

THE LONDON SOCIETY OF CHARTERED ACCOUNTANTS

THE RULES

Original rules dated 19 September 1942. These rules incorporate alterations consequent upon Resolutions dated 9 March 1948, 18 February 1958, 26 May 1959, 31 May 1960, 11 May 1967, 17 May 1973, 16 May 1974, 12 May 1977, 30 October 1978, 12 May 1983, 10 May 1984, 9 May 1985, 13 May 1993, 14 June 1999, 15 June 2005, 13 June 2013 and 23 June 2020.

NAME AND OBJECTS

- Rule 1** The name of the Society shall be the London Society of Chartered Accountants described in these rules as "the Society".
- Rule 2** The Society is an independent member led organisation that exists to represent the interests of its members.
- Rule 3** The objects for which the Society is established are:
- (a) To:
 - (i) Advance the theory and practice of accountancy in all its aspects including in particular financial reporting, taxation, financial services, auditing, financial management and consultancy.
 - (ii) Educate and train a body of members skilled in these arts.
 - (iii) Preserve at all times the professional independence of members in whatever capacities they may be serving.
 - (iv) Maintain high standards of practice and professional conduct by all its members.
 - (v) Do all such things as may advance the profession of accountancy in relation to public practice, industry, commerce and the public service.
 - (b) To assist the Institute of Chartered Accountants in England and Wales ("the Institute") and its Council in the formulation and execution of its policies by acting as a medium for consultation and communication with all categories of the members of the Institute in the Area of the Society and to assist the Council of the Institute with communications with the public.
 - (c) To assist members of the Society to maintain and enhance their professional competence.
 - (d) To assist any Chartered Accountant provisional members' organisation within the Area of the Society.
 - (e) To initiate and develop projects to meet the professional needs of its members.
 - (f) To do all such things as may be necessary for the attainment of these ends.

AREA AND MEMBERSHIP

- Rule 4** The Area of the Society is defined as:
- (a) The former metropolitan county of Greater London other than the boroughs of Barking, Havering, Newham, Redbridge and Waltham Forest and other than the postal districts of Streatham, Norwood, South Norwood and West Norwood, and other than the post towns CR4, SM1, SM5 and SM6 and areas within the post towns CR0, CR2, CR3, SM2 and SM7. In the county of Surrey the districts of

Elmbridge, Epsom, Ewell, Runnymede, Spelthorne, in the district of Mole Valley the parishes of Ashted, Great and Little Bookham, Fetcham, Headley, Leatherhead and Mickleham, in the district of Reigate and Banstead the postal districts of KT17 and KT18. The Channel Islands.

Rule 5

- (a) Every member of the Institute registered as working or residing within the Area of the Society shall be entitled to be admitted as a member of the Society.
- (b) A member may resign his membership at any time and shall be deemed to have resigned if he ceases to be registered within the Area of the Society.
- (c) Members outside the Area may join the Society at the discretion of Main Committee.

Rule 6 A member shall cease to be a member of the Society if he or she ceases to be a member of the Institute.

MANAGEMENT

Rule 7

- (a) The management of the Society shall be entrusted to a Committee, to be known as Main Committee, comprised of the following members:
 - (i) Not more than thirty-two members being those elected in accordance with Rule 7(b) and any other members co-opted to fill vacancies in accordance with Rule 7(e) (described as 'elected members').
 - (ii) The President, Deputy President and Vice Presidents, elected under rule 9(a) (described as 'Office Holders').
 - (iii) Any member who holds the office of President, Deputy President or Vice President of the Society at the end of his elected term may continue as a member of Main Committee until the conclusion of the Annual General Meeting next following the date on which he ceases to hold any such office. A member continuing in office under this rule shall not be counted as an elected member in calculating vacancies.
 - (iv) One member appointed by each of the Branch or Area Societies recognised by Main Committee and the Younger Member Services Committee provided that the member so appointed is a member of the principal management committee of that Branch, Area Society or the Younger Member Services Committee (described as 'area nominated members').
 - (v) Not more than four members of the Society appointed by the Council of the Institute from amongst its members (described as 'Council nominated members').
 - (vi) Two members appointed by the Chartered Accountant Students' Society of London from among the members of the Executive Committee of that Society (described as 'CASSL nominated members').
 - (vii) Not more than four members co-opted by Main Committee in accordance with Rule 7(c) (described as 'co-opted members').
 - (viii) Where the Honorary Secretary is not already a member of Main Committee by virtue of Rule 7(a) (i) to (vii), the Honorary Secretary.
- (b)

