

# CONSTITUTION

(incorporating Financial Regulations)

## 1. NAME

- 1.1 The Chartered Institute of Public Finance and Accountancy (**CIPFA**) is supported by a regional structure.
- 1.2 The organisation called **CIPFA in the Midlands** (subsequently referred to in this document as **CIM**), shall represent members in the region covering the county areas of:

Derbyshire, Gloucestershire, Herefordshire, Leicestershire, Lincolnshire, Northamptonshire, Nottinghamshire, Rutland, Shropshire, Staffordshire, Warwickshire, West Midlands, Worcestershire, together with Peterborough in Cambridgeshire. (as defined by particular postcodes as agreed with adjacent Regions)

## 2. OBJECTIVES

- 2.1 The objectives of **CIM** shall be to contribute to the development and purpose of **CIPFA in the Midlands** region and to promote CIPFA as the premier accountancy body in the public services, whether in the public or private sector and to secure a quality and responsive service for members of **CIM**.

## 3. FUNCTIONS

- 3.1 The main functions of **CIM**, as embodied in CIPFA's Charter for the Regions, shall include:
- (i) to promote the policies and reputation of the Institute within the region;
  - (ii) to support and promote the activities of the Institute including its publications, annual conference and courses and conferences programme, and the promotion of the Professional Accountancy Qualification (PAQ) and other qualifications;
  - (iii) to recommend to the Board for the Regions the scope and content of services necessary, at a local level, to meet the needs and aspirations of individual members and students;
  - (iv) to provide a forum and act as the mechanism for two way communication on the development and running of the Institute Council and Boards, between the region's members and students and the Institute Council

- (v) to provide an effective forum for the discussion of public finance and accountancy issues, by arranging and promoting a variety of activities including lectures, courses and conferences;
- (vi) to ensure, locally, the delivery of an annual programme of activities, designed to secure the updating of members and students on current issues and to enhance professional skills;
- (vii) to encourage and facilitate the participation of as many members, students and non-corporate members as possible in the activities of the Institute through local events and activities;
- (viii) to work with the Institute Council to promote recruitment and education and training activities,
- (ix) to support the Institute's policy of continuing professional development (CPD) and to act as a focus for members in the regions;
- (x) to provide, through the medium of the **CIM** Students Society, facilities and activities to meet the needs of registered CIPFA students.
- (xi) to secure effective liaison with the local HFMA branch(es), and with local AAT branches;
- (xii) to act as one of the means of consultation between the Institute Council and Boards and the membership on major issues affecting the professional responsibilities of members.
- (xiii) to promote CIPFA across the region and develop the influence of the Institute with key decision makers, institutions and other professional bodies.
- (xiv) To strengthen links and build long term relationships across the membership of **CIM**

#### **4. MEMBERSHIP**

4.1 The following classes of person living or working in the Region (as defined in 1.2), shall be eligible for membership of **CIM**:

- (i) Corporate CIPFA members;
- (ii) All non-corporate members of the Institute and registered students of all CIPFA qualifications;
- (iii) Members and registered students of the Association of Accounting Technicians (AAT) working in or with the public services;

- (iv) Other persons interested in public finance and accountancy, who support the objectives of **CIM** may be invited to become members, at the discretion of **CIM**. A register of such persons will be maintained by the Honorary Secretary.
- (v) Members defined in (i), (ii) and (iii) above may only be eligible for full membership of one CIPFA Region, as notified to CIPFA.

## 5. THE COUNCIL OF CIM

5.1 **CIM** shall elect a Council that shall be the principal executive, policy determining body responsible on behalf of the members and shall consist of the following:

- (i) officers, namely
  - President
  - Vice President
  - Honorary Secretary
  - Assistant Secretary
  - Honorary Treasurer
  - Assistant Treasurer
  - Other officers as the Council consider necessary.
- (ii) 10 elected corporate CIPFA members;
- (iii) 2 representatives of the Students Society
- (iv) 2 other registered CIPFA students
- (v) 1 AAT member (as defined in 4.1 (iii));
- (vi) 1 AAT Student (as defined in 4.1 (iii));
- (vii) 2 representatives nominated by the Events Team; (in addition to, or from those members detailed in 5.1 (ii), (iii), (v) and/or (vi));
- (viii) The Regional Representative elected and co-opted onto Institute Council.
- (ix) such other co-opted members as may be considered necessary by the Council to ensure a balanced geographical and employment representation of the various branches of the public services, provided always that the majority of the Council are corporate CIPFA members;
- (x) the past President and former Honorary Secretary shall be invited to be ex-officio members of the Council for two years after relinquishing office.

