



**BEDS, BUCKS & HERTS
SOCIETY OF CHARTERED
ACCOUNTANTS**

Rules of the Beds, Bucks & Herts Society of Chartered Accountants

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RULES

<u>Name and Objects</u>	
Name	1 The name of the Society shall be THE BEDS, BUCKS & HERTS SOCIETY OF CHARTERED ACCOUNTANTS (hereinafter referred to as “the Society”)
Objects & Purpose	2 The purpose for which the Society is established are: a) To reflect and support the aims, objectives and strategy of the Institute of Chartered Accountants in England and Wales (“the Institute”). b) To assist members of the Society to maintain and enhance their professional competence. c) To represent the view of Society members to the Institute, key stakeholders and relevant bodies within the area of the Society. d) To represent members in the local business and wider community of the area of the Society. e) To act as a medium for consultation and communication to/from members of the Society with the Institute and other relevant stakeholders. f) To assist the Institute to promote and protect the character, status and interests of members of the Society and in promoting and maintaining a high standard of professional conduct. g) To be an ambassador and advocate for Institute and Society membership in the area of the Society. h) To assist any Institute student organisation within the area of the Society. i) To do all such things as may be necessary to achieve these objectives.
<u>Area and Membership</u>	
Area	3 The area of the Society consists of the counties of Bedfordshire, Hertfordshire and Buckinghamshire, less the districts of Beaconsfield and Wycombe.
Membership	4 Every fully qualified and current member of the Institute who has a registered address within the area of the Society shall be a member of the Society.

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- Cessation of Membership** 5 A member shall cease to be a member of the Society if they cease to meet the conditions of 4.
- Committee** 6 The management of the Society shall be entrusted to a Committee (herein called “the Committee”) consisting of:
- a) **Elected Members** Not more than **fifteen** members of the Society, elected in accordance with Rule 9, of whom:
 - (i) not less than **three** shall be members, or employees of members, in public practice;
 - (ii) not less than **three** shall be members working other than in public practice.
 - b) **Additional Members**
 - (i) Any member of the Council of the Institute who is a member of the Society
 - (ii) Up to eight members in any category co-opted annually by the Committee. Co-opted members shall retire at the next annual meeting.
 - (iii) One representative nominated by the Committee of the any Institute student organisation in the area of the Society. This representative shall be a Provisional Member as defined in the Institute’s bye-laws.
- The composition of the Committee should aim to reflect the composition and diversity of the Society.
- Retirement of Committee members** 7 a) At each annual meeting of the Society one third or the nearest number to one third of those elected members of the Committee shall retire but shall be eligible for re-election in accordance with Rule 9. The members to retire at each annual meeting as aforesaid shall be those who have been longest in office since the date of their election or last re-election but as between members who were elected or last re-elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- b) Any elected member of the Committee who ceases to be eligible for inclusion in the category to which they belonged at the date of their nomination shall retire from the Committee.
- Cessation of membership of the Committee** 8 a) Any member of the Committee who wishes to resign shall tender their resignation in writing to the Secretary.
- b) Any member of the Committee who shall be absent, from three consecutive meetings thereof, unless they shall have received leave of absence, shall cease to be a member of the Committee.

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- Nomination and Election of Committee Members**
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- a) Nomination of candidates for election or re-election to the Committee at an annual meeting shall be made by notice in writing signed by not less than **three** members of the Society, and received by the Secretary not later than 1st April preceding the date of the meeting. Such notice shall be accompanied by intimation in writing from each candidate of their willingness to serve if elected or re-elected, as the case may be.
 - b) Notice of the names of all candidates nominated for election or re-election shall be sent to all members of the Society with the notice calling the annual meeting. If more candidates are nominated than there are vacancies to be filled, the members of the Society shall fill the vacancies by election from the said candidates in accordance with Rule 10. If no more candidates are nominated than there are vacancies to be filled, those nominated shall at the annual meeting be declared elected or re-elected to the Committee as the case may be. If sufficient candidates are not elected at any annual meeting the resulting vacancies may be filled by the Committee under Rule 11.

