

Memorandum, Articles & Bye-laws 2012

The Association of Authorised Public Accountants (AAPA) is a Recognised Supervisory Body under the Companies Act 2006. Registered in England as a company limited by guarantee, registration number 1379840.

Registered office 10 Lincoln's Inn Fields, London WC2A 3BP.

Telephone 020 7059 5921.

AAPA has delegated the administration of its affairs to the Association of Chartered Certified Accountants (ACCA). Members of AAPA are subject to the regulations of ACCA as issued from time to time in the *ACCA Rulebook*. Section 4 of this book details the extent to which the ACCA regulations apply to AAPA members.

The documents in this book are correct as at 1 January 2012.

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AAPA Memorandum of Association

Company limited by guarantee and not having share capital

Memorandum of Association of the Association of Authorised Public Accountants Limited

1. The name of the Company (hereinafter called "The Association") is "THE ASSOCIATION OF AUTHORISED PUBLIC ACCOUNTANTS LTD".
2. The Registered office of the Association shall be situated in England.
3. The objects for which the Association is established are:
 - i To provide an organisation comprising accountants qualified for appointment as auditors of Companies.
 - ii To perform the functions of a supervisory body for company auditors in accordance with Part II of the Companies Act 1989.
 - iii Without prejudice to object (ii) above to encourage and promote the study of and to provide instruction in the practice of accountancy and related subjects; to promote, maintain and further the standards of professional competence of the members, to do all things to maintain the technical and ethical standards of members.
 - iv To obtain from the Secretary of State his recognition of the Association in its own right as a Recognised Supervisory Body in accordance with paragraph 1 of Schedule II to the Companies Act 1989 and to do all such things as may be required to achieve that end.
 - v To encourage and promote any act of Parliament or other authority solely or jointly with other bodies of accountants to bring about the unification of the profession whether by integration, amalgamation, absorption or otherwise.
 - vi To consider, discuss and advise upon all questions affecting public accountants whether members of the Association or otherwise; to support and protect their character, status, rights and interests and to promote honourable practice.
 - vii To print, publish, circulate, sell, buy or manage or support books, reports, journals, newspapers, magazines, periodicals, circulars and other publications so far as the same may tend to promote the objects of the Association and/or otherwise to obtain and distribute information which may be of interest to persons engaged or interested in the profession of accountancy.
 - viii To promote personal and friendly intercourse amongst persons engaged or interested in the profession of accountancy whereby they may become personally known to each other, and to provide or assist in providing facilities for holding meetings for the delivery of lectures, or for the study or discussion of any subjects which may directly or indirectly advance the objects of the Association.

- ix To receive, hold and apply subscriptions, donations and benefactions to promote the objects of the Association.
 - x To carry on any activities (or operations or undertakings) with any organisation similar to the Association and/or the accountancy profession and which may be conveniently or advantageously carried on or combined with them.
 - xi To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, hold or dispose of any estate or interest in lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trademarks, patents, copyright or licences, or any other real or personal property or any right, privilege, estate or interest.
 - xii To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Association for such consideration as the Association may think fit.
 - xiii To borrow or raise money for the purpose of the Association and for that purpose to mortgage or otherwise charge the whole or any part of the Association's undertaking, property and assets.
 - xiv To pay out of funds of the Association all expenses and costs directly or incidental to the purposes and objects of the Association and for its due administration costs thereof.
 - xv To invest the monies and/or assets of the Association not immediately required upon such securities and in such manner as the Council may from time to time determine.
 - xvi To make all such Bye-Laws, Rules and Regulations for the proper governance of the Association's members, for the enforcement of their professional and legal obligations and standards, for the provision and maintenance of Codes of Practice and appropriate disciplinary procedures and otherwise for the discharge of the functions of a supervisory body under Part II of the Companies Act 1989.
 - xvii To do all such other things as are incidental or the Association may think conducive to the attainment of the above objects or any of them.
4. The Association is non-profit making and the income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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 members of the Association provided that nothing herein shall prevent any payment in good faith by the Association:
- i of reasonable and proper remuneration or reward including the provision of pensions to any member, officer or servant of the Association for any services rendered to the Association.

- ii of interest or its equivalent on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Council.
5. The liability of the members is limited.
 6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its 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 Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £10.
 7. If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, or other obligations, any moneys or property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of this Association, or to a charity or charities to be determined by the members of the Association at or before the time of dissolution or, in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.
 8. Any reference to the Companies Act 1989 shall include a reference to any amendments of that Act and to any further legislation, whether primary or secondary, that extends, re-enacts, or replaces it.

AAPA Articles of Association

Company limited by guarantee and not having share capital Articles of Association of the Association of Authorised Public Accountants Limited.

1. In these Articles unless the context otherwise requires:
 - a. "the Association" means THE ASSOCIATION OF AUTHORISED PUBLIC ACCOUNTANTS LIMITED;
 - b. "the Articles" means the Articles of Association of the Association;
 - c. "the Bye-laws" means the Bye-laws of the Association made from time to time by the Council;
 - d. "the Council" means the Council of the Association constituted in accordance with the Articles;
 - e. "member" means any individual who is or becomes a member pursuant to the Articles and the Bye-laws;
 - f. "the statutes" means and includes the Companies Acts 1985 to 1989 and every other Act from time to time in force necessarily affecting the Association;
 - g. "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; and
 - h. "the Secretary" means the person acting in such capacity by the direction of the Council of the Association of Chartered Certified Accountants.

Words importing the masculine gender shall include the feminine and words in the singular shall include the plural and vice versa. Any reference to a statutory provision shall include where the context permits the subordinate legislation made from time to time under that provision and any reference to a statutory provision shall include that provision as from time to time modified or reenacted so far as such modification or re-enactment applies or is capable of applying to such reference. Words importing persons and/or members shall include firms unless otherwise stated.

2. The affairs of the Association shall be managed and regulated in accordance with the provisions of the Memorandum and Articles of the Association, which may from time to time be amended or added to by the Association in General Meeting.

The Council

3. A Council of the Association consisting of no fewer than four nor more than eleven Fellows elected by the members in General Meeting in accordance with these Articles shall govern the affairs of the Association subject to the approval, direction and control of the Secretary regarding any matter whatsoever at all times. The Council may from time to time make such Bye-laws and regulations as they deem fit for the purposes of carrying the provisions contained in the Memorandum and Articles of the Association into effect.

4. The members of the Council may act and exercise their powers notwithstanding any defect in the qualifications or appointment of all or any of them, and shall be responsible only for acts carried out by themselves individually or jointly with any third party.
5. Any member of the Association shall be eligible for election (which shall include re-election) as a member of the Council, provided that:
 - a. at the date of his nomination for election, or of his written notice of intention to offer himself for re-election (as the case may be), he is by reason of mental disorder neither detained in a hospital nor subject to guardianship pursuant to Part II or Part III of the Mental Health Act 1983, nor subject to any similar supervision in any other jurisdiction; and
 - b. no disciplinary order excluding him from membership has ever been made against him and become effective; and
 - c. within the period of five years immediately preceding the date of his nomination, no disciplinary order has been made against him and become effective; and
 - d. he has been duly nominated for election in accordance with these Articles, or he is exempt from nomination for election.
6. The Council may fill any vacancy which occurs between one Annual General Meeting and another. The Council shall also have power to increase the actual number of the Council by the appointment of additional members but so that the total number of Council members shall not exceed eleven. Members appointed under this article must retire at the Annual General Meeting following their appointment, but will be eligible for re-election to the Council.
7. Save as herein provided, at every Annual General Meeting of the Association one-third of the actual Council (or if the actual number of the members of the Council is not a multiple of three then the number nearest to one-third) shall retire from office but, if eligible, may offer themselves for re-election. The retiring members shall comprise:
 - a. those appointed by the Council under Article 6 to fill vacancies;
 - b. those who have been longest in office, or if equal, by lot. Retiring members who are eligible for re-election shall not be subject to nomination as required by Article 8.
8. A member may be nominated for election either by the Council or by ten or more members of the Association. Each nomination shall be in writing, shall specify the name of the candidate and shall be signed by each of those making the nomination or (in the case of a nomination by the Council) by the Secretary. A nomination by members of the Association may be contained in one document or in several documents in like form each signed by one or more of those making the nomination. A member of the Council who is retiring pursuant to Article 7 and who intends

to seek re-election shall be exempt from nomination, but shall give written notice to the Secretary of his intention so to offer himself. There shall be appended to each nomination a declaration, signed by the candidate, of his willingness to be elected a member of the Council. Each nomination, each notice of intention to seek re-election and each document required to be appended thereto shall be in such form as may from time to time be prescribed by the Council and shall be delivered to the Secretary not less than 28 days before the day of the Annual General Meeting at which the result of the election is to be announced. Any candidacy which does not comply with this article shall be void.

9. The Council may also require a member nominated for election, or offering himself for re-election to the Council, to make such declarations as it shall consider expedient for determining that none of the circumstances referred to in paragraphs (a) to (c) (inclusive) of Article 5 apply to that member. If the Council thinks fit, these declarations may be embodied in any form of nomination or notice of intention to seek re-election prescribed for the purposes of Article 8. The Council shall be entitled to rely upon the truth of any declarations made by a member pursuant to Articles 5 or 8, and to reject the nomination or notice of intention to seek re-election of any member who declines to make any such declaration or makes a false or inaccurate declaration. If any member is elected a member of the Council and one or more of his declarations pursuant to Article 5 is found to be false or inaccurate and he

would have been ineligible for election had such declaration been made truthfully or accurately, the Council shall declare the election of that member void. But any such declaration shall be without prejudice to the operation of Article 17 and shall not affect the validity of the election of any other member as a member of the Council. The vacancy arising as a result of any such declaration shall be treated as a casual vacancy.

