



## Terms of Reference for Procedures Committee

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#### A. Introduction:

Section 59<sup>i</sup> of the ICA Constitution outlines the “*Functions of the National Executive Board*” which includes the *appointment of sub-committees of the Association and delegating to them “such functions as the National Executive Board shall determine”*.

The Procedures Committee is one such sub-committee.

The ICA handbook under the heading “*Procedures Committee*”<sup>ii</sup> provides for the election of a Procedures Committee every year, to “*oversee the running of the AGM/EGM*” and “*the standing and handling of all motions submitted for policy and constitutional decisions, emergency motions and all processes of election.*”

Furthermore Section 7<sup>iii</sup> “*Application for Membership*” of the ICA Constitution provides for an appeal role for the “*Procedures Committee*” where an “*application for membership*” is refused and;

Section 51<sup>iv</sup> of the ICA Constitution provides the “*Procedures Committee*” to deal with motions “*within its Terms of Reference as may be determined by the National Executive Board from time to time*”.

The Procedures Committee will have a minimum of 5 members and a maximum of 7 members.

The term of office of membership of the Procedures Committee is one year from close of business at AGM to close of business of the next AGM.

**Notwithstanding the above term of office of the Procedures Committee, the term of office for the incoming Procedures Committee, for which closing date for nominations is 16<sup>th</sup> December 2021 at 12pm, will be from 1<sup>st</sup> February 2022 to the close of business at AGM May 2023.**

## B. Scope:

The National **Procedures Committee** is appointed by the National Executive Board, having been elected by the Guilds. The Procedures Committee acts in accordance with its role as prescribed in the ICA Constitution (sections 7 and 51) and otherwise works within its Terms of Reference as may be determined by the National Executive Board from time to time and to whom it reports.

## C. Purpose and Role:

### (I) The purpose of the Procedures Committee is:

- to provide impartial and trustworthy oversight of procedural aspects of ICA at AGMS and EGMs to ensure compliance with the Constitution.
- to provide independent oversight of the Electoral Cycle to ensure elections are conducted in accordance with the ICA Constitution and that transparent, fair, and democratic processes are followed.
- to assist in answering questions from Guilds and Federations concerning the ICA Constitution and ICA procedures and processes as required.

### (II) The Role of the Procedures Committee is:

#### (a) AGM/EGM

- To carry out its role regarding refusal of membership by a Guild as set out in Clause 7(d) of the Constitution;
- To consider all motions submitted to the AGM to ensure:
  - that the motion was submitted in compliance with procedures outlined in the ICA Constitution.
  - to ensure that the intended motion is in compliance with the Constitution and ICA obligations under legislation and governing regulations;
  - to prepare Motions for circulation to Guilds including, where necessary, discussing a motion with the Guild who initiated a motion and / or the Federation which submitted the motion and / or the NEB where a motion has been submitted by the NEB.
- To consider all Amendments to Motions submitted by Guilds and Federations.
- To ensure AGMs and EGMS are called in a manner that is compliant with the Constitution:
  - To assist the National Executive Board and the Administration in preparing Standing Orders for AGMs and EGMs and to ensure that Standing Orders are in compliance with the Constitution and legal norms;
  - To ensure that AGMs and EGMs are conducted in a manner in compliance with the Constitution and legal norms;
  - At AGMs & EGMs, to nominate scrutineers to count all votes in an efficient manner;
  - To manage all voting in an open, honest and impartial way;
  - To verify that any motion or amendment is proposed complies with the procedure outlined in the ICA Constitution and that the intended motion or amendment is in compliance with the Constitution and ICA obligations under legislation and governing regulations; This shall not extend to any subjective judgement of the substantive motion or amendment;

- To alert the AGM/EGM to any motion or amendment put forward to the meeting which, in their opinion, has not followed the correct procedure.

*(b) ICA NATIONAL ELECTIONS*

- To act collectively as Director of Elections for all elections to National positions;
- Where the National Executive Board so determines – To engage and direct an external agent to manage an election process on behalf of ICA, which will consist of that agent being responsible for any or all of issuing, receiving, opening and counting of ballot papers; verifying and recording of results and communicating such results to the Procedures Committee.
  - To verify that any nomination for an electable position has followed the correct process, that the person nominated is eligible for that post, and to confirm that all criteria prescribed in the ICA Constitution have been met before accepting the nomination as a valid nomination;
  - To communicate the results of an election to candidates in a timely and sensitive way, having regard to confidentiality of the number of votes received by each candidate and only communicating ‘elected’ or ‘not-elected’ to the National Executive Board or general membership of ICA;

*(c) REPORTING & NOTIFYING*

- To formally bring any purported breaches in constitutionally mandated or agreed procedures to the attention of the National Executive Board, or where more appropriate to the attention National Advisory Committee or to the AGM/EGM delegates,
- To report to the National Executive Board, periodically and at its request, on any matter within the remit of the Procedures Committee.

## D. Eligibility & Skills

To be eligible to stand for election to the Procedures Committee a person must

- Be a fully paid-up member of the ICA;
- Must have a thorough knowledge of the ICA Constitution and the ICA structure and composition;
- Must have an ability to understand procedure and have an attention to detail;
- Must have the ability to act impartially;
- Must be willing to undertake initial training and periodic skills training.

