

RULES OF THE ASSOCIATION OF CORPORATE TREASURERS

INTERPRETATION

In these Rules the following words shall, if not inconsistent with the subject or context, bear the following meanings:

the “Charter”	means the Charter granted by Her Majesty in Council to the Association on 10 th July 2012;
“Associated Company”	shall have the meaning given by Section 256 of the Companies Act 2006;
the "Association"	means The Association of Corporate Treasurers;
the “Bye-laws”	means the Bye-laws set forth in the Schedule to the Charter and as amended from time to time in accordance with the Charter;
“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;
“close of business”	shall mean 17.00 hours, United Kingdom time;
“Conflict Situation”	shall mean a direct or indirect interest as specified in Rule 5.6;
"electronic communication"	shall have the same meaning as in the Electronic Communications Act 2000;
“electronic signature”	means anything in electronic form which the Council requires to be incorporated into or otherwise associated with an electronic communication for the purpose of establishing the authenticity or integrity of the communication;
the “former Association”	means the company known as The Association of Corporate Treasurers incorporated on 23 August 1979 (registered company no 01445322).
"member" (lower case “m”)	shall have the meaning accorded in Bye-law 1.1 except when used in the context of a member of the Council, the Advisory Board, a committee or (as in Bye-law 8.1) “other organisations”;
“organisation”	means a body corporate;
“person”	means an individual and not a body corporate;
“Secretary”	shall mean any person or organisation appointed from time to time by the Council to undertake the responsibilities set out in the Bye-laws.

References to a document being “signed” or to “signature” include references to its being executed under hand or under seal or by any other method and, in the case of an electronic communication, are to its bearing an electronic signature.

References to “writing” include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications where specifically provided in a particular Bye-law or where permitted by the Council in its absolute discretion.

Unless the context otherwise requires, words or expressions contained in these Rules shall bear the same meaning as in the Charter.

Words denoting any gender shall include both genders.

1. THE COUNCIL

1.1 In accordance with Bye-law 29.2, the initial Council shall comprise those persons who were members of the Council of the former Association of Corporate Treasurers as at 31 December 2012. Thereafter the members of the Council will comprise:

- (a) a president of the Association (the “President”) from time to time;
- (b) a deputy president of the Association (the “Deputy President”) from time to time;
- (c) a vice president of the Association (the “Vice President”) from time to time;
- (d) seven other persons, each of whom shall be Participating Members. At times there may be fewer than seven other persons as members of the Council, but at no time shall there be fewer than three other persons;

together with:

- (e)
 - (i) the immediate past President, being the person who held the office of President, whether filling a casual vacancy or otherwise, immediately prior to the election of a new President (the “Immediate Past President”);
 - (ii) any person holding office as Chief Executive under Bye-law 14.3;
 - (iii) any persons appointed to the Council under Rule 1.2; and
 - (iv) any persons co-opted to the Council under Rule 1.3.

1.2 Subject to Rule 1.1(d) the Council may appoint a Participating Member to fill any casual vacancy arising among their number during any year, and may likewise fill any vacancies in the Council left unfilled by the annual election in accordance with these Rules. Any person becoming a member of the Council under this Rule 1.2 shall retire from the Council with effect from the close of business on the next following 30th April and such person shall be eligible for nomination and election and, for the purpose of Rule 4.1, the period of such person’s service while filling the relevant casual vacancy shall be disregarded.

1.3 Council may co-opt up to four individuals - who need not be members of the ACT – to serve for a period of up to two years from their appointment date. They may then be co-opted for further periods of one year at the discretion of Council. During their period of co-option, these persons are entitled to vote at Council meetings but are not eligible for election as an Officer of Council.

1.4 A member of the Council may by notice in writing delivered to the Secretary resign from the Council with effect from 30 days after the date of the notice, unless the Council shall resolve to accept an earlier date, at which time he shall cease to be a member of the Council.

2. OFFICERS OF THE COUNCIL

2.1 In accordance with Bye-law 14, the President, the Deputy President and the Vice President shall be elected by ballot of Participating Members, to hold their respective offices in each case for a period of one year from the 1st May after such election and provided that:

- (a) no person shall be elected to any such office unless that person has signed a declaration of willingness so to act and is at the time of election either:
 - (i) an elected member of the Council; or
 - (ii) a member of the Council appointed pursuant to Rule 1.2 who has previously been an elected member of the Council;

and has been nominated for election to the office in question by at least one member of the Council;

- (b) no person shall be elected to the same office for two consecutive periods of one year except in exceptional circumstances as considered and recommended by the Association's Appointments, Remuneration and Audit Committee (ARAC) (a committee of Council appointed in accordance with Rule 7) and subsequently approved by Council; and
- (c) the Council may if it thinks fit appoint, from among their number, a person to fill any vacancy in any such office arising during a year to hold office until the end of the year or any other extended period of office and, for the purpose of Rule 2.1(b), the period of such person's service while filling the casual vacancy shall be disregarded.

In accordance with Rule 4.7, no election will be held if only one person is validly nominated for election to the relevant office or if the number of nominations is less than the number of vacancies arising.

2.2 Any person holding office as Chief Executive under Rule 1.1(e)(ii):

- (a) shall not be subject to election nor be required to retire under these Rules, and shall not be taken into account in determining the number to retire at any annual general meeting; and
- (b) shall not be eligible to be the President of the Association.

3. DISQUALIFICATION FROM COUNCIL OFFICE

3.1 The office of a member of the Council shall be vacated if he:

- (a) resigns in accordance with Rule 1.4;
- (b) is prohibited by the law of any jurisdiction from being a director of a body corporate;
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) is, or may be, suffering from mental disorder and either:
 - (i) is admitted to hospital in pursuance of an application for admission for treatment under any mental health statute; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

- (e) shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated; or
- (f) ceases to be a member of the Association.

4. ELECTIONS TO THE COUNCIL

4.1 In each year each member of the Council who has served a full term since being elected either to the Council of the former Association or to the Council provided under the Bye-laws shall retire from the Council with effect from the close of business on the 30th April provided that:

- (a) there shall be no such obligation to retire on the part of any person who has by the 30th April already been elected to serve as the President, Deputy President or Vice President or is the Immediate Past President, except in certain circumstances where he does not subsequently take up or vacates any relevant office as more particularly described in Rule 4.3; and
- (b) any member who would be required to retire from the Council by reason of having served a full term since being elected, shall, subject always to there being a vacancy on Council in accordance with Rule 1.1(d), be eligible for nomination and re-election to the Council with effect from the next following 1st May, unless, immediately prior to such retirement, that member has served two consecutive full terms as a member of the Council.

For the purposes of this Rule 4.1, Rule 4.2 and Rule 4.3, a "full term" shall be a period of three years.

4.2 Any member of the Council who:

- (a) is not nominated and re-elected in accordance with Rule 4.1(b) and whose retirement becomes effective; or
- (b) retires after having served two consecutive full terms;

may not stand for re-election to the Council unless the date on which such re-election would become effective is at least three years after the date of the member's most recent retirement from the Council.

4.3 Any Vice President who vacates his office or who does not subsequently take up his office as Deputy President, or any Deputy President who vacates his office or who does not subsequently take up his office as President, or any President who vacates his office, shall cease to be a member of the Council once he has served or is deemed to have served a full term. For these purposes only, his previous years as an officer of the Council shall also be counted for the purposes of computing whether he has or is deemed to have served a full term.

4.4 The President shall be entitled to serve one further year on the Council after he shall cease to be President in the capacity of Immediate Past President and the Immediate Past President shall cease to be a member of the Council at the end of his year of office and shall not be capable of standing for re-election to the Council until three years following the end of such year of office.

4.5 At least twelve weeks before the 30th April in each year, the Council shall cause notice to be sent to all Participating Members showing:

- (a) the names of those nominated for election as officers under Rule 2.1; and

- (b) the names of those who are due to retire from the Council at the close of business on the 30th April or who have ceased or will cease to be members of the Council;

and inviting nominations for eligible persons for election to fill the vacancies so arising (if any).

4.6 In order to be valid, a nomination for election to fill any vacancy shall:

- (a) be made and signed by at least two Participating Members;
- (b) include a signed statement by the person nominated of his willingness to be elected; and
- (c) be received at the office of the Association by such date as may be prescribed by the Council being not less than 21 days after notice was sent as aforesaid.

4.7 If only one person shall be nominated for election to any one office under Rule 2.1, or if the total number of persons validly nominated to fill vacancies arising among the other places in the Council is equal to or less than the number of vacancies due to arise, the persons so nominated shall be deemed to be duly elected to that office or, as the case may be, to the Council with effect from the 1st May following the election.