- 5.2 A designated senior member of the Institute Secretariat and all serving Institute Council members who live or work in the region are invited to attend meetings of the Council (in a non-voting capacity).
- 5.3 The following officers of the Council shall be elected at the Annual General Meeting for the following periods:
- (i) President and Vice President (from the currently serving corporate CIPFA members of the Council of **CIM** (4.1(i)) – two years;
  - (ii) Honorary Secretary and Honorary Treasurer – two years.
- 5.4 The ten elected corporate CIPFA members of the Council (5.1(i)) shall be elected for a period of two years, half of which retiring annually.
- 5.5 An Honorary Auditor shall be elected annually, but will not be a member of the Council.
- 5.7 The Council shall have the power to fill any casual vacancy arising on the Council and to appoint such other officers as may become necessary, subject to confirmation at the next AGM.
- 5.8 The Council shall form such committees and working groups from its members as may be deemed necessary, of which the President, Honorary Secretary and Honorary Treasurer shall be ex-officio members.
- 5.9 The Honorary Secretary shall (by means to be agreed by the Council of **CIM**) invite nominations for co-options. Such invitation shall be by no lesser means than announcement on the 'home' page of the **CIM** website.
- 5.10 Co-options to the Council shall be approved by simple majority of the Council. Co-opted members shall serve on the Council for a period of up to 2 years ending at the AGM. [see Appendix D]
- 5.11 The Council shall meet a minimum of four times each year to carry out **CIM** business.
- 5.12 The Honorary Secretary shall give not less than seven days notice of all meetings of the Council
- 5.13 The meetings shall be held on such dates and at such venues as may be arranged by the Honorary Secretary. Such meetings may be held fully or in part by use of telephone and/or video conferencing or any other similar means of holding a virtual meeting.
- 5.14 Eight members shall form a quorum for a meeting of the Council, provided always that a majority shall be corporate CIPFA members.

- 5.15 The President shall chair meetings of the Council; if absent, the Vice President shall take the chair, if the Vice President is also absent a nominee from the floor shall take the chair. The procedure at all meetings shall be at the discretion of whoever has taken the chair at the meeting.
- 5.16 Each member of the Council shall have one vote and if there is an equality of votes the chairman shall have a second and casting vote.
- 5.17 The roles and responsibilities of the officers of the Council shall be as determined by the Council from time to time.

## **6. RESPONSIBILITIES OF THE COUNCIL**

- 6.1 The Council shall have a particular responsibility to ensure that every encouragement is given to all members to participate on a voluntary basis in the activities of **CIM**.
- 6.2 The Council shall establish and maintain effective financial control over the activities of **CIM**, to which end the Council will periodically adopt, review and maintain Financial Regulations for the proper administration of the financial affairs of **CIM** (See Appendix A).
- 6.3 The Council shall prepare a strategic development plan which shall be updated annually. This strategic development plan will form part of an Annual Report which shall be submitted to each AGM. As part of the preparation of the development plan the Council shall review the needs and interests of local members and students. A copy of the Annual Report and an extract of the strategic development plan shall be submitted to the Board for the Regions, if requested.
- 6.4 The Council shall appoint such officers as it considers necessary and shall monitor the performance of all offices.
- 6.5 The Council will make suitable arrangements to allow for an annual visit by the President of the Institute.

## **7. EXECUTIVE COMMITTEES**

- 7.1 The Council of **CIM** may, in addition to any committees and/or working groups set up under clause 5.8, establish such executive committees, working groups, local and special interest groups as may be deemed necessary.
- 7.2 The Council of **CIM** shall approve the constitution of these executives and groups and shall conform to the Charter and bye-laws of the Institute.
- 7.3 **CIM** shall provide such funding as it considers appropriate to facilitate the activities of such Executive Committees and working groups.

