



Appendices 2.1 and 2.2

Delegation of charter and bye-law powers

Appendix 2.1

Charter Clause	Subject	Delegation to
1(b)(vii)	Schemes for the granting of diplomas, certificates and other awards	Board recommendation to Council
7	Associate becoming a fellow – satisfy Council in the manner prescribed in regulations made by Council	LPDB
10	Power to organise, finance and maintain a scheme for Accounting Technicians – form of scheme	LPDB
11	Power to admit members of ICAS and ICAI – terms and conditions	LPDB
12	Power to admit members of overseas accountancy bodies – terms and conditions	LPDB
12A	Power to grant affiliate status	ICAEW Regulatory Board ¹
13	Cause examinations to be held or assessment to take place	LPDB
16	Power to make regulations	All committees ²

¹ delegated to the General Affiliate Status Sub-Committee of the Investigation Committee and the Members Registrar (as appropriate in relation to applications for General affiliate status under paragraph 16 of the 'Use of Description' regulations). The three regulatory committees are responsible for dealing with applications for the relevant regulatory affiliate status.

² Regulations for the regulatory committees are made by the ICAEW Regulatory Board

Bye-law	Subject	Delegation to
2	Admission to and refusals of membership – regulations	LPDB
3	Admission notwithstanding informality in training	LPDB
4A	Honorary membership	Council on recommendation of Board
6	Acceptance of resignation of membership	Investigation Committee
7(b)	Non-cessation of membership for failure to pay subscription	Member Registrar
7(c)	Extension of period in which fines or costs may be paid	Investigation Committee (consent orders and cautions)
8(a)	Non-return of certificates on ceasing to be a member	Registrar
9	Terms and conditions for re-admission to membership	Investigation Committee
10	Date of annual meeting	Board
11(a)	Convening of special meeting	Board
11A(a)	Enabling of members to attend annual or special meeting by attendance at more than one place	Board
12(c)	Form of notification from a member that s/he requires a copy of the full accounts	Board
12(d)	Approval of summary financial statement	Board
17	Date time and place of an adjourned Institute meeting	Board
23	Form of proxy	Board
25	Prescription of place for deposit of form of proxy	Board
25	Terms and conditions for appointment of proxy by electronic mail	Board
33	Regulations for election to Council	Council on recommendation of Nominating Committee

36	Appointment of a member as a co-opted member	Council on recommendation of Nominating Committee
36B	Determination of offices, the holders of which shall become <i>ex officio</i> members of Council	Council on recommendation of Nominating Committee
40 (a)	All arrangements for the despatch of business, adjournment and regulation of the proceedings of Council (Principal Bye-law 40(a))	Council
49(a)	The establishment and dissolution of a Committee and any amendment to its terms of reference	Parent Committee
50(a)	Appointment of head of staff	SSA Sub-committee
52(a)	Continued eligibility for a practising certificate following failure to pay fee by due date	LPDB
55(a)	Approval of institute, society or body of accountants	ICAEW Regulatory Board
59	Custody of Common Seal	The Executive Office
64	Nomination of candidate for appointment as an auditor	Audit Committee
67(e)(i)(1)	Determination of form of electronic mail for sending notice or other document	Board
67(e)(ii)	Determination of form of electronic mail for receiving notice or other document	Board
71	Payment of expenses of members of Council, Committees and Sub-committees	Remuneration Committee
Paragraph 1(1) of the Schedule to the Disciplinary Bye-laws).	The appointment of the Investigation, Disciplinary and Appeal Committees	Regulatory Appointments Panel



ICAEW office-holders role and responsibilities

Appendix 2.2

INTRODUCTION

1. It is critical to the health of ICAEW that the role of the President and the other Office-Holders is well-defined and of value both to the organisation, taking maximum advantage of the experience and strengths of the individual(s), and to the individual(s) themselves to encourage the best candidates to come forward.
2. The role of the ICAEW Office-Holders is:
 - (a) to act as the primary ICAEW non-executives;
 - (b) to be the leading ambassadors for ICAEW, focusing on relationships with members;
 - (c) to represent the views of Council and the wider membership and to ensure that they are fully taken into account in the development of ICAEW strategy and policies;
 - (d) to counsel and advise the Chief Executive.

