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To all Members of the
Institute of Chartered Secretaries and Administrators

Dear Member

I am writing to seek your support for positive changes that are being proposed at next month’s General Meeting which takes place at 6.00pm on Thursday, 8 December 2011.

Your Council is proposing a series of amendments to the Charter and Bye-laws, to modernise the structure of our Institute and allow it to become more effective. The amendments address certain aspects of our Institute’s governance arrangements, internal management and the composition of your Council. Others address unclear or contradictory wording in our existing Bye-laws and correct errors.

A detailed explanation of the proposed changes is provided in this booklet. Your Council believes that, if approved, these revised constitutional documents will help to make our Institute a fitter body to represent our profession effectively in the 21st century.

An example of one important change being proposed is that Council would meet in person once a year, rather than twice. We are able to make greater use of technology to communicate. This move would result in considerable cost savings, which would accrue to the benefit of you and your fellow Members.

Council has also agreed that its composition should be altered to reduce its size. This would make meetings more manageable and would again reduce costs. Other important changes include measures to attract new Members and to extend voting rights to those in other countries.

As a Chartered Institute, we are campaigning to improve both the efficiency of business and the appreciation of good governance within boardrooms globally. Therefore, we must ensure that we have our own house in order. Your Council asks you to vote YES to the three resolutions specified in this Notice of General Meeting booklet.

If you are unable to attend the meeting, please fill in the detachable proxy form at the back of this booklet and return it to the Institute in the enclosed envelope as soon as possible and in any event not later than 6.00 pm on Tuesday, 6 December 2011.

The Institute of Chartered Secretaries and Administrators has served its Members for 120 years. We need you to vote YES to ensure that it is fit for purpose for the next 120 years and beyond.

Yours faithfully

C J Kane FCIS
President
Notice of General Meeting

Notice is hereby given that a General Meeting of the Institute of Chartered Secretaries and Administrators will be held at the Institute of Education, University of London, 20 Bedford Way, London, WC1H 0AL, United Kingdom on 8 December 2011 at 6.00pm in order to:

1. Resolve that, subject to such amendments as Her Majesty in Council may require, the Institute's Charter be amended as follows:

   That Article 2, Article 4, Article 7 and Article 8 of the Charter be deleted and replaced with the following:

   ‘2. The Institute shall henceforth be known by the name of the ‘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.’

   ‘4. The object for which the Institute is established and incorporated is the promotion and advancement of secretarialship in the effective governance and efficient administration of commerce, industry and public affairs by the continued development of the study and practice of governance, regulatory compliance, 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 secretarialship, 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 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 the dependants in necessitous circumstances;
   (j) to establish Divisions, Branches and other local organisations of Members or students, in Our United Kingdom and any part of the Commonwealth or elsewhere and to delegate to such organisations such powers as the Institute may think fit;
   (k) to do all other things incidental or conducive to the attainment of the object of the Institute.’

   ‘7. Of the members of the Council of the Institute, one shall be the President and 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 Bye-laws shall direct.’

   ‘8. The Institute shall have a Chief Executive and a Secretary with such functions, tenure and terms of office as the Bye-laws may prescribe and such other officers as the Council of the Institute may from time to time and for such periods with such functions, tenure and terms of office appoint.’

2. Resolve that, subject to such amendments as Her Majesty in Council may require the Institute’s Bye-laws of 23 September 1999 (as from time to time amended) be revoked and that they be replaced by Bye-laws substantially in the form of the draft contained in the schedule hereto.

3. Resolve that the Chief Executive and Secretary, as a matter of course, be authorised to make any corrections of grammatical or typographical errors and be authorised to incorporate any amendments to the Charter and Bye-laws as required by Her Majesty in Council which do not materially affect the intent and meaning of the proposed amendments to the Charter and Bye-laws referred to previously in Resolutions 1 and 2.
Notice of General Meeting

Note not forming part of the resolutions:

Resolution 1 requires a majority of not less than three-fourths of the Members present and voting in order to be passed.
Resolution 2 requires a majority of not less than two-thirds of the Members present and voting in order to be passed.
Resolution 3 requires an ordinary majority of the Members present and voting in order to be passed.

By order of the Council of the Institute,

Simon Osborne
Secretary
1 November 2011
Explanatory note

1. Introduction

Following a strategic review of the Institute’s objectives, an analysis of its governance arrangements and subsequent advice received from Counsel regarding the Institute’s Bye-laws and internal governance structure, amendments are proposed to the Institute’s Charter and Bye-laws, which are required to be adopted by resolution of its Members in general meeting.

It is proposed that the Charter be amended in four places by removing existing Articles 2, 4, 7 and 8 and replacing them with redrafted Articles setting out respectively provisions regarding the Institute’s name, its object, the number of Vice Presidents and the Chief Executive and Secretary.

The majority of the proposed amendments to the Bye-laws are intended to address wording in the existing Bye-laws that is unclear or contradictory, and to correct mistakes. The remaining amendments address certain aspects of the Institute’s governance arrangements, internal management and the composition of the Council. One amendment is the addition of a licentiate status, which is aimed at addressing a particular strategic objective of the Institute.

The attached document highlights all the changes proposed to the current Charter and Bye-laws.

2. Charter proposals

Article 2
It is proposed that Article 2 be deleted and replaced with a new article setting out the Institute’s name as ‘The Institute of Chartered Secretaries and Administrators’ which was adopted in the Supplemental Charter of 1971.

Article 4
It is proposed that Article 4 be deleted and replaced with a new article and sub-clauses which reinterprets the Institute’s object for the 21st century, setting out in modern parlance its mission to ‘promote secretarialship in the effective governance and efficient administration of commerce, industry and public affairs by the continued development of the study and practice of governance, regulatory compliance, risk management and general direction and administration of companies and other bodies,…’. The only change to the existing sub-clauses is the inclusion of the word ‘governance’ in sub-clause (d) to reflect the new terminology in the introductory wording in Article 4.

