

# Constitution of the National Supervisors' Forum December 2019



## CONSTITUTION OF THE NATIONAL SUPERVISORS' FORUM

AS AMENDED AND ADOPTED AT THE ANNUAL GENERAL MEETING

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## NATIONAL SUPERVISORS' FORUM

### CONSTITUTION

#### 1. Name

- 1.1 The name of the organisation shall be The National Supervisors' Forum hereinafter referred to as the NSF. Incorporating: Board Oversight Committees (ROI) & Supervisory Committees (NI).

#### 2. Objectives

- 2.1 The objectives of the NSF shall be to provide support, education and advocacy to all credit union Board Oversight Committees in the Republic of Ireland and Supervisory Committees in Northern Ireland and to promote the highest standards of performance by Board Oversight and Supervisory Committees in fulfilling their legal and ethical functions and responsibilities.

#### 3. Membership

- 3.1 Affiliation to the NSF shall be open to Board Oversight Committees as defined in the Credit Union Acts 1997- 2012 (Republic of Ireland) and Supervisory Committees as defined in the Standing Orders Northern Ireland 1985 and the Credit Union Act UK 1979 and the Prudential Regulation Authority and Financial Conduct Authority, Bank of England, Credit Unions Handbook (Credits) (Northern Ireland).

#### 4. Executive Committee

- 4.1 The control and management of the NSF shall be vested in the Executive Committee which shall consist of seven members, elected from the membership of Board Oversight or Supervisory Committees of affiliated credit unions as at 31st July each year.

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- 4.2 The positions of the Executive Committee shall be Chairperson, Vice Chairperson, Secretary, Treasurer, Assistant Treasurer, Public Relations Officer and Training Liaison Officer and any other position deemed necessary.
- 4.3 The three principal officers are Chairperson, Secretary, and Treasurer.
- 4.4 The Executive Committee shall report on its activities to the Annual General Meeting.
- 4.5 Immediately on election or appointment, or as soon as practicable thereafter, members of the Executive Committee shall sign a Declaration of Confidentiality form and such signing shall be renewed annually while the positions referred to are held.
- 4.6 An organisational meeting of the Executive Committee, which will be chaired by NSF Supervisor, shall take place as soon as practicable after the Annual General Meeting and in any case shall not exceed 4 weeks and the Principal Officers shall be elected from its numbers at that meeting by secret ballot.
- 4.7 The Chairperson shall preside at all Executive Committee meetings at which he/she is present. He/she will perform such duties as appertain to the office of Chairperson. In the absence or ongoing unavailability of the Chairperson, the Vice-chairperson is authorised to assume the duties and responsibilities of the Chairperson. In the absence of both the Chairperson and Vice-Chairperson the Executive Committee shall appoint a chairperson from among its number voted on by the majority of the Executive Committee present at the meeting.
- 4.8 To facilitate the conduct of orderly business, where the Supervisor is not present to elect the officers at the first meeting held after the AGM, the members of the Executive Committee present shall agree a chair & secretary for the purposes of ensuring that operational matters are progressed.
- 4.9 The term of office of the Chairperson of the Executive Committee shall be for a period of one year. A Chairperson of the Executive Committee shall not serve more than 3 consecutive terms in that position and having so served, shall not be eligible for re-election to that position. However, in the event that no new candidate for the role is forthcoming the Chairperson may, at the discretion of the Executive Committee, seek election for a fourth and final term.
- 4.10 The Vice Chairperson shall exercise the duties of the Chairperson in the absence of the Chairperson. He/she shall also assist the Chairperson with specific duties as may be required from time to time.
- 4.11 The Secretary shall convene and keep minutes of all meetings including decisions made and action taken. He/she shall issue minutes and

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relevant notices no later than seven working days prior to any meeting. He/she shall deal with and be aware of all correspondence with the NSF and will include references to such correspondence and authorised responses issued, to all board members at the first available opportunity. Notwithstanding this, the Chairperson may convene a special meeting as outlined under the provisions of Article 10 of this Constitution.