10. There shall be prepared before each Annual General Meeting a list containing the names and addresses of the members duly proposed for election and a copy of such list shall be posted to every member of the Association at his registered address at least twenty-one clear days before the Annual General Meeting at which an election of members of the Council is to take place.
11. At each Annual General Meeting there shall be declared the names of any persons who shall have been elected members of the Council in accordance with the following provisions of this article:
 - a. if the number of candidates duly nominated or seeking re-election is equal to or less than the number of vacancies to be filled, all such candidates shall be declared elected at such Annual General Meeting;
 - b. if no declaration of elected candidates can be made in accordance with paragraph (a) of this article, the election shall be made by ballot and the result shall be announced at the Annual General Meeting;

- c. if a ballot shall be necessary the Secretary shall cause the name of each candidate to be entered on a ballot paper which shall be circulated to members along with the notice of the meeting. That paper shall be in a form approved by the Council, and there shall be appended to the ballot paper short biographical notes in respect of each candidate and such other information as the Council may direct;
 - d. a member shall be entitled to vote for any number of candidates up to but not exceeding the number of vacancies to be filled, but shall not cast more than one vote in respect of each candidate;
 - e. each ballot paper shall state the last date on which it may be returned to the Secretary by a member. Such last date shall be at least seven days before the Annual General Meeting at which the result of the election is to be declared;
 - f. any ballot paper which does not comply with this Article shall be void;
 - g. the Council shall in good time prior to any ballot appoint (if not already appointed) a Scrutineer (the "Scrutineer") in relation to the ballot to perform the functions described in this Article. The Scrutineer shall be responsible for:
 - (i) receiving ballot papers and determining which are void;
 - (ii) counting the votes duly cast;
 - (iii) determining which candidates have been successful in the election in accordance with the requirements of paragraph (i) of this Article, including by the drawing of lots if applicable;
 - (iv) providing a written report to the President on the result of the ballot; and
 - (v) retaining all ballot papers received for a period of one month after the relevant Annual General Meeting.
 - h. in so acting, the Scrutineer's decision on any matter shall be final and binding upon the Association save in the case of manifest error. The Scrutineer shall perform each of the above responsibilities by the time specified by the President; and
 - i. the successful candidates in the election shall be those who attained respectively the greatest number of votes cast, the next greatest number, and so on in descending order until the number of vacancies has been filled. If as between two or more candidates for a vacancy or vacancies there is an equality of votes, the successful candidate or candidates shall be chosen by lot.
12. At the first meeting of the Council after each Annual General Meeting:
- a. the members of the Council shall elect from their number a member to be President and on such election being completed the retiring President shall vacate the office and the new President shall take his place;

- b. if the office of President becomes vacant, the members of the Council shall at their next meeting elect from their number a member to be President who shall remain in office until the first meeting of the Council after the next Annual General Meeting; and
 - c. the members of the Council may elect, after each Annual General Meeting, from among their number a member to be Vice President and a member to be Treasurer and on such elections being completed any retiring Vice President or retiring Treasurer shall vacate the office and the new Vice President or Treasurer shall take his place.
13. At all meetings of the Council the President, failing whom the Vice President, shall be Chairman. In the absence of the President, the Vice President and the Treasurer, a Chairman shall be elected from among those members of the Council present.
14. Every question at the Council meeting shall be determined by a majority of the votes of the members of the Council personally present and voting, each member of the Council having one vote and in case of equality of votes the Chairman shall have a second or casting vote providing that any determination made by the Council shall be subject to the approval, direction and control of the Secretary regarding any matter whatsoever at all times whether or not the Secretary is personally present at a Council meeting.
15. Minutes of the proceedings of every meeting of the Council and of the attendance of the members of Council thereat respectively shall with all convenient speed thereafter be recorded in a book kept for that purpose and be read or taken as read at the next meeting and signed by the Chairman of that meeting.
16. Every such minute, when signed, shall in the absence of proof of error therein be considered a correct record and an original proceeding.
17. Members of the Council may act and exercise all their powers notwithstanding any defect in the qualifications or appointment of all or any of them.
18. Any member of the Council, either individually or as a member of a firm may, subject always to the Memorandum of Association, be interested in any operation, undertaking or businesses in which the Association is interested provided the nature and extent of such interest be disclosed to the Council, and may be appointed to any office under the Association with or without any remuneration.
19. No member of Council shall be disqualified to act as such by reason of his being so interested, employed or appointed but he shall not vote on 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.

20. A member of the Council may at any time give notice in writing to the Council of his wish to resign and on acceptance of his resignation by the Council, but not before, his office shall be vacant. A member of the Council who shall retire under this Article shall not thereby be disqualified from being at any time thereafter re-elected.
21. Any member of the Council who is absent from meetings of the Council on three successive such occasions shall unless he is able to satisfy the Council that he was absent with good cause cease to be a member of the Council forthwith. A member shall be given full opportunity to make representations to the Council as to the reasons for his absence, and the Council shall not delegate its function of ruling on such a case to any officer or Committee of the Association.
22. The Association may by resolution in general meeting passed by a majority of those entitled to vote and voting at it remove a member of the Council from his office.
- Notice of intention to move any such resolution shall be given to the Secretary not less than twenty-eight days before the meeting at which it is to be moved, and the Secretary shall give members notice of such resolution at the same time and in the same manner as he shall give notice of the meeting. On receipt of notice of such an intended resolution the Secretary shall send a copy of it to the member of the Council concerned.
- A vacancy created by the removal of a member of the Council under this Article may be filled as a casual vacancy.
23. A member of the Council shall vacate his office automatically if he:
- a. ceases to be a member of the Association; or
 - b. is by reason of mental disorder either detained in a hospital or made subject to guardianship pursuant to Part II or Part III of the Mental Health Act 1983 or placed under similar supervision in any other jurisdiction; or
 - c. has had made against him a disciplinary order which becomes effective; or
 - d. fails to attend three consecutive meetings of the Council without prior leave of absence from the Council.
24. Should it prove impossible, for any reason, to complete the election of a Council, or of any member of Council or of any Committee or member of any Committee, or to hold any meeting, by the date prescribed then the said election shall be completed, or the meeting held, as speedily as is possible after the prescribed date and during any such interim period the existing members of Council or Committee shall continue to act.
- Duties and Powers of Council**
25. The Council shall, subject to the control of the appropriate General Meetings and the approval, direction and control of the Secretary regarding any matter whatsoever at all times govern the business and affairs of the Association, exercise the powers, authorities and discretions and perform the duties of the Association, obtain all such

concessions, grants and legislative acts and authorisations from any government or authority and enter into such contracts and carry out all such activities as may be necessary for carrying on the business of the Association, except only such of them as under the statutes and the provisions contained herein are to be exercised by way of General Meeting, and shall have, without in any way prejudicing or limiting the extent of the forgoing, the following special duties and powers:

- a. to discharge the duties imposed on the Association as a recognised supervisory body for the purposes of Part II of the Companies Act 1989; provided that the function of monitoring and investigation of complaints complies with the Bye-laws and the regulations and rules of the Association;
- b. to delegate such monitoring and investigation of complaints to any other appropriately qualified body in accordance with the Companies Act 1989, Schedule 11, Part II, Section 10 (2) and Section 12(2);
- c. to adopt, amend, improve or extend all Bye-laws, Rules and Regulations as the Council may deem necessary for the maintenance of the technical and ethical standards of the membership and to fulfil the legal and professional obligations of members as Statutory Auditors;
- d. to provide a professional technical service together with all due and appropriate supporting services, continuing professional education and technical guidelines for the maintenance of the professional competence of members in accordance with the Articles and Bye-laws. The Council shall have power to provide such professional services to members in co-operation with another Recognised Supervisory Body;
- e. to convene and bring before a General Meeting of the Association any matters which the Council considers relevant to the Association or its objects or interest as defined in the Memorandum of Association, or which appear to affect the interests of the profession, and to make any recommendations thereto as the Council considers appropriate;
- f. to take cognisance of any matter that may be brought before the Council, which affects the reputation of the Association or the conduct or professional status of any of its members;
- g. to appoint, remove, or suspend the members of any Committee or Committees, or other officers, subject to the conditions herein contained, on such terms and conditions as they shall think fit and agree on and fix such securities (if any) to be taken from any of the officials of the Association for the faithful discharge of their duties;
- h. to co-opt persons to Council and Committees;
- i. to appoint from time to time any Committee or any person or persons to be the agents or representatives of the Association in any country or

place, with such remuneration as they shall think fit, and may from time to time remove any of such Committee or agent or representative;

- j. to delegate from time to time with any Committees to any agent, representative, servant, or officer all or any of the powers and authorities of the Council and of such Committee respectively, and to remove from time to time any of such agent or official;
- k. to ascertain, agree, and pay all expenses of forming and bringing about any association which the Council deems advisable, or any other corporation not being a corporation for the purposes of trade or profit, promoted, founded or brought about in whole or in part by the former, and to enter into contracts for that purpose;
- l. to borrow or raise money for the purposes of the Association, and for that purpose mortgage or otherwise charge the whole or any part of the Association's undertaking, property and assets;
- m. to use funds of the Association subject to the provisions of the Memorandum of Association, to defray current expenses in purchasing buildings and renting and furnishing suitable premises for the use of the Association and for such other purposes as may promote the objects of the Association or any of them;
- n. to invest all funds not immediately required for any purpose of the Association in government, state,

British, foreign, real or other securities or investments and to realise or vary such investments from time to time;

- o. to authorise any person or persons to give receipts for monies or otherwise to sign cheques, or to enter into any contract so as to impose thereby any liability on the Association or otherwise to pledge the credit of the Association;
- p. to do all things that the Council may consider conducive to the interests of good management of the Association or the promotion of its objects including the making and subsequent variation of regulations and Bye-laws in accordance with Clause 3 (xvi) of the Memorandum of Association;
- q. to delegate, unless otherwise indicated in the Articles and Bye-laws, any of the general powers or duties to any Committee and without prejudice to this general power of delegation they may delegate to any Committee the following special powers:
 - (i) power to supervise the publication of the Association's List of Members, its official journal and other publications;
 - (ii) power to carry out subject to the provisions of the statutes the purchase, hiring, sale and mortgage, letting and other disposition of any real or personal property for or on behalf of the Association;

- (iii) power to use the Common Seal of the Association; and
 - (iv) power to receive all income and pay all outgoings and to have the superintendence of the disposition of funds and property of or administered by the Association.
- r. to determine the requirements for admission to membership to the Association that the Council considers necessary or desirable in accordance with the Bye-laws and the provisions contained herein; and
- s. to impose disciplinary proceedings upon any member in accordance with the Articles and Bye-laws.