4.8 If more than one person shall be nominated for election to any one office under Rule 2.1, or if the total number of persons validly nominated to fill vacancies arising among the other places in the Council shall exceed the number of vacancies due to arise, the Council shall after the latest date stated for receipt of nominations cause to be sent by any reasonable means of delivery, including electronic means, to each Participating Member a ballot paper stating:

- (a) the names, addresses and business occupations of the nominated candidates together with such other information about them as the Council may from time to time prescribe;
- (b) the names, addresses and business occupations of the Participating Members by whom they were nominated;
- (c) the maximum number of candidates for whom any Participating Members may cast his votes, which shall be equal to the number of vacancies arising;
- (d) an instruction to vote for one of the candidates for each office under Rule 2.1 and a direction of the manner in which a vote shall be indicated; and
- (e) a statement of the rules by which a person shall be judged to be elected and of any other regulations which the Council may consider desirable or necessary from time to time for the conduct of elections.

4.9 For a vote to be valid, the ballot paper shall:

- (a) indicate, in the manner directed by the Council, each candidate for whose election the member is voting;
- (b) indicate votes for no more candidates than the maximum number stated;
- (c) be signed by the member voting and, in the case of a ballot paper returned in an electronic communication, be delivered in a form to include any electronic signature which the Council may require for the purpose of establishing the authenticity or integrity of the communication;
- (d) show the name and registered address of the member voting;
- (e) not contain any other writing by the member;

- (f) be sent or delivered in a sealed envelope or, if specifically allowed by the Council in the relevant case, sent via an electronic communication to the office of the Association;
 - (g) be received at the office of the Association at least five weeks before the 30th April.
- 4.10 If a ballot is necessary under Rule 4.8, the President, or, failing that, the Deputy President or, failing that, the Vice President shall, before the date stated under Rule 4.9(g), appoint a member of the Association who is not a candidate in the election to act as a scrutineer. Ballot papers received by the Association in accordance with Rules 4.9(f) and (g) shall upon the day after the date aforesaid be delivered sealed to the Secretary who, overseen by the scrutineer and assisted by staff of the Association, shall forthwith:
- (a) open the envelopes containing the papers and any electronic communication and examine them;
 - (b) count the votes and ascertain the results of all the elections;
 - (c) report in writing over the joint signatures of the Secretary and the scrutineer the numbers of votes for each candidate, the number of votes rejected and the grounds for rejection, the results of each election, the names of those duly elected and the positions to which they are elected; and
 - (d) on the 7th day after opening the said envelopes and electronic communications destroy all voting papers and delete (as far as practically possible) all electronic communications.
- 4.11 The report of the Secretary and the scrutineer as aforesaid:
- (a) shall be conclusive as to the result of any election notwithstanding any irregularity or informality that may come to light at any time;
 - (b) shall be open to the inspection of any member on application to the Secretary; and
 - (c) shall be prominently displayed on the Association's website.
- 4.12 In the event of an equality of votes for any office or vacancy, any applicable candidates shall be deemed to be elected with reference to the length of time he has been a member of the Association. That candidate or those candidates (as the case may be) with the longest period of membership will be deemed elected.

5. PROCEEDINGS OF THE COUNCIL

- 5.1 The President shall, in accordance with Bye-law 16.2, preside at every meeting of the Council, but if he shall not be present within five minutes after the time fixed for the meeting or shall have notified the Secretary that he will not be attending, one of the Deputy President or the Vice President shall preside at that meeting (to be decided between themselves who shall take the Chair), but if neither be present the members of the Council present shall elect one of their number to be chairman of the meeting.
- 5.2 The President or the Chief Executive with the consent of the President, the Deputy President or the Vice President, or any three members of the Council may, and the Secretary on such a requisition shall, summon a meeting at any time. Notice of a meeting of the Council shall be given to each member of the Council at least 7 days before the meeting to his registered address within the United Kingdom or to such other postal or e-mail address as he may from time to time notify to the Secretary for the purpose, but failing such notification it shall not be necessary to give notice to a member having an address outside the United Kingdom. The requirement to give notice under this Rule for any particular meeting of the Council may be waived by agreement of all those members of the Council entitled to be given notice.

- 5.3 The quorum necessary for the transaction of the business of the Council shall be five.
- 5.4 The continuing members of the Council may act notwithstanding any vacancy in their number, but, if and so long as that number is reduced below the number fixed by or pursuant to these Rules as the quorum for the transaction of business of the Council, the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a general meeting of the Association, but for no other purpose.
- 5.5 Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 5.6 Subject to the provisions of Rule 5.6.1, a member of the Council must avoid a situation in which he has, or can have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Association or any Associated Company (a "Conflict Situation"). The provisions of Rules 5.6.1 to 5.6.7 (inclusive) are applicable to Conflict Situations arising and the duties of Council members in relation thereto.
- 5.6.1 The duty of such member of the Council is not infringed if:
- (a) in the case of a Conflict Situation arising as a result of a direct or indirect interest in a transaction or arrangement that has been, or is proposed to be, entered into by the Association, the relevant member of the Council declares the nature and extent of that interest to the Council, promptly after he becomes aware of any interest of his or a connected person of his in the proposed transaction or arrangement in question (and for these purposes the member of the Council is treated as being deemed to be aware of matters of which he ought reasonably to be aware);
 - (b) in the case of any other Conflict Situation, the matter giving rise thereto has been authorised by the Council.
- 5.6.2 A declaration by a member of the Council under Rule 5.6.1(a) must be made at a meeting of the Council, or by notice in writing to the other members of the Council. If any such declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made by the member of the Council concerned.
- 5.6.3 Any member of the Council who wishes to seek authorisation for a Conflict Situation pursuant to Rule 5.6.1(b) must disclose to the Council the nature and extent of his other direct or indirect interest which gives rise to a Conflict Situation and any such authorisation given shall only be effective if:
- (a) neither the relevant member of the Council nor any other member of the Council, directly or indirectly interested in the matter under consideration, is counted in the quorum at the meeting at which the matter is considered; and
 - (b) neither the relevant member of the Council nor any such other interested member of the Council votes on the matter (and if he or any other such member of the Council does so, his vote shall not be counted).
- 5.6.4 When giving its authorisation to a matter giving rise to a Conflict Situation pursuant to Rule 5.6.1(b), the Council may impose such terms and conditions as it may in its absolute discretion think fit and the relevant member of the Council shall comply, and conduct himself in accordance with such terms and conditions.
- 5.6.5 Save as provided below (and whether or not the interest is one which in respect of which a declaration has been made pursuant to Rule 5.6.1(a) or authorised pursuant to Rule 5.6.1(b), such member of the Council shall not vote on, or be counted in the quorum in relation to, any resolution or authorisation of, or approval by, the Council concerning any matter in which he is directly or indirectly interested and, if he purports to do so, his vote shall be disregarded. This prohibition shall not apply to any resolution, authorisation or approval concerning a matter in which the relevant member:

- (a) has an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (b) has an interest only by virtue of an interest in or through the Association; or
- (c) has an interest of which he is not aware (and for this purpose, a member is treated as being deemed to be aware of matters of which he ought reasonably to be aware).

5.6.6 The duties of any member of the Council or any relevant committee are deemed to be owed to the Association.

5.6.7 References to the Council in this Rule 5 (apart from those in Rule 5.6.6 and in this Rule 5.6.7) include any relevant committee of the Council. References to a member of the Council include a member of any relevant committee of the Council and references to any meeting or resolution or authorisation of, or approval by, the Council, include any meeting or resolution or authorisation of, or approval by, any relevant committee of the Council. For the purposes of this Rule, a direct or indirect interest of any member of the Council or any relevant committee of the Council shall include the interest of any connected person in relation to such member.

5.7 A resolution, authorisation or approval in writing signed or approved by all the members of the Council or of a committee of the Council, shall be as valid and effectual as if it had been passed at a meeting of the members of the Council or of such committee duly convened and held and may consist of several documents in the same terms each signed or approved by one or more of such members.

5.8 A meeting of the Council may be deemed for all purposes duly convened and held if a member of the Council is (or members of the Council are) in communication with other members of the Council by telephone or by the medium of audio visual transmission, and if:

- (a) notice of the meeting has been given or the requirement to give notice has been waived as required by Rule 5.2;
- (b) all of the said members agree to treat the meeting as so held;
- (c) the number of members of the Council participating in such deemed meetings is not less than the quorum fixed in accordance with Rule 5.3; and
- (d) a chairman of the meeting appointed in accordance with Rule 5.1 is one of those so participating.

