



RULES OF THE ASSOCIATION OF CHARTERED CERTIFIED ACCOUNTANTS - SCOTLAND

NAME AND AREA

1. Council shall determine by what name the Organisation shall be known, and define the area it shall cover. Council shall also have the right, at any time, to alter the name of the Organisation and to alter in any way it deems desirable the area of the Organisation. The name of the Organisation shall be "The Association of Chartered Certified Accountants - Scotland" or, in short-form, "ACCA - Scotland". Its area of operation shall comprise the Scottish members' network areas of Aberdeen, Edinburgh & East of Scotland, Glasgow & West of Scotland and Tayside & North Fife.

CONSTITUTION

2. These rules, which are made in accordance with the provisions of the bye-laws of The Association of Chartered Certified Accountants, shall govern the formation and management of the Organisation as authorised by the Council of the Association, provided always that no such rules shall be in any way inconsistent with the Royal Charter, bye-laws and regulations of the Association. The Organisation shall provide such services and activities for members, affiliates and students within its area as shall have been agreed with Council.

DEFINITIONS

3. In these rules unless the subject or context otherwise requires:
 - a) "Association" means The Association of Chartered Certified Accountants;
 - b) "Council" means the Council of the Association;
 - c) "Organisation" means The Association of Chartered Certified Accountants - Scotland;
 - d) "Committee" means the ACCA - Scotland Committee;
 - e) "Area" means the Organisation's geographical area of operation, as defined by Council from time to time;
 - f) "Full member" means an individual enrolled with one of the Scottish members' networks who is a member (ACCA or FCCA) of the Association;
 - g) "Affiliate member" means an individual enrolled with one of the Scottish members' networks who is a registered student or registered affiliate of the Association;
 - h) "Scottish members' networks" means the Aberdeen, Edinburgh & East of Scotland, Glasgow & West of Scotland, Tayside & North Fife members' networks of the Association.
 - i) "President", "Deputy-President" and "Vice-President" shall mean, respectively, the Scottish President, Scottish Deputy-President and Scottish Vice-President.
 - j) "Chief Executive" means the Chief Executive of the Association.

OBJECTS

4. The objects of the Organisation shall be, inter alia:
 - a) to represent the Association within its area;
 - b) to advance the collective and individual interests of Chartered Certified Accountants within its area;
 - c) to take cognisance of, and keep Council fully informed of, all matters affecting the interests of members, affiliates and students of the Association within its area;
 - d) to promote social contact and the exchange of ideas among members, affiliates and students of the Association resident in its area;
 - e) to promote appropriate continuing professional development and training for members, affiliates and students of the Association within its area;
 - f) to co-operate with Council in the promotion and advancement of the standing of the Association and its members within its area;
 - g) to co-ordinate the activities of the Scottish members' networks.

MEMBERSHIP

5. A member of the Association, who is enrolled as a full member of one of the Scottish members' networks shall, ipso facto, be a full member of the Organisation. A registered student or registered affiliate of the Association, who is enrolled as an affiliate member of one of the Scottish members' networks shall, ipso facto, be an affiliate member of the Region.
6. Any person ceasing to be: (a) an enrolled full member of a Scottish members' network or a member of the Association shall forthwith cease to be a full member of the Organisation; (b) an enrolled affiliate member of a Scottish members' network or a registered student or registered affiliate of the Association shall forthwith cease to be an affiliate member of the Organisation.

ADMINISTRATION

7. The Organisation shall be governed by a Committee to be styled the "ACCA - Scotland Committee", subject to the overall control of Council. The Chief Executive shall provide such staff, premises and facilities to support the services and activities of the Organisation (as agreed with Council in accordance with rule 2) as he or she shall deem appropriate.

THE COMMITTEE

8. The Committee shall consist of not less than five and not more than fourteen members. Each of the Scottish members' networks shall be entitled to nominate one Committee member, who shall serve for a period of one year, commencing immediately after the annual general meeting of the Organisation. The remaining members shall be elected by postal ballot in accordance with the provisions of clause 17.

