

ARTICLES OF ASSOCIATION

OF

THE ASSOCIATION OF TAXATION TECHNICIANS ("THE ASSOCIATION")

(adopted by Special Resolution on 5 July 2012 and coming into effect on 5 July 2012)

(as amended by Special Resolution on 12 January 2016)

1. The name of the Company (hereinafter called "the Association") is "THE ASSOCIATION OF TAXATION TECHNICIANS"
2. The Registered Office of the Association is situated in England or Wales.
3. In these Articles and the Regulations, unless the context otherwise requires

INTERPRETATION

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| (a) | "Articles" | means these revised Articles which supersede the Memorandum of Association of the Association to the extent provided in the 2006 Act and the previous Articles of Association. |
| (b) | "the 2006 Act" | means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force. |
| (c) | "the Acts" | means the Companies Act 2006 and, to the extent in force, the Companies Act 1985. |
| (d) | "Fellow" | means a person who is a member of the Association in the category of Fellow. |
| (e) | "British Isles" | means Great Britain and Northern Ireland, the Channel Islands, the Isle of Man and the Republic of Ireland. |
| (f) | "United Kingdom" | means Great Britain and Northern Ireland. |
| (g) | "Council" | means the Council of the Association. |
| (h) | "member" | means a member of the Association in any category, and for the purposes of the arrangements referred to in Article [20] includes a firm or company containing members of the Association which is recognised or registered by the Association. |
| (i) | "Member" | means a person who is a member of the Association in the category of Member. |
| (j) | "Office" | means the Registered Office of the Association. |
| (k) | "Register" | means the Register of members for the time being of the Association. |
| (l) | "Regulations" | means Regulations made by the Council and any rules, regulations and byelaws or standing orders made pursuant to these Articles and any disciplinary scheme established by the Association alone or in co-operation with other bodies. |

- (m) "Secretary" means the Secretary of the Association by whatever title known from time to time and any person acting on behalf of the Secretary.
 - (n) "Special Resolution" has the meaning ascribed to it in the Acts.
 - (o) "the Statutes" means the Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Acts and affecting the Association.
 - (p) "month" means calendar month.
 - (q) "Seal" means the common seal of the Association.
 - (r) "Laws of the Association" means these Articles, and the Regulations, and all codes, guidelines, and rules to which members are subject.
 - (s) "writing" includes any means presenting or reproducing words in a visible form.
- (t) The singular includes the plural and vice versa, the masculine includes the feminine, and references to persons include corporations.
- (u) Words or expressions contained in these Articles shall bear the same meanings as in the Acts.

OBJECTS

4. The objects for which the Association is established (hereinafter called "the objects") are:
- (A) to advance public education in and promote the study of the administration and practice of taxation and the principles of economic and political science in relation to taxation and public finance;
 - (B) (i) to prevent crime and
 - (ii) to promote the sound administration of the law for the public benefit
- by promoting and enforcing standards of professional conduct amongst those engaged in the provision of advice and services in relation to taxation and monitoring and supervising their compliance with money laundering legislation.

POWERS

5. In pursuance of the objects but not otherwise, the Association shall have the following powers:
- (A) To promote, on its own or jointly with other bodies, education and training in the study of the theory and practice of taxation law and administration by any means and to award qualifications, diplomas, certificates, and other awards, through examination or otherwise.
 - (B) To promote the competence of persons engaged in the field of taxation, and to establish and maintain high standards of professional conduct for persons engaged in taxation practice, and to discipline or arrange for the disciplining of members or Students or Affiliates of the Association.
 - (C) To promote the exchange or dissemination of information on the administration and

practice of taxation and the principles of economic and political science, and to comment on or make recommendations for the improvement of taxation law, administration and practice.

- (D) To create, commission, print, publish, obtain, distribute, or dispose of publications of any kind.
- (E) To apply for, promote, petition for or otherwise support any Act of Parliament, Royal Charter or other measure for the purpose of attaining the objects or any of them.
- (F) To purchase, take on lease or on exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, equip, maintain and alter any buildings or other facilities.
- (G) Subject to such consents (if any) as may for the time being be imposed or required by law to sell, manage, lease, mortgage, grant options over, dispose of, turn to account or otherwise deal with, all or any of the property or assets of the Association.
- (H) To undertake and execute any trust which may lawfully be undertaken by the Association.
- (I) Subject to such consents (if any) as may be required by law to borrow or raise money for the purposes of the Association on such terms and security as may be thought fit and to accept gifts of real or personal property whether subject to any special trust or not for any of the objects.
- (J) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject to such conditions and consents as may be required by law and subject also as hereinafter provided, and to appoint investment advisers and/or managers.
- (K) To appoint agents and to employ and pay staff and to provide such benefits on retirement from or leaving service or death (including benefits for any dependants, relatives and connections) on such terms and conditions and in such manner as the Association may from time to time see fit.
- (L) To establish, undertake, superintend or administer or contribute to or support any charitable fund for the benefit of necessitous members or their dependents and/or other necessitous persons previously dependent on, deceased members, or other necessitous persons (whether members or not) who may be or may have been connected with taxation practice; or to aid in the establishment and support of, any charitable associations or institutions, and to subscribe or to guarantee money for charitable purposes in any way connected with the objects.
- (M) To amalgamate with any charitable company or other entity having objects altogether or in part similar to those of the Association and to purchase or otherwise acquire and undertake all or any part which may be lawfully acquired and undertaken by the Association of the property, assets, liabilities and engagements of any such charitable company or entity.

