

**THE COMPANIES ACT, 2013**  
**(COMPANY LIMITED BY GUARANTEE)**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**INSTITUTE OF CHARTERED TAX PRACTITIONERS INDIA**

**INTERPRETATION**

- I (1) In these regulations—
- a) “the Act” means the Companies Act, 2013;
  - b) “the seal” means the common seal of the company.
  - c) “Logo ” means emblem of the institute duly registered under trademark laws
  - d) “Chartered Tax Practitioner” means an Associate or Fellow of the Institute;
  - e) “Business hours” means the working hours of the office of the Institute;
  - f) “Financial year” shall mean the accounting year of the Institute commencing on the first day of April and ending on the last day of March next year;
  - g) “Institute” means the Institute Chartered Tax Practitioners India;
  - h) “Journal” means the official Journal published by the Institute;
  - i) “Member” means a member of the Institute and unless otherwise required by the context, shall include an honorary member, an affiliate member, an academic member, associate or a fellow member of the Institute, admitted under the Rules and whose name is entered in the Register of members;
  - j) “Office” means the Registered Office of the Institute;
  - k) “Secretary” means the Secretary of the Institute and includes any person acting as Secretary by the direction of the Board;
  - l) “Staff” means the employees of the Institute engaged in education, training, research, consultancy or administration in the Institute or in its Regional Branches, Local Chapters or in any other unit of the Institute.
  - m) “Central Council” means suggestive committee formed by the board representing one member from each state or union territories or it may have such number of members as board may decide from time to time, main function of this council is to decide overall stewardship of the institute in achieving goals of the institute, except day today business operations & executive decisions falling within the powers of the board, for the term deemed fit by it. President/Chairman of the board shall decide for meeting of the board, and both president/chairman & CEO will be Ex officio members of the this committee.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

**MEMBERS**

- II (1) The number of members with which the company proposes to be registered is Thousand but the Board of Directors may, from time to time, whenever the company or the business of the company requires it, register an increase of members.

- (2) The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.

### **GENERAL MEETING**

- (3) All general meetings other than annual general meeting shall be called extraordinary general meeting.
- (4) (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

### **PROCEEDINGS AT GENERAL MEETING**

- (5) (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- (6) The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- (7) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- (8) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **ADJOURNMENT OF MEETING**

- (9) (i) The Chairperson 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.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## VOTING RIGHTS

- (10) Every member shall have one vote.
- (11) A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- (12) No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.
- (13) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.  
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
- (14) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:  
  
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- (15) A member may exercise his vote at a meeting by postal ballot or electronic means in accordance with section 108 and shall vote only once.
- (16) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

## BOARD OF DIRECTORS

- (17) The Board of Directors of the Company shall consist of 3 (Three) Executive Directors-
- (i) **Sreedhara Parthasarathy**, who shall be the Executive Director and Chairman of the Company
- (ii) **Mohasin Tahasildar**, who shall be Executive Director of the company  
Provided further that the name of the Directors mentioned in Clause (i) and (ii) shall be appointed for life and they shall draw such remuneration as may be decided in the General Meeting.
- (iii) **Sunil Minocha** Rotational executive director elected/nominated from “ Central Council” of the institute
- (18) (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.  
(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

- (a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) In connection with the business of the company.

### **PROCEEDINGS OF THE BOARD**

(19) (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

(20) (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

(21) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

(22) (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.

(23) (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

(24) (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

(25) (i) A committee may meet and adjourn as it thinks proper.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote.

(26) All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

(27) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

(28) Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(29) A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

### **THE SEAL**

(30) (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### **MEMBERSHIP OF INSTITUTE**

#### **a) Application for Membership**

(i) Every person who desires to have his name entered in the Register of Members as a Member- Affiliate, Associate or Fellow shall submit to the Secretary an application in the prescribed form.

(ii) The applicant shall furnish such particulars as the Secretary or the Board may at any time require from him for the purpose of considering his application.

#### **b) Register**

The Register of Members of the Institute shall be maintained in the Pro-forma prescribed for the purpose.

#### **c) Entrance Fee**

Every person applying for first time for membership associate membership/ fellow membership of the Institute shall pay an entrance fee of Rs.2,000/- (Rupees Two Thousand only) or such other fee as may be prescribed by the board from time to time.

