



CHARTERED ACCOUNTANTS THAMES VALLEY

RULES OF ICAEW CHARTERED ACCOUNTANTS THAMES VALLEY

DEFINITIONS

“the Society”	ICAEW Chartered Accountants Thames Valley
“the Secretary”	As appointed from time to time by the Committee; otherwise the Treasurer
“ICAEW”	Institute of Chartered Accountants in England & Wales
“the Students Society”	Thames Valley Chartered Accountants Students Society
“the Committee”	The Main Committee of the Society
“electronic communication”	- means the same as in ‘The Electronic Communications Act 2000’.

NAME

1. The name of the Society shall be ICAEW Chartered Accountants Thames Valley.

OBJECTS

2. The objects for which the Society is established are:-
To assist ICAEW to:
 - i. Advance the theory and practice of accountancy in all its aspects including in particular auditing, financial management and taxation;
 - ii. Recruit, 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 public service.
 - vi. To act as a primary conduit of concepts, feelings and information in both directions between members and ICAEW
- a. To assist the Council of ICAEW in the formulation and execution of its policies by acting as a medium for consultation and communication with the public.

- b. To assist members of the Society to maintain and enhance their professional competence.
- c. To assist any chartered accountant students' organisation within the area of the Society.
- d. To initiate and develop projects to meet the professional needs of its members.
- e. To do all such things as may be necessary for the attainment of these ends.

POWERS

- 3. The Society may acquire and hold or disclaim property of any nature and interest whatsoever and whosoever situate. If at any time the Society in general meeting shall pass a resolution authorising the Committee to borrow money, the 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 thereupon the Trustees shall at the direction of the Committee make all such dispositions of the Society's property or any part thereof and enter into such agreements in relation thereto as the Committee may deem proper for giving security for such loans and interest. All members of the Committee, whether voting on such resolution or not, and all persons becoming members of the 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.

AREA OF THE SOCIETY

- 4. The area of the Society comprises the counties of Berkshire, Oxfordshire and South Buckinghamshire.

ADMISSION TO MEMBERSHIP

- 5.
 - a. Any chartered accountant who is a member of ICAEW whether or not he is a member of another district society and who normally resides, practises or is employed within the Area and, in the absolute discretion of the Committee, any other chartered accountant shall be entitled on application to the Secretary to be admitted a member of the Society with or without payment of such entrance fee or subscription as the Committee may decide.
 - b. Subject to such conditions as the Committee may prescribe, persons other than a member of the Society may be allowed to participate in the activities of the Society but shall not thereby become a member or be entitled to vote.

CESSATION AND RESIGNATION OF MEMBERSHIP

- 6.
 - a. A member shall cease to be a member of the Society if he ceases to satisfy the conditions for admission to membership prescribed in Rule 5.
 - b. A member may resign his membership at any time by giving notice in writing to the Secretary.

COMMITTEE

7. The management of the Society shall be entrusted to a Committee comprising:
 - a. No fewer than **5 nor more than 20 members** of the Society having been elected in accordance with Rules 10 and 11 or appointed in accordance with Rule 12 which will include;
 - b. Members of the Council of ICAEW having been elected to represent the constituency covered by the Area;
 - c. Any Officers of the Society appointed under Rule 13 (b);
 - d. One or more representatives of any Branch of the Society, the constitution of which has been approved by the Committee and by the Council of ICAEW and/or of each Branch. The number of such representatives shall be decided from time to time by the Committee;
 - e. Two representatives appointed by the Students' Society, one of the representatives must be a person who has passed the first professional examination of ICAEW. Failing the appointment of a representative by the Students' Society, the Committee may itself appoint a representative to fill any vacancy.

RETIREMENT OF ELECTED COMMITTEE MEMBERS

8. At each Annual General Meeting of the Society one-third of the elected members of the Committee shall retire and be eligible for re-election in accordance with Rule 10. The Committee members to retire shall be those who have been longest in office since the date of their respective appointment or election but as between Committee members who were appointed, elected or re-elected on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Provided always any Officer of the Society for the time being shall not be required to retire by rotation nor to stand for re-election.

