

## BRANCH CONSTITUTION

### WHEREAS:

- (1) Article 4 of the Royal Charter (“the Charter”) of the Institute of Chartered Secretaries and Administrators (“the Institute”) empowers the establishment of divisions, branches and other local organisations of members and students and the delegation of powers and duties to those branches and local organisations:
- (2) Pursuant to the byelaws made under the Charter, the Institute has established a division for the United Kingdom, Crown Dependencies, Republic of Ireland and Associated Territories (“the UKRIAT Division”) and has delegated powers and duties to it:
- (3) Pursuant to the said Article 4 and the powers and duties delegated to it, the UKRIAT Division has established branches and groups in the United Kingdom, the Crown Dependencies and the Republic of Ireland as well as in a number of the Associated Territories for which the UKRIAT Division is responsible:
- (4) The UKRIAT Committee acknowledges that, subject to the Charter, the byelaws and clause 6.4 below, the UKRIAT Division shall stand behind and support branches and groups in connection with the lawful conduct of all activities which they organise and which are in conformity with the permitted objects of branches and groups:
- (5) Accordingly, for the better governance of these branches and groups (howsoever they may be described or known), the UKRIAT Committee has resolved that all branches and groups within its jurisdiction shall adopt and abide by the provisions of the following constitution:

### 1. DEFINITIONS

- 1.1 The following definitions shall apply throughout unless the context otherwise requires:

<b>ICSA</b>	The Institute of Chartered Secretaries and Administrators
<b>The Branch</b>	ICSA Guernsey Branch
<b>The Committee</b>	As defined in clause 4.1
<b>Branch Supporter(s)</b>	UKRIAT Members, UKRIAT Graduates, UKRIAT Students, Associated Members, affiliates within the meaning of ICSA’s byelaws in force from time to time and other persons in related or associated professions or occupations who have agreed to support <b>the Branch</b> and abide by this constitution
<b>Chief Executive</b>	The Chief Executive for the time being of the UKRIAT Division
<b>UKRIAT Member</b>	A Fellow or Associate of ICSA who is registered as such with, and paying fees and subscriptions to, UKRIAT
<b>UKRIAT Graduate</b>	A Graduate of ICSA who is registered as such with, and paying fees and subscriptions to, UKRIAT

<b>UKRIAT Student</b>	A student who is registered as such with, paying fees and subscriptions to and currently studying with UKRIAT
<b>Associated Member</b>	A Fellow, Associate, Graduate or student who is registered as such with, and paying fees and subscriptions to, a Division of ICSA other than the <b>UKRIAT Division</b>
<b>UKRIAT</b>	United Kingdom, Republic of Ireland and Associated Territories, Channel Islands and Isle of Man; and <b>UKRIAT Division</b> shall be construed accordingly
<b>UKRIAT Committee</b>	The committee of the Council of ICSA known as the <b>UKRIAT Committee</b> and includes the sub-committee of the <b>UKRIAT Committee</b> known as the Membership Committee

## 2 BRANCH MEMBERSHIP

- 2.1 **The Branch** is open to all **Branch Supporters** who have agreed to support **The Branch** and abide by this constitution.

## 3 OBJECTS

- 3.1 The objects and activities of **the Branch** are restricted to:
- a. Retaining recognition and support from the **UKRIAT Division** by adopting and abiding by this constitution; and
  - b. Organising events providing continuing professional development and networking opportunities for **Branch Supporters** and their guests so as to promote generally good governance, their professional development and the aims and objectives of ICSA:

## 4 MANAGEMENT OF THE BRANCH

- 4.1 **The Branch** shall have a **Committee** comprising the Chairman, Secretary, Treasurer and other **Branch Supporters** of whom no more than one third shall not be UKRIAT Members. The Chairman, and either the Secretary or the Treasurer, must be **UKRIAT Members**.
- 4.2 The Chairman or the Secretary shall notify the **Chief Executive** in writing of the name and contact details of the Chairman, Secretary and Treasurer and any change thereof.
- 4.3 **UKRIAT Committee**, acting through its Membership Committee, may adopt such standing orders as are deemed necessary to ensure the effective operation of **the Branch**, provided always that the standing orders do not conflict with the Royal Charter and byelaws or with the UKRIAT Regulations of the UKRIAT Division, for the time being in force.
- 4.4 The quorum for meetings of the Committee will be three **Branch Supporters** of whom at least two shall be **UKRIAT Members** and one of whom serves as Chairman, Secretary or Treasurer.

## 5 GENERAL MEETINGS

- 5.1 Subject to clause 9 below, there shall be no requirement to hold formal general meetings but **the Committee** may elect to convene a general meeting from time to time should they, in their absolute discretion, deem it necessary or desirable to do so. If a general meeting is convened only **Branch Supporters** who are **UKRIAT Members** shall be entitled to vote at the meeting, but other **Branch Supporters** may attend the meeting and, with the leave of the Chairman of the meeting, may speak in relation to the business under consideration.
- 5.2 Unless otherwise agreed by all those entitled to attend, at least 14 clear days' notice of all general meetings of **Branch Supporters** shall be given to each **Branch Supporter**. Notice shall be given electronically to an address provided by the **Branch Supporter** for the purpose. If an electronic address has not been provided, no notice need be given to that **Branch Supporter**. The accidental omission to give notice of a meeting to or the non-receipt of notice for a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 5.3 The quorum for general meetings shall be five **Branch Supporters** who are **UKRIAT Members** and who are present in person. The chairman of **the Committee** shall chair the meeting except that in his absence those **UKRIAT Members** present and entitled to vote shall elect a chairman from their number.
- 5.4 Voting shall be on a show of hands by **UKRIAT Members** who are **Branch Supporters** present at any general meeting. In the event of the number of votes being equal, the chairman of the meeting shall have a second or casting vote.

