member of a limited liability partnership, where public practice is carried on in the name of the firm, or otherwise in the course of the firm's business; or
- (d) hold rights in a firm where public practice is carried on in the name of the firm, or otherwise in the course of the firm's business, which in effect put him in the position of a principal of the firm.

6. Student Rights

6.1. An individual who is registered as a Student of the Association is permitted to provide basic book-keeping services to the public, for reward, provide that they do not refer to their studentship or potential membership of the Association. For the purpose of these regulations basic book-keeping services are restricted to the recording of basic accounting data. This includes:

- (a) the preparation of accounting records to trial balance stage;
- (b) maintaining clients' records in respect of payroll and employment taxes; and
- (c) maintaining basic sales tax records.

For the avoidance of doubt, the taking of decisions usually reserved for management and the provision of advice to clients are indicative of services which lie beyond basic book-keeping.

7. Student Obligations

- 7.1. Every person shall, upon applying for admission as a Student, agree so long as he is a Student, to duly observe the Articles, Bye-Laws, Regulations, the Code of Ethics and any rules made thereunder.
- 7.2. Every individual accepts that failure to duly observe the Articles, Bye-Laws, Regulations and Code of Ethics of the Association or any rules made thereunder may cause him to become liable under the Association's disciplinary proceedings.

8. Students' Addresses

- 8.1. Every registered student shall be required to notify the Association of a place of business or residence as his registered address and to notify the Association forthwith of any change in his registered address.

9. Provision of Data

- 9.1. The Association may process the personal data of Members and Students subject to the provisions of the Data Protection Act 1998 as amended from time to time and any subsequent relevant legislation.
- 9.2. In certain specific circumstances this may include disclosure of said data to third parties, including statutory regulators.

Public Practice Regulations

1. Citation, commencement and application

- 1.1. These regulations may be cited as The Association of International Accountants' Public Practice Regulations 2019.
- 1.2. These regulations as amended shall come into force on 6 November 2019.
- 1.3. These regulations shall apply to all persons who are subject to these presents or who otherwise agree to be bound by them.
- 1.4. These regulations may be amended by resolution of the Council.

2. Definitions and Interpretation

- 2.1. The definitions and interpretations for these Regulations are as defined and set out in Article 1.

3. Authorisation to Practise

- 3.1. 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 Applications & Membership Committee of a Practising Certificate, the form and wording of which shall be as from time to time determined by the Applications & Membership Committee and shall set out the jurisdiction to which it applies together with any restrictions.
- 3.2. A Practising Certificate shall only be issued to a Member who has satisfied the relevant criteria for its issue.
- 3.3. A Practising Certificate shall contain provisions identifying the work that a Member is authorised to perform under the Certificate.
- 3.4. A Practising Certificate issued by the Association shall authorise a Member to practise in one of the following categories:
 - (a) as an accountant in public practice in the UK which Certificate shall also authorise the Member to act as an Independent Examiner;
 - (b) as an accountant in public practice in the Republic of Ireland;
 - (c) as an accountant in public practice in a jurisdiction other than the UK.
- 3.5. A Practising Certificate issued in respect of a period commencing on or after 1 October shall, unless it is earlier withdrawn by the authority of a relevant Committee of the Council in line with the Bye-Laws expire on 30 September next following the date on which it commences to be valid.
- 3.6. The grant, refusal, renewal, suspension and withdrawal of Practising Certificates with or without conditions shall be subject to the provisions of these presents, the Articles,

the Bye-Laws and any regulations or guidelines as may from time to time be prescribed, in respect to such certificates.

4. Establishing Entitlement

- 4.1. 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 in the United Kingdom or a Recognised Accountancy Body in the Republic of Ireland.
- 4.2. 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:
- (a) where the period of post-qualifying professional experience upon which he relies commenced not later than 31 December 1995 the completion of that period (being not less than two 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;
 - (b) where the period of post-qualifying professional experience upon which he relies commenced on or after 1 January 1996:
 - i. the completion of that period (being not less than two 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;
 - ii. continuing professional development during the period of post-qualifying experience in accordance with the requirements of the Bye-Laws and Regulations in force from time to time.

