



# *Procedures for the election of the Vice President*

**VERSION: 16 SEPTEMBER 2024**

## **Rules**

1. The rules are as approved by Council on 4 December 1991 and as subsequently amended by Council on 7 October 1992, 5 April 1995, 4 October 2000, 14 December 2016 and 10 June 2017. The revised rules as approved by the Governance and Appointments Committee will take effect from 16 September 2024. The arrangements for the election of the President and the Deputy-President remain unchanged.

## **Requirements**

2. Under Bye-law 43, the Vice-President of the Institute is elected from among the members of Council at the first meeting of Council held after the annual meeting and holds office from that meeting of Council until the first meeting of Council which is held after the next annual meeting of the Institute. In accordance with Chapter 2 of the Supplemental Charter, the Vice-President of the Institute is also the Vice-President of Council.

## **Eligibility**

3. All Council members are eligible for election to the office of Vice-President.
4. A full list of Council members will be published with the nomination materials.

## **Nomination**

5. Details of the arrangements for the election will be circulated each year, together with an invitation (by means of a nomination form) to those who are eligible and wish to stand to seek nominations.
6. No Council member may nominate more than one candidate. Members of the Governance and Appointments Committee who are members of Council may not nominate a candidate in their capacity as an individual member of Council.
7. The nomination of a member of Council for consideration by the Governance and Appointments Committee will be effective only if they accept in writing their nomination and have been nominated in writing by eight other members of Council.
8. The Governance and Appointments Committee is required to consider all relevant information concerning nominees for the position of Vice-President, whether personal or professional, which might bring the office and/or ICAEW into disrepute. If the Governance and Appointments Committee is in possession of such information, it shall:
  - 8.1. seek to persuade that nominee to withdraw their candidature; and
  - 8.2. if this is unsuccessful, report to the eight sponsors of that nominee on the information so held, and request them to withdraw their support; and
  - 8.3. if this is unsuccessful, make known the information so held to all members of Council.

9. The Governance and Appointments Committee will also have the power to submit the names of one or more candidates to a ballot of all Council members, subject to the agreement of the candidate(s) concerned.
10. No Council member will be permitted to withdraw their candidature, or a nomination made by them, after the Governance and Appointments Committee has completed its consideration of candidates, without the agreement of the Governance and Appointments Committee.

### **The election**

11. If only one candidate accepts nomination, they will be deemed to be selected and their name will be submitted for formal election by Council at the first meeting of Council held after the annual meeting. Where there is more than one such candidate, the Governance Office will prepare voting material listing the candidates who have accepted nomination in an order determined by the drawing of lots. The names of nominators will not appear in the voting material. The Governance Office will send a copy to each Council member for completion and return by a date to be specified, which will normally be 14 days after the publication of the voting material.
12. A candidate may submit a statement of no more than 300 words, for inclusion with the voting material if any, setting out their aims and intentions for their term of office. The release of personal statements by the candidates to third parties is prohibited until the Governance and Appointments Committee has scrutinised the nominations and approved a date for the release of the statements to the Council, after consultation with the candidates if possible.
13. A simple majority voting system will be used except where there is a contested ballot with more than two candidates, in which case the Single Transferable Voting (STV) system will be used.
14. Voting will not be mandatory nor, in the case of a ballot held under the STV system, will members of Council be obliged to number all candidates in the order of their preference. All Council members will, however, be asked to return their voting material or to acknowledge receipt thereof to ensure that no member loses the opportunity to vote as a result of, for example, a systems breakdown or other delay.
15. A member may vote for themselves.
16. The ballot will be conducted in secret. Voting responses will be viewed only by the scrutineers and will be retained by them for six months after the election, at the expiry of which period they will be destroyed. The result of the ballot will normally be announced at the Council meeting following the closure of the ballot and the number of votes cast for each candidate will be made public at that time. The winner of the ballot will have their name submitted for formal election by Council at the June meeting.
17. In the event of a tie, Council will be invited to hold a second ballot on the basis specified above to decide between the tied candidates. In the event of a second tie, members of Council and the Governance and Appointments Committee will be invited to submit fresh nominations.
18. The Governance Office will arrange for scrutineers to be appointed.

### **Vacation of office**

19. The office of Vice-President is vacated if they cease to be a member of the Council or Council accepts their resignation from office. If the office of Vice-President is vacated for any reason, Council will decide in its absolute discretion whether to hold an immediate election to fill the vacancy or to await the next programmed election. In the former case, the new Vice-President will hold office only until the first meeting of Council which is held after the next annual meeting of the Institute.

## **Timetable**

20. The timetable will be set by the Governance Office and provided to members of Council along with the arrangements for the election, the nomination materials and details of proxy voting arrangements.
21. When setting this timetable, the following parameters will be observed:
  - 21.1. Nominations will be open for at least 21 days;
  - 21.2. The closing date for votes to be received will be at least 14 days after the publication of the voting material;
  - 21.3. The result of the ballot will be published as soon as is practicable and formally announced at the next Council meeting;
  - 21.4. The Vice-President formally takes office at the June Council meeting.
22. In the event of a second ballot being required because of a tie, it will be conducted immediately following the closing date for the first ballot. The closing date for votes to be received will be ten days after the publication of voting material.
23. In the event of a second tie, fresh nomination materials will be sent to Council members immediately following the closing date for the second ballot. The closing date for nominations to be received will be ten days after the publication of nomination materials.
24. The closing date for votes for a second or subsequent ballot to be received will be at least 14 days after the publication of voting material. The result of the ballot will be announced at the next Council meeting.
25. In the event of yet further ties, the procedure as set out in paras. 21-23 will be followed until a clear winner emerges, with the result being announced as soon as it is known.

## **Proxy voting arrangements**

26. A member of Council may appoint another member of Council to vote on their behalf by giving written notice to the Governance Office by a date to be notified annually.

## **Definition**

27. The term "working day" means every day excluding Saturdays, Sundays and Bank Holidays.