

Southern Society of Chartered Accountants

Southern Society Rules

The following Rules were adopted on 12 June 2009.

1. NAME

The name of the Society is the Southern Society of Chartered Accountants, also referred to as SOSCA (the "Society").

2. OBJECTS

The objects for which the Society is established are:

- a) To assist the Institute of Chartered Accountants in England and Wales ("the Institute") to:
 - i) advance the theory and practice of accountancy in all its aspects including in particular auditing, financial management and taxation;
 - ii) recruit, educate and train a body of members skilled in these arts;
 - iii) preserve at all times the professional independence of Members in whatever capacities they may be serving;
 - iv) maintain high standards of practice and professional conduct by all its members; and
 - v) do all such things as may advance the profession of accountancy in relation to public practice, industry, commerce and the public service.
- b) To assist the Council of the Institute in the formulation and execution of its policies by acting as a medium for consultation of and communication with all categories of the Members of the Society.
- c) To assist Members of the Society to maintain and enhance their professional competence by providing courses to meet Continuous Professional Development (CPD) requirements.
- d) To assist any Chartered Accountant Students' Society within the area of the Society to achieve its objects.
- e) To do all such things as may be necessary for the attainment of these ends.
- f) To facilitate liaison with Boards and Faculties.

3. AREA

The area of the Society is the counties of Dorset, Hampshire and the Isle of Wight and, in the county of Wiltshire, the district of Salisbury.

4. MEMBERSHIP

- a) Any member of the Institute working and/or residing within the area of the Society is taken to be a Member of the Society without payment of any entrance fee or subscription.
- b) The Committee of the Society may, at its discretion, admit other members of the Institute and members of the Global Accounting Alliance (GAA) who apply for membership. Only members of the Society, however, have voting rights or may be elected as an Officer of the Society.
- c) A Member shall cease to be a Member of the Society if he or she ceases to be a member of his or her Institute.

5. THE COMMITTEE

The management of the Society shall be entrusted to a Committee of Members of the Society comprising:

- a) Up to one representative from each of the Local Member and Town Groups of the Society, to be elected annually by the members of each respective group as recognised from time to time by the committee.
- b) Up to two Chartered Accountant Students from any Chartered Accountant Student Society in the area of the Society as appointed by that Student Society each year.
- c) Immediate Past President of the Society.
- d) Members or ex-officio members of the Council of the Institute having been elected to represent the constituency covered by the area of the Society.
- e) Up to nine members of the Society having been elected in accordance with Rule 10. At least one third of these shall be members in public practice as at the date of their election and at least one third of these shall be members not in public practice at the date of their election.
- f) At each Annual General Meeting of the Society one third of the elected members of the Committee who shall have been the longest serving shall retire and be eligible for re-election in accordance with Rule 10. Elected members shall assume office at the conclusion of the Annual General Meeting of the Society.
- g) Members of the Society may be co-opted to serve on the Committee.
- h) Such co-options will be determined by resolution of the Committee.
- i) No more than two Past Presidents, excluding the Immediate Past President, may be co-opted.
- j) The Officers of the Society.

6. COMMITTEE VACANCIES

A casual vacancy occurring on the Committee may be filled by the Committee.

Any member appointed by the Committee to fill a casual vacancy shall retire from the Committee at the next Annual General Meeting of the Society.

7. COMMITTEE MEETINGS AND QUORUM

The Committee shall meet at such times and places as it shall decide and at such meetings five members of the Committee shall be a quorum.

8. EXCLUSION FROM COMMITTEE MEMBERSHIP

Any member of the Committee who is absent from three consecutive meetings of the Committee, unless he or she shall have received leave of absence from the Committee, may cease to be a member of the Committee, at the discretion of the Committee.

9. NOMINATION OF COMMITTEE MEMBERS

At least thirty days before the Annual General Meeting of the Society all members of the Society shall be notified of the names of those members of the Committee who retire by rotation, and any other vacancies which may have occurred, and they shall be invited to submit nominations to fill these vacancies. A nomination for a member to serve on the Committee under Rule 5 shall be supported by the signatures of three members of the Society and shall be received at the notified address not less than three weeks prior to the relevant Annual General Meeting of the Society.

10. ELECTION OF COMMITTEE MEMBERS

- a) If more than sufficient nominations are received to fill vacancies on the Committee, in accordance with Rule 9, a list of candidates for election and a voting paper shall be sent to all members of the Society at least twenty-one days before the Annual General Meeting inviting the members to vote for the candidates they desire to fill the existing vacancies. The voting papers shall be sent to the Scrutineers to arrive not later than 11.00am on the day before the Annual General Meeting.

