

The Institute of Chartered Secretaries and Administrators

# *Charter and Byelaws*

# *Royal Charter*

*The Charter in its current form refers to the Royal Charter of 22 June 1966 and the Supplemental Charter of 10 September 1971 as amended under article 21 by Order of the Privy Council dated 5 March 2014.*

# Royal Charter

**ELIZABETH THE SECOND** by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

To all whom these presents shall come, Greeting!

**WHEREAS** His Majesty King Edward the Seventh in the year of our Lord One thousand nine hundred and two by Royal Charter dated the fourth day of November in the second year of His Reign (hereinafter referred to as 'the original Charter') constituted a Body Corporate and Politic by the name of 'The Chartered Institute of Secretaries of Joint Stock Companies and other Public Bodies' (hereinafter referred to as 'the Institute') with perpetual succession and a Common Seal:

**AND WHEREAS** Supplemental Charters (hereinafter referred to as 'the Supplemental Charters') were granted to the Institute in the years One thousand nine hundred and thirty-six, One thousand nine hundred and forty-seven, One thousand nine hundred and fifty, One thousand nine hundred and fifty-three and One thousand nine hundred and sixty-four, pursuant to which amendments were made to certain Articles of the original Charter:

**AND WHEREAS** a new Charter (hereinafter referred to as 'the new Charter') was granted to the Institute in the year One thousand nine hundred and sixty-six, whereby the provisions of the original Charter (except in so far as they incorporated the Institute and conferred upon it perpetual succession and a Common Seal) and the Supplemental Charters were revoked, the name of the Institute was altered to 'The Chartered Institute of Secretaries' and new provisions were made for the governance of the affairs of the Institute:

**AND WHEREAS** the Institute has presented a humble Petition unto Us praying that We would be graciously pleased to grant it a further Supplemental Charter:

**NOW THEREFORE KNOW YE** that We having taken the said Petition into Our Royal Consideration by virtue of Our Prerogative Royal and moved thereto by Our desire to further the object of the Institute for Ourselves, Our Heirs and Successors, have granted and declared and are graciously pleased by these Presents to grant and declare as follows:

- 1 The provisions of the original Charter (except in so far as they incorporate the Institute and confer upon it perpetual succession and a Common Seal) and the Supplemental Charters are hereby revoked but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions of the original Charter or Supplemental Charters.
- 2 The Institute shall henceforth be known by the name of 'The Institute of Chartered Secretaries and Administrators' and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at the will and pleasure of the Institute and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
- 3 The Institute may acquire and hold any land, tenements or hereditaments whatsoever within Our United Kingdom of Great Britain and Northern Ireland and any other part of the Commonwealth or elsewhere and from time to time demise, alienate or otherwise dispose of the same or any part thereof.
- 4 The object for which the Institute is established and incorporated is the promotion and advancement of secretaryship and leadership in the effective governance and efficient administration of commerce, industry and public affairs by the continued development of the study and practice of governance (including regulatory compliance and risk management) and general direction and administration of companies and other bodies, and for that purpose to do any or all of the following things:
  - a) to hold conferences and meetings and to provide for the reading of papers and the delivery of lectures;
  - b) to prepare and publish, or superintend the publication of, journals, books, pamphlets and papers, and to utilise any other means of communication;
  - c) to hold examinations, establish scholarships, organise lectures and grant prizes and by other means to promote and advance the study of matters relevant to the object of the Institute;
  - d) to promote the study of and research into law and the practice of secretaryship, governance and administration;
  - e) to promote the efficiency and usefulness of the service and the standard of professional conduct provided by members of the Institute, and for the purpose to exercise professional supervision and disciplinary powers over them;

- f) to establish and maintain libraries and collections of documents, papers and other effects;
- g) to purchase, lease, rent, hold and dispose of any land and premises for use as halls, libraries, colleges, lecture rooms and offices, or for any other purpose of the Institute;
- h) to make grants to universities or other educational establishments or for the promotion of the study of subjects relevant to the object of the Institute;
- i) to establish or administer any charitable or benevolent fund, and contribute to any such fund, including in particular funds from which may be made provision for persons who are or have been members of the Institute or their dependants in necessitous circumstances;
- j) to establish divisions, branches and other local organisations of members or students in –
  - (i) the whole or any part of Our United Kingdom; or
  - (ii) any part of the Commonwealth or elsewhere,

and to delegate to any such divisions, branches and other local organisations such of its powers or duties as the Institute may think fit subject to such restrictions or conditions (if any) as may be specified in the Byelaws for the time being of the Institute (in this Our Charter referred to as the 'Byelaws') or, subject to the Byelaws, as the Institute may think fit.

- k) to do all other things incidental or conducive to the attainment of the object of the Institute.

- 5 The Institute shall not carry on any trade or business nor engage in any transactions with a view to the pecuniary gain or profit of the members thereof. No member shall have any personal claim on any property of the Institute nor make any profit out of their membership except in the case of and as a salaried officer of the Institute.
- 6 Subject to Article 7, the management of the Institute shall be vested in a Council (hereinafter referred to as 'the Council') constituted as prescribed in the Byelaws and all powers of the Institute shall be vested in and exercisable by the Council except so far as the same are by this Our Charter or by the Byelaws expressly required to be exercised by the Institute in General Meeting.
- 7 Without prejudice to Article 4(j), the Byelaws may provide for the Council to delegate to any committee of the Council such of its powers or duties as the Council may think fit (including, in particular, the management, application and transfer of the Institute's assets) subject to such restrictions or conditions (if any) as may be specified in the Byelaws or, subject to the Byelaws, as the Council may think fit.
- 8 Of the members of the Council of the Institute, one shall be the President and up to two shall be Vice-Presidents of the Institute. The said President and Vice-Presidents shall be elected in such manner and shall hold office for such periods and on such terms as to re-election and otherwise as the Byelaws shall direct.
- 9 The Institute shall have a Secretary and may have a Chief Executive (howsoever styled or titled) who may or may not be the same person, and such other officers as it may from time to time appoint. The appointment process, style or title, functions, tenure and terms of office of the Secretary, Chief Executive and other officers may be provided for in the Byelaws and shall, subject to any such provisions in the Byelaws, be determined by the Council of the Institute. The initial and ongoing costs relating to such appointments together with all support costs shall be borne by the Institute as provided in the Byelaws.
- 10 The Byelaws shall make provision for the conditions governing membership. They may in particular provide for conditions as to qualifications, examination, elections, privileges, rights and obligations of members, and may make provision for one or more classes of membership with different rights and obligations.
- 11 Unless the Byelaws shall otherwise provide, there shall be four classes of members of the Institute termed respectively Fellows, Associates, Honorary Fellows and Affiliated Members.
- 12 No person shall be elected as a Fellow or an Associate unless in addition to complying with the requirements and conditions provided in this Our Charter and the Byelaws they shall have passed such qualifying examinations as shall be prescribed by or under the Byelaws: provided always that such examinations may be dispensed with in such exceptional cases on such conditions and in such manner as may be prescribed by or under the Byelaws.
- 13 The Council shall have the power, respecting each person proposed for election as a member, to decide conclusively whether they have or have not fulfilled the conditions applicable to their case.
- 14 A member of the Institute shall be entitled to use such title and such designatory letters (if any) as may be determined by Council from time to time in accordance with the Byelaws.

- 15 All Fellows and Associates of the Institute shall, be entitled to be present and vote at General Meetings and to take part in the discussion of business at such meetings, subject to any conditions, limitations or restrictions provided for in the Byelaws. Without prejudice to the generality of Articles 10 and 18, the Byelaws may in particular make provision restricting the rights of attendance, voting or participation of any class of members either entirely or in such circumstances as they may specify.
- 16 The Council may elect any person of distinction or one who has rendered outstanding service to the Institute to be an Honorary Fellow of the Institute subject to that person's consent; Honorary Fellows shall have such privileges and obligations and be subject to such conditions as the Byelaws may prescribe.
- 17 The Byelaws of the Institute in force at the date of this Our Charter shall in so far they do not conflict with the provisions of Our Charter remain in force as the Byelaws of the Institute unless and until revoked, amended or added to as set out in Our Charter.
- 18 Subject to Article 20, the Council shall have power from time to time to make such Byelaws as shall seem requisite and convenient for the management of the Institute and for the furtherance of the object of the Institute and from time to time to revoke, amend or add to any such Byelaws.
- 19 Where a General Meeting is called pursuant to a requisition by 100 or more Fellows and Associates in accordance with the Byelaws, the requisitioning members can require the notice of the meeting or other documents accompanying the notice of the meeting to set out the text of any changes to the Charter or Byelaws to be proposed by them at the meeting; and in default can send out the notice themselves.
- 20 No Byelaw revocation, amendment or addition shall take effect until the same has been:
- a) approved by a resolution passed by a majority of not less than two-thirds of the Fellows and Associates voting at a General Meeting of the Institute in such manner as the Byelaws may allow and of which due notice in writing must have been given of the nature of the business to be considered; and
  - b) in the case of any revocation of, or amendment to, byelaws 27.7, 61.2, 61.7, 61.8, 61.9, 62.1 or 62.14 where the UKRIAT Division or UKRIAT (as those expressions are defined in the Byelaws for the time being) is or would be affected by such an amendment, approved by a resolution passed by 90 per cent of the persons voting in such manner as the Byelaws may allow at a separate meeting comprised of persons residing in, or belonging to, that Division or UKRIAT; and
  - c) allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
- 21 The Institute may by resolution passed by a majority of not less than three-quarters of the Fellows and Associates voting at a General Meeting of the Institute in such manner as the Byelaws may allow, of which due notice in writing shall have been given of the nature of the business to be considered, amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our Heirs or Successors in Council become effectual and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.
- 22 The Institute may by resolution passed by a majority of not less than three-quarters of the Fellows and Associates voting at a General Meeting of the Institute in such manner as the Byelaws may allow, of which due notice in writing shall have been given of the nature of the business to be considered, surrender this Our Charter and any Supplemental Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit. The affairs of the Institute shall be wound up or otherwise dealt with in such manner as shall be directed by General Meeting or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Institute for the time being. If on the winding up or dissolution of the Institute there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Institute or any of them but shall (subject to any special trusts affecting the same) be given or transferred to some other institute or institutes having objects similar to the object of the Institute and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of this Our Charter. Such institute or institutes shall be determined by the Fellows and Associates of the Institute at or before the time of its dissolution. If and so far as effect cannot be given to the foregoing provisions then the remaining property shall be given over to some charitable object.

23 For the purposes of Articles 20, 21 and 22 of this Our Charter the period of due notice shall be at least twenty-one clear days.

24 And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the said Institute, any mis-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the tenth day of September in the twentieth year of Our Reign.

BY WARRANT under the Queen's Sign Manual,

Dobson

# *Byelaws*

*The byelaws of 5 March 2014 with amendments on 20 January 2016, supersede the byelaws as allowed by the Lords of Her Majesty's Most Honourable Privy Council on 13 December 1999.*



# Part 1: Introductory

## 1 Definitions

1.1 The following table defines certain words which are used in the byelaws with a particular meaning.

<b>Words</b>	<b>Definition</b>
'Associated Territories'	Countries where members live which are associated with the UK and Republic of Ireland at the date of adoption of these byelaws and which are not part of another Division.
'Charter'	The Royal Charter of 22 June 1966 (as amended under Article 21, and as amended by the Supplemental Charter of 10 September 1971 and any future Supplemental Charter), and the part of the Royal Charter of 4 November 1902 which is not revoked.
'Disciplinary bodies'	The Investigation Groups, Disciplinary Tribunals and Appeal Tribunals specified in byelaw 22.1, read with byelaw 22.2.
'Division'	A country, territory or group of countries or territories designated as a Division under byelaw 61.4 or the previous byelaws and includes UKRIAT unless a contrary intention is stated or the context otherwise requires. All references to a Divisional Committee include the UKRIAT Committee unless a contrary intention is stated or the context otherwise requires.
'Eligible members'	For the purpose of these byelaws, this means the Associates and Fellows, but not the Honorary Fellows or Affiliated Members.
'Electronic form'	A document or information is sent or supplied in electronic form if it is sent or supplied:  a) by electronic means (for example, by email or fax), or b) by any other means while in an electronic form (for example, sending a media storage device by post).
'Electronic means'	A document or information is sent or supplied by electronic means if it is:  a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.  A meeting is held by electronic means if it is held by telephone conference or videoconference or by any other method of communication which permits instantaneous exchange of views.
'Institute'	The Institute of Chartered Secretaries and Administrators.
'Member'	A Fellow, Associate, Honorary Fellow or Affiliated Member of the Institute (this does not include a graduate or a subscriber).
'Member of a Division'	A member who is resident in or belongs to that Division.
'Previous byelaws'	The byelaws of the Institute which were replaced by these byelaws.
'Procedural resolutions'	All resolutions of a procedural nature (such as a resolution on adjournment of a meeting or a resolution on choice of a person to chair the meeting).
'Secretary'	The Secretary of the Institute and includes, where the context so requires, the person performing an equivalent role on behalf of a Division.
'Substantive resolutions'	All resolutions other than procedural resolutions.
'UKRIAT'	UK, Republic of Ireland and Associated Territories, Channel Islands and Isle of Man.
'Writing'	Includes words which are wholly or partly produced by any legible and non-transitory visible substitute for writing.

1.2 The following table shows where certain names and titles are defined and explained in the byelaws.

<b>Names and titles</b>	<b>Byelaw where they are defined</b>
Affiliated Member	8A
Appeal Tribunal	22
Appropriate disciplinary body	22
Associate	6
Chief Executive, Director General or equivalent	71
Delegation Instrument	63
Divisional Committee	62
Disciplinary Tribunal	22
Fellow	5
Graduate	18
Honorary Fellow	8
Investigation Group	22
Member in public practice	17
President and Vice-Presidents	47
Professional Standards Committee ('PSC')	65
Scrutineers	43
Secretary	71
Subscribers	21

1.3 Words that refer to a single number also refer to plural numbers, and the other way around.

1.4 The headings and side headings in the byelaws are only included for convenience. They do not affect the meaning of the byelaws.

1.5 Where the byelaws give any power or authority to anybody, this power or authority can be used on any number of occasions, unless the context otherwise requires.

1.6 Where the byelaws refer to months or years, these are calendar months or years.

1.7 Where the byelaws refer to passing or making regulations, byelaws, rules and agreements (of whatever nature), this includes making, altering, amending, adding to, revoking and replacing them.

1.8 References to 'public practice' include references to 'private practice'; and the other way around.

## **2 The standing of the Charter and byelaws**

2.1 If there is any inconsistency between these byelaws and a rule or regulation made under the byelaws, the byelaws shall prevail. If there is any inconsistency between these byelaws and the Charter, the Charter has priority.

## **3 Power of the Council to delegate its powers**

3.1 The Council can delegate any or all of its powers, authorities and discretions unless the Charter or the byelaws specifically restrict this.

3.2 The Council can, by passing a resolution, impose controls and safeguards and require supervision and can, in exceptional circumstances, exercise the power, authority or discretion concurrently.

3.3 The Council can revoke any power, authority or discretion which it has delegated, at any time, without any restriction.

3.4 Where any power, authority or discretion of Council, given in these byelaws, is delegated to a committee, any reference in these byelaws to the exercise by Council of such power, authority or discretion, may also be construed as if it were a reference to the exercise of the same by such committee.

3.5 Any committee to which such power, authority or discretion has been delegated is accountable to the Council for its exercise.

# Part 2: Membership

## Members

### 4 Types of members

4.1 The Institute's membership is made up of Fellows, Associates, Honorary Fellows and Affiliated Members.

### 5 Fellows

5.1 Fellows are to be elected by the Council and every candidate for election to Fellowship must comply with the following conditions:

- a) they must have passed the Institute's examinations (subject to any exemptions granted by the Council);
- b) they must satisfy the Council that, having regard to their character and their position, they are fit and proper to be elected;
- c) either their main occupation for eight years or for periods totalling at least eight years, and for three years in the last ten years, must have been:
  - i) a secretary or assistant secretary; or
  - ii) a governance professional; or
  - iii) a risk manager; or
  - iv) a senior executive or a person in an administrative position that, in the Council's opinion, has at least the same status as a secretary or assistant secretary; or
  - v) a senior academic in a relevant discipline in a university or other higher or further education body; or
  - vi) a member in public practice; or

they must have completed any other professional development that the Council recognises and decides is appropriate;

- d) any occupation for the purposes of paragraph (c) above must have been with at least one organisation that, in the Council's opinion, justifies electing the person as a Fellow; and
- e) they must give the Council any information it requires about their duties and any organisation they have served.

The eight year qualifying period can be reduced by up to three years: see byelaw 7.

5.2 The Council can elect the Lord Mayor or a Sheriff of the City of London as a Fellow. They are treated as having the qualifications required to be elected a Fellow.

5.3 Subject to these byelaws, rules made by the Council shall provide for Fellows to use such titles, and such designatory letters after their name, as may be determined by the rules. The rules shall enable qualifying Fellows to use either or both of the titles 'Chartered Secretary' and/or 'Chartered Governance Professional', according to criteria as to examinations passed and professional experience attained.

### 6 Associates

6.1 Associates are to be elected by the Council and every candidate for election to Associateship must comply with the following conditions:

- a) they must have passed the Institute's examinations (subject to any exemptions granted by the Council);
- b) they must satisfy the Council that, having regard to their character and position, they are fit and proper to be elected;
- c) their main occupation for at least six years, or for periods totalling at least six years, must have been in one or more positions that in the Council's opinion are relevant to the profession of Chartered Secretary or Chartered Governance Professional; or they must have completed some other professional development that the Council recognises and decides is appropriate; and
- d) they must give the Council any information it requires about their duties and any organisation they have served;

The six year qualifying period can be reduced by up to three years: see byelaw 7.

6.2 Subject to these byelaws, rules made by the Council shall provide for Associates to use such titles, and such designatory letters after their name, as may be determined by the rules. The rules shall enable qualifying Associates to use either or both of the titles 'Chartered Secretary' and/or 'Chartered Governance Professional', according to criteria as to examinations passed and professional experience attained.

## **7 Reduction in qualifying periods for election**

7.1 The Council can reduce the eight and six year qualifying periods in byelaws 5 and 6 by up to three years where a person:

a) has a professional or pre-professional qualification which the Council recognises as justifying the reduction.

This can include but is not limited to:

(i) a degree from a university which the Council considers to be of appropriate academic standing; or

(ii) a diploma or other certificate which in the country in which it is given is nationally recognised as being equivalent to a degree from such a university; or

b) has completed any other professional development that the Council recognises and decides justifies a reduction.

## **8 Honorary Fellows**

8.1 The Council can elect Honorary Fellows as set out in Article 16 of the Charter and can withdraw the designation at its discretion. Subject to these byelaws, rules made by the Council shall provide for Honorary Fellows to use such titles, and such designatory letters after their name, as may be determined by the rules.

8.2 An Honorary Fellow (in their capacity as an Honorary Fellow):

a) is not to be liable to pay any fee or subscription to the Institute; and

b) has the membership privileges of a Fellow but is not entitled to receive notice of or attend or vote at any meetings of the Institute or otherwise take part in managing the Institute's affairs.

8.3 Byelaws 24 to 26 do not apply to Honorary Fellows.

## **8A Affiliated Members**

8A.1 A Divisional Committee may resolve to allow persons within its Division to be admitted as Affiliated Members of the Institute.

8A.2 A Division wishing to offer Affiliated Membership or to register Affiliated Members must first apply to the Council for, and receive, authorisation by way of Delegation Instrument in accordance with byelaws 60.5, 60.6 and 62.1(c).

8A.3 Affiliated Members attached to a Division may not transfer to the register of another Division in their capacity as an Affiliated Member unless that other Division has been authorised to register them there pursuant to byelaw 9.2 above.

8A.4 Affiliated Members are to be elected by the Council and every candidate for election to Affiliated Membership must comply with the following conditions:

a. they must have passed the Institute's examinations (subject to any exemptions granted by the Council);

b. they must satisfy the Council that, having regard to their character and position, they are fit and proper to be elected;

c. they must have such professional experience, if any, as the Council regulations may require; and

b) they must give the Council any information it requires about their duties and any organisation they have served.

8A.5 Subject to these byelaws, rules made by the Council shall provide for Affiliated Members to use such titles, and such designatory letters after their name, as may be determined by the rules. An Affiliated Member must not describe themselves as a Chartered Secretary or Chartered Governance Professional, nor use the titles or designatory letters denoting Fellows and Associates. An Affiliated Member's rights of participation and voting in General Meetings are subject to the limits provided for in byelaws 32.1, 32.3, 33.2, 36.1, 36.5, 37.2 and 37.10.

8A.6 Affiliated Members shall not hold themselves out, or permit themselves to be held out, as being qualified to act as secretary of a company or other body pursuant to any enactment in force in any jurisdiction which provides that either one or both of a Fellow and Associate may, or is qualified to, act as secretary of any company or other body.

## **9 Application for membership**

- 9.1 Applications for membership must be made on the form prescribed by Council which must be fully completed, and sent (either on paper or in electronic form) with the correct fees.

## **Members' obligations**

### **10 Membership certificates**

- 10.1 When a member is elected, they are entitled to receive a membership certificate, which they can keep while they are a member.
- 10.2 Membership certificates must be in the form prescribed by the Council, and they belong to the Institute at all times.
- 10.3 Membership certificates must be returned to the Institute as soon as possible after a person ceases to be a member, unless the Council agrees otherwise.

### **11 Professional conduct**

- 11.1 For as long as a person is a member, they must strictly observe the standards of professional conduct which the Council requires for the purposes of Article 4(e) of the Charter and the Institute's other rules; and the application form referred to in byelaw 9 must contain a declaration to this effect.

### **12 Members' details**

- 12.1 Members must give the following details to the Institute via their Division for inclusion in the membership register and membership lists referred to in byelaw 80:
- a) their home and business addresses, telephone numbers and email addresses;
  - b) their official or employment positions; and
  - c) any other information that the Council reasonably requires, provided that requiring such information it is not contrary to local laws.
- 12.2 Members must also promptly advise the Institute via their Division of any changes to these details.

### **13 Fees and subscriptions**

- 13.1 Members (except for Honorary Members) must promptly pay subscriptions and other money due under any regulations made by the Council.
- 13.2 If a member does not pay their subscription when it is due their membership will lapse, and their name will be removed from the membership register.
- 13.3 A grace period of up to six months for payment of the subscription may be given by the Council during which the member will retain their membership rights.
- 13.4 The member will remain liable for the amount they owe even though their membership lapses.
- 13.5 The Council can make general, special or individual exceptions to byelaws 13.2 to 13.4 by passing a resolution.
- 13.6 Where any of the disciplinary bodies are considering a member's conduct, their membership will not lapse under this byelaw until the disciplinary proceedings have been completed.
- 13.7 If a member has allowed their membership to lapse they must not describe themselves as a Chartered Secretary, as a Chartered Governance Professional, as an Affiliated Member (as the case may be), nor use the designatory letters denoting membership of the Institute.

## 14 Resigning membership

- 14.1 Any member who does not owe any money to the Institute can resign by writing to the Institute.
- 14.2 A member must return their membership certificate with their resignation, unless the Council agrees otherwise.
- 14.3 A member who resigns must not describe themselves as a Chartered Secretary, as a Chartered Governance Professional, as an Affiliated Member (as the case may be), nor use any titles or designatory letters denoting membership of the Institute.
- 14.4 The Council must refuse to accept a resignation where any of the Institute's disciplinary bodies are considering a member's conduct (under byelaws 22 to 26).
- 14.5 A member who resigns is not entitled to any refund of their subscription.

## 15 Re-electing members

- 15.1 To be re-elected as a member, a person must comply with the byelaws, and any other conditions that the Council decides to require on a case by case basis.

## Public practice

### 16 Regulations for members in public practice

- 16.1 The Council may in its absolute discretion from time to time make, amend, revoke or add to regulations relating to practising certificates.
- 16.2 A member can only carry on public practice as a Chartered Secretary or Chartered Governance Professional if they have a valid practising certificate required to be issued for that purpose under regulations made under byelaw 17.1.
- 16.3 A member can for the avoidance of doubt engage in public practice as a Chartered Secretary or Chartered Governance Professional without holding a practising certificate if they practise in a country for which the Council has not for the time being made regulations governing the issue of practising certificates to members in practice as Chartered Secretaries or Chartered Governance Professionals.
- 16.4 If a member in public practice ceases to practise they must return their practising certificate and confirm in writing that all business stationery, websites and advertising have been altered to remove all references to them being a practising member of the Institute or any implication that they are a practising member of the Institute.
- 16.5 Regulations under byelaw 17.2 must set out, among other things:
  - a) the definitions of 'public practice as a Chartered Secretary' and 'public practice as a Chartered Governance Professional';
  - b) the qualification and experience required to hold a practising certificate;
  - c) the professional standards and rules which must be upheld to hold a practising certificate;
  - d) the fee for granting, and renewing, a practising certificate;
  - e) the circumstances when a practising certificate can be withheld, withdrawn or suspended including an appeals procedure; and
  - f) the procedure for dealing with complaints against members in public practice including an appeals procedure.

## Graduates and subscribers

### 17 Graduates

- 17.1 When a person has passed the Institute's examinations that apply to them, they become a graduate unless they decline to do so in the three months after the Institute notifies them that they have passed. The Council can fix a different period.

- 17.2 A graduate is not a member of the Institute, and is not entitled to receive notice of, attend or vote at any general meetings.
- 17.3 A graduate is subject to the same disciplinary rules as a member.
- 17.4 A graduate must pay an annual subscription at a level decided by the Council, but this must not be more than the subscription for Associates.
- 17.5 While they are a graduate, a person is entitled to describe themselves as a graduate of the Institute, and use the appropriate designatory letters (as determined by the Council, including GradICSA) after their name.
- 17.6 A graduate must not describe themselves as a Chartered Secretary or a Chartered Governance Professional.
- 17.7 A graduate is entitled to a certificate stating that they are a graduate.

## **18 Moving on from being a graduate**

- 18.1 Every graduate must apply to become either an Associate or a Fellow within ten years of becoming a graduate.
- 18.2 The Council must consider the case of every graduate who does not meet the conditions to become an Associate or a Fellow (set out in byelaws 6 and 5 respectively) within the period of ten years referred to in byelaw 19.1 to decide whether they can, or cannot, continue to be graduates.
- 18.3 The Council can impose conditions subject to which a person can continue to be a graduate.

## **19 Subscribers**

- 19.1 The Council can invite people who are not members to take part in activities which support the Institute's objectives.
- 19.2 The Council can also withdraw such an invitation at any time.
- 19.3 Such individuals are subscribers, and they are not members, and are not entitled to receive notice of, attend or vote at general meetings.
- 19.4 The Council can make regulations relating to subscribers, and can set subscriptions or fees to be paid by them to the Institute.
- 19.5 If a Division resolves to offer Affiliated Membership pursuant to byelaw 9, any person attached to that Division at that date who is described as an affiliate shall thereafter be known and described as a subscriber until that person is admitted to Affiliated Membership.

## **Disciplinary proceedings**

### **20 Disciplinary bodies**

- 20.1 The Institute's disciplinary bodies are:
  - a) The Investigation Groups set up by the Council to investigate complaints or disciplinary matters as set out in byelaw 24;
  - b) The Disciplinary Tribunals set up by the Council to carry out the functions set out in byelaw 24; and
  - c) The Appeal Tribunals set up by the Council to hear appeals against decisions of the Disciplinary Tribunals, as set out in byelaw 26.
- 20.2 References in the byelaws to the disciplinary bodies are to the bodies specified in byelaw 22.1 and include those bodies established within and by the Divisions for the purposes set out in byelaw 22.1.
- 20.3 The disciplinary bodies referred to in byelaw 22.2 have the authority to act in the appropriate Division except where the Council is required to establish alternative arrangements under byelaw 22.11.
- 20.4 All appointments to any of the disciplinary bodies are subject to confirmation by the Council. The Council can, if it considers

it necessary or desirable, appoint people who are not members of the Institute to the disciplinary bodies and where appropriate to chair the body. However, non-members must not make up more than one third of the membership of any disciplinary body.

- 20.5 The Council must make regulations setting out the constitution and procedures to be followed by the disciplinary bodies.
- 20.6 The Council can at any time remove members from any of the disciplinary bodies and any other persons appointed to serve on any disciplinary body.
- 20.7 At least once every four years the Council must review the membership of the disciplinary bodies and their operation. After carrying out the review, the Council can make such changes to the membership as it deems appropriate.
- 20.8 There must be no overlap in the members of any of the disciplinary bodies which consider a particular complaint.
- 20.9 Members of the disciplinary bodies stay in office until they resign or are removed by the Council.
- 20.10 The appropriate disciplinary body is the Investigation Group, the Disciplinary Tribunal or the Appeal Tribunal (as the case may be) appointed by the Division in which the member, the subject of the complaint or disciplinary matter, normally resides or belongs.
- 20.11 If the complaint is against:
  - a) a member of a committee of the Council acting in that capacity;
  - b) a member of the Council acting in that capacity; or
  - c) the Secretary or the Chief Executive if they are a member of the Institute,

the matter will be investigated and decided by a one-off Investigation Group, Disciplinary Tribunal and Appeal Tribunal appointed by the Council for that purpose and acting in accordance with byelaws 22 to 26.

## **21 Council or committee member involved as the subject of a complaint**

- 21.1 If any member of the Council is the subject of a complaint or disciplinary matter, they are disqualified from participating in the Council's proceedings in connection with anything related to, arising from, or ancillary to the complaint or disciplinary matter.
- 21.2 If any member of a committee is the subject of a complaint or disciplinary matter, they are disqualified from participating in the committee's proceedings in connection with anything related to, arising from, or ancillary to the complaint or disciplinary matter.
- 21.3 This byelaw applies to the Secretary and the Chief Executive of the Institute or to a Divisional Chief Executive if they are members of the Institute.

## **22 Disciplinary procedure**

- 22.1 If it appears that a member might have done any of the things referred to in byelaw 24.8, the appropriate Investigation Group will investigate this in the way it considers right, subject to regulations made under byelaw 22.5, and decide whether or not to refer the matter to the appropriate Disciplinary Tribunal.
- 22.2 If the Investigation Group decides to refer a matter to the appropriate Disciplinary Tribunal under byelaw 24.1, it must provide to the Disciplinary Tribunal a written report of its investigation, with such supporting evidence as it thinks appropriate.
- 22.3 The Investigation Group must state in its report whether, in its opinion, there are sufficient grounds to bring one or more charges and, if so, what charge or charges the member should answer.
- 22.4 If the Investigation Group decides not to refer a matter to the Disciplinary Tribunal it must provide to the Secretary or the Chief Executive, or the appropriate Divisional Chief Executive as applicable, a written report of the matter.
- 22.5 If the Investigation Group's report states that, in its opinion, there are grounds to bring one or more charges, the Disciplinary Tribunal must arrange to hear the charges and at the same time give the member concerned a copy of the Investigation Group's report.

- 22.6 The member, any representative whose name they have given to the Disciplinary Tribunal in writing and, where appropriate, any other party to the complaint can:
- a) attend and be heard at the hearing;
  - b) call and cross-examine witnesses; and
  - c) make written representations about any charges.
- 22.7 After the hearing, the Disciplinary Tribunal must consider the evidence relating to each charge and decide whether it is satisfied that the charge has been proved.
- 22.8 If it is found, by the procedure set out in these byelaws and any consistent regulations made by the Council under byelaw 22.5, that a member has:
- a) become bankrupt or insolvent;
  - b) been convicted of an offence (other than any spent conviction) which has brought or may bring discredit on the Institute or the profession;
  - c) failed to uphold the code of professional conduct and ethics;
  - d) behaved, by doing something or not doing something, in a way that may be considered by the Disciplinary Tribunal to bring the Institute or the profession into disrepute;
  - e) disobeyed any decisions of the Council or of one of its Divisional Committees;
  - f) broken any of the Institute's byelaws or Charter or Regulations;
  - g) failed to comply or co-operate with a disciplinary investigation; or
  - h) failed to comply with a decision or any conditions made by a Disciplinary or Appeal Tribunal, the Disciplinary Tribunal can impose any of the penalties set out in byelaw 25.
- 22.9 The Disciplinary Tribunal must make its decision in a reasoned written report setting out:
- a) the details of any charges;
  - b) the finding on each charge;
  - c) the penalty or penalties it is imposing for each charge found proved; and
  - d) a ruling on whether its report, or any related matter, should be published, and if so how it should be published.

The Disciplinary Tribunal must give the member concerned a copy of its report and finding together with details of the appeal procedures.

- 22.10 If an appeal notice is not received in accordance with byelaw 26.2 the Disciplinary Tribunal's decision will take effect at the end of the period of 28 days from the day after the notice of the Disciplinary Tribunal's decision was sent to the member.

## 23 Penalties and costs

- 23.1 The Disciplinary Tribunal can impose one or more of the following outcomes as part of its decision under byelaws 24.8 and 24.9:
- a) issuing a written reprimand;
  - b) ordering the member to pay costs incurred by the Investigation Group and the Disciplinary Tribunal;
  - c) imposing a fine on the member;
  - d) ordering the member to pay restitution;
  - e) cancelling the member's practising certificate and requiring them to return it;
  - f) suspending the member for a specified period, and deciding whether the member should continue to be liable to pay their subscription while suspended;
  - g) calling for, and accepting, the member's resignation;
  - h) expelling the member, and removing their name from the membership register.
- 23.2 A penalty does not affect the member's liability to pay any subscription which is due at the time of the decision or any other money they owe to the Institute at that time.
- 23.3 The Disciplinary Tribunal can require the complainant to pay costs in the event that the complaint is unwarranted or found to be groundless or vexatious.
- 23.4 Subject to the right of appeal in byelaw 26, a decision of the Disciplinary Tribunal is final and binding on all parties and must be reported to the Council and recorded by the Secretary.

## 24 Appeals

- 24.1 A member can appeal to the appropriate Appeal Tribunal against a Disciplinary Tribunal's finding against them by giving notice in writing or by electronic means outlining the grounds for the appeal.
- 24.2 The appeal notice must be given in writing or by electronic means (but excluding by telephone) to:
- a) the person who gave the member the notice of the decision;
  - b) the appropriate Divisional Chief Executive; or
  - c) any other person who is authorised to receive it,
- and must be received by that person before the end of the period of 28 days from the day after the notice of the Disciplinary Tribunal's decision was sent to the member.
- 24.3 If an appeal notice is received in accordance with byelaw 26.2, the member must within six weeks from the end of the 28 day period referred to in byelaw 26.2 submit their written appeal setting out the grounds for the appeal in detail.
- 24.4 The Appeal Tribunal can refuse to hear an appeal if it considers, in all the circumstances, that the application for an appeal is frivolous or without merit.
- 24.5 The Appeal Tribunal will decide whether to hear an appeal by way of a re-hearing or by way of review of the original decision.
- 24.6 If the Appeal Tribunal decides to proceed by way of re-hearing, the member lodging the appeal and, where appropriate, the other parties to the original hearing may call and cross-examine witnesses and produce evidence.
- 24.7 If the Appeal Tribunal decides to proceed by way of review of the original decision, no party can call witnesses or produce additional evidence unless the Tribunal is satisfied that the witness or the evidence was not available at the time of the original hearing and adequate notice of the intention to call the witness or produce the evidence has been given to the other parties.
- 24.8 In either case, the member appealing the decision and any other party to the original hearing can attend the hearing of the appeal, address the Tribunal, either directly or through an authorised representative, and submit written representations.
- 24.9 After it has heard an appeal, the Appeal Tribunal must reach a reasoned decision, which must cover:
- a) details of the decision appealed against;
  - b) a summary of any additional evidence considered;
  - c) the finding of its re-hearing or review;
  - d) the finding on each charge appealed against;
  - e) whether any penalty should be confirmed, quashed, reduced, increased or otherwise varied; and
  - f) whether, and if so how, the appeal decision, or any related matter, should be published, and if so how it should be published.
- 24.10 The Appeal Tribunal must send a copy of its decision to the member and to the appropriate Divisional Chief Executive and its decision will take effect immediately.
- 24.11 The Appeal Tribunal can order the member or complainant to pay costs incurred by the Investigation Group, the Disciplinary Tribunal and the Appeal Tribunal.
- 24.12 The decision of the Appeal Tribunal is final and binding on all parties and must be reported to the Council and recorded by the Secretary.

# *Part 3: Meetings of the Institute*

## **25 General meetings**

- 25.1 A general meeting of the Institute other than an annual general meeting can be called at any time by the Council.
- 25.2 Subject to byelaws 8.2, 18.2, 20.2 and 27.7, all members of the Institute are entitled to attend every general meeting subject to and in accordance with arrangements made under byelaw 31.
- 25.3 The Secretary and Chief Executive of the Institute and the Divisional Chief Executives by virtue of holding such office must be invited to attend any general meeting and may address the meeting with the leave of the person chairing the meeting. They are not entitled to vote unless they are an eligible member in their own right.
- 25.4 General meetings can only deal with business allowed by the Charter and byelaws.
- 25.5 Only the business stated in the notice of a general meeting can be considered at the meeting.
- 25.6 The accidental failure to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any member, or the attendance and voting at any meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the meeting does not invalidate the proceedings at that meeting.
- 25.7 A meeting of members of the UKRIAT Division, or UKRIAT, to consider an amendment to, or revocation of, this byelaw 27.7, byelaws 61.2, 61.7, 61.8, 61.9, 62.1 or 62.14 must be convened and conducted in accordance with the byelaws (other than byelaw 30 which shall not apply) applying to general meetings save that:
- a) only members residing within, or belonging to, the UKRIAT Division or UKRIAT may attend and vote; and
  - b) the meeting will be chaired by the President of the UKRIAT Division or UKRIAT or, if they will not or cannot so act, by a member residing in, or belonging to, the UKRIAT Division or UKRIAT elected by a majority of the other members present at the meeting; and
  - c) the role of the Council in convening general meetings is to be performed by the Divisional Committee for the UKRIAT Division.
- 25.8 All costs relating to general meetings, with the exception of costs in relation to meetings referred to in byelaws 27.7 and 30, are to be borne by the Institute in accordance with byelaw 74.
- 25.9 Costs relating to meetings of members of the UKRIAT Division or UKRIAT under byelaw 27.7 are to be borne by the members in the UKRIAT Division or UKRIAT.

## **26 Annual general meeting**

- 26.1 An annual general meeting of the Institute must be held once in every year in order to transact the following business:
- a) receiving and considering the report of the Council on the business of the Institute;
  - b) receiving comprehensive financial statements of the Institute; and
  - c) such other business as the Council may think fit.
- 26.2 Comprehensive financial statements and an annual report on behalf of the Council shall be posted on the Institute's and/or the Divisions' websites no later than four months after the end of each financial year. It is not necessary that a printed copy of the statements or annual report be provided to each member, provided that members are advised by means of a message on the Institute's and/or Divisions' websites.

## **27 Notice of general meetings**

- 27.1 The Council can call a general meeting by giving at least 21 clear days' notice (excluding the day of service and the day of the meeting).

27.2 Notice of a general meeting must be in the form agreed by Council and specify the date and time of the meeting and state the purpose of the meeting, setting out the text of any special resolutions.

27.3 Notice of a general meeting must be given to members by:

- a) electronic means (but excluding by telephone);
- b) being displayed on the Institute's website; and
- c) in the case of each Division, being displayed on the Division's website or by advertisement in a newspaper circulating generally in the country or countries concerned.

27.4 If no electronic address is held by the Secretary for any member, notice may be given by fax or post, to a fax number or address supplied by the member for that purpose.

27.5 All Divisions must provide whatever assistance is required to ensure that all members are notified of the details of any general meeting.

## **28 Members' right to call a general meeting**

28.1 One hundred or more Fellows and Associates (provided that at least 100 are Fellows) can require a general meeting to be called by:

- a) serving on the Secretary a requisition signed by all the requisitioning Fellows and Associates stating the purpose of the meeting; and
- b) depositing with the Institute enough money (as determined by the Council) to cover the full cost of calling and holding the meeting.

28.2 The money deposited under byelaw 30.1(b) must be refunded if the proposal set out in the requisition is carried, or if the Council does not call the meeting as required by byelaw 30.3.

28.3 If the Council receives a requisition under byelaw 30.1, it must within 28 days send out a notice calling a general meeting which notice must give at least 21 clear days' notice of the meeting and specify the purpose of the meeting.

28.4 If the Council has not sent out a notice within 28 days of receiving the requisition ('the deadline'), 25 or more of those Fellows and/or Associates who signed the requisition may send out a notice themselves in accordance with the provisions of byelaw 29.

28.5 A notice sent under byelaw 30.4 must be signed by 25 or more of those Fellows and/or Associates who signed the requisition, specify the purpose of the meeting and set a date for it, being at least 21 days after the date on which the notice is deemed to be served, but must not be more than three months after the deadline.

28.6 For the purposes of byelaw 30.1 and 30.5 the signatures on the requisition referred to in that byelaw need not be on a single document and may be faxed or scanned.

## **29 General meetings held in more than one location or by electronic means**

29.1 The Council can, from time to time and in its absolute discretion, make such arrangements as it sees fit in connection with the organisation and administration of any general meeting.

29.2 Such arrangements can govern admission to the meeting, or admission to a particular location from which members, the Secretary, Chief Executive and Divisional Chief Executives participate in the meeting, and can provide for participation in the meeting to be at more than one place or for the meeting to be held by electronic means.

29.3 Any such arrangements can only be made on the basis that they are intended to be fair and equitable as between all members and proxies otherwise entitled to attend the meeting.

29.4 The entitlement of any member or proxy to attend a general meeting, or to participate in it at a particular place, are subject to such arrangements under byelaw 31.1 as may be for the time being in force and are stated in the notice of the meeting to apply to that meeting.

29.5 In the case of a general meeting where the Council determines that participation in the meeting is to be possible at more than one place:

- a) the Council must direct that the meeting is to be held at a place specified in the notice ('the principal place') at which the person chairing the meeting is to preside, and also make provision for participation in the meeting at other places ('the subsidiary places') by members and proxies;
- b) the Council is to cause arrangements to be made to ensure that all persons attending the meeting (in whatever place) are able to participate (if entitled to do so) in the business of the meeting and are able to see and hear anyone else attending the meeting while that person is addressing the meeting; and
- c) the arrangements under byelaw 31.1 regarding attendance at the meeting may provide for admission to the subsidiary places as well as the principal place so that (so far as possible) any members and proxies entitled to attend the meeting are able to do so at at least one of those places.

29.6 For the purposes of all other provisions of these byelaws (including in particular byelaw 33.1) any meeting which is held at a principal place and one or more subsidiary places is to be treated as being held and taking place at the principal place and as attended by members and duly appointed proxies who are present at the principal place or at one of the subsidiary places.

29.7 Without prejudice to byelaw 27.6, a failure (for any reason) of communication equipment, or any other failure in the arrangements for participation in the meeting at more than one place, does not affect the validity of the meeting at the principal place, or any business conducted there, or any action taken as a result.

29.8 Where provision is made for a meeting to be held in one or more places, the Council can allow the proceedings of a meeting, or any part of it, to be viewed elsewhere, whether by a televisual link or by any other means, including electronic means, but any such viewing by any person is not to be taken to be participation in the meeting or form part of, or in any way affect the business of, the meeting in question.

## **30 Security arrangements**

30.1 The Council and the person chairing any general meeting can make any arrangement and impose any requirement or restriction it or they consider appropriate to ensure the security of a general meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that can be taken into the meeting place.

30.2 The Council and the person chairing any general meeting can refuse entry to a person who refuses to comply with any arrangements made, or requirements or restrictions imposed, under byelaw 32.1.

## **31 Quorum at general meetings**

31.1 The quorum for general meetings is at least 20 members personally present who are each either a Fellow or an Associate of the Institute. Affiliated Members and Honorary Fellows shall not count for the purpose of determining whether there is a quorum. If there are no Fellows or Associates present at a general meeting within 30 minutes of the starting-time stated in the notice of meeting, then the meeting must be dissolved.

31.2 If a meeting is called under byelaw 30.1 and a quorum is not present within 30 minutes of the starting-time on the notice of meeting the meeting must be dissolved.

31.3 For other meetings, if any Fellows or Associates are present but a quorum is not present within 30 minutes, the meeting must be adjourned to a date, time and place decided on by a resolution of the majority of the Fellows and Associates who are present. At the adjourned meeting, the Fellows and Associates present will constitute a quorum.

31.4 If the adjournment referred to in byelaw 33.3 is for more than 14 days then at least 7 clear days' notice shall be given by electronic means:

- a) to the same persons to whom notice of the original general meeting is required to be given, and
- b) containing the same information which such notice is required to contain.

## **32 Person chairing general meetings**

32.1 The President shall chair each general meeting unless the Council selects another person to chair a particular meeting.

32.2 If the President or other person selected by the Council is not present at the general meeting within ten minutes of the time that the meeting is due to start:

- a) the Council members present at the meeting shall decide which one of them is to take the chair; or
- b) if no Council member is present at the meeting, the Fellows and Associates present at the meeting shall decide which one of the Fellows and Associates present is to take the chair.

32.3 In the case of a general meeting held at more than one place, the references in this byelaw to persons being present at the meeting are references to being present at the principal place where the meeting is held.

### **33 Order and the dispatch of business at meetings**

- 33.1 The person chairing the general meeting can take such action as they think fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and to promote the conduct of such business with reasonable despatch; and such person's decision, made in good faith, on matters of procedure or arising incidentally from the business of the meeting is final as is their determination, acting in good faith, as to whether any matter is of such a nature.
- 33.2 The person chairing the general meeting may invite any person to attend and speak at the meeting who is not otherwise entitled to do so where the person chairing the meeting considers this will assist in the deliberations of the meeting but that person is not entitled to vote.

### **34 Adjournment of general meetings**

- 34.1 The person chairing the general meeting can, if authorised by a procedural resolution of a meeting at which a quorum is present, and must if so directed by a procedural resolution of the meeting, adjourn the meeting from time to time and from place to place.
- 34.2 No business is to be transacted at an adjourned general meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 34.3 In addition, the person chairing the general meeting can adjourn the meeting to another day, time and place without being authorised by a procedural resolution if it appears to them that:
- a) there is not enough room at the principal place where the meeting is being held for the number of members who wish to attend the meeting there;
  - b) the behaviour of persons present prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way;
  - c) an adjournment is necessary to protect the safety of any person attending the meeting or to prevent damage to property; or
  - d) an adjournment is necessary to enable the business of the meeting to be carried out properly.
- 34.4 Unless byelaw 36.5 applies, the meeting can only be adjourned for a period of no more than a few hours to enable the issues which have given rise to the adjournment to be resolved, after which the meeting will resume at the same place.
- 34.5 A meeting can be adjourned to another day and place in exceptional circumstances and for good cause.
- 34.6 In a case where byelaw 36.5 applies, any such adjournment can be to such time and to such other place as the person chairing the meeting or the Council may in their absolute discretion determine, notwithstanding that by reason of such adjournment some members may be unable to be present at the adjourned meeting.
- 34.7 A member may appoint a proxy for the adjourned meeting by means of an instrument complying with byelaw 41.1 and 41.2 which is received at the Secretary's office in accordance with byelaw 41.4.

### **35 Amendments to resolutions**

- 35.1 An ordinary resolution to be proposed at a general meeting can be amended by ordinary resolution if:
- a) notice of the proposed amendment is given to the Secretary in writing by an eligible member not less than 48 hours before the meeting is to take place (or such later time as the person chairing the meeting may determine); or
  - b) the amendment is proposed from the floor of the meeting in order to resolve some differences that have emerged at the meeting,

and the proposed amendment does not, in the reasonable opinion of the person chairing the meeting, materially alter the scope of the resolution and, in the case of an amendment within paragraph (b), a majority of those present and voting at the meeting agree that the resolution to be proposed to the meeting should be so amended.

- 35.2 A special resolution to be proposed at a general meeting can be amended by ordinary resolution, if:
- a) the person chairing the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 35.3 If the person chairing the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, their error does not invalidate the vote on that resolution.
- 35.4 With the consent of the person chairing the meeting, an amendment may be withdrawn by its proposer before it is voted on.
- 35.5 An Affiliated Member may only propose an amendment to a substantive resolution that directly affects the rights or obligations of existing Affiliated Members ('affiliates' business'); or to a procedural resolution affecting the discussion or determination of affiliates' business. Affiliated Members are not otherwise entitled to propose amendments to resolutions, including any resolution affecting the eligibility requirements of future Affiliated Members.

## **36 Voting at general meetings**

- 36.1 At any general meeting all substantive resolutions put to the vote of the meeting must be decided on a poll.
- 36.2 All procedural resolutions put to the vote of a general meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- a) the person chairing the meeting; or
  - b) not less than five eligible members present in person or by proxy and having the right to vote on the resolution.
- 36.3 Unless a poll is demanded, a declaration by the person chairing the meeting that a procedural resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, is conclusive evidence of such fact without proof of the number or proportion of the votes recorded for or against such resolution.
- 36.4 Votes on a show of hands or a poll at a meeting can be either by the member personally or by a proxy.
- 36.5 A member who is entitled to vote, may vote in person at a general meeting notwithstanding that they have appointed a proxy but if they do so the vote of their proxy must not be counted.
- 36.6 Subject to byelaw 37.10, voting at a general meeting is conducted as follows:
- a) on a show of hands every member who is present in person is entitled to have one vote, and every member present who has been duly appointed as a proxy is entitled to have one vote in that capacity, provided that the proxy is entitled to have one vote for the resolution in question and one vote against it if:
    - (i) the proxy has been duly appointed by more than one member entitled to vote on the resolution; and
    - (ii) the proxy has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it;
  - b) on a poll every member who is present in person or by proxy is entitled to have one vote.
- 36.7 Any member who owes any money to the Institute is not entitled to vote at a general meeting (either for themselves or for anyone else) in any way, or to be counted in a quorum. This does not include those covered by the grace period described in byelaw 13.3.
- 36.8 If a vote at a general meeting is equal, either on a show of hands, or a poll vote, the motion is treated as lost.

- 36.9 The person chairing the general meeting does not have a casting vote in the event of an equal vote.
- 36.10 An Affiliated Member may only vote on an item of business that directly affects the rights or obligations of existing Affiliated Members ('affiliates business'); or a procedural resolution affecting the manner in which 'affiliates business' is discussed or determined. They are not entitled to vote on any other items of business or resolutions, including any resolution affecting the eligibility requirements of future Affiliated Members.

## 37 **Validity of votes**

- 37.1 No objection can be made to the validity of any vote except at the general meeting or poll at which such vote is tendered and every vote not disallowed at such meeting or poll is valid.
- 37.2 The person chairing the general meeting is the sole and absolute judge of the validity of every vote tendered at the meeting or poll taken.

## 38 **Poll votes**

- 38.1 The person chairing the general meeting directs when and how the poll vote is to be carried out and determines a time and place for declaring the result of the poll.
- 38.2 Unless byelaw 40.3 applies, a poll vote must be carried out at the same place and within a reasonable period after the direction to carry out a poll vote has been given.
- 38.3 A poll can only be carried out at a different day and place in exceptional circumstances and for good cause.
- 38.4 The person chairing the meeting can, and must if required by a procedural resolution of the meeting, engage with the scrutineers (who need not be members) appointed under byelaw 43 as to the running of the poll.
- 38.5 The result of the poll is deemed to be the resolution of the general meeting at which the poll was demanded.

## 39 **Proxies**

- 39.1 Proxy appointments must be in a form approved by the Council.
- 39.2 A proxy appointment must be in writing and signed by the member appointing the proxy or in an electronic form as determined by the Council.
- 39.3 A proxy must be a member of the Institute who is entitled to vote.
- 39.4 To be valid a proxy appointment must be received at the Secretary's office at the Institute:
- a) at least 48 hours before the time that the meeting or the adjourned meeting is due to start; or
  - b) where the time of an adjourned meeting is more than 48 hours but less than 7 days after the time of the original meeting, not less than 24 hours before the time that the adjourned meeting is due to start.
- 39.5 When two or more valid proxy appointments are delivered or received in respect of the same member for use at the same general meeting, the one which was received last is treated as replacing and revoking the others for that member. Any question as to whether a proxy appointment has been validly delivered or received which is unresolved at the beginning of a general meeting must be referred to the person chairing the meeting whose decision shall be final and conclusive.
- 39.6 The proceedings at a general meeting are not invalidated where an appointment of a proxy in respect of that meeting is sent in electronic form as provided in these byelaws, but because of a technical problem it cannot be read by the recipient.
- 39.7 The proxy appointment is deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit if no specific instructions have been given by the member concerning the amendment.
- 39.8 Unless it provides to the contrary, the proxy appointment is valid for any adjournment of the meeting as well as for the meeting to which it relates.

- 39.9 Byelaw 41.8 does not prevent a member submitting a replacement proxy appointment for any adjourned meeting if they wish.
- 39.10 A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.
- 39.11 Where a poll is taken more than 48 hours but less than 7 days after it is demanded a form of proxy must be received at the Secretary's office, not less than 24 hours before the time appointed for the taking of the poll. Where a poll is to be held more than 7 days after it is demanded a form of proxy must be received at the Secretary's office, not less than 48 hours before the time appointed for the taking of the poll.

#### **40 Postal voting**

- 40.1 Subject to byelaws 8.2 and 37.10, the Council can direct that postal votes can be given on any matter coming before the members and can decide on the form of any postal voting paper, and can authorise, appoint, engage, or otherwise contract with one or more agents on such terms and conditions as it thinks fit to conduct a postal vote.
- 40.2 Votes in an election, or poll, carried out by post must be given personally.
- 40.3 The Council can make any necessary arrangements to distribute a voting document in electronic form and to make arrangements for its return and authentication in electronic form.
- 40.4 Where the Council has not authorised, appointed, engaged, or otherwise contracted with an agent to conduct a postal vote, byelaws 42.5 to 42.7 apply.
- 40.5 Subject to byelaws 8.2 and 37.10, the Secretary must send voting papers to all members of the Institute except to a member who owes any money to the Institute (other than members covered by the grace period provided for by byelaw 13.3).
- 40.6 The sealed voting papers must be returned to the Secretary by prepaid post by the date fixed by the Council.
- 40.7 The unopened voting papers must be put in a sealed box or boxes and be delivered to the scrutineers appointed under byelaw 43.

#### **41 Scrutineers**

- 41.1 The scrutineers appointed by the Council for the purposes set out in this byelaw must follow the procedures set out in this byelaw.
- 41.2 In the case of any poll or postal vote for which they have been appointed, the scrutineers must supervise the opening of the ballot box or boxes, and examining and counting the votes.
- 41.3 The scrutineers must prepare a signed report and hand this to the Secretary for publication. The report must state:
- a) how many proxy appointments or voting papers (as appropriate) were received;
  - b) how many proxy appointments or voting papers (as appropriate) were rejected, and why; and
  - c) the total votes in favour of, and against, each resolution.
- 41.4 The scrutineers' report is final, even if it is subsequently found to be irregular in any way.

# Part 4: Management

## 42 The Council

42.1 Because the Institute is incorporated in the United Kingdom by Royal Charter, it will always have its roots in the history and traditions derived from this foundation and will always be domiciled in the United Kingdom. The Council (which is referred to in Article 6 of the Charter) has responsibility for the following, as well as the other matters set out in the Charter and byelaws:

- a) making, revoking, amending or adding to any byelaw, subject to the approval of the eligible members and the Affiliated Members (only if byelaw 38.10 applies);
- b) setting the qualification standard required for being a member including the making, altering, amending or revoking of regulations relating to the examinations of the Institute including exemptions under byelaw 70.3, and regulations relating to graduates, subscribers and other matters;
- c) ensuring the qualification standard as it relates to the final examinations is in accordance with byelaw 64;
- d) monitoring and maintaining that qualification standard;
- e) making sure that the byelaws and regulations relating to disciplinary procedures are properly applied;
- f) establishing and revoking the designation of Divisions under byelaw 61.4 and entering into, amending, adding to or revoking Delegation Instruments with Divisional Committees under byelaw 63;
- g) managing the Institute's business including oversight of the manner in which each Divisional Committee (established under byelaw 62) discharges the functions delegated to them under these byelaws;
- h) oversight of the protection of the Institute's intellectual property and any other assets; and
- i) imposing any levy on the members.

## 43 Composition of the Council

43.1 The Council is to consist of:

- a) Eligible Fellows elected to the Council by each Division, the number of which is to be determined as follows:
  - (i) each Division can elect one Fellow for up to 1,000 eligible members plus an additional Fellow for every 3,000 additional eligible members; and
  - (ii) on a request from a Division exceeding 10,000 eligible members, that Division can be divided into two or more Divisions by the Council, which will then, subject to byelaw 61.4, function as separate Divisions; and
- b) up to two of the most recent Past Presidents who are eligible and willing to be members of the Council.

43.2 Staff receiving salaries or any other remuneration (other than out of pocket expenses) from the Institute, the Council or any of its committees are not eligible to be members of the Council or any of its committees.

## 44 Duty of Council members

44.1 Each Council member must act in the interests of the membership as a whole, rather than on behalf of any particular Division, constituency or group.

44.2 The Council shall prepare and implement a code of ethics (by whatever name called) to make each of its members aware of their obligations under this byelaw.

## 45 President and Vice-Presidents

45.1 The President and Vice-Presidents shall be elected by the members of the Council from their number for a period of up to two years.

45.2 Any member of the Council can stand for election as President or Vice-President, provided that they have been proposed by one and seconded by two other members of the Council.

- 45.3 Nominations for President or Vice-President must be received at least four weeks before the Council meeting at which the election is to take place and include confirmation from the Council member nominated that they are willing to stand for election.
- 45.4 The Council must conduct a ballot to elect the President and Vice-Presidents.
- 45.5 The Council can fill any vacancy in the office of President or Vice-President for the remainder of the original term of office. The procedure for doing so is that prescribed in this byelaw.
- 45.6 The Division which has elected the member of the Council who is elected President can appoint an alternate member of the Council from among the members of its Divisional Committee for the duration of that Presidency. Where an alternate is so appointed the President must not vote on any matter before the Council.

## **46 Elections to the Council**

- 46.1 The principles which must be followed in all elections to the Council are:
- a) candidates must be eligible Fellows (see byelaw 45.1);
  - b) each candidate must be elected either by eligible members in a Division or by their Divisional Committee;
  - c) if the election is by eligible members in a Division, the following applies:
    - (i) each eligible member has one vote to be cast in respect of the election in the Division of which they are a member;
    - (ii) Voting by eligible members, in the Division, is to be by ballot, which may be held by post or at a general meeting of the Division. If the ballot is held at a general meeting, all valid proxy votes must be included;
  - d) the period of office of a Council member starts from 1 January.
- 46.2 The Council will regularly review the electoral system.
- 46.3 The Council can make regulations for Council elections but such regulations must be consistent with the principles set out in byelaw 48.1.
- 46.4 Such regulations may provide for electronic voting and communication of ballot papers and information in electronic form.

## **47 Period of office**

- 47.1 Elected Council members hold office for three years.
- 47.2 Council members can be elected for a second term of three years.
- 47.3 After a second elected term, a Council member can only be re-elected after being out of office for a year.
- 47.4 Service as President or Vice-President under byelaw 47 is not taken into account in computing the time limits in this byelaw; and those limits do not apply to Past Presidents serving under byelaw 45.1(b).
- 47.5 The President and any Vice-President can, upon their election and during their term of office, continue to serve as a member of Council, notwithstanding that their term of office as a member of the Council would otherwise expire, provided that the Division which elected them accepts that they are to continue to be that Division's member on the Council.

## **48 Alternate Council members**

- 48.1 Any member of the Council can appoint any other member of Council, or any other Fellow approved by resolution of the Council and willing to act, to be their alternate and may remove them from that office at any time.
- 48.2 Any such alternate is entitled to receive the papers for, and to attend and vote at, any Council meeting at which the Council member appointing them is not personally present.
- 48.3 Any appointment or removal of such an alternate is to be by oral or written notice to the Secretary given by the member of the Council making or revoking the appointment or in any other manner approved by the Council.

48.4 At the start of every Council meeting, the Secretary must give the names of Council members who have appointed alternates, and the names of the persons who have been appointed.

#### **49 Resigning from the Council**

49.1 A Council member can resign their office by any appropriate means including by writing to the Secretary. Their resignation takes effect immediately upon receipt by the Secretary.

#### **50 Vacancies**

50.1 A Divisional Committee can fill a casual vacancy in its membership entitlement on the Council by appointing an eligible Fellow to serve on the Council for a period of up to 12 months until another eligible Fellow is elected in accordance with byelaw 48.

50.2 If the vacancy arises from the vacation of office by the President or a Vice-President, the Fellow so appointed does not automatically succeed to the office vacated.

50.3 Where the President vacates their office and the Divisional Committee appoints or elects an eligible Fellow to fill the vacancy, the appointment of any alternate appointed by the Divisional Committee under byelaw 47.6 ceases to have effect.

#### **51 Termination of membership of the Council**

51.1 A Council member ceases to hold office in any of the following circumstances:

- a) when the term for which they were elected ends;
- b) if they cease to be a Fellow of the Institute, or if they are suspended or excluded from the Institute;
- c) if despite direction from Council they continue to breach the code of ethics referred to in byelaw 46.2 and notice in writing is served upon them personally or at any address which they have supplied to the Institute, signed by not less than three-quarters of the members of Council for the time being, to the effect that their office as a Council member will on receipt (or deemed receipt) of such notice be vacated; or
- d) if they have failed to attend three consecutive meetings of Council without reasonable cause.

51.2 For the purposes of byelaw 53.1(c), the signatures on the notice referred to in that byelaw need not be on a single document and may be faxed or scanned.

## **Council meetings**

#### **52 Notice of Council meetings**

52.1 28 clear days' notice of 'physical' Council meetings must be given to each Council member. For these purposes a 'physical' meeting is one where the majority of Council members are personally present in the same place.

52.2 In the case of an emergency the period of notice under byelaw 54.1 can be reduced to 21 clear days.

52.3 Three Council members can decide whether there is an emergency for the purposes of byelaw 54.2 and must record the reasons for their decision.

52.4 For any Council meeting held by electronic means the period of notice must not be less than 14 clear days unless the Council decides otherwise.

52.5 Notice must be given either personally or by electronic means (but excluding by telephone). If no electronic address is held by the Secretary for a member of the Council, notice may be given by fax or post, to a fax number or address supplied by the member for that purpose.

## **53 Frequency of Council meetings**

- 53.1 The Council must hold a physical meeting at least once every calendar year and may decide to meet more often, including holding other meetings by electronic means.
- 53.2 Any three members of the Council can require the Secretary to call a meeting of the Council.

## **54 Quorum for Council meetings**

- 54.1 The quorum for meetings of the Council is one half of the members of Council.
- 54.2 If the total number of members on Council is not an even number then the quorum is the number nearest to but above one half of the members.
- 54.3 A quorum must be present at all times during every meeting of the Council including meetings held by electronic means.

## **55 Procedure at Council meetings**

- 55.1 Council meetings must follow the byelaws and any directions or regulations which the Council makes under them.
- 55.2 The Council can either hold physical meetings or meet by electronic means.
- 55.3 A meeting held by electronic means is deemed to take place at the location where the largest group of those participating is assembled or, if there is no such group, where the person chairing the meeting is located.
- 55.4 Council resolutions are to be decided by a simple majority vote, unless the byelaws provide that a larger majority is required.
- 55.5 If a vote is equal, the resolution is treated as lost.
- 55.6 The person chairing the meeting does not have a casting vote in the event of an equal vote.
- 55.7 Anything done by the Council, or by any of its committees, or by any person as a Council or committee member, is fully valid and effective even though afterwards it is found that:
  - a) any meeting was not quorate;
  - b) there was a defect in the convening, calling or conduct of the meeting; or
  - c) the person was not properly appointed.
- 55.8 The Secretary and the Chief Executive of the Institute, and the Divisional Chief Executives, shall be invited to attend and can speak at Council meetings but not vote.

## **56 Person chairing Council meetings**

- 56.1 The President shall chair Council meetings unless the Council selects another person to take the chair.
- 56.2 The President can also chair any committee meetings they choose to attend.
- 56.3 If the President is not at a Council meeting the Council members at the meeting shall decide which one of them is to take the chair.

## **57 Written resolutions of the Council**

- 57.1 If a matter arises between Council meetings and which needs to be dealt with before the next Council meeting, a decision can be taken by written resolution of the Council which subject to byelaw 59.2 takes effect as if it had been passed at a Council meeting.
- 57.2 Such a written resolution must be sent to all members of Council and to be valid must be signed and approved by the number of members of the Council equal to, or greater than, 80% of those who would be entitled to vote on the resolution at a Council meeting.

57.3 For the purposes of byelaw 59.2 the signatures on the resolution referred to in that byelaw need not be on a single document and may be faxed or scanned.

57.4 A written resolution is effective on the date on which signature and approval by 80% of the members of the Council has been achieved.

## 58 **Committees**

58.1 The Council may appoint committees consisting of such person or persons (whether members of the Council or not) as it decides and may, subject to any specific restriction in the Charter and byelaws, exercise its power under byelaw 3 to delegate such of its powers, authorities and discretions to the committee, on such terms and conditions, as it thinks fit and may from time to time revoke or alter any of such powers, authorities or discretions so delegated.

58.2 Subject to these byelaws and to any terms and conditions imposed by the Council, a committee of the Council can meet for the dispatch of business, adjourn and otherwise regulate its proceedings as it thinks fit.

58.3 A committee can hold physical meetings or meet by electronic means.

58.4 A meeting of a committee held by electronic means is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the person chairing the meeting is.

58.5 Persons who are not eligible members of the Institute must not account for more than one-third of the members of any committee.

58.6 The President is entitled to be a member of every committee of the Council.

# Part 5: Divisions

## 59 Designation as a Division

- 59.1 The Council is responsible for determining whether a country or territory which at the date of adoption of these byelaws was neither an Associated Territory nor part of a Division, is to be designated as part of a Division (including the UKRIAT Division) or UKRIAT.
- 59.2 The Associated Territories will remain with the UKRIAT Division or UKRIAT until such time as the UKRIAT Division or UKRIAT determines to return them to Council or they become Divisions under the provisions of byelaw 61.4. In this byelaw 'Associated Territories' and 'UKRIAT' have the same meaning as in byelaw 1.1 as at the date on which these byelaws came into force; and 'UKRIAT Division' shall be construed accordingly.
- 59.3 Members from any country or territory can petition the Council to become a Division in accordance with the requirement of this byelaw.
- 59.4 Subject to byelaw 61.3, the Council can designate any country or territory as a Division if it appears to the Council that enough members live there and that, if the Division is designated, there would be sufficient resources within that Division to manage the interests of the Institute and its members locally. The Council can also revoke the designation of a Division by terminating its Delegation Instrument in accordance with the terms of the Instrument.
- 59.5 The Council must decide on the constitution, powers and responsibilities of a Division.
- 59.6 The constitution, powers and responsibilities of a Division are to be set out in a Delegation Instrument as prescribed by byelaw 63.2.
- 59.7 Subject to byelaws 61.2, 61.8 and 61.9, where the Institute owns assets in a country or group of countries which it proposes to designate as a Division and those assets are primarily employed to serve the interests of the members resident in or belonging to that proposed Division, the Council can transfer those assets to a legal entity to hold for the Institute and to apply or deal with them at the direction of the Divisional Committee for that Division for the purposes of the Institute within that Division (or elsewhere should the Divisional Committee so direct), such transfer to be for valuable consideration or for no consideration as the Council deems appropriate in its discretion.
- 59.8 Any intellectual property which has not been developed primarily to serve the interests of members resident in a Division is to remain the property of the Institute. This provision does not prevent the expression or mark 'ICSA' being used in conjunction with other words either as part of the name of a company registered by a Division or to describe an activity or service provided in a Division without charge or for a nominal fee. The Council is to make regulations about the use of the Institute's intellectual property. 'ICSA Software International Limited', including successor companies, and any of its subsidiaries in related software businesses is excluded from the provisions of this byelaw.
- 59.9 The Council cannot delegate, and remains responsible for:
- a) its functions under this byelaw;
  - b) its functions under byelaw 22.11;
  - c) its functions under byelaw 44.1 except that it can delegate functions relating to the management of the Institute's business and affairs; and
  - d) its functions under byelaws 70.3 and 70.4.

## **60 Divisional Committees**

- 60.1 If the Council sets up a Division, the Institute's affairs there shall be run by a Divisional Committee, and any assets transferred in accordance with byelaw 61.7 must be applied for the purposes of the Institute at the direction of that Divisional Committee.
- 60.2 A Divisional Committee is a committee of the Council and is accountable to the Council.
- 60.3 Subject to any regulations made under byelaws 61.11 and 61.12 below, the members of a Divisional Committee are elected from Fellows of the Division by eligible members of that Division.
- 60.4 The members of a Division are from time to time to decide by ordinary resolution at a general meeting of the members of the Division how many elected members there are to be on the Divisional Committee.
- 60.5 The elected members of the Divisional Committee include any Council member or members who have been elected by the members of the Division.
- 60.6 In addition to the elected members of the Divisional Committee, not less than two and no more than five, of the most recent Past Presidents of the Divisional Committee who are willing to continue to serve, are to be members of the Divisional Committee.
- 60.7 The Divisional Committees are to determine the number of Past Presidents under byelaw 62.6.
- 60.8 At any time when only one Past President of the Divisional Committee is willing to continue to serve on the Committee, that Past President is to be a member of the Divisional Committee. At any time when no Past President of the Divisional Committee is willing to continue to serve on the Committee byelaw 62.6 does not have effect.
- 60.9 A Divisional Committee may at any time co-opt eligible Fellows to make up not more than a quarter of the Committee who shall be eligible to serve as members of the Committee for such period as the Committee may specify at the time of co-option.
- 60.10 A co-opted member of a Divisional Committee is not entitled to vote or take any part in a decision to co-opt a member under byelaw 62.9.
- 60.11 A Divisional Committee may make regulations about its own composition, procedures and business, which may include procedures for filling a casual vacancy on the Committee and the power to set up committees and to delegate functions to them.
- 60.12 These regulations must be consistent with and subordinate to these byelaws and must first be approved by the Council before being put to the members of the Division for approval at a general meeting.
- 60.13 Byelaws 3.2 to 3.5, 47, 48 (but excluding 48.1(b)), 49 to 51, 53 and 73 also apply to Divisional Committees. Where a Divisional Committee has an existing local variation to one of the byelaws referred to in this byelaw, that variation will continue in force until it is practicable for the Division to amend the variation.
- 60.14 Until such time as UKRIAT is designated a Division, the UKRIAT Committee is for the purposes of these byelaws, a Divisional Committee. It controls all assets, liabilities, income and expenditure of the Institute in or related to the UK, Republic of Ireland and Associated Territories, Channel Islands and Isle of Man.

## **61 Powers and responsibilities of a Divisional Committee**

- 61.1 A Divisional Committee may be given responsibility, in a Delegation Instrument, for any of the following:
- a) setting, marking and grading the Institute's examinations in its Division under byelaw 70;
  - b) making, amending and revoking rules concerning the Institute's examinations in its Division under byelaw 70.2 provided these rules do not override or diminish the role of Council;
  - c) electing and admitting Fellows, Associates, Affiliated Members, graduates and subscribers of the Institute in its Division under byelaws 5, 6, 18, 20 and 21;
  - d) administering the affairs of the Institute in its Division including, but not limited to, determining from time to time the amounts of subscriptions, fees and any other payments payable to the Institute by members, students or others in its Division, and controlling all assets, liabilities, income and expenditure of the Institute in or related to its Division.

61.2 A written Delegation Instrument must be entered into between the Council and each Divisional Committee. This must include:

- a) acceptance that the Division is bound by the Charter and byelaws;
- b) details of the powers which are delegated to the Division; and
- c) a power for the Council to suspend or terminate individual powers which have been delegated to the Division (without prejudice to the Council's power to revoke the Delegation Instrument in its entirety), provided that assets designated as being for the use of a Division must continue to be used for the purposes of the Institute within that Division insofar as control of such assets reverts to the Council; and
- d) a dispute resolution procedure which is to be implemented before the Delegation Instrument can be terminated.

# *Part 6: Qualifications and professional standards*

## **62 The qualification standard**

- 62.1 The qualifications must provide a syllabus and assessment at a level appropriate for practitioners of the professions of Chartered Secretary and Chartered Governance Professional.
- 62.2 In order to achieve the overall objective to qualify competent Chartered Secretaries and Chartered Governance Professionals the Council must ensure that the standard of the final qualifying programmes is commensurate with the level required for a professional practitioner and is set to test the learning requirements as prescribed in regulations made by the Council which can seek the advice of the Professional Standards Committee.

## **63 Professional Standards Committee**

- 63.1 The Professional Standards Committee ('PSC') is a standing committee of the Council and is accountable to it.
- 63.2 The PSC comprises:
- a) a e Fellow appointed by the Council to chair the PSC who, other than in exceptional circumstances, is to be a member of the Council; and
  - b) between five and eleven other persons appointed in accordance with byelaw 65.4 who are to be selected with the overall aim that there should be an approximately equal balance between PSC members with an academic background and those with professional experience as senior members of the Institute, reflecting the Institute's body of knowledge from both an academic and a practical perspective.
- 63.3 Candidates for membership of the PSC to replace a member who is leaving or to provide for an additional member required in consequence of an expansion of the PSC's activities as mandated by the Council can be nominated by members of the PSC or by a Divisional Committee.
- 63.4 Each member of the PSC (other than the chair) is appointed by the PSC, subject to subsequent ratification by the Council and the appointment takes effect upon such ratification.
- 63.5 Pending ratification, a candidate for membership of the PSC can attend and participate in its meetings.
- 63.6 In the event that the Council does not ratify an appointment to PSC, PSC can put forward another nominee for ratification by the Council.
- 63.7 Non-members of the Institute can be considered for membership of PSC but cannot comprise more than one-third of the PSC's membership.
- 63.8 No more than one-third of the members of the PSC can be members of the same Division.
- 63.9 PSC members are appointed to serve for an initial term of three years.
- 63.10 A PSC member can be invited by the PSC to serve for one further term of three years or, in exceptional circumstances, for a longer term subject to the Council's approval.
- 63.11 Where the chair of the PSC is a member of the Council, they must be appointed to serve for a term of up to five years irrespective of their subsequent retirement from the Council.
- 63.12 Where, in exceptional circumstances, a member of the PSC who is not a member of the Council is appointed as chair of the PSC the appointment can be for such term, not exceeding five years, as the Council decides.

- 63.13 The President of the Institute is entitled to attend meetings of the PSC and to participate fully in the affairs of the PSC.
- 63.14 The quorum for a meeting of the PSC is half its membership at the time of the meeting.
- 63.15 If the total number of members of the PSC is not an even number then the quorum is the number nearest to but above one half of the members.
- 63.16 A quorum must be present at all times during every meeting of the PSC including meetings held by electronic means.
- 63.17 The PSC can meet in person or by electronic means but must meet in person at least once a year and more often if requested by the Council.
- 63.18 Where the chair of the PSC is not a member of the Council, they are to attend Council meetings to provide a report on the work of the PSC. They are not entitled to vote if they are not a member of the Council. If the chair of PSC is unable to attend a Council meeting when requested to do so, PSC can nominate another of its members to attend and provide the report instead.

## **64 Responsibilities of the Professional Standards Committee**

- 64.1 The PSC must:
- a) advise the Council on all policy and procedural matters relating to the setting and maintenance of the professional standards to be applicable to members of the Institute;
  - b) act on policy as set by the Council in accordance with the byelaws;
  - c) define standards for student entry, examinations (including schemes for accreditation or exemption) and other forms of formal assessment, the standards required in marking examination scripts and other forms of assessment and qualification for membership;
  - d) ensure that all assessed routes to professional qualification and any related syllabuses are regularly reviewed for acceptability;
  - e) undertake or otherwise arrange the continuing audit of the professional standards as applied in the Divisions or other jurisdictions and report to the Council on the findings of such audits;
  - f) ensure that collaborative agreements operate in accordance with the professional standards;
  - g) make recommendations for new approaches or measures or changes to the professional standards which appear necessary for the achievement of the objectives of the Institute;
  - h) review its own performance, constitution and terms of reference and access to appropriate resources at least once every two years to ensure effective operation and recommend to the Council any changes it considers necessary;

and has such other powers, authorities and responsibilities or duties as the Council is to determine from time to time.

## **65 Design and development of qualifications**

- 65.1 The PSC must consider and assess any proposals made by a Division regarding the design or development of examinations leading to a qualification of the Institute.
- 65.2 No such proposals or changes to them can be implemented without the prior written approval of the Council.

## **66 Provision of qualifications**

- 66.1 The PSC must keep under review the ability of each Division to continue to provide qualifications.
- 66.2 If, in the case of any Division, the PSC is not satisfied that it has the resources and capacity to continue to provide qualifications, the PSC can recommend to the Council that the right of the Division to qualify Chartered Secretaries and/or Chartered Governance Professionals (as the case may be) should be suspended or removed until such time as remedial actions have been put in place and assessed as robust.

## **67 Setting, delivery and marking of the examinations**

- 67.1 The PSC must keep under continuous review whether the appropriate professional qualification standard is being maintained by each Division in the setting, delivery and marking of examinations.
- 67.2 Where there is material failure on the part of a Division to meet the required standard, the PSC must report to the Council with appropriate recommendations which can include recommending that the right of the Division to qualify Chartered Secretaries and/or Chartered Governance Professionals (as the case may be) should be suspended or removed until such time as remedial actions have been put in place and are assessed as robust.

## **68 Examinations and assessment**

- 68.1 The Council must determine the form of the Institute's examinations or other methods of assessment used to test the skills and knowledge for persons wishing to enter the professions.
- 68.2 The Council must make rules about its examinations or other methods of assessment.
- 68.3 Rules made by the Council can include:
- a) rules for exempting persons from part of the examinations because of their education or experience or,
  - b) in the case of persons with exceptional relevant professional experience, exempting them from written examinations subject to their passing an oral examination or other form of assessment.
- 68.4 The Council can only exempt persons from all formal assessment in exceptional circumstances. To do this the Council must pass a resolution at a meeting called with notice of the proposal to be voted on, by a majority of at least two-thirds of the members who are present and who vote.
- 68.5 The Council cannot delegate its power to exempt people from all examinations.
- 68.6 The Council can use any of the Institute's funds for prizes, medals and scholarships to promote the Institute's object.

# *Part 7: Administration*

## **69 The Secretary and the Chief Executive**

- 69.1 As provided by article 9 of the Charter, the Secretary of the Institute may also be the Chief Executive of the Institute. Alternatively, a person other than the Secretary of the Institute may hold the office of Chief Executive.
- 69.2 The Secretary and the Chief Executive are to be appointed by a committee of the Council which is specially constituted for that purpose and reports to Council through the President.
- 69.3 The Secretary and the Chief Executive can attend all the Institute's meetings (including meetings of the Council and its committees, and board meetings of any service organisation and general meetings) unless the meeting is discussing matters relating to them including appointing, dismissing or disciplining them, or their salary or other employment terms.
- 69.4 The salary, title and other employment terms (including pension contributions) of the Secretary and the Chief Executive are to be determined by the Council. In particular, the Chief Executive may continue to be styled or titled as 'Director General' or use such other style or title as the Council shall determine.
- 69.5 Subject to any controls or safeguards imposed by the Council, the Chief Executive is to decide on the salary and other employment terms (including pension contributions) of the other permanent paid staff, except the Secretary.

## **70 Notices to members**

- 70.1 The Institute can serve any document on a member:
- a) personally,
  - b) by sending it (stamped) to them at their registered address, or to any other address they have given to the Institute for this purpose, or
  - c) by electronic means to any number or address they have given to the Institute for this purpose.
- 70.2 If a document is posted to a member, it is treated as served on them 21 days after it has been posted. If a document is served on a member by electronic means, it is treated as served on them on the next day.
- 70.3 To prove that a document was served by post, it is sufficient to prove that it was properly stamped, addressed and posted.
- 70.4 To prove that a document was served by electronic means, it is sufficient to prove that the communication was addressed to the most recent electronic address supplied by the member and that it was sent by electronic means to that address and was not automatically returned as undelivered.

## **71 Expenses**

- 71.1 Subject to byelaw 73.2, a member of the Council must not seek or receive payment, remuneration or other benefit of any kind from the Institute, or from its Divisions, subsidiaries, trusts, or charities.
- 71.2 The prohibition in byelaw 73.1 does not preclude:
- a) payments in respect of reasonable out of pocket expenses incurred in the course of duties undertaken as a Council member or committee member; or
  - b) payment of moderate fees to a Council member or a third party for services supplied by such a member in setting, reviewing and/or marking examinations of the Institute; or
  - c) payment of a sum properly and reasonably due to a Council member or a third party for other services provided to the Institute or a Division.
- 71.3 A payment under byelaw 73.2 (b) and (c) can only be made if it is authorised by a resolution of the Council.
- 71.4 The Council member to receive payment must declare their interest at any meeting where such payment is to be considered and must withdraw from any discussion relating to such payment and not take part in voting on the resolution in question.

- 71.5 The Institute or related companies can only make payments to a company or other entity in which a Council member has an interest in return for goods or services supplied by that company or other entity to the Institute or related companies if:
- a) the Council member has declared their interest to the relevant Divisional Committee and the Council; and
  - b) either the relevant Divisional Committee considers that the interest of the Council member is insignificant or the amount of the payment is insubstantial or the proposed supply and payment has been authorised by a resolution of the relevant Divisional Committee passed at a meeting where the Council member with the interest has declared it and withdrawn from any discussion relating to such supply and payment and does not take part in voting on the resolution in question.
- 71.6 For the purposes of byelaw 73.5, a Council member is to be regarded as having a significant interest in a company or entity:
- a) if the member or a connected person (whether collectively or individually) holds an equity interest of 10% or more in the company or entity; or
  - b) if the member or a connected person is a director or partner in the company or entity or is otherwise involved in directing its affairs; or
  - c) in such other circumstances as the relevant Divisional Committee may determine.
- 71.7 In this byelaw:
- a) the relevant Divisional Committee in relation to a Council member is the Divisional Committee who elected them; and
  - b) a person is connected to a Council member if that person is the spouse, civil partner, child, step child, or adopted child, parent or parent in law of the member.

## **72 Finance**

- 72.1 The Council is responsible for raising from the Divisions the amounts decided by the Council to meet the costs of the Council and the Institute and the Divisions must pay such amounts within the time limit specified on the invoice or other request for payment.
- 72.2 The Council is responsible for agreeing the budget for the Institute. Amounts of expenditure during the year which are outside the budget and which are above an amount determined by Council when setting the budget require Council approval.
- 72.3 In the event that a Division is unable to pay any amounts due to the Institute then Council will determine what action (if any) is to be taken to support the Division and the period of time over which such support is to be given.
- 72.4 In the event that a Division fails to pay any amounts due to the Institute and such failure is not covered by byelaw 74.3, after six months the Division, if the Council so determines, will lose its representation on the Council, and after 12 months the Division will lose its representation on Council until all such amounts are paid. If such amounts continue to be outstanding 12 months after the due date Council can, in addition, revoke the delegation of the powers to that Division and dedesignate it.

## **73 Dispute resolution**

- 73.1 If the Institute or a Division considers that there is a dispute concerning a Division's liability under byelaw 74, that party must notify the other party of its concerns, as they relate to the dispute, by way of a written statement of concern delivered to the other party within one month from the time limit specified on the invoice or other request for payment.
- 73.2 The parties must enter discussions within 14 days of receipt of the written statement of concern as to what remedial action is possible and acceptable to resolve the dispute.
- 73.3 If remedial action to resolve the dispute has not been agreed and implemented within three months from the date of submission of the written statement of concern, the dispute will be referred to arbitration.
- 73.4 The arbitration will be held in London and be governed by English law.

- 73.5 The arbitrator is to be a person appointed by the parties.
- 73.6 If the parties fail to agree on a person to act as arbitrator within four months from the submission of the written statement of concern, either party may request the Chartered Institute of Arbitrators to appoint an arbitrator.
- 73.7 A party must not commence any legal action relating to the dispute unless the arbitrator has advised the parties within six months from the arbitrator's appointment that the differences between them are not capable of being resolved by arbitration.
- 73.8 The parties agree to use their best endeavours to continue the arrangements between them on a basis satisfactory to each and to use their best endeavours to resolve any dispute in a spirit of reasonableness and compromise of their differences.
- 73.9 Each party must bear their own costs in respect of any negotiations between them and in respect of any arbitration. The costs of the arbitrator are to be borne by the parties equally whilst recognising that the Institute's costs will be borne by all the Divisions in accordance with byelaw 74.1.

## **74 Accounts**

- 74.1 The Council is to receive the accounts of the Institute half yearly.
- 74.2 Each Division must provide the Council with half yearly consolidated management accounts, and must promptly provide the Council with its audited annual accounts (including the audited accounts of service organisations).
- 74.3 The Council can substitute a different management accounting period for the periods specified in this byelaw.

## **75 Borrowing and charging by Divisional Committees**

- 75.1 A Divisional Committee can borrow in any way for the purposes of the Division up to the limit referred to in byelaw 77.3.
- 75.2 A Divisional Committee can give guarantees and security in any way over any property vested in the Division, in connection with any borrowing allowed by byelaw 77.1.
- 75.3 A Divisional Committee can only borrow up to the amount of the Division's income from subscriptions in the last financial year, unless the members of the Division authorise increased borrowing by passing a resolution at a general meeting of the members of that Division.
- 75.4 A resolution under byelaw 77.3 can also authorise the giving of security and guarantees for the increased borrowing.

## **76 Head office**

- 76.1 The Institute's head office must be in the United Kingdom unless allowed by the Privy Council following approval by the Council and the Institute's members at a general meeting.

## **Records, documents and registers**

### **77 Minutes**

- 77.1 Minutes must be kept on paper or in electronic form and must be retained for ten years from the date of the meeting to which they relate. The minutes must record all resolutions and proceedings of general meetings of the Institute, the Council and its committees (including Divisional Committees) and the Institute's other bodies.

## **78 Membership register and membership lists**

- 78.1 A register must be maintained by the Secretary of the names, addresses (postal and email) and other necessary details of:
- a) members;
  - b) graduates;
  - c) candidates for examinations; and
  - d) members in public practice.
- 78.2 The information to be maintained in the register for each person includes such of the following as is relevant to that person:
- a) for each examination for which they were a candidate, when they sat, withdrew, passed or failed that examination;
  - b) when they became graduates;
  - c) when they were elected and (where applicable) re-elected;
  - d) when they moved from one type of membership to another; and
  - e) when they stopped being members.
- 78.3 The Divisional Committees must supply such information as the Secretary requires so that the register can be compiled and maintained and used for the proper purposes of the Institute subject to byelaws 80.4 and regulations made under byelaw 80.5.
- 78.4 No Division may use the information about members in another Division for any purpose, without the prior written consent of that other Division.
- 78.5 The Council must make regulations to prescribe the proper purposes of the Institute for the purposes of byelaw 80.3 and the circumstances in which, and the conditions under which, the register of members or membership lists may be made available to members and other persons.

## **79 The Charter, byelaws and other documents**

- 79.1 The Council must pass regulations for the safe custody of the Institute's Charter and other important documents.
- 79.2 The Council or the Divisional Committees must supply members with copies of the Charter and byelaws on request subject to payment of such reasonable charge (if any) as the body supplying the copies thinks fit.

## **80 Execution of documents**

- 80.1 Documents may be executed on behalf of the Institute, either with or without the use of the seal under the following procedures.
- 80.2 Documents can be executed as a deed only if the Council, or subject to byelaw 82.5, the UKRIAT Committee (which expression includes the United Kingdom Committee described in byelaw 61.8) authorises it.
- 80.3 Any documents which are to be sealed must be sealed in the presence of a Council member.
- 80.4 Documents executed as a deed either with or without the seal are to be signed by:
- a) two Council members; or
  - b) one Council member and either the Secretary, the Chief Executive or any other permanent paid member of staff authorised by the Council or, where execution of the document has been authorised by the UKRIAT Committee in accordance with byelaw 82.2, by the Chief Executive of UKRIAT or any other paid member of staff authorised by the UKRIAT Committee.

80.5 In the event that the Institute incurs a liability in connection with any transaction authorised by the UKRIAT Committee to which byelaw 82.4 relates, UKRIAT will indemnify the Institute for all costs it incurs as a result of the liability.

80.6 The keys to the seal must be kept by the Secretary or by any other person or persons authorised by the Council.

## **81 Indemnity**

81.1 The persons mentioned in byelaw 83.2 ('the indemnified persons') are indemnified by the Institute, by virtue of this byelaw and irrespective of whether such indemnity is or is not conferred in a contract or other document or any indemnity to which they are otherwise entitled, against any loss or expense incurred by them in the discharge in good faith of their duties on behalf of the Institute, unless such loss or expense arises from their own wilful default.

81.2 The indemnified persons for the purposes of this byelaw are:

- a) members of the Council;
- b) members of the Professional Standards Committee;
- c) until UKRIAT becomes a Division, the trustees of any pension schemes and charities of the Institute;
- d) employees of the Institute; and
- e) members of Divisional Committees when serving on a disciplinary body for another Division.

81.3 None of the indemnified persons is liable for any act or omission of another person, or for any loss or expense arising from such an act or omission, by virtue only of being a member of the Council or of a committee or body of trustees or by virtue of joining in or contributing to an act for the sake of conformity.

## **82 Amending the byelaws**

82.1 These byelaws can only be amended, added to or revoked in the way set out in Articles 18, 19 and 20 of the Charter.

# *Part 8: Transitional provisions*

## **83 Transitional provisions for Council members**

83.1 The past service of Council members continuing in office when these byelaws take effect will be taken into account when determining the periods of office and eligibility for re-election (see byelaw 49).

## **84 Transitional provision for Divisions**

84.1 Nothing in these byelaws affects the continuation in force of any Delegation Instrument or delegation agreement entered into between the Council and a Divisional Committee in accordance with any previous byelaws of the Institute.

## **85 Transitional provision for the Professional Standards Committee**

85.1 The chair and members of the Professional Standards Committee are to continue to hold office until the date they were due to retire.

