

REGIONAL CONSTITUTIONS

Interpretation

References to the singular include the plural and vice versa, and to the masculine include the feminine and neuter and vice versa;

References to “persons” include corporate bodies, public bodies, unincorporated associations and partnerships

“Institute” means the Institute of Licensing

“Region” means the ...region of the Institute.

Regional Member means any member of the Institute within the area of the Region.

“Memorandum and Articles” means the Memorandum and Articles of Association of the Institute of Licensing.

1. Introduction

The Institute of Licensing Ltd is a company limited by guarantee and a registered charity. The Regions form part of the charity and as such are equally bound by legal constraints and obligations associated with charities and company law. In particular this impacts on the activities and expenditure of a Region, the recording and reporting of accounts and the responsibilities of Directors which apply at both national and regional levels.

- 1.1** The Regions are bound by the Company’s Memorandum and Articles of Association which will override any local policies/procedures.
- 1.2** The Regions will conduct their business in accordance with the Memorandum and Articles of Association and will seek to promote the Company’s objectives (as set out below) at all times:

- a) to advance the development, evaluation and recognition of professional skill, technical competency, ethical conduct and practical achievement in the field of licensing and regulatory activity; including their application in the public and private sectors and in the framing and enforcement of laws and regulations in pursuit of prevent of crime and disorder and nuisance, the promotion of health and safety, the protection of children and vulnerable people, the protection of the environment and other licensing and regulatory objectives;
- b) the fostering of mutual understanding and respect between practitioners and the communities and sectors they serve;
- c) the development, encouragement and certification of related standards, education, training, study, scholarship, communication, consultation, knowledge creation and information dissemination; and
- d) other activity consistent with the public good in the field.

2. Structure

- 2.1 The Chair of each Region (or such other person appointed by the Region) will be a Director of the Company and a Trustee of the Charity. If a Regional Director is unable to attend a Board meeting, another officer of the Region may attend on their behalf.
- 2.2 Regional chairs will ensure that an officer structure is maintained within the Region to ensure the stability and sustainability of the Region at all times. As a minimum it is recommended that the structure include:
 - Chair
 - Vice Chair
 - Secretary
 - Treasurer
- 2.3 Additional officers may be elected as considered necessary for the effective running of the region.

3. Regional Executive

- 3.1** The elected Regional Officers together with any regional member who is appointed Institute Director shall form a Regional Executive with responsibility for the affairs of the Region between meetings. If the Region considers it appropriate it may elect additional members to the Executive. In addition the Executive may co-opt such additional members in a non voting capacity as it considers appropriate.
- 3.2** The Chair may convene and task a sub-group or working party of officers to research any issue, and that group will report back to the next regional meeting with conclusions and recommendations as appropriate to be voted on if necessary.
- 3.3** The Chair may appoint non-members to assist the work of any sub-group or working party as considered necessary.

4. Meetings

- 4.1** The Region shall hold an Annual General Meeting by 31 July in each calendar unless an extension of time has been agreed by the Board of Directors of the Institute or a duly authorised Committee or officer of the Institute.
- 4.2** The Annual General Meeting shall include the election of officers for the forthcoming year and presentation of the accounts for the previous financial year for consideration and (if appropriate) approval.
- 4.3** The Region may hold such other meetings as it considers necessary to transact the business of the Region or to promote the objectives of the Institute. Normally at least three regional meetings (including the AGM shall be held in a calendar year).
- 4.5** Where formal business is to be conducted, a notice detailing the date, time, venue and agenda will be sent to members of the region in writing or via email not less than 21 days prior to a meeting.

- 4.6** Agenda items will be accepted from any member and included for discussion at the next available opportunity.
- 4.7** Meetings and events will be open to every member of the Institute of Licensing although only members of that particular region are entitled to vote
- 4.8** In the absence of the Chair and the Vice-Chair, the first item of business will be to elect a replacement for the duration of the meeting.
- 4.9** Resolutions will be decided by a show of hands unless a ballot is duly demanded.
- 4.10** The Chair has the casting vote in the case of an equal vote.
- 4.11** The Chair will ensure that the Institute's current policy in relation to voting rights for members is complied with.
- 4.12** For the avoidance of doubt in a ballot a Regional Member may vote in a personal capacity as well as casting any proxy vote or vote on behalf of an organisation member
- 4.13** A record of all meetings will be made and retained by the Secretary. Minutes of previous meeting must be submitted for confirmation that they are a true record.

5. Financial Matters

- 5.1** The Executive is authorised to open and maintain a Bank or Building Society in the name of the Region. All bank accounts must be operated under the supervision of the Chair (and nominated director where the Chair is not the nominated director) and must indicate the name of the Company. Cheques and orders for the payment of money must be signed in accordance with any instructions from the Board of Directors.
- 5.2** The Executive shall be responsible for:
 - a)** ensuring proper records of the income and expenditure of the Region are maintained. The Board of Directors will normally specify the format of such records to ensure consistent reporting across the regions;
 - b)** ensuring expenditure is properly authorised;

c) presenting to the AGM a statement of the Region's accounts for the year ended on the preceding 31 March. The statement of account shall be in a form approved by the appropriate Committee of the Institute of Licensing and shall be the subject of independent examination.

5.3 The regional funds may be used, with the agreement of the membership, on matters which will promote the Company's objectives. Such matters will form part of the Chair's annual report at the Annual General Meeting.

