



Chartered
Institute of
Taxation
Excellence in Taxation



MEMBERS' REGULATIONS

Last amended on 15 July 2015.

THE CHARTERED INSTITUTE OF TAXATION

MEMBERS' REGULATIONS

PRELIMINARY

Citation, commencement and application

- A These Members' Regulations may be cited as The Chartered Institute of Taxation's Members' Regulations.
- B These Members' Regulations as amended as set out herein shall come into force on 15 July 2015.
- C These Members' Regulations are made pursuant to and may be amended in accordance with clause 7 of the Charter dated 29 April 1994 and Byelaws 3(2), 7(1) and 7(2) dated 15 July 2015.

DEFINITIONS

Interpretation

1. Any words and terms defined by the Byelaws shall, unless the context otherwise requires, have the same meaning in these Members' Regulations.
2. The expressions in these Regulations referring to the Council, Members, Fellows, Associates, Committees, Sub-Committees, Meetings, and Secretary are to be construed as having reference to the Council, Members, Fellows, Associates, Committees, Sub-Committees, Meetings and Secretary of The Chartered Institute of Taxation ("the Institute").
3. In these Regulations, unless the context otherwise requires:
 - (a) Any reference to the making of a Regulation shall include a reference to the amending of a Regulation already made.
 - (b) Words importing the masculine gender shall include the feminine, words in the singular shall include the plural and words in the plural shall include the singular.
 - (c) Words importing persons shall include corporations and "corporations" shall include unincorporated associations.
 - (d) References to any statutory enactment shall include any statutory re-enactment or modification thereof and all rules and delegated legislation made thereunder.

GENERAL MEETINGS

Notice of meetings

4. (a) Any General Meeting of the Institute shall be called by at least twenty-one days' notice, exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held.
- (b) The notice shall specify the date, time and place of the meeting, the general nature of the business and the details of any Special Resolution (as defined by the Charter) to be put before the meeting.
- (c) In the case of an Annual General Meeting the notice shall also specify the meeting as such.
- (d) The notice shall notify each Member of his right to appoint a proxy to attend the meeting in his place and shall incorporate a form for completion as the instrument for appointing a proxy and a description of the manner in which the Institute must be notified of the appointment of a proxy.

Notice of Motion

5. Notice of intention to propose any resolution at the Annual General Meeting must be in writing, signed by not fewer than ten Members entitled to vote at the relevant meeting and received by the Secretary not later than 28 February in the relevant year.

Requisition of General Meeting

6. If the requisite number of Members give notice pursuant to Byelaw 3(4) requiring the convening of an Extraordinary General Meeting, specifying in the notice the purpose for which such meeting is requisitioned and the form of any resolution to be moved, the Council shall, within twenty eight days of receiving the requisition, call such meeting giving not less than twenty one nor more than forty two days' notice thereof.

Quorum

7. No business shall be transacted at any General Meeting (other than the adjournment thereof) unless a quorum of Members is present at the time when the General Meeting proceeds to business. Save as otherwise provided in the Byelaws or the Members' Regulations, 20 Members present in person or by proxy shall be a quorum at a General Meeting.

Absence of quorum

8. If within half an hour from the time appointed for the holding of a General Meeting (or such longer interval as the Chairman of the meeting may decide) a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such other date (being not less than seven nor more than twenty eight days thereafter) and such time and place as the Chairman of the meeting may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum and shall have power to pass any resolution and to transact all business which could lawfully have been transacted at the meeting from which the adjournment took place.

Chairman of General Meeting

9. The President shall preside at every General Meeting or in his absence the Deputy President, but if there be neither President nor Deputy President, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same or if, being present, neither shall be willing to preside, the Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Institute who shall be present to preside.

Adjournment of meetings

10. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting without naming a time or place for the next meeting. No business shall be transacted at any adjourned meeting other than business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned without naming a time or place for the next meeting the date, time and place for the adjourned meeting shall be fixed by the Council and not less than seven days' notice of the adjourned meeting shall be given in the same manner as for the original meeting. Subject thereto, whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting, unless the resolution for the adjournment directs that notice of the adjourned meeting shall be given.