- (i) At each Annual General Meeting of the Society up to eight members of the Society shall be elected to serve on Main Committee for a period of four years together with such further members as may be required to fill the other vacancies for elected members of Main Committee that have arisen for shorter periods. The election procedure shall be in accordance with Schedule 1 to these rules.
 - (ii) The term of office of a member elected under Rule 7(b) (i) shall commence at the conclusion of the Annual General Meeting at which he is elected, and, subject to the provisions of these rules, shall terminate at the conclusion of the Annual General Meeting in the year in which his elected term ceases.
 - (iii) Should insufficient members be elected to fill the vacancies in any year, the remaining vacancies may be filled under the procedure provided in Rule 7(e).
- (c) Main Committee may resolve on the nomination of the Executive Committee that one or more members of the Society be co-opted to Main Committee to serve as members under Rule 7(a) (vii) for a period to be specified in the resolution but not exceeding four years.
- (d)
- (i) Any member of Main Committee may retire by the delivery of notice in writing to the Honorary Secretary of the Society.
 - (ii) In the event of any elected or co-opted member being absent for two successive meetings the Office Holders have a duty of care to contact the member in an appropriate manner to establish the reason for non-attendance.
 - (iii) Any elected or co-opted member who is absent from three successive meetings of Main Committee shall, unless Main Committee resolve to the contrary, be deemed to have retired.
 - (iv) Any area, Council or CASSL nominated member, except those nominated by the area societies of the Channel Islands, who is absent from three successive meetings shall, unless Main Committee resolve to the contrary, be deemed to have retired and the relevant nominating body shall be invited to re-appoint the nominee or appoint a new nominee at their absolute discretion.
 - (v) In the event of the death or retirement of a member of Main Committee elected or co-opted under the provisions of Rule 7(a) (i) the vacancy may be filled under the procedure provided in Rule 7(e).
 - (vi) In the event of the death or retirement of a member of Main Committee appointed under the provisions of Rule 7(a) (iv), 7(a) (v) or 7(a) (vi) the body appointing that member shall have the power to fill the vacancy so arising.
- (e) The Executive Committee may at its absolute discretion nominate members to fill vacancies arising under Rule 7(b) (iii) or Rule 7(d) (iii) and Main Committee may, if it so decides, fill any or all such vacancies by co-opting the said nominee or nominees who shall serve until the conclusion of the Annual General Meeting next following.

Rule 8 CONDUCT OF MEETINGS OF MAIN COMMITTEE

- (a) Fifteen members of Main Committee for the time being shall form a quorum at any meeting of that committee.
- (b) Any resolution of Main Committee signed by more than half the number of members of Main Committee entitled to vote shall be as valid as if passed at a meeting of Main Committee. Such motion shall be evidenced by signature or by validated e-mail.
- (c) The Honorary Secretary shall give notice of the meetings of Main Committee by electronic mail or, on request, in writing to all members of Main Committee to arrive not less than seven days under normal posting timescales prior to the start of the meeting. Such notice shall include an agenda for the meeting and minutes of the previous meeting. Electronic mail shall be sent to the official registered e-mail address.
- (d) The President of the Society for the time being shall be the Chairman of all meetings of the Society and Main Committee. In his absence, the Deputy President or, failing him, one of the Vice Presidents shall be Chairman. In the event of all Office Holders being absent at the time appointed for a meeting, the members present shall, by open voting, choose a Chairman from amongst themselves for that meeting.
- (e) In the event of a difference of opinion, arising upon any question at any meeting of the Society or Main Committee the opinion of the majority shall be decisive, except where these Rules provide otherwise. In the case of an equality of votes, the Chairman of the meeting shall have a casting vote in addition to his ordinary vote.