A resolution of a meeting deemed held in accordance with this Rule 5.8 shall be as valid as if made at an actual meeting.

6. ADVISORY BOARD

6.1 The chairman and other members of the Advisory Board constituted under Bye-law 17, may be non-members of the Association, but none may be a member of the Council. The chairman of the Advisory Board shall be appointed by the Council and shall have the duties which may be prescribed by the Council from time to time. The chairman of the Advisory Board, in consultation with the President and the Chief Executive, shall be responsible for the appointment of the other members of the Advisory Board. The chairman or any member of the Advisory Board may resign by notice in writing to the Council. The office of any member of the Advisory Board (including chairman) shall be vacated if any of the circumstances set out in Rule 3.1 (b) to (d) apply to such member.

7. COMMITTEES

- 7.1 The Council may appoint to any committee set up in pursuance of Bye-law 18.1 any member and persons who are not members as it shall at its discretion consider necessary to ensure impartiality or adequate expertise among the members of such committee, whether in a particular instance or generally.
- 7.2 The Council shall appoint a person to act as chairman of a committee. The person so appointed need not be a member of the Association. If at any meeting the chairman is not present within five minutes after the time appointed for the meeting the members present may choose one of their number to act as chairman for that meeting.
- 7.3 Questions arising at a meeting of any committee shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

8. REMUNERATION AND EXPENSES

- 8.1 No members of the Council, the Advisory Board or any committee shall be entitled to any remuneration by virtue of acting in such capacity.
- 8.2 Notwithstanding the provisions of Rule 8.1 the Council may, exceptionally, determine that remuneration may be paid for additional services performed by such members in other capacities.
- 8.3 The Association may pay reasonable expenses wholly, necessarily and properly, incurred by members of the Council, the Advisory Board or of any committee in connection with their attendance of meetings of the Council, the Advisory Board and any committee, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 No business shall be transacted at any general meeting unless a quorum of members is present; save as herein otherwise provided, five Participating Members present in person shall be a quorum.
- 9.2 If within half an hour from the time appointed for the meeting a quorum is not present or if, during a meeting, a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting or ceases to be present, the members present shall be a quorum.
- 9.3 The President or, failing him, the Deputy President or, failing them, the Vice President, shall preside as chairman at every general meeting of the Association, or if there is no such person qualified to be chairman of the meeting, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be chairman of the meeting.
- 9.4 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at it.
- 9.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.

A declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 9.6 The result of the poll shall be deemed to be the resolution of the meeting and a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 9.7 The election of a chairman of a meeting, or on any question of adjournment shall be decided by show of hands of those present in person.
- 9.8 In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 9.9 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- 9.10 An Ordinary Resolution to be proposed at a general meeting may be amended by an Ordinary Resolution if:
- (a) notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 9.11 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the proposed amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 9.12 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on the resolution.
- 9.13 A resolution in writing signed by all Participating Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

10. VOTES OF MEMBERS

- 10.1 Any instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notary certified or office copy must be deposited or otherwise received at the office of the Association not less than 48 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 12 months from the date of its execution.
- 10.2 A vote given in accordance with the terms of an instrument of proxy shall be valid despite the occurrence, prior to the relevant meeting, of the death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, unless an intimation in writing of the death, insanity or revocation shall have been received at the office of the

Association one hour at least before the time fixed for holding the meeting or adjourned meeting at which the proxy is used.

- 10.3 Any instrument appointing a proxy shall be in such form and may be transmitted by such means as the Council may approve or allow.

The Ethical Code

1. This Code applies to all members, including student members, of the Association of Corporate Treasurers (hereinafter referred to as "ACT"), as defined in Bye-laws.
2. For the purposes of this Code any reference to a 'member' includes all persons and bodies corporate to whom this Code applies, as described at paragraph 1. (a) above.
3. This Code sets down principles, which should be followed by all members of the ACT. In the event a member contravenes the Code, a complaint may be made against that member under the ACT's Disciplinary Rules and the member may become liable to disciplinary action in accordance with those Rules.
4. This Code provides a framework for the conduct of all treasury activities. The fundamental philosophy behind this Code is the view that corporate treasurers should act in accordance with the highest professional standards.
5. The ACT has a significant proportion of members not engaged in corporate treasury management. There are, for example, members in accountancy, banking and other financial occupations, in financial management other than treasury, and in general management and consultancy. Some members are self-employed either on their own or in partnership. As the principal object of the ACT is to serve as the professional body for those engaged in treasury management, this Code deals primarily with the ethical issues of that occupation, but also covers issues which affect members in all occupations.
6. *INTENTIONALLY DELETED.*

Fundamental principles

7. The fundamental principles governing the conduct of members of the ACT are:
 - (a) Integrity, which includes:
 - (i) avoiding conflict between the members' private self-interest and that of their employers or clients;
 - (ii) serving their employers, or, where applicable, their clients, honestly and in good faith;
 - (iii) acting honestly and in good faith towards all those outside their own organisations (in addition to those mentioned above) who deal with them;
 - (iv) fulfilling the duties of trust owed by reason of the actual appointment or appointments held by them; and
 - (v) upholding, in whatever way is appropriate to the member's occupation or appointment, the standards of integrity and fair dealing required for the honest

conduct of business and for the effective functioning of the financial markets in which the member or the member's employer play a part.

- (b) Independence in making professional judgements and in giving opinions and statements.
- (c) Courtesy and consideration to all with whom they have contact in their professional work.
- (d) Professional competence, which includes:
 - (i) compliance with the technical and professional standards expected of the member not only as a member of the ACT, but also by virtue of the seniority and responsibility of the member's position; and
 - (ii) carrying out their duties with reasonable care and skill, particularly where their failure to do so could adversely affect members of the public, persons, including bankers, dealing with the member's employer or, where applicable, clients.
- (e) Confidentiality, which includes refraining from disclosing or using for their own purposes or for some other improper purpose confidential information obtained in the course of their employment, in the performance of their duties or through their membership of the ACT (including, for the avoidance of doubt, the ACT's Directory of Members) or other information which they know to be of a confidential nature.
- (f) Compliance with the laws, regulations and conventions of the countries and markets in which they transact business, including company law, tax law, exchange control regulations, and regulations to protect the interests of the public dealing in financial and similar markets; in the United Kingdom, for example, these would include the City Code on Take-Overs and Mergers, the Rules and Regulations of the Stock Exchange and Regulations issued under the Financial Services and Markets Act 2000.
- (g) Compliance with the codes and rules of other professional bodies to which the member belongs.

Relationships and duties

- 8. A member who acts as a treasurer or who manages the treasury function has duties, derived from the fundamental principles set out in paragraph 7, to a number of different classes of people.
 - (a) The first such class is the member's own employer. The nature of the treasurer's employment can breed conflicts of interest, especially where other parties place special trust in the integrity of the treasurer by virtue of the treasurer's membership and professional standing. The member must avoid misleading those parties not only by mis-statements, but also by omitting material information. Where this type of conflict of interest causes difficulty, the member should seek legal advice or request guidance from the ACT.
 - (b) Another class of people to whom a duty is owed are members of the public or others likely to read and act on documents which the member prepares for use outside the member's own organisation. Examples are an offer document, a circular to shareholders or a disclosure letter.

- (c) A third class is represented by bankers and others with whom members deal on their employers' behalf in the course of their duties. Here too their professional duty is to honour the trust which such outside parties may reasonably place in them as members and by virtue of their appointment. Whenever this causes conflicts of interest, they should ensure that the outside parties understand their position clearly, and, if they think it appropriate to do so, seek legal advice or guidance from the ACT.
 - (d) A fourth class is a member's fellow employees, and particularly a member's junior staff, who look to the member's as a person of professional integrity.
9. The duties described in paragraph 8 above shall be complied with, so far as applicable, by members working as treasury staff, or engaged in other financial activities.
 10. Members who are employed but who are not engaged in the activities covered by paragraphs 8 or 9 above, will have analogous relationships. They too must conduct themselves in those relationships in accordance with the principles and duties contained in paragraphs 7 and 8 above.
 11. Members in a professional practice must comply with:
 - (a) 'mutatis mutandis' the principles and duties set in paragraphs 7 and 8 above;
 - (b) the rules of any profession to which they belong; and
 - (c) the normal standards of a professional in practice, including courtesy towards competitors, care on behalf of their clients' interests, safeguarding clients' funds entrusted to them, and maintaining the respect in which the public holds their profession.
 12. In addition, all members have a professional and collegiate relationship with their fellow members of the ACT.
 13. It is the duty of all members not to conduct themselves in a manner which may bring them or the ACT into disrepute.

