

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, & parts of Powys & Cardiganshire.

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), local AAT branches and other professional bodies of a variety of types;
- (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 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 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
 - Deputy Secretary
 - Honorary Treasurer
 - Deputy 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 each Area Executive; (in addition to, or from those members detailed in 5.1 (ii), (iii), (v) and/or (vi));
- (viii) 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, and/or to contribute to the work of CIM, provided always that the majority of the Council are corporate CIPFA members;
- (ix) 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 corporate CIPFA members of the Council of **CIM** (4.1(i)) – two years;
 - (ii) Honorary Secretary, Honorary Treasurer and their Deputies – one year.
 - (iii) The Honorary Secretary, Honorary Treasurer and their Deputies will not be expected to hold these positions for more than two consecutive 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.
- 5.6 **CIM** shall elect annually, from the corporate members of CIPFA, a representative to serve on the Institute Council. All corporate CIPFA members of **CIM** 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 Annual General Meeting. Any one individual shall not hold the post for more than three consecutive years. This Regional Representative on the Institute Council will be expected to regularly attend meetings of the **CIM** 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 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 ending at the next AGM.
- 5.10 The Council shall meet a minimum of four times each year to carry out **CIM** business.
- 5.11 The Honorary Secretary shall give not less than seven days notice of all meetings of the Council
- 5.12 The meetings shall be held on such dates and at such venues as may be arranged by the Honorary Secretary.
- 5.13 Eight members shall form a quorum for a meeting of the Council, provided always that a majority shall be corporate CIPFA members.

- 5.14 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.
- 5.15 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.
- 5.16 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 Development Plan which shall be updated annually. This 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 the Development Plan shall be submitted to the Institute Council.
- 6.4 The Council shall appoint such officers as it considers necessary and shall monitor the performance of all officers.
- 6.5 The Council will make suitable arrangements to allow for an annual visit by the President of the Institute, normally at the AGM.

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 at an appropriate ordinary meeting in each of the areas of the region. The absence of such announcement shall not invalidate the process.

8.3 Nominations for all vacancies must be received by the Honorary Secretary at least 28 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 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 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 postal 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 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 20 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.
- 9.7 All members of CIM should make best endeavours to attend the AGM of CIM.

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.

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. The Honorary Treasurer will make reports to each of the Council of **CIM** on the state of its finances.
8. 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.
9. The accounts of **CIM** will be prepared under the historic cost convention, on an income and expenditure basis.
10. The accounts of **CIM** will be prepared annually and presented to the Honorary Auditor for audit. The financial year for **CIM** will be January 1st to December 31st, and the accounts should be presented to the Honorary Auditor no later than the end of February.
11. A copy of the audited accounts of **CIM** will be presented to its Annual General Meeting.
12. The Honorary Auditor will report to the Council of **CIM** at its meeting prior to the Annual General Meeting.
13. The Honorary Auditor shall have the right to inspect the books and accounting records of **CIM** at any time during the year.

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** 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) DEPUTY 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 Deputy 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

f) DEPUTY 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 Deputy 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 council meetings, 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 continue 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.