Rule 9 OFFICERS, HONORARY SECRETARY AND CENTRAL COMMITTEES

- (a) Main Committee shall each year, to take effect at its meeting next following the Annual General Meeting of the Society, elect the following Officers for the Society;
 - (i) A President
 - (ii) One Deputy President
 - (iii) Up to three Vice Presidents, including one Vice President (Branch and Area Societies)
 - (iv) A Treasurer, who shall be responsible in the first instance for the finances of the Society
- (b) The Officers shall be elected in accordance with Schedule 1 to these rules.
- (c) Main Committee shall appoint a member of the Society to be Honorary Secretary or may appoint two or more members of the Society to be Joint Honorary Secretary. The Honorary Secretary or Joint Honorary Secretary, as the case may be, shall be the principal administrative representative of the Society. The terms of reference of the Honorary Secretary are set out in Schedule 2 to these rules. Where there is a vacancy for Honorary Secretary the President shall assume any duties or responsibilities laid upon the Honorary Secretary in these Rules or Schedules until such vacancy is filled and, in particular, shall convene a meeting of Main Committee at the earliest practical date to fill the said vacancy. No Honorary Secretary shall serve in that post for more than six consecutive years.

- (d) In the event of casual vacancies arising among the Officers during the year, the Honorary Secretary will call an election to fill such vacancies. All such elections are to be conducted in accordance with Schedule 1 to these rules.
- (e) Main Committee shall appoint from amongst its members an Executive Committee consisting of the Office Holders, the Treasurer, the Honorary Secretary and up to three other members elected by Main Committee in accordance with Schedule 1 to these rules to manage the day to day affairs of the Society in accordance with the terms of reference set out in Schedule 2 to these rules and to exercise such other powers as may be delegated to it by Main Committee from time to time and appointing such other committees and sub-committees as it thinks fit. If fewer than three Vice Presidents are elected under Rule 9 (a) (iii), the limit of three other members may be increased in line with the number of unfilled Vice President positions.
- (f) Main Committee shall appoint a Resolutions Committee consisting of the President, the Honorary Secretary, two of the longest serving members of Main Committee willing and able to serve and two of the Council nominated members, to liaise in the event of issues arising in accordance with the terms of reference set out in Schedule 2 to these rules.
- (g) Any motions debated by Main Committee may include a motion of 'no confidence' in any specified Officer or the Honorary Secretary. Any motion must be notified to the person specified in the motion and to the President, or to the Honorary Secretary should the President be specified in the motion, in writing supported by six members of Main Committee no less than 14 days before the date of Main Committee meeting where the motion is to be debated. If such a motion is passed by a simple majority of those present and voting, the post of the person so specified shall become vacant.
- (h) No office holder shall serve in the same post for more than six consecutive years.

PROPERTY AND FUNDS

Rule 10 Main Committee shall have control over the funds of the Society; any surplus funds shall be deposited or invested in such a manner as Main Committee shall think fit.

Rule 11

- (a) Where the Society holds property (other than cash which shall be under the control of the Treasurer) that property shall be vested in not less than two nor more than four Trustees. The Trustees shall be appointed by Main Committee and the property so vested in them shall be dealt with by them as Main Committee shall from time to time direct by resolution (of which an entry in the minute book shall be conclusive evidence). No Trustees are required to be appointed by this rule if the Society holds no property other than cash. The Trustees shall not be remunerated but shall be indemnified against risk and expense out of the Society's property. The Trustees shall hold office until death or resignation or until removed from office by a resolution of Main Committee that may, for any reason, seem sufficient to a majority of its members present and voting at any meeting, remove any Trustee or Trustees from the office of Trustee. If in the event of any such death, resignation or removal it shall appear necessary to Main Committee that a new Trustee or Trustees should be appointed, or if Main Committee shall deem it expedient to appoint an additional Trustee or additional Trustees, Main Committee shall by resolution nominate the person or persons to be appointed the new or additional Trustee or Trustees.