Gifts, services and hospitality

14. The treasurer's role as a buyer of financial and similar services can cause ethical dilemmas in a number of ways. They can arise if a member engaged in treasury management is offered hospitality, commissions or gifts or personal services either free or at less than market prices, or if the member conducts personal business with a supplier of financial or other services who also conducts or seeks to conduct business with the member's employer. In such situations a member should comply with the following principles and rules:
 - (a) Members must not accept gifts, services or hospitality in any way which could affect, or which might appear to affect, their judgement or loyalty or the proper performance of their duties.
 - (b) Members must avoid any impairment of their integrity and independence of judgement, especially in the choice of parties with whom to deal on their employers' behalf.

- (c) A member must ensure that the member's employer is aware of and has agreed to any personal business that the member may conduct with parties who also conduct or seek to conduct business with the member's employer, and disclose any benefits thereby received or to be received by the member.
15. Members not engaged in treasury management should follow the same principles where analogous issues arise.

THE ASSOCIATION OF CORPORATE TREASURERS – DISCIPLINARY RULES

1. DEFINITIONS AND INTERPRETATION:

(a) The following definitions apply in this document:

the ACT	the Association of Corporate Treasurers, a body incorporated by Royal Charter
Appeal Fee	£500.00 (five hundred pounds)
Appeal Chair	the person appointed from the Disciplinary Pool by Council as chair of all Appeal Panels
Appeal Panel	the tribunal appointed to determine any appeal against a decision of a Disciplinary Panel in accordance with the Rules
Appellant	a party to a Disciplinary Panel decision (either the ACT or a Respondent) seeking to appeal that decision in accordance with these Rules
ARAC	the ACT's Appointments, Remuneration and Audit Committee for the time being
Business Day	any day except a Saturday, Sunday or a bank holiday in England and Wales
Case Examiner	a person appointed by Council to make determinations pursuant to these Rules
Case Investigator	a person appointed by Council to investigate Complaints and to produce reports for a Case Examiner
Chair	the chair for the time being of a Panel
Chief Executive	the Chief Executive for the time being of the ACT
Complaint	an allegation in any form made by a third party to the ACT concerning a Member's breach of the Ethical Code
Complainant	the person who has made a complaint to the

	ACT about a Member
Consensual Order	an agreement prepared by the Case Examiner for acceptance by the Respondent for the disposal of a Complaint as defined in Rule 8
Council	the Council for the time being of the ACT, being the ACT's governing body
Director of PS&G	the Director of Professional Standards and Governance from time to time of the ACT
Disciplinary Chair	the person appointed from the Disciplinary Pool by Council as chair of all Disciplinary Panels
Disciplinary Pool	<p>a pool of individuals appointed by Council to have responsibility for the implementation of the Rules insofar as they relate to Disciplinary Matters and from which the Panels are drawn.</p> <p>It shall consist of Members other than members of Council and Lay Members, and not any members of ACT staff</p>
Disciplinary Matter	as defined in Rule 3
Disciplinary Panel	the tribunal appointed to determine the complaint in accordance with the Rules.
Ethical Code	the ACT's Ethical Code, which precedes these Rules
Indicative Sanctions Guidance	the guidance promulgated by the ACT to which the Case Examiner, Disciplinary and Appeals Panels shall refer when imposing a Sanction
Lay Member	a member of the Disciplinary Pool who is not a Member
Member	<p>as defined in clause 1 of the ACT's Bye-laws and includes in each case where applicable a former Member, and the word Membership shall be construed accordingly.</p> <p>For the avoidance of doubt, Member includes Student Member and does not include any:</p> <p>) eAffiliate member (not studying for an ACT</p>

	qualification); and J Business Membership Representative.
Notice of Appeal	a notice of appeal against the decision and/or the Sanction(s) imposed by a Disciplinary Panel to an Appeal Panel, described, and served, in accordance with Rule 16.
Notice of Response	a notice responding to the Notice of Appeal, described, and served, in accordance with Rule 16(d)
Panel	a Disciplinary Panel or an Appeal Panel as appropriate
Professional Complaint Form	the form promulgated by the ACT by which a Complainant is encouraged to make a Complaint
Respondent	a Member the subject of a Disciplinary Matter
Rules	these, the ACT's, Disciplinary Rules
Sanctions	the sanctions listed in Rule 9

- (b) Any phrases introduced by the words **include, including, includes, in particular** and **such as** are to be construed as illustrative and shall be read as if followed by the words **without limitation**.
- (c) Any meeting may be convened either electronically (whether by Skype or email) or in person.
- (d) The singular includes the plural and vice versa.

2. INTRODUCTION

- (a) The ACT is the leading professional body for those working in treasury, risk and corporate finance. Its purpose is to represent the interests of its members and to act as the voice of corporate treasury. The ACT is committed to promoting and upholding the highest level of professional standards in the treasury profession so as to safeguard the trust and confidence invested in the profession by all those who deal with it. To reflect this the ACT promulgates the Ethical Code to provide clear guidance to its members on their ethical responsibilities.
- (b) The ACT treats breaches of the Ethical Code as a matter of serious concern. These Rules describe and explain the process for raising complaints about alleged breaches. They apply to all Members.
- (c) In devising these Rules the ACT has sought to reflect the following principles:

- (i) the ACT has a duty to act fairly in the context of promoting the public interest by seeking to maintain high standards in the treasury profession;
 - (ii) any decisions the ACT makes shall be reasonable and taken having regard to relevant matters and without regard to irrelevant matters;
 - (iii) any Member the subject of a Complaint has the right to be heard even though it is not necessary that the Member is in fact heard;
 - (iv) the ACT shall deal with alleged breaches of the Ethical Code in a manner that is timely, impartial and, as far as possible, confidential;
 - (v) the overriding aim of the Rules is to uphold high standards of professional conduct in accordance with the Ethical Code. If necessary, the ACT shall instigate disciplinary proceedings in order to deal with a Complaint but it will never do so lightly.
- (d) The Director of PS&G has overall responsibility for these procedures, ensuring they are implemented as intended, held under review and updated when required. In order that Council may have visibility of, and exercise some control over, the procedures in practice (but not the detail of the cases), the Director of PS&G shall report at each meeting of ARAC on all current and outstanding Disciplinary Matters, on a no-names basis.
 - (e) The ACT shall, throughout the disciplinary procedures, have regard to the principles of natural justice and procedural fairness and applicable articles of the European Convention on Human Rights.
 - (f) For the ACT to investigate any Complaint, the Complainant is encouraged to complete a Professional Complaint Form including full name and contact information (address, telephone number and email address). The Complainant may retain anonymity but this may restrict the ACT's ability to investigate the Complaint. In most cases the Case Examiner or Disciplinary Panel, as applicable, will gather independent evidence and should not need to identify the Complainant. However, if a Complainant is the main source of evidence of the alleged breach the ACT will, if relevant, seek the Complainant's consent to supply the Complainant's details to the Respondent as part of the investigation.
 - (g) Once a Complaint has been received the ACT shall investigate it in accordance with the Rules. The ACT shall during its investigations endeavour to keep the Complainant informed of progress and the outcome as far as it can subject to any duties of confidentiality or other legal restrictions.
 - (h) The ACT will consider the outcomes of investigations, on the same or a related matter, by other recognised organisations (such as employers, professional bodies, regulatory bodies and law enforcement authorities) of a member's actions where these actions constitute a breach of the Ethical Code. The ACT will only consider these when they have been completed and any judgment becomes final or on termination of the proceedings (if the proceedings are terminated before judgment is given). The ACT requires the Respondent to notify it as soon as judgment becomes final or the proceedings are terminated.

3. DISCIPLINARY MATTERS

- (a) The ACT shall investigate a person if that person is the subject of a Disciplinary Matter.
- (b) A Disciplinary Matter is one where:

- (i) it is alleged that the person is guilty of a breach of the Ethical Code; or
- (ii) the person has been convicted by any competent court on a criminal charge involving dishonesty, violence or indecency or is found by a competent court in any civil action to have acted fraudulently or dishonestly; or
- (iii) the person has failed to comply with these Rules;
- (iv) the Complaint is submitted within 36 months of the date the events complained of took place or the date the Complainant became (or should reasonably have become) aware that the events complained of took place (whichever is the later); and
- (v) in each case, the person is a Member or was a Member at the time the alleged action complained of took place.