Article 7
It is proposed that Article 7 be deleted and replaced with a new article limiting the appointment of Vice Presidents by the Council to two. Currently there is no limitation.

Article 8
It is proposed that Article 8 be deleted and replaced with a new article that requires the Institute to have a Chief Executive and a Secretary.

3. Bye-law proposals

The background to the majority of the proposed amendments (the Institute’s governance arrangements, internal management and the composition of the Council) is a review of the Institute’s governance structures, particularly the Council, carried out by Simon Osborne, a Fellow of the Institute and then Head of the Institute’s Board Evaluation Service, in 2005.

Following debate on the report at its meeting in October 2005, the Council resolved to embrace root and branch reform, including a review of the Royal Charter and Bye-laws, so that a reformed International Council would be a body fit to represent the profession in the 21st century. The Council considered several proposals for reform in the three years following its resolution, but could not find a model it felt addressed the key issues going forward. These included, inter alia, the appropriate role of the Council within a devolved and delegated management structure, value for money, the delivery of its mission and safeguarding professional standards and the protection of Institute assets.

By way of background, the United Kingdom, the Republic of Ireland and approximately 50 other countries (Associated Territories) where the Institute has resident Members and students (this group of countries collectively known as UKRIAT), the Institute’s affairs are managed by the United Kingdom Committee (UKC), a standing committee of the Council established by the Bye-laws, whose members are resident Fellows in either the United Kingdom or the Republic of Ireland. In eight countries, the Institute’s affairs are managed in those countries by Divisional Committees of resident Fellows established pursuant to the Bye-laws. Those countries are
The Divisional Committees and boards of the service companies or societies within the Divisions, and UKC as regards UKRIAT, meet at least quarterly to discharge the powers of management of the Institute’s affairs vested in the Divisions or the UKC respectively under the current Bye-laws. In addition, the Council of the Institute has historically met twice in each year, on average for two days on each occasion. Meetings are held at a variety of geographical locations to which each member of the Council, is flown and at which they are accommodated. The Council has 28 members under the Bye-laws, comprising 15 elected representatives from the United Kingdom and the Republic of Ireland, a representative from each Division, and five Past Presidents. Of the elected members (not including the Past Presidents), one serves as President of the Institute and two as Vice Presidents.

In practice, the day-to-day management of the Institute in UKRIAT is delegated to the Institute’s Chief Executive. In the Divisions, it is delegated to the Divisional Committee each of which has (as mentioned above) formed either a third party service company or a society of Members, in each case employing professional staff headed up by a chief executive. The establishment of those service companies or societies to discharge the duties of the Divisional Committees within the relevant territories was authorised at varying times by the Council.

In most cases, the membership of the board of the relevant service company or society is identical with the membership of the Divisional Committee. The Council, and through it, the Divisional Committees, have authorised the boards of the service companies or societies to collect subscriptions from Members of the Institute and fees from students and to retain those subscriptions and fees in exchange for services provided to Members and students in their respective territories. Over the years, the service companies or societies have generated surpluses from their operations, those surpluses being represented by cash and other assets.

Assets created in this way were assumed to belong to the Divisions and, therefore, ultimately the Institute, and it was believed that those assets (and liabilities) should be consolidated into the annual financial report of the Institute to Members, which Chancery Counsel has recently advised the Institute it is required to produce and lay before Members. However, the Institute has also received advice from Chancery Counsel that the effect of the arrangements entered into with the Divisions and service companies and societies is to constitute each service company or society the full legal owner of the assets it holds, and that, as a consequence, these assets do not constitute assets of the Divisions and, therefore, the Institute. As a consequence, the only financial contribution to the Institute from the Divisions is an amount paid on their behalf by the service companies or societies to defray a proportion of the costs of Council and of its Professional Standard Committee (PSC) meetings.

The costs of the Council have largely been underwritten by UKRIAT Members partially offset by the contributions received from the service companies and societies. As part of the process of constitutional reform, the Council considered its own role in the management of the Institute and the cost burden its schedule of meetings and that of its committees placed on the Membership.

In August 2010, the Council agreed to a new basis for calculating the costs of the Council and PSC that would see the costs shared between UKRIAT and the Divisions on a more equitable basis in the future.

The Council also acknowledged that de facto management power as regards the eight countries that are Divisions is and has been for many years with the Divisional Committees (operated on their behalf by the service companies or societies respectively) or UKC in the case of the UKRIAT countries. Almost all the powers of management that the Council could exercise are in fact exercised on its behalf by the Divisional Committees or UKC as the case may be, and through them the executive officers appointed to discharge the management of the Institute’s affairs on a day-to-day basis, such delegation being provided for by the existing Charter and Bye-laws. Accordingly, the Council’s role should focus on ensuring compliance with the constitution and the observance of a common professional standard, the latter in the form of the qualifying scheme and the code of professional ethics and conduct.

The Council having agreed on what its role should be going forward has resolved to propose to the Membership that the Bye-laws be amended to give specific recognition to those matters that are properly the Council’s area of competence (leaving the remainder to the Divisions and UKC as the case may be), and require that it meet face-to-face at least once a year. The Council has also agreed to provide a mechanism for the conduct of Council business between physical meetings by making use of technology to conduct telephonic and video-conference meetings as necessary and to enable members of the Council to vote on matters on which their decision is required. By reducing the frequency of physical meetings of the Council and by making greater use of technology than hitherto, considerable savings in costs are likely to accrue to the benefit of the Institute’s Membership, while in the process streamlining the Institute’s governance so as to make it better reflect the management arrangements that exist. In addition, the effect of the changes is that a greater proportion of staff time can be deployed to more profitable activities directed at growing Membership and revenues of the Institute.