Resolutions

11. (a) At all General Meetings resolutions shall be put to the vote of the General Meeting and, subject to Members' Regulation 11(b), every Member present in person, attending by proxy, or voting by other means in accordance with Members' Regulation 12, shall be entitled to one vote.
- (b) Every matter at a General Meeting other than matters to be decided on a show of hands in accordance with Members' Regulation 11(c) shall be decided on a poll in accordance with Members' Regulation 12.
- (c) Matters to be decided on a show of hands shall include the election of a Chairman of the General Meeting, any question of adjournment and any matter other than a Special Resolution:
 - (i) which, prior to the General Meeting the President of the Institute from time to time, or, at the General Meeting the Chairman of the Meeting, in either case in his discretion considers it would be expedient in the interests of the fair and efficient conduct of the business of the General Meeting to be decided on a show of hands (bearing in mind, when circumstances allow, the desirability of a full count of votes cast, including by proxy and in accordance with Members' Regulation 12); and
 - (ii) in relation to which there has not been a demand for a poll from at least 3 Members or, if lower, Members representing not less than one-tenth of the total voting rights of the Members.

For the avoidance of doubt, a Special Resolution shall always be decided on a poll in accordance with Members' Regulation 12.

- (d) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting shall be entitled to a second or casting vote.

- (e) A declaration by the Chairman of the General Meeting that a resolution has been carried unanimously or by a particular majority, or on a show of hands, or lost, or not carried by a particular majority, or on a show of hands, and an entry to that effect in the book containing the minutes of the General Meetings of the Institute, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded either in favour of or against the resolution.
- (f) No objection shall be taken to the validity of any vote except at a General Meeting or during a poll at which such vote shall be tendered. Every vote not disallowed in accordance with this Members' Regulation 12 shall be valid. In the case of votes cast in person or by proxy at a General Meeting, the Chairman of the General Meeting shall be the sole and absolute judge of the validity of every vote. In the case of votes cast other than in person or by proxy such person as Council authorises to count votes before the General Meeting shall be the sole judge of the validity of every vote, subject only to the decision of the Chairman of the General Meeting.
- (g) No amendment shall be permitted to any resolution at a General Meeting except with the consent of the Chairman of the meeting whose decision shall be final.

Polls

- 12. (a) Polls shall be conducted according to this Members' Regulation 12 and such rules as the Council may issue for this purpose.
- (b) The instrument or instruments to be used for conducting a poll and for recording votes cast shall take such form and shall be provided to and returned from Members by such means as the Council sees fit, including by electronic means provided that Members unable or unwilling to vote by electronic means shall be afforded a reasonable alternative means of voting.
- (c) Unless the Council specifies otherwise, votes cast must be received by the Secretary or other person authorised by the Council to count votes no later than 48 hours before the time appointed for the General Meeting and votes received later than this (or such other deadline as the Council specifies) shall be deemed to be invalid.
- (d) Any vote cast in accordance with this Members' Regulation 12 (and such rules as the Council may issue) shall be valid notwithstanding the death or mental incapacity of the Member concerned provided that notice of the said Member's death or mental incapacity shall not have been received by the Secretary or other person authorised by the Council to count votes more than one hour before the time appointed for the General Meeting.
- (e) The result of a poll determined in accordance with Members' Regulation 11(e) shall be deemed to be the resolution of the meeting at which the poll occurred.

Proxy

- 13. Votes may be cast either personally or by proxy. No person shall act as a proxy who is not entitled to be present and vote in his own right.

Form of proxy

- 14. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, in such form and transmitted by such means as the Council may determine or accept.

Deposit of proxy

15. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or an office copy thereof shall be deposited with the Secretary or other officer acting in that behalf not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting or for the taking of the poll at which it is to be used, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the day of its execution.

Validity of vote by proxy

16. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received by the Secretary at least one hour before the time fixed for holding the meeting or adjourned meeting at which the proxy is used.

Voting in person by donor of proxy

17. A Member qualified to vote, being personally present at any General Meeting, may vote in person notwithstanding that he has appointed a proxy but if he does so the vote of his proxy shall not be counted.

Member in arrears may not vote

18. A vote cast at a General Meeting by a Member whose subscription is more than 4 months in arrears shall not be counted.

COUNCIL

Nominations for election to Council

19. No Member, except a retiring member of the Council, shall be eligible for election thereto unless either he is recommended by the Council or notice in writing proposing him for election thereto at the next General Meeting of the Institute at which elections are held has been given to the Secretary by four or more Members whose subscriptions have been paid for the current year. The notice must reach the Secretary during the month of February and must be accompanied by the assent in writing to such proposal by the Member concerned. These provisions shall not apply in the case of an appointment made pursuant to Members' Regulation 20.

Co-opted members of Council

20. The Council may appoint any Member of the Institute to be a co-opted member of the Council provided that the number of co-opted members shall not exceed one-third of the number of elected members of the Council disregarding any vacancies. A member of Council so appointed shall retain his office until the next General Meeting following his appointment at which elections to the Council are held when he shall be eligible for election. A member so seeking election shall not be counted in determining the number of Council members then retiring by rotation under Members' Regulation 21.