The Scrutineers shall be the Auditor or Auditors for the time being of the Society or, if on any occasion they decline to act, some other firm of Chartered Accountants, no partner or employee of which is either a member of or a candidate for

membership of the Committee. Each candidate shall, subject to approval of the Committee, describe himself on the voting paper in such (arm as the Committee may determine.

- b) Candidates receiving the most valid votes cast for them shall be declared by the Scrutineers to be elected. The declaration of the Scrutineers as to the candidates elected shall be final.

11. OFFICE HOLDERS

At the last meeting of the Committee before the Annual General Meeting of the Society the Committee shall elect the following Office Holders from members appointed under categories (a), (c), (d), (e) and (f) of paragraph 5:

- a) President
- b) Deputy President
- c) Vice President
- d) Treasurer

The above shall hold office until the last meeting of the Committee before the next succeeding Annual General Meeting. The appointment to take effect at the conclusion of the Annual General Meeting.

If the President and Deputy President are both in public practice, then it is the intention that the Vice President shall be a member not in public practice if there is a member from the previous year's Committee willing to hold such office.

If the President and Deputy President are not in public practice, then it is the intention that the Vice President shall be a member in public practice if there is a member from the previous year's Committee willing to hold such office.

If a casual vacancy arises for one or more of the Office Holders then the Committee may elect at any subsequent meeting a Member of the Committee to take that Office Holder(s) role such Office Holder(s) to hold office until the last meeting of the Committee before the next succeeding Annual General Meeting.

12. SUB-COMMITTEES

The following sub-committees shall be formed each year:

- a) Education and Training Sub-Committee.
- b) Student Recruitment and Schools Liaison Sub-Committee.
- c) Any other sub-committee which the main committee shall form.

13. APPOINTMENTS

The Committee shall elect the following from members appointed under categories (a), (c), (e), (g) and (f) of paragraph 5:

- a) Publicity Liaison Member.
- b) Liaison Representatives for other various interest groups.
- c) Such other appointments as may be considered necessary from time to time.
- d) The Committee may appoint a Secretary who need not be a member of the Society.

14. ANNUAL GENERAL MEETING

The Annual General Meeting of the Society shall be held every year in June, unless it appears to the Main Committee that some other date is more suitable, to transact the following business:

- a) To receive a report on the activities of the Society since the previous Annual General Meeting.
- b) To receive audited accounts of the Society for the previous year ended 31st December.
- c) To appoint an Auditor or Auditors of the Society in accordance with Rule 25.
- d) To announce the name of the Office Holders for the coming year.
- e) To announce the names of the members elected to serve on the Committee.

15. OTHER BUSINESS AT AN ANNUAL GENERAL MEETING

A member of the Society may bring before the Annual General Meeting a motion relating to the interests of the Society provided that notice in writing of the proposed motion, supported by the signatures of five members of the Society, is received by a member of the Committee not less than thirty days prior to the relevant Annual General Meeting of the Society.

16. SPECIAL MEETING

- a) A Special Meeting of the Society for any purpose relating to the interests of the Society may be convened by the Committee as it thinks fit.
- b) The Committee shall call a Special Meeting of the Society within twenty-eight days of receipt by the Secretary and/or President of a requisition for such a meeting signed by not less than twenty members of the Society stating the object of the proposed meeting. Such object must relate to the interests of the Society.

17. NOTICE OF THE ANNUAL GENERAL MEETING

At least twenty-one days before the Annual General Meeting, there shall be posted on the Society's designated official web-site and published in the Society's monthly Stoppress or other electronic communication, a formal notice specifying the place, day and time of the Annual General Meeting and business to be transacted at it, together with a copy of the Annual Report of the Committee, a copy of the audited accounts of the Society for the previous year ended 31st December and particulars of any motion to be brought before the Meeting under Rule 14.

A notice required by these rules to be sent to members shall be deemed to have been given if published on the Society's designated official web site or, at the discretion of the Main Committee, if published in the Society's Stoppress or other electronic communication, in the accountancy press and distributed by email to the officially registered email addresses of members.

18. NOTICE OF A SPECIAL MEETING

A notice of a Special Meeting specifying the place, day, time and purpose of the meeting and particulars of any motion to be proposed at the Meeting shall be sent to each member of the Society at least fourteen days before the date of the Special Meeting.

19. BUSINESS AT MEETING

Only such business as is specified in the notice of an Annual General or Special Meeting shall be transacted at such Meetings.

20. QUORUM AT MEETING

A quorum at an Annual General or Special Meeting shall be ten members of the Society. If there is not a quorum present fifteen minutes after the time appointed for the meeting, the business of the Meeting shall be postponed to another Meeting to be called by the Committee within twenty-eight days, when the members then present, whether a quorum or not, shall proceed to transact the business of the Meeting.