Australia, Canada, China (including Hong Kong), Malaysia, New Zealand, Singapore, South Africa and Zimbabwe. Those Divisional Committees were all established by separate votes of the Council in one form or another at varying dates over the last 20 years. Within each of the Divisions, the Institute’s affairs as delegated to the Divisional Committees are managed by a service company appointed by the Divisional Committee. In Malaysia and Singapore, the management is in the hands of local societies of Members of the Institute.
Bye-law amendments

Proposed amendments to the Bye-laws and their intended effect are described below. The explanations provided relate only to those amendments that introduce new provisions or proposals to remove existing provisions. The draft Bye-laws submitted included a large number of proposed amendments aimed at clarifying the provisions of existing Bye-laws as indicated. The proposed amendments are dealt with in the order they appear in the attached draft.

Bye-law 1.1
The meaning of certain words used in the Bye-laws. Updated to include words and definitions introduced by proposed new Bye-law provisions.

Bye-law 1.2
Updated to reflect renumbered Bye-laws.

Bye-law 2
Restatement of existing bye-law re: standing of the Charter.

Bye-laws 4.1 – 4.3
Restatement of current bye-laws 4 and 5 re: Fellows and Lord Mayor of the City of London.

Bye-laws 5.1 – 5.2
Restatement of current bye-law 6 re: Associates.

Bye-law 6
Restatement of current bye-law re: reduction in qualifying periods for election.

Bye-laws 7.1 – 7.3
Restatement of current bye-law 8 with additional provision for the removal of Honorary Members from the Membership register.

Bye-laws 9, 10, 11, 12, 13, 14, 15 and 16 renumbered as bye-laws 8, 9, 10, 11, 12, 13, 14 and 15
Bye-laws restated to include corrected references to other subsequently re-numbered bye-laws.

Bye-laws 17.1 – 17.3 deleted and replaced with 16.1 – 16.5
Partial restatement of existing bye-law. Proposed bye-law includes explicit statements regarding the use of ‘Chartered Secretary’ and initials denoting Membership and alteration of business stationary etc for resigning Members in Public Practice.

Bye-laws 18 and 19 renumbered as bye-laws 17 and 18
Bye-law includes explicit statements regarding the use of ‘Chartered Secretary’ and initials denoting Membership.

Insert bye-laws 19.1 – 19.7, licentiates
The Council of the Institute is committed to developing a sustainable profession based on open access to its qualification processes. The Chartered Secretary Qualifying Scheme (CSQS) was relaunched in 2010 as a fair access qualification staged over two levels. The relaunched qualification is supported by a fully integrated online student support network.

From November 2010, candidates were required to complete two levels of CSQS modules, Level 1 and Level 2, and examined for the first time in June 2011. Candidates are required to complete both levels in order to qualify for graduate status and be eligible to apply for Membership, with admission to Membership being granted to those graduates who have achieved an appropriate level of relevant experience. The structure of the CSQS is shown on the following page.
Bye-law amendments

CSQS structure

<table>
<thead>
<tr>
<th>Level 2</th>
<th>Chartered Secretaries Case Study</th>
</tr>
</thead>
<tbody>
<tr>
<td>Level 2</td>
<td>Financial Decision Making</td>
</tr>
<tr>
<td>Level 1</td>
<td>Financial Reporting and Analysis</td>
</tr>
</tbody>
</table>

The Institute’s mission, expressed in Clause 4 of the Charter, is to promote good governance and develop opportunities for the profession to add value across all sectors of the economy. In order to pursue its strategy of bringing the profession and the promotion of good governance across all sectors of the economy, it is proposed to introduce an interim level of qualification.

In this regard, it is proposed that a licentiate qualification is created offering the post-nominals LCIS to students that complete Level 1 of the CSQS. Students qualifying as licentiates may remain at the licentiate level but will be encouraged to pursue the CSQS through Level 2 and qualification as a graduate of the Institute and, ultimately, Full Membership (as ACIS) subject to meeting the requirements for adequate practical experience. The introduction of LCIS will allow the profession to adopt a more inclusive approach, by building on its reputation developed in the area of corporate governance over the last 18 years, to promote the theme of excellence in governance across all sectors of the economy – corporate, not-for-profit, NHS and other parts of the public sector – with a view to re-invigorating interest in the profession from these sectors and repositioning the Chartered Secretary as the leading governance profession for all sectors of the economy. Candidates may have the option to undertake a replacement module for the standard Corporate Governance module at Level 1. In the example provided above, the replacement is Health Service Governance, but in future it may also be Local Authority Governance or Charity Governance, or some other variant.

Licentiates would not (unlike ACIS and FCIS) be Chartered Secretaries, but merely licentiates of the Institute, and they would not be entitled to certain usual benefits of Membership, such as the right to receive notice of and attend and vote at general meetings, although they would be entitled to receive the professional magazine and would be subject to the Institute’s disciplinary procedures. The post-nominals LCIS would be retained over the life of the candidate’s studentship if continuing through the ICSA Chartered Secretary Qualifying Scheme or on the payment of an annual subscription.

The inducement to progress to Level 2 will be the status of Chartered Secretary, a status that the Institute will continue to promote to employers as the appropriate level of qualification to progress to or continue to hold board secretary or equivalent positions.

Bye-law 23.1 renumbered as bye-law 20, the Council and the extent of its responsibilities

The Council limits its powers of management of the Institute’s affairs as discussed above and as already reflected in Clause 17 of the current Charter and bye-laws 34 – 37 under which it has devolved those powers to the Divisions or United Kingdom Committee as the case may be. Recognising an inconsistency in the wording of the current Bye-laws, the Council has agreed that the powers of management of UKC in current bye-law 34 should be amended to mirror precisely the powers that reside in the Divisions, and Bye-law amendments to give effect to those changes are noted in the additional memorandum included herewith (see further below).

