



# CONSTITUTION

## 1 INTRODUCTION

- 1.1 "The Housing Association Internal Audit Forum" ("The Forum") is the collective name adopted by a group of persons who aim to meet together regularly in order to promote their mutual interest in the subject of internal audit in housing associations. For the purpose of administrating their meeting and working together they resolved at a general meeting of members held on 23 September 1992 to adopt the following paragraphs as a Constitution (amended as approved at later Annual General Meetings).
- 1.2 The Forum is an unincorporated association without charitable status and cannot therefore contract in its own name. All transactions entered into and properly held on behalf of the Forum have to be undertaken by elected committee members in their own names.
- 1.3 The address for correspondence with the Forum shall be the business address of the Chair for the time being.

## 2 OUR MISSION

- 2.1 To be a beacon for best practice in internal auditing in Housing Associations and other providers of social housing.

## 3 OUR VISION AND OBJECTIVES

- 3.1 The Housing Association Internal Audit Forum will promote internal audit best practice in risk management, internal controls assurance and governance within Housing Associations and other providers of social housing by:
  - creating and maintaining a centre of excellence in social housing internal audit matters.
  - helping internal audit professionals develop their skills and knowledge.
  - providing a platform for consultation and liaison.
  - promoting the role of internal audit and influencing assurance related policy in social housing.



## 4 MEMBERSHIP

### 4.1 Types of membership.

The following types of membership are available upon payment of the appropriate subscription:

- Corporate Membership. This is appropriate for external providers of services to more than one RSL and a higher fee is charged. It provides entitlement for up to three named individuals to attend meetings and receive the benefits of membership. An additional benefit currently available is the option for the Corporate Member to promote its services free of charge on the HAIAF website.
- Large RSL Membership. This is for Registered Social landlords with responsibility for 12,501 or more units and attracts the large RSL fee. It provides entitlement for up to three named individuals to attend meetings and receive the benefits of membership.
- Standard RSL Membership. This is for Registered Social landlords with responsibility for between 7501 and 12,500 units and attracts the standard fee. It provides entitlement for up to three named individuals to attend meetings and receive the benefits of membership.
- Medium RSL Membership. This is for Registered Social landlords with responsibility for between 2001 and 7,500 units and attracts the medium RSL fee. It provides entitlement for up to three named individuals to attend meetings and receive the benefits of membership.
- Small RSL Membership. This is for Registered Social Landlords with responsibility for 2,000 or less units and attracts a small RSL fee. It provides entitlement for one named individual to attend meetings and receive the benefits of membership.
- Affiliate Membership. This is available to trade bodies, professional bodies, Government representatives and regulators, and other interested parties, at the standard fee, subject to receiving appropriate approval (see below). It provides entitlement for up to three named individuals to attend meetings and receive the benefits of membership.
- Associate Membership. This is for Registered Social landlords and interested parties and, for a limited period, determined by the Executive and with the agreement of the members, attracts no fee. It provides entitlement for named individuals to receive the benefits of membership, except that attendance at meetings will incur a nominal fee to cover costs and will be subject to availability.

The purpose of associate membership is two-fold, to encourage full membership through the experience of trial membership and to meet the Forum's objectives of creating excellence, developing skills, encouraging liaison, promoting and influencing internal audit activity in the sector.



#### **4.2 Additional Members**

All types of membership have the option to nominate additional named individuals for which an additional fee may be chargeable per person.

#### **4.3 Membership Approval**

Requests for all forms of membership Corporate, Standard RSL and Small RSL membership must be made in writing on the standard application form and, provided the criteria for eligibility are met will normally be approved automatically.

Affiliate membership of the Forum is possible for interested parties subject to membership being first approved at a general meeting at which over two thirds of those being present and voting agree.

Any request for additional representatives of the Member to attend must be made in writing and approved by the Chair on behalf of the Executive Committee.

#### **4.4 Primary Representative**

The Member will be required to nominate a named contact as the primary representative to whom lead correspondence will be addressed.

The Member must demonstrate, to the satisfaction of the Executive Committee, that their primary representative is employed or contracted for a period covering at least one year and has responsibility for, or is involved in, internal audit or control evaluation. Members may be asked at any time to produce evidence of these conditions.

The nominated person may not continue to act as representative when their contract or employment ceases.

#### **4.5 Voting Rights**

Corporate, large, standard, medium, and small RSL memberships will be entitled to one vote per membership.

#### **4.6 Consortium Arrangements**

Where RSL's obtain internal audit through a consortium arrangement, the lead association is the only association required to register as a member, pay joining and subscription fees and provide a named primary representative. This does not preclude other RSL's within the consortium becoming members in their own right.

#### **4.7 Payment of Fees**

The membership subscription shall be payable annually in advance at levels agreed by members for the following year at each Annual General Meeting.



Membership of the Forum shall cease if the member withdraws from membership or fails to pay an annual subscription within three months of a subscription fee payment request having been sent to their last known address.

## **5 DUTIES OF REPRESENTATIVES**

- 5.1 To treat the business of the Forum as confidential.
- 5.2 To promote and uphold the work of the Forum at all times.
- 5.3 Not to claim to represent the Forum without the permission of the Chair.
- 5.4 To advise the Chair, at the earliest opportunity, concerning any matters of importance of which they become aware and which arise from or could affect the work of the Forum.
- 5.5 Failure to comply with the above may result in a representative being expelled following an investigation by the Executive Committee and a report to a meeting of representatives at which a majority of those present and voting support the expulsion.

## **6 MEETINGS OF REPRESENTATIVES**

- 6.1 The Forum shall within four calendar months of close of each financial year hold a meeting of members which shall be called the Annual General Meeting.
- 6.2 The functions of the Annual General Meeting shall be to:
  - Receive the independently examined revenue account and balance sheet of the last financial year;
  - Authorise the Executive Committee to appoint an independent registered auditor for the current financial year who shall not be a Member of the Executive Committee;
  - Agree subscription for the next financial year subject to future requirements and the prevailing rate of VAT;
  - Elect from among the representatives a Chair and a Treasurer to serve for two years, together with any other officers which the meeting may decide are required. Those elected will constitute the Executive Committee: where an unconstitutional Committee is nominated (see 7.2), the Chair will resolve the situation before the Annual General Meeting; nominations for the Executive Committee must be received in writing, with a proposer and a seconder, 2 weeks prior to the AGM;
  - Transact any other business included in the notice convening the meeting.



## **7 PROCEEDINGS AT MEETINGS**

- 7.1 No business shall be transacted at a general meeting unless a quorum of representatives is present. Ten representatives shall form a quorum.
- 7.2 The Chair shall preside at all general meetings or if the Chair is not present or present but unwilling to act, another member of the Executive Committee shall preside. If no members of the Executive Committee are present the representatives present shall elect a Chair for the meeting.
- 7.3 A resolution put to a vote at a general meeting shall be decided upon a show of hands. In the case of an equality of votes the Chair of the meeting shall have a second or casting vote. Each member shall have only one vote regardless of how many representatives are in attendance.

## **8 COMMITTEE**

- 8.1 The Forum shall have an Executive Committee ("the Committee") which shall manage the business of the Forum and report to each general meeting any significant business transacted since their last meeting.
- 8.2 The Committee shall consist of the Chair, the Treasurer and any other office holders appointed by the Annual General Meeting. The majority of the members serving on the Committee shall be RSL employees. The Chair of the Committee shall be employed by a housing association, with responsibility for internal audit.
- 8.3 The policy of the Forum is that members of the Committee shall hold the same office for no more than four consecutive years, but this arrangement may be varied with the approval of an annual general meeting, particularly in the interest of continuity.
- 8.4 If a member of the Committee retires from office at a time other than that of an Annual General Meeting, the vacancy may be filled until the next Annual General Meeting by a representative approved by the Committee and confirmed by the next general meeting.

## **9 FINANCIAL MANAGEMENT**

- 9.1 The funds of the Forum shall be invested in one or more readily accessible interest bearing account(s), the use of which has been approved by resolution of the Committee, except insofar as they are required for the purposes of maintaining a credit balance on any current bank account of the Forum.
- 9.2 An annual financial budget shall be presented by the Treasurer to the Annual General Meeting.



## **10 MINUTES**

- 10.1 Minutes of each seminar and each meeting of the Executive Committee shall be kept, presented to their respective next meetings, amended if necessary and agreed by those present. The Chair of the meeting shall sign the minutes as conclusive evidence of any fact stated therein.

## **11 AMENDMENT OF CONSTITUTION**

- 11.1 Any part of this Constitution may be amended, rescinded or added to by a resolution, passed by 75% or more of those voting, at a meeting of representatives of which written notice has been given specifying the intention to propose such a change.

## **12 DISSOLUTION**

- 12.1 The Forum may be dissolved by the written consent of 75% of the members.
- 12.2 On the discussion of the Forum and after the satisfaction of all its debts and liabilities, any remaining monies shall be distributed equally between associations being current members at the date of the decision to dissolve the Forum.

**Approved at AGM September 2006**