Rotation of elected Council members

21. (a) Subject to Byelaw 5(7)(a), and Members' Regulation 21(b), elected Council members shall serve for a period of three years measured from the Annual General Meeting at which they were elected, to the third Annual General Meeting following, at which they shall retire.
- (b) Retiring elected members of Council shall be eligible for re-election, provided that no member of Council shall be eligible for re-election more than 12 years from the date of the Annual General Meeting at which he was first elected to Council, unless exceptionally a majority of the other Council members agree it is in the interests of the Institute for this rule to be waived in a particular case and save also that time spent serving as President, Deputy President and/or Vice President shall not count towards the said 12 years. The retirement of a member who is no longer eligible for re-election shall take place at the Annual General Meeting in the year in which such 12 year period is concluded or, if the Council shall so determine, at such other General Meeting held in that year as the Council may convene for the purpose (which shall count as an Annual General Meeting for the purposes of this Members' Regulation).

Retiring members of Council

22. A retiring member who is not eligible for re-election under Members' Regulation 21(b), or is not re-elected on retirement, shall remain a member of the Council until the end of the meeting, or adjourned meeting, at which he shall retire.

Vacation of office of Council member

23. A member of the Council shall vacate office:
- (a) if he ceases to be a Member of the Institute or is suspended from Membership;
 - (b) if, by notice in writing, he resigns his office;
 - (c) if he is disqualified from acting as company director or charity trustee;
 - (d) if he is (in the opinion of a qualified medical practitioner) incapable, whether mentally or physically, of managing his own affairs;
 - (e) if three-quarters or more of the members of the Council (excluding the Council member in question) present in a meeting convened for that purpose consider his continued membership of the Council not to be in the interests of the Institute and, after considering any representations the member of the Council concerned may make, the said three-quarters or more of the members of the Council agree to terminate his membership of the Council; or
 - (f) if he absents himself from three consecutive meetings of the Council without special leave of absence and the Council thereafter resolve that his place be vacated.

Removal of Council member

24. A majority of the Members voting (in accordance with Members' Regulations 11 and 12) at an Extraordinary General Meeting convened for the purpose may remove any member of the Council from his office before the expiration of his period of office. No resolution to remove a member of the Council under this Members' Regulation shall be effective unless notice of the intention to propose it has been given to the Secretary not less than twenty eight days before the meeting at which it is to be proposed. Notice of any such resolution shall be given to Members at the same time and in the same manner as notice of the meeting is given to Members. A copy of any such notice to propose such a resolution shall be sent to the member of the Council concerned forthwith upon its receipt by the Secretary and the member concerned shall be entitled to require the Institute to circulate a concise, factual and non-libellous representation in his defence with the notice of the meeting.

Meetings of Council

25. (a) Each member of the Council shall have one vote except that the person acting as chairman of a meeting of the Council may have a second or casting vote in such circumstances as may be determined by Council Regulations.
- (b) The quorum for meetings of the Council shall be such number as may from time to time be prescribed by Members' Regulations and until otherwise so prescribed shall be three or one-quarter of the members of the Council, whichever is the greater.
- (c) The President, or in his absence the Deputy President, or in his absence the Vice-President and if none of the aforementioned are available and unless otherwise provided by Council Regulations some other member of the Council appointed by the Council members present, shall act as chairman of each meeting of the Council.

Delegation by Council

26. (a) The Council may delegate any of its powers, authorities or discretions to committees consisting of such person or persons (whether members of the Council or of the Institute or not) and on such terms and conditions as it thinks fit and may from time to time revoke or alter any of such powers, authorities or discretions so delegated.
- (b) Any committee may, subject to any such terms and conditions as aforesaid, delegate any of its powers, authorities or discretions to a sub-committee consisting of such person or persons (whether members of the Council or of such committee or of the Institute or not) or to such person or persons (whether members of the Council or of such committee or of the Institute or not) and on such terms and conditions as it thinks fit and may from time to time revoke or alter any of such powers, authorities or discretions so delegated.
- (c) Subject to the Byelaws and to these Members' Regulations and the Council Regulations and to any terms and conditions imposed by the Council or, in the case of a sub-committee, the committee by which it was formed, any committee or sub-

committee may meet for the despatch of business, adjourn and otherwise regulate its proceedings as it thinks fit.

