

Proposed amendments to:

Constitution of the British Accounting Association

(Originally adopted 14 April 1988, Last amended, 23 April 2003, this revised version to be put to AGM for approval on 21 April 2009)

1. Name

- a. The name of the Association shall be the British Accounting Association.

2. Objectives

- a. The objects of the Association shall be the advancement of knowledge and understanding of accounting including:
 - i. the advancement of education in accounting;
 - ii. the encouragement of research in accounting;
 - iii. the promotion by means of conferences, discussion groups or otherwise, of closer relations among teachers, accounting practitioners and others who are interested in the development of accounting.

("Accounting" is taken to be inclusive of Finance and Financial Management)

3. Membership

- a. There shall be two classes of membership - individual members, and honorary members.
- b. Any person concerned with or interested in higher education and research in accounting shall be eligible to be a member of the Association.
- c. Any other person, wherever he or she may reside, who is invited by the Executive Committee shall be eligible to be a member of the Association.
- d. Applications for membership from persons eligible and acceptances must be sent to the General Secretary.
- e. The Executive Committee may confer honorary membership on any person whose services to accounting education and research are deemed to be worthy of recognition by the Association.
- f. The Executive Committee may exclude from membership of the Association any member whose conduct is, in its opinion, inconsistent with membership of the Association, and may restore such persons to membership if the cause of the exclusion ceases to apply. Any member whose membership is proposed to be terminated under this Article has a right of appeal to the Executive Committee.

4. Annual Meeting

- a. The Executive Committee of the Association shall convene an Annual Meeting once in every year commencing January 1st and ending on December 31st. At least four weeks notice shall be given to all those entitled to attend. The business of the Annual Meeting shall be:
 - i. to receive the annual report of the Executive Committee and the independently examined or audited accounts for the year to the preceding December 31st prescribed in Article 8(b) below;
 - ii. to elect the officers of the Association prescribed in Article 5 below;
 - iii. to transact any other relevant business of which notice has been given with the notice convening the meeting.

- b. Twenty five individual members or one tenth of the members, whichever shall be the fewer, present in person shall constitute a quorum for the Annual Meeting. If a quorum is not present within thirty minutes after the time for which the meeting has been summoned, such business shall be postponed to an extraordinary general meeting which shall be held within three months of the date of the Annual Meeting. Two weeks notice of such extraordinary general meeting shall be given to all members. At such extraordinary general meeting, the members present shall constitute a quorum.
- c. All members shall be entitled to attend general meetings of the Association, and shall be entitled to vote.
- d. Any member may appoint any other member to act as his or her proxy at general meetings. Proxies may be lodged at or in advance of the relevant meeting.
- e. The chairperson of any general meeting or a majority of those voting at the meeting may requisition a postal ballot of all individual and honorary members with respect to any resolution.

5. Executive Committee and Officers

- a. The conduct of the Association's affairs, within the provisions of this Constitution and of resolutions passed by the Annual Meeting, shall be entrusted to the Trustees, who are expected to take advice from the Executive Committee.
- b. The Executive Committee shall consist of a Chairperson, a Vice-Chairperson, the immediate past Chairperson, a General Secretary, a Treasurer, one or more Review Editors, the Chairperson of the Conference of Professors of Accounting and Finance, the Chairperson of the Committee of Departments of Accounting and Finance (see Article 5(j)), the Chairperson of each recognised Special Interest Group (see Article 5(k)), and a member nominated by each regional group of the Association (as defined in Article 9(a, iii) below).
- c. The Chairperson, or in his/her absence the Vice-Chairperson, shall be chairperson of all meetings of the Executive Committee and all general meetings of the Association.
- d. The election of a Chairperson, Vice-Chairperson, General Secretary, Treasurer, and Review Editors shall be made annually at the Annual Meeting, and shall be determined by a simple majority of the votes of members present in person or by proxy; the chairperson of the meeting shall have a casting vote. Nominations for these offices shall be submitted to the General Secretary.
- e. The Executive Committee may co-opt not more than three members of the Association to serve on the Executive Committee until the end of the next Annual Meeting. A member shall not be co-opted to the Executive Committee for more than two consecutive years.
- f. Any four members of the Executive Committee for the time being shall constitute a quorum, provided that those present include the Chairperson or Vice-Chairperson.
- g. Any casual vacancy among the elected members may be filled by co-option by the Executive Committee. The members so co-opted will retire at the next Annual Meeting.
- h. The Executive Committee may invite any member to attend any of its meetings or any part thereof.
- i. The Executive Committee may set up sub-committees and working parties and may appoint as members of these any member of the Association. The Chairperson shall be an ex-officio member of all sub-committees and working parties. The proceedings of all sub-committees and working parties shall be reported back to the Executive Committee as soon as possible.
- j. The Conference of Professors of Accounting and Finance (CPAF) and the Committee of Departments of Accounting and Finance (CDAF) shall be standing committees of the Association. The Chairperson and General Secretary of the Association shall be ex-officio members of the Executive Boards of these standing committees. Membership of CPAF and CDAF shall be confined to members of the Association. The organisation and administration of these standing committees shall be subject to the approval of the Executive Committee of the Association. The proceedings of these standing committees shall be reported back to

the Executive Committee as soon as possible. The Constitutions of the CPAF and CDAF are set out as Appendices to this Constitution and available on the BAA website.