- (N) To guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Association.
- (O) To procure the Association to be registered, incorporated or recognised for any purpose in any part of the world.
- (P) To do all such other lawful things as shall further the objects or any of them:

Provided that:

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
- (ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such Council if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

APPLICATION OF INCOME AND PROPERTY

- 6. Unless the payment is permitted by this article, or authorised by the court or the Charity Commission, the income and property of the Association shall be applied solely to the objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members or to any member of the Council. Nothing herein shall however prevent the payment in good faith of:
 - (a) reasonable and proper remuneration to any member, officer or servant of the Association in return for any services actually rendered to the Association,
 - (b) re-imbusement of reasonable out-of-pocket expenses;
 - (c) reasonable and proper remuneration to any member or former member of the Council in his capacity as an examiner or lecturer, provided that:

- (i) no more than six persons, being members of the Council or former members who have served on the Council in the previous three years, shall benefit under this provision in any calendar year;
- (ii) a majority of the current members of the Council shall not benefit under this provision in any calendar year;
- (iii) no member or former member of the Council shall be present at a meeting at which his services and remuneration in respect thereof are discussed during the relevant discussion; and
- (iv) no member of the Council shall vote on any resolution relating to the provision by him of his services or to the remuneration payable to him in respect thereof.

MEMBERSHIP

- 7. The membership of the Association shall consist of Members and Fellows and such other categories of membership as may be established by the Council in accordance with these Articles. The rights and privileges of membership are non-transferable.
- 8. The Council shall have power by Regulations to create categories of membership.
- 9. Every member shall supply the Association with details of his place of residence and employment or business. The names and other details of all members shall be entered in the Register of members and the Association may publish lists of members.
- 10. The liability of the members is limited.
- 11. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

STUDENTS AND AFFILIATES

- 12. Regulations shall prescribe all matters relating to the admission of Affiliates and the registration of Students of the Association.

HONORARY FELLOWS

- 13. The Council may elect any person to be an Honorary Fellow of the Association.

MEMBERSHIP REQUIREMENTS, RIGHTS AND OBLIGATIONS

- 14. Subject to these Articles, the Council shall prescribe by regulations all matters relating to qualifications for, application for, admission to, retention of, exclusion from, rights, obligations (including fees and subscriptions) and rights, privileges and benefits of, membership of the Association, including the right to use designatory letters and titles.

15. All members shall have the right to attend General Meetings of the Association, but only Fellows and Members of the Association shall have the right to vote thereat.
16. Every member shall, for so long as he is a member, and every applicant for admission to membership shall sign an undertaking that he will, if admitted as a member, duly observe the Laws of the Association and to co-operate with any reasonable request of any Committee duly established by the Council.
17. Any person ceasing by death, or otherwise, to be a member, shall not, nor shall his representatives, have any claim upon or interest in the funds of the Association; but this provision shall be without prejudice to the rights of the Association to claim from such person, or his estate, any arrears of subscription or other sums due from him to the Association at the time of his ceasing to be a member or any sum which a member undertakes to contribute to the assets of the Association on its winding up in accordance with these Articles.
18. Any member who is not at the relevant time subject to disciplinary proceedings may resign on giving notice in writing to the Association, but shall remain liable to pay any subscription due from him at the date of such notice.
19. To enable the Association to keep the Register, it shall be the duty of each member to furnish to the Secretary a business or a residential address for inclusion therein and to notify the Secretary of any change.
20. All members are bound by the Laws of the Association. Any complaint made to the Association against a member shall be dealt with in accordance with Regulations.

GENERAL MEETINGS

21. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
22. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
23. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened upon a requisition to the Council stating the object of the meeting signed by not less than 25 members having at the date of the deposit of the requisition the right to attend and vote at General Meetings of the Association, or on such requisition, or in default, may be convened by such requisitionists, as provided by sections 303, 304 and 305 of the 2006 Act.
24. Subject to these Articles and the Statutes, the Council shall provide in Regulations for all matters relating to the calling of general meetings and voting and procedures thereat. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

HONORARY OFFICERS

25. There shall a President, a Deputy President and Vice-President, and such other honorary officers as the Council may determine, who shall be appointed by and from amongst the members of the Council (other than the person referred to in Article 27(b)), and who shall continue to be members of the Council during their period of office as honorary officers.
26. All other matters regarding the election or appointment of honorary officers, their periods of office, and casual vacancies, shall be prescribed by Regulations.