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- 10** a) If at any annual meeting it is necessary to fill vacancies on the Committee by election, such election shall be by ballot. On any such ballot, every member shall have as many votes as there are vacancies to be filled, but shall not give more than one vote to any one candidate. Until the chair shall have declared the result of the election at the annual meeting, the retiring members of the Committee shall continue to be members of the Committee and may act accordingly. In the event of an equality of votes between two or more candidates for any vacancy the chair shall have a casting vote or votes. The declaration of the chair as to the result of the election shall be final.
- b) The method of conducting such ballot shall be determined by the Committee from time to time and shall be EITHER:
- i) by postal or electronic ballot of those members who are eligible to vote, and for such ballot the scrutineers shall be the appointed independent examiner(s) who shall receive the ballot papers and report to the President on the number of votes cast for each candidate. The President or any such nominee of theirs shall be responsible for determining all questions as to the validity of any ballot paper. Ballot papers shall be returned to the appointed scrutiner not later than three clear days before the date of the meeting. OR
 - ii) by ballot of those members eligible to vote who are present at the meeting in person unless (on or before the declaration of the result of the ballot) a poll is demanded by not less than five members eligible to vote and present in person or by proxy. A poll shall be taken as described in Rules 25, 26 and 27.
- c) The candidates required to meet the conditions for each of the categories (i) and (ii) respectively in Rule 6 (a) who receive the greatest number of votes shall be first elected.
- d) The remaining vacancies shall be filled by the candidates (irrespective of whether they are in category (i) or (ii) above mentioned) who receive the greatest number of votes.
- Vacancies on Committee** **11** If any other vacancy in the membership of the Committee occurs between two annual meetings, the Committee may, if it considers it necessary, appoint some eligible person to fill such vacancy in accordance with the required distribution of the seats as specified in Rule 6 (a).
- Officers** **12** a) The Committee shall elect annually from the members of the Society a President, a Deputy President and a Vice President to take office immediately following the annual meeting. Should a vacancy arise at any time the Committee shall appoint a member to fill that vacancy.

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- b) The Committee shall appoint a Secretary and a Treasurer and such other officers as the Committee may decide annually.
- c) The Treasurer shall ensure that proper books of account and shall prepare the accounts of the Society in the form prescribed by the Committee.

Independent Examiners

- 13** a) The members at each annual meeting shall appoint one or more independent examiners, who shall be members of the Institute in practice. The independent examiner(s) shall be entitled to such remuneration, if any, as the meeting shall determine. No member of the Committee or officer of the Society shall be eligible for appointment as independent examiner. In the event of any vacancy occurring in the office of independent examiner between two annual meetings or in the event of a vacancy not being filled at an annual meeting, the said vacancy may be filled by the Committee at a meeting summoned with notice of the object, provided that during such vacancy any continuing independent examiner may act alone.
 - b) The independent examiner(s) shall retire at the next annual meeting after their appointment, but shall be eligible for reappointment.
- 14** A retiring independent examiner shall, unless they shall have notified to the Committee in writing not later than the 1st April preceding the date of the annual meeting their desire not to offer themselves for reappointment, be deemed to be nominated for re-appointment at such meeting. Every other candidate for appointment as an independent examiner shall be nominated by notice in writing signed by not less than two members of the Society and received by the Secretary not later than 1st April preceding the date of the annual meeting and such notice shall be accompanied by an intimation in writing from such candidate of their willingness to serve as independent examiner if appointed. Forthwith upon receipt of any such notice the Secretary shall send a copy thereof to any retiring independent examiner(s). Notice of the names of all candidates nominated for appointment or deemed to be nominated for re-appointment shall be sent to all members of the Society with the notice calling the meeting.

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- Duties of Committee** **15** a) It shall be the duty of the Committee to superintend and control the affairs of the Society, regulate its membership and watch the interests of the members (including Provisional Members) in the area. The Committee shall have control over the funds of the Society and shall defray all expenses there from.
- b) The Committee shall submit an annual report in the form approved by the Committee to the annual meeting of the Society.
- c) In the event of any matter or question arising which is not covered wholly or in part by the Rules of the Society for the time being in force, the Committee shall be deemed to have full power to deal with such matter or questions as they shall think expedient in the interests of the Society until the next general meeting of the Society, when approval shall be sought and any necessary alteration or amendment of the Rules shall be proposed.
- Meeting of Committee** **16** The Committee shall meet at such time and place as its members may determine or the President shall decide, and at such meetings **five** members shall form a quorum.
- Sub-Committees** **17** The Committee may appoint or take part in setting up and nomination to membership of such Sub-Committees or Committees as it deems necessary for the purpose of furthering any of the objects of the Society.
- Annual Meeting** **Meetings**
- 18** The annual meeting of the Society shall normally be held in the month of **May** in each year to transact the following business:
- a) The reception of the annual report of the Committee and the accounts of the Society for the year ended 31st December preceding, with the independent examiners' report thereon;
- b) The election or re-election of members of the Committee;
- c) The appointment of the independent examiners in accordance with Rule 13;
- d) Any other business of which notice has been given in the notice convening the meeting.
- 19** A member wishing to bring before the annual meeting any motion not relating to the ordinary annual business of the Society may do so provided:
- a) that notice in writing of the proposed motion be received by the Secretary not later than the 1st April before the date of the annual meeting; and
- b) that not less than five members entitled to vote at the annual meeting shall have sent or given notice in writing to the Secretary not later than the 7th April before the date of the annual meeting expressing their intention that the proposed motion should be brought before the annual meeting; and
- c) that in the opinion of the President the proposed motion relates to matters affecting the Society or the accountancy profession.