- 4.3. 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 Regulation 4.1.

5. Application for and Conditions of Issue of a Practising Certificate

- 5.1. Application for a Practising Certificate from a Member shall be made in the form prescribed by the Applications & Membership Committee and be accompanied by such evidence as the Applications & Membership 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 and Regulations as to Continuing Professional Development.
- 5.2. 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 these presents in respect of claims against him arising out of his professional work; and
 - (c) a copy of the practice letterhead; and
 - (d) an undertaking to be bound by and at all times comply and seek to procure compliance with the Articles, Bye-Laws and Regulations, including where the practice is to be undertaken in the UK, acting as an Independent Examiner.
- 5.3. An applicant for a Practising Certificate must satisfy the Applications & Membership 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 and Regulations,
 - (c) that he has acceptable arrangements in place to satisfy the requirements for Professional Indemnity Insurance in accordance with the Bye-Laws and Regulations, and
 - (d) that appropriate Anti Money Laundering registration and supervision is in place.
- 5.4. The requirements to be satisfied by a Member in seeking a Practising Certificate from the Association shall be prescribed by the Applications & Membership Committee and contained in the relevant Application form for the Practising Certificate together with such guidance as that Committee may issue in that connection.

6. Establishing Fit and Proper Status

- 6.1. The Applications & Membership Committee shall only issue a practising certificate to an applicant that is fit and proper and it shall use these presents, without limitation to the following Regulation, to determine such eligibility.
- 6.2. In determining whether a person is fit and proper, the Applications & Membership Committee may without limitation, take into account whether that individual has:
 - (a) been convicted of a criminal offence; or
 - (b) been the subject of a disciplinary order made by the Association or another professional body; or
 - (c) been or is the subject of an investigation in respect of his conduct; or
 - (d) breached an applicable Article, Bye-Law or Regulation of the Association; or
 - (e) fallen within any of the criteria set out in Regulation 6.4 and 6.5.
- 6.3. The Applications & Membership Committee may take into account all current and past matters which impact on the ability to hold a practising certificate.
- 6.4. In the case of individuals, the criteria referred to in Regulation 6.2(e) are whether the person is or has been:
 - (a) at any time bankrupt, signed a trust deed for creditors or entered into a deed of arrangement, scheme or composition in respect of his financial affairs; or
 - (b) removed from the office of liquidator, trustee, administrative receiver, administrator or supervisor; or
 - (c) the subject of a disqualification order or disqualification undertaking made under the Company Directors Disqualification Act 1986 of the United Kingdom; or
 - (d) the subject of a bankruptcy restriction order or bankruptcy restriction undertaking under the Insolvency Act 1986 of the United Kingdom; or
 - (e) excluded from or refused membership of a professional body on disciplinary grounds; or
 - (f) found to have failed to ensure that the experience and competence of his employees and practice associates are adequate; or
 - (g) a patient under the Mental Health Act 1983 of the United Kingdom; or
 - (h) the equivalent of or similar to the above criteria under the corresponding legislation of any country or jurisdiction.
- 6.5. In the case of firms, the criteria referred to in Regulation 6.2(e) are as for individuals as specified in Regulation 6.4, with such amendments as are appropriate to make the criteria applicable to firms.
- 6.6. In determining whether any person is fit and proper for the purposes of this Regulation, the Applications & Membership Committee may take into account any matter which

relates to him and any matter relating to any person who is or will be employed by or associated with him for the purposes of or in connection with public practice.

7. Scope and Validity of Practising Certificate

- 7.1. A Practising Certificate shall entitle a Member to undertaken 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.
- 7.2. 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.
- 7.3. 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.
- 7.4. 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.
- 7.5. 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.
- 7.6. 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.

8. Changes in Circumstances

- 8.1. A Member holding a Practising Certificate must notify the Applications & Membership Committee forthwith of any change:
 - (a) of his name 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; or
- (e) in respect of Anti Money Laundering Regulations any change of Reporting Officer or Compliance Principals as prescribed in the Regulations.