Registered Office

26. The Registered Office shall be at such place in England as the Council may from time to time appoint.

Accounts and Auditor

27. The Council shall cause proper books of account to be kept and shall submit to the Annual General Meeting in each year a statement of income and expenditure and a balance sheet made up to the preceding thirty-first day of March together with the report of the auditor or auditors thereon. A copy of the said accounts and of the report of the auditor or auditors shall be sent to every member entitled to receive notice of the Annual General Meeting.
28. The Association shall at each Annual General Meeting appoint an auditor or auditors to hold office until the next such meeting in accordance with the Companies Act 1985, Section

384. The auditor appointed must be qualified to accept such appointment in accordance with Section 25 of the Companies Act 1989.

29. The remuneration of the auditor shall be determined by the Council of the Association.
30. None of the following shall be eligible for appointment as auditor:
- a. a member of the Council or an official or servant of the Association; and
 - b. a member who is a partner of or in the employment of a member of the Council or of an official or servant of the Association.
31. Every member of the Council, every member of any Committee or Sub-Committee of the Council, every trustee, the Secretary, each other official and servant of the Association, and each auditor:
- a. shall be indemnified by the Association from all liability, expenses or costs which by virtue of any rule of law would otherwise attach to him in relation to the Association unless such liability arises from his own wilful default or (in the case of any auditor) from his own negligence or wilful default; and
 - b. shall be entitled to be reimbursed by the Association the amount of any expenses (including, in the case of a member of the Council or of any Committee or Sub-Committee of the Council, or of trustees, his expenses of attending any meeting of the Council or of any such Committee

or Sub-Committee or of trustees) properly incurred by him in or about the discharge of his duties to the Association, provided that the Council shall have power to determine, from time to time, what expenses shall be eligible for reimbursement pursuant to this paragraph.

General Meetings

32. The Association shall hold its Annual General Meetings at such places approved by the Council for the purpose of transacting the business of the Association, of electing members to the Council, of electing the auditor for the following year, and for receiving the accounts of the past year, with the auditor's report or confirmation and also a report from the Council on the past year's transactions and accounts.
33. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All business, other than the above, to be transacted at an Annual General Meeting and all business to be transacted at an extraordinary general meeting, shall be deemed special business.
34. Any member wishing to bring before a General Meeting other than the Annual General Meeting any motion not relating to the business mentioned in Article 32 shall give notice of such motion to the Council not less than twenty-eight clear days before the day of the meeting and no such motion shall come before the meeting unless such notice has been given or unless the Council shall see fit to dispense with this rule in any particular case.
35. The Secretary shall, in the case of an Annual General Meeting, send with the notice of the meeting a copy of the Annual Report and Statement of Accounts, and a list of the persons nominated for election as members of the Council, or as an auditor, and any motion of which notice has been given as mentioned in the last preceding rule to each member at his registered address, mentioning the day, place and hour of meeting.
36. The accidental omission to give any notice to or the non-receipt of any notice by any such member shall not invalidate the proceedings at any such meeting.
37. An Extraordinary General Meeting may at any time be called by the Council of their own accord and shall be called by the Council whenever a requisition of any number of members not less than one-tenth in number, and stating fully the objects of the meeting, and signed by the requisitionists, is delivered to the Secretary or left at his office.
38. A meeting called on requisition shall be held within three calendar months of the receipt of the requisition by the Secretary, in default of which the requisitionists shall themselves be entitled to convene the meeting and to be reimbursed by the Association in respect of any reasonable expenses thereby incurred.
39. No such notice or requisition shall be valid if any of the members concerned shall not have paid any subscription or sum payable by him to the Association.
40. Every Extraordinary General Meeting shall be held at such time and place as may be appointed by the Council or

in the case of a meeting called under Article 38 at such time and place as may be appointed in the notice.

41. The Council calling any General Meeting shall give at least twenty-one clear days notice of the meeting specifying the time and place of the meeting. The non-receipt of any notice by any member, whether by reason of his not having any registered place of address in the United Kingdom or otherwise, shall not invalidate the proceedings at any General Meeting.

Proceedings at General Meetings

42. At all General Meetings of the Association the President of the Council for the time being shall be Chairman, and in the absence of the President of the Council the Vice President shall be Chairman. In the absence of the President, the Vice President and Treasurer, a Chairman shall be elected from among those members of the Council present. In case none of the Council shall be present or willing to take the Chair the Chairman shall be elected among the members present.
43. At each General Meeting, unless at least seven members are present personally within half an hour after the time appointed for the meeting, the meeting shall stand adjourned, to be then held at the time and place and on such date as the Council may determine.
44. The Chairman of the meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place; but no business shall be transacted at any adjourned

meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of any adjourned meeting unless it is so directed in the resolution for adjournment.

45. The first business at every General Meeting after the Chair has been taken shall be the reading, or taking as read, of the minutes of the last General Meeting, and on being found correct, be signed by the Chairman of the meeting at which they are read.
46. 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 a poll be demanded as hereinafter stated) and a declaration by the Chairman of the meeting that a resolution is carried shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, with proof of the number or proportion of the votes recorded in favour of or against such resolution.
47. A poll on any resolution may be demanded by the Chairman, or may be demanded in writing by five members present in person and entitled to vote, immediately on the declaration by the Chairman of the meeting of the result of a show of hands on any resolution. No poll shall be taken as to the election of a Chairman, or the adjournment of a meeting, and notwithstanding a demand for a poll, the meeting shall continue for the transaction of other business in respect of which a poll has not been demanded.

48. On a poll being demanded it shall be taken in such manner and at such time as the Chairman of the meeting directs and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
49. A demand for a poll, once made, may be withdrawn subject to the consent of the Chairman and a demand so withdrawn shall not be deemed to have invalidated the result of a show of hands declared before the demand was made.
50. In the case of an equality of votes the Chairman shall have a casting vote in addition to his vote as a member.
51. On a poll being demanded as aforesaid, the Chairman shall (if he has not already done so) appoint a scrutineer (the "Scrutineer") in relation to the taking of any such poll. The Scrutineer shall be responsible for:
- a. receiving any instrument of proxy deposited or sent in accordance with article 57 and relating to the vote and collecting all voting papers utilised at the meeting at which the poll is taken and determining which are valid and duly completed;
 - b. counting the votes duly cast;
 - c. providing a written report to the Chairman on the result of the poll; and
 - d. retaining all instruments of proxy and such voting papers for a period of one month after the date of the taking of the poll.

In carrying out its responsibilities under this Article, the Scrutineer's decision on any matter shall be final and binding upon the Association save in the case of manifest error. The Scrutineer shall perform each of the above responsibilities by the time specified by the Chairman.

The result of the poll shall be communicated to members in such manner as the Chairman shall direct.

Voting at General Meetings

52. Subject to Article 58, every member of the Association shall have one vote at every General Meeting.
53. The personal attendance at a General Meeting of a member qualified to vote shall not invalidate any proxy duly given by him, except as regards any question on which he may vote in person.
54. On a show of hands, a member present only by proxy shall have no vote.
55. On a poll every member present in person or by proxy shall have one vote.
56. A member entitled to vote at a General Meeting may appoint any other member as his proxy in voting on any poll.
57. Every instrument of proxy shall be in writing or in accordance with the following form, or as near thereto as circumstances will permit, and shall be signed by the appointer and deposited at the registered office at least forty-eight hours before the time of holding the General Meeting at which it has to be acted upon:

I, A.B., a member of **THE ASSOCIATION OF AUTHORISED PUBLIC ACCOUNTANTS**, hereby appoint C.D., or in his absence

E.F., both members of the Association, to act as my proxy at the General Meeting of the Association to be held on the day of, 20 and at every adjournment thereof. As witness my hand this day of, 20 .

This form is to be used in respect of the below-mentioned resolution(s) as follows:

Resolution No. 1 .. *For/Against
Resolution No. 2 .. *For/Against
*Strike out whichever is not desired.

(Signed)

Unless otherwise instructed the proxy will vote as he thinks fit.

The instrument appointing a proxy shall be deemed to include authority to demand or join in demanding a poll.

A vote given under the terms of an instrument of proxy shall be valid notwithstanding the death or insanity of the appointer or the revocation of the proxy or of the authority under which the same was executed provided that the Secretary shall have received no intimation in writing of such death, insanity or revocation up to the time of the commencement of the meeting at which the proxy is used.

58. No member shall be entitled to be present or to vote in any General Meeting who is in arrears with any subscription or sum payable by him to the Association.
59. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting or poll shall be valid. The Chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

Minutes of General Meetings

60. Every entry in the minute book of the proceedings of General Meetings purporting to be duly signed shall, in the absence of proof to the contrary, be deemed to be a correct record.

Common Seal

61. The Council shall provide a Common Seal for the purpose of the Association. The Seal for the time being of the Association shall be kept under such custody and control and used for such purposes of the Association as the Council shall direct.