CESSATION OF MEMBERSHIP OF THE COMMITTEE

9.
 - a. Any member of the Committee who wishes to resign shall tender his resignation in writing to the Secretary.
 - b. Any member of the Committee who shall be absent from three consecutive meetings thereof, unless he receives leave of absence from the Committee, shall at the sole discretion of and by majority decision of the Committee, cease to be a member of the Committee..

NOMINATIONS AND ELECTION OF COMMITTEE MEMBERS (OTHER THAN BRANCH REPRESENTATIVES EX-OFFICIO AND STUDENTS SOCIETY REPRESENTATIVES MEMBERS)

10.
 - a. Any nomination of a candidate for election to the Committee at an Annual General Meeting shall be made by notice in writing, signed by no fewer than five members of the Society, and received by the Secretary not later than the 1 March preceding

the date of the meeting. Such notice shall be accompanied by the consent in writing from the candidate of his willingness to serve if elected. The retiring members of the Committee seeking re-election shall be deemed to have been so nominated.

- b. Notice of the names of all candidates nominated for election or re-election to the Committee shall be sent to all members of the Society with the notice convening the Annual General Meeting, such notice being given in accordance with Rule 22. If more candidates are nominated than there are vacancies the Society shall fill the vacancies by election from the said candidates in accordance with Rule 11. If no more candidates are nominated than there are vacancies those nominated shall, at the Annual General Meeting, be declared elected or re-elected, as the case may be, to the Committee. If fewer candidates are elected at an Annual General Meeting than there are vacancies to be filled the resulting vacancies may be filled by the Committee under Rule 12.

11.

- a. If at any Annual General Meeting it is necessary to fill vacancies on the Committee by election such election shall be by ballot. On any such ballot every member of the Society shall have as many votes as there are vacancies but shall not give more than one vote to any one candidate. Until the chairman of the meeting shall have declared the result of the election at the Annual General Meeting, the retiring members of the Committee shall continue to be members of the Committee and may act accordingly.

In the event of an equality of votes between two or more candidates the Chairman of the meeting, whether otherwise eligible to vote or not, shall have a casting vote or votes. The declaration of the election by the Chairman shall be final.

- b. The method of conducting such ballot shall be determined from time to time by the Committee but shall be EITHER:
 - i. By ballot of the members of the Society who are present in person or by proxy at the meeting; OR
 - ii. By postal ballot of the members of the Society and for such ballot two scrutineers shall be appointed by the President of the Society or any other person nominated by him to receive the ballot papers and report to him the number of votes cast for each candidate. The President of the Society, or his nominee, shall be responsible for determining all questions as to the validity of any ballot paper.

Ballot papers shall be returned to the Secretary or the scrutineers, as the Committee may direct, not less than five clear days before the date of the meeting.

VACANCIES ON THE COMMITTEE

- 12. If any vacancy in the elected membership of the Committee occurs between two Annual General Meetings, the Committee may, if it considers it necessary or expedient, appoint a member to fill the vacancy. Any person so appointed shall stay in office until the next Annual General Meeting when he shall be eligible for, and if willing, deemed to be nominated for re-election.

OFFICERS

13.

- a. At the Committee meeting preceding each Annual General Meeting the Committee shall elect from its members one person as President, a second as Deputy-President and may elect a third as Vice-President. The persons so elected shall hold office from the Annual General Meeting succeeding the vote, until the conclusion of the subsequent Annual General Meeting.
- b. The Committee shall appoint a Secretary and a Treasurer and such other Officers as the Committee may from time to time decide and fix their remuneration or honoraria, if any, for the ensuing year. Such Officers need not be members of the Society or of the Committee and one person may hold both the offices of the Secretary and Treasurer.
- c. The Treasurer, or the Secretary if there is no Treasurer or separate Treasurer, shall be responsible for keeping proper books of account and shall prepare the accounts of the Society.
- d. If a Branch representative upon the Committee is appointed or elected an officer the appropriate Branch shall be entitled to an additional member to be a member of the Committee.

TRUSTEES

14.

