**ICAEW WEST OF ENGLAND DISTRICT SOCIETY**

**RULES**

**Structure, Aims and Area**

**1.** The Society is an unincorporated association that is a district society of the Institute of Chartered Accountants in England and Wales (‘ICAEW’**).** The name of the Society shall be ’The West of England Society of Chartered Accountants’ ('ICAEW West of England’). The Society may also be described as ‘The Society’, ‘The District Society’ and ‘WESCA’

2 The aims of ICAEW West of England are:

* 1. to provide a local connection point for members and a mechanism to transmit members’ views to and from ICAEW, thereby providing a two-way channel for member engagement;
  2. to contribute to and support the delivery of ICAEW’s strategy and mission;
  3. to provide a local framework to support members by delivering activities and events that meet local needs
  4. to provide support for the student society in the region
  5. to be proactive in setting up bespoke support networks for members
  6. to be an ambassador and advocate for ICAEW

3. The area of the Society is defined as being the area of the Unitary Authorities of The City and County of Bristol, Bath and North East Somerset, North Somerset and South Gloucestershire, and the counties of Gloucestershire and Wiltshire (excluding the District of Salisbury).

**Membership**

4. Every Member of the Institute residing, practising or employed within the area of the Society shall be entitled to be a member of the Society without payment of any entrance fee or subscription. The Committee may, at its discretion, elect to membership a Member of the Institute residing, practising or employed outside the area.

5. A Member shall cease to be a member of the Society upon ceasing to be a member of the Institute.

6. Any Member may resign their membership at any time by giving notice in writing to the Society.

7. Wherever possible, use of widely available technology shall be used to communicate efficiently and effectively with Members. This includes electronic filing and distribution of minutes, accounts, notices and voting using methods such as email and the internet.

**Management**

8. The management of the Society shall be entrusted to a Committee (elected by the members) of not less than ten or more than twenty persons, including Ex-Officio members as defined by Rule 11. The Committee shall have power to set up sub-committees or co-opt additional members to serve until the next following Annual General Meeting.

9. Any member of the Council of the Institute residing or having his/her principal place of business within the area shall ipso facto be an additional member of the Committee.

10. The Committee shall, each year, elect from its number a President, Deputy

President, Vice-President, Honorary Secretary and Treasurer and other such officials as they consider desirable, and present the names of the proposed Office Holders to the Members in Annual General Meeting for confirmation of appointment. Notice thereof to be given as described in Rule 31.

11. The duly elected President, Deputy President and Vice President, along with any Council members, and the outgoing President shall be deemed Ex-Officio Committee members.

12. The duty of the Committee is to carry out the aims as defined in Rule 2;

13. The Committee will seek to ensure that its membership reflects the diversity of members’ interests and ICAEW activities. This would include but not be limited to the office holders as set out in Rule 10 above and the elected members who represent the West of England constituency on the ICAEW Council.

**Nominations for Committee Membership**

14. During the year, a new Committee Member may be appointed by a majority vote of the Committee, subject to there being a vacancy. A formal vote to appoint those Committee Members who have been appointed during the year, should take place at the Annual General Meeting.

15. Nominations of candidates for election to the Committee shall be made in writing or by email to the Honorary Secretary by 31 March each year and shall be signed or confirmed by the candidate and at least three Members (in writing or by email).

16. Committee members retiring in accordance with Rule 22 and seeking re-election, shall give notice (in writing or via e-mail) to the Honorary Secretary of their willingness to serve if re-elected.

17. Notice of the names of all candidates nominated for election or re-election shall be sent to all members of ICAEW West of England with the notice calling the Annual General Meeting

18. Any notice required by these rules to be sent to ICAEW West of England members may, at the discretion of the Committee, be given by advertisement in the journal(s) or newsletters of the Institute or on the ICAEW West of England website or by circulation to ICAEW West of England members with registered e-mail addresses.

**Election of Committee Members**

19. If more nominations are received than there are vacancies on the Committee, an election shall be held at the Annual General Meeting. The nominees receiving the most votes from those members of ICAEW West of England present at the meeting will be elected.

**Vacancies on the Committee**

20. If at any Annual General Meeting the places of the retiring members of the Committee, or any of them, are not filled, the Committee shall have power to fill those vacancies by a majority vote.

**Casual Vacancies on the Committee**

21. Any casual vacancy occurring on the Committee or other office of the Society owing to death, resignation or otherwise than herein provided for, may be filled by the Committee by a majority vote. Any member thus chosen shall only retain office so long as the member whose place he/she fills would have retained it if no casual vacancy had occurred, or to the date of the next Annual General Meeting, whichever shall be the sooner.

**Retirement of Committee Members**

22. At each Annual General Meeting one quarter, or as near that number as possible, of the members of the Committee (not being additional members under Rule 21) shall retire from office in rotation, and as between members who were elected or last re-elected on the same day, those to retire shall be determined by lot (unless the Committee agrees otherwise). No member of the Committee, other than Ex-Officio members, shall remain being a member without seeking re-election at least within three years of appointment.

**Committee Meetings**

23. The Committee shall meet at least four times a calendar year at such times and places as it may determine, and at such meetings one quarter of the Committee members shall be a quorum.