General

62. Every member, past or present, shall be bound by the Memorandum and Articles of Association and by such Bye-laws, Rules and Regulations as adopted by Council in accordance with the foregoing and shall abide by all duties and liabilities imposed by the said Memorandum and Articles of Association, Bye-laws, Rules and Regulations.
63. The membership of the Association (other than retired members) shall consist of two classes, namely Fellows and Associates, herein collectively referred to as "members".

Winding Up

64. The Association shall be wound up voluntarily whenever a resolution as defined by Section 84 of the Insolvency Act 1986 is passed requiring the Association to be wound up voluntarily. Clauses 5 and 6 of the Memorandum of Association shall apply upon the winding-up or dissolution of the Association.

AAPA Bye-laws

Made under the authority vested in Council by Article 3 of the Articles of Association.

Definitions

1. In these Bye-laws, unless the context otherwise requires, terms and references shall be construed in the same way as in the Articles of Association and:
 - a. "ACCA" means the Association of Chartered Certified Accountants;
 - b. "applicant" means a person who has applied or is in the course of applying to be admitted to membership of the Association;
 - c. "application" means the application to be admitted to membership of the Association;
 - d. "Admissions and Licensing Committee" means the ACCA Admissions and Licensing Committee;
 - e. "company auditor" means a person eligible for appointment as auditor under Part II of the Companies Act 1989 (or its Northern Ireland equivalent);
 - f. "defendant" means a member or former member against whom a complaint has been received by ACCA;
 - g. "firm" means a body corporate or a partnership;
 - h. "hearing", in relation to a complaint or appeal, includes a re-hearing;
 - i. "month" means a calendar month;
 - j. "order" means any order of the ACCA Disciplinary Committee made under the ACCA Disciplinary Regulations, any order of the Appeal Committee made under the ACCA Appeal Regulations and includes any direction as to the payment of a sum in respect of costs to or by the ACCA and as to the publicity to be given to such an order and shall include any finding, term or condition in consequence of or upon which the order is made and shall include where the context requires more than one such order;
 - k. "Practising Certificate" means a Non-Statutory Practising Certificate issued by the Association under the Chartered Certified Accountants' Global Practising Regulations as amended from time to time and "Auditing Certificate" means an auditing certificate issued by ACCA to AAPA members;
 - l. "the profession" means the profession of public accountancy;
 - m. "public practice" has the meaning ascribed to it by the Chartered Certified Accountants' Global Practising Regulations as amended from time to time;
 - n. "qualifying condition" means the qualifying condition for membership of the Association laid down from time to time by the Council;
 - o. "relevant firm" means any firm which has undertaken to be bound by all or some of these Bye-laws, or a firm to which an auditing certificate has been issued;
 - p. "Secretary" means the person holding such office by the direction of the Council of the Association of Chartered Certified Accountants;

- q. “specified person” means, in relation to a relevant firm which is a partnership, any partner in that firm, in relation to any firm which is a body corporate a director of that firm, and in relation to any firm such other persons as may from time to time be prescribed in regulations;
- r. “Technical and Advisory Services” means the appropriate level of recognised technical and advisory service that will promote and further the interest and efficiency of members and others, and of the accountancy profession generally; and
- s. “the United Kingdom” means the United Kingdom of Great Britain and Northern Ireland.

Words importing the masculine gender shall include the feminine and words in the singular shall include the plural and vice versa. Any reference to a statutory provision shall include where the context permits the subordinate legislation made from time to time under that provision and any reference to a statutory provision shall include that provision as from time to time modified or re-enacted so far as such modification or re-enactment applies or is capable of applying to such reference. Words importing persons and/or members shall include firms.

Membership

- 2. The Council shall in accordance with Article 3 of the Articles of the Association from time to time prescribe:
 - a. any conditions that must be satisfied to gain admission to membership of the Association;
 - b. qualifications available to members of the Association and other individuals;
 - c. the procedure for making application for membership of the Association, by which the Association shall determine the success of such applications, as well as the procedure for notifying successful applicants, which may include the issuance of a non-statutory practising certificate in such form as the regulations may prescribe;
 - d. 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 address and occupation;
 - e. 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;
 - f. 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
 - g. such other matters relating to or connected with membership of the Association as the Council shall in its discretion consider necessary or desirable.

3. The following persons shall be deemed to be members of the Association, namely:
 - a. the members of the Association as at the date of adoption of the Articles; and
 - b. all such other persons as shall be elected or admitted to membership by the Council in accordance with the Articles and the provisions contained herein.
4. No person shall be eligible for admission as an Associate of the Association unless he fulfils the qualifying condition as specified herein below, and has satisfied the Council as to his character, suitability and experience.
5. No person shall be eligible for admission as a Fellow of the Association unless:
 - a. he is an individual;
 - b. he fulfils the qualifying condition; and
 - c. he has had at least five years approved accountancy experience in the service of a qualified firm of practising accountants of repute, or has been in practice in his own right for at least five years as a qualified accountant and has satisfied the Council as to his character, suitability and experience, or has been an Associate of the Association for five years.
6. Every person shall, on applying for admission to membership, sign an undertaking that he will, if admitted, and for so long as he is a member and, insofar as the Bye-laws, rules or such regulations so provide, thereafter,

observe the Bye-laws, rules and such regulations and that he will not use any designation or designatory letters suggesting that he is a member of or has any other connection with the Association after he has ceased to be a member of the Association.

7. Bye-laws, rules and regulations of the Association shall be binding on all members and any member who contravenes such Bye-laws, rules or regulations shall be liable to disciplinary action in accordance with the disciplinary procedures of the Association.

Qualifying Condition for Membership of the Association

8. An individual shall fulfil the qualifying condition for membership where he:
 - a. qualified for appointment as an auditor under sections 389(1)(b) or 389(2) of the Companies Act 1985 (or the Northern Ireland equivalent, or the Republic of Ireland equivalent) as those sections provided prior to their repeal by the Companies Act 1989 immediately before 1 January 1990 and the commencement of Section 25 Part II of the Companies Act 1989; or
 - b. holds a recognised professional qualification awarded by the Association of International Accountants after June 1991 under the terms of section 31 of the Companies Act 1989 and has fulfilled the requisite experience requirements; or
 - c. is a member of any of the following:
 - (i) Association of Chartered Certified Accountants;

- (ii) Institute of Chartered Accountants of Scotland;
 - (iii) Institute of Chartered Accountants in England and Wales; or
 - (iv) Institute of Chartered Accountants in Ireland; and
- d. holds, or is eligible to hold, a practising certificate or audit qualification from one of the above bodies; and
- e. satisfies the Council as to his general character and suitability.

Applications for Membership

9. An applicant shall complete and submit to the Secretary an application in such form and accompanied by such fees as the Council shall from time to time prescribe.
10. Any information furnished by the applicant shall, if the Secretary so requires, be verified in such manner as may be specified.
11. The Secretary shall make a decision on the application after due consideration of all of the information submitted to him.
12. The Secretary may additionally take into account any other information which he considers appropriate in relation to the applicant, provided that such information is disclosed to the applicant where such disclosure does not constitute a breach by the Secretary of any duty to any other person.
13. The applicant may within a reasonable time after service of such other information submit to the Secretary any additional

information and/or written comments for the Secretary's consideration.

14. Where the Secretary deems it appropriate in his consideration of an application, any information not set aside on appeal or otherwise obtained by any other body, shall be regarded as conclusive evidence of the facts to which it refers, and shall not be re-opened before the Secretary unless the Secretary in his absolute discretion otherwise determines.
15. When an application is granted, or granted subject to conditions, the applicant shall be issued with a certificate of admission to membership. Any such certificate shall remain the property of the Association and shall be returned to the Association on the individual ceasing to be a member.

Non-Statutory Practising Certificates and Auditing Certificates

16. Further to the adoption by the Association of the Chartered Certified Accountants' Global Practising Regulations, pursuant to the agreement with the ACCA, the Council of the ACCA shall from time to time make all such regulations as it shall consider necessary or desirable acting in its capacity as a recognised supervisory body within the meaning of the Companies Act 1989, in connection with, inter alia, the carrying on of public practice or other activities in the United Kingdom or elsewhere. Such regulations may (without limitation but subject to the provisions of the Companies Act 1989) 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 Bye-laws;
 - b. the qualifications which a person subject to the regulations must hold to be eligible to accept an appointment as company auditor, and the conditions which a firm subject to the regulations must satisfy to be so eligible, including (without limitation) conditions concerning the qualifications of persons responsible for company audit work on behalf of the firm and the control of the firm, and the other requirements of the Association;
 - 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; and
 - f. the monitoring of compliance by persons subject to the regulations with the requirements of the regulations.
- Designations**
17. Every member may denote his membership of the Association by the use of the professional designation Authorised Public Accountant and/or the designatory letters FAPA in the case of Fellows and AAPA in the case of Associates.
- Members who are individuals shall be entitled to the designatory letters AAPA and the full description of "Authorised Public Accountant". A Fellow member of the Association shall be entitled to the designatory letters of FAPA and the full description of "Authorised Public Accountant". An individual becomes a fellow when he can demonstrate that he has obtained five or more years' experience as a principal or employee in public practice.
18. Member firms shall be entitled to the general description "Authorised Public Accountants". The firm in which an individual member practises shall be entitled to the general description "Authorised Public Accountants" provided the firm is controlled by members of the Association.

19. Unless otherwise determined by the Council retired Fellows and Associates may continue to use their respective designatory letters FAPA or AAPA.
20. It shall be a condition of the Association's permission to grant the usage of the Association's designation to the firm that each and every partner or director of the firm will ensure that his or her name is shown upon the firm's letterhead and any relevant documents, together with (if applicable) that person's own personal designation awarded to him by his Parent or Principal body.
21. In connection with the foregoing, members shall be bound by the following restrictions:
 - a. a member of the Association practising in a partnership, firm or company with any other person who is a member of the undertaking and who is not a member of the Association shall not describe the firm, partnership or company in any way whatsoever as "Authorised Public Accountants" unless the partnership, firm or company is controlled by members of the Association. A firm will satisfy this requirement if at least 51% of the voting rights are held by individuals who are members of the Association, hold practising certificates and spend a material amount of time working in the firm; and
 - b. the firm and its partners or directors shall not be entitled to commence the usage of the Association's

designation until they have received permission in writing from the Council of the Association.

