

**The Rules
of the Huddersfield Society of Chartered Accountants
A Branch of the West Yorkshire Society of Chartered Accountants
Reprinted March 2008**

Note: throughout these rules sex-specific terms such as "he" and "his" should be taken to read inclusively: "he or she", "his or hers" etc.

1 Names and Descriptions

- a) The name of the Branch is the "Huddersfield Society of Chartered Accountants" and is hereinafter described as the "BRANCH";
- b) The West Yorkshire Society of Chartered Accountants is hereinafter described as the "DISTRICT SOCIETY"; and
- c) The Institute of Chartered Accountants in England and Wales is hereinafter described as "THE INSTITUTE".

2 Area

The area of the Branch is defined as being the former County Borough of Huddersfield and the towns and places comprised in the former Urban Districts of Colne Valley, Denby Dale, Holmfirth, Kirkburton and Meltham.

3 Objects

The objects of the Branch shall be:

- a) To assist the Institute through the District Society in the protection of the character, status and interests of the Members of the Institute residing, practising or working in the area of the Branch and in promoting and maintaining a high standard of professional practice and conduct;
- b) To consider, and if thought fit, to make representation to the committee of the District Society to deal with matters affecting the interests of the profession at large;
- c) To arrange lectures and discussions on various matters relating to the Profession and to hold Dinners, Luncheons and Social Events;
- d) To form and maintain a library for use of the Members of the Branch, their Chartered Accountant Students and for visiting Members of the Institute;
- e) To supervise the interests of the Chartered Accountant Students residing or training in the area of the Branch;
- f) To assist financially or otherwise Chartered Accountant Students' Societies operating within the area in the furtherance of their objects; and
- g) To do all things which may be necessary or advisable for the attainment of the foregoing.

4 Qualification for Membership

- a) Any Member of the Institute residing, practising or in service within the area of the Branch, on signing such declaration as may be required, shall be entitled to be admitted a Member of the Branch without payment of any entrance fee or subscription;
- b) The Committee may, in their discretion, elect to Membership a Member of the Institute residing, practising or working outside the area of the Branch; and
- c) The facilities of the Branch shall be available to all members of the District Society.

5 Cessation of Membership

Any Member may resign his Membership at any time on giving notice in writing to the President; and further,:

A member shall cease to be a member of the Branch if:

- a) He ceases to be a member of the Institute;
- b) He ceases to satisfy the conditions of membership prescribed in Rule 4(a) unless admitted under Rule 4(b); and
- c) He ceases to satisfy the object of the Branch prescribed in Rule 3(a).

6 Annual General Meeting

The Annual General Meeting of the Branch shall be held not later than the 30th June in each year.

7 Proceedings at Annual General Meeting

At the Annual General Meeting:

- a) The Committee shall present a report and submit the Accounts for the year ended the 31st December preceding;
- b) There shall be elected (under Rules 15 and 18) Members of the Committee to fill the vacancies;
- c) There shall also be elected from among the Members an Honorary Auditor; and
- d) Any other business of which notice has been given in the notice convening the meeting.

8 Special General Meeting

Special General Meetings for any purpose relating to the interests of the Branch may be convened by the Committee at such times as they think fit and the Committee shall call a Special General Meeting on the requisition in writing of not less than seven Members; only such business as is specified in the notice convening such Meeting shall be transacted thereat. The Notice of such meeting shall be sent to members within 14 days of the receipt of such requisition.

9 Notice of Meeting

The Committee shall fix the date, hour and place of Meetings of the Branch, and the Secretary shall send not less than fourteen days previous to the Annual General Meeting, or a Special General Meeting and not less than seven days previous to any other meeting, a notice to each Member intimating the date, hour, place and business of the meeting.

10 President

The President for the time being of the branch shall be the Chairman of all meetings of the Branch and the Committee. In his absence, the Vice-President shall be Chairman. In the event of both being absent at the time appointed for a meeting, the Members present shall by open voting choose a Chairman from amongst themselves for the meeting.

11 Voting at Meetings

In the event of a difference of opinion arising upon any question at any meeting of the Branch or Committee, the opinion of the majority shall be decisive except where herein otherwise provided. In the case of an equality of votes, the Chairman of that meeting shall have a casting vote.

At an Annual or Special General Meeting, a poll of members of the Branch may be demanded by at least 10 members present and entitled to vote at such meeting and, in that case, voting papers on the question involved shall be issued by the Committee to the members of the Branch within 14 days of the meeting, returnable within 14 days thereof to the President and the report of the Committee as to the result of the voting shall be conclusive.

12 Quorum

At all meetings of the Branch five shall form a quorum. If there be not a quorum present fifteen minutes after the time appointed, the business shall be postponed to the next meeting, except that in the case of a Special General Meeting the business 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.

13 Management

The Management of the Branch shall be entrusted to a Committee comprising:

- Six elected Members;
- The Five Honorary Officers as elected under Rule 14;
- The Immediate Past President;
- Any Member of the Council of the Institute having his principal place of business or office of employment within the area of the Branch;
- Any Member of the Branch serving on the Committee of the District Society; and
- Any two representatives nominated by the District Society to serve on the Committee of the Branch.

Of the above, three should, ideally, not be engaged in public practice.

The Committee shall have power to co-opt not more than three members of the Branch for special purposes for a period not exceeding three years.

Any elected or co-opted member of the Committee who is absent from four consecutive meetings of the Committee shall cease to be a member of the Committee unless a majority of the Committee agree that after enquiry, there is sufficient reason for such absence.

14 Honorary Officers

Prior to the Annual General Meeting in each year the Committee shall elect the following Honorary Officers to hold office for the ensuing year:

- President;
- Vice-President;
- Treasurer;
- Secretary and
- Librarian.