9. Members of Council who are resident in the Organisation's area shall serve as ex-officio members of the Committee for the duration of their membership of Council. The Committee shall have the power to co-opt not more than four other full or affiliate members of the Organisation to hold office until the next annual general meeting of the Organisation. Co-opted members who are not full members of the Organisation shall not be entitled to vote at Committee meetings.
10. An elected or co-opted Committee member shall vacate his office at the conclusion of the annual general meeting next following his sixty-fifth birthday unless otherwise determined by members in general meeting.
11. The Committee at its first meeting after each annual general meeting shall elect a President, Deputy-President and Vice-President from amongst its own elected members who shall hold office until the Committee meeting following the next annual general meeting.
12. The Committee shall have power to fill any casual vacancy which may occur on the Committee, or in any office, from among the full members of the Organisation.
13. The President, or in his/her absence the Deputy-President, or in the absence of the President and Deputy-President the Vice-President, shall be empowered to act for the Organisation on any matter that cannot reasonably or safely be held over to a subsequent meeting of the Committee.

ELECTION TO THE COMMITTEE

14. One third of the elected members of the Committee or nearest number thereto shall retire in rotation each year and shall be eligible for re-election without re-nomination.
15. Nominations for membership of the Committee must be made in writing and signed by two full members and delivered to the President not less than six weeks before the annual general meeting of the Organisation.
16. Any full member of the Organisation shall be eligible for election (which shall include re-election) as a member of the Committee subject to the provisions of bye-law 15(a) to (e) inclusive (and/or any subsequent bye-law or regulation replacing or amending in full or part this bye-law).
17. Election to the Committee shall be by postal ballot. Each ballot paper shall state the last date on which it may be returned to the President by a member. Such date shall be at least four days before the annual general meeting at which the result of the election is to be declared. Only correctly completed ballot papers received by the last date shall be counted as valid.
18. In the event of an equality of votes between candidates, the successful candidate or candidates shall be chosen by lot, the lots being drawn immediately on conclusion of the counting of the ballot papers or as soon as practical thereafter, but in all cases before the commencement of the annual general meeting at which the result of the election is to be declared, under the supervision the President or such other person as he or she may have appointed for this purpose.
19. The Committee shall meet not less than three times a year.

20. Meetings of the Committee will be presided over by the President or in his/her absence by the Deputy-President, or in the absence of both the President and Deputy-President by the Vice-President, or in the absence of the President, Deputy-President and Vice-President by a member of the Committee elected by those present at the meeting.
21. The quorum for meetings of the Committee shall be four elected or Network-nominated members of the Committee.
22. All members of the Committee shall be given seven days notice in writing of the meetings of the Committee. Non-receipt by a member of the Committee of a notice shall not invalidate the proceedings of the meeting.
23. A record of the attendance of the members of the Committee shall be kept. A member of the Committee shall vacate his office automatically if he fails to attend three consecutive meetings without the prior leave of the Committee or without any other explanation which is acceptable to the Committee.

GENERAL MEETINGS

24. An annual general meeting of full members of the Organisation shall be held at least once in each calendar year.
25. The annual general meeting of the Organisation shall be held at a venue to be decided by the Committee, in any year, to transact the following business:
 - a) to receive the annual report of the Committee;
 - b) to receive the annual accounts of the Organisation, being an extract from the Association's accounts;
 - c) to receive the nominations from the Scottish members' networks of members to serve on the committee for the ensuing year in accordance with rule 8;
 - d) to receive the results of the ballot to elect members of the Committee for the coming year in accordance with rule 17;
 - e) to transact any other special business of the Organisation.
26. An extraordinary general meeting may be called by the Committee or on a written requisition addressed to the President of twenty full members of the Organisation. The written requisition shall specify the matter or matters to be dealt with at an extraordinary general meeting and no other matters shall be dealt with at that meeting.
27. Twenty eight days notice of an extraordinary general meeting and of the business to be conducted thereat shall be given to all full members of the Organisation.
28. General meetings shall be presided over by the President, or in his/her absence by the Deputy-President, or in the absence of the President and Deputy-President by the Vice-President, or in the absence of the President, Deputy-President and Vice-President by an elected or ex-officio or Network -nominated member of the Committee elected to the chair by those present at the meeting.

29. The quorum for a general meeting shall be ten full members of the Organisation. Unless such quorum shall be present within half an hour after the time appointed for the meeting, the meeting shall stand adjourned for a fortnight and the business shall be then disposed of by the full members present, who shall constitute a quorum.
30. Any full member may bring forward a resolution at an annual general meeting provided that he has given notice to the President not less than thirty-five clear days before any such general meeting.
31. Notice of any annual general meeting together with a copy of the relevant annual report and notice of any extraordinary general meeting shall be sent to the Chief Executive of the Association at least twenty eight days before such meeting.

VOTING AT MEETINGS

32. At all meetings, including Committee meetings, a majority of full members voting shall determine any issue arising. In the event of any equality of votes, the Chairman of the meeting shall have a second or casting vote.
33. Subject to a poll or postal vote being demanded every question to be decided by any general meeting, unless resolved on without dissent, shall be decided on a show of hands, each full member present having one vote.
34. Where a poll is demanded it shall be taken at such time (either at the meeting at which the poll is demanded or within twenty-one days after the said meeting) and such place as the Chairman shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Provided always that it shall be in the absolute discretion of the Chairman to direct that the poll shall be taken by means of postal voting papers and if he shall so direct the following procedures shall be followed:
 - (a) Voting papers in such form as the Chairman shall direct shall be issued to all full members entitled to vote at the meeting at which the poll was demanded. The resolution or amendment shall be expressed in such terms as the Chairman shall consider most suitable to ascertain the sense of full members and the Chairman's decision as to the manner of stating such resolution or amendment shall be final.
 - (b) Each voting paper shall state the date by which it is to be returned, duly completed, and shall also state the name(s) of the person(s) appointed as scrutineer(s) and the place to which it is to be returned. The date shall not be more than twenty-eight days after the date of issue of the voting papers.
 - (c) The Chairman shall fix a time and place for the counting of the votes and it shall be the duty of the person(s) appointed as scrutineer(s) to provide him with a written report on the result of the poll. The Chairman's decision on the validity or otherwise of any vote shall be final.
 - (d) The result of the poll shall be communicated to members in such manner as the Chairman shall direct.

FINANCE

35. Council may, in its absolute discretion, award the Organisation a financial grant. The Committee shall determine how any grant to the Organisation is to be spent. No money shall be paid out of, and no commitment made in respect of, such funds unless authorised by the Committee.
36. The financial year of the Organisation shall be from 1 January to 31 December inclusive each year.
37. No officer or committee member of the Organisation shall be entitled to any remuneration out of the funds of the Organisation for any services except as shall have been previously approved by Council. Officers or committee members may, however, be paid for services provided to other bodies or departments of the Association.
38. No expenses of any social function held by the Organisation shall be chargeable against the funds of the Organisation without the prior permission of Council.

POWERS OF COUNCIL

39. Nothing in these rules shall be taken or construed as affecting in any way whatsoever the rights, duties and powers of Council or the delegation of any such rights, duties or powers.

INTERPRETATION OF RULES

40. In the event of any dispute arising as to the interpretation of these rules, or in connection with any matter arising which is not provided for in these rules, such dispute shall be referred to the Council, whose decision shall be final and binding upon all parties.

CONTRACTS

41. In no case, and under no circumstances, shall the Committee or any officer of the Organisation have power to bind the Association by contract or otherwise, or to impose any liability thereon, unless a resolution of the Council shall authorise such liability to be created on behalf of the Association.

AFFILIATES, STUDENTS AND NON-MEMBERS

42. Affiliates and students of the Association resident in the area who are not affiliate members and non-members may attend educational and social gatherings of the Organisation and such other activities only as decided by the Committee.

AMENDMENT OF THE RULES

43. Council alone shall have power to amend waive or add to any of these rules and may do so at any time without notice.

DISSOLUTION OF THE ORGANISATION

44. Council reserves the right to dissolve the Organisation for any of the following reasons:
- a) if the Organisation does not comply with these rules; or
 - b) if the membership of the Network is such as, in the opinion of the Council, to warrant dissolution; or
 - c) if for any reason the Council deems it desirable in the interests of the Association generally.

PROPERTY OF THE ORGANISATION

45. In the event of the dissolution of the Organisation for whatever reason all monies and any property whatsoever in the possession of the Organisation after the satisfaction of all its debts and liabilities shall be deemed always to have been the property of the Association and shall be given and transferred to the Association.