Consequently, the Council’s powers will be restricted to the following matters:

(a) constitutional proposals including amending the Charter and Bye-laws (subject always to the approval of Members and Her Majesty in Privy Council);
(b) qualification standards-setting and its maintenance and assurance (the latter conducted on behalf of the Council through PSC) and the creation of schemes such as licentiate and affiliates;
(c) the election of Members (this power is already vested in the Divisions and UKRIAT);
(d) the election of Honorary Members;
(e) the establishment of Divisions – in this regard, the proposed new Bye-laws make clear that no further Division can be established under arrangements whereby (other than in the ordinary course of business) the beneficial interest in the Institute’s cash flows (or the property into which they are invested) may become the property of a legal or natural person other than the Institute;
(f) oversight of the manner in which UKC and Divisional Committees discharge the functions delegated to them pursuant to the Bye-laws;
(g) the setting of professional standards and the maintenance of discipline, including the arrangements for Disciplinary Tribunals;
(h) oversight of the protection of ICSA’s intellectual property (in effect carried out by the United Kingdom Committee).

**Bye-laws 23.2 – 23.3 renumbered as 21.1 – 21.3**

It is proposed to make changes to the composition of the Council aimed at reducing its size, so as to make meetings more manageable and reduce costs.

The Council’s interpretation of bye-law 23.3 allows the Members living in the United Kingdom and Republic of Ireland to elect two more Council members than the number of Council members living in Divisional Territories plus the number of Past Presidents serving on the Council. The Council currently consists of 28 members made up as follows:

- one member elected by Members in each of the Institute’s eight Divisional Territories;
- up to five Past Presidents;
- 15 members elected by Members in the United Kingdom and Republic of Ireland.

The proposed bye-law is aimed at reducing the number of Past Presidents serving in an *ex officio* capacity on the Council from five to two. The effect of the change will also require the UK to reduce the number of its members serving on the Council by three. The overall effect will be to reduce the size of the Council from 28 to 22 members.

The proposed bye-law 21.2 also extends voting rights in Council elections to those Members in overseas territories that are not designated as Divisions. This amendment is also included in the restated bye-law 21.1 (e) (new numbering).

**Bye-laws 27.1 – 27.4 renumbered as 22.1 – 22.4**

**Insert bye-law 22.5**

Chairmanship of the Council requires the President to be impartial. The proposed bye-law addresses concerns raised by Divisional Members that a Division effectively loses their advocate on Council if the President is elected by Councillors from amongst those members elected to the Council by Members in a Division. The appointment of an alternate in the same circumstances for a United Kingdom, Republic of Ireland and Associated Territories elected member of the Council is not considered to be a crucial issue given its majority representation on the Council.

**Bye-laws 24.1 – 24.3 renumbered as 23.1 – 23.3**

Bye-law partially restated with the inclusion of additional provisions for voting in Council elections in Associated Territories (bye-law 23.1) and electronic voting conducted by external agencies (bye-laws 23.2 – 23.3). It is proposed that existing provisions included in the Bye-laws adopted in 1999 which were directed at easing the transition of the Council’s composition from pre to post adoption of the Bye-laws in 1999 be removed. The provisions no longer have any effect on the composition of the Council and accordingly are spent and serve no purpose.

**Bye-law 25, 26 and 27 renumbered as 24, 25 and 22**

**Bye-law 28 deleted**

**Bye-law 30 renumbered as 26**

**Bye-law 29 renumbered as 27**

**Bye-laws 31.1 – 31.2 renumbered as 28**

Bye-law restated with the inclusion of a new clause (d) regarding disqualification from the Council for any Councillor failing to attend three consecutive meetings. Bye-law 31.2 deleted.

**Bye-laws 32.1 – 32.2 deleted and replaced with 29.1 – 29.4**

The proposed new Bye-laws set out the powers of the Council to create committees and to delegate and revoke any of its powers to committees as it sees fit, and provides for flexibility of operation in terms of process and physical and electronic meetings.
Bye-law amendments

Bye-law 33 deleted and restated as bye-laws 30.1 – 30.2
The proposed bye-law 30.1 restates the deleted bye-law 33 and extends the right of attendance at a Council meeting to other officers of the Institute appointed by Divisional Committees. Bye-law 30.2 precludes a former Chief Executive of the Institute or Division from standing for election to the Council for a period of two years.

Bye-laws 34.1 – 34.3 deleted and replaced with 31.1 – 31.9
Bye-law 31 (as renumbered) as proposed is intended to make clear that the UK Committee has responsibility for managing all aspects of the Institute’s operations in the UK, Republic of Ireland and Associated Territories (‘UKRIAT’). This reinstates provisions which were included in the Bye-laws before their amendment in 1999. The amendments made in 1999 inadvertently removed provisions allowing the UK Committee to manage operations and assets effectively and, so, introduced a degree of ambiguity that this amendment is intended to remove.

Bye-laws 35.1 – 35.2 renumbered as 32.1 – 32.2
Bye-law 32.1 includes new provisions restricting the consideration of the creation of new Divisions to a physical meeting of the Council and restricts a new Division’s powers to dispose of assets.

Bye-laws 36.1 – 36.5 restated as 33.1 – 33.7
Including new provisions, bye-laws 33.4 and 33.5, to enable Divisional Committees to co-opt members. The provisions mirror those proposed for the UK Committee.