9. Withdrawal or Suspension of Practising Certificate

- 9.1. 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.
- 9.2. 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; the extent that they subsist after such cessation and he shall remain liable to disciplinary action in respect of such breaches.
- 9.3. A Member holding a Practising Certificate who has ceased or is likely to cease to be eligible for such certificate shall notify the Applications & Membership 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.
- 9.4. A Member holding a Practising Certificate who has been found guilty of an offence under the Anti Money Laundering Regulations shall have his Practising Certificate withdrawn immediately and will be liable to disciplinary action under the Association's Bye-Laws.

10. Restrictions and Conditions

- 10.1. 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.
- 10.2. The Practice Compliance Committee may suspend a Practising Certificate for a period specified in these presents pending and during the course of disciplinary proceedings.

11. Professional and Technical Standards

11.1. 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).

11.2. A Member shall in respect of any work he undertakes as an accountant in Practice and 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 circumstance 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 development requirements laid down by the Council from time to time;
- (i) ensure that whilst acting as an ATOL Reporting Accountant he complies with all requirements and regulations prescribed by the Association and the Civil Aviation Authority (CAA);

- (j) ensure that he complies with standards and all other requirements as detailed in the Professional Conduct in Relation to Taxation (PCRT) as adopted by the Association;
- (k) 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.

12. Monitoring

- 12.1. 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.
- 12.2. 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 visits to the practice office.
- 12.3. 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 these Regulations in respect of Members in public practice in the UK.
- 12.4. 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.

13. Professional Indemnity Insurance

- 13.1. 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.

13.2. The annual minimum amount of indemnity for a Member in public practice 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 £100,000 in any other case; or
- (b) where the amount of such total income is £400,000 or more, £1 million for any one claim and in all; or
- (c) where he is a member of a Recognised Supervisory Body such amount as shall be agreed as appropriate by the Association; but
- (d) where he is in Practice in the Republic of Ireland, in line with Regulation 17.

13.3. 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.

13.4. 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.

13.5. 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.

13.6. A Member should ensure that the minimum amount of indemnity cover for professional indemnity insurance is maintained in place at all times.

14. Continuity of Practice

14.1. 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.

14.2. A Member shall make the relevant agreement available for inspection by the Association at any time.

15. Custody of Client Assets

15.1. 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.

15.2. 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.

15.3. 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.

15.4. A Member should not provide banking facilities for clients for a period exceeding 3 months and in any event should before that time at all times comply with Regulation 15.3.

16. Disclosure of Information

16.1. A member of the Association who is engaged in public practice must supply the Association with all necessary information to enable the Association to comply with its obligations with respect to any legal and regulatory requirements that may exist in the country where the member is based.

17. Additional Requirements for Members Practising in the Republic of Ireland

17.1. The annual minimum amount of indemnity for a Member in public practice in 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 €100,000 in any other case; or
- (b) where the amount of such total income is €400,000 or more, €1 million for any one claim and in all; or
- (c) where he is a member of a Recognised Supervisory Body such amount as shall be agreed as appropriate by the Association; excepting that
- (d) a Member engaged in Insolvency practice must obtain minimum cover of €1,500,000 (exclusive of defence costs) in respect of each and every claim, and obtain cover for defence costs, in compliance with the Companies Act 2014 (Professional Indemnity Insurance) (Liquidators) Regulations 2016 (S.I. 2016/127).

Complaints, Disciplinary & Appeals Regulations

1. Citation, commencement and application

- 1.1. These regulations may be cited as The Association of International Accountants' Complaints, Disciplinary & Appeals Regulations 2018.
- 1.2. These regulations as amended shall come into force on 9 October 2018.
- 1.3. These regulations shall apply to all persons who are subject to these presents or who otherwise agree to be bound by them.
- 1.4. These regulations may be amended by resolution of the Council.