- a. There shall be three Trustees of the Society unless the Committee shall deem it necessary to appoint an additional Trustee or additional Trustees. The Trustees shall be appointed by the Committee and the property of the Society (other than cash which shall be under the control of the Treasurer) shall be vested in them to be dealt with by them as the Committee shall from time to time direct by resolution (of which an entry in the minute book shall be conclusive evidence).

TRUSTEES INDEMNITY

- b. The Trustees 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 the Committee, which may for any reason, which may seem sufficient to a majority of its members present and voting at any meeting, remove any Trustee or Trustees from the office of Trustee. Where by reason of any such death, resignation or removal it shall appear necessary to the Committee that a new Trustee or Trustees shall be appointed, or if the Committee shall deem it expedient to appoint an additional Trustee, the 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 the Committee as the new or additional Trustee or Trustees of the Society and the provisions of the Trustee Act 1925 shall apply to any such appointment. Any 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 the Committee, be conclusive evidence of the fact so stated.

ACCOUNTS

15.

- a. It is the duty of the Committee to prepare and lay before the members a set of accounts for each financial year.
- b. The full accounts will comprise an Income and Expenditure Account for the period ended on the balance sheet date, a Balance Sheet as at the date to which the Income and Expenditure account is made up and notes supporting the accounts.
- c. Copies of the full accounts must be made available to members either by sending a copy to each member's registered address or using electronic communication not less than 21 days before an Annual General Meeting. A written notice that accounts are available to download from ICAEW's website shall be deemed sufficient for the purposes of making accounts available to the members.

AUDITORS

16.

- a. Any 5 or more of the members may deposit a notice or notices at the Secretary's office not later than one month before any year end requiring that the Society obtains an audit of its accounts for that year. The Committee may appoint an auditor to fill a vacancy at such remuneration, if any, as the Committee shall determine. No member of the Committee of the Society shall be eligible for appointment as auditor.
- b. An auditor appointed by the Committee in consequence of Rule 16 (a) shall retire at the next Annual General Meeting after his or their appointment, but shall be eligible for re-appointment.
- c. Retiring auditors shall, unless they have notified the Committee in writing not later than the 1 March preceding the Annual General Meeting of their desire not to offer themselves for re-appointment, be deemed to be nominated for re-appointment at such Annual General Meeting. Every other candidate for appointment as auditor shall be nominated by notice in writing signed by no fewer than five members of the Society and received by the Secretary not later than the 1 March preceding the Annual General Meeting and such notice shall be accompanied by confirmation in writing from the candidate of his willingness to serve as auditor if appointed. Forthwith upon receipt of such notice the Secretary shall send a copy thereof to the retiring auditor(s). Notice of the names of all candidates nominated for appointment or deemed to be nominated for re-appointment as auditor(s) shall be sent to all members of the Society with the notice calling the Annual General Meeting.
- d. Notwithstanding the appointment, election or re-election of an auditor at any Annual General Meeting, the accounts for any year will not require an audit unless the notice or notices required by Rule 16 (a) is or are deposited at the Society's office for each succeeding financial year.

DUTIES OF THE COMMITTEE

17.

- a. It shall be the duty of the Committee to superintend and control the affairs of the Society in the interests of the members of the Society. The Society's funds may be deposited or invested in the name of the Society in such manner as the Committee at its absolute discretion thinks fit.

- b. In the event of any matter or question arising which is not covered wholly or in part by the Rules of the Society for the time being in force, the Committee shall be deemed to have full power to deal with such matter or question as it shall think expedient in the interests of the Society until the next subsequent meeting of the Society when approval shall be sought.

MEETINGS OF THE COMMITTEE

18. The Committee shall meet at such time and place as its members may determine or the President shall decide provided that always seven clear days' notice has been given to each member of the Committee. At such meetings five members of the Committee present in person shall form a quorum.

SUB-COMMITTEES

19. The Committee shall appoint such Sub-Committees as may in its opinion be necessary or expedient for promoting the objects of the Society and may co-opt any member(s) thereto.