This Bye-law does not, in any circumstances, imply permission for the firm to be awarded an auditing certificate in its own name, or for the usage by the firm of the title or designation of "Registered Auditors".

Admission Fees and Annual Subscriptions

22. Fellows and Associates of the Association shall pay an admission fee on election to membership and an annual subscription on the first day of January of each year thereafter. Annual subscriptions shall be payable whether or not the member intends to remain a member for the entire year to which the subscription relates.
23. The amount of admission fees and annual subscriptions shall be resolved by the Council in each year and will be in the amount as prescribed by the Council from time and to time.
24. In cases of exceptional hardship the Council may suspend or waive payment of the admission fee or annual subscription payable by any applicant for membership or by any member on such terms and for such period as it may think fit.
25. Where an applicant for membership of the Association is refused membership or where an applicant is granted membership but does not take it up, such applicant shall not be entitled to a refund of all or any of the entrance fee.

Members in Retirement

26. A Fellow or Associate who is an individual shall be eligible for retired membership status and may apply to join the register of members in retirement if he has been a member for 25 years and has satisfied the Council that he is no longer in public practice or a position of employment.
27. A member who wishes to apply to the Council to be placed on the Register of Members in Retirement shall, if his application is successful, pay the fee prescribed by the Council for members in retirement.
28. Provided that satisfactory evidence of the member's retirement is produced to the Council, and that the member's application is accepted by the Council, the member shall be placed on the Register of Members in Retirement and thereafter, subject to Bye-law 30, will be exempt from the requirement to pay an annual subscription referred to in Bye-law 22 for so long as he remains on the Register of Members in Retirement.
29. No retired Fellow or Associate shall be eligible for nomination to the Council. All other Regulations, Bye-laws, privileges and facilities binding and available to other classes of membership shall be binding upon and available to retired members unless otherwise determined by the Council.
30. Retired members will be obliged to pay a one-off commutation fee on transfer to the Register of Members in Retirement of such amounts as the Council may from time to time prescribe.

31. Members on the Register of Members in Retirement shall not be permitted to hold a practising or auditing certificate.

Continuing Professional Development

32. All AAPA members who are not retired are required to undertake continuing professional development from 1 January 2005 in accordance with the Chartered Certified Accountants' Membership Regulations 1996.

Occupation and Address of Members

33. Every member shall make a return to the Association in such form and at such time as the Council may prescribe showing whether or not the member is in public practice.
34. Every member shall from time to time notify to the Secretary of the Association an address to be registered as his place of business and the place from time to time so registered shall for the purpose of the statutes and the Articles and Bye-laws be deemed to be his place of business.
35. If a member shall fail to notify such place of business he shall not be entitled to receive notice of any of the General Meetings or other proceedings of the Association and no meetings or other proceedings shall be invalidated by reason of his not having received such notice aforesaid.

Register of Members and Register of Auditors

36. The Secretary shall, through the ACCA, maintain a register of members and the Council may publish annually, or at such intervals as it thinks fit, a List of Members, to which may be added

such regulations and Bye-laws of the Association for the time being in force, lists of Council and Officers and any other matters which the Council shall deem expedient. Copies may be sold at such prices as the Council shall determine, but may be issued free of charge to members of the Association if the Council so decides.

37. No person or firm who does not fulfil the conditions laid down in the Companies Act 1989 or the Articles of Association or these Bye-laws shall be entered in the Register of Auditors. The Register of Auditors shall include the name, address and business address of any member, firm, partnership or company that has been awarded a practising certificate by the Association. The Register of Auditors may also include such other pertinent details concerning members included upon the register as may be prescribed by the Council from time to time and which will at all times be maintained in accordance with the Companies Act 1989, and any other orders or directives issued by the Secretary of State appertaining thereto.
38. The Council, through the ACCA, shall make available to any member of the public, organisation or authority, any and all information contained upon the Register of Auditors at any time on reasonable request in normal office hours. The Council may prescribe, or not as the case may be, a notional fee for this service.
39. All members whose names are included upon the Register of Auditors, shall without exception, ensure that when signing the audit report for a company or any other statutory audit report, so describe themselves as a "Registered Auditor" immediately after or following their signature thereto.

Resignation From and Forfeiture of Membership

40. Any member wishing to resign his membership shall tender written notice to the Council and on its acceptance his membership shall cease accordingly. Any member giving such notice shall remain liable to pay any subscription or other sums due from him at the date of such notice, provided that a member in respect of whom a complaint has been referred to ACCA shall not be entitled to resign his membership until such complaint has been finally disposed of under the Chartered Certified Accountants' Complaints and Disciplinary Regulations or the Chartered Certified Accountants' Appeal Regulations and the amount of any fine or costs specified in any order made in respect of him by the ACCA Disciplinary Committee or the ACCA Appeal Committee has been paid in full.
41. Any member shall ipso facto cease to be a member, where:
 - a. his annual subscription has been in arrears for a period of three months, or any other sums owed by him to the Association remain unpaid after three months have elapsed from the day on which a final demand was made to him by the Association for payment thereof, on the understanding that:

- (i) the Council may in its absolute discretion, of its own volition, or on application by a member in arrears at any time before such period of three months has elapsed, suspend the operation of this subparagraph in any case where it considers that it is reasonable to do so; and
 - (ii) this subparagraph shall not apply to any member or relevant firm in relation to which he is a specified person where a complaint has been received pursuant to the Chartered Certified Accountants' Complaints and Disciplinary Regulations until such complaint has been finally disposed of under these Regulations or the Chartered Certified Accountants' Appeal Regulations;
- b. any member who fails to comply with any order as to a fine or costs made by the ACCA Disciplinary Committee or the ACCA Appeal Committee within the time fixed for compliance with such order shall, ipso facto, cease to be a member unless the Council in its absolute discretion, on application by a member against whom such order has been made at any time before the expiry of the period fixed for compliance with such order, defers the expiry of such period if it is satisfied that for reasons beyond the member's control he is unable to comply with such order within the period fixed, but any such deferral shall be without prejudice to the application to such member of any alternative penalty imposed by such order on the member contingently upon his failing to pay the fine or costs concerned within the period prescribed by the order; and
- c. the Association shall be entitled to recover the amount of any fine or costs which a member has been ordered to pay pursuant to a disciplinary order from that individual and his personal representatives, notwithstanding that he has ceased to be a member either pursuant to this or the preceding Bye-law, or for any other cause whatsoever.
- Subject to the foregoing, a member shall be liable otherwise in his capacity as such.
42. If an individual shall become bankrupt he must:
- a. notify the Admissions and Licensing Committee within one month of his being so declared; and
 - b. satisfy the Admissions and Licensing Committee, in accordance with the provisions of the Chartered Certified Accountants' Membership Regulations, that he is still eligible to remain a member of the Association, notwithstanding the fact of his bankruptcy. For this purpose, the Chartered Certified Accountants' Membership Regulations shall apply to members of the Association, and the Admissions and Licensing Committee should include at least one member of the Association.

43. Any member of the Association ceasing to be a member for any reason whatsoever shall not be entitled to any refund of the entrance fee or annual subscription.
44. Anyone ceasing by death or otherwise to be a member of the Association shall not, nor shall his representatives, have any claim or interest in the funds of the Association, but this Bye-law shall be without prejudice to the rights of the Association to claim from his estate or from him any arrears of subscriptions or other sums due from him to the Association at the time of his ceasing to be a member.
45. Any member shall on resigning or ceasing to be a member return his certificate of membership and any practising certificates issued to him by the Association.
46. Any former member may apply for readmission as a member. Such application should be made to the Admissions and Licensing Committee, which will consider the application in accordance with the provisions of the Chartered Certified Accountants' Membership Regulations, which shall apply in all such applications. For this purpose, the Admissions and Licensing Committee should include at least one member of the Association.
47. No former member who has had a disciplinary order made against him excluding him from membership and prohibiting him from applying for readmission to membership for a specified period, may do so prior to the expiry of such period.
48. The Bye-laws and applicable regulations for the time being in force shall apply to each member on and following his admission and, insofar as the Bye-laws and such regulations provide, following his ceasing to be a member. In addition, the Bye-laws and applicable regulations shall similarly apply to each person who undertakes or agrees to be bound by them.
- Liability to Disciplinary Action**
49. Further to the Agreement with ACCA in June 1996 the Chartered Certified Accountants' Disciplinary Regulations shall apply to members of the Association, and in accordance with the said regulations the Association will have power to impose disciplinary proceedings and sanctions upon any member. Further to the foregoing, members of the Association will sit on the various Committees hearing cases concerning members of the Association.
50. A member or relevant firm, subject to the said Chartered Certified Accountants' Complaints and Disciplinary Regulations, shall be liable to disciplinary action where:
- a. in the course of carrying out his professional duties, or otherwise, the member has incurred in one or more of the following:
 - (i) he has been found guilty of misconduct; or
 - (ii) without prejudice to the generality of the foregoing, he has performed his professional work or conducted his practice or performed the duties of his employment inefficiently or incompetently to such an extent or on such number of