## 6 FINANCES/RESPONSIBILITY

- 6.1 **The Branch's** financial year shall commence on 1<sup>st</sup> July and end on 30<sup>th</sup> June. (For branches formed between 1 January and 30 June, the first financial period will be between 12 to 18 months and for branches formed between 1 July and 31 December, the first financial period will be 6-12 months long).
- 6.2 **The Branch** may apply to **UKRIAT** for a grant for activities that further **UKRIAT's** mission, under procedures laid down by **UKRIAT Committee** from time to time.
- 6.3 **The Committee** shall manage the financial affairs of **the Branch** and shall ensure that effective arrangements are made for the budgeting, control and recording of all monetary transactions relating to **the Branch**. Where the budgeted cost (net of any value added or sales taxes) for any event exceeds £5000.00, the Committee shall not enter in to any binding commitment in relation to that event without the prior written agreement of the **Chief Executive**.
- 6.4 Subject to the provisions of clause 6.8 below, **Branch** funds shall be applied solely towards the promotion of **the Branch's** objects as set out in clause 3 above and no portion thereof shall be paid or transferred directly or indirectly to any **Branch Supporter** other than for the reimbursement of reasonable and proper out of pocket expenses incurred for or on behalf of or in the interests of **the Branch**. Any monies not immediately required shall be invested with recognised banks and/or building societies in the name of **the Branch**.

- 6.5 **UKRIAT** will not underwrite losses on activities for which the budgeted cost (net of any value added or sales taxes) exceeds £5000.00, unless otherwise agreed in advance in writing by the **Chief Executive**.
- 6.6 Subject to any standing orders adopted by **UKRIAT Committee**, acting through its Membership Committee, **the Committee** shall have authority to operate a **Branch** bank account as they deem necessary, provided that they shall maintain a credit balance at all times. There shall always be a minimum of two **UKRIAT Members** required as signatories to operate the **Branch** bank account.
- 6.7 **The Committee** shall comply as necessary with any requirements of the **UKRIAT Division** relating to its compliance with corporate and value added tax requirements in connection with **Branch** activities, including, but not limited to, events for which **the Branch** charges an attendance fee or any **Branch** subscriptions.
- 6.8 **The Branch** may keep a reserve of funds but shall not accumulate funds unnecessarily. If **the Branch** accumulates funds which, in the opinion of **the Committee** or the **UKRIAT Committee**, are in excess of the **Branch's** reasonably foreseeable needs, **the Committee** shall determine how those surplus funds are to be used by **the Branch**, which may include paying some or all of the surplus funds to **UKRIAT** for furtherance of the profession: Provided always that any surplus funds in excess of £50,000 must be paid to **UKRIAT** on written request from the **Chief Executive**.
- 6.9 **The UKRIAT Division** shall maintain public liability insurance for Branch events and directors' and officers' liability insurance for the members of the Committee.

## 7 REPORTING

- 7.1 Each year the Treasurer of **the Branch** shall prepare annual accounts on a receipts and payments basis and submit them to **the Committee** and to the **Chief Executive**, together with copies of the bank statements for the year no later than three months after the year end. For tax purposes **the Branch** shall provide such supporting information as may be reasonably required by the **Chief Executive**.

## 8 RESTRICTIONS

- 8.1 **The Branch** shall not, without the prior written agreement of the **UKRIAT Committee**, become a member of, or amalgamate with, any other organisation, institution, society, association, group or body.
- 8.2 **The Branch** shall do nothing which may damage the reputation and standing of **UKRIAT, ICSA** or otherwise bring **ICSA** or the **UKRIAT Division** into disrepute. In particular **the Branch** shall not make any representations, or submit any report or recommendations, in the name or on behalf of **ICSA** or **the Branch** on any matter or topic to any U.K. government department, U.K. governmental or non-governmental agency, business or individual without the prior written agreement of the **Chief Executive**.
- 8.3 **The Branch** shall not, without the prior written agreement of the **UKRIAT Committee**, assume the identity of **ICSA** or use its logo or devices except in connection with events organised by the Branch pursuant to clause 3 above. Use of the **ICSA** logo and reference to **ICSA** recognition of **the Branch** shall, at all times be in strict accordance with **ICSA's** byelaws and any brand guidelines of **UKRIAT** issued to **the Committee** from time to time.

## **9 CONSTITUTION**

- 9.1 Alterations or additions to this constitution may only be made by the UKRIAT Committee or with the agreement of **the Branch** in general meeting; and, in the latter case, only after receiving the prior written approval of the **Chief Executive** following consultation with the Membership Committee.

## **10 DISSOLUTION**

- 10.1 In the event of the disbanding or winding up of **the Branch** any property or funds remaining after the satisfaction of all its debts and liabilities shall be transferred to and become the unencumbered property of the **UKRIAT Division**.