- 4.12 Where the Secretary is unavailable the Chairperson shall convene the bi-monthly meeting in consultation with the NSF Supervisor.
- 4.13 In the absence or ongoing unavailability of the Secretary, any member of the NSF at an Executive Committee meeting can be nominated to assume the duties and responsibilities of the Secretary.
- 4.14 The Treasurer shall compile a reconciled management Income and Expenditure account and Balance Sheet for presentation to the Annual General Meeting. He/she shall prepare a balance of accounts for presentation as part of the Treasurer's Report at all Executive Committee meetings and he/she will ensure that all deposits withdrawals and disbursements are carried out in accordance with documented Executive Committee instructions.
- 4.15 The Assistant Treasurer shall assist the Treasurer in performance of the Treasurer's function. Where the Treasurer is unavailable the Assistant Treasurer shall present the accounts to the bi-monthly meeting of the Executive Committee.
- 4.16 The Public Relations Officer (PRO) shall be responsible for the promotion of the NSF to the public and in particular to the Credit Union movement. The PRO shall be responsible for all communications and interaction with the media on behalf of the NSF, subject to approval of the Executive Committee. The PRO will inform the Executive Committee of promotional and advertising activities and initiatives on an on-going basis at scheduled Executive Committee meetings.
- 4.17 The Training Liaison Officer shall be responsible for coordinating and designing a yearly training schedule for the members of the NSF. He/she may meet with external credit union training agencies in the course of this role.
- 4.18 The AGM- Conference Co-Ordinator, in conjunction with Conference and AGM Committee, will be responsible for the smooth running and coordination of the AGM and Conference. He/she will be responsible for ensuring that events are planned and organised well in advance.
- 4.19 The term of office of the Secretary and Treasurer of the Executive Committee shall be for a period of one year. The Secretary/Treasurer of

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the Executive Committee shall not serve more than 3 consecutive terms in that position and having so served, shall not be eligible for re-election to that position. However, in the event that no new candidate for the role is forthcoming the Secretary/Treasurer may, at the discretion of the Executive Committee, seek election for a fourth and final term.

### **5. Executive Committee Meetings**

- 5.1 The Executive Committee shall meet every two months or more frequently if considered necessary.
- 5.2 The quorum of the Executive Committee for the transaction of business shall be a majority of the Executive Committee, at least one of whom shall be a principal officer of the Executive Committee. In the absence of a quorum, the meeting may continue to discuss operational matters and distribute information, but no decisions can be taken or acted upon.
- 5.3 In the absence of the Chairperson, the Vice Chairperson shall chair the meeting of the Executive Committee and where neither is available the Executive Committee shall appoint a Chairperson from among its members provided a quorum is present.
- 5.4 All decisions of the Executive Committee shall be taken by a simple majority. The Chairperson, or person acting as Chairperson, shall hold a deliberative as well as a casting vote. The Chairperson shall encourage dialogue and open communication at all times to facilitate inclusive and collaborative discussions and decision-making processes.
- 5.5 Within 4 weeks following the Annual General Meeting the Executive Committee shall hold a strategic planning meeting for the purpose of planning the activities and events for the following year.
- 5.6 At the strategic planning meeting the following subcommittees shall be appointed in order to carry out the work of the NSF:
  - 5.6.1. Liaison Committee for statutory and credit union representative bodies
  - 5.6.2. Training Committee
  - 5.6.3. IT and Social Media Committee
  - 5.6.4. Conference and Annual General Meeting Committee
  - 5.6.5. Any other subcommittee deemed necessary by the Executive Committee and each subcommittee shall elect a chairperson who

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shall organise the business of that subcommittee and report to the Executive Committee.

5.6.6. The maximum membership of a subcommittee shall be 3 members and those Subcommittees shall meet before the meeting of each executive committee meeting where possible.

5.7 The duties and responsibilities of the Executive Committee shall be:

5.7.1. To set the policy agenda for the NSF on behalf of its affiliates and to communicate with them on the agenda.

5.7.2. To determine the focus and priorities within the activity profile of the NSF. To decide on the specific actions to be taken each year and to set appropriate goals for these as Article 5.5.

5.7.3. To meet regularly with various statutory and representative bodies who have influence on the manner of business of credit unions on the Island of Ireland through both statutory legislation and affiliated rules and to represent the interests of credit union Board Oversight and Supervisory Committees.

5.7.4 All members of the Executive Committee shall abide by the NSF Code of Conduct as laid out in NSF policy documents.

5.7.5 The NSF Constitution will be reviewed on an annual basis by the NSF Executive Committee.

## **6. Powers of the Executive Committee**

6.1 Without prejudice to the generality of the foregoing the Executive Committee shall have the following powers:

6.1.1. To admit to Membership such Credit Union or Credit Unions as the Committee may decide or to refuse any Credit Unions admission to Membership of the NSF.

6.1.2. Any Credit Union refused admission to the NSF has the right to appeal such decision to the Annual General Meeting. Such appeal shall be upheld by simple majority.