For the purpose of giving effect to such nomination the President of the Society is hereby nominated as the person to appoint new Trustees of the Society within the meaning of Section 36 of the Trustee Act 1925 and he shall by deed duly appoint the person or persons so nominated by Main Committee as new or additional Trustee or Trustees of the Society and the provisions of the Trustee Act 1925 shall apply to any such appointment. A statement of fact in any such deed of appointment shall, in favour of a person dealing bona fide and for value with the Society or Main Committee, be conclusive evidence of the fact so stated.

Rule 12

- (a) The Society may acquire and hold or disclaim property of any nature and interest whatsoever and wheresoever situated.
- (b) If at any time the Society in general meeting shall pass a resolution authorising Main Committee to borrow money, Main Committee shall thereupon be empowered to borrow for the purpose of the Society such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution and whereupon the Trustees shall at the discretion of Main Committee make all such dispositions of the Society's property or any part thereof and enter into such agreements in relation thereto as Main Committee may deem proper for giving security for such loans and interest. All members of Main Committee, whether voting on such resolution or not, and all persons becoming members of Main Committee after the passing of such resolution, shall be deemed to have assented to the same as if they had voted in favour of such resolution.
- (c) Main Committee shall have power for and on behalf of the Society to enter into guarantees and indemnities in respect of all current and future forms of bank payments, transactions or settlements, limited or unlimited. Such guarantees and indemnities may be signed for and on behalf of Main Committee by officials nominated in an appropriate resolution by Main Committee.
- (d) If the Society is wound up or dissolved any surplus of the assets over the liabilities shall be transferred to the Institute of Chartered Accountants in England and Wales for the benefit of the members of the Institute as the Council of the Institute may at its absolute discretion from time to time determine.

ANNUAL GENERAL MEETINGS

Rule 13 The Annual General Meeting of the Society shall be held during the month of June in each year, unless it appears to Main Committee that some other date is more suitable. At least ninety days before the date of such a meeting, there shall be posted on the Society's designated official web-site and in the Society's designated official journal an informal notice of the time, date and place thereof. The notice shall state, inter alia, the general business to be transacted, Rule 14 regarding the submission of special business, and the names of those members of Main Committee elected under Rule 7(b) (i) or Rule 7(e) who retire at the conclusion of their term of office, the number of vacancies arising and the terms thereof, and shall invite nominations to fill these vacancies. It shall include the nomination rules and deadlines to be observed.

Rule 14 A member wishing to bring before the Annual General Meeting any motion, not relating to the ordinary annual business of the Society aforesaid, shall give notice thereof to the Honorary Secretary not less than sixty days before the meeting in writing supported by nine other members, and no motion shall come before the meeting unless notice thereof has been so given.

Rule 15 At least twenty-one days before the Annual General Meeting, there shall be posted on the Society's designated official web-site and published in the Society's designated official journal a formal notice convening the meeting giving the time, date and place thereof, the ordinary annual and special business under Rule 14 to be transacted, a copy of the accounts, and a list in the approved format under Schedule 1 to these rules if an election of members to vacancies on Main Committee is deemed necessary. The notice shall also invite members unable to attend the meeting to request a proxy voting form from the Honorary Secretary. To be valid such proxy forms must be returned to the Honorary Secretary no later than 5pm two working days prior to the meeting and must be signed by the member and include the member's ICAEW membership number.

Rule 16

- (a) The President of the Society for the time being shall be the Chairman of all General Meetings of the Society. In his absence, the Deputy President shall be Chairman of the meeting. In the event of both being absent at the time appointed for a meeting, the members present shall, by open voting, choose a Chairman from amongst them for that meeting.
- (b) At the Annual General Meeting Main Committee shall submit a report of the activities of the Society since the last Annual General Meeting together with the accounts for the previous year ended 31 December and only such business as specified in the notice convening such meeting shall be transacted.
- (c) At each meeting, the order paper shall contain reasonable time for members of the Society to put questions to the Office Holders of the Society. The Office Holders shall answer the questions at the meeting or, if unable to do so, must provide a written response to the questions within 21 days of the meeting. Such a written response shall be included in the minutes of the meeting.
- (d) The minutes of the Annual General Meeting shall be submitted to the next available Main Committee for approval. When approved the minutes shall be posted in the members' area of the Society's designated official website.