2. Definitions and Interpretation

- 2.1. The definitions and interpretations for these Regulations are as defined and set out in Article 1.

3. Liability to Disciplinary Action

- 3.1. Every Member, Elected Member, Firm and Student shall be liable to disciplinary action in the circumstances set out in these presents.
- 3.2. A Member, Elected Member, Firm and Student shall be liable to disciplinary action in accordance with these presents in force at the time the matters complained of take place, but all disciplinary proceedings shall be conducted in accordance with the presents in force at the time of such proceedings.

4. Obligation to Co-operate and Inform

- 4.1. Every Member, Elected Member, Firm or Student shall at all times co-operate with the Council and the committees and/or individuals appointed by it under these presents in the administration of the Association's Disciplinary Process.
- 4.2. Subject to any legislative or other legal obligation to the contrary, it shall be for every Member and for any person to whom these presents relate to bring promptly to the attention of the Secretary any facts or matters indicating that a Member, Firm or registered Student may have become liable to disciplinary action and in any such case the Secretary shall present the facts and matters before the relevant committee of Council or individual if he is of the opinion that the complaint should be investigated by that committee or individual.

5. Disciplinary Process Committee Framework

- 5.1. The Council shall at the first meeting of the Council after this Regulation 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 Appeals Committee, and
 - (b) the Chairman of each of the above Committees.
- 5.2. The members and Chairman shall remain in office until the passing of a resolution by the Council to appoint fresh members to the committee and/or the Chairman.
- 5.3. The Council may from time to time appoint a person either to fill a casual vacancy or as an additional member of any such Committee, and may remove any member of any such Committee.
- 5.4. No person shall at the same time be a member of more than one of the Committees referred to in clause 5.1 (a) above.
- 5.5. Each of the Committees referred to in clause 5.1(a) above may continue to act notwithstanding that his composition shall not comply with the requirements, respectively of Regulations 7, 13 and 15, provided the quorum prescribed therein for its meetings shall be present.
- 5.6. 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 Appeals 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.

6. The Secretary

- 6.1. 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.
- 6.2. The Secretary shall not be a Member or an accountant.
- 6.3. 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 Appeals 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 these presents;
- (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.

7. Investigations Committee

- 7.1. 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.
- 7.2. The Investigations Committee shall have the power to:
- (a) investigate all Complaints referred to it by the Secretary and by relevant committees of the Council as prescribed in these presents;
 - (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;
- 7.3. The Council shall have power to make Bye-Laws and Regulations (not being inconsistent with the express provisions in these presents) in relation to the performance of the functions and powers of the Investigations Committee.

8. Complaints That Cannot Be Dealt with by the Association

- 8.1. Following the guidance in these presents relating to liability to disciplinary action, the Secretary has the authority to decide whether the Complaint is spurious or frivolous or vexatious or is not a matter than can be dealt with by the Association.

- 8.2. The Secretary shall make such a determination based solely on a written Complaint and its responses and further information provided as requested. No oral submission or evidence shall be accepted by the Secretary.
- 8.3. The Secretary shall take a decision within 28 days from the date of the final response received. The Secretary has the power to extend this time period if he feels an extension is required given the particular circumstances of the case.
- 8.4. The Secretary shall inform both the Complainant and the Member, Elected Member, Firm or Student of his decision in writing that the Complaint was a matter that the Association cannot deal with in line with these presents.
- 8.5. The Secretary shall report to the Investigations Committee on a quarterly basis in relation to Complaints where he has deemed them to be spurious or frivolous or a matter that the Association cannot deal with in line with these presents.

9. Resolution by Secretary

- 9.1. In the following circumstances the Secretary shall deem a Complaint closed and shall not present the matter to the Investigations Committee:
 - (a) where both parties confirm, in writing, to the Secretary that the Complaint is resolved as a result of conciliation;
 - (b) where both parties confirm in writing to the Secretary that the Complaint is resolved otherwise than by conciliation; or
- 9.2. where the Complainant fails, refuses or neglects within 21 days to respond to a written request by the Secretary for confirmation as to whether he wishes to proceed with his complaint unless the Secretary shall deem there is prima facie evidence that would render a Member liable to disciplinary action. The Secretary in any circumstance shall present the Complaint to the Investigations Committee if he determines that these presents or the protection of the public interest requires that the Complaint be presented to the Investigations Committee.
- 9.3. The Secretary shall notify the Investigations Committee on a quarterly basis the cases that he deemed closed and the reasons for their being closed.