ANNUAL GENERAL MEETING

20. The Annual General Meeting of the Society shall be held during May in each year, unless it appears to the Committee that some other date is more suitable prior to 30 September, to transact the following business:
 - a. to receive the annual report of the President and the accounts of the Society, and of its Branches if any, for the preceding year ended 31 December, together with the auditors' report thereon (if an audit for that year has been required by virtue of Rule 16 (a)). If no notice or notices have been received under Rule 16 (a) for a particular year there should be a note to that effect on the face of the balance sheet;
 - b. to elect or re-elect members of the Committee;
 - c. to ratify the appointment of an auditor appointed to fill a casual vacancy as a result of the requirements of Rule 16 (a) and, if appropriate to elect or re-elect an auditor for the ensuing year;
 - d. to conduct any other business which is appropriate to an Annual General Meeting and of which notice has been given in the notice convening the meeting.
21. A member of the Society wishing to bring before the Annual General Meeting any business notice of which is required under Rule 20 (d) may do so provided that:
 - a. notice in writing of the proposed business is sent or given to the Secretary and is received by him not later than the **1 March** in each year, or such later date as the President of the Society at his discretion may allow, before the date of the Annual General Meeting; and
 - b. no fewer than five members of the Society shall have sent or given notice in writing to the Secretary not later than **1 March** in each year, or such later date as the President of the Society at his discretion may allow, before the date of the Annual General Meeting expressing their desire that the proposed business should be brought before the Annual General Meeting.

NOTICE OF MEETINGS

22.

- a. Not less than **21 clear days**' notice shall be given of an annual or special meeting of the Society. Such notice shall be given in such form as the Committee may decide from time to time and may be given using electronic communication. The notice shall specify the place of meeting, which shall be within the Area or at Chartered Accountants' Hall, the day and the hour of the meeting and the nature of the business to be conducted. The notice convening an Annual General Meeting shall state where a member can obtain a copy of the annual report of the President, the accounts of the Society, a list of persons nominated for election to the Committee or as auditor(s) and particulars of all business to be brought and/or before the meeting under Rule 20 (d). Such report, accounts, lists and particulars may be published on ICAEW's website.
- b. Any notice required by these Rules to be sent may, at the discretion of the Committee at a time of emergency, be given by advertisement in professional journals of ICAEW.

CHAIRMAN OF MEETINGS (AMENDED MAY 92)

23. The President of the Society shall be chairman of all meetings of the Society and of its Committee. In his absence the Deputy-President or, failing him, the Vice-President shall be chairman. In the event of all of them being absent at the time appointed for a meeting the members of the Society present shall by a show of hands, elect a chairman for that meeting. The Committee shall appoint the chairman of any sub-committee or, failing that, a sub-committee may elect its own chairman.

QUORUM AT MEETINGS

24. At each annual or special meeting of the Society **5 members** of the Society present in person shall be a quorum. If no quorum is present 15 minutes after the time appointed for the start of the meeting the meeting shall be adjourned for one week. The adjourned meeting shall be held at the same hour and place, or, if such place shall not be available, at such other place as the Committee may determine. The members of the Society present at the adjourned meeting shall proceed to transact the business notwithstanding that there may be fewer than **5 members** of the Society then present.

VOTING AT MEETINGS AND DEMAND FOR A POLL

25.

- a. At any annual or special meeting of the Society a resolution put to the vote of the meeting shall (save as provided in Rules 11, 26 or this Rule) be decided on a show of hands of the members of the Society unless, before or on the declaration of the show of hands, a poll is demanded by at least ten members of the Society present in person or by proxy.
- b. If a poll is demanded or is required to be taken, it shall be taken in such a manner as the chairman of the meeting directs and votes may be cast in person or by proxy. The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- c. A poll demanded or required to be taken on any other question shall be taken at such time and place as the chairman of the meeting directs and any business other than

that upon which a poll has been demanded or is required may be proceed with pending the taken of the poll.

- d. On a show of hands every member of the Society present in person shall have one vote and on a poll every member of the society present in person or by proxy shall (save as provided in Rule 11) have one vote.

APPOINTMENT OF PROXY

26.