SPECIAL AND EXTRAORDINARY GENERAL MEETINGS

Rule 17

- (a) Special General Meetings for any purpose relating to the interests of the Society may be convened by Main Committee at such times as they think fit.
- (b) Main Committee shall call an Extraordinary General Meeting on the requisition in writing of not less than fifty members, specifying the purpose of the meeting. Main Committee shall fix the date, hour and place of the meeting and ensure that it takes place not later than ninety days after the receipt of the requisition.
- (c) The Honorary Secretary shall send not less than twenty-one days previous thereto a notice to each member specifying the date, hour, place and purpose of the Special or Extraordinary General Meeting and only such business as is specified in the notice shall be transacted. The notice shall also invite members unable to attend the meeting to request a proxy voting form from the Honorary Secretary. To be valid such proxy forms must be returned to the Honorary Secretary no later than 5pm two working days prior to the meeting and must be signed by the member and include the member's ICAEW membership number.

Rule 18 A notice required by these rules to be sent to members shall be deemed to have been given if published in the Society's designated official journal or, at the discretion of the Executive Committee, if published on the Society's designated

official website, in the accountancy press and distributed by e-mail to the officially registered e-mail addresses of members.

Rule 19

- (a) At the Annual and Special General Meetings of the Society, twenty members shall form a quorum. If there be not a quorum present at fifteen minutes after the time appointed, the business shall be postponed to another General Meeting to be called within one month, when the members then present, whether a quorum or not, shall proceed to transact the business.
- (b) At an Extraordinary General Meeting of the Society, fifty members shall form a quorum. If there be not a quorum present at fifteen minutes after the time appointed, the business shall be postponed to another Extraordinary General Meeting to follow immediately after the next Annual General Meeting of the Society.

Rule 20

- (a) Any resolution of which notice has been duly given, or any amendment thereto, proposed and seconded at any General Meeting of the Society shall be decided upon a poll of those members present and voting, whether in person or in proxy, and the declaration of the Chairman of the meeting as to the result shall be final.
- (b) Any resolution passed by members in general meeting shall be considered conclusive evidence of the policy of the Society, and shall be binding on Main Committee and the Office Holders.

Alterations and Disputes

Rule 21

- (a) The Rules shall consist of these rules, Schedule 1 and Schedule 2 to these rules.
- (b) The Rules, except as specified in rule 21(c), may only be amended by resolution of members in general meeting passed by a simple majority of those present and voting, whether in person or in proxy.
- (c) Schedule 2 to these rules may be amended by resolution of Main Committee passed either under Rule 8(b) or by a simple majority of those present and voting at a meeting of Main Committee, where any such resolution was included as an agenda item circulated under Rule 8(c).
- (d) No rule or alteration of a rule passed by Main Committee or members in General Meeting shall take effect unless and until it shall have received the approval of the Council of the Institute.

Rule 22 In the event of any dispute arising as to the interpretation of the Rules, such dispute shall be referred to the Resolutions Committee whose decision shall be final and binding.

SCHEDULE 1 - REGULATIONS FOR ELECTIONS

1. Elections of Office Holders covered by this Schedule shall be by the alternative vote system, as defined by the Electoral Reform Society rules for the time being. All other elections shall be by simple majority.

2. MAIN COMMITTEE

a. Eligibility

Any member of the Society is eligible to stand for election to Main Committee of the Society.

b. Nomination

The nomination of a member for election to Main Committee under Rule 7(b) (i) shall have the written consent of the member so nominated and be signed in support by seven further members of the Society and shall be in a form approved by Main Committee. A nomination shall be ineffective unless it be received at the principal address of the Society not less than sixty days before the Annual General Meeting of the Society.

c. Election Procedure

If more than sufficient nominations are received to fill vacancies on Main Committee, a list in a form approved by Main Committee showing the name of each candidate for election and the seven nominators shall be circulated among the members at least twenty-one days before the date of the Annual General Meeting inviting the members to vote for the candidates they desire to fill the vacancies so existing.