6.1.3. To remove and disqualify from membership, or any Office of the Committee, any person whose conduct or behaviour is in the view of a three-fourths majority of the full Executive Committee damaging and injurious to the objectives of the NSF.

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- 6.1.4. At its' discretion to remove from the Executive Committee any member who absents himself or herself without just cause from three consecutive meetings of the Executive Committee. Notwithstanding the intention of the NSF Executive Committee to be as understanding and facilitative as reasonably possible to voluntary Executive Committee members, the overriding objective of the Executive Committee is the effective running of the business of the NSF.
- 6.1.5. Any vacancy arising on the Executive Committee where the remaining term is six months or longer, may be filled by co-option, subject to the co-opted person being from an affiliated Supervisory\Board Oversight Committee and from a credit union which is not already represented on the Executive Committee. The Co-opted person shall seek election at the next Annual General Meeting. Vacancies likely to be of less than six months in duration may or may not be filled by co-option, at the discretion of the Executive Committee.
- 6.1.6. To raise funds and finance for the development of the NSF in whatever manner the Committee shall think fit.
- 6.1.7 Where an election under 6.1.5 occurs such election is by way of open election to all members of Board Oversight and Supervisory Committees of affiliated Credit Unions as at 31st July.

## **7. Nominations to and Election of Committee**

- 7.1 An affiliated Credit Union Board Oversight or Supervisory Committee may nominate one of its own members for election to the Executive Committee or a member of a Board Oversight or Supervisory Committee from another affiliated credit union.
- 7.2 A person cannot be nominated from a credit union who has a sitting representative on the Executive Committee.
- 7.3 Nominations for election to the Executive Committee shall be sent by post only, on the designated nomination form, fully completed and duly signed, to the Nominations Committee of the NSF, on date set by Executive Committee or, no later than close of business 30 days prior to the date of the Annual General Meeting
- 7.4 Election to the Executive Committee shall be by simple majority vote by secret ballot. One ballot paper shall be distributed to each affiliated credit union Board Oversight or Supervisory Committee present at the Annual General Meeting.



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- 7.5 Elections to the Executive Committee shall take place on a biennial basis and shall be organised in such a manner as to balance opportunity of representation, sharing of the workload and maintenance of a continuous bank of knowledge and expertise. Accordingly, vacancies shall be staggered, with each Committee member serving a first term of a maximum of two years (not to include any term of co-option) and if re-elected, up to two subsequent terms of a maximum of four years each.
- 7.6 A person shall not be appointed or re-elected to the Executive Committee where that person has served on that Committee for 10 years in aggregate in the previous 14 years. A member of the Executive Committee may make himself or herself available for nomination by his or her credit union provided he/she has not served on the Executive Committee for three consecutive terms.
- 7.7 A member of the Executive Committee who is not re-elected to the Board Oversight or Supervisory Committee of his or her own credit union may retain his or her position on the Executive Committee until the next Annual General Meeting at which time the resulting vacancy shall be filled by scheduled election or co-option.

## **8. Affiliations**

- 8.1 The NSF shall be funded primarily by annual affiliation fee, due by the 31st July each year, which shall affiliate that credit union to the NSF.
- 8.2 The amount of the annual subscription shall be determined by way of motion passed at the Annual General Meeting.
- 8.3 Only affiliated Credit Unions shall have full attendance rights at AGM, voting rights, speaking rights.

## **9. Finance**

- 9.1 A current account shall be opened in a bank or financial institution approved by the Executive Committee and all the monies of the NSF shall be lodged in the said account. However, any monies not required for operational use may be invested in a deposit account at a bank or building society approved by the Executive Committee. The Treasurer shall furnish a report of the balance in the account(s) to the Executive Committee at every meeting of that Committee.
- 9.2 Payment on behalf of the NSF shall be by cheque or EFT, signed by the Treasurer and one other nominated Principal office-holder, or other funds transfer method offered by the Bank.

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- 9.3 The Treasurer shall account for the income and expenditure and balance sheet of the NSF by maintaining reconciled management accounts and shall compile the annual accounts of the NSF for presentation to the Annual General Meeting for consideration and adoption.
- 9.4 While the NSF has no legal requirement to have its annual accounts audited, it shall, in the interests of probity and transparency, ensure that the NSF accounts are independently reviewed and verified each year by an appropriately qualified service provider, prior to the Annual General Meeting. The outputs and findings of the independent service provider will be delivered to all affiliated members of the NSF at AGM.
- 9.5 To ensure independence, no service provider, as mentioned in 9.4, may conduct the audit and verification of the accounts for more than 5 consecutive years.
- 9.6 The financial year of the NSF shall end on 30<sup>th</sup> September each year.
- 9.7 In the event of the dissolution of the NSF any surplus funds that are sourced from affiliation shall be returned to affiliated Credit Unions on the date of dissolution.