**At the time of commencement of term of office, a member must not be a member of the National Executive Board, National Advisory Committee, any National Executive Board sub-committee, National Advisory Committee sub-committee or other National committee or be a Federation Officer or be a member of Federation or Guild Committee.**

## E. CONDITIONS OF APPOINTMENT

- Upon election and prior to taking up position a member elected to the Procedures Committee, must resign as a member of the National Executive Board, National Advisory Committee, any National Executive Board sub-

committee, National Advisory Committee sub-committee or other National committee or a Federation Officer or be a member of Federation or Guild Committee. The elected member must confirm in writing to the National Secretary and/or Company Secretary, that they no longer hold any of these positions.

- Each Member of the Procedures Committee, upon their appointment, must sign a Code of Conduct which will include:
  - Confidentiality Clause
  - Conflict of Interest Clause
  - Commitment to Impartiality
  - Pledge to uphold the ICA Constitution
  - Commitment to the good of ICA above any personal interest

## **F. METHOD & TERM OF APPOINTMENT**

- Members eligible for nomination will be nominated by Guilds.
- Where more than 7 members are validly nominated, election from amongst those nominated will be by postal vote by Guilds.
- The term of office of membership of the Procedures Committee is one year from close of business at AGM to close of business of the next AGM.
- A member shall be eligible to stand for election and be elected for a maximum of three consecutive terms of office. After three consecutive terms of office, she shall be eligible to stand for election again after a break of one year.
- Casual vacancies may be filled by co-option of eligible persons, who may serve until the next AGM. They will then be eligible to be elected in the normal manner for up to three consecutive terms.
- All casual vacancy c-options must be ratified by the National Executive Board.

These Terms of Reference were formally adopted by the National Executive Board on 27 October 2021 and are next due to be reviewed in 2024.

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**20<sup>th</sup> October 2021**

**Prepared by the Governance Committee for the National Executive Board**

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***<sup>i</sup> “59. Functions of the National Executive Board***

*The National Executive Board shall have the following functions:*

*(a) to implement Association policies and rules as adopted at the Annual General Meetings and Extraordinary General Meetings of the Association.*

*(b) to oversee the work of the Association and ensure accountability to the membership.*

*(c) to communicate and consult with members of the Association through the Federation and Guild structures and directly.*

*(d) to develop long term and annual strategies and work-plans to achieve the aims and objectives of the Association.*

*(e) to administer and manage all Association assets and funds.*

*(f) to organise the administration of the Association.*

*(g) to establish, organise and oversee all Standing Committees of the Association and other National committees as may be set up from time to time by the National Executive Board.*

*(h) to convene Extraordinary General Meetings of the Association.*

*(i) to employ such paid staff as it considers necessary for the efficient working of the Association, and to establish and implement employment policy, terms and conditions of the Association.*

*(j) to arbitrate on all cases of dispute which may arise within the Association.*

*(k) to appoint sub-committees of the Association and delegate to them such functions as the National Executive Board shall determine.” Ref, **Constitution p24***

**ii “PROCEDURES COMMITTEE** - Every year a Procedures Committee is elected for the period of one year.

*Minimum of five, maximum of seven members are elected at the National AGM. The people nominated to the Procedures Committee must hold no other office at the point of election and throughout their period on the National Procedures Committee.*

*The Procedures Committee will oversee the running of the AGM/EGM. The standing and handling of all motions submitted for policy and constitutional decisions, emergency motions and all processes of election.” Ref, Handbook p40.*

**iii “07. Application for Membership**

*(a) An application for membership of the Association shall be made in writing or online or as otherwise determined by the Association, on the form provided, and submitted with the appropriate fee:*

*i. directly to a Guild through the Guild Honorary Secretary; or*

*ii. to the Association's headquarters from where it shall be referred to a Guild through the Federation Committee.*

*(b) All applications for membership shall be considered by the relevant Guild Committee, which shall make a recommendation to the next Guild meeting, which shall decide on the application.*

*(c) Where an application for membership is accepted the new member shall be issued with membership credentials and a copy of this Constitution.*

*(d) Where an application for membership is rejected by the Guild the applicant may appeal to the Federation Committee in the County of the relevant Guild, which shall determine the matter. Where the Federation Committee rejects the application the applicant may refer the matter to the National **Procedures Committee** of the Association (being a subcommittee of the National Executive Board established under clause 59 of this Constitution), which shall make a recommendation to the National Executive Board for a final decision. At no stage in this process is the Association required to give an explanation for its decision to accept or reject any application for membership.” Ref, Constitution p5.*

**iv “51. Proposals of Motions and Agenda**

*(a) Motions to be considered at an Annual General Meeting may be submitted to the National Secretary of the Association at any time but must be received no later than 15 February for that year's Annual General Meeting and must be:*

*i. submitted by and on behalf of a Federation having been properly adopted at a meeting of that Federation; or*

*ii. submitted by the National Executive Board having been properly adopted by the National Executive Board.*

*(b) All motions shall be considered by the National **Procedures Committee**, within its Terms of Reference as may be determined by the National Executive Board from time to time.*

*(c) A draft agenda for the Annual General Meeting shall issue from the National*

*Executive Board at least 90 days in advance of the date of the Annual General Meeting. All Guilds and Federations may submit suggested amendments to arrive no later than 45 days before the Annual General Meeting. All amendments are considered by the **Procedures Committee** within its Terms of Reference.*

*(e) The final agenda for the Annual General Meeting shall be circulated by the National Executive Board to all Guilds to arrive no later than 31 days in advance of the date of the Annual General Meeting.” Ref, Constitution p22.*