In the event of an election being necessary, Main Committee shall appoint independent scrutineers being members of the Institute who are not eligible to vote in such an election. The declaration of the scrutineers as to the members elected shall be final.

The voting papers must be received by the scrutineers not later than forty-eight hours before the Annual General Meeting.

Vacancies shall be filled in order, commencing with the vacancy for the longest term of office, by the candidates in the order of the number of votes cast for each until all vacancies be filled. In the event that there be fewer than eight candidates for election, all such candidates shall be deemed to be elected for a term of four years.

If the number of nominations received exceeds eight, and is equal to or less than the total number of vacancies all the candidates shall be deemed to be elected. Lots shall be drawn under the supervision of two or more of the Officers in order to determine which vacancy shall be filled by which candidate and thereby determine the period for which each candidate shall be so elected. The method of drawing lots shall be decided at the discretion of the supervising Officers.

3. ELECTION OF OFFICERS AND TO CENTRAL COMMITTEES

a. General

The Chairman of the Resolutions Committee shall be the returning officer in all elections of Officers and members of central committees, assisted by the Honorary Secretary. The Honorary Secretary shall be responsible for sending a notice of election inviting nominations to all members of Main Committee no less than 21 days prior to the close of nominations.

For the purposes of Schedule 1 the term 'member of Main Committee' means any individual who is a member of Main Committee for whatever reason at the date specified for close of nominations for the relevant election.

The timetable for the election of Office Holders and members of central committees shall be set by the returning officer in consultation with the Executive Committee.

In order to be valid any nomination must be received at the designated principal address of the Society no later than 5pm on the date specified for close of nominations.

In all elections for Office Holders there shall be an additional category listed as “Re-open nominations”. If “Re-open nominations” receives the most votes for a position then that position shall be deemed to be casually vacant. Where a casual vacancy occurs, for whatever reason, the Honorary Secretary shall call an election to fill the vacancy as soon as possible.

PRESIDENT

b. Eligibility

The Deputy President is eligible to stand for the position of President. If the Deputy President is unable or unwilling so to do, any Vice President who is a member of Main Committee is eligible to stand for the position of President. If no Vice President is able and willing so to do, then any member of Main Committee who has been such for at least three calendar years at close of nominations is eligible to stand for election to the position of President.

c. Nomination

The nomination of the eligible Deputy President to the position of President must have the written consent of the Deputy President.

Where the Deputy President is unable or unwilling to be so nominated, the nomination of any eligible Vice President to the position of President must have the written consent of the member so nominated and be signed in support by five further members of Main Committee.

Where no Vice President is willing and able to stand, the nomination of any eligible member of Main Committee to the position of President must have the written consent of the member so nominated and be signed in support by five further members of Main Committee.

DEPUTY PRESIDENT

d. Eligibility

Any Vice President who is a member of Main Committee, or any member of Main Committee who has been a member of Main Committee for at least two calendar years at close of nominations, is eligible to stand for election to the position of Deputy President. No Office Holder may stand for election if he/she will have already served in that office for six consecutive years as at the date of the Annual General Meeting at which they would otherwise be standing for election.

e. Nomination

The nomination of an eligible Vice President to the position of Deputy President must have the written consent of the nominated Vice President.

The nomination of an eligible member of Main Committee for the position of Deputy President must have the written consent of the member so nominated and be signed in support by five further members of Main Committee.

VICE PRESIDENT

f. Eligibility

Any member of Main Committee is eligible to stand for the position of Vice President plus, in the case of Vice President (Branch and Area Societies), any member of a branch or area society management committee recognised as such by Main Committee shall also be eligible. No Office Holder may stand for election if he/she will have already served in that office for six consecutive years as at the date of the Annual General Meeting at which they would otherwise be standing for election.

g. Nomination

The nomination of an eligible member of Main Committee for the position of Vice President must have the written consent of the member so nominated and be signed in support by five further members of Main Committee except that a nomination for the office of Vice President (Branch and Area Societies) may be signed in support by five members of a branch or area society management committee recognised as such by Main Committee.

