



Supplemental Royal Charter

ELIZABETH THE SECOND, by the Grace of God Queen of Australia and Her Other Realms and Territories, Head of the Commonwealth, GREETING:

WHEREAS His Majesty King George the Fifth on 19 June 1928 by Royal Charter (~~here called "the Original Charter"~~) constituted a Body Politic and Corporate by the name of "The Institute of Chartered Accountants in Australia" (~~here called "the Institute CA ANZ"~~) with perpetual succession and a Common Seal:

AND WHEREAS His Majesty in 1935 by Supplemental Royal Charter (~~here called "the First Supplemental Charter"~~) authorised certain amendments to be made to the Original Charter:

AND WHEREAS WE in 1959 by Supplemental Royal Charter (~~here called "the Second Supplemental Charter"~~) revoked Clauses 1 to 28 of the Original Charter and Clauses 1 and 2 of the First Supplemental Charter, and made new provisions for the governance of CA ANZ the Institute:

AND WHEREAS by Orders in Council dated 25 September 1964 and 9 June 1966 (~~here called "the Orders in Council"~~) WE were pleased to allow certain amendments to the Second Supplemental Charter:

AND WHEREAS WE in 1973 by Supplemental Royal Charter (~~here called "the Third Supplemental Charter"~~) revoked the Second Supplemental Charter and made new provisions for the governance of CA ANZ the Institute:

AND WHEREAS on 8 December 1987 WE have assigned to Our Governor-General of the Commonwealth of Australia all our powers and functions in respect of the issuing of Letters Patent:

- (a) granting a Supplemental Charter to anyone in the Commonwealth of Australia to whom a Charter of incorporation has been granted by US or Our predecessors; or
- (b) revoking, amending, or adding to, any Charter of incorporation or Supplemental Charter granted to anyone in the Commonwealth of Australia by US or Our predecessors,

and have authorised Our Governor-General to exercise any of those powers and functions in Our name and on Our behalf:

AND WHEREAS in 1988 by Supplemental Royal Charter (~~here called "the Fourth Supplemental Charter"~~) Our Governor-General granted, ordained and declared that CA ANZ the Institute continue to be a Body Politic and Corporate by the name of The Institute of Chartered Accountants in Australia with perpetual succession and a Common Seal but that save as aforesaid the Third Supplemental Charter be revoked but that nothing in such revocation would affect the validity or legality of any act, deed or thing done or executed under or pursuant to the provisions of the Original Charter or the Third Supplemental Charter and made new provisions for the governance of CA ANZ the Institute:

AND WHEREAS on 28 November, 1997 by Supplemental Royal Charter (~~here called "the Fifth Supplemental Charter"~~) Our Governor-General revoked the Fourth Supplemental Charter and made new provisions for the governance of CA ANZ the Institute:

AND WHEREAS on 23 August 2000 by Supplemental Royal Charter (~~here called "the Sixth Supplemental Charter"~~) Our Governor-General revoked the Fifth Supplemental Charter and made new provisions for the governance of CA ANZthe Institute:

AND WHEREAS on 19 August 2005 by Supplemental Royal Charter (~~here called "the Seventh Supplemental Charter"~~) Our Governor-General revoked the Sixth Supplemental Charter and made new provisions for the governance of CA ANZthe Institute:

AND WHEREAS on 22 August 2007 by Supplemental Royal Charter (~~here called "the Eighth Supplemental Charter"~~) Our Governor-General revoked the Seventh Supplemental Charter and made new provisions for the governance of CA ANZthe Institute:

AND WHEREAS on 26 November 2014 by Supplemental Royal Charter (Ninth Supplemental Charter) Our Governor-General revoked the Eighth Supplemental Charter and made new provisions for the governance of CA ANZ:

AND WHEREAS CA ANZthe Institute has made representation to US as follows:

That since the grant of the Original Charter CA ANZthe Institute has pursued the aims and objects of the Charter and has sought to promote this standing, efficiency and usefulness of the profession of public accountancy;

That it has done so by fostering a high standard of professional education and competence and by requiring the observance of proper rules of conduct as a condition of membership; and that this has enabled CA ANZthe Institute to provide the Australian community with persons appropriately qualified to discharge the responsible roles demanded of public accountants as these have developed;

That since WE were last pleased to allow amendments to the Original Charter the membership of CA ANZthe Institute has continued to increase;

That it is the belief of CA ANZthe Institute that public recognition of members of CA ANZthe Institute and the governance of CA ANZthe Institute would be better achieved if certain amendments were made to the Original Charter as from time to time so amended or supplemented — (here called "the Royal Charter");

AND WHEREAS CA ANZthe Institute has by that representation requested US to grant a Supplemental Charter for the above-mentioned purposes.