24. All meetings of the ICAEW West of England Committee shall normally be held with members physically present but wherever possible widely available technology shall be used (for example teleconferencing and video conferencing) and a member will be present if they attend the meeting through these means. In some circumstances email meetings will be appropriate and where these are held any member responding to the email will be considered present.

25. The Officers of the Committee shall, at their discretion, be entitled to exclude any Committee member from the Committee if they have been absent from three successive Committee meetings without any communication or active participation in the activities of ICAEW West of England.

**Finance**

26. Monies received from the Institute and other income shall be applied by the Society in defraying its properly incurred expenses of carrying out its objectives. Such funds shall be deposited in the Society’s bank account.

27. The Society shall not hold property or borrow money from a bank or other lending organisation, unless approved in advance by at least two thirds of all the Committee members.

28. The Treasurer, shall at the start of each year present to the Committee a budget for the coming year for its approval.

29. The Treasurer, shall each year draw up and present an Income and Expenditure account and Balance Sheet of the Association, as at the 31 December. This report (the Annual Accounts) shall then be presented at the following Annual General Meeting for approval by the members. In preparing the Financial Statements the Committee shall have due regard to:

* 1. selecting suitable accounting policies and applying them consistently;
  2. making judgements and estimates that are reasonable and prudent;
  3. observing applicable accounting standards; and
  4. preparing the Financial Statements on the going concern basis.

30. There shall be no requirement for the Annual Accounts to be audited or reviewed unless a majority of the Committee Members request it.

**Annual General Meeting**

31. The Annual General Meeting of the Society shall be held not later than the thirtieth of June in each year unless, under exceptional circumstances, the Committee agree to delay the Annual General Meeting.. Fourteen days’ notice of such Annual General Meeting shall be properly given by placing notice thereof in the Society’s pages on the Institute website and by contacting members by other means (see Rule 8 above).

32. At each Annual General Meeting the Committee shall present a report and submit the accounts for the year ended the thirty-first day of December preceding, copies of which shall have been placed on the Society’s website no later than fourteen days before the Annual General Meeting.

33. Notice of any business shall have been sent to the Honorary Secretary and received by him/her not later than 1 April in any year.

34. Details of those nominated as Office Holders for the following year shall be placed on the website no later than fourteen days prior to the date of the Annual General Meeting.

35. No business (including items for Any Other Business) shall be transacted at an Annual General Meeting other than that specified in the notice of the meeting and placed on the website no less than fourteen days prior to the Annual General Meeting.

**Special General Meetings**

36. Special General Meetings for any purpose of the Society, may be convened by the Committee at such times as it may think fit. The Committee shall call a Special General Meeting on the request, in writing, of not less than twelve members. Only such businesses as specified in the notice convening such a meeting shall be transacted thereat. At such meetings, twelve members (to include at least two Office Holders and two other members of the Committee) shall be a quorum.

**Notice of Special Meeting**

37. The Committee shall fix the date, time and place of Special Meetings of the Society. The Honorary Secretary shall send, not less than twenty-one days before a meeting, a notice to each member advising members of the date, time and place and the business of the meeting; such letter to be sent by post or email to the latest primary address given to the Institute at that time. The notice shall also be displayed on the website of the Society.

**Quorum**

38. A quarter of the Committee, to include two Office Holders and two other members of the Committee, shall constitute a quorum at a General Meeting.

39. At all meetings of the Society, if there is not a quorum present fifteen minutes after the time appointed, the business shall stand over until another meeting has been called by the Committee, when the members then present, whether a quorum or not, shall proceed to transact the business.

**Chairman**

40. The President of the Society shall be Chair of all meetings of the Society, unless he/she chooses to delegate the Chair for that meeting to another member of the Committee.

41. In the President’s absence, the Deputy President or Vice President shall be Chair. In the event of all three Officers being absent at the time appointed for a meeting, the members present shall by open voting choose a Chair from amongst themselves for that meeting.

**Voting at Meetings**

42. In the event of a difference of opinion arising upon any questions at any meeting of the Committee, the opinion of the majority shall be decisive. In the case of an equality of votes, the Chair of the meeting shall have a casting vote in addition to his/her ordinary vote.

43. At a General Meeting a poll of members of the Society may, however, be demanded in writing by at least five of the members present and entitled to vote at such a meeting: and in that case, voting papers on the question involved shall be issued by the Committee to the members of the Society within seven days of the meeting, returnable within fourteen days thereof, and the report of the Committee as to the result of the voting shall be conclusive.

**Alteration to Rules**

44. Any proposal for an alteration to any rule or any other constitutional change will require approval by two thirds of those attending the General Meeting at which such proposals are laid

45. No rule or alteration to a rule of the Society passed by members of the Society in General Meeting shall become operative unless and until it shall have received the approval of the Council of ICAEW.

46. If anything in these rules conflicts with an Institute bye-law, rule or regulation, the rule shall automatically be amended in order to conform with that bye-law, rule or regulation

47. No rule or alteration to a rule of any branch or group of the Society, passed by the members of that branch or group in general meeting shall become operative unless and until it shall have received the approval of the Committee of this Society and, if deemed necessary by the Main Committee of the Society, the approval of the Institute Members & Commercial Board.