The Honorary Officers shall be ex-officio members of the Committee during their period of office.

15 Elected Members of Committee

At each Annual General Meeting two of the elected Members shall retire, the Members to retire being those who have been longest in office since their last election. If more than two with equal service, the Committee will decide the order of rotation. Retiring elected Members (other than those retiring under Rule 17) shall not be eligible for re-election until the following Annual General Meeting.

- a) An elected member shall assume office at the conclusion of the Annual Meeting at which the member is elected and subject to these Rules, shall be entitled to hold office until the third Annual Meeting thereafter;
- b) An elected member shall not be eligible for re-election to the Committee after serving an aggregate of 12 years on the Committee. After a break of three years, such a member shall be eligible to be nominated as a candidate for election to the Committee under Rule 13 and may continue to serve for a maximum of a further six years in aggregate as an elected member;
- c) Any member of the Committee on being elected by the Committee to the office of President or Deputy President of the Branch shall forthwith cease to be an elected member of the Committee under Rule 5 or an additional member of the Committee under Rule 5;
- d) 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 two members of the Branch, and received by the President not later than the 28th February preceding the date of the meeting. Such notice shall be accompanied by an intimation in writing from each candidate of his willingness to serve if elected or re-elected, as the case may be;
- e) Notice of the names of all candidates nominated for election or re-election shall be sent to all members of the Branch with the notice calling the Annual Meeting;
- f) If more than sufficient nominations are received to fill vacancies on the Committee, an election will be held at the Annual Meeting. The scrutineers shall be chosen from those members of the Committee not seeking election. The nominees receiving the most votes from those members of the Branch present at the meeting will be elected; and
- g) The declaration of the scrutineers as to the members elected shall be final.

16 Vacancies on Committee

If at any Annual General Meeting the places of the retiring Members of the Committee have not been filled, the Committee shall have power to fill vacancies.

17 Casual Vacancy

Any vacancy occurring in the Committee, otherwise than hereinbefore provided, may be filled by the Committee, but any Member thus appointed shall only hold office until the next Annual General Meeting.

18 Nomination of Committee Members

Nominations of Committee Members shall be made in writing and shall state that the candidate has expressed his willingness to serve and shall be deposited with the Honorary Secretary at least five days before the Annual General Meeting.

19 Duties of Committee

The duties of the Committee shall be:

- a) To administer and control the affairs of the Branch;
- b) To carry out the objects of the Branch as defined in Rule 3; and
- c) To represent members' interests to the Institute and the Institute's activities to members.

20 Sub-Committees and Co-opted Members

The Committee shall have power to delegate its functions to Sub-Committees. The Committee shall have power to appoint to a Sub-Committee one or more additional Members of the Branch who are not Members of the Committee for such period as the Committee may determine.

21 Service on District Society Committee

The Committee of the Branch shall elect one of its Members to represent the Branch on the Committee of the District Society.

22 Meetings of the Committee

The Committee shall meet at such times and places as they themselves may determine, and at such meetings five shall form a quorum.

23 Funds

The Committee shall have control over the funds of the Branch, and shall defray all expenses therefrom. Any surplus funds shall be deposited in a banking account in the name of the Branch which shall be operated by the Treasurer, or invested in such manner as the Committee shall think fit in any investment authorised by the Bye Laws of the Institute for the investment of its funds.

24 Audit

The Committee shall deliver to the Auditor not less than twenty-eight days before each Annual General Meeting the Statement of Income and Expenditure for the year ended on the 31st December preceding, and a Balance Sheet at that date signed by the President and Treasurer, and shall be available on the Institute's website for members to review: the Auditor shall examine the same and report thereon and his report shall be read at the said Meeting.

25 Voting and Polls

Any resolution or amendment of which at least five days notice has been given, proposed and seconded at a Special General Meeting of the Branch shall be decided upon by a show of hands, and the declaration of the Chairman of the Meeting as to the result shall be final unless a poll be demanded.

A poll of the Members of the Branch may be demanded in writing at the Meeting by at least seven Members present and entitled to vote at such meetings, and in that case, voting papers on the question involved shall be issued by the Committee to the Members of the Branch 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.

26 Amendment of Rules

- a) Any resolution for the amendment of these Rules must be submitted in writing to the Secretary not less than fourteen days before a Special General Meeting and the Secretary shall, not less than seven days before the Meeting, notify each Member of the Branch by forwarding to him a copy of the Resolution.
- b) No rule or alteration of a Rule passed by members in Special General Meeting shall become operative unless and until it has been approved by the District Society and by the Council of the Institute.
- c) In the event of any matter or question arising which is not covered wholly or in part by the Rules of the Branch for the time being in force, the Committee shall be deemed to have power to deal with such matters or questions as they shall think expedient in the interests of the Branch until the next subsequent General Meeting of the Branch when any necessary alterations or amendments of the Rules shall be made.

27 Records

The Committee shall ensure that appropriate records are maintained, including minutes of Committee Meetings, Annual Meetings and Special General Meetings, and records of all the Branch's financial transactions.

28 Communication

Wherever possible, use of widely available technology shall be used to communicate effectively with members. At current levels of technological development, that includes electronic filing and distribution of minutes, accounts and voting, using methods such as e-mail and the internet.

29 Rules

These rules will be available for all members to view on the District Society's pages of the website of the Institute.

30 Interpretation of the Rules

In the event of any dispute arising as to the interpretation of these Rules, such dispute shall be referred to the President of the Branch, whose decision shall be final and binding upon the parties. If the President of the Branch wishes, through conflict of interest or otherwise, the dispute may be referred to the President of the District Society, whose decision shall be final and binding upon the parties.