- k. The Executive Committee shall have powers to recognise Special Interest Groups of the Association (as defined in Article 9(a, iv) below). The Chairperson and General Secretary of the Association shall be ex-officio members of the Executive Boards of these Special Interest Groups. Membership of the Special Interest Groups shall be confined to members of the Association. The organisation and administration of the Special Interest Groups shall be subject to the approval of the Executive Committee of the Association. The Constitutions of each Special Interest Group are available on the BAA website.
- l. The Executive Committee may, and if at least nine members request must, call an extraordinary general meeting, giving at least four weeks' notice to those entitled to attend of the business proposed to be transacted. The Committee must conduct a postal ballot of individual and honorary members if so directed in accordance with Article 4(e) above.
- m. No Executive Committee member shall acquire any interest in property belonging to the Association (otherwise than as a Trustee for the Association) or receive remuneration or be interested (other than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

6. Trustees

- a. There shall be four Trustees of the Association.
- b. The Trustees shall be the persons who at that time hold the offices of Chairperson, Vice-Chairperson, Treasurer, and General Secretary of the Association.
- c. Every Trustee shall receive notice of the agenda and be entitled to attend and speak at every ordinary or emergency or extraordinary meeting of the Association and at every Executive Committee meeting.
- d. Any property of the Association other than cash and monetary assets shall be vested in at least two of the Trustees, to be dealt with by them as the Executive Committee shall from time to time direct. Such direction shall be by resolution which should be recorded in the appropriate minutes.

7. Sources and Uses of Funds

- a. The annual subscription rates for members shall be determined from time to time by resolution passed at the Annual Meeting on the recommendation of the Executive Committee.
- b. Annual subscriptions shall be payable on January 1st in each year. Any member whose subscription is not paid by December 31st within the relevant financial year of the Association, and who does not pay it within thirty days after formal notification of the provisions of this Article, shall be excluded from membership by the General Secretary and may thereafter only be reinstated by resolution of the Executive Committee and payment of arrears of subscriptions in full.
- c. The income of the Association (including its standing committees) from subscriptions, donations and otherwise shall be applied solely towards the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of reimbursement of expenses incurred on behalf of the Association to any officer or member of the Association.
- d. If upon the winding-up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other organisation having objects which are entirely charitable and similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its members to an extent at least as great as is imposed on the Association by virtue Article 7(c) above, such organisation to be determined by the members of the Association at or before dissolution, and if and insofar as effect cannot be given to the provisions aforesaid, then to some charitable objects.

8. Accounts and Independent Examination

- a. The Treasurer shall cause proper accounts to be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place and of the assets and liabilities of the Association.
- b. The Treasurer shall present to each Annual Meeting independently examined or audited accounts of the Association for the year to the preceding December 31st including accounts for any conference held during this period whether or not the Treasurer was directly responsible for their financial arrangements.
- c. The Annual Meeting shall appoint annually an independent examiner to examine the accounts of the year then in progress and to report to the next Annual Meeting. The independent examiner shall not occupy at the same time any other office within the Association.

9. Definitions

- a. In this Constitution the following words have the meanings hereby assigned to them:
 - i. "Accounting" shall be taken as inclusive of Finance and Financial Management;
 - ii. "Individual members" are persons elected to membership under the provisions of Article 3(b) or 3(c); and "honorary members" are persons elected to membership under the provisions of Article 3(e);
 - iii. "Regional groups" means groups of members of the Association which have been recognised by the Executive Committee as actively pursuing the objectives of the Association within a defined region;
 - iv. "Special Interest Groups" means groups of members of the Association which have been recognised by the Executive Committee as actively pursuing the objectives of the Association within a defined subset of the areas of interest of the Association. A Special Interest Group, in order to be recognised, should normally have a membership at least 5% of that of the Association as a whole.

10. Amendments

- a. No additional provisions may be introduced into this Constitution and no provision within this Constitution may be deleted, amended or replaced except by a resolution passed by not less than three-quarters of those members voting at the Annual Meeting of the Association or an extraordinary general meeting. Due intimation of any addition, deletion, amendment, or replacement proposed to the provisions of the Constitution must be given by the Executive Committee at the latest in the circular convening the Annual Meeting next following the receipt by the Association of any alteration proposed over the signatures of nine individual members.

Provide that:

- i. no amendment shall be passed which would have the effect of causing the Association to cease to be a charity; and
- ii. no amendment shall be made to Clauses 2, 5(m), 7(d) or this clause without prior consent of the Charity Commissioners in writing.