10. Referring a Complaint for Investigation

- 10.1. 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, without prejudice to Regulation 6 and 7 to refer the matter to the Investigations Committee unless the circumstances set out in Regulation 9 determine that the Complaint shall not be presented 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.

- 10.2. 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.
- 10.3. Statutory Money Laundering Regulations take precedence over Disciplinary Procedures in these presents.

11. Investigations Process

- 11.1. 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 receipt 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.
- 11.2. 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 these presents 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.
- 11.3. 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.
- 11.4. 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).
- 11.5. After referring any Complaint to the Disciplinary Committee in accordance with these presents, 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.
- 11.6. The Investigations Committee may in its absolute discretion decide that the Complaint can be resolved through mediation or other appropriate dispute resolution process provided:
 - (a) the Complainant and the Respondent agree to proceed via mediation or other appropriate dispute resolution process;

- (b) the costs of the mediation process are borne by the parties to the Complaint and shall not be borne by the Association and are agreed in advance.

11.7. The Secretary shall notify the Investigations Committee as soon as reasonably possible when a Complaint is resolved by mediation or other appropriate dispute resolution process and shall notify the Investigations Committee of any finding agreed.

11.8. 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 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

and this finding against the Member shall be recorded.

11.9. 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.

11.10. There shall be no appeal from a Consent Order.

If the Complaint is not resolved through mediation or other dispute process by the agreement of the Complainant and Respondent the Investigations Committee shall have the power to continue the disciplinary process.

12. Complaints Reviewer

12.1. 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 in these presents 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.

12.2. The Complaints Reviewer shall consider any written application made by a Complainant for the review of a decision by the Secretary that a complaint cannot be dealt with by the Association provided such application is received not later than 28 days 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.

12.3. The Complaints Reviewer shall consider any written application made by a Complainant for the review of a decision under the Investigations Committee that there is no prima facie case against a Respondent provided such application is received not later than 28 days 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.

- 12.4. 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 12.5 of this Regulation applies he shall remit the application to the Investigations Committee with a direction that it be reconsidered.
- 12.5. The circumstances referred to in paragraph 12.4 of this Regulation 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 impence 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.
- 12.6. The Secretary shall provide the Complaints Reviewer with such technical assistance as he reasonably requires.
- 12.7. Any application remitted to the Investigations Committee by the Complaints Reviewer in accordance with this Regulation shall be treated by the Investigations Committee as if it had been newly laid down before it by the Secretary under these presents 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.
- 12.8. If, following the remission of an application to the Investigations Committee by the Complaints Reviewer with a direction under paragraph 12.4 of this Regulation 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.
- 12.9. The Complaints Reviewer shall make a report to the Council annually in relation to cases reviewed in the previous 12 months.

13. Disciplinary Committee

- 13.1. 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 presents. 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.
- 13.2. 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 or other relevant committees of the Council;
 - (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.
- 13.3. The Council shall have power to make Bye-Laws and Regulations (not being inconsistent with the express provisions of the Articles) in relation to the performance of the functions and powers of the Disciplinary Committee.

14. Disciplinary Process

- 14.1. When a Complaint is referred to the Disciplinary Committee by the Investigations Committee under these presents 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 give at least 21 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 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.
- 14.2. The Investigations Committee may appoint such persons 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 brief Counsel to act as legal adviser to the Disciplinary Committee on the hearing of any Complaint.