Bye-laws 37.1 – 37.3 renumbered and restated as 34.1 – 34.3

Bye-law 20 renumbered as bye-law 35

Bye-law 21.1 – 21.4 restated as bye-laws 36.1 – 36.4

Bye-law 22.1 – 22.4 renumbered as 37.1 – 37.4
In 1995, the Institute introduced a special examination entry scheme for mature candidates for Fellowship aimed at attracting eminent practitioners to the profession who would not otherwise pursue qualification, but who have established by their office and prior experience that they would have reached a professional standard at least equivalent to the highest grade of Institute Membership (FCIS) had they already passed the Institute’s examinations. The scheme has been used sparingly and is not intended to be used to increase Membership numbers. It is designed to attract into the profession those who, through their experience, occupational standing or sustained contribution to the Institute’s work, could give service to the Institute by contributing (or continuing to contribute) to its work and promote its objectives in the public arena.

Under the special examination entry scheme, candidates are exempt from written examinations but must take an oral examination.

The purpose of the amendment is to clarify and regularise this route into Membership.

Bye-laws 62.1 – 62.5 restated and renumbered as 38.1 – 38.5
The restated bye-law reflects the proposed amendment to Clause 8 of the Charter that provides for the appointment of a Secretary and a Chief Executive by the Council (bye-law 38.2, as renumbered). Bye-laws 38.3 and 38.4 permit the United Kingdom Committee to delegate operational control of staff terms and conditions to the Chief Executive subject to controls and safeguards it wishes to impose. The United Kingdom Committee defines the extent of the Chief Executive’s authority in a scheme of delegation which is reviewed on an annual basis. This bye-law would only have an effect in respect of the operations managed by the United Kingdom Committee.

Bye-laws 38.1 – 38.2 renumbered as 39.1 – 39.2

Bye-law 39 deleted and replaced with bye-law 40
Bye-law 40 sets out the minimum frequency with which the Council must meet in person in any one calendar year and includes provisions for holding other meetings by any electronic means of communication which permits instantaneous exchange of views.

Bye-law 40 renumbered as 41
Bye-laws 41.1 – 41.4 renumbered as 42.1 – 42.4
Bye-law 42.1 includes provisions for Council meetings to be conducted electronically and 42.2 allows for the passing of written resolutions by 75% of the Council members.

Bye-laws 42 and 43 renumbered as 43 and 44

Bye-laws 44.1 – 44.6 restated as 45.1 – 45.9
The restated bye-laws contain new provisions (bye-laws 45.1, 45.3 and 45.4) that serve to clarify the right of Members to attend a general meeting wherever they reside, the form of distribution of a notice and the Council’s ability to call a meeting at any time, respectively.

Bye-laws 45, 46, 47, 48, 49 and 50 renumbered as 46, 47, 48, 49, 50 and 51

Bye-law 51.1 deleted and replaced with bye-laws 52.1 – 52.4
The proposed bye-laws set out enabling powers for the Council to direct postal votes and make arrangements for such votes to be carried out by electronic means through third party service providers.

Bye-laws 51.2 – 51.8 renumbered as 52.5 – 52.11

Bye-laws 52 and 53 renumbered as 53 and 54
Renumbered bye-laws include provision for electronic voting and distribution of notices.

Bye-laws 54.1 – 54.4 deleted and replaced with bye-laws 55.1 – 55.4

Bye-laws 54.5 – 54.8 renumbered as 55.5 – 55.8
The proposed amendments (bye-laws 55.1 – 55.3) are aimed at removing discrepancies and inconsistencies which emerged in the practical operation of the Institute’s Bye-laws.

Bye-laws 55.5 – 55.8 are amended for clarity

Bye-laws 55.1 – 55.3 are deleted

Insert bye-law 56
Sets out provisions regarding the participation of Council members and the Chief Executive of the Institute or a Division (if a Member) who is the subject of a complaint in Council proceedings in connection with anything related to the complaint.

Bye-laws 56.1 and 56.2 are deleted, bye-laws 56.3 – 56.10 are renumbered as 57.1 – 57.8
The provisions that were in the deleted bye-laws 56.1 and 56.2 now appear in 55.3 (as renumbered).

Bye-laws 57.1 – 57.8 have been amended to include their application to Honorary Members.

Bye-law 57 is renumbered as bye-law 58

Bye-laws 58.1 – 58.10 are renumbered as 59.1 – 59.10
The renumbered bye-laws include proposals to alter significantly the appeal process set out in the current bye-laws 58.1 – 58.10. The proposed bye-laws provide a process for the review of disciplinary matters by an appeal tribunal, including the consideration of new evidence not available earlier in the process. The new provisions replace existing provisions which required that matters raised in respect of an appeal require that the case be dealt with de novo at the appeal stage.

Bye-law 60 is deleted and replaced with bye-laws 60.1 – 60.4
The proposed bye-laws set out a framework for transparency when dealing with expenses incurred by Members on Institute business and obligations regarding the disclosure of pecuniary interest for consideration by the Council.

Bye-laws 59.1 and 59.2 are renumbered as bye-laws 61.1 and 61.2
Bye-law 59.2 is deleted and replaced with 61.2 setting out the obligation of the United Kingdom Committee to produce the Institute’s audited accounts and Divisional Committees’ obligation to provide an annual report to the Chief Executive to facilitate the preparation of consolidated accounts provided by the United Kingdom Committee.

Bye-laws 61.1 – 61.3 are renumbered as bye-laws 62.1 – 62.3
Bye-law amendments

Bye-law 64 is restated for clarity and to reflect new Bye-law provisions proposed elsewhere

Bye-law 66
It is proposed that the bye-law is amended for clarity and to restrict the circumstances in which Member’s details may be provided to third parties.
The Institute of Chartered Secretaries and Administrators

Charter and Bye-laws

ICSA

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 to 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-three and One thousand nine hundred and sixty-four.

