

PROPOSED CIM CONSTITUTION MARCH 2022

(incorporating Financial Regulations)

1. NAMES

1.1 The Chartered Institute of Public Finance and Accountancy (**CIPFA**) is supported by a regional structure.

1.2 The CIPFA in the Midlands Council (subsequently referred to in this document as CIM Council), 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 Council 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, and to work to secure a quality and responsive service from the Institute for members of CIM whichever sector they work in.

3. FUNCTIONS

3.1 The main functions of CIM Council shall include the following, noting that the degree to which these functions can be delivered by a collective of volunteers will be limited to the available resources:

(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 appropriate Institute forum the scope and content of services necessary to meet the local 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, 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 events;

(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 act as one of the means of consultation between the Institute Council and the membership on major issues affecting the professional responsibilities of members;

(xii) to promote CIPFA across the region and develop the influence of the Institute with key decision makers, institutions and other professional/relevant sector bodies;

(xiii) 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) 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 Council. A register of such persons will be maintained by the Honorary Secretary;

(iv) Members defined in (i) and (ii) above may only be eligible for full membership of one CIPFA Region, as notified to CIPFA.

4.2 The definition in 4.1 defines the term 'CIM Members' in this document.

5. CIM COUNCIL

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
- Junior Vice President
- Honorary Secretary
- Assistant Secretary

- Honorary Treasurer
- Assistant Treasurer
- Other officers as the Council consider necessary.

(ii) 6 elected corporate CIPFA members;

(iii) 1 representative of the Students Society;

(iv) 1 other registered CIPFA student;

(v) The CIM representation on the Institute Council as determined by the national governance framework;

(vi) such other co-opted members as may be considered necessary by CIM Council to ensure a balanced geographical and employment representation of the various branches of the public services, provided always that the majority of CIM Council are corporate CIPFA members;

(vii) the past President and former Honorary Secretary shall be invited to be ex-officio members of CIM Council for two years after relinquishing office.

5.2 Designated senior members of the Institute Secretariat who live or work in the region are invited to attend meetings of CIM Council (in a non-voting capacity).

5.3 The following officers of CIM Council shall be elected at the Annual General Meeting for the following periods:

(i) President, Vice President and Junior Vice President (from the currently serving corporate CIPFA members of CIM Council (4.1(i)) – two years;

(ii) Honorary Secretary and Honorary Treasurer – two years;

(iii) Assistant Honorary Secretary and Assistant Honorary Treasurer – two years.

5.4 The six elected corporate CIPFA members of CIM Council (5.1(ii)) shall be elected for a period of two years, half of which retiring annually.

5.5 The representatives of the Student Society and the other registered CIPFA Students shall be elected for a period of 2 years.

5.6 An Honorary Auditor shall be elected annually but will not be a member of CIM Council.

5.7 CIM Council shall have the power to fill any casual vacancy arising and to appoint such other officers as may become necessary, subject to confirmation at the next AGM.

5.8 The Honorary Secretary shall (by means to be agreed by the CIM Council) invite nominations for co-options. Such invitation shall be by no lesser means than announcement on all CIM social media sites and on the CIM Region page of the CIPFA website.

5.9 Co-options to CIM Council shall be approved by simple majority of CIM Council. Co-opted members shall serve on CIM Council for a period of up to 2 years ending at the AGM. [see Appendix D]

5.10 CIM Council shall meet a minimum of four times each year to carry out CIM business.

5.11 The Honorary Secretary shall ensure that not less than seven days' notice is given of all meetings of CIM Council.

5.12 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.

5.13 Six members shall form a quorum for a meeting of CIM Council, provided always that a majority shall be corporate CIPFA members.

5.14 The President shall chair meetings of CIM Council; if absent, the Vice President shall take the chair, if the Vice President is also absent the Junior Vice President shall take the Chair, if the Junior 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.

5.15 Each member of CIM Council shall have one vote and if there is an equality of votes the Chair shall have a second and casting vote.

5.16 The roles and responsibilities of the officers of CIM Council shall be as determined by CIM Council shall be defined and reviewed at least every two years by CIM Council.

6. RESPONSIBILITIES OF CIM COUNCIL

6.1 CIM Council shall have a particular responsibility to ensure that every encouragement is given to all CIM members to participate on a voluntary basis in the activities of CIM.

6.2 CIM Council shall establish and maintain effective financial control over the activities of CIM, to which end CIM Council will periodically adopt, review and maintain Financial Regulations for the proper administration of the financial affairs of CIM (See Appendix A).

6.3 CIM Council shall prepare an annual business plan which the President and the Hon Treasurer will present to each AGM. As part of the preparation of the business plan CIM Council shall review the needs and interests of local members and students. The plan should incorporate the key elements of the previous year's operational and financial performance.

6.4 CIM Council shall monitor the performance of all officers.

6.5 CIM Council will make suitable arrangements to allow for an annual visit by the President of the Institute.

7. EXECUTIVE COMMITTEES

7.1 CIM Council may establish such executive committees, working groups, local and special interest groups as may be deemed necessary.

7.2 CIM Council shall approve the constitution of these executives and groups and shall conform to the bye-laws of the Institute.