- (d) Insofar as any power, authority or discretion is delegated to a committee, sub-committee or any other person pursuant to these Members' Regulations, any reference in the Byelaws or these Regulations or the Council Regulations to the exercise by the Council or committee of the power, authority or discretion so delegated shall be construed as if it were a reference to the exercise thereof by such committee, sub-committee or person, as the case may be.
- (e) The exercise of any delegated power, authority or discretion by any committee, sub-committee or person under the foregoing provisions shall be reported to the Council as soon as possible.

Expenses of Council and committee members

- 27. The Council may pay to any member of the Council and to any other person who is required to attend a meeting of the Council or any committee or sub-committee and to any member of the Council who is required to attend any other meeting for the purposes of the Institute a reasonable subsistence allowance on each occasion of attending such a meeting and reasonable travel costs to and from the place of the meeting. The Council may also pay the expenses reasonably and properly incurred by the President, Deputy President, Vice-President or any other member of the Council when acting in an official capacity on behalf of the Institute.

Vice-Presidents of the Institute

- 28. The number of Vice-Presidents of the Institute shall be one.

ACCOUNTS

- 29.
 - (a) The accounts shall be kept in such place as the Council shall determine and shall be open to inspection by the members of the Council during normal business hours.
 - (b) The Council shall have power by Council Regulations to determine to what extent and at what times and places and under what conditions or regulations the accounts shall be opened to the inspection of Members (not being members of the Council).
 - (c) Once at least in every year the Council shall lay before the Institute in General Meeting a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such Meeting, together with a proper balance sheet made up as at the same date.
 - (d) Every such account and balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports and of any other documents annexed or attached thereto or accompanying the same shall not less than 21 days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

- (e) The Auditors' report shall be open to inspection before the Meeting in such manner as shall be determined by Council Regulations.

AUDITORS

Appointment of Auditors

- 30. (a) Every Auditor shall be a member of a body of accountants established in the United Kingdom and for the time being recognised by the appropriate governmental authority for the purpose of such of the provisions of the Companies Acts for the time being in force as shall relate to the appointment of auditors of public companies.
- (b) No person shall be appointed Auditor who is or any of whose partners is a member of the Council or of the staff of the Institute.
- (c) Council Regulations may provide for:
 - (i) the period of office of Auditors;
 - (ii) the eligibility of Auditors for re-appointment;
 - (iii) the remuneration of Auditors;
 - (iv) the resignation of Auditors;
 - (v) the appointment of new Auditors if the office of Auditor becomes vacant before the period of office expires;
 - (vi) the reports to be made by Auditors which the Members consider fit to be prescribed by Members' Regulations.
- (d) The Auditors shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the Institute and shall be entitled to require from the officers and staff of the Institute such information and explanations as may be necessary for the performance of their duties.
- (e) The Auditors shall be entitled to attend any General Meeting of the Institute and to receive all notices of and any other communications relating to any such Meeting which Members are entitled to receive and to be heard at any such Meeting which they may attend on any part of the business of the Meeting which concerns them as Auditors.

Remuneration of Auditors

- 31. The Council shall fix the remuneration of the Auditors.

Resignation of Auditors

- 32. The Auditors may resign their office by giving notice in writing to that effect to the Secretary. The notice shall bring the Auditors' term of office to an end as of the date on which the notice is received by the Secretary or on such later date as may be specified in it.

Vacancy in the office of Auditors

33. In the event of any vacancy occurring in the office of Auditors between Annual General Meetings or in the event of a vacancy not being filled at an Annual General Meeting such vacancy may be filled by the Council at a meeting summoned with notice of the object.

Reports of the Auditors

34. The Chairman of each Annual General Meeting of the Institute shall decide at his sole discretion whether any report of the Auditors laid before the meeting shall be read to the Members present.

NOTICES

Means of serving notice

35. Notices and other documents to be served on Members or members of the Council under the Laws of the Institute may be served:
- (a) by hand;
 - (b) by post;
 - (c) by suitable electronic means; or
 - (d) through publication in the Institute's journal or on the Institute's website.

Addresses outside the United Kingdom

36. Any Member described in the register of Members by an address not within the United Kingdom shall be entitled to receive notices where:
- (a) he has from time to time given to the Institute an address within the United Kingdom at which notices may be served upon him; or
 - (b) he has from time to time requested the receipt of such notices and given to the Institute such information as the Institute shall require, at the discretion of the Institute, to enable the Institute to serve such documents by electronic means in which case he will be entitled to receive notices only by the means described in Members' Regulation 35(c) and 35(d);

but save as aforesaid only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Institute.

Deemed receipt

37. Any notice given in accordance with these Members' Regulations is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic means, posted on the Institute's website or delivered by hand to the relevant address;
 - (b) two clear days after being sent by first class post to that address;
 - (c) three clear days after being sent by second class or overseas post to that address;
 - (d) immediately on being handed to the recipient personally; or,
 - (e) if earlier, as soon as the recipient acknowledges actual receipt.