- occasions as to bring discredit to himself, to the Association, or to the profession; or
- (iii) he has committed a breach of these Bye-laws or of any regulations made under them in respect of which he is, or has undertaken to be, bound; or
- (iv) in the case of a relevant firm any person has in the course of the business of that firm committed a breach of these Bye-laws or of any regulations made under them by which that person is, or has undertaken to be, bound; or
- (v) he is a specified person in relation to a relevant firm against which a disciplinary order has been made and which has become effective or which has been disciplined by another professional body or pursuant to some other disciplinary process; or
- (vi) he has been disciplined by another professional body or some other disciplinary procedure; or
- (vii) he has made an assignment for the benefit of creditors, or has made an arrangement for the payment of a composition to creditors, or has had an interim order made by the court in respect of him, or is a specified person in relation to a relevant firm which has made such an assignment or composition or been wound up as an unregistered company,
- or entered into a voluntary arrangement, administration or liquidation, in each case where applicable under the Insolvency Act 1986, or other similar or analogous event has occurred in relation to him under applicable legislation; or
- (viii) he has failed to satisfy a judgment debt without reasonable excuse for a period of two months (and the fact that he or it did not have sufficient funds to discharge the debt shall not be a reasonable excuse for this purpose) whether or not the debt remains outstanding at the time of the bringing of the disciplinary proceedings hereunder;
- b. each of the sub-paragraphs contained hereinbefore shall be without prejudice to the generality of any of the other sub-paragraphs;
- c. for the purpose of paragraph (a) above "misconduct" includes (but is not confined to) any act or default likely to bring discredit to the member or relevant firm in question. The fact that a member or relevant firm has before a court of competent jurisdiction in the United Kingdom or in a superior court of any country whose judgments are in the opinion of Council (or relevant Committee) relevant, pleaded guilty to or been found guilty of any offence discreditable to him or, as the case may be, it, or derogatory to the Association or the accountancy profession or has in any civil proceedings

- before any court of competent jurisdiction in the United Kingdom or in a superior court of any country whose judgments are recognised in the United Kingdom been found to have acted fraudulently or dishonestly, shall be conclusive proof of misconduct. The findings of a court in any civil proceedings whatsoever may be treated as proof of misconduct. In deciding whether a member or relevant firm has been guilty of misconduct, regard may be had to any code of practice, ethical or technical, adopted by the Council, and to any regulations affecting members or relevant firms laid down or approved by the Council;
- d. a member or relevant firm shall be liable for disciplinary action in accordance with paragraph (a) above whether or not he was a member or (in the case of a relevant firm) it was a relevant firm at the time of the occurrence giving rise to such liability;
 - e. every member or relevant firm shall, and every member undertakes to, use his best endeavours to ensure that every firm (whether or not a relevant firm) in relation to which he is a specified person shall, at all times, co-operate with the Assessors, Disciplinary and Appeal Committees appointed pursuant to the Chartered Certified Accountants' Regulatory Board and Committee Regulations and with the persons charged with the administration of any disciplinary proceedings instituted pursuant to any regulations made;
 - f. it shall be for every member and for any person to bring to the attention of the Secretary any facts or matters indicating that a member or relevant firm may have become liable to disciplinary action;
 - g. the Council may from time to time by regulation prescribe the persons (additional to partners in a firm which is a partnership and directors of a firm which is a body corporate) who are in these Bye-laws to be specified persons in relation to a firm and such regulations may prescribe different persons as specified persons for different purposes;
 - h. for the purposes of these Bye-laws "member" includes an individual (not being a member) to whom a practising certificate has been issued or who has undertaken to be bound by, inter alia, such Bye-laws, and such Bye-laws shall apply to such an individual insofar as the same are capable of doing so, mutatis mutandis, as they apply to a member;
 - i. for the purposes of this Bye-law a former member or a former relevant firm shall be treated as continuing as a member or relevant firm in respect of any matters which occurred whilst he or it was actually a member or relevant firm in respect of which a complaint is referred to the Disciplinary Committee within five years of his or its ceasing to be a member or relevant firm; and
 - j. for the avoidance of doubt, a person shall be liable to disciplinary action in accordance with the Bye-laws and

regulations in force at the time the matters complained of took place. All disciplinary proceedings, however, shall (for the avoidance of doubt) be conducted in accordance with the Bye-laws and regulations in force at the time of such proceedings.

Application of Disciplinary Procedures

51. The provisions of Bye-laws 49 to 51 inclusive shall, so far as the same are capable of applying, apply to:
- a. a specified person (not being a member in public practice); and
 - b. a relevant firm in relation to which there is or are a specified person or specified persons other than members in public practice. The provisions of Bye-laws 49 to 51 inclusive shall apply to that relevant firm in respect only of undertakings which have been given to the Association and agreements which have been made with the Association by it or by each such specified person who is not a member in public practice, but this paragraph shall not in any way restrict the application of those Bye-laws to a member in public practice being a specified person in relation to such relevant firm.

Application of Regulatory Procedures

52. The Chartered Certified Accountants' Global Practising and Authorisation Regulations shall apply to AAPA members.

Other Committees

53. The Council may appoint a Committee or Committees, which shall have the authority, subject to the discretion of

and in accordance with the principles laid down from time to time by the Council, delegated to it by the Council, and:

- a. the Council may dissolve any such Committee;
- b. The President of the Association and the Secretary shall be ex-officio members of all such Committees, and;
- c. every Committee shall be bound to obey and carry into effect the resolutions of the Council, and to report to the Council any matters which it considers material to the Association or its objects or interests as defined in the Memorandum of Association or which appears to it to affect the interests of the profession, and make any recommendations it considers proper in relation thereto.

Proceedings of the Council and the Committees

54. Any occasional vacancy in any such Committee can be filled by the Council by the appointment of a qualified person, who shall in all aspects stand in the place of his predecessor. The continuing members of such Committee may act notwithstanding any vacancy or vacancies in their respective Committee.
55. Every Committee appointed shall remain in office until the first meeting of the Council after a period of one year from the appointment thereof.
56. The Council at the meeting at which any Committee ceases to remain in office may appoint a new Committee, and may re-appoint all or any of the

members of the previous Committee, if they be still qualified.

57. Meetings of the Council and Committees shall be held at such times as members of the Council or Committees shall think fit subject to the approval, direction and control of the Secretary at all times. The Secretary shall have the power to convene a meeting of the Council at any time.
58. Any Committee, unless the Council shall otherwise prescribe, shall have power to delegate to a Sub-Committee, made up of members of the delegating Committee or other persons, any of the powers conferred upon it. Any such Sub-Committee shall in the exercise of the powers delegated to it conform to any regulations that may be imposed on it by the delegating Committee.
59. A Council meeting or a meeting of a Committee shall at any time be called by the Secretary at the request of the President or of three members of the Council or the Committee as the case may be on giving seven days' notice to the members of Council or of the Committee as the case may be.
60. A Council meeting or a meeting of a Committee may adjourn at pleasure for such time and to such place as the members of the Council or Committee present may determine.
61. The Committees, so nearly as circumstances may permit, shall conduct their business in a similar manner to that adopted by meetings of the Council.

62. Whenever a Committee does any act which the Council is authorised by these presents to do such Committee shall do it in its own name and not in the name of the Council, but may refer to the powers herein given to it to act on behalf of the Council.

Notices

63. All notices required by the provisions contained herein to be given to the members shall, unless personally served, be given to the members having addresses in the United Kingdom registered, by sending letters to such addresses.

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.

64. All letters sent in pursuance of the preceding Bye-law shall be signed by having printed at the foot thereof the name of such person as the Council shall appoint, except in the case of a meeting convened by members in accordance with these Articles, and in that case shall be signed by or have printed at the foot the names of the members convening the same or a majority of them.
65. Any such notice sent through the post to the addresses in the Register of Members of any such members of the Association shall be deemed to have been served on him upon the expiration of 72 hours after the letter containing the same was posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed and put into the post office.

66. Any notice or other document required to be given to a relevant firm may be given to it by delivering it or sending it by post to the registered place of address of any member who is a specified person in relation to that relevant firm. Where a notice is sent by post, service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the same and to have been effected at the expiration of seventy-two hours after such letter was posted.
67. Any notice or document required to be given to the Association may be given by sending it by post to the Secretary at the principal office of the Association or such other address as the Council may from time to time designate.

ACCA Rulebook 2012 – **Schedule of Applicability to AAPA Members**

The purpose of this schedule is to analyse, by section, how the *ACCA Rulebook 2012* applies to AAPA members.

SECTION 1 ROYAL CHARTER AND BYE-LAWS

1.1 Royal Charter

This section is not applicable to AAPA members. AAPA members should refer to AAPA's Memorandum and Articles of Association.

1.2 Bye-laws

This section is not applicable to AAPA members. AAPA members should refer to AAPA's Bye-laws.

SECTION 2 REGULATIONS

2.1 The Chartered Certified Accountants' Membership Regulations 1996

Schedule 1, outlining details of the applicability of The Chartered Certified Accountants' Members Regulations 1996 to AAPA members can be found below.

2.2 The Chartered Certified Accountants' Global Practising Regulations 2003

Schedule 2, outlining details of the applicability of The Chartered Certified Accountants' Global Practising Regulations 2003 to AAPA members can be found below.

2.3 The Chartered Certified Accountants' Designated Professional Body Regulations 2001

The Chartered Certified Accountants' Designated Professional Body Regulations 2001 are not applicable to AAPA members.

2.4 The Chartered Certified Accountants' Irish Investment Business Regulations 1999

The Chartered Certified Accountants' Irish Investment Business Regulations 1999 are not applicable to AAPA members.

2.5 The Chartered Certified Accountants' Regulatory Board and Committee Regulations 2008

Schedule 3, outlining details of the applicability of The Chartered Certified Accountants' Regulatory Board and Committee Regulations 2008 to AAPA members can be found below.

2.6 The Chartered Certified Accountants' Authorisation Regulations 1998

Schedule 4, outlining details of the applicability of The Chartered Certified Accountants' Authorisation Regulations 1998 to AAPA members can be found below.