7.4 All Executives Committees and other groups set up by the Council shall submit plans and reports as required by the Council.

## **8. CONDUCT OF ELECTIONS**

8.1 These rules shall apply for the annual election of Officers and Members of the Council of **CIM**. Casual vacancies arising during the year may be filled for the remainder of the year at the discretion of the Council of **CIM**

8.2 The Honorary Secretary shall (by means to be agreed by the Council of **CIM**) invite nominations for all vacancies. Such invitation shall be by no lesser means than announcement on the 'home' page of the **CIM** website.

8.3 Nominations for all vacancies must be received by the Honorary Secretary at least 60 days before the date of the Annual General Meeting.

8.4 Nominations for the offices of President and Vice President will be restricted to corporate CIPFA members currently serving on the Council of **CIM**.

8.5 Where there is an equality in the number of vacancies and nominations then all nominations shall be deemed elected.

8.6 Where there are fewer nominations than vacancies then all valid nominated persons shall be deemed elected, any remaining vacancies shall be notified to the Annual General Meeting. Remaining vacancies may be filled by nominations being made at the Annual General Meeting. In the event that nominations at the Annual General Meeting exceed the number of remaining vacancies then the election shall be by show of hands.

8.7 Where nominations for any category exceed the number of vacancies the Honorary Secretary shall arrange a postal &/or electronic ballot. Ballot papers shall be sent to CIPFA members and CIPFA students in the region as notified by CIPFA headquarters and other members of **CIM** (other than registered CIPFA members and students) who may request, in writing, a ballot paper during the period of election. The results of the ballot shall be announced at the Annual General Meeting.

## **9. GENERAL MEETING OF CIM**

9.1 The Annual General Meeting of **CIM** shall be held no later than 31<sup>st</sup> March each year to receive and discuss the Annual Report of the Council, to appoint officers and to elect members and to transact such other business as may be necessary.

9.2 The Honorary Secretary, on the direction of the Council, or on receipt of a request signed by no less than 20 members, and stating the objectives of the meeting, shall convene a special general meeting within 14 days.

9.3 30 members shall form a quorum at any annual or special general meeting.

- 9.4 The ordinary general meetings shall be held on such dates and at such venues as may be arranged by the Council.
- 9.5 The Honorary Secretary shall give members not less than 7 days notice of all general meetings of **CIM**.
- 9.6 The President shall chair general meetings of **CIM**; if absent, the Vice President shall take the chair; if the Vice President is also absent one of the corporate CIPFA members of the Council (see 5.1 (ii)) shall chair the meeting; if none are present, a nominee from the floor shall take the chair. The nominee must be a corporate CIPFA member. The procedure at all meetings shall be at the discretion of whoever has taken the chair. However, no vote on any matter may be taken unless there is a majority of corporate CIPFA members in attendance.

## **10. INTERPRETATION AND ALTERATION OF THIS CONSTITUTION**

- 10.1 Any matter arising which is not provided for by the existing constitution and, in case of doubt as to interpretation of the constitution, shall be dealt with and determined by the Council of **CIM**. Proposals for alteration of the constitution may be adopted at the Annual General Meeting or at a special general meeting providing that a majority of two-thirds of the members present and voting concur with the proposals. Notice of such proposals to be given to the Honorary Secretary not later than 21 days prior to the meeting.