- 14.3. The Disciplinary Committee shall permit the Complainant and a representative of the relevant regulatory authorities to be present but not take part in hearings.
- 14.4. A Respondent may, at any time after receipt by him of the notice referred to in paragraph 14.1 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 14.5. 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.
- 14.5. If the Disciplinary Committee is of the opinion that the Complaint has been proven 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 reprimanded, severely 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 commensurate with appropriate and relevant statutory or regulatory requirements 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 commensurate with appropriate and relevant statutory or regulatory requirements 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 or Supervised Member:
- i. that any certificates, or authorisations granted by the Association to the Firm or Supervised Member be withdrawn or suspended for such period as the Disciplinary Committee thinks fit;
 - ii. that any Members of the Firm or Supervised Members who are wholly or mainly responsible for the complaint be excluded from membership;
 - iii. that it or he be reprimanded or severely reprimanded;
 - iv. that it (a Firm) be prohibited from styling itself as "International Accountant" or anything similar notwithstanding that these presents prevent Supervised Members from describing themselves as an "International Accountant";
 - v. that it or he be fined an amount commensurate with appropriate and relevant statutory or regulatory requirements or such other sum as from time to time may be prescribed per partner or relevant individual(s) in the Firm;
 - vi. that it or he be ordered to pay costs.
- (d) in relation to an Elected Member:
- i. that his Honorary, Supervised Member or Academic Fellow status be withdrawn;
 - ii. that his Honorary, Supervised 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 commensurate with appropriate and relevant statutory or regulatory requirements or such other sum as from time to time may be prescribed;
 - v. that he be ordered to pay costs.
- 14.6. Any Order made under paragraph 14.5 above of this Regulation ought to be made and published within 21 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.
- 14.7. 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 presents.
- 14.8. 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 to appeal to the Appeals Committee.
- 14.9. 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.
- 14.10. An Order of the Disciplinary Committee shall take effect from the date of the expiry of the appeal period referred to in Regulation 16.1, 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 Appeals Committee, shall take effect from the date referred to in Regulation 16.8. 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.
- 14.11. 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 Regulation 20.1.
- 14.12. 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.

15. Appeals Committee

15.1. The Appeals 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.

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

15.3. The quorum for any meeting of the Appeals Committee shall be three, which Appeals Committee shall include the chairman and at least one other non-accountant. Any meetings 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 Appeals Committee pursuant to these presents.

15.4. The Appeals Committee shall have the power:

- (a) to determine the 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 these presents.

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

16. Appeals Process

16.1. The Respondent (in this Regulation 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 Regulation 14.5 (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 Appeals Committee.

16.2. 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 21 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 cross-examine witnesses called against him. If the Appellant does not attend the hearing fixed as aforesaid then provided that the Appeals Committee is satisfied that notice of the hearing was given to the Appellant, the Appeals Committee may proceed to hear the appeal in the absence of the Appellant.

- 16.3. 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 Appeals Committee any evidence which is relevant to the sanction imposed including any matter pleaded in mitigation. On the hearing of the Appeal the Appeals 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.
- 16.4. 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.
- 16.5. 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 Appeals 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.
- 16.6. An Appellant (whether a Member, Elected Member, Firm or Student) shall in his notice of appeal given pursuant to paragraph 16.1 above state that he desires to appeal against the Order or Orders made against him pursuant to Regulation 14.5 without appearing before the Appeals 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 Appeals Committee when deciding what action to take pursuant to paragraph 16.8 of this Regulation. Where the notice of appeal contains such a statement, the Appeals 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 Appeals 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.
- 16.7. On any Appeal, other than an Appeal relating solely to the sanction imposed the Appeals 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 Appeals Committee shall be the sole judge) receive fresh evidence.
- 16.8. On any appeal, the Appeals 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 Appeals Committee considers it appropriate, order that the complaint be heard afresh by the Disciplinary Committee. An Order of the Appeals Committee shall take effect from the date thereof unless the Appeals 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.

- 16.9. Notice of the decision of the Appeals 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.