4. CASE INVESTIGATOR, CASE EXAMINER AND DISCIPLINARY POOL

- (a) Council shall designate a person (the **Case Investigator**), who shall not be a member of Council nor of a Pool, to undertake the preliminary investigation of Complaints.
- (b) Council shall designate a person (the **Case Examiner**), who shall be any member of Council or, in the case of plagiarism or other misdemeanours in relation to the sitting of an exam, the exam's chief examiner, to consider, in accordance with these Rules, the results of the Case Investigator's investigations and, in appropriate cases, decide on whether a Complaint should be dealt with summarily under the Rules or whether it should be referred to a Disciplinary Panel for hearing.
- (c) Council shall appoint a Disciplinary Pool, comprising no fewer than nine members, of whom no fewer than three shall be Lay Members.
- (d) To facilitate independence and impartiality, members of the Disciplinary Pool shall be appointed for terms of six years and may be re-appointed at the end of their term. Members may resign from the Disciplinary Pool on three months' written notice to Council or at the end of their involvement on any current Panel, whichever is the later.
- (e) Council shall appoint such other members of the Disciplinary Pool as necessary at any time to ensure that the minimum number of nine members of the Disciplinary Pool and three Lay Members is maintained, and shall make such other arrangements in order to empower members of the Pool to form Panels as necessary.

5. CHAIRS AND PANELS

- (a) Council shall appoint, from the Disciplinary Pool, a Disciplinary Chair and an Appeal Chair, who shall act as Chairs of all Disciplinary Panels and Appeal Panels as appropriate. If any Chair is unavailable in any particular case then Council may appoint an alternative.
- (b) A person appointed to a Panel may not sit as a member of that Panel in any case where that person has participated previously in the consideration (unless sitting as a member of the Disciplinary Panel reconvened following a direction from an Appeal Panel under the Rules) or where there is a personal connection with the Respondent or Complainant or witnesses.
- (c) The quorum for a meeting of a Panel shall be three, which must include at least one lay representative (that is, a person who is not and who never has been a Member).

- (d) Meetings of Panels may be convened at any time by or on the authority of the Chair. The Chair may also appoint to the Panel as a specialist adviser a person who in the Chair's opinion has knowledge or expertise relevant to a particular Disciplinary Matter not otherwise available to the Panel. The specialist adviser is not entitled to vote.
- (e) A Disciplinary Panel shall be made up of members of the Disciplinary Pool. The Disciplinary Panel shall determine Disciplinary Matters against Respondents referred to it by a Case Examiner in accordance with these Rules.
- (f) An Appeal Panel shall be made up of members of the Disciplinary Pool. The Appeal Panel shall hear any Respondent's Appeal against a Disciplinary Panel decision in accordance with these Rules.

6. RECEIPT AND PRELIMINARY INVESTIGATION OF COMPLAINT

- (a) If the ACT either receives a Complaint, or is otherwise made aware of an event, that constitutes a Disciplinary Matter then it shall refer the matter to a Case Investigator.
- (b) Upon such referral of a Disciplinary Matter, the Case Investigator shall investigate it by such means as the Case Investigator considers appropriate and shall prepare a written report summarising the conclusions of that investigation.
- (c) The Case Investigator shall notify in writing the Respondent of the Disciplinary Matter within 20 Business Days of it coming to the attention of the ACT. This notification shall include details of:
 - (i) the nature of the complaint made against the Respondent, including, where known, a short summary of the alleged facts upon which the complaint is based; and
 - (ii) the relevant provisions of these Rules and/or the Ethical Code in respect of which it is alleged the Respondent is in breach.

The Case Investigator may, in the Case Investigator's discretion, disclose the identity of the Complainant. However, the Respondent shall have no right to require disclosure of the identity of the Complainant.

- (d) Save in cases that appear to the Case Investigator to be vexatious, frivolous or otherwise an abuse of the functions of the ACT or where the 36-month time limit has expired, neither the investigation nor the report will be finalised until the Respondent has been given not less than 15 Business Days to:
 - (i) consider the allegations notified by the Case Investigator to the Respondent;
 - (ii) respond to them in writing; and
 - (iii) provide details of mitigating factors, if any.
- (e) When finalised, the Case Investigator will send the report to a Case Examiner as soon as reasonably practicable.

7. DETERMINATION BY CASE EXAMINER

- (a) Having considered the report and sought such clarification from the Case Investigator or others (which may include requiring the Case Investigator to make further enquiries of third parties) as the Case Investigator sees fit, the Case Examiner shall determine whether:
 - (i) the 36-month time limit has expired;
 - (ii) even if the allegations prove to be true, the Respondent would not be guilty of a Disciplinary Matter (i.e. no *prima facie* case has been made out against the Respondent),
 - (iii) the Complaint is not substantiated by sufficient evidence;
 - (iv) the Complaint is vexatious, frivolous or otherwise an abuse of the functions of the ACT;
 - (v) pursuit of the Disciplinary Matter under the Rules would, in the Case Examiner's reasonable opinion, constitute an abuse of process;
 - (vi) it is not, in the Case Examiner's reasonable opinion, in the public interest for the Disciplinary Matter to proceed further under the Rules; and/or
 - (vii) the facts surrounding the Disciplinary Matter have been, are currently or are likely to be, before the courts or before any other professional or regulatory body or other tribunal.
- (b) If the Case Examiner determines that any of Rule 7(a) above (i)-(vi) applies then the Disciplinary Matter shall be rejected.
- (c) If the Case Examiner determines that Rule 7(a)(vii) [*other proceedings*] applies the Case Examiner may, with full discretion, defer consideration of the Disciplinary Matter pending determination of the other proceedings.
- (d) The ACT shall notify the Complainant (if any) of the rejection or deferral of the Complaint and the reasons for the rejection or deferral in writing within 10 Business Days.
- (e) If the Case Examiner determines that none of the circumstances of 7(a) applies, the Case Examiner will determine whether the Disciplinary Matter satisfies any one or more of the following criteria such that a Sanction may be imposed by the Case Examiner without reference to a Disciplinary Panel:
 - (i) the allegations constituting the Disciplinary Matter are accepted by the Respondent;
 - (ii) there is no material evidence in dispute between the Complainant and the Respondent;
 - (iii) the parties agree to a determination by the Case Examiner;
 - (iv) all reasonable endeavours have been made to contact the Respondent and the Case Investigator and/or Case Examiner has received no response from the Respondent;
 - (v) in the Case Examiner's opinion the response provided by the Respondent has no real prospect of successfully defending the Disciplinary Matter.

- (f) If any of the above criteria are satisfied, the Case Examiner may make a determination on the Disciplinary Matter based on the Case Investigator's report and any other documents obtained and may impose any Sanction or a combination of Sanctions the Case Examiner considers fair and reasonable taking into account any mitigation provided by the Respondent and the current Sanctions Guidance. The Case Examiner shall notify the Respondent accordingly and the Sanction will take effect from the date 15 Business Days after the date of service of this notice on the Respondent, unless the Respondent lodges a valid notification of appeal pursuant to this Rule prior to that date. Notice of the Case Examiner's determination shall also be given to Council.
- (g) If neither 7(b), 7(c) nor 7(f) applies, the Case Examiner shall formulate and refer a formal complaint to a Disciplinary Panel, together with:
 - (i) a summary of the facts upon which the Disciplinary Matter is based;
 - (ii) copies of any relevant written representations, documents or witness evidence in relation to the Disciplinary Matter; and
 - (iii) a summary of any relevant oral representations or evidence in relation to the Disciplinary Matter.
- (h) In deciding whether to refer a Disciplinary Matter to a Disciplinary Panel, the Case Examiner shall be entitled to take into account the result of investigations into any previous Complaints concerning the Respondent. If the Case Examiner intends to take account of such matters in reaching a decision, the Case Examiner shall notify the Respondent of the relevant prior Complaint(s) and the Respondent may make representations in relation to the prior Complaint(s).
- (i) The Respondent shall have the right of appeal against the Case Examiner's determination and the ACT shall notify the Respondent of that right and its consequences at the same time as notifying the Respondent of the determination.
- (j) The Respondent must notify the ACT of any wish to appeal within 15 Business Days of being notified of the Case Examiner's determination and, for the avoidance of doubt, if the Respondent does not provide such notice, the determination shall stand.
- (k) The Respondent's notification under this Rule must be in writing and shall be in the form of a request for a full hearing before a Disciplinary Panel. The effect of a notification of appeal under this Rule will be that the Sanction will be reversed and the Disciplinary Matter will be referred to a Disciplinary Panel as if the Case Examiner had made no determination under this Rule.