**d) Annual Subscription**

An Affiliate Member shall pay an annual membership fee of Rs.1,000/- (Rupees one Thousand only). An Associate Member shall pay an annual membership fee of Rs.1,500/- (Rupees One Thousand Five Hundred only). A Fellow of the Institute shall pay an annual membership fee of Rs.2,000/- (Rupees Two Thousand only). The Annual Membership fee shall become due as on 1st April in each year and shall be payable within three months from that date.

**e) Voting Rights**

Each Associate Member and Fellow Member of the Institute shall have the right to vote in the meetings of the General Body and the election of the office bearers. The Affiliate, Honorary & Academic Members shall not have the right to vote, Nor they can contest for elections of the institute.

**f) Terms of Elections of Members**

- (i) Elections of Associate Members or Fellow Members shall be the exclusive privilege of the Board. The Board shall, at its discretion and subject to the Rules and Regulations, determine as to the election of the applicant and its decision not to elect any applicant shall be final and the Board shall not be bound to give any reason for such decision.
- (ii) Every applicant shall, upon applying for membership, sign an undertaking to observe the provisions of the Rules and Regulations of the Institute and to adhere to the code of conduct and professional ethics laid down from time to time by the Institute. Every member shall, from time to time notify to the Secretary the address of his place of business or residence and such address shall be deemed to be his registered address.

**g) Certificate of Membership**

On an application for Membership being accepted by the Board, the applicant's name shall be entered in the Register of Members and a Certificate of Membership in the appropriate form shall be issued under the seal of the Institute. An applicant when so admitted may denote & designate his membership as per it's class by the use of the designation.

A member whose name has been removed from the Register under the regulations shall surrender forthwith the Certificate of Membership then held by him to the Secretary. Further, on such removal from the Register, such persons shall cease to be eligible to use the designation forthwith.

**h) Cancellation of Membership**

Except in the case of Executive Directors cum Members, the non-payment of annual membership fee after the expiry of three months from the date on which it becomes due will render the name of the defaulter liable to be removed from the Register of Members. The Institute shall, however, issue a registered notice to the defaulter informing him of the proposal to remove his name from the Register and may also publish his name in the Journal, as and when published, though such intimation shall not be obligatory on the part of the Institute. Removal of the name of any person from the Register shall be communicated to him in writing by Registered Post to the address entered in the Register and also be published in the Journal as and when published.

### **i) Restoration of Membership**

(i) A person whose name has been removed from the Register or stood removed from the Register of Members for non-payment of fee, may apply in the appropriate form to the Board for restoration of his name in the Register, if he is otherwise eligible for the membership of the Institute.

(ii) Such person shall also pay to the Institute before such restoration,

(a) The restoration fee of Rs.2500/- (rupees two thousand five hundred only) ; and

(b) The admission fee and other dues, if any, the arrears of annual membership fee, due to the Institute for previous years, if any, and the annual membership fee for the year in which he seeks restoration, if any,

(iii) On receipt of his application for restoration of his name in the Register and the dues, if any, as provided in sub-regulation (ii), the Board may restore his name in the Register from the date of removal or from such other date as it deems fit.

(iv) On acceptance of application for restoration, the restoration of name in the Register shall be communicated in writing to the person concerned and may also be published in the Journal.

### **KINDS OF MEMBERSHIP**

There shall be following classes of membership of the Institute designated respectively as Affiliate, Associate, Fellow, Honorary & Academic Members.

The followings shall be qualification for different class of memberships:-

#### **(a) Affiliate Members**

The following person or persons shall be eligible for being admitted as Affiliate Members of the Institute, if he satisfies any one condition in addition to basic conditions mentioned below:

(i) **Basic requirements** – (Proof of which has to be submitted in writing /self-declaration has to be submitted with the application of membership)

1. He is a resident and holds normal citizenship of India by birth or otherwise is entitled to Indian nationality.

2. He is of 21 years of age at the time of application.

3. He is of sound mind.

4. He is of good moral character and has not been at any time convicted for offence involving moral turpitude.

5. He is not declared as insolvent .

(ii) Any person who holds minimum qualification as prescribed in the respective taxation statutes for enrolling as “Tax Practitioner” **AND** enrolled as Tax practitioner with State Governments or Central Government of India or with both.

(iii) Any person who is holding the following professional qualification & Experiences –

A. The Intermediate degree of The institute of Chartered Accountants of India and has completed 3 years of practical training with a Chartered Accountants and who appeared for CA final exam and declared failed or a member not holding CoP.