NOW THEREFORE WE do, by these Our Letters Patent issued in Our name by Our Governor-General of the Commonwealth of Australia, grant and declare as follows:

1. CA ANZThe Institute shall continue to be a Body Politic and Corporate by the name of Chartered Accountants Australia and New Zealand with perpetual succession and a Common Seal. Save as aforesaid, the Eighth-Ninth Supplemental Charter shall be and is hereby revoked, but nothing in this revocation shall affect the validity or legality of any act, deed or thing done or executed under or pursuant to the provisions of the Original Charter or the Eighth-Ninth Supplemental Charter.

Definitions

4.2. In this Our Supplemental Charter unless inconsistent with the subject or context:-

- ~~(aaa)~~ **"Accounting Technician"** means a natural person who has been admitted to membership of the InstituteCA ANZ as an Accounting Technician in accordance with the requirements set out in the By-Laws ~~as at [insert date]~~, or as approved by the CA ANZ Council from time to time;
- ~~(aa)~~ **"a Affiliate"** means a natural person who is not entitled to be admitted to membership as a Fellow, Chartered Accountant, Associate Chartered Accountant or Accounting Technician but who has been admitted to membership of the InstituteCA ANZ as an affiliate of a practice entity in accordance with the By-Laws and the Regulations ~~made under Article 25~~;

- (c) ~~(ab)~~ **"Associate Chartered Accountant"** means a natural person who has been admitted to membership of ~~the Institute~~ CA ANZ as an Associate Chartered Accountant in accordance with the requirements set out in the By-Laws ~~as at [insert date]~~, or as approved by the CA ANZ Council from time to time;
- (d) **"Board"** means the board of Directors of ~~the Institute~~ CA ANZ appointed by the CA ANZ CA ANZ Council and constituted under this Supplemental Charter and the By-Laws;
- (e) ~~"the By-Laws"~~ means the by-laws of ~~the Institute~~ CA ANZ (a copy as of the date of approval of this Our Supplemental Charter is contained in the Schedule-hereto) as amended or added to from time to time;
- (f) **CA ANZ Council** means the council of members of CA ANZ constituted under Article 13A 13A of this Our Supplemental Charter and the By-Laws;
- (g) **Chartered Accountant** means a person who has been admitted to CA ANZ as a chartered accountant in accordance with the By-Laws;
- (h) **"Commonwealth of Australia"** means Our Commonwealth of Australia and any territory or dependency in respect of which the Parliament of the Commonwealth or the Parliament of any State of the Commonwealth may make laws;
- ~~(i) (ca) "Council" means the council of members of the Institute constituted under this Supplemental Charter and the By-laws;~~
- ~~(j)(i) "Director" means a person appointed by the CA ANZ CA ANZ Council to perform the duties of a director of the Institute CA ANZ;~~
- ~~(k) (da) "individual member" means a natural person who has been admitted to membership of the Institute as a Fellow, Chartered Accountant, Associate Chartered Accountant or Accounting Technician and "individual membership" has a corresponding meaning;~~
- ~~(l) (da) "Institute" means Chartered Accountants Australia and New Zealand;~~
- ~~(m)(j) (db) "member" means a member of the Institute CA ANZ and membership has a corresponding meaning;~~
- ~~(n)(k) (de) "New Zealand" means the Realm of New Zealand;~~
- ~~(o) (dd) "New Zealand Institute of Chartered Accountants" or "NZICA" means the New Zealand Institute of Chartered Accountants constituted by the NZICA Act;~~
- ~~(p)(l) **Nominations and Governance Committee** means the committee of CA ANZ Council established in accordance with By-Law 106W;~~
- ~~(q)(m) **non-member practice entity** means a practice entity which has agreed to be bound by the standards of practice and professional conduct and by the discipline of CA ANZ;~~
- ~~(r)(n) **NZICA** means the New Zealand Institute of Chartered Accountants constituted by the NZICA Act;~~
- ~~(s)(o) (de) "NZICA Act" means the *New Zealand Institute of Chartered Accountants Act 1996* (NZ);~~
- ~~(t)(p) (df) "NZICA Regulatory Board" means the executive board of NZICA as constituted from time to time;~~
- ~~(u)(q) (dg) "NZICA Rules" means the Rules of the *New Zealand Institute of Chartered Accountants NZICA*;~~