7.3 CIM Council 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 CIM Council shall submit plans and reports as required by CIM Council.

8. CONDUCT OF ELECTIONS

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

8.2 The Honorary Secretary shall (by means to be agreed by CIM Council) invite nominations for vacancies as appropriate (eg subject to the appropriate application of 8.1 and 8.4). Such invitation shall be by no lesser means than announcement on all CIM social media sites and on the CIM Region page of the CIPFA website.

8.3 Nominations for all vacancies must be received by the Honorary Secretary at least 30 days before the date of the Annual General Meeting.

8.4 Nominations for the offices of President, Vice President and Junior Vice President will be restricted to corporate CIPFA members currently serving on the CIM Council. The Junior Vice President shall automatically become Vice President, and the Vice President shall automatically become the President unless a vacancy occurs. The Hon Secretary shall notify all CIM Council members of any vacancy (including the expected Junior Vice President vacancy) and invite nominations. Nominations will be voted on by CIM Council members at the following meeting.

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 March each year to appoint officers and to elect members and to transact such other business as may be

necessary. If there are circumstances that render it not possible to hold the AGM by 31 March, every effort must be made to hold it as soon as possible. The President must explain to the delayed AGM the reason for the delay. The agenda of the AGM should include the business plan as described at 6.3.

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

9.3 The quorum at any annual or special general meeting shall be 20 members, provided the majority are corporate CIPFA members.

9.4 The ordinary general meetings shall be held on such dates and at such venues as may be arranged by CIM Council.

9.5 The Honorary Secretary shall give members not less than 7 days' notice of all general meetings of CIM Council.

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 the Junior Vice President shall take the Chair, if the Junior Vice President is also absent one of the corporate CIPFA members of CIM 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 & CIM 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 CIM Council. 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 CIM 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 and all supporting information to be held for a period of no less than six years.
3. No other bank accounts may be opened.
4. At least two members of CIM Council will be signatories to the accounts. The Honorary Treasurer alone will sign all cheques, arrange direct debits and bank transfers (BACS).
5. Changes to the bank mandate (a list of people who can sign on behalf of CIM Council) must be approved by CIM Council and recorded in the minutes of the relevant meeting.
6. The Honorary Treasurer shall be responsible for the investment of surplus funds and shall report to the CIM Council on the value and location of balances held.
7. All income received shall be banked promptly by the Honorary Treasurer. Any monies received by other CIM Council officers shall be passed to the Honorary Treasurer immediately.
8. Every payment from the Region’s bank account will be evidenced by original documentation, this includes, but is not limited to, a supplier invoice or completed expense claim form.
9. 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 CIM Council meeting during the year.
10. The accounts of CIM will be prepared under the historic cost convention, on an income and expenditure basis.
11. 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 to December 31, and the accounts should be presented to the Honorary Auditor no later than the end of February.
12. A copy of the audited accounts of CIM will be presented to its Annual General Meeting.
13. The Honorary Auditor will report to the CIM Council at its meeting prior to the Annual General Meeting.
14. The Honorary Auditor shall have the right to inspect the books and accounting records of CIM at any time during the year.
15. The Honorary Treasurer will reimburse reasonable expenditure incurred personally by CIM Council Members in carrying out their responsibility in line with the Expenses Policy. There may also be occasions to reimburse volunteers for such expenses.

16. No bank account signatory will authorise the payment of expenses to themselves.

17. CIM Council does not accept liability for any financial commitment or expense incurred unless properly authorised.

APPENDIX B

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

1. ROLE AND RESPONSIBILITIES OF OFFICERS APPOINTED BY CIM COUNCIL

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

a) REGIONAL PRESIDENT

- Provide leadership to CIM Council.
- Set the agenda for and chair the meetings of CIM Council
- Represent CIM at the annual dinners and events of other regional accountancy and professional bodies and other networking activity
- 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) JUNIOR VICE PRESIDENT

- Deputise for the President or Vice President as appropriate in the fulfilment of any of their responsibilities

d) 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 CIM Council meetings and AGM
- Distribute papers to CIM Council members in advance of meetings.
- Attend CIM Council 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

e) 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.

f) HONORARY TREASURER

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

g) 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.

APPENDIX C

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

CIM COUNCIL - 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 stay in office 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.

APPENDIX D

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

CO-OPTIONS – Criteria and Process

CIM 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, CIM Council will review this if it becomes unmanageable.

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 CIM 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 CIM 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 CIM Council meeting. Clear feedback needs to be provided to the nominee post the decision.

CIM Council may consider each co-option nomination as part of a formal Council meeting.

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

- to reinforce the representation on CIM 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, CIM 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.

CIM Council will consider co-option requests annually in advance of the AGM and on an ad hoc basis should the need arise. Co-options made in year will be confirmed at the AGM.

The period of office will be as a minimum until the next AGM (and up to two years ending at an AGM) following agreement by CIM Council and will be ratified at the AGM following the decision.

Each extension to co-option will be reconsidered by Council at the nearest Council meeting to the anniversary of co-option. As part of succession planning arrangements the Council will seek to extend co-options or fill vacancies on Council as appropriate.

CIM 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 co-option and/or encourage the co-optee to stand for election to CIM Council.