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- Adjournment of Meetings** 24 Subject to the provisions of these Rules the chair of any meeting of the Society may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless it be so directed in the resolution for adjournment.
- Voting at meeting and demand for poll** 25 a) At any annual or special meeting of the Society a resolution put to the vote of the meeting shall (save as provided in Rule 10 or this Rule) be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded by at least twelve members present in person or by proxy.
b) If a poll is required to be taken, it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
c) Save as provided in Rule 10, in the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded or is required to be taken shall be entitled to a second or casting vote.
d) A poll demanded on the election of a chair or on any question of adjournment shall be taken forthwith. A poll demanded or required to be taken on any other question shall be taken at such times and place as the chair of the meeting directs and any business other than that upon which a poll has been demanded or is required may be proceeded with pending the taking of the poll.
- 26 On a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall (save as provided in Rule 10) have one vote.
- Appointment of proxy** 27 a) On a poll, votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing and shall be deemed to confer authority to demand or join in demanding a poll.
b) A proxy must be a member of the Society.
- Instrument appointing proxy** 28 a) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarised or certified copy of that power or authority shall be sent or given to the Secretary at such place as the Committee may from time to time prescribe so as to be received by the Secretary not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
b) The instrument appointing a proxy shall be in the following form (or as near thereto as circumstances admit) or in such other

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form as the Committee may from time to time determine or accept:

"The Beds Bucks & Herts Society of Chartered Accountants: I, ...of... being a member of the above-named Society, hereby appoint...of...or failing them, ...of... or failing them, ...of... each of whom is a member of the said Society, as my proxy to vote for me on my behalf at the [annual or special, as the case may be] meeting of the said Society to be held on theday of....., 20--, and at any adjournment thereof. Signed this...day of... 20--.

- c) Where it is desired to give members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form (or as near thereto as circumstances admit) or in such other form as the Committee may from time to time determine or accept: *"The Beds Bucks & Herts Society of Chartered Accountants: I, ...of... being a member of the above named Society, hereby appoint...of...or failing them, ...of... or failing them, ...of... each of whom is a member of the said Society, as my proxy to vote for me on my behalf at the [annual or special, as the case may be] meeting of the said Society to be held on theday of....., 20--, and at any adjournment thereof. This form is to be used in respect of the resolution(s) below mentioned as follows: Resolution no 1 *For *Against Resolution no 2 *For *Against *Strike out whichever is not desired. Unless otherwise instructed, the proxy will vote as they think fit. Signed this...day of... 20--.*
- d) Where an instrument of proxy is to be used in connection with an election to fill vacancies on the Committee under Rule 10, the form of proxy may be further modified in such manner as the Committee may from time to time determine or accept (and may be a separate form) so as to enable the appointer to indicate how they desire their votes to be cast on such election in the event of a poll being demanded thereon.
- e) The Committee shall not be obliged to send out forms of proxy to the members for use at any meeting or adjourned meeting of the Society.

Minutes of Meetings

- 29 Proper minutes shall be recorded of all resolutions and proceedings of meetings of the Society and its Committee and every minute signed by the chair of the meeting to which it relates or by the chair of a subsequent meeting shall be sufficient evidence of the facts therein stated. Copies of all minutes of Committee meetings shall be circulated to members of the Committee.

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- Rules of Society** **30** a) The Rules of the Society may be altered by a resolution of the members at an annual or special meeting.
- b) If any Rule, or part thereof, shall conflict with an alteration or amendment in the bye-laws, rules or regulations or any pronouncement of the Institute such Rule, or part thereof, shall automatically be altered or amended and all members shall be informed.
- c) The Rules shall be made available for all members to view on the Society's webpage at www.icaew.com.
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- Trustees of the Society** **31** 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 in accordance with Rule 29 shall be conclusive evidence). 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. There shall not be more than four Trustees of the Society unless the Committee shall deem it expedient to appoint an additional Trustee or additional Trustees.
- 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 additional 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 Trustee Act 1925 and they 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.

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- 32** 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 in general 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 such amount of money either at one time or from time to time and at such 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.
- No power to bind the Institute** **33** In no case, and under no circumstances, shall the Society, the Committee of the Society or any officer or member of the Society have power to bind the Institute by contract or otherwise or to impose any liability thereon.
- Interpretation of Rules** **34** In the event of any dispute arising as to the interpretation of these Rules, such dispute shall be referred ~~first~~ to the President of the Society and in the event the dispute cannot be resolved, ~~then to the Chair of the Institute's Members & Commercial Board whose the President's~~ decision shall be final and binding upon all parties.