8. CONSENSUAL ORDER

- (a) The Case Examiner may at any time invite the Respondent to approve and sign a consensual order to be prepared by the Case Examiner that sets out a brief summary of the facts surrounding the Disciplinary Matter and the proposed Sanction(s) (**Consensual Order**).
- (b) The effect of a Consensual Order is to dispose of the matter on the terms as agreed in the Consensual Order without the need for further process.
- (c) By agreeing to a Consensual Order the Respondent agrees there shall be no right to appeal.

- (d) Where a Consensual Order is not agreed under this Rule, the Case Examiner may, under Rule 7 impose a Sanction or refer the Disciplinary Matter to a Disciplinary Panel.

9. SANCTIONS

A Panel or Case Examiner as appropriate may impose any one or more of the following sanctions (**Sanctions**) in accordance with these Rules:

- (a) the Respondent be reprimanded;
- (b) the Respondent be required as a condition of Membership, and at the Respondent's expense, to attend such additional training or to undertake such further tests of competence as the Panel/Case Examiner may determine;
- (c) the Respondent be fined an amount not exceeding a maximum (currently £1,000) determined from time to time by Council;
- (d) the Respondent be suspended from Membership for a specified period of up to three (3) years;
- (e) the Respondent be expelled from Membership;
- (f) the Respondent's examination candidature be rescinded, or script or paper or submission be disallowed;
- (g) the Respondent be excluded, for a specified period of up to three (3) years, from ACT examinations;
- (h) such other sanction or order as the Panel/Case Examiner considers reasonable and appropriate having regard to the objective of dealing with Complaints justly and in ways that are proportionate in the context of securing and justifying the confidence of the public, employers and Members; and/or
- (i) the Respondent be required to pay any subscription arrears or other monies due to the ACT.

10. DISCIPLINARY PANEL PREPARATION

- (a) Within 10 Business Days of the referral of a Disciplinary Matter to a Disciplinary Panel, the ACT shall provide the Respondent with the following documents and information:
 - (i) a copy of the Rules;
 - (ii) a copy of the Ethical Code in force at the time the events complained of took place;
 - (iii) a summary of the Disciplinary Matter;
 - (iv) copies of any documents in whatever form in ACT'S possession at that time and upon which the ACT may rely or that may undermine any case subsequently brought before the Disciplinary Panel.
- (b) The ACT shall advise the Respondent in writing that:

- (i) the Respondent may attend the hearing to speak and give evidence (including evidence in relation to mitigation of sanction) and may also be represented;
 - (ii) the Respondent may call witnesses and cross-examine witnesses called on behalf of the ACT;
 - (iii) if the Respondent does not attend the hearing the matter may be determined in the Respondent's absence; and
 - (iv) the Respondent may make written submissions relating both to the substantive Disciplinary Matter and to mitigation.
- (c) The Disciplinary Panel may meet, either in person or by telephone, in advance of the hearing to discuss the Disciplinary Matter and to schedule a date for the hearing.
- (d) The ACT shall give the Respondent not less than 15 Business Days' notice of the date of the hearing.
- (e) The Respondent shall notify the ACT not later than 10 Business Days prior to the hearing whether the Respondent wishes to attend or be represented at the hearing. If the ACT does not receive such notification from the Respondent or if the Respondent fails to attend the hearing then, provided that the Disciplinary Panel is satisfied that the notice of the hearing was properly served on the Respondent in accordance with these Rules, the Disciplinary Panel may proceed with the hearing in the Respondent's absence.
- (f) The ACT shall supply to the Respondent (or any nominated representative) no later than 10 Business Days before the proposed hearing, to the extent not already supplied:
- (i) copies of any documents in whatever form in the ACT's possession at that time and upon which the ACT may rely or that may undermine any case subsequently brought before the ACT, to the extent not already supplied; and
 - (ii) the names of any witnesses it proposes to call together with copies of written statements signed by those witnesses and verified by a statement of truth, which statements shall contain the substance of the evidence the witnesses will give.
- (g) The Respondent shall provide to the ACT no later than 10 Business Days before the proposed hearing:
- (i) the names of any witnesses the Respondent proposes to call together with copies of written statements signed by those witnesses and verified by a statement of truth, which statements shall contain the substance of the evidence the witnesses will give; and
 - (ii) any documentary evidence the Respondent proposes to rely upon at the hearing.
- (h) At any time before the date of the proposed hearing, a party may request in writing sent to the other party and the Disciplinary Chair that the Disciplinary Chair waive or otherwise vary the time limits imposed by above Rule 10(f) (the ACT) and Rule 10(g) (the Respondent). The Disciplinary Chair shall invite representations from the other party before determining the application.

- (i) If a party fails to comply with Rule 10(f) or 10(g) as applicable and no order has been made on an application under Rule 10(h) above, then that party will not be able to rely on that evidence unless, having heard representations from both parties, the Disciplinary Chair orders otherwise.

11. HEARINGS – GENERAL PRINCIPLES

- (a) Hearings shall take place at the ACT's headquarters or at such other venue reasonably determined by the Panel.
- (b) Any hearing shall be conducted with due regard to the principles of natural justice and conclusions on the merits of a complaint shall be reached on the balance of probabilities.
- (c) Hearings shall be held in public unless and to the extent that the Chair decides that it is in the public interest or in the interests of justice to be held in private. The Chair may exclude the public at any time at the Chair's discretion.
- (d) Any member of the Panel shall have the right to question the Respondent, any accompanying person and witnesses as appropriate.
- (e) At the conclusion of the hearing, all except the Panel shall withdraw to allow the members of the Panel to deliberate in private.
- (f) The ACT shall retain a written record of the proceedings.

12. CHAIR'S POWERS OF CASE MANAGEMENT

- (a) The Chair of any Panel may, upon the application of the Respondent or the ACT or otherwise, make any order and/or give any direction or instruction considered necessary for the proper conduct of the proceedings, including:
 - (i) extending or shortening the time for compliance with any Rule;
 - (ii) adapting or dispensing with any procedural steps set out in these Rules;
 - (iii) requiring a record to be made of the proceedings or any part of them;
 - (iv) requesting any person to attend the hearing;
 - (v) holding a preliminary hearing;
 - (vi) adjourning (for such period and upon such terms as the Chair considers appropriate) or bringing forward a hearing;
 - (vii) requiring a party or a party's representative to attend a preliminary or other hearing (either in person or by such other means as the Chair may determine such as by video conferencing or telephone);
 - (viii) directing that part of any proceedings be dealt with as separate proceedings;
 - (ix) staying the whole or part of any proceedings;

- (x) suspending the hearing at any time to consult with the Panel or its advisors or at the reasonable request of the Respondent;
 - (xi) consolidating Disciplinary Matters or appeals;
 - (xii) directing that two or more Disciplinary Matters or appeals be heard on the same occasion;
 - (xiii) directing a separate hearing in relation to any issue;
 - (xiv) deciding the order in which issues are to be determined;
 - (xv) excluding an issue from consideration;
 - (xvi) dismissing or determining a Disciplinary Matter or an Appeal after a decision on a preliminary issue;
 - (xvii) directing that evidence provided to the Panel either by the Respondent or the ACT after the deadlines laid down in these Rules have expired may be considered;
 - (xviii) directing that any technical defect in the Disciplinary Matter or in the procedure followed by the parties or the Panel shall be remedied or waived and shall not invalidate any step in the disciplinary proceedings provided that the proceedings are fair to the Respondent and the ACT's Disciplinary Rules have been complied with;
 - (xix) taking any other step or making any other order for the purpose of managing or dealing with the case and furthering the objective of dealing with Disciplinary Matters and appeals justly and in ways that are proportionate in the context of securing and justifying the confidence of the public, employers and Members.
- (b) The Chair's decision in respect of the matters set out in (a) above shall be final.

13. ADMISSIBILITY OF EVIDENCE

- (a) Subject to Rule 13(b) below, at any hearing before a Panel the rules on the admissibility of evidence that apply in civil proceedings in England and Wales shall apply.
- (b) The Panel may hear or receive evidence that would not be admissible in such proceedings if it is satisfied that it is fair and relevant to the case before it and that its admission is necessary in furtherance of its role to make due inquiry into the issue(s) it is called upon to determine.
- (c) Production of a certificate purporting to be under the hand of a competent officer of any court worldwide that a person has been convicted of a criminal offence shall be conclusive evidence of the offence committed and of the findings of fact upon which it was based.
- (d) Production of a certificate signed by a police officer or Crown prosecutor or, outside England and Wales, a public prosecutor, that a person has been cautioned for a criminal offence shall be conclusive evidence of the offence committed and of the facts upon which the caution was based.
- (e) Production of a certificate signed by an officer of a regulatory body shall be a rebuttable presumption that it has made a determination about the conduct of a person and shall be conclusive prima facie evidence of that determination and the facts found proved in relation

to it. For the purposes of this Rule, the official publication of such determination or finding of fact by the regulatory body on its website or in any other official publication shall be deemed to be a certificate signed by an officer of that regulatory body.