- ~~(v)~~(r) **Overseas member** means a member whose name appears on an Overseas Regional Register constituted as prescribed in the By-Laws;
- ~~(w)~~(s) **Overseas Regional Council** has the meaning given to it in Article ~~15~~15(c) and the By-Laws;
- ~~(x)~~(t) **Overseas Regional Register** has the meaning given to it in the By-Laws;
- ~~(y)~~(u) **"practice entity"** means any partnership, trust or body corporate or unincorporated **body** in or through which persons who are members, or include a member or members, practise as public accountants;
- ~~(z)~~(v) ~~(ea)~~**"practice entity member"** means a practice entity which is entitled under Articles 17 or 18 to describe itself as "Chartered Accountants" and which has been admitted to membership of ~~the Institute~~CA ANZ;
- ~~(aa)~~ ~~(eb)~~**"non-member practice entity"** means a practice entity which has agreed to be bound by the standards of practice and professional conduct and by the discipline of the Institute;
- ~~(bb)~~(w) **President** means a person elected as, and appointed to perform the duties of, President of CA ANZ from time to time;
- ~~(cc)~~(x) **Provisional Member** means a person whose name is entered on the register of examination candidates maintained by CA ANZ and who has agreed to be bound by the provisions of this Our Supplemental Charter, the By-Laws and the Regulations;
- ~~(dd)~~ ~~"public accountancy services"~~ means such services as the Board may from time to time determine to be "public accountancy services";
- ~~(ee)~~(y) **public accountancy services** means such services as the Board may from time to time determine to be "public accountancy services";
- ~~(ff)~~(z) **"public accountant"** means a natural person:-
- (i) who maintains as a principal, whether on his or her own behalf or as a trustee and whether alone or with others, an office for the provision of ~~one~~ 1 or more public accountancy services and who places that service or those services at the disposal of the community for remuneration, and not solely at the disposal of any individual, firm, trust or body of persons, corporate or unincorporated **body**; or
 - (ii) who is a shareholder in, or a director of, a body corporate which, whether on its own behalf or as a trustee and whether alone or with others, maintains an office for the provision of ~~one~~ 1 or more public accountancy services and which places that service or those services at the disposal of the community for remuneration, and not solely at the disposal of any individual, firm, trust or body of persons, corporate or unincorporated **body**, and who, as an officer or employee of such body corporate or otherwise, provides or participates in the provision of such service or services on behalf of such body corporate; or
 - (iii) who is a beneficiary under a trust the trustee of which, whether alone or with others, maintains an office for the provision of ~~one~~ 1 or more public accountancy services and places that service or those services at the disposal of the community for remuneration, and not solely at the disposal of any individual, firm, trust or body of persons, corporate or unincorporated **body**, and who, as an officer or employee of such trustee or otherwise, participates in the provision of such service or services on behalf of such trustee.

- ~~(gg)~~ — **"registered graduate"** means a person whose name is entered on the register of examination candidates maintained by the Institute and who has agreed to be bound by the provisions of this Our Supplemental Charter, the By-Laws and the Regulations made under Article 25;
- ~~(hh)~~~~(aa)~~ **Regional Council** has the meaning given to it in Article ~~15~~15(b) and the By-Laws;
- ~~(ii)~~~~(bb)~~ — **"Regional member"** means a member enrolled on a Regional Register constituted as prescribed in the By-Laws;
- ~~(jj)~~~~(cc)~~ **Regional Register** has the meaning given to it in the By-Laws;
- ~~(kk)~~~~(dd)~~ **Regulations** means the regulations made by the Board from time to time under Article 25;
- ~~(ee)~~ **Vice President** means a person elected as, and appointed to perform the duties of, Vice-President of CA ANZ from time to time;
- ~~(ll)~~~~(ff)~~ A reference to a statute or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them; and
- ~~(gg)~~ Words importing the singular include the plural and vice-versa, words importing the masculine gender include the feminine and neuter genders and words importing persons include partnerships, trusts and corporations.

Principal Objects

~~2.3.~~ The principal objects of ~~the Institute~~CA ANZ shall be:

- (a) to advance the theory and practice of accountancy in all its aspects;
- (b) to recruit, educate and train a body of members skilled in such theory and practice;
- (c) ~~(ba)~~ to promote the training and education of persons practicing the profession of accountancy;
- (d) to preserve at all times the professional independence of accountants in whatever capacities they may be serving;
- (e) ~~(ca)~~ to promote quality, expertise and integrity in the profession of accountancy by its members;
- (f) to prescribe high standards of practice and professional conduct for, and to maintain the observance of such standards by:
 - (i) its members;
 - (ii) (Deleted August 2005);
 - (iii) non-member practice entities; and
 - (iv) ~~registered graduates~~Provisional Members;
- (g) to prescribe disciplinary procedures and sanctions, to exercise disciplinary powers and to impose sanctions for the better observance of the standards of practice and professional conduct of ~~the Institute~~CA ANZ by members, non-member practice entities and ~~registered graduates~~Provisional Members; and
- ~~(h)~~ to do all such things as may advance the profession of accountancy, whether in relation to the practices of public accountants (including the provision by such practices, in addition to public accountancy services, of other services by

persons from other professions), or in relation to industry, commerce, education, the public service or otherwise.