5.4 The regional funds are mainly derived from the annual subscriptions paid by regional members. Where events / training is subsidised from such funds, nonmembers should only normally be permitted to attend on payment of a charge set with a view to full cost recovery as a minimum.

Regions may offer subsidised training with a view to recruiting members where costs of the training include complimentary membership at the appropriate level. Any such offers must be fully communicated to the Executive Officer of the Institute of Licensing to ensure that the membership application is duly processed.

5.5 **The Region's completed statements of accounts for the year ending 31 March will be provided to the Board of Directors as soon as possible after 1 April each year.**

This is essential in order that the Regional Accounts are included in the auditing of the company's accounts and will form part of the Annual Report filed with Companies House and the Charity Commission in line with legal requirements.

5.6 All money and property of the Region shall belong to the Institute of Licensing and in the event of the Region ceasing to exist all money and property of the Region shall be transferred to the Institute.

6. Annual General Meetings

6.1 The region must hold an Annual General Meeting (AGM) each year.

6.2 The functions of the AGM are to receive/consider:

- The annual report from the Chair
- The regional accounts
- The election of officers
- Any other business specified in the notice convening the meeting

6.3 A notice detailing the date, time, venue and agenda will be sent to members of the region in writing or via email not less than 21 days prior to an Annual General Meeting.

6.4 Election of Officers

- a) At least 6 weeks prior to the date of the AGM the Secretary (or other authorised officer of the Region) shall send to all members by e-mail or post a notice of the date, time and venue of the AGM. The notice shall invite nominations for the officers of the region and shall specify a closing date for nominations, which shall be not earlier than 14 days after the giving of the notice.
- b) If there is more than one nomination for any of the regional officers posts the Secretary shall invite those nominated to submit a brief statement in support of their nomination.
- c) No later than two weeks before the date of the AGM the Secretary shall advise by letter or e-mail members of the nominations received and where appropriate enclose any statements of support received.
- d) The Election shall take place at the AGM.
- e) Procedures and voting at the AGM and other General Regional Meetings

6.5 Quorum

- a) No business may be transacted at a General Meeting unless a quorum is present.

- b) The quorum for a general meeting will be a minimum of 10 members or 15% of the regional membership who are entitled to vote (Individual Full Members or the nominated representative on behalf of an Organisation Member).
- c) If a quorum is not present within 20 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Regional Members present decide.
- d) Notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Regional Members

6.6 Chair and General Meetings

- a) The Chair or in his absence the Vice Chair or in his absence some other person nominated by the Executive is to chair the General Meeting.
- b) If neither the Chair, vice chair or nominated person is present and willing to act within 20 minutes after the time of the General Meeting the Regional members must elect a person to chair the meeting.

6.7 General Procedure at General Meetings

- a) The Chair will endeavour to ensure as many members who wish to are given the opportunity to speak on a particular issue. The Chair may limit the length of contribution or to restrict contributors to one per member for a particular issue. The proposer of a resolution or amendment will normally be given a brief opportunity to speak at the conclusion of a discussion.
- b) Resolutions from the Executive do not need a seconder. Proposed amendments are always voted on first. Where there are a number of amendments generally the last amendment to be tabled will be voted on first. If any amendment is accepted the original resolution as amended must be put to the vote.

6.8 Adjournment of General Meetings

- a) The Chair may with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting) adjourn it for an agreed time and to an agreed place.

- b)** The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- c)** If a General Meeting is adjourned for less than 14 days it is not necessary to give notice of the adjourned General Meeting. If it is adjourned for 14 or more days at least 7 clear days notice must be given specifying the time and place of the adjourned General Meeting and the general nature of the business to be transacted.

6.9 Voting at General Meetings

- a)** Resolutions are to be decided on a show of hands unless a ballot is duly demanded.
- b)** On a show of hands or a ballot every Regional Member present in person has one vote. A Regional Member represented by a proxy may not vote on a show of hands.
- c)** A ballot may be demanded:
 - i)** by the Chair;
 - ii)** by at least two Regional Members; or
 - iii)** by a Regional Member representing at least one tenth of the total voting rights of all the Regional Members able to vote on a ballot
- d)** A declaration by the Chair that a resolution has been carried (or not carried) unanimously or by a particular majority which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.
- e)** The demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the General Meeting is to continue as if it had not been made and the result of the show of hands will stand.
- f)** The demand for a ballot will not prevent the General Meeting continuing to transact business other than the question on which the ballot is demanded.
- g)** An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.

6.10 Ballots and Proxy Voting

- a) A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Regional Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded.
- b) A ballot on the election of a Chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs being no more than 30 days after the ballot is demanded.
- c) At least 7 clear days notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General meeting at which it is demanded.
- d) A Regional Member may appoint a proxy in writing. A proxy need not be a Regional Member. The Executive or Directors of the Institute may prescribe a form to appoint a proxy in rules made under Article 37. A proxy may not appoint another proxy.
- e) Votes may be cast in a ballot either personally or by proxy. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- f) A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Office at least 48 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote, or in the case of a ballot at least 24 hours before the ballot.
- g) No document appointing a proxy will be valid for more than 12 months.

7. Changes to this Constitution

- 7.1 Changes to this constitution may only be made at the AGM or at an Extraordinary General Meeting for which at least 6 weeks notice shall have been given together with details of the proposed change.
- 7.2 A change may only be made if approved by a majority of 66% of those Regional Members present at the meeting. A change will only take effect if it is ratified by the Board of the Institute of Licensing.