## APPENDIX A

### FINANCIAL REGULATIONS

1. The Honorary Treasurer will be responsible for the proper administration of the financial affairs of **CIPFA in the Midlands (CIM)**.
2. The Honorary Treasurer will open bank accounts in the name of “**CIPFA in the Midlands**” and arrange for copies of bank statements to be sent to the Honorary Secretary.
3. No other bank accounts may be opened without the consent of the Council of **CIM**. Such consent must be evidenced in the minutes of the relevant Council meeting. Procedures for the operation of and accounting for any such bank accounts must be agreed with the Honorary Treasurer.
4. The Honorary Treasurer alone will sign all cheques, except where an account is being operated by another officer or officers under Financial Regulation 3.
5. The Honorary Treasurer shall be responsible for the investment of surplus funds, and shall report to the Council of **CIM** on the value and location of balances held.
6. All income received shall be banked promptly by the Honorary Treasurer. Any monies received by other officers of **CIM** shall be passed to the Honorary Treasurer without delay.
7. Detailed estimates of the income and expenditure of **CIM** will be presented to its Annual General Meeting. The Honorary Treasurer will present reports of performance against estimates to each Council meeting during the year.
8. The accounts of **CIM** will be prepared under the historic cost convention, on an income and expenditure basis.
9. The accounts of **CIM** will be prepared annually and presented to the Honorary Auditor for audit. The financial year for **CIM** will be January 1<sup>st</sup> to December 31<sup>st</sup>, and the accounts should be presented to the Honorary Auditor no later than the end of February.
10. A copy of the audited accounts of **CIM** will be presented to its Annual General Meeting.
11. The Honorary Auditor will report to the Council of **CIM** at its meeting prior to the Annual General Meeting.
12. The Honorary Auditor shall have the right to inspect the books and accounting records of **CIM** at any time during the year.

## APPENDIX B



*This appendix does not form part of the Constitution, but is for information only.*

## **1. ROLE AND RESPONSIBILITIES OF OFFICERS APPOINTED BY THE COUNCIL OF CIM**

The roles and responsibilities of the following officers may be reviewed and amended periodically by the Council of **CIM** (clause 5.16)

### **a) REGIONAL PRESIDENT**

- Provide leadership to **CIM** Council.
- Set the agenda for and chair the meetings of **CIM** Regional Council
- Represent **CIM** at the annual dinners and events of other regional accountancy and professional bodies and other networking activity
- Represent **CIM** on the Board for the Regions
- Prepare, review and lead implementation of annual development plans
- Prepare the annual report
- Chair the Annual General Meeting of **CIM**

### **b) VICE PRESIDENT**

- Deputise for the President in the fulfilment of any of their responsibilities

### **c) HONORARY SECRETARY**

- Liaise with the President and prepare annual agenda planner and agendas for each **CIM** meeting and the AGM
- Call for papers and prepare agenda items for Regional Council meetings and AGM
- Distribute papers to **CIM** council members in advance of meetings.
- Attend **CIM** meetings and take minutes/notes and advise on process issues
- Promptly finalise and distribute action notes/ minutes
- Arrange the AGM including venue, certificates, nomination papers, inviting the national president and newly qualified members
- Prepare all ballot papers etc

### **d) ASSISTANT SECRETARY**

- Deputise for the Honorary Secretary in the fulfilment of any of their responsibilities.
- Precise split of activities to be determined between the Honorary Secretary and Assistant Secretary immediately after the AGM.

#### **e) HONORARY TREASURER**

- Develop, monitor and implement the Region's MTFS
- Prepare and present quarterly management accounts to all **CIM** meetings
- Prepare & present financial accounts to AGM
- Secure sign-off of annual financial accounts by external auditor
- Prepare required monitoring reports to Robert St.
- Prepare and submit all necessary VAT returns
- Effect payments etc as required.
- Undertake annual ZBB exercise

#### **ASSISTANT TREASURER**

- Deputise for the Honorary Treasurer in the fulfilment of any of their responsibilities.
- Precise split of activities to be determined between the Honorary Treasurer and Assistant Treasurer immediately after the AGM.

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### **COUNCIL OF CIM - WORKING PRINCIPLES**

**CONTRIBUTION** – a place around the **CIM** Council table brings with it a legitimate expectation that each individual will provide a practical contribution to delivering the aims and objectives of **CIM** and CIPFA nationally. This will include support for and attendance at key events and activities and being active within our work streams and groups.

**SUPPORT** – in order to avoid undue pressure falling on a few individuals, we will seek to share workloads and have back up arrangements in place to support others at times of individual pressure or unavailability.

**TEAMWORK** – there will always be an underlying assumption that we are all working together for the good of **CIM**, CIPFA and the members and students that comprise those two bodies. We will seek to work together in harmony to that end and where problems arise we will discuss and resolve them openly as a team.

**VALUES** – we will treat each other with respect, empowering individuals to grow in their **CIM** roles and providing support both in terms of active decision making and/or practical contributions where needed. We will trust each other and always work to uphold the highest professional standards.