THE COUNCIL

27. The management of the Association shall be vested in a Council consisting of
 - (a) Members or Fellows elected in accordance with Regulations; and
 - (b) one person nominated by the Chartered Institute of Taxation,
28. The Council shall have full responsibility for the conduct of the business and affairs of the Association, and may exercise all such powers of the Association as are not by the Statutes or by these Articles required to be exercised by the Association in General Meeting; but no resolution made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if that resolution had not been made.
29. All further matters relating to the powers and functions of the Council including powers of delegation and to appoint staff of the Association, and relating to the election or appointment of Council members, their periods of office, their removal or disqualification, and the procedure for Council meetings, including notice, quorum, virtual meetings, and written resolutions, shall be prescribed in Regulations.
30. All acts bona fide done by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them was disqualified, be as valid as if every such person has been duly appointed and was qualified to be a member of the Council.

SECRETARY

31. The Secretary shall be appointed by the Council for such term at such remuneration and upon such conditions as it may think fit, and subject to any relevant contract a Secretary so appointed may be removed by it. The Council may also appoint a deputy or assistant secretary and any person so appointed may act in place of the Secretary in the event of vacancy, sickness or absence. The Secretary may delegate functions to other employees of the Association.

ACCOUNTS

32. The Council shall cause accounting records to be kept in accordance with sections 386 and 387 of the 2006 Act.

33. The accounting records shall be kept at the Office or, subject to sections 388 and 389 of the 2006 Act at such other place or places as the Council thinks fit, and shall always be open to the inspection of any members of the Council.
34. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the account and books of the Association or any of them shall be open to the inspection of members and no member shall have any right of inspecting any account or book or document of the Association except as conferred by Statute or authorised by the Council or by an Ordinary Resolution of the Association in General Meeting.
35. The Council shall, in accordance with the Statutes, cause to be prepared and to be laid before the Association in General Meeting, such Income and Expenditure Accounts or other Accounts, Balance Sheets and reports as required by the Statutes.
36. A copy of the Association's annual accounts, together with a copy of the Auditor's Report and the Report of the Council, shall, not less than twenty-one days before the date of the meeting at which copies of those documents are to be laid in accordance with the Statutes, be sent or made available electronically to every member and such other persons as required by the Statutes: Provided that this Article shall not require a copy of these documents to be given to anyone who is not entitled to receive notices of General Meetings of the Association.

AUDIT

37. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

38. (1) The Association can deliver a notice or other document, to a member or other person:
 - (a) by delivering it by hand to his registered address, or (if he has no registered address within the British Isles) to the address, if any, within the British Isles supplied by him to the Association for the giving of notice to him;
 - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to his registered address, or (if he has no registered address within the British Isles) to the address, if any, within the British Isles supplied by him to the Association for the giving of notice to him;
 - (c) by electronic mail to an address notified to the Association in writing;
 - (d) via a website the address of which shall be advertised;
 - (e) by fax to a fax number notified to the Association in writing; or
 - (f) by advertisement in at least two national newspapers.

This article does not affect any provision in any relevant legislation or the articles requiring notices or documents to be delivered in a particular way.

- (2) If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- (3) If a notice or document is sent by post or other delivery service not referred to in (4) to (7) below, it is treated as being delivered:
 - (a) 24 hours after it was posted, if first class post was used; or
 - (b) 72 hours after it was posted or given to delivery agents, if first class post was not used.
- (4) If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent.
- (5) If a notice or document is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- (6) If a notice or document is sent by fax, it is treated as being delivered at the time it was sent.
- (7) If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

INDEMNITY

39. Subject to the provision of and to the extent permitted by the Statutes, every Council member, the Secretary and other officer of the Association shall be indemnified out of the assets of the Association against any costs and liabilities incurred by him in the proper execution or discharge of his duties, powers or office, including the costs of a successful defence in any proceedings brought against such person in connection with anything done or omitted to be done by such person in pursuance of such duty, powers or office, but this indemnity:
- (a) shall not apply to any liability to the extent that it is recovered from any other person;
 - (b) is subject to such indemnified person taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced; and
 - (c) shall not confer any indemnity which would be prohibited or rendered void by any provision of law.

SEAL

40. All matters relating to the custody and use of the Seal of the Association shall be prescribed in Regulations.

WINDING UP

41. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 6 hereof, such institution or institutions to be determined by the members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

TRANSITIONAL

42. Where these Articles provide that any matter shall be further regulated under Regulations, and where, generally or in any particular case, such Regulations have not yet been made, the Memorandum and Articles of Association of the Association in force before these Articles shall continue to be valid and in force to the extent not repugnant to these Articles.