2.7 The Chartered Certified Accountants' Complaints and Disciplinary Regulations 2010

The Chartered Certified Accountants' Complaints and Disciplinary Regulations 2010 shall apply to AAPA members under the terms of the agreement with ACCA made in June 1996. AAPA members sit on the Panel which services the various disciplinary and regulatory committees.

2.8 The Chartered Certified Accountants' Appeal Regulations 2006

Schedule 5, outlining details of the applicability of The Chartered Certified Accountants' Appeal Regulations 2006 to AAPA members can be found below.

Note:

1. Consumer Credit Group Licence – This section has been excised from the *ACCA Rulebook*. It provides guidance and information on ACCA's Consumer Credit Group Licence. It applies to AAPA members and may be viewed on ACCA's website at www.accaglobal.com/members/professional_standards/rules_standards/guidelines

It is important to note that activities covered by the group licence are limited to activities which are ancillary to members' main business as practising accountants. Members whose licensable activities are a primary activity will not be covered by the group licence and they will need to obtain their own standard consumer credit licence from the Office of Fair Trading (OFT).

SECTION 3 CODE OF ETHICS AND CONDUCT

Parts A to C ACCA's Code of Ethics and Conduct

These sections apply in their entirety to AAPA members (Part C applies to AAPA members working in business, as defined in the Code of Ethics and Conduct).

Part D Insolvency Code of Ethics

Applies only to AAPA members holding insolvency authorisation (or employed by an individual holding insolvency authorisation).

SCHEDULE 1

Applicability of The Chartered Certified Accountants' Membership Regulations 1996 to members of AAPA

1. Citation, commencement and effect

These Regulations apply to AAPA members, save that the references to affiliates and registered students do not apply.

2. Interpretation

(1) This Regulation applies to AAPA members with the following variations:

“ACCA approved employer”, “ACCA student”, “affiliate”, “applicant”, “application”, “CAT status”, “Foundations In Accountancy”, “Foundations In Practical Experience Requirement”, “Foundations In Professionalism”, “registered student”, “relevant firm”, “specified person” and “workplace mentor” do not apply to AAPA members;

“Association” means ACCA or AAPA as the context so requires;

“bye-laws” – the bye-laws which govern AAPA members are the bye-laws of AAPA;

“Council” means the Council of ACCA or AAPA as the context requires;

“member” means a member of AAPA or ACCA as the context requires and “membership” means membership of the AAPA or ACCA as the context requires;

“Secretary” – refers to the Secretary of AAPA.

(2) and (3) – These Regulations apply to AAPA members.

3. Eligibility for membership

These Regulations do not apply to AAPA members. AAPA members should refer to AAPA's Bye-laws.

4. Members' obligations and rights

(1), (2), (3), (5), (6), (7) & (8) – These Regulations do not apply to AAPA members. AAPA members should refer to AAPA's Bye-laws.

(4) – This Regulation applies to AAPA members, save that references to “The Association” mean AAPA, not ACCA. Where the Admissions and Licensing Committee considers cases involving AAPA members, at least one member of the Committee should be a member of AAPA.

5-8. Eligibility for affiliate and student status and affiliates' and students' obligations and rights

These Regulations do not apply to AAPA members, as AAPA does not have students or affiliates.

9. Application procedure to become a member or registered student

These Regulations apply to AAPA members only insofar as the procedures described in them apply to applications for re-admission to AAPA membership (in respect of which, see details of the applicability of Regulation 14 below).

10. Resignation of member, affiliate or registered student status

These Regulations do not apply to AAPA members. AAPA members should refer to AAPA's Bye-laws.

11. Removal of member, affiliate or registered student status for non-payment of sums due to the Association

These Regulations do not apply to AAPA members. AAPA members should refer to AAPA's Bye-laws.

12. Removal of member for non-compliance with CPD regulations

These Regulations apply to AAPA members, save that references to "the Association" mean AAPA, not ACCA.

13. Bankruptcy

These Regulations apply to AAPA members, save that references to "the Association" mean AAPA, not ACCA. Where the Admissions and Licensing Committee considers cases involving AAPA members, at least one member of the Committee should be a member of AAPA.

14. Readmission

These Regulations apply to AAPA members, whose cases will be considered by the Admissions and Licensing Committee. All references to affiliates and registered students are deleted, as AAPA does not have affiliates or students. When the Admissions and Licensing Committee considers cases involving AAPA members, at least one member of the Committee should be a member of AAPA.

15. General

These Regulations apply to AAPA members, save that references to "the Association" mean AAPA, not ACCA.

Appendices

These do not apply to AAPA members.

SCHEDULE 2

Applicability of The Chartered Certified Accountants' Global Practising Regulations 2003 to Members of AAPA

1. Citation, commencement and application

These Regulations apply to AAPA members. The Global Practising Regulations replace the Practising Regulations. These replaced The Association of Authorised Public Accountants' Qualification and Audit Regulations 1991 and were adopted by AAPA Council on 27 February 1998.

2. Interpretation

(1) This Regulation applies to AAPA members with the following variations:

"ACCA approved employer" – is not applicable to AAPA members;

"Association" means ACCA or AAPA as the context so requires;

"bye-laws" – the bye-laws which govern AAPA members are the bye-laws of AAPA;

"Council" means the Council of ACCA or AAPA as the context requires;

"certificate" – in the context of AAPA members means a Non-Statutory Practising Certificate;

"designated territory" – is not applicable to AAPA members;

"Disciplinary Regulations" – the Complaints and Disciplinary Regulations of ACCA apply to AAPA members for the purposes of any disciplinary action taken against AAPA members;

"member" means a member of AAPA or ACCA as the context requires and "membership" means membership of the AAPA or ACCA as the context requires;

"practising certificate" – in the context of AAPA members means a Non-Statutory Practising Certificate; and

"registered student" – is not applicable to AAPA members.

(2), (3) and (4) – These Regulations apply to AAPA members.

3. Restrictions on carrying on public practice

(1) a This Regulation applies to AAPA members.

(1) b This Regulation is not applicable to AAPA members.

(1) c This Regulation applies to AAPA members.

(2) This Regulation applies to AAPA members.

4. Meaning of public practice

(1) – This Regulation applies to AAPA members subject to the inclusion of "Authorised Public Accountants" in 4 (1) c.

(2) – This Regulation applies to AAPA members.

(3) – This Regulation applies to AAPA members.

(4) – This Regulation applies to AAPA members.

5. The practising certificate

(1) – This Regulation is not applicable to AAPA members and is replaced with the following:

“The Non-Statutory Practising Certificate shall authorise the carrying on of any activity constituting public practice apart from the accepting of an appointment as auditor or holding oneself out as being available to do so.”

(2) – This Regulation is not applicable to AAPA members.

6. Eligibility for a practising certificate

This Regulation is not applicable to AAPA members and is replaced with the following:

“All AAPA members are entitled to a Non-Statutory Practising Certificate.”

7. Qualifications

These Regulations are not applicable to AAPA members.

8. Fit and proper persons

These Regulations apply to AAPA members.

9. Professional indemnity insurance

These Regulations apply to AAPA members. All holders of Non-Statutory Practising Certificates must hold PII in accordance with Regulation 9.

10. Continuing professional development

This Regulation applies to AAPA members. Members must comply with Membership Regulation 4(4).

11. Continuity of practice

These Regulations apply to AAPA members.

12. Notification

These Regulations apply to AAPA members

13. Conduct

This Regulation applies to AAPA members.

14. Monitoring, quality assurance and compliance

These Regulations apply to AAPA members, save references to the quality assurance programme which only applies to AAPA audit-registered firms.

15. Disclosure of information

This Regulation applies to AAPA members.

Appendix 1

This does not apply to AAPA members.

Annex to the Global Practising Regulations – UK

1. Application

These Regulations apply to AAPA members as they form part of the Global Practising Regulations.

2. Interpretation

(1) – This Regulation applies to AAPA members with the following variations:

“appropriate qualification” – is not applicable to AAPA members;

“audit qualification” – is not applicable to AAPA members;

“auditing certificate” – in the context of AAPA members means an auditing certificate issued by ACCA to AAPA members;

“exempt regulated activities” – is not applicable to AAPA members as neither AAPA nor ACCA are able to authorise AAPA members for exempt regulated activities purposes;

“insolvency licence” – in the context of AAPA members means an insolvency licence issued by ACCA to AAPA members;

“qualified person” – is not applicable to AAPA members;

“recognised professional qualification” – is not applicable to AAPA members; and

“regulated work” – in the context of AAPA members includes work conducted under an auditing certificate.

(2), (3), (4) and (5) – These Regulations apply to AAPA members.

3. Restrictions on carrying on public practice

These Regulations apply to AAPA members.

4. Meaning of public practice

(1) and (2) – These Regulations apply to AAPA members.

(3) – This Regulation does not apply to AAPA members.

(4) – This Regulation applies to AAPA members.

5. Eligibility for an audit qualification

This Regulation is not applicable to AAPA members and is replaced with the following:

“All AAPA members are entitled to a Non-Statutory Practising Certificate and, individually, a firm’s auditing certificate by virtue of their previously held audit

authorisation by which they became a member of AAPA.”

6. Eligibility for an auditing certificate

This Regulation applies to AAPA members save that references to audit qualification are replaced by Non-Statutory Practising Certificate.

7. Qualifications

These Regulations are not applicable to AAPA members.

8. Meaning of firm controlled by qualified persons

This Regulation applies to AAPA members save that audit qualification should be deleted and replaced by Non-Statutory Practising Certificate.

9. Restriction on carrying on insolvency practice

(1) – This Regulation is not applicable to AAPA members

(2) and (3) – These Regulations are applicable to AAPA members.

NB AAPA members must, if they wish to act as an insolvency practitioner under the terms of the Insolvency Act 1986, seek appropriate authorisation. ACCA is able to authorise AAPA members for insolvency purposes. An AAPA member engaged in insolvency work is regarded as being in public practice and must hold an AAPA Non-Statutory Practising Certificate.