KEY AREAS OF RESPONSIBILITY

3. The Office-Holders have the following key areas of responsibility:

All Office-Holders

- (a) to develop and maintain close relationships with members and students generally, including with District Societies (including attendance at the District Societies Office-Holder Conference), Branches, Town and City Groups, the National Student Council and Student Societies, and otherwise through the Regional Structure; and with member groups outside the UK;
- (b) to attend District Society, Branch and Student Society dinners and to undertake a programme of member and member firm visits on the day of each dinner;
- (c) to attend ICAEW prize-giving and new member ceremonies;
- (d) to support the CEO in developing and maintaining relationships with the large firm, 'Group A' and APA senior partners, FTSE chairmen and CEOs, the 100 Group of Finance Directors and other groupings of members; and to host occasional meetings in this connection;
- (e) to support the CEO in developing and maintaining relationships with Government, regulators, standard setters, other bodies of Chartered Accountants, and other accountancy and professional bodies, both nationally and internationally, and with City institutions; and to attend formal meetings where an Office-Holder presence is helpful;
- (f) to support the CEO in developing and promoting public policy issues;

- (g) to undertake international visits, including joining Lord Mayor's visits where these are to regions with high relevance to ICAEW strategy;
- (h) to advise and guide the Chief Executive in a non-executive capacity, where appropriate at a strategic level, to ensure that the Chief Executive is aware of members' views generally and the views of Council in particular;
- (i) to be members of the Board and to represent the views of members of the Council, and of members generally, to the Board; and to be members of the Nominating Committee and the ad hoc Special Committee. The Office-Holders may attend any other Committee subject to agreement with the Chair, however they shall not be ex-officio members of the Investigation, Disciplinary and Appeal Committees (bye-law 44), any Committee carrying out ICAEW's functions as a regulator under statute (bye-law 44) and the Remuneration Committee (but see (bb) below).
- (j) to sign off invoice payments over £50,000 as required.

President

- (k) normally, to take the lead Office-Holder role in respect of the relationship with the senior non-executive or equivalent in District Societies, Government, regulators, standard setters, other bodies of Chartered Accountants, and other accountancy and professional bodies, both nationally and internationally, and with City institutions;
- (l) to chair ICAEW meetings (bye-law 14), the Council Conference, meetings of the Board and Nominating Committee and, normally, meetings of the ad hoc Senior Staff Appointments and Special Committees; and the District Societies Office-Holder Conference;
- (m) to host the President's lunch, the annual and President's dinners, and a Lord Mayor's lunch with Council members;
- (n) to attend the annual meetings of the IFAC Council and the GAA, and the bi-annual FEE assembly;
- (o) to be ex officio a Director of the CCAB Board and attend its meetings, a member of the City Takeover Panel on Mergers and Acquisitions, and a Governor of the Goodenough Trust;
- (p) in consultation with the non-executive members of the Board and the Chairman, Remuneration Committee, to conduct the annual objective setting and appraisal of the performance of the Chief Executive.
- (q) to author (with assistance from staff as required) a monthly page in *economia* to cover activities undertaken in support of members;
- (r) to approve member appointments under the President's Appointment (arbitration) scheme, and to authorise the CEO's expenses;
- (s) to receive the Notice Complaint with regards to the Active Member Conciliation and Complaints Process and to lead the conciliation phase;

Deputy-President

- (t) to deputise for the President as required;
- (u) normally, to take the lead Office-Holder role in respect of the relationship with the District Society branches and town groups;
- (v) to be the Vice-Chairman of the Nominating Committee, to chair the Committee Review Sub-Committee, and to be a member from time to time of the Senior Staff Appointments Committee;
- (w) to attend meetings of the Board of CCAB as an observer;

- (x) To Chair the Nominating Committee, following the activation of the Active Member Conciliation and Complaints Process;

Vice-President

- (y) to deputise for the President and Deputy-President as required;
- (z) normally, to take the lead Office-Holder role in respect of the relationship with the student societies;
 - (aa) to be a member from time to time of the Senior Staff Appointments Committee;
 - (bb) to be the Board member champion for diversity and a member of the Remuneration Committee (alternate Vice-Presidents for a two-year term)