21. CHAIRMAN OF MEETING

The President of the Society for the time being shall be Chairman of all meetings of the Society and of the Committee. In his or her absence the Deputy President or the Vice President shall be Chairman. In the event of all three Officers being

absent, the members present shall by open voting choose a chairman from among themselves for that meeting.

22. VOTING

In the case of a difference of opinion arising upon any question at any meeting of the Society or Committee, the opinion of the majority of those present and voting shall be decisive. In the case of an equality of votes, the Chairman shall have a casting vote in addition to his or her ordinary vote.

23. POLL

At an Annual General or Special Meeting of the Society a poll of members may be demanded by not less than twenty members of the Society present in person. Voting papers on the relevant resolution shall be issued by the Secretary to each member of the Society within fourteen days of the meeting returnable with fourteen days of the date of issue to the Auditor or Auditors of the Society for the time being, who shall act as Scrutineers. The Secretary shall report the result of the poll to the members of the Society within twenty-eight days of the poll.

24. FUNDS

The Committee shall control the funds of the Society and shall defray all expenses there from and may invest them as it thinks fit. The Society may not borrow money without agreement of the Institute.

25. ACCOUNTS

The Treasurer shall be responsible for keeping proper records of account and for submitting regular reports on the financial position of the Society to the Committee and shall prepare the annual accounts of the Society. Before each Annual General Meeting the Committee shall deliver to the Auditor or Auditors a statement of income and expenditure for the year ended 31st December preceding and a balance sheet at that date.

26. AUDITORS

At each Annual General Meeting one or more Auditors shall be appointed. Neither the Auditor or Auditors nor his or her or their partners shall be a member or members of the Committee or its sub-committees. The retiring Auditor or Auditors shall be eligible for re-appointment and, if willing, shall be deemed to be

nominated. Nominations in writing, other than for a retiring Auditor or Auditors, must be deposited with the Secretary not later than 31st March. The Committee may fill any casual vacancy of an Auditor.

27. TRUSTEES

- a) Trustees may be appointed by the Committee and the property of the Society (other than cash which shall be under the control of the Treasurer) shall be vested in them to be dealt with by them as the Committee may from time to time direct by resolution (of which an entry in the minute book shall be conclusive evidence). When appointed, there shall be at least two Trustees and in the event of a casual vacancy reducing the number below two the Committee shall appoint a further Trustee or Trustees without delay.
- b) The Trustees shall be indemnified against risk and expense out of the Society's property. The Trustees shall hold office until death or resignation or until removed from office by a resolution of the Committee which may, for any reason which may seem sufficient to a majority of its members present and voting at any meeting, remove any Trustee or Trustees from the office of trustee. Where by reason of any such death, resignation or removal it shall appear necessary to the Committee that a new Trustee or Trustees shall be appointed, or if the Committee shall deem it expedient to appoint an additional Trustee or Trustees, the Committee shall by resolution nominate the person or persons to be appointed the new or additional Trustee or Trustees. For the purpose of giving effect to such nomination the President of the Society is hereby nominated as the person to appoint new Trustees of the Society within the meaning of Section 36 of the Trustees Act 1925 and he or she shall by deed duly appoint the person or persons so nominated by the Committee as the new or additional Trustee or Trustees of the Society and the provisions of the Trustees Act 1925 shall apply to any such appointment. Any statement of fact in any such deed of appointment shall, in favour of a person dealing bona fide and for value with the Society or the Committee, be conclusive evidence of the fact so stated.

28. PROPERTY AND BORROWING

- a) The Society may acquire and hold or disclaim property of any nature and interest whatsoever and wheresoever situate.
- b) If at any time the Society at a Special Meeting shall pass a resolution authorising the Committee to borrow money, the Committee shall thereupon be empowered to

borrow for the purposes of the Society (subject to the approval of the Institute) such amount of money either at one time or from time to time and at such a rate of interest and in such form and manner and upon such security as shall be specified in such resolution and whereupon the Trustees shall at the direction of the Committee make all such dispositions of the Society's property or any part thereof and enter into such agreements in relation thereto as the Committee may deem proper for giving security for such loans and interest.

29. APPROVAL AND ALTERATION OF RULES

No rule or alteration to a rule of the Society may come into effect until it has been approved by members of the Society at a Special Meeting and by the Council of the Institute.

12 June 2009

RESPONSE SHEET

**DISTRICT SOCIETY RULES/CONSTITUTION:
Southern Society of Chartered Accountants**

I **approve** the constitutional amendments proposed by the Southern Society of Chartered Accountants with no additional comments.

Please return this form to Rebecca Worrall.

Thank you

Charles Carter.

Charles Carter
Director, Regions

Penny Bickerstaff

Penny Bickerstaff
Chairman, Member Services Board