

CIPFA in SCOTLAND CONSTITUTION AND RULES

1 Name and Membership

- 1.1 The organisation will be called *CIPFA in Scotland*. Its membership will comprise persons employed and/or residing within Scotland who are:
- (a) Members of CIPFA (i.e. current full corporate Members, as defined in the Institute Charter and Bye-Laws).
 - (b) Registered CIPFA Students.
 - (c) CIPFA Diploma Holders and Diploma Students.
- 1.2 The President and the Vice-President of the Institute shall be ex-officio members.
- 1.3 Other persons who are not Members of CIPFA, but who are interested in public finance & accountancy and support the objectives of *CIPFA in Scotland*, may be invited to participate in *CIPFA in Scotland* activities, but will have no voting rights.

2 Objectives

- 2.1 The objectives of *CIPFA in Scotland* will be:
- (a) To secure a quality and responsive service for members of *CIPFA in Scotland*;
 - (b) To promote CIPFA across Scotland and develop the influence of the Institute with key decision makers and institutions in Scotland;
 - (c) To strengthen links and build long term relationships across the membership of *CIPFA in Scotland*;
 - (d) 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;
 - (e) To act as a communication channel between the members in Scotland and CIPFA nationally;
 - (f) To provide, through the medium of the Scottish Students' Society, facilities and activities to meet the needs of registered CIPFA students.

3 Executive Committee

3.1 The membership shall elect an Executive Committee, which shall be the body responsible for determining policy, together with carrying out the necessary administration and co-ordination of the affairs of *CIPFA in Scotland*.

3.2 The Executive Committee shall comprise a maximum of 28 Members, made up as follows:

• Elected members (per Para 3.3 to 3.5)	18
• Co-opted members (per Para 3.6)	6
• Representatives of Sections (per Para 4.1)	<u>4</u>
Total Membership of Executive Committee	<u>28</u>

Within this overall number, a minimum number of places will be earmarked, where possible, for members in the following sectors:

• Local Government	4
• Health Service	4
• Education (Higher & Further)	1
• Public Audit	1
• Housing	1
• Central Government & Agencies	1
• Other Members (incl. retired members)	<u>1</u>
	<u>13</u>

3.3 An election process for the membership of the Executive Committee will be held every 3 years and all 18 elected places will be contested at the same time. Nominations for election will be sought in December in the year before the one in which elections are due to be held. Each nomination should be supported by a CIPFA Member. Nomination forms should be returned by the end of December.

3.4 In the event that the number of nominations exceeds the number of places available, an election will be held. Election to the Executive Committee will be by postal ballot. Voting papers will be issued by end of January, to be returned by end February.

3.5 Each voting paper shall state the name of the person appointed as scrutineer and the place to which it is to be returned. The Chair of the Executive Committee shall fix a time and place for the counting of the votes and it shall be the duty of the scrutineer to provide a written report on the result of the poll. This report will be made available to members. The new Executive Committee will be installed on the first of April.

3.6 The Executive Committee shall have the powers to fill by co-option any casual vacancy existing during the course of any year. The Executive Committee may co-opt up to an additional 6 Members, to ensure that the Committee as a whole represents a wide range of sectors, the age

and gender profile of members and their professional interests. All co-options will require the formal approval of the Executive Committee. Periods of co-option will be until the next formal elections to the Executive Committee.

- 3.7 Where a Member of *CIPFA in Scotland* becomes a member of the Institute Council or one of its Committees, if that member is not already a member of the Executive Committee in his/her own right, he/she shall become ex-officio an observer-status member of the Executive Committee (without voting rights) for the duration of the period of his/her service on the Institute Council or Committee.
- 3.8 The Executive Committee, prior to each Annual General Meeting, shall select their nominations for the following Office Bearers for the forthcoming year, by means of a vote if necessary:
- Chair
 - Senior Vice-Chair
 - Vice-Chair
 - Honorary Treasurer
 - Honorary Auditor
 - Representative of *CIPFA in Scotland* to serve on the Institute Council (per paragraph 3.9 below).

The proposals of the Executive Committee for the posts of Office Bearers will be put to the Members at the AGM for approval. Any current full Member of *CIPFA in Scotland* may propose an alternative nomination for an Office Bearer post; in that case, the nomination should be submitted in writing to the Chair and received a minimum of 21 days prior to the AGM. Any valid nomination for a post of Office Bearer would be considered at the AGM, together with the proposals of the Executive Committee. The Office Bearers will work collectively to serve as an administrative support to the Executive Committee, agreeing agendas, planning resources and managing the appropriate attendance on CIPFA committees. The format of Office Bearer engagement will be decided annually by the chair and an annual workplan will be agreed with nominated responsible office for each activity.

The positions will be reviewed annually.