- (f) For the purposes of this Rule 13(c)-(e), the burden of rebutting the evidence shall be upon the Respondent who shall, as a condition of rebuttal, produce to the ACT, within 10 Business Days of indicating an intention to challenge the said determination, all documents in the Respondent's possession, custody or control in relation to the proceedings that led to the determination.

14. DISCIPLINARY PANEL HEARINGS

- (a) Subject to the Rules, the Disciplinary Panel may decide its own procedure and the Disciplinary Chair shall have discretion in relation to the procedures to be followed at the hearing.
- (b) Council shall have power to pay the reasonable expenses of the members of the Disciplinary Panel.
- (c) The hearing may proceed in the absence of the Respondent. Applications for adjournments may be made at any time up to five Business Days before the proposed hearing date. Adjournments will only be granted in exceptional circumstances and at the Chair's absolute discretion.
- (d) The Disciplinary Matter shall be presented to the Disciplinary Panel by the Case Examiner, who may be supported by a barrister or solicitor. The Case Examiner shall put the Disciplinary Matter and the relevant evidence before the Disciplinary Panel.
- (e) The Disciplinary Panel may instruct a solicitor or barrister to act as legal advisor to the Disciplinary Panel.
- (f) If the Respondent does not attend and is not represented at the hearing but has provided written submissions relating to mitigation then the ACT shall withhold those submissions from presentation of the Disciplinary Matter to the Disciplinary Panel until after it has reached a decision in relation to the Disciplinary Matter. The ACT shall present the written submissions made by the Respondent relating to mitigation to the Disciplinary Panel before it commences its deliberations in relation to sanction.
- (g) If the Respondent admits the Disciplinary Matter (or part of it) but does not attend the hearing and has provided a statement by way of mitigation then the ACT shall present the statement immediately after presenting the Disciplinary Matter.
- (h) Each Party may call witnesses. Where a witness is called to give oral evidence the witness's statement shall stand as the witness's evidence in chief, unless the Disciplinary Chair orders otherwise.
- (i) Each party will have the right to cross-examine the other party's witnesses. Each party may re-examine a witness called by that party. The Disciplinary Chair may control cross-examination either by limiting the issues to be explored or by limiting the time to be devoted to cross-examination of a particular witness.
- (j) Where a witness does not attend, the Disciplinary Panel may proceed in the witness's absence and take into account any written statement or representation from a witness and give such weight to that evidence as it sees fit.

- (k) Save in cases where the Respondent admits all the charges, the Disciplinary Panel, having considered the Disciplinary Matter and the evidence shall adjourn the hearing to determine the Disciplinary Matter. The Disciplinary Panel may, at its discretion, reserve its decision in relation to the Disciplinary Matter and/or the Sanction for up to 20 Business Days.
- (l) The Disciplinary Panel shall make its determination by simple majority decision. When it has done so, it will reconvene the hearing to announce its determination.
- (m) If the Disciplinary Panel determines that the Disciplinary Matter has been proved wholly or in part it shall make an order to that effect. This order may, in the Disciplinary Panel's discretion, include such of the Sanctions, to be imposed at such time, as it considers appropriate.
- (n) When considering a Sanction, the Disciplinary Panel shall consider and have regard to:
 - (i) any mitigation provided by the Respondent;
 - (ii) any representations made by the ACT as to the appropriate Sanction to be imposed;
 - (iii) the Respondent's status;
 - (iv) the nature and seriousness of the Disciplinary Matter; and
 - (v) any other circumstances the Disciplinary Panel considers relevant.
- (o) In the case of any determination involving exclusion from Membership under Rule 9 the order shall take the form of a recommendation to Council that Council resolves to remove the Respondent from Membership in accordance with the ACT's Bye-laws.
- (p) If the Disciplinary Panel determines that the alleged Disciplinary Matter is wholly unfounded, it shall make an order to that effect.
- (q) The ACT shall notify the Respondent of the Disciplinary Panel's determination within 10 Business days of the date of the order and, if the Disciplinary Matter is upheld, inform the Respondent of the right of appeal under Rule 16 below.
- (r) The Disciplinary Panel's order shall take effect from the date 15 Business Days after the date of its service on the Respondent, unless the Respondent lodges a valid Notice of Appeal prior to that date. Notice of the order shall also be given to Council.
- (s) Where the order takes the form of a recommendation to Council, the ACT shall notify the Respondent within 10 Business Days of the date Council resolves that the Respondent be excluded from Membership.

15. APPEALS – GENERAL PRINCIPLES

- (a) Subject to the Rules, the Appeal Panel shall not hear evidence, but shall consider whether:
 - (i) the Disciplinary Matter has been properly heard under the Rules;
 - (ii) whether the rules of natural justice and any relevant principles of human rights have been satisfactorily observed; and
 - (iii) whether the Disciplinary Panel has reached a reasonable decision in the circumstances.

- (b) If the Appeal Panel concludes that the handling of the Disciplinary Matter has been unsatisfactory it may overturn the finding of the Disciplinary Panel or remove the Sanction imposed or substitute a different Sanction.
- (c) The Appeal Panel may remit back to the relevant Disciplinary Panel any question relevant to the determination of the Appeal.
- (d) An Appeal Panel will not consider evidence that was not before the Disciplinary Panel unless it is new evidence of a material nature that could not reasonably have been available at the Disciplinary Panel hearing. If the Appeal Panel permits new evidence to be adduced then the Appeal Chair may (but shall not be required to) direct that the Disciplinary Panel reconvene to hear the new evidence and reconsider its decision.
- (e) The Respondent's or the ACT's rights of appeal under this Rule shall apply equally to the outcome of a reconvened hearing of the Disciplinary Panel.
- (f) Subject to the Rules, the Appeal Panel may decide its own procedure and the Appeal Chair may decide in any particular case whether the proceedings shall be open, in full or in part, to the public, who may be excluded at any time at the Appeal Chair's discretion.

16. APPEALS – PROCEDURE

- (a) A Respondent against whom an adverse finding has been made, or the ACT, may appeal to an Appeal Panel against the decision and/or the Sanction(s) imposed by a Disciplinary Panel, provided the following conditions are satisfied:
 - (i) in the case of an appeal by a Respondent, the Respondent serves on the ACT a written Notice of Appeal within 15 Business Days of the date the Respondent has received a copy of:
 - (A) the written record of the Disciplinary Panel's decision; and
 - (B) the written record of the reasons for the decision; and
 - (ii) in the case of an appeal by the ACT, the ACT serves a written Notice of Appeal on the Respondent, and sends a copy to the Disciplinary Panel, within 15 Business Days of the date the Respondent has received a copy of both:
 - (A) the written record of the Disciplinary Panel's decision; and
 - (B) the written record of the reasons for the decision; and
 - (iii) in either case, the Notice of Appeal contains all the elements set out in 17(b) below.
- (b) To be valid, the Notice of Appeal must:
 - (i) state the order being appealed;
 - (ii) state the order being sought from the Appeal Panel;
 - (iii) set out the ground(s) of appeal and the substantive injustice of allowing the order appealed against to stand. The Respondent may not amend the grounds so stated except with the Appeal Panel's permission;

- (iv) set out the facts upon which the appeal is based;
 - (v) attach a copy of every document and witness statement that was placed before the Disciplinary Panel in connection with the order appealed against;
 - (vi) where appropriate, apply for permission to present any new evidence that was not placed before the Disciplinary Panel in accordance with Rule 16(o) below;
 - (vii) be signed by or on behalf of the appellant; and
 - (viii) in the case of an appeal by the Respondent, be accompanied by the Appeal Fee. The Appeal Fee shall not be repaid to the Respondent unless the Appeal Panel allows the appeal.
- (c) The only permitted grounds of appeal are that:
- (i) the Disciplinary Panel's decision was:
 - (A) based on an error of law or fact;
 - (B) a perverse exercise of its discretion; or
 - (C) unjust because of a serious procedural error or irregularity, or
 - (ii) significant new evidence has become available; or
 - (iii) the Sanction imposed was too severe or too lenient.
- (d) The party responding to the appeal may file and serve a Notice of Response no later than 10 Business Days before the appeal hearing.
- (e) The fact that an appeal has been made has no effect on the execution of the decision of the Disciplinary Panel save that a decision to publish may be deferred until after any Appeal Panel decision. If either party wishes there to be a stay of execution then it must apply to the Appeal Chair in writing for such a stay setting out the circumstances that in that party's opinion justify a stay being granted. The Appeal Chair has power under Rule 12 to order a stay where exceptional circumstances exist meaning it would be unjust to enforce the Disciplinary Panel's order pending determination of the appeal. No appeal lies from the Appeal Chair's decision, which will take effect immediately.
- (f) The appeal shall be heard by an Appeal Panel, which shall be convened on receipt of a valid Notice of Appeal.
- (g) Council shall have power to pay the reasonable expenses of the members of the Appeal Panel.
- (h) The ACT shall notify the Respondent of the date and time of the appeal hearing giving at least 15 Business Days' notice.
- (i) The hearing should not normally be delayed because a party or other person(s) cannot attend. Applications for adjournments can be made to the Appeal Chair at any time up to five Business Days before the proposed hearing date.