- a. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing and shall be deemed to confer authority to demand or join in demanding a poll.
- b. A proxy must be a member of the Society.

INSTRUMENT APPOINTING A PROXY

27.

- a. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be sent or given to the Secretary at such place as the Committee may, from time to time, prescribe so as to be received by the Secretary not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- b. The instrument appointing a proxy shall be in the following form (or as near thereto as circumstances admit) or in such other form as the Committee may from time to time determine or accept:

ICAEW Chartered Accountants Thames Valley

I, _____, being a member of the above-named Society, hereby appoint
or failing him _____, each of whom is a member of the said Society, as my
proxy to vote for me on my behalf at the (annual or special, as the case may be)
meeting of the said Society to be held on the _____ day of _____ 20____
and at any adjournment thereof.

Signed this _____ day of _____ 20____

- c. If a member of the Society wishes to vote specifically for or against one or more resolutions, the instrument appointing a proxy shall be in the following form (or as near as circumstances admit) or in such other form as the Committee may from time to time determine or accept:

ICAEW Chartered Accountants Thames Valley

I, _____, being a member of the above-named Society, hereby appoint
or failing him _____, each of whom is a member of the said Society, as my proxy to
vote for me on my behalf at the (annual or special, as the case may be) meeting of the

said Society to be held on the _____ day of _____ 20____ and at any adjournment thereof.

This form is to be used in respect of the resolution(s) below-mentioned as follows:

Resolution No. 1 * For _____ * Against _____
Resolution No. 2 * For _____ * Against _____

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy will vote as he thinks fit.

Signed this _____ day of _____ 20____

- d. Where an instrument of proxy is to be used in connection with an election to fill vacancies on the Committee under Rule 12, the form of proxy may be modified in such manner as the Committee may from time to time determine or accept (or may be a separate form) so as to enable the appointer to indicate how he desires his votes to be cast.
- e. The Committee shall not be obliged to send out forms of proxy to the members for use at any meeting or adjourned meeting of the Society.

MINUTES OF MEETINGS

- 28. Minutes shall be recorded of all resolutions and proceedings of meetings of the Society and its Committee and Sub-Committees. Every minute signed by the chairman of the meeting to which it relates or by the chairman of a subsequent meeting shall be sufficient evidence of the resolutions and proceedings. Copies of all minutes of Committee meetings shall be circulated to members of the Committee and to the Officers of the Society. Copies of all minutes of Sub-Committee meetings shall be circulated to each member of the particular Sub-Committee concerned and to the officers of the Society.

RULES OF THE SOCIETY

- 29.
 - a. The Rules of the Society may be altered by a resolution of the members of the Society at an annual or special meeting. No alteration shall become operative until it has been approved by the Council of ICAEW or under its delegated authority.
 - b. If any of these Rules, or part thereof, comes into conflict with the byelaws or regulations of ICAEW byelaws or regulations will take precedence and the Society's Rules shall be deemed to be amended in such manner as not to be in conflict with the said byelaws and/or regulations. The Society's members shall be notified accordingly at the next available opportunity and a resolution to change these Rules shall be moved so as to alter the Rules as necessary.
 - c. An initial copy of these Rules, and of any amendments thereto for the time being in force, shall be supplied on demand to a member on admission to the Society and may be supplied using electronic communication. A reasonable charge to be determined by the Committee from time to time may be made for any additional copies. Any subsequent amendments that require the approval of the Council of

ICAEW shall be notified to the members of the Society in the next annual report of the President.

RULES OF BRANCHES

30. The Rules of any Branch, and any alterations thereto, shall not become operative until they have received the approval of the Committee and of the Council of ICAEW.

INTERPRETATION

31. Any dispute arising on interpretation of these Rules shall be referred to the Council of Rules of ICAEW whose decision shall be final and binding upon all parties.

DECISIONS NOT BINDING ON ICAEW

32. The Society, its Committee, Officers and members shall have no power to bind ICAEW by contract or otherwise or to impose any liability thereon, except and to the extent to which the Council of ICAEW may otherwise authorise by resolution.