**SUSTAINABILITY** – we will embed succession planning into our operations to ensure that we continue to progress when individuals choose to step down from key roles, and avoid pressure on individuals to continue with a role when they would rather step down. We will all actively work to identify, welcome and nurture new volunteers.

**ACCOUNTABILITY** – in accepting a role on **CIM**, each of us will do our best to fulfil that role and deliver on the expectations placed upon us on time and to standard.

**ROTATION** – Key officer roles (eg: secretary and treasurer and their deputies (see below) etc) will have a limited tenure (eg: 2 or 3 years) and then post holders will step down thus supporting our succession planning and sustainability aims.

**SOLUTION SEEKING** – we will work together to seek solutions to the challenges we face in an open, honest and professional manner.

**OPEN TO IDEAS** – we will seek to embrace change and value new ideas and activities to ensure **CIM** and CIPFA remain modern, relevant and progressive.

**OBLIGATION AND ACKNOWLEDGEMENT** – officers will not need to feel obliged to keep slogging on in the face of personal and/or professional challenge and if choosing to step down, **CIM** will acknowledge with gratitude their contributions in those roles.

**CPD** – we will participate in CPD and our work for **CIM** and CIPFA nationally will be acknowledged as contributing to our own CPD time.

**NEW BLOOD** - we will encourage and welcome new blood to support the work of **CIM**, by introducing willing volunteers who may not have a formal place on **CIM** but who wish to work alongside us as we deliver on our aims and objectives. This will support our sustainability, modernisation and succession planning agendas.

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**CO-OPTIONS – Criteria and Process**

Regional Council will set no limit on the number of co-options other than the requirement within the existing Constitution that the majority of the Council are corporate CIPFA Council Members. However, should this become unmanageable going forward this will be reviewed.

Regional Council will publicise this route for providing support to CIPFA Midlands Council.

The nomination form (available on the website) will be used to formally nominate co-options. This may be originated through individual recommendation from a Council Member, from an existing volunteer or via a direct request from a regional Member or individual. The nomination forms need to identify the specific activities within the development Plan/regional Activities Model that the co-optee will work actively to support in their period of office.

A task group comprising at least 3 CIPFA Regional Council Members will consider any nominations and assess these against the strategic plans for the Council via its development plan and this policy document and will form a recommendation. This recommendation can be made via e mail to the Regional Council and if no objections are received this is approved. If objections or further queries are raised on the recommendation then the co-option will be discussed at the next available Regional Council meeting. Clear feedback needs to be provided to the nominee post the decision.

Regional Council may consider each cooption nomination as part of a formal Council meeting.

The criteria that will be used in agreeing a cooption request will include consideration of the following:

- to reinforce the representation on Regional Council from different employment categories – in the CIPFA Midlands context this will include (but not be limited to) local and central government, the NHS, the private sector, further and higher education and housing associations. However, Regional Council will not seek balance of any sort as an overriding objective but rather to use the co-option process to encourage committed and enthusiastic representative CIPFA members or non Members to participate both by co-option to Council and to Panels.
- Cementing important relationships with partners and influential bodies where many members are employed.

- Recognising visible involvement in and support of CIPFA activities, often including the willingness to stand for election to Council or delivering specific strands of the Development Plan/Regional activities Model.

Council will consider cooption requests annually in advance of the AGM and on an ad hoc basis should the need arise. Cooptions made in year will be confirmed at the AGM.

The period of office will be for a minimum of one year (and up to two years ending at an AGM) following agreement by Council and will be ratified at the AGM following the decision. This means that if someone is co-opted in June 2011, their period of co-optation would run until March 2013. This may require an amendment to the existing Constitution. This allows Regional Council to take advantage of cooption opportunities in year and for the success of the co-option to be monitored over a reasonable timeframe.

Each extension to cooption will be reconsidered by Council at the nearest Council meeting to the anniversary of cooption. As part of succession planning arrangements the Council will seek to extend co-options or fill vacancies on Council as appropriate. The Council will first seek the views of the co-optee to see if they wish to continue or stand down. If the former, the Council will decide whether to extend the cooption and/or encourage the co-optee to stand for election to Regional Council.