10. Eligibility for an insolvency licence

These Regulations are applicable to AAPA members.

11. Qualification requirements for an insolvency licence

(1) a – This Regulation is not applicable to AAPA members

(1) b – d, (2), (3) and (4) – These Regulations apply to AAPA members.

12. Restriction on carrying on exempt regulated activities

These Regulations are not applicable to AAPA members.

NB AAPA members must, if they wish to give investment business advice under the terms of the FSMA 2000, seek appropriate authorisation. Neither AAPA nor ACCA is able to authorise AAPA members to give investment business advice.

13. Fit and proper persons

These Regulations apply to AAPA members.

14. Professional indemnity insurance

(1) – This Regulation is replaced with the following: “AAPA members are issued with Non-Statutory Practising Certificates and, if applicable, firms’ Auditing Certificates. All holders of Auditing Certificates and all holders of Non-Statutory Practising Certificates in the UK must hold PII in accordance with Regulation 9 of the Global Practising Regulations.

(2) and (3) – These Regulations apply to AAPA members.

(4) – This Regulation is not applicable to AAPA members.

15. Continuing professional development

This Regulation applies to AAPA members save that “and/or firms which carry on exempt regulated activities” and “or carry on exempt regulated activities” should be deleted.

16. Continuity of practice

This Regulation applies to AAPA members.

17. Notification

This Regulation applies to AAPA members.

18. Conduct

(1), (2) and (3) – These Regulations apply to AAPA members.

(4) – This Regulation is not applicable to AAPA members.

19. Disclosure of information

(1), (2), (3) and (4) – These Regulations apply to AAPA members save for the deletion of all references to audit qualification.

(5) – This Regulation is not applicable to AAPA members.

20. Monitoring

These Regulations apply to AAPA members save that “practising certificate, an audit qualification” is deleted and replaced with “Non-Statutory Practising Certificate”.

Appendices

Appendices 1 and 2 do not apply to AAPA members. All AAPA members are entitled to a Non-Statutory Practising Certificate and, individually, a firm's auditing certificate by virtue of their previously held audit authorisation by which they became a member of AAPA.

Annex to the Global Practising Regulations - Ireland

These Regulations do not apply to AAPA members.

Annex to the Global Practising Regulations – Cyprus

These Regulations do not apply to AAPA members.

Annex to the Global Practising Regulations – Zimbabwe

These Regulations do not apply to AAPA members.

Annex to the Global Practising Regulations – Australia

These Regulations do not apply to AAPA members.

SCHEDULE 3

Applicability of The Chartered Certified Accountants' Regulatory Board and Committee Regulations 2008 to Members of AAPA

1. Citation, commencement and effect

These Regulations apply to AAPA members.

2. Interpretation

(1) – This Regulation applies to AAPA members with the following variations:

“Appeal Committee” – the powers and responsibilities of the ACCA Appeal Committee and the procedures of this Committee apply to AAPA members;

“Association” means ACCA or AAPA as the context so requires;

“bye-laws” – the bye-laws that govern AAPA members are the bye-laws of AAPA;

“Council” means the Council of ACCA or AAPA as the context requires;

“Disciplinary Committee” – the powers and responsibilities of the ACCA Disciplinary Committee and the procedures of this Committee apply to AAPA members;

“investment advice”, “investment business services” and “regulated activity” – do not apply to AAPA members as AAPA members are not authorised to conduct investment business by ACCA;

“member” means a member of AAPA or ACCA as the context requires and “membership” means membership of the AAPA or ACCA as the context requires;

“Secretary” – refers to the Secretary of AAPA.

(2), (3), (4), and (5) – These Regulations apply to AAPA members.

3. Appointment and establishment of Regulatory Board, Appointments Sub-committee and Regulations Review Sub-committee and appointment of members

These Regulations apply to AAPA members.

4. Establishment of committees, and appointment of panel of committee members, chairmen, assessors and regulatory assessors

These Regulations apply to AAPA members.

5. Constitution of Disciplinary, Admissions and Licensing and Appeal Committees and eligibility

These Regulations apply to AAPA members.

6. Powers and responsibilities of Disciplinary, Admissions and Licensing and Appeal Committees

These Regulations apply to AAPA members.

7. General

These regulations apply to AAPA members.

Appendix 1

1. Disciplinary Committee

The powers, responsibilities and procedures of the Disciplinary Committee apply to AAPA members.

2. Admissions and Licensing Committee

The powers and responsibilities specified for the Admissions and Licensing Committee apply to AAPA members except in relation to The Chartered Certified Accountants' Irish Investment Business Regulations 1999. The Chartered Certified Accountants' Designated Professional Body Regulations 2001 and the Chartered Certified Accountants' Financial Services Compensation Regulations 1996 do not apply to AAPA members.

3. Appeal Committee

The powers and responsibilities of the Appeal Committee and the procedures of this committee apply to AAPA members.

4. Sharing of information

These Regulations apply to AAPA members.

SCHEDULE 4

Applicability of The Chartered Certified Accountants' Authorisation Regulations 1998 to Members of AAPA

1. Citation, commencement and application

These Regulations apply to AAPA members.

2. Interpretation

(1) – This Regulation applies to AAPA members with the following variations:

“affiliate” – is not applicable to AAPA members;

“Appeal Committee” – the powers and responsibilities of the Appeal Committee and the procedures of this Committee apply to AAPA members;

“Association” means ACCA or AAPA as the context so requires;

“auditing certificate” – in the context of AAPA members means an auditing certificate issued by the ACCA to AAPA members which is available in the United Kingdom only;

“bye-laws” – the bye-laws that govern AAPA members are the bye-laws of AAPA;

“Central Bank” – is not applicable to AAPA members;

“certificate” – in the context of AAPA members means an auditing certificate issued by ACCA and a Non-Statutory Practising Certificate;

“Council” means the Council of ACCA or AAPA as the context requires;

“insolvency licence” – in the context of AAPA members means an insolvency licence issued by ACCA to AAPA members;

“investment business certificate (Ireland)” – is not applicable to AAPA members as neither AAPA nor ACCA are able to authorise AAPA members to give investment business advice;

“member” means a member of AAPA or ACCA as the context requires and “membership” means membership of the AAPA or ACCA as the context requires;

“registered student” – is not applicable to AAPA members;

“Secretary” – refers to the Secretary of AAPA.

(2), (3), (4) and (5) – These Regulations apply to AAPA members.

3. Applications for certificates

These Regulations apply to AAPA members except that the reference to investment business certificates (Ireland) in (1)(b) and (7)(a) are not applicable to AAPA members.

4. Validity and renewal

(1) – This Regulation applies to AAPA members except the reference to an investment business certificate (Ireland).

(2) (a) – This Regulation applies to AAPA members.

(2) (b) – This Regulation does not apply to AAPA members.

5. Withdrawal of, suspension of, or imposition of conditions on certificates

(1),(2),(3),(4),(5), (6), (7), (8) and (9) – These Regulations apply to AAPA members.

(10) – is not applicable to AAPA members.

6. Imposition of conditions on certificates by a regulatory assessor

These Regulations apply to AAPA members.

7. Correction of errors

These Regulations apply to AAPA members.

8. Appeals, effective date and publicity

These Regulations apply to AAPA members.

9. Re-application

These Regulations apply to AAPA members.

10. General

These Regulations apply to AAPA members save that “Association” shall mean AAPA, not ACCA.

SCHEDULE 5

Applicability of The Chartered Certified Accountants' Appeal Regulations 2006 to Members of AAPA

1. Citation, commencement and application

These Regulations apply to AAPA members.

2. Interpretation

(1) – This Regulation applies to AAPA members with the following variations:

“affiliate” does not apply to AAPA members as AAPA does not confer affiliate status;

“Association” means ACCA or AAPA as the context so requires;

“bye-laws” – the bye-laws that govern AAPA members are the bye-laws of AAPA;

“Council” means the Council of ACCA or AAPA as the context requires;

“liable to disciplinary action” means liable to disciplinary action under bye-laws 49 to 51 of the AAPA bye-laws (pursuant to which The Chartered Certified Accountants' Complaints and Disciplinary Regulations 2010 and The Chartered Certified Accountants' Appeal Regulations 2006 apply to AAPA members);

“Secretary” – refers to the Secretary of AAPA.

(2) and (3) – These regulations apply to AAPA members

3. Appeal

These Regulations apply to AAPA members.

4. Applying for permission to appeal

These Regulations apply to AAPA members save that “Association” shall mean AAPA, not ACCA.

5. Form of application notice and grounds of appeal

These Regulations apply to AAPA members save that “Association” shall mean AAPA, not ACCA

6. Permission to appeal

These Regulations apply to AAPA members save that “Association” shall mean AAPA, not ACCA.

7. The appeal

This Regulation applies to AAPA members.

8. Preparation for the appeal hearing

These Regulations apply to AAPA members.

9. Notice, representation and adjournments

These Regulations apply to AAPA members save that “Association” shall mean AAPA, not ACCA.

10. The hearing

These Regulations apply to AAPA members.

11. Orders of Appeal Committee

These Regulations apply to AAPA members.

12. Costs

These Regulations apply to AAPA members save that "Association" shall mean AAPA, not ACCA.

13. Effect on costs of withdrawal of appeal

These Regulations apply to AAPA members save that "Association" shall mean AAPA, not ACCA.

14. Notification

This Regulation applies to AAPA members.

15. Correction of errors

These Regulations apply to AAPA members.

16. Effective date

These Regulations apply to AAPA members.

17. Publicity

These Regulations apply to AAPA members.

18. Open hearings

This Regulation applies to AAPA members.

19. Ill health

These Regulations apply to AAPA members save that "Association" shall mean AAPA, not ACCA.

20. General

These Regulations apply to AAPA members.