TREASURER

h. Eligibility

Any member of Main Committee who has been a member of Main Committee for two calendar years at close of nominations is eligible to stand for election to the position of Treasurer, except that no individual who has been an Office Holder may stand for election until the second annual meeting of the Society following the end of their term of office has been held, except by prior leave of Main Committee. No Office Holder may stand for election if he/she will have already served in that office for six consecutive years as at the date of the Annual General Meeting at which they would otherwise be standing for election.

i. Nomination

The nomination of an eligible member of Main Committee for the position of Treasurer must have the written consent of the member so nominated and be signed in support by five further members of Main Committee.

MEMBER OF EXECUTIVE COMMITTEE

j. Eligibility

Any member of Main Committee is eligible to stand for election as a member of Executive Committee, except that no individual elected as an Officer or appointed as Honorary Secretary may stand for election to the Executive Committee until the first annual meeting of the Society following the expiry of their term of office has been held, except by prior leave of Main Committee.

k. Nomination

The nomination of an eligible member of Main Committee for the position of Member of Executive Committee must have the written consent of the member so nominated and be signed in support by three further members of Main Committee not being Officers.

SCHEDULE 2 – TERMS OF REFERENCE FOR CENTRAL COMMITTEES AND HONORARY SECRETARY

1. EXECUTIVE COMMITTEE

- a. The Executive Committee shall be chaired by the President, or in his absence the Deputy President, or in his absence members of the Executive Committee present shall elect, by open voting, a chairman for that meeting.
- b. Minutes shall be kept of the meetings and circulated to all members of the Executive Committee.
- c. The Executive Committee shall carry out duties as Main Committee shall from time to time determine.

2. RESOLUTIONS COMMITTEE

- a. The Resolutions Committee shall be chaired by one of the Council nominated members of Main Committee.
- b. Minutes shall be kept of the meetings and copies sent to all members of the Resolutions Committee and to the Office Holders.
- c. The Resolutions Committee shall be charged with interpreting the rules of the Society in the event of a dispute under Rule 22. Such interpretation shall be considered final. A copy of the interpretation shall be kept as part of these Rules, and shall be circulated to the members of Main Committee.
- d. The Resolutions Committee is the main conduit of negotiation between the Society or its Officers and committees on the one hand and the Institute, its Officers, Executives, Faculties, committees, London Regional Manager or other employees on the other hand, in the event of any issues being unable to be resolved through normal business channels. The Resolutions Committee will consider the issues, and recommend a course of action to Main Committee and, if necessary, to the Council of the Institute through the Council nominated members.
- e. Any member of the Resolutions Committee who is the subject of a dispute referred to the Resolutions Committee should stand down from the Resolutions Committee whilst the matter is decided and shall only rejoin the Resolutions Committee at the discretion of Main Committee.
- f. The Resolutions Committee shall carry out any further duties as Main Committee shall from time to time determine.

3. HONORARY SECRETARY

The Honorary Secretary shall be the principal administrative representative of the Society. In particular the Honorary Secretary shall:

- a. Convene all meetings of the Society, Main Committee, Executive Committee and Resolutions Committee, and cause minutes to be kept of these.
- b. Cause a register of non-attendance at main Committee to be kept for the purposes of Rule 7(d) and notify the Officers when action is required.
- c. Call and supervise, on behalf of the returning officer, all elections in respect of Main Committee, Officers and central committees in accordance with the rules.
- d. Ensure the appointment of scrutineers where necessary, and issue collect and collate proxy votes on behalf of the scrutineers or the returning officer.

- e. Be responsible for the identification, control and proper use of the Society's assets including its logos and brand name.
- f. Cause such statutory returns as are required by law to be correctly made and submitted on behalf of the Society.
- g. Carry out any further duties as Main Committee shall from time to time determine.