## **10. General Meetings**

- 10.1 An Annual General Meeting shall be held on the first full weekend of November each year.
- 10.2 The business of the Annual General Meeting shall be:
  - 10.2.1 To receive the report of the Executive Committee for the preceding year
  - 10.2.2 To receive and consider the Statement of Accounts for the preceding year
  - 10.2.3 To elect the Executive Committee when due
  - 10.2.4 To consider proposed amendments to the Constitution of the NSF (if any)
  - 10.2.5 To consider proposed motions
  - 10.2.6 To consider any other relevant matters the Executive Committee considers appropriate

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- 10.3 At any Annual General Meeting at which there is an election, a Standing Orders Committee shall be elected from the general body present for the purpose of overseeing the proper conduct of the election and following such election, before the end of the AGM, a member of the Standing Orders Committee shall announce the results by stating the total number of ballot papers issued, the number of spoilt ballots, the total valid poll and the number of votes cast in respect of each candidate.
- 10.4 A Special Meeting of Members shall be summoned at any time by
- 10.4.1 The Secretary on the instructions of the Executive Committee
  - 10.4.2 The Chairperson or Acting Chairperson of the NSF in the absence of the Secretary and on the instructions of the Executive Committee
  - 10.4.3 Written request signed by a minimum of 10% of affiliated credit unions
- 10.5 Notice of the date of the Special Meeting, together with particulars of the business to be transacted at the Special Meeting shall be sent by the Secretary to each affiliated Credit Union of the NSF. The meeting to be called within 28 days of receiving such notice under 10.4. No other business may be discussed at this meeting.
- 10.6 The quorum for any General Meeting shall be a minimum of 10% of affiliated credit unions.
- 10.7 Where a quorum is not achieved under 10.6 the General Meeting shall be adjourned and reconvened within 28 days at which the quorum will not be less than 10 affiliated credit unions.
- 10.8 Each credit union Board Oversight or Supervisory Committee affiliated to the NSF shall have one vote, regardless of the size of their credit union, its Board Oversight or Supervisory Committee or the number of members of the Board Oversight or Supervisory Committee representing their credit union at the General Meeting.
- 10.9 The Chairperson of the Executive Committee shall chair any general meeting. In his/her absence, the Vice-Chairperson shall chair the meeting. In the absence of both the Chairperson and Vice-Chairperson the Executive Committee shall appoint a chairperson from among its number voted on by the majority of the Executive Committee.
- 10.10 The Chairperson may at his or her discretion extend the privilege of the floor to any person who is not a member of an affiliated credit union Board Oversight or Supervisory Committee.

## **11. Procedures at General Meetings**

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- 11.1 A person may speak for a maximum period of three minutes in order to ask questions on reports or raise points of order.
- 11.2 Where there is dispute regarding affiliation, the Board Oversight or Supervisory Committee concerned shall provide evidence of membership in the form of a receipt for subscription from NSF.
- 11.3 Save as provided in Articles 13.2 and 14.2 herein, all decisions of the Annual General Meeting shall be taken by a simple majority.
- 11.4 The Chairperson's decision on any matter relating to these procedures or the interpretation of same shall be final.
- 11.5 The Executive Committee may, on grounds of safety, close admittance to a General Meeting in advance where numbers exceed the capacity of the venue.
- 11.6 Motions for discussion at the Annual General Meeting shall be submitted only by the Board Oversight or Supervisory Committees of affiliated credit unions and shall be proposed by the Chairperson and seconded by the Secretary of that Committee.
- 11.7 Motions for discussion at the Annual General Meeting shall be submitted in writing to the Executive Committee on the prescribed form by 5:00pm of the last Friday in August preceding the date of the Annual General Meeting. Motions received after this date and time shall not be accepted.
- 11.8 The Executive Committee shall examine all motions submitted for discussion at the Annual General Meeting. Where a motion is deemed to be invalid, out of order or inoperable the proposer of the motion shall be advised in writing of the decision of the Executive Committee.
- 11.9 A motion shall be proposed by an authorised delegate from the proposing credit union present at the AGM/SGM to move the motion when called. If no one from the proposing credit union is present when called the motion shall be deemed to have fallen.
- 11.10 The proposer of a motion may each speak for three minutes. Other speakers may speak for a maximum of three minutes each and the proposer shall then have the right of reply before the motion is put to the vote.
- 11.11 The Chairperson at his or her discretion may decide when a motion has been sufficiently discussed and may put the motion to the meeting provided the proposer has had the opportunity to exercise the right of reply.

## **12. Supervisor of the NSF.**

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- 12.1 An affiliated Credit Union Board Oversight or Supervisory Committee may nominate one of its own members or a member of a Board Oversight or Supervisory Committee from another affiliated Credit Union for the position of Supervisor of the NSF.
- 12.2 A person cannot be nominated for NSF Supervisor if he/she has served on the NSF Executive Committee in the previous year.
- 12.3 An election of a Supervisor shall take place every two years. The maximum number of terms a supervisor can hold office for is two.
- 12.4 The NSF Supervisor shall attend all meetings of the Executive Committee where possible to facilitate him/her in carrying out their supervisory function. The NSF Supervisor will immediately bring to the attention of a Principal Officer any matter of concern on non-compliance of the Executive Committee with the Constitution and policies of the NSF.
- 12.5 Where the Supervisor misses more than 3 Executive Committee meetings a year without a valid reason he/she is not eligible for re election. The Supervisor has a right of appeal to the Annual General Meeting. Such appeal is upheld on a simple majority.
- 12.6 The Supervisor shall have access to all documents of the NSF Executive Committee. On request from the Supervisor, Executive Committee members shall deliver to the Supervisor any/all requested records and documents as soon as possible, but no later than 7 days from the date of the request.
- 12.7 The Supervisor shall issue a statement to all affiliated credit union's Supervisory/Board Oversight Committee at the Annual General Meeting on findings under 12.4.
- 12.8 A Supervisor or a Board Oversight Committee member from an affiliate credit union is not eligible to seek nomination if a Supervisor / Board Oversight Committee member from the same credit union is a member of the Executive Committee.
- 12.9 Immediately on election or appointment, or as soon as practicable, the Supervisor shall sign a declaration of confidentiality form and such signing shall be renewed annually while the position referred to is held.
- 12.10 The Supervisor shall chair the first Executive Committee meeting post AGM at which the Chair, Secretary and Treasurer are elected. Article 4.8 of this Constitution provides for where the Supervisor is not present at the first meeting post AGM.

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- 12.11 Where there is no nomination for position of NSF Supervisor, the NSF Executive Committee shall seek a candidate for nomination for election at the AGM.

### **13. Miscellaneous Provisions**

- 13.1 In keeping with its obligations under data protection legislation the NSF will take all reasonable and appropriate steps to ensure full compliance with data protection requirements.
- 13.2 The Executive Committee shall be committed to fostering an environment that encourages, maintains and supports the right to dignity of all attendees at any event hosted by the NSF.
- 13.3 The NSF shall utilise the facilities of social media for the purposes of communicating more effectively with its members. The NSF website and other NSF means of electronic communication shall be the sole property of the NSF and shall be controlled, maintained and updated by the IT Sub-committee.
- 13.4 Any opinion or advice given by a member of the Executive Committee shall be deemed to be that individual's own opinion or advice and not that of the NSF. The Executive Committee shall not be held responsible for the outcome of such advice or opinion unless such opinion or advice was previously approved by the Executive Committee or is extracted directly from current relevant legislation.

### **14. Dissolution**

- 14.1 The NSF shall be deemed to be dissolved only after a motion has been passed at a Special General Meeting summoned by the Executive Committee for that purpose.
- 14.2 A three-fourths majority of affiliated credit unions present and voting at such meeting shall be necessary to carry a motion to dissolve.
- 14.3 In the event of an agreed dissolution of the NSF the Executive Committee for the time being shall terminate the financial affairs of the NSF and within three months after the dissolution shall liquidate all assets of the NSF and return any surplus funds that are sourced from affiliation to affiliated credit unions on the date of dissolution. Any surplus from workshops shall be donated to a national charity, proposed and voted on by the membership.

## **15. Rules**

- 15.1 These Rules shall be regarded as a contract and shall be binding as between the NSF and every affiliated credit union thereof.
- 15.2 Any of these Rules may be amended or deleted or added to by a two-third majority of the affiliate credit unions of the NSF present and voting at the Annual General Meeting or at a Special Meeting summoned for that purpose.