And whereas the Institute has presented an humble Petition unto Us praying that We would be graciously pleased to grant it a new Charter:

Now therefore know ye that We having taken the said Petition unto Our Royal Consideration by virtue of Our Prerogative Royal and moved thereto by Our desire to further the object of the Institute for Ourself, 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 ‘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 in the effective governance and efficient administration of commerce, industry and public affairs by the continued development of the study and practice of governance, regulatory compliance, 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 Our United Kingdom and any part of the Commonwealth or elsewhere and to delegate to such organisations such powers 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 or 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 or make any profit out of his Membership except in the case of and as a salaried officer of the Institute.

6 The management of the Institute shall be vested in a Council (hereinafter referred to as ‘the Council’) constituted as prescribed by the Bye-laws for the time being of the Institute (hereinafter referred to as the ‘ Bye-laws ’) 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 Bye-laws expressly required to be exercised by the Institute in general meeting.

7 Of the members of the Council of the Institute, one shall be the President and 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 Bye-laws shall direct.

8 The Institute shall have a Secretary with such functions, tenure and terms of office as the Bye-laws may prescribe and such periods and such other officers as the Council of the Institute may from time to time appoint.

9 Unless and until the Bye-laws shall otherwise provide, there shall be two classes of Members of the Institute termed respectively Fellows and Associates.

10 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 Bye-laws he shall have passed such qualifying examinations as shall be prescribed by the Bye-laws: 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 the Bye-laws.

11 The qualifications, examination, election, privileges and obligations of Fellows and Associates and conditions governing Membership shall be such as the Bye-laws shall direct.

12 The Council shall have power respecting each person proposed for election as a Fellow, or an Associate, to decide conclusively whether he has or has not fulfilled the conditions applicable to his case.
13 A Member shall be entitled to call himself Chartered Secretary; a Fellow may use after his name the initials ‘FCIS’ and an Associate may use after his name the initials ‘ACIS’.

14 All Members of the Institute shall, subject to any conditions imposed by the Bye-laws, be entitled to be present and vote at general meetings and to take part in the discussion of business thereat.

15 The Council may elect any person of distinction or one who has rendered outstanding service to the Institute to be an Honorary Member of the Institute subject to that person’s consent; Honorary Members shall have such privileges and obligations and be subject to such conditions as the Bye-laws may prescribe.

16 The Bye-laws of the Institute in force at the date of this Our Charter shall in so far as they do not conflict with the provisions of Our Charter remain in force as the Bye-laws of the Institute unless and until revoked, amended or added to in manner hereinafter provided.

17 The Council shall have power from time to time to make such Bye-laws 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 Bye-law. Provided that no such Bye-law, revocation, amendment or addition shall take effect until the same has been approved by resolution passed by a majority of not less than two-thirds of the Members present and voting at a general meeting of the Institute, of which due notice in writing shall have been given of the nature of the business to be considered, and has been 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.

18 The Institute may by resolution passed by a majority of not less than three-fourths of the Members present and voting at a general meeting of the Institute, 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.
The meaning of the Bye-laws

The meaning of certain words used in the Bye-laws

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

<table>
<thead>
<tr>
<th>Words</th>
<th>Definitions</th>
</tr>
</thead>
<tbody>
<tr>
<td>Associated Territories</td>
<td>Countries where Members live which are not in a Division. But this does not include the United Kingdom and the Republic of Ireland.</td>
</tr>
<tr>
<td>Charter</td>
<td>The Royal Charter of 22 June 1966 (as amended under Article 18, 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.</td>
</tr>
<tr>
<td>electronic transmission</td>
<td>A communication transmitted: a) by means of an electronic communications network; or b) by other means, but while in electronic form.</td>
</tr>
<tr>
<td>Institute</td>
<td>The Institute of Chartered Secretaries and Administrators.</td>
</tr>
<tr>
<td>in writing</td>
<td>Includes electronic transmission.</td>
</tr>
<tr>
<td>Institute’s laws</td>
<td>The Charter, the Bye-laws and any rules, regulations and codes of conduct made under them, which are from time to time in force.</td>
</tr>
<tr>
<td>previous Bye-laws</td>
<td>The Bye-laws of the Institute which were replaced by these Bye-laws.</td>
</tr>
<tr>
<td>United Kingdom</td>
<td>The United Kingdom is treated as including the Channel Islands and the Isle of Man.</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Names and titles</th>
<th>Bye-law where they are defined</th>
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</thead>
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<td>Affiliated persons</td>
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<td>Appeal Tribunal</td>
<td>55.1</td>
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<td>Associate</td>
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<td>Chief Executive</td>
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<td>Council</td>
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<td>Delegation Agreement</td>
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<td>Division</td>
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<td>Divisional Committee</td>
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<tr>
<td>Disciplinary Tribunal</td>
<td>55.1</td>
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<tr>
<td>Fellow</td>
<td>4</td>
</tr>
<tr>
<td>Graduate</td>
<td>8</td>
</tr>
<tr>
<td>Honorary Member</td>
<td>7</td>
</tr>
<tr>
<td>Investigation Group</td>
<td>55.1</td>
</tr>
<tr>
<td>Member in Public Practice</td>
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<tr>
<td>President and Vice Presidents</td>
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<tr>
<td>Scrutineers</td>
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<tr>
<td>Secretary</td>
<td>38</td>
</tr>
<tr>
<td>United Kingdom Committee</td>
<td>31</td>
</tr>
</tbody>
</table>
1.3 Words that refer to a single number also refer to plural numbers, and the other way around.

1.4 Words that refer to men also refer to women.

1.5 The headings and sub-headings in the Bye-laws are only included for convenience. They do not affect the meaning of the Bye-laws.

1.6 Where the Bye-laws give any power or authority to anybody, this power or authority can be used on any number of occasions, unless the context does not allow this meaning.