- (j) The Respondent shall notify the ACT not later than five Business Days prior to the hearing if the Respondent wishes to attend the hearing. If the ACT does not receive such notification from the Respondent or if the Respondent fails to attend the hearing then, provided that the Appeal Panel is satisfied that notice of the hearing was properly served in accordance with these Rules, the Appeal Panel may proceed with the hearing in the Respondent's absence.
- (k) The Appeal Panel may instruct a solicitor or barrister to act as legal advisor to the Appeal Panel and may require one or more representatives of the Disciplinary Panel to attend the hearing to answer its questions.
- (l) The Appeal Panel shall only hear new evidence not placed before the Disciplinary Panel where the Appeal Panel has given permission for that new evidence to be presented. An application for permission to present new evidence must be made in writing in the Notice of Appeal, setting out the nature and the relevance of the new evidence and the reason(s) it was not presented to the Disciplinary Panel at the original hearing.
- (m) The Appeal Panel shall not, except in exceptional circumstances, grant permission to present new evidence unless it is satisfied that:
 - (i) there was good reason that it was not, or could not have been, presented to the Disciplinary Panel; and
 - (ii) this evidence is relevant,
 and the Appeal Panel's decision as to whether permission shall be granted to present the new evidence shall be final.
- (n) At the hearing the relevant Case Examiner, with the assistance of a barrister or solicitor if required, shall present the Disciplinary Matter to the Appeal Panel and may call witnesses and cross-examine witnesses called by the Respondent.
- (o) At the hearing the Respondent shall be entitled to be heard in person and/or be represented (at the Respondent's cost) whether by a barrister, a solicitor or any other person. The Respondent and/or the Respondent's representative shall be entitled to call witnesses, cross-examine witnesses called against the Respondent and address the Appeal Panel (subject to the restriction on introduction of new evidence referred to in Rule 16(m) above).
- (p) The Appeal Panel, having heard the appeal, shall adjourn the hearing to determine the outcome. The Appeal Panel may, at its discretion, reserve its decision in relation to the appeal and/or any Sanction(s) for up to 20 Business Days.
- (q) The Appeal Panel will consider the appeal and then, by a simple majority, affirm, vary or rescind any order of the Disciplinary Panel (including any Sanction(s) imposed, which may be varied either to greater or lesser severity) or may substitute any other order(s), on such terms and conditions, if any, as it thinks appropriate. In the case of any order involving expulsion from Membership under Rule 9 the order shall take the form of a recommendation to Council that it resolves to remove the Respondent from Membership in accordance with the ACT's Bye-laws.
- (r) When the Appeal Panel has reached a decision it will reconvene the hearing to announce its determination.

- (s) In addition, the Appeal Panel may at any stage in the appeal remit the Disciplinary Matter back to the Disciplinary Panel that heard it, for any purpose(s) the Appeal Panel considers, in its absolute discretion, will best achieve the objective of dealing with matters justly and in ways that are proportionate in the context of securing and justifying the confidence of the public, employers and Members.
- (t) All decisions of the Appeal Panel are final, shall take immediate effect and are binding on all parties.
- (u) The ACT shall notify the Respondent of the Appeal Panel's order within 10 Business Days of the date of the order. The ACT shall also notify Council. The Appeal Panel's order shall take effect upon its service on the Respondent.
- (v) Where the Appeal Panel's order takes the form of a recommendation to Council, the ACT shall notify the Respondent within 10 Business Days of the date Council resolves that the Respondent be excluded from Membership.

17. COSTS

- (a) A Panel may make any award in its discretion against a Respondent in respect of the costs incurred by the ACT in bringing the case.
- (b) These costs may include:
 - (i) the ACT's legal expenses;
 - (ii) witness expenses;
 - (iii) the costs of undertaking the investigation;
 - (iv) the Panel's costs.
- (c) In determining the award for costs, the Panel should have due regard to the Respondent's means.
- (d) The Panel shall give the Respondent the opportunity to make representations in respect of any costs application.
- (e) The Respondent shall pay any costs ordered within 15 Business Days of the date of the service of the order save that, if valid notice of appeal is given, these costs shall not be payable until determination of the appeal and shall then be subject to any order made by the Appeal Panel. Any costs payable by the ACT shall be paid within 15 Business Days of the date of the order.
- (f) The Appeal Panel may in its order cancel, reduce or increase any costs order made by the Disciplinary Panel, and may order that the Respondent pay to the ACT or the ACT pay to the Respondent, as the case may be, a sum to be specified by way of costs of the appeal.
- (g) Any costs ordered by the Appeal Panel, together with any other costs due under this Rule (as varied by the Appeal Panel) shall be paid to or by the ACT within 15 Business Days of the date of service on the Respondent of the Appeal Panel's order.

18. NOTICES

- (a) Notices, orders or other documents may be sent by prepaid post or email.
- (b) Any notice sent to the ACT shall be addressed to the Director of Professional Standards & Governance at her email address and/or at the registered office for the time being of the ACT.
- (c) Anything sent by prepaid post will be deemed received by the addressee on the third Business Day after the date of posting to an address within the UK and on the fifth Business Day after the date of posting to an address outside the UK.
- (d) Anything sent by email will be deemed received on the next Business Day after the date of sending.
- (e) Service of a notice is proven by showing that the notice was properly addressed and sent:
 - (i) if a notice to the Respondent: to the last address (including any email address) notified by the Respondent to the ACT; or
 - (ii) if a notice to the ACT: in accordance with Rule 18(b) above.

19. PUBLICATION

- (a) Subject to Rule 19(b) below, the ACT shall publish such details of any Disciplinary Matter in any of the ACT's publications, whether printed or electronic, as the Panel and/or (where the Rules permit a Case Examiner to determine a Disciplinary Matter and impose a Sanction) the Case Examiner may determine, provided that if a Panel has ordered that the Disciplinary Matter is unfounded, the order shall not be published unless the Respondent so requests.
- (b) If, in exceptional circumstances, the Panel (and/or in appropriate cases the Case Examiner) decides that publication would be inappropriate, it may direct that details shall not be published.
- (c) The details to be published will not usually extend beyond the name of the Respondent, the offence alleged, the outcome and Sanction (if any), the name of the Respondent's employer or trading name at the time of the hearing and the Respondent's professional address or such other details of the Respondent's location as the Panel in question considers appropriate.
- (d) No publication shall be made until after the expiry of the appeal periods referred to in above Rules 7(f) (determination by Case Examiner) or 16(a) (Disciplinary Panel) and if a valid Notice of Appeal is given then, unless the appeal is abandoned, publication shall be as ordered by the Disciplinary Panel or Appeal Panel, as applicable.
- (e) The ACT may also provide to other regulatory authorities such details as are consistent with the ACT's obligations but subject to relevant data protection legislation.

20. RESIGNING AND FORMER MEMBERS

- (a) In accordance with the Articles, Council is not obliged to accept the resignation of a Respondent until the Disciplinary Matter has been finally resolved in accordance with these Rules.

- (b) Former members of the ACT remain liable to disciplinary action in accordance with these Rules (notwithstanding the cessation of their Membership) to the extent that the matters complained of occurred during their Membership of the ACT.

21. APPLICATIONS FOR RE-ADMISSION TO MEMBERSHIP

- (a) A person who has been expelled from Membership may seek to have that status reviewed after the expiry of five (5) years from the date of the decision to expel.
- (b) Council (or any delegated committee of Council set up for the purpose) shall consider the person's request for re-admission and make a decision as to whether to allow re-admission, and on what terms, at its discretion. Council shall then inform the Chief Executive of its decision.