Defects in service

38. A technical defect in service of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

Service of notices if postal service suspended

39. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Institute is unable effectively to convene a meeting of Members by notices sent through the post, such meeting may be convened by a notice published on the Institute's website and advertised on the same date in at least two national daily newspapers with appropriate circulation and such notice shall be deemed to have been duly served on all Members entitled thereto on the day when the advertisement appears. In any such case the Institute shall send confirmatory copies of the notice by post if at least seven days before the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

USE OF THE DESIGNATION CHARTERED TAX ADVISERS BY FIRMS

40. In Members' Regulations 40 to 52, words and expressions are interpreted in accordance with the Byelaws. The following specific words and expressions shall have the meanings indicated below:

'firm' includes a partnership, a company and a limited liability partnership;

'prescribed form' means the form of application of a firm for approval to use the description "Chartered Tax Advisers" prescribed from time to time by the Council;

'Principal' includes a partner in a firm, a member of a limited liability partnership, and a director of a company;

'public practice' means the provision of tax consultancy and/or tax compliance services; and

'voting rights' means the rights of Principals to vote at a meeting of Principals in a firm, and does not refer to the voting rights of shareholders at a meeting of members of a company.

41. The firm of a Member who is a sole practitioner engaged in public practice may use the description "Chartered Tax Advisers".
42. A firm where all Principals are Members engaged in public practice may use the description "Chartered Tax Advisers".
43. A firm where not all Principals are Members engaged in public practice may apply to the Institute, in the prescribed form, for approval to use the description "Chartered Tax Advisers" where:
- (a) at least 50% of the Principals of the firm who are primarily engaged in public practice are Members; or

- (b) at least 50% of the voting rights are held by Members provided that an application under this Members' Regulation 43 shall not be entertained from any firm whose business activities or services to the public are, in the opinion of the Institute, incompatible with public practice by Members in such a firm.
44. The prescribed form shall include an undertaking by the Principals who are Members in the firm that they will ensure that the firm will comply with the Institute's professional rules and ethical standards; and where there is a complaint against the firm in respect of its activities as "Chartered Tax Advisers", the complaint shall be against the Principals in the firm who are Members in their capacity as representatives of the firm and the Institute shall refer such complaint to the Taxation Disciplinary Board ("TDB"). In any such case the findings of the TDB shall be binding on the Principals who are Members in the firm.
45. Firms applying under Members' Regulation 43 above shall be required to pay such fees as shall be determined by the Council from time to time.
46. The Institute reserves the right to decline an application by a firm to use the description "Chartered Tax Advisers".
47. The Institute reserves the right to withdraw from a firm the right to use the description "Chartered Tax Advisers".
48. The Principals in a firm who are Members, acting unanimously, may, at any time and for any reason request the Institute to withdraw the firm's right to use the description "Chartered Tax Advisers" and the Institute shall accede to that request. Where not all the Principals who are Members support the request, the Institute may nevertheless consider it and may withdraw the right to use the description "Chartered Tax Advisers".
49. The Principals who are Members in a firm using the description "Chartered Tax Advisers" must advise the Institute if the firm ceases to meet the requirements of Members' Regulation 43 above and, in this event, subject only to Members' Regulation 51, the right to use the description "Chartered Tax Advisers" shall lapse automatically.
50. The Principals who are Members in a firm whose right to use the description "Chartered Tax Advisers" has lapsed under Members' Regulation 49 may apply in the prescribed form to renew its approval by the Institute if the requirements of Members' Regulation 43 are once again satisfied.
51. A firm which has been using the description "Chartered Tax Advisers" since before 13 May 2014 but does not satisfy the requirements of Members' Regulation 43 may continue to use the description "Chartered Tax Advisers" provided and so long as the number and composition of the Principals of the firm remain, in the opinion of the Institute, substantially as they were when that use was originally authorised.
52. The fees payable by firms for the use of the designation Chartered Tax Advisers shall be fixed by the Council from time to time.

REGISTRATION SCHEME FOR MONEY LAUNDERING COMPLIANCE AND MONITORING

53. The Council may make, and from time to time amend, a scheme for the registration of Members and of firms containing Members for the purpose of exercising the powers of the Institute as a

supervisory body under legislation relating to money laundering.

AMENDMENT OF THESE MEMBERS' REGULATIONS

54. Any of the provisions of these Members' Regulations may be added to, amended or revoked by Special Resolution (as defined by the Charter) of the Members of the Institute.