- 3.9 *CIPFA in Scotland* shall also elect annually, from within those members who are current full corporate Members of *CIPFA in Scotland* (as defined in Para. 1.1 (a) above), a representative to serve on the Institute Council. All Institute members who are current full corporate Members of *CIPFA in Scotland* shall be invited to make nominations for the post and, in the event of more than one nomination being put forward and accepted by the nominees, to take part in a postal vote, the results of which will be announced at the AGM. Any one individual shall not hold the post for more than three consecutive years.

4 Special Interest Groups

- 4.1 *CIPFA in Scotland* may form special interest groups to meet the needs of particular classes or interests of members. The special interest groups presently formed include:
- Local Government Directors of Finance Section;
 - Treasury Management Forum;
 - Scottish Audit Group;
 - Scottish Students' Society
 - Scottish Local Authorities Chief Internal Auditors Group
- 4.2 Each special interest group is responsible for its own affairs and should adopt rules for its management and conduct. Such rules shall not be inconsistent with the Charter and Bye Laws of the Institute or with this Constitution and shall be subject to the approval of the Executive Committee. Special interest groups shall have the right of direct communication with the Institute. An Office Bearer of each special interest group shall be co-opted onto the Executive Committee of *CIPFA in Scotland*, if not already a member of the Executive Committee in his/her own right.
- 4.3 *CIPFA in Scotland* may appoint members to other Committees it may have established as and when required and also to any Joint Committee established within the Institute's Regional organisation.
- 4.4 *CIPFA in Scotland* (including any special interest group) shall not publish into the public domain any reports bearing the name of the Institute without the approval of the Institute Council.

5 Meetings

- 5.1 The Executive Committee will meet a minimum of four times each year. A quorum will be eight members. A record of attendance of the members of the Executive Committee shall be kept. A member of the Executive Committee shall vacate office automatically if he/she fails to attend any three consecutive meetings of the Executive Committee, without the prior leave of the Committee. The Chair is responsible for interpretation of 'prior leave'.

In the event of the Chair not being present at a meeting, the Vice-Chair, shall chair the meeting.

- 5.2 *CIPFA in Scotland* shall hold an Annual General Meeting and at least one other meeting in each calendar year, which will be open to all members of *CIPFA in Scotland*, free of charge.
- 5.3 The Annual General Meeting of *CIPFA in Scotland* shall be held each year, not later than 31 May. The AGM shall be held to transact the following business:
- to receive the Annual Report and forward look programme of *CIPFA in Scotland*;
 - to receive and approve the annual financial statements;
 - to receive the results of the election to the Executive Committee;
 - to appoint the Office Bearers for the forthcoming year
 - to confirm the appointment of the representative of *CIPFA in Scotland* to serve on the Institute Council for the forthcoming year;
 - to consider any other relevant competent business.
- 5.4 A Special General Meeting shall be convened by the *CIPFA in Scotland* Chair on receipt of a request signed by not less than 15 Members, and stating the objectives of the meeting.
- 5.5 Members will be given not less than 14 days notice of the AGM and 7 days for other meetings of *CIPFA in Scotland*. Twenty members shall form a quorum of any Annual General Meeting or Special General Meeting. The procedure for meetings will be at the discretion of the Chair.

6 Finance

- 6.1 The financial accounts of *CIPFA in Scotland* shall be maintained in accordance with the financial regulations as prescribed by the Institute. A bank account in the name of *CIPFA in Scotland* shall be maintained at a bank approved by the Executive Committee. A Finance Operating Procedure shall be drafted and reviewed annually by the Honorary Treasurer and presented to the Executive Committee for approval.
- 6.2 The Honorary Treasurer shall prepare annually Financial Statements, made up to 31 December each year, in accordance with the relevant guidance issued by the Accounting Standards Board. The Executive Committee shall arrange for the Financial Statements of *CIPFA in Scotland* to be audited by the Honorary Auditor.
- 6.3 The Executive Committee shall forward to the Institute an Annual Report and Financial Statements and submit a copy to the Annual General Meeting for approval.
- 6.4 Neither *CIPFA in Scotland*, nor the Executive Committee (collectively or individually) shall have any power to charge the Institute with any expenditure they may incur or to pledge the credit of the Institute, without previous consent in writing of the Institute Council.

7 Interpretation and Alteration of Constitution and Rules

- 7.1 Any matter arising which is not provided for by the existing Constitution and Rules, and in any case of doubt as to their interpretation, shall be dealt with and determined by the Executive Committee. Proposals for changes to the Constitution and Rules may be adopted at the Annual General Meeting or at a Special General Meeting, providing that two thirds of the corporate Members present and voting concur with the proposals. Notice of any such proposals must be given to the *CIPFA in Scotland* Chair, not later than 21 days prior to the meeting.
- 7.2 The Chair of *CIPFA in Scotland* shall have the casting vote on any matter, including the interpretation of any aspects of the Constitution. Similarly, the acting chair of any meeting of *CIPFA in Scotland* shall have the casting vote on any matter.
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