Ancillary Objects and Powers

3.4. In furtherance of the principal objects set out above, ~~the Institute~~CA ANZ shall have the following ancillary objects and powers, namely:

- (a) to implement and carry into effect, upon such terms and in such manner as ~~the Institute~~CA ANZ may consider appropriate, steps to enable the accountancy profession so far as practicable to speak with a united voice on matters of professional, national and international importance and in this connection, inter alia, to co-operate and associate with any other institute, society or body of accountants, provided, however, that merger with another such institute, society or body of accountants shall require the approval of ~~the Institute~~CA ANZ by resolution passed by a majority of not less than two-thirds of the votes cast by the members entitled to vote who vote in a ballot conducted in accordance with the By-Laws. ~~The Institute~~CA ANZ shall also have the power to enter into agreements for the purpose of and to take such steps as are required to give effect to such a merger;
- (b) to prescribe, in circumstances otherwise consistent with law, rules of professional conduct governing the formation and continuance of practice entity members and non-member practice entities, including practice entities which may offer other professional services in addition to public accountancy services, and to prescribe terms and conditions upon which such practice entities may describe themselves as "Chartered Accountants";
- (c) (Deleted August 2005);
- (d) ~~(ca)~~ to exercise any rights conferred on it which are consistent with the functions of NZICA set out in the NZICA Act and NZICA Rules;
- (e) to prescribe, in circumstances otherwise consistent with law, rules of professional conduct governing the participation or service by members in any partnership, trust or body corporate or unincorporated body (other than a practice entity member) which, in the opinion of the Board, provides or purports to provide (except as ancillary to some other business) any services ordinarily provided by a member in practice as a public accountant in New Zealand or the Commonwealth of Australia;
- (f) to prescribe, in circumstances otherwise consistent with law, rules of professional conduct governing the use of designations and descriptions by members and non-member practice entities;
- (g) to prescribe, in circumstances otherwise consistent with law, rules of professional conduct governing the names under which members and non-member practice entities may provide ~~one~~1 or more public accountancy services and the use which members may allow any person to make of their names in the provision of any such public accountancy service;
- (h) to appoint examiners, to prescribe examinations for natural persons seeking to become members of ~~the Institute~~CA ANZ, and to cause such examinations to be held, in each case, whenever in the opinion of the Board it is appropriate to do so, all as may be prescribed from time to time by the By-Laws;
- (i) to include amongst the sanctions to be prescribed for members pursuant to Article 3(g), and without limitation of the generality of that Article, the sanction of exclusion from membership and the sanction of the suspension of the right to any ~~one~~1 or more or all of the benefits and privileges of membership;

- (j) to purchase, take on lease or hire or in any other way acquire any real or personal property considered necessary for the use of members and others or for any purposes of ~~the Institute~~CA ANZ and to sell, lease, mortgage or otherwise deal in any way with any such real or personal property;
- (k) to construct, alter and maintain any buildings considered necessary for the use of members and others or for any purposes of ~~the Institute~~CA ANZ and to provide the same and any buildings and rooms in the occupation of ~~the Institute~~CA ANZ with all proper and necessary fixtures, fittings, furniture and other equipment;
- (l) to maintain a library or libraries for the use of members and others;
- (m) to publish or distribute books, pamphlets and journals relating to the affairs of ~~the Institute~~CA ANZ or promoting and furthering the interests, usefulness and efficiency of members and others or of the accountancy profession generally;
- (n) to make gifts or contributions for national, public, educational or charitable purposes;
- (o) to make grants to universities or other educational establishments, to provide, finance and make grants for courses, lectures, classes or other tuition or for research and to establish scholarships or exhibitions and give prizes with a view to promoting or furthering the education, training or other interests of prospective members of ~~the Institute~~CA ANZ;
- (p) to organise, finance and maintain schemes for the granting of diplomas, certificates and other awards (with or without prior examination) to members of ~~the Institute~~CA ANZ and of other professional bodies in any activities with which the accountancy profession is concerned and to provide for the use of designatory letters by persons granted such diplomas, certificates and awards; provided always that no such scheme shall become operative unless and until it shall have been approved by ~~the Institute~~CA ANZ in general meeting;
- (q) to make grants or other contributions to local or other societies having as an object the furtherance of any of the objects of ~~the Institute~~CA ANZ including to make grants or other contributions to ~~the New Zealand Institute of Chartered Accountants~~NZICA;
- (r) to pay remuneration to, and the expenses of, officials and employees of ~~the Institute~~CA ANZ and to pay pensions and gratuities to, or to make other provision for, former officials and employees of ~~the Institute~~CA ANZ and their dependants;
- (s) ~~(qa)~~ ——— to advise members of the NZICA Regulatory Board with respect to issues which will advance the objects of ~~the Institute~~CA ANZ and the interests of all members of ~~the Institute~~CA ANZ;
- (t) to pay such sums for the remuneration of, allowances and for the expenses of officers of ~~the Institute~~CA ANZ or Directors as may be permitted by the ~~By-Laws~~ and to pay remuneration to and the expenses of any other persons (whether members of ~~the Institute~~CA ANZ or not) who render services to ~~the Institute~~CA ANZ;
- (u) to make grants or otherwise render assistance to members of ~~the Institute~~CA ANZ or their dependants in case of necessity;
- (v) to assist any member of ~~the Institute~~CA ANZ against whom a claim is made or who is involved in litigation in respect of any alleged act or omission by the member in the exercise of the member's profession as a Chartered Accountant in any case which, in the opinion of the Board, is of importance to ~~the Institute~~CA ANZ or its members or the accountancy profession generally; and