17. Hearing in Public

- 17.1. All hearings of the Disciplinary Committee and the Appeals Committee shall be held in public unless the Disciplinary Committee or the Appeals Committee decides in its absolute discretion that the holding of a hearing or any part thereof in public would be inappropriate.
- 17.2. An application can be made to the Disciplinary Committee or in the case of an Appeal to the Appeals Committee for the hearing or part of the hearing to be held in private. Such application must be made at least 14 days before the date fixed for the hearing before the Disciplinary Committee or the Appeals Committee and be supported by reasons.
- 17.3. 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 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 days before the hearing.
- 17.4. In determining whether or not a hearing should be held in private the Disciplinary Committee and the Appeals Committee shall:
- (a) take into account any of the Association's Articles, Bye-Laws and Regulations;
 - (b) take into account 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.

17.5. Where the Disciplinary Committee or the Appeals 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.

17.6. There shall be no appeal to the Appeals Committee solely on the issue of whether or not a hearing or part of a hearing shall be heard in private.

18. Postponement of Hearing

18.1. 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 Appeals 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.

19. Costs of Disciplinary Procedures

19.1. Any order made under Regulation 13 or 15, including an order that no action be taken, may direct:

- (a) where the Respondent/Appellant is a Member, Elected Member, Student or Firm, 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 Appeals 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 Regulations 13 or 15.
- (c) 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 Appeals Committee thereon.
- (d) No appeal shall lie solely on the question of costs.

20. Register of Disciplinary Decisions and Orders

20.1. The Association shall keep and maintain a Register of all Orders and findings made by the Investigations, Disciplinary and Appeals Committees.

20.2. The Register shall be open to inspection during normal office hours and be kept at the head office of the Association.

20.3. 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.

20.4. 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.

20.5. Unless otherwise provided for by the terms of the Order any entry on the Register shall be expunged from the Register after 7 years.

20.6. 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.

21. Publication of Decisions and Orders

21.1. Where the Disciplinary Committee or the Appeals 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 relevant media 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.

21.2. If the Disciplinary Committee or Appeals 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 Regulation 21.1(a).

22. Examinations Disciplinary Proceedings

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

Examination, Qualifications & Training Regulations

1. Citation, commencement and application

- 1.1. These regulations may be cited as The Association of International Accountants' Examination, Qualifications & Training Regulations 2018.
- 1.2. These regulations as amended shall come into force on 9 October 2018.
- 1.3. These regulations shall apply to all persons who are subject to these presents or who otherwise agree to be bound by them.
- 1.4. These regulations may be amended by resolution of the Council.

2. Definitions and Interpretation

- 2.1. The definitions and interpretations for these Regulations are as defined and set out in Article 1.

3. Professional Qualification

- 3.1. 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.

4. Examinations

- 4.1. 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.

5. Place of Examination

- 5.1. The examinations of the Association shall be held at a frequency and in such places as the Qualifications Committee may from time to time determine and authorise.

6. Special Examination Centres

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

7. Invigilators at Examinations

- 7.1. 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.

8. Notice to be Given by Candidate

- 8.1. 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.

9. Candidates to be Referred to by Number Only

- 9.1. 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.

10. Failure to Pass

- 10.1. 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.

11. Examination Fees

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

12. No Fees to be Returned

- 12.1. 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.

13. Council May Refuse Permission to Take Examinations

- 13.1. 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.

14. Re-Registration

- 14.1. 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 qualifications regulated by Ofqual, the regulatory requirements supersede this Regulation.

15. Issue of Certificates

- 15.1. 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 Examinations, 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,
- 15.2. In the case of the Professional Examination the Certificate shall be issued subject to an application for membership having been received.
- 15.3. Students following qualifications regulated by Ofqual 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.

16. Conditions of Entry

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

17. Academic Appointments

- 17.1. The Council may appoint suitably qualified persons to be Examiners, Moderators, Test Sitters or any other member of the Association's academic team.
- 17.2. Individuals appointed to the academic team of the Association shall receive such remuneration as the Council shall from time to time determine.

18. Study Preparation for Examinations

- 18.1. 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.