1.7 Where the Bye-laws refer to months or years, these are calendar months or years.

1.8 Where the Bye-laws refer to passing or making regulations, Bye-laws and rules, this includes making, altering, amending, adding to, and revoking them.

The Charter

The standing of the Charter

2 If there is any inconsistency between these Bye-laws and the Charter, the Charter has priority.

Members, graduates and affiliated persons

Types of Members

3 The Institute's Membership is made up of Fellows, Associates and Honorary Members.

Fellows

4.1 Fellows shall be elected by the Council and every candidate for election to Fellowship shall comply with the following conditions:

(a) he must have passed the Institute's examinations from which he is not exempt;
(b) he must satisfy the Council that, considering his character and his position, he is fit and proper to be elected;
(c) his main occupation for at least eight years in total, and for three years in the last ten years, must have:
   (i) been a secretary or assistant secretary; or
   (ii) been a senior executive or in an administrative position that, in the Council's opinion, has at least the same status as a secretary or assistant secretary; or
   (iii) been a senior academic in a university or other higher or further education body; or
   (iv) been a Member in Public Practice; or
   (v) he 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 one or more organisations that, in the Council's opinion, justifies electing the person as a Fellow; and
(e) he must give the Council any information it requires about his duties and any organisation he has served.

4.2 The eight year period specified in paragraph (c) above can be reduced by the Council by up to three years; see bye-law 6.

4.3 The Council may elect the Lord Mayor of the City of London as a Fellow. The Lord Mayor is treated as having the qualifications required to be elected a Fellow.
Associates

5.1 Associates shall be elected by the Council and every candidate for election to Associateship shall comply with the following conditions:

(a) he must have passed the Institute’s examinations from which he is not exempt;
(b) he must satisfy the Council that, considering his character and position, he is fit and proper to be elected;
(c) his main occupation for at least six years, or for periods totalling at least six years, must have been in one or more positions that are relevant to the profession of Chartered Secretary; or he must have completed some other professional development that the Council recognises and decides is appropriate; and
(d) he must give the Council any information it requires about his duties and any organisation he has served.

5.2 The six year period specified in paragraph (c) above can be reduced by the Council by up to three years; see bye-law 6.

The Council can reduce the qualifying periods for election

6 The Council can reduce the eight and six year periods in bye-laws 4 and 5 respectively by up to three years where a person has:

(a) a degree from a university which the Council considers of suitable academic standing;
(b) a diploma or other certificate which is nationally recognised as being equivalent to a degree from such a university;
(c) a professional qualification which the Council recognises as justifying the reduction; or
(d) completed any other professional development that the Council decides justifies a reduction.

Honorary Members

7.1 The Council may elect Honorary Members as set out in Article 15 of the Charter.

7.2 An Honorary Member (in his capacity as an Honorary Member):

(a) shall not be liable to pay any fee or subscription to the Institute; and
(b) has the same Membership privileges as 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.

7.3 The Council may by a resolution passed by a majority of not less than three-fourths of the Members present and voting at a meeting, remove a person from Honorary Membership for good cause. The meeting must have been called with notice of the proposal to be voted on.

Graduates

8.1 When a person has passed the Institute’s examinations that apply to him, he becomes a graduate unless he declines in the three months after the Institute notifies him that he has passed. The Council can fix a different period.

8.2 A graduate is not a Member of the Institute, and is not entitled to attend or vote at any general meetings.

8.3 A graduate is, however, subject to the same disciplinary rules as a Member.

8.4 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.

8.5 While he is a graduate, a person can describe himself as a graduate of the Institute, and use the letters ‘Grad.ICSA’ after his name. However, he must not describe himself as a Chartered Secretary. A graduate is entitled to a certificate stating that he is a graduate.
Moving on from being a graduate

9.1 Every graduate should apply to become either an Associate or a Fellow within ten years of becoming a graduate.

9.2 The Council will consider the case of every graduate who does not meet the requirements to become an Associate or a Fellow (set out in bye-laws 4 and 5) within the ten years to decide whether they can, or cannot, continue to be graduates. The Council can impose conditions for a person to continue as a graduate.

People who cannot become Members

10 The following people are automatically prevented from becoming Members, unless the Council makes an individual exception:

(a) those who have declined to become graduates;
(b) those who do not pay an annual subscription for being a graduate; and
(c) those who are not permitted by the Council to be graduates under bye-law 9.2 or under the Bye-laws dealing with discipline.

Membership application forms

11 Applications for Membership must be made to the Council on the form it approves. The form must be fully completed and sent with the correct fees.

Professional conduct

12 For as long as a person is a Member, he must observe strictly the standards of professional conduct which the Council requires under Article 4 (e) of the Charter and the Institute's other laws. The application form referred to in bye-law 11 will contain a declaration to this effect.

Membership certificates

13.1 When a Fellow or Associate is elected, he is entitled to receive a Membership certificate, which he can keep while he is a Member.

13.2 Membership certificates will be in the form decided on by the Council, and they belong to the Institute at all times. Certificates must be returned to the Institute when a person is no longer a Member, unless the Council agrees otherwise.

Members must give the Institute their details

14 Members must give the following details to the Secretary, and tell him of any changes:

(a) their home and business addresses, telephone numbers and e-mail addresses;
(b) their official or employment positions; and
(c) any other information that the Council reasonably requires.

Fees and subscriptions

15.1 The Council shall fix and vary the rates, subscriptions, fees and other levies and payments from Members, students and others contributing to the income of the Institute.

15.2 Members, students and others who are liable must promptly pay subscriptions and other money due under any regulations made by the Council.
Resigning Membership

16.1 Any Member who does not owe any money to the Institute can resign by writing to the Institute. He must return his Membership certificate with his resignation, unless the Council agrees otherwise.

16.2 A Member who resigns is not entitled to describe himself as a Chartered Secretary or use the initials denoting Membership of the Institute.