(w) _____ to do within or outside the Commonwealth of Australia, alone or in conjunction with others, the foregoing and all such other lawful things as may be incidental or conducive to promoting, furthering or protecting the interests, usefulness or efficiency of ~~the Institute~~ CA ANZ or its members or the accountancy profession generally.

Classes of Membership

- 4.5. _____ (a) The members of ~~the Institute~~ CA ANZ shall be divided into classes to be styled Fellows (noting that there are different types of Fellows), Chartered Accountants, Associate Chartered Accountants, Accounting Technicians, practice entity members, and ~~affiliate~~ Affiliates, and such other classes as may be prescribed by the By-~~L~~ aws. Membership of each class shall carry such precedence, rights and obligations as provided hereinafter or by the By-~~L~~ aws from time to time.
- (b) The persons who, at the date on which this Our Supplemental Charter becomes effectual in accordance with Article 26~~26~~, ~~were~~ members of ~~the Institute~~ CA ANZ shall continue to be members of ~~the Institute~~ CA ANZ subject to the provisions of this Our Supplemental Charter and of the By-~~L~~ aws.
- (c) _____ The persons who, at the date on which this Our Supplemental Charter becomes effectual in accordance with Article 26~~26~~, ~~were~~ members of ~~the New Zealand Institute of Chartered Accountants~~ NZICA, shall from that date continue to be members of ~~the Institute~~ NZICA, subject to the provisions of this Our Supplemental Charter and the By-~~L~~ aws.

Fellows

6. _____ Natural persons may be admitted to membership as Chartered Accountant Fellows, Associate Chartered Accountant Fellows and Accounting Technician Fellows of ~~the Institute~~ CA ANZ or may be advanced to that status on terms and conditions prescribed from time to time by the By-~~L~~ aws including, without limitation of the foregoing, terms and conditions in respect of training, examinations, nature and period of service or experience and fitness for membership.

Chartered Accountants

~~5.7.~~ _____ Natural persons may be admitted to membership as Chartered Accountants on terms and conditions prescribed from time to time by the By-~~L~~ aws including, without limitation of the foregoing, terms and conditions in respect of training, examinations, nature and period of service or experience and fitness for membership.

Practice entity members

7A Practice entities which are entitled under Articles 17 or 18 to describe themselves as “Chartered Accountants” may be admitted to membership on terms and conditions prescribed from time to time by the By-~~L~~ aws and the ~~R~~ regulations-made under Article 25.

Affiliates

7B Natural persons who are not entitled to be admitted to membership as Fellows, Chartered Accountants, Associate Chartered Accountants or Accounting Technicians may be admitted to membership as ~~affiliate~~ Affiliates of a practice entity on terms and conditions prescribed from time to time by the By-~~L~~ aws and the ~~R~~ Regulations-made under Article 25.

Associate Chartered Accountants

7C Natural persons may be admitted to membership as Associate Chartered Accountants on the terms and conditions prescribed from time to time by the By-Laws and the Regulations under Article 25.

Accounting Technicians

7D Natural persons may be admitted to membership as Accounting Technicians on the terms and conditions prescribed from time to time by the By-Laws and the Regulations under Article 25.

Power to Refuse Admission

8. ~~The Institute~~ CA ANZ may in accordance with the By-Laws provide that any person may be refused admission as a member or any class of member, or advancement to any class of member or may be delayed in such admission or advancement notwithstanding that such person may be otherwise entitled to be so admitted or advanced.