19. Examinations for Membership of Association

- 19.1. No person shall be awarded a qualification in accountancy by the Association unless he has passed (or been exempted therefrom in accordance with these presents) examinations at increasing difficulty 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; or
 - (b) as a Student, or other person, he has obtained qualification at the equivalent levels in the Association's professional examinations regulated by Ofqual.
- 19.2. For non-UK students not following a qualification route regulated by Ofqual, papers examining the requirements of Company Law and Taxation and Tax Planning may be based on local law in the place of UK law.
- 19.3. A Student may be exempted from the requirement to undergo examination of his theoretical knowledge of any one or more of the subjects offered by the Association in accordance with the specifications of the relevant regulators and requirements in force at the time.

20. Requirement for Approved Accountancy Experience Prior to Membership

- 20.1. 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.

21. Application for Membership on Passing Examinations

- 21.1. 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 time to give consideration to an application from him for admission to membership.
- 21.2. 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.

22. Course of Study Leading to Examination for Recognised Professional Qualification

22.1. 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.

23. Examination for Recognised Professional Qualification

23.1. 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 these presents) examinations at increasing levels of difficulty testing in writing and orally, theoretical knowledge and ability to apply in practical situations that knowledge of the subjects set out in Schedule 11 of the Act for the time being in force 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.

23.2. The Recognised Professional Qualification may be awarded to a person without his theoretical knowledge of the subjects referred to in paragraph 23.1 being tested at lower 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 so long as his theoretical knowledge and his ability to apply in practical situations that knowledge of the subjects prescribed by Schedule 11 of the Act are examined elsewhere at a higher level within the Recognised Professional Qualification.

23.3. The subjects referred to in paragraph 23.1 shall include UK Company Law and UK Taxation.

23.4. 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.

24. Recognition of Courses of Study

24.1. 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.

25. Council May Award Prizes or Rewards

25.1. The Council may employ, or direct the Qualifications Committee to 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.

Continuing Professional Development Regulations

1. Citation, commencement and application

- 1.1. These regulations may be cited as The Association of International Accountants' Continuing Professional Development Regulations 2018.
- 1.2. These regulations as amended shall come into force on 9 October 2018.
- 1.3. These regulations shall apply to all persons who are subject to the bye-laws or who otherwise agree to be bound by them.
- 1.4. These regulations may be amended by resolution of the Council.

2. Definitions and Interpretation

- 2.1. The definitions and interpretations for these Regulations are as defined and set out in Article 1.

3. Requirements and Annual Declaration

- 3.1. All Members shall obtain CPD (units) and comply with associated requirements in accordance with this Regulation and these presents. Such members who are in full retirement are exempted from the CPD requirements.
- 3.2. 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 1 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.
- 3.3. In the case of Members in practice an appropriate proportion of the CPD must be relevant to the specialised areas of their practice.
- 3.4. Members subject to this Regulation shall submit to the Association on or before 1 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.

4. Requirement to Keep Records

- 4.1. Records in respect of CPD completed in the year are required to be submitted to the Association with the annual declaration.
- 4.2. In addition to making an annual declaration, a Member must keep continuous record of CPD undertaken, and retain evidence supporting his CPD record for each successive three-year period.

- 4.3. 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.

5. Failure to Comply with Requirements

- 5.1. Failure to comply with the CPD and associated requirements may render a Member liable to disciplinary proceedings and, in the case of a Member in practice, will make him ineligible to renew his Practising Certificate.

6. Guidelines

- 6.1. Guidelines shall be issued to Members in respect to CPD and associated requirements as described in this Regulation. Such guidelines shall include information about activities which qualify as CPD and regarding items which will be accepted as evidence of CPD.

Code of Ethics

As per the Code of Ethics in force at the time as agreed by the AIA Council and provided to Members, updated from time to time.

AIA has adopted the International Federation of Accountants (IFAC) Code of Ethics for Professional Accountants, and in agreement with IFAC, AIA members are bound by the Constitution to observe this Code.

The Code is updated on an annual basis and members should ensure they have read the most recent version.

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