16.1 Any Member who is also a Member in Public Practice must in the event of resignation return his practising certificate and confirm in writing that all business stationery, websites and advertising have been altered to remove reference to Membership of the Institute or any implication of Membership of the Institute.

16.4 The Council will refuse to accept a resignation where the Institute’s disciplinary bodies are considering a Member’s conduct (under bye-laws 55 – 59).

16.5 A Member who resigns is not entitled to any refund of his subscription.

Re-electing Members

17. To be re-elected as a Member, a person must comply with the Bye-laws and any other conditions that the Council decides to require on a case-by-case basis.

Members who do not pay their subscriptions

18.1 If a Member does not pay his subscription when it is due his Membership will lapse, and his name will be removed from the Membership register. A grace period of up to six months may be allowed by the Council at its discretion. The Member will remain liable for the amount he owes even though his Membership lapses. The Council can make general, special or individual exceptions to this Bye-law by passing a resolution.

18.2 Where the disciplinary bodies are considering a Member’s conduct, his Membership will not lapse under this Bye-law until the procedure is complete.

18.3 If a Member has allowed his Membership to lapse, he is not entitled to describe himself as a Chartered Secretary or use the initials denoting Membership of the Institute.

Licentiates

19.1 Rules under bye-law 23.2 may make provision for persons to whom the rules apply to become licentiates on passing or being granted a credit in respect of a specified part of the Institute’s examinations.

19.2 Where a person to whom rules making provision under bye-law 11.1 apply has passed or been granted a credit in respect of the part of the examinations specified for the purposes of this Bye-law, he may, on application to the Council, become a licentiate.

19.3 A licentiate is not a Member of the Institute and is not entitled to receive notice of, attend or vote at any general meetings.

19.4 A licentiate is, however, subject to the same disciplinary rules as a Member.

19.5 A licentiate must pay an annual subscription at a level decided by the Council, but this must not be more than the subscription for graduates.

19.6 While he is a licentiate, a person can describe himself as a licentiate of the Institute and use the letters ‘LCIS’ after his name. However, he is not and must not describe himself as a Chartered Secretary or a graduate. A licentiate is entitled to a certificate stating that he is a licentiate.

19.7 Once a person has passed all the Institute’s examinations that apply to him, he ceases to be a licentiate and bye-laws 9 and 10 apply to him.
The Institute’s management

The Council

20.1 Because the Institute is incorporated in the United Kingdom by Royal Charter, its ultimate control must be 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 Bye-laws:

(a) the exercise of the power conferred on the Council by Article 17 of the Charter to make, revoke, amend or add to any Bye-law;
(b) qualification standards-setting and its maintenance and assurance including the making, altering, amending or revoking of rules relating to the examinations of the Institute including exemptions under bye-law 37.2 and the creation of schemes such as licentiate and affiliates;
(c) the election and admission of persons to the register pursuant to bye-laws 4 and 5 which is delegated to the United Kingdom Committees and the Divisional Committees;
(d) the election of Honorary Members;
(e) the establishment and dissolution of Divisions pursuant to bye-law 32.1;
(f) oversight of the manner in which the United Kingdom Committee and each Divisional Committee (respectively established pursuant to bye-laws 31.1 and 33.1) discharges functions delegated to them under these Bye-laws;
(g) setting, regulating and monitoring of professional standards including disciplinary regulations made under bye-law 55.3;
(h) oversight of the protection of ICSA's intellectual property the exercise of which function is delegated to the United Kingdom Committee.

Composition of the Council

21.1 The Council consists of:

(a) the President, who is elected from the Council members;
(b) the two most recent Past Presidents who are eligible and willing to be members of the Council (bye-law 28 explains who is not eligible);
(c) one eligible Fellow, who lives in a Division, elected by Members living in the Division, if less than 10,000 Members normally live there;
(d) two eligible Fellows, who live in a Division, elected by Members living in the Division, if 10,000 or more Members normally live there; and
(e) the number, set by bye-law 21.2, of eligible Fellows, who live in the United Kingdom or the Republic of Ireland, elected by Members in the United Kingdom, Republic of Ireland and Associated Territories.

21.2 Members living in the United Kingdom, the Republic of Ireland and Associated Territories will elect two more Council members than the total number of Council members elected by Members living elsewhere.

21.3 Members of the Council, UK Committee or a Divisional Committee have collegiate responsibility for any decisions properly made by the Council or Committee whether or not they agreed with the decision or vote for or against it. Accordingly, a decision of the Council or Committee is binding on all members of the Council or Committee and can only be varied or rescinded in accordance with the regulations or directions/standing orders established by the Council or Committee.

President and Vice Presidents

22.1 The President and Past Presidents on the Council (‘the Nomination Committee’) will nominate a President and any Vice Presidents for two years, for the Council’s approval.

22.2 The Council will then decide whether to elect the President or any Vice Presidents nominated by the Nomination Committee. If the Council does not elect the nominated person, the Nomination Committee can nominate another person, and so on.

22.3 The Council will pass regulations setting out who is eligible to be a President and Vice Presidents, the terms which apply to them (including how long they will serve) and the election procedure.

22.4 The Council can fill any vacancy for the remainder of the original term of office.
22.5 If the President elected by the Council has been elected to the Council by Members living in a Division, the President may appoint an alternate from amongst the members of the Council or the Divisional Council of the Division which elected him to the Council subject to the following conditions:

(a) The President may not act as an alternate for other members of the Council.
(b) Where an alternate is appointed, the President shall not be entitled to a vote on any matter before the Council.

Elections

23.1 The principles which must be followed in elections to the Council are:

(a) each Member has one vote;
(b) candidates must be eligible Fellows (see bye-law 28);
(c) each candidate must be nