



The Rights and Obligations of Subscribing Members

(Incorporating the Elections of Trustees)

These Regulations (ACIE's Rights and Obligations of Subscribing Members) were drawn up in accordance with Article 78, approved by the Board on 10 March 2011 and last updated on 28 February 2012.

1 Definitions

1.1 In these Regulations:

- 1.1.1 ACIE means the Association of Charity Independent Examiners
- 1.1.2 Board means the Board of Trustees of ACIE
- 1.1.3 Article(s) means the relevant clause(s) of the Articles of Association of ACIE
- 1.1.4 the words and expressions defined in the Articles shall have the same meaning in these Regulations.
- 1.1.5 'Subscribing Members' has the same meaning as at Article 26.

2 Other relevant Regulations

2.1 Most of the obligations of Subscribing Members can be found in ACIE's:

- 2.1.1 Code of Ethics;
- 2.1.2 Equal Opportunities Policy; and
- 2.1.3 Regulations for Full Members.

3 Rights

In so far as the following rights shall not contravene the provisions of the Articles, Subscribing Members shall have the following rights:

4 Election of Trustees

- 4.1 In accordance with the Articles:
- 4.1.1 Up to nine trustees shall be elected by the Subscribing Members of ACIE.
 - 4.1.2 Elected trustees must be Subscribing Members.
 - 4.1.3 The trustees may, at any time, co-opt up to three further trustees, who need not be Subscribing Members.
 - 4.1.4 The majority of serving trustees at any time shall be Full Members of ACIE.
 - 4.1.5 No trustee may serve for more than nine consecutive years.
 - 4.1.6 Elected trustees will retire on 30 June, three years after their appointment or after nine consecutive years service (whichever is the sooner), but may offer themselves for re-election providing they have not served for more than eight consecutive years.
 - 4.1.7 Co-opted trustees will retire on 30 June next following the date of their appointment but may offer themselves for re-election providing they have not served for more than eight consecutive years.
 - 4.1.8 A trustee who has served for nine consecutive years shall not be eligible for re-election until one year after the date of his/her retirement.
- 4.2 Timetable for Election of Trustees
- 4.2.1 Nominations for election as a trustee shall be made in writing, to be in the hands of the Chair of the Board, or his/her representative, by 30 April each year.
 - 4.2.2 If the number of nominations exceeds the number of vacancies, election shall be by means of a ballot. If a ballot is required, ballot papers will be issued to Subscribing Members by 31 May for return by 30 June.
 - 4.2.3 Those elected (whether or not a ballot is required) will become trustees on 1 July.

5 Meetings of the Subscribing Member

- 5.1 Meetings of the Subscribing Members may be called by the Board.
- 5.2 If at least ten Subscribing Members request such a meeting in writing, stating the business to be discussed, the Board shall call such a meeting.
- 5.3 In either case, at least 21 clear days' notice shall be given and the notice shall state the business to be discussed.

- 5.4 No meeting called under Clauses 5.1 to 5.3 shall constitute a General Meeting as defined by the Companies Act 2006 or a General Meeting as per Article 27 of the Association.

6 Voting and other procedures at meetings

- 6.1 All Subscribing Members, whose subscriptions are fully paid up on the day of the meeting, are entitled to one vote each.
- 6.2 For new Subscribing Members, or those renewing during the month before the meeting, due notice and documentation will be provided where practically possible.
- 6.3 The Board shall ensure that Minutes are kept of all meetings of Subscribing Members.
- 6.4 The quorum for a meeting of Subscribing Members is one tenth of the Subscribing Members entitled to vote at 6.1 above, or twenty Subscribing Members, whichever is the greater.
- 6.5 Decisions shall be made by simple majority vote unless stated otherwise explicitly elsewhere in ACIE's Regulations.
- 6.6 Any business for consideration by the Subscribing Members may, at the discretion of the Board, be conducted by means of a ballot. In the event of a ballot, there shall be at least 21 clear days between the date of despatch of the voting papers and the deadline for their return. Any other provision of this regulation in respect of meetings of Subscribing Members shall apply to a postal ballot called under this clause.

7 Notice of meetings and ballots

Notice of meetings and/or ballots shall be sent by post or email by the Board or its representative to the last known postal or email address of the Subscribing Member. Any notice sent through the post shall be deemed to have been received within 10 days of posting: any email shall be deemed to have been received within 24 hours of it being sent.

8 Amendment to the Articles of the Association

The power to amend the Articles lies with the Board. However, the Subscribing Members have the right to be consulted about any proposed amendment by the Board or to make recommendations for amendment themselves. Such proposals shall be considered at a meeting of the Subscribing Members and the Board is obliged to take due regard of the views of Subscribing Members before arriving at a conclusion.

9 Amendment of Regulations

- 9.1 The power to amend the Regulations lies with the Board. However, the Subscribing Members have the right to be consulted about any proposed amendment by the Board or to make recommendations for amendment themselves. Such proposals shall be considered at a meeting of the Subscribing Members and the Board is obliged to take due regard of the views of Subscribing Members before arriving at a conclusion.

9.2 In particular, where an amendment to the Regulations would directly affect the rights and obligations of Subscribing Members, the Board should seek to gain majority approval of the proposal at a meeting of the Subscribing Members.

10 Dissolution of the ACIE

The power to dissolve ACIE lies with the Board. However, in all but exceptional circumstances, the Subscribing Members have the right to be consulted about any Board proposal to dissolve ACIE. They also have the right to recommend dissolution themselves. Such a proposal, from whichever source, shall be considered at a meeting of the Subscribing Members and the Board is obliged to take due regard of the views of Subscribing Members before arriving at a conclusion.