Registered Graduates Provisional Members

6.9. (a) ~~(a)~~ Registered graduates Provisional Members may be granted such rights and privileges and shall be subject to such obligations as the Board may from time to time determine.

(b) The Board may from time to time prescribe the terms and conditions for registration as a Provisional Member registered graduate, including, without limiting the generality of the foregoing, terms and conditions in respect of educational qualification, fitness for registration and otherwise.

Board

7.10. There shall be a Board of ~~the Institute~~ CA ANZ consisting of natural persons, not more in number than shall be prescribed by the By-Laws and elected or appointed in the manner prescribed by the By-Laws.

8.11. The members of ~~the Institute~~ CA ANZ and any other persons who, on the day this Our Supplemental Charter becomes effective, are identified as being members of the Board, shall be members of the Board of ~~the Institute~~ CA ANZ and shall, subject to the provisions of the By-Laws, continue to hold office as members of the Board.

9.12. (a) ~~(a)~~ The Board shall be responsible for managing or directing the management of the affairs of ~~the Institute~~ CA ANZ and shall appoint and may remove, and shall determine the duties, salaries and remunerations of, the chief executive officer, solicitors, bankers, agents and other officers and employees of ~~the Institute~~ CA ANZ, and may make such arrangements and enter into such agreements with them or any of them as the Board shall think fit. The Board may also, in accordance with the provisions of this Our Supplemental Charter and of the By-Laws, lawfully exercise all the powers of ~~the Institute~~ CA ANZ except as to such matters as are by this Our Supplemental Charter or by the By-Laws directed to be transacted by or at a general meeting of the members of ~~the Institute~~ CA ANZ.

(b) All or any of the powers of the Board may be delegated to standing or other committees, unless the CA ANZ Council has directed that the power may not be delegated. Any such committee shall, in the exercise of the powers so delegated, comply with any regulations which may from time to time be imposed

upon it by the Board but, subject thereto and to the By-Laws, may sub-delegate all or any of its powers to sub-committees.

- (c) The Board may also delegate any of its powers and responsibilities to any subsidiary of CA ANZ, any board of directors of a subsidiary of CA ANZ, any director, or to any employee of the InstituteCA ANZ or to any other person. Any such delegate may sub-delegate all or any of the delegated powers and responsibilities to another director, employee of CA ANZ or any other person subject to any regulations imposed by the Board and the By-Laws.

13. All powers which under the provisions of this Our Supplemental Charter may be exercised by the Board shall be exercised by it in accordance with, and subject to, the provisions of this Our Supplemental Charter and of the By-Laws, and the exercise of all those powers shall be subject also to the control and regulation of any general meeting of ~~the InstituteCA ANZ~~, but not so as to make invalid any act done by the Board previously to any resolution being passed at a general meeting, and any act or proceeding of the Board shall not be invalidated or be illegal in consequence of there being any vacancy in the Board at the time of such act or proceeding being done or taken.

~~Chartered Accountants Australia and New Zealand~~CA ANZ Council

- 13A (a) ~~There shall be a Council of the Institute~~The CA ANZ Council shall consist of natural persons, not more in number than shall be prescribed by the By-Laws and elected or appointed in the manner prescribed by the By-Laws.
- ~~(e)(b)~~ The CA ANZ Council shall elect a President and ~~two~~2 Vice Presidents of ~~the InstituteCA ANZ~~, who shall be members of the CA ANZ Council, in accordance with the By-Laws.
- ~~(f)(c)~~ The CA ANZ Council shall appoint members of the Board of ~~the InstituteCA ANZ~~ consisting of natural persons, not more in number than shall be prescribed by the By-Laws and appointed in the manner prescribed by the By-Laws.
- 13B (a) The CA ANZ Council shall be responsible for:
- (i) approving awards to members;
 - (ii) approving the election of members as Life Members or Honorary Members;
 - (iii) providing input to the Board on key policy issues that will significantly impact members;
 - (iv) appointing and evaluating the Nominations and Governance Committee; and
 - (v) representing the interests of the membership as a whole.
- (b) The CA ANZ Council may from time to time constitute from its membership any committee of the CA ANZ Council to discharge any of its functions and powers, with any such committee regulating its meetings and passing its resolutions as it sees fit.

Payment of Subscriptions

- ~~10.14.~~ (a) Every natural person or practice entity on his, her or its admission to and during his, her or its membership of ~~the InstituteCA ANZ~~ shall pay such subscriptions, fees and other amounts as may be prescribed from time to time by the By-Laws.
- (b) Every ~~registered graduate~~Provisional Member shall pay such subscription, fee and other amount as may be prescribed from time to time by the By-Laws.

- ~~(c)~~ Every non-member practice entity shall pay such subscription, fee and other amount as may be prescribed from time to time by the By-Laws.

Regional Councils and Overseas Regional Councils

~~11.~~ ~~The Institute may~~

~~12-15.~~ (a) CA ANZ may establish subsidiaries of CA ANZ in Australia, New Zealand, or in any other jurisdiction.

~~(a)(b)~~ CA ANZ may by By-Law provide for the establishment of a Regional Council of the Institute CA ANZ in any region of Australia or New Zealand to be elected or appointed in the manner provided in the By-Laws.

~~(b)(c)~~ An Overseas Regional Council of CA ANZ may be established in any jurisdiction outside Australia or New Zealand by:

(i) the Board through a delegation of its powers to the board of directors of any of its foreign subsidiaries; or

(ii) a foreign subsidiary of CA ANZ, if permitted by the local laws of that foreign subsidiary,

each in accordance with the By-Laws.

~~(d)~~ Such Regional Councils or Overseas Regional Councils shall exercise such functions and powers as are provided in the By-Laws and shall do so subject to the provisions of this Our Supplemental Charter and the By-Laws and subject to the control and regulation of the Board or the board of the relevant CA ANZ subsidiary (as relevant). The Institute CA ANZ may by By-Law provide for the calling of meetings of Regional members or Overseas members with such powers and functions and subject to such conditions as may be prescribed by the By-Laws.

Designations

~~13-16.~~ A Chartered Accountant may designate himself or herself as a "Chartered Accountant" and may use after his or her name the initials "CA" (representing the words "Chartered Accountant"), or in the case of Chartered Accountant Fellow, the initials "FCA" (representing the words "Chartered Accountant Fellow"), provided that when any such designations are used outside the Commonwealth of Australia or New Zealand, such designation shall be followed by the initials "(ANZ)" (representing the words Australia and New Zealand).

16A An ~~affiliate~~Affiliate may designate himself or herself as an "Affiliate" and may use after his or her name the word "Affiliate CA ANZ CA ANZ" (representing the words "Affiliate Chartered Accountants Australia and New Zealand").

16B An Associate Chartered Accountant may designate himself or herself as an "Associate Chartered Accountant" and may use after his or her name the initials "ACA" (representing the words "Associate Chartered Accountant") or in the case of an Associate Chartered Accountant Fellow the initials FACA (representing the words "Fellow Associate Chartered Accountant"), provided that when any such designations are used outside the Commonwealth of Australia or New Zealand, such designation shall be followed by the initials "(ANZ)" (representing the words Australia and New Zealand).

16C An Accounting Technician may designate himself or herself as an "Accounting Technician" and may use after his or her name the initials "AT" (representing the words "Accounting Technician") or in the case of an Accounting Technician Fellow the initials "AT (Fellow)" (representing the words "Accounting Technician Fellow"), provided that when any such

designations are used outside the Commonwealth of Australia or New Zealand, such designation shall be followed by the initials "(ANZ)" (representing the words Australia and New Zealand).

Descriptions as Chartered Accountants

~~14-17.~~ A practice entity which is a partnership in which all the individual partners are members that are Chartered Accountants or members that are ~~affiliate~~ Affiliates may describe itself as "Chartered Accountants".

~~18.~~ A practice entity, other than a partnership, in which all the individual principals are members that are Chartered Accountants or members that are ~~affiliate~~ Affiliates, may describe itself as "Chartered Accountants" provided that it complies with the terms and conditions prescribed by the By-~~L~~aws and the ~~R~~egulations ~~made under Article 25~~.

Voting Rights

~~19.~~ At every general or special meeting of ~~the Institute~~ CA ANZ or meeting of Regional members ~~or of Overseas members~~ or on any ballot or poll, every member shall have such voting rights or such limited right of voting and there shall be such restrictions upon his or her right to vote as may be prescribed by the By-~~L~~aws. Affiliates and practice entity members will not be entitled to vote at such meetings or on any ballot or poll.

Cessation of Membership

~~20.~~ If any person ceases for any cause whatever to be a member of ~~the~~ Institute CA ANZ, he, she or it shall not, nor shall his, her or its legal personal representatives, successors or assigns, have any interest in, or claim against, the funds or property of ~~the~~ Institute CA ANZ.

By-~~L~~aws

~~15-21.~~ Subject to the provisions of Article 22 hereof, ~~the~~ Institute CA ANZ may from time to time, by resolution approved by a ballot conducted in accordance with the By-~~L~~aws, make such By-~~L~~aws for the better execution of this Our Supplemental Charter, the furtherance of the objects of ~~the~~ Institute CA ANZ and generally for regulating the affairs of ~~the~~ Institute CA ANZ as ~~to the~~ Institute CA ANZ sees ~~sm~~ fit, and may from time to time rescind, vary or add to any By-~~L~~aws and make others in their stead, but so that the By-~~L~~aws for the time being be not in any respect repugnant to the laws of the Commonwealth of Australia or of any of the States or Territories comprised in the said Commonwealth, the laws of New Zealand or of any territory or dependency in respect of which the Parliament of New Zealand may make laws, or inconsistent with the express provisions of this Our Supplemental Charter.

~~16-22.~~ No By-law or any rescission or variation thereof or addition thereto shall come into operation until the same shall have been submitted to and approved by Our Governor--General in and over Our Commonwealth of Australia or the person for the time being administering the Government of Our Commonwealth of Australia.

~~17-23.~~ The Board of ~~the~~ Institute CA ANZ shall cause all such By-~~L~~aws, when approved, to be printed and published together with the formal approval in the Official Gazette published by Our Government of Our Commonwealth of Australia.

~~24.~~ Unless and until rescinded, varied or added to in accordance with the preceding Articles, the By-~~L~~aws appended to this Our Supplemental Charter shall constitute the By-~~L~~aws of ~~the~~ Institute CA ANZ.

Regulations

25. The Board may from time to time make such regulations as it thinks fit for the better execution of this Our Supplemental Charter or of the By-Laws, the furtherance of the objects of ~~the InstituteCA ANZ~~ and generally for regulating the affairs of ~~the InstituteCA ANZ~~ and may rescind, vary or add to any such regulations, provided always that no such regulations shall be in any way inconsistent with the express provisions of this Our Supplemental Charter or of the By-Laws or to the extent that such regulations are to have effect in respect of New Zealand members be inconsistent with any provision of the ~~New Zealand Institute of Chartered AccountantsNZICA Act 1996~~, or the NZICA Rules. The regulations capable of being made under this Article include, without limitation of the foregoing, regulations prescribing rulings or providing guidance on the standards of practice and professional conduct, including the technical standards, which ~~the InstituteCA ANZ~~ requires to be observed.

Application of income and assets of Institute

25A The assets and income of ~~the InstituteCA ANZ~~ shall be applied solely in furtherance of the objects of ~~the InstituteCA ANZ~~ as set out in Articles 3 and 4, and no portion of its assets or income shall be paid or transferred or distributed directly or indirectly, by way of dividend or otherwise, to the members of ~~the InstituteCA ANZ~~, provided that nothing in this Article shall prevent the payment in good faith of compensation to any member of ~~the InstituteCA ANZ~~ in return for services actually rendered to ~~the InstituteCA ANZ~~, or in reimbursement of expenses incurred on behalf of ~~the InstituteCA ANZ~~, or as reasonable and proper rent for premises leased by any member to ~~the InstituteCA ANZ~~.

Winding up

25B In the event of ~~the InstituteCA ANZ~~ being wound-up or dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another entity which has similar objects and which has rules prohibiting the distribution of assets and income to its members.

Alteration to Charter

26. ~~The InstituteCA ANZ~~ may, by resolution passed by a majority of not less than two-thirds of such members as are entitled to vote and who vote in a ballot conducted in accordance with the By-Laws, amend or add to this Our Supplemental Charter and such amendment or addition shall when allowed by US, Our Heirs or Successors become effectual so that this Our Supplemental Charter shall henceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Supplemental Charter as amended or added to in manner aforesaid.

Application of Charter

18-27. This Our Supplemental Charter, the By-Laws and the ~~regulations-Regulations made under Article 25~~ apply to all members and, where applicable, to all non-member practice entities and all ~~registered graduates~~ Provisional Members, wherever they may be within or outside the Commonwealth of Australia, but subject to the provisions of any law of any country which is binding upon them. The funds of ~~the InstituteCA ANZ~~ may be used outside the Commonwealth of Australia in any manner consistent with the objects and provisions of this Our Supplemental Charter and the By-Laws.

49.28. As far as is consistent with the terms hereof, this Our Supplemental Charter shall be read as one with the Original Charter and henceforth shall operate as though it had been granted with the Original Charter.

AND LASTLY WE do grant and declare for US, Our Heirs and Our Successors that this Our Supplemental Charter shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and adjudged in the most favourable and beneficial sense for the best advantage of ~~the Institute~~ CA ANZ as well in Our Courts of Record as elsewhere by all judges, justices, officers, ministers and other subjects of US, Our Heirs, and Our Successors, any non-recital, mis-recital or other omission defect or thing to the contrary notwithstanding.

Witness under my hand on ~~26 November 2014~~ [insert] 2019.

[PETER COSGROVE / DAVID HURLEY]

Governor-General



PETER COSGROVE
Governor-General

Schedule - By-Laws