B. The Intermediate degree of The Institute of Cost Accountants of India and completed 3yrs training requirement, appeared for final but failed, or a member not holding CoP.

C. The Qualified Advocate not holding Certificate of Practice from Bar Council of India and practicing in taxation laws & accountancy from past 3 years.

D. A Qualified Company Secretary or Member of ICSI not holding CoP

(Provided that the Members of ICAI,ICMAI,ICSI,BCI holding professional qualification cannot make progression to Associate/Fellow level membership of the Institute)

(iv) Any person who qualifies himself at the professional examination which may be conducted by the Institute or it's allied partners/institutional member bodies by securing such percentage of marks as may be prescribed by the Institute, as a necessary qualification for becoming its member, in accordance with the rules and regulations, which may be framed by the Board from time to time.

Provided that the Board shall decide upon the eligibility of admission to Affiliate membership considering the broad minimum educational requirements and may grant membership to the candidates who were already qualified in any similar or equivalent exams as conducted by the institute from time to time in the field of taxation & allied subjects.

Provided that the Board may, in appropriate class or category of persons, relax the minimum qualifications and the period of experience in respect of the persons having professional qualification from the similar International bodies.

**b) Associate Members**

The following person or persons shall be eligible for being admitted as associate member of the Institute:

- (i) Any person who has been an affiliate member of the Institute for not less than Two years **AND** who has passed institute's prescribed professional qualification **AND** holds Tax Practitioner enrollment certificate of State/ Central Government
- (ii) In Addition to basic requirements & conditions specified for Affiliated member, who has passed institute's prescribed professional qualification and holds Tax Practitioner enrollment certificate of State/ Central Government, from past five years and has a recognizable experience in the field of taxation for more than five years

**c) Fellow Members**

Any Associate member of the Institute with a standing of five years shall be eligible for advancement to the Fellowship of the Institute and on an application by such member, the Board after considering may admit him as Fellow of the Institute.

Provided a person satisfying associate member qualifications and in practice for past ten years shall be admitted as fellow of the institute.

Provided further that first board members be enrolled and designated as fellow of the institute upon its inception (subject to passing prescribed professional examination)

**d) Honorary Members**

The Board may on application, confer honorary membership to the following persons:

- (a) a person who has distinguished himself in taxation or allied areas
- (b) Members of the
  - The Institute of Chartered Accountants of India;
  - The Institute of Costs and Works Accountants of India;



- The Institute of Company Secretaries of India;
- Bar Council of India/ State & It's Tax Bar Associations.

(c) Any other reputable institutes or professional qualification holders from reputable institutes.

**e) Academic Members**

Any person who has functioned at an academic or training institute of repute at a level not below the rank of a Professor/ Associate Professor in Accounts, Audit, Taxation and Finance related area. Or in addition to above is

Members of the

- (a) The Institute of Chartered Accountants of India;
- (b) The Institute of Costs and Works Accountants of India;
- (c) The Institute of Company Secretaries of India;
- (d) Bar Council of India;
- (e) any other reputable institutes or professional qualification holders from reputable institutes.

**TERMINATION OF MEMBERSHIP**

Non payment of fees & non compliance of any of the membership conditions mentioned above will render to cancellation of membership.

**(a) Resignation**

If any member shall leave at or send by post to the office of the Institute a notice in writing signed by himself and addressed to Secretary stating that he wishes to resign as a member, he shall thereupon cease to be a member from the date when such notice has been received in the office, and accepted by the President.

**(b) Cessation of Membership**

A member shall ipso facto cease to be a member of the Institute on his death, on his being adjudged by a court of competent jurisdiction as an insolvent, or of unsound mind; or on his conviction of an offence involving moral turpitude; or on his becoming permanently incapacitated from performing the functions of a member.

**(c) Suspension and Expulsion**

If in the opinion of the Board, any member is or has been guilty of dishonorable or unprofessional conduct or of conduct prejudicially affecting the welfare of the Institute, he may be suspended from membership for such period as the Board may determine or may be expelled from membership. Such decision shall be taken by the Board in its meeting, only after giving an opportunity to the affected member being present and heard in his defense. No member shall be suspended or required to resign his membership or be expelled from membership except by a resolution passed by not less than three-fourths of the members of the Board present and voting at the meeting. The founders & Institutional members shall not, however, be liable for any action under this clause, and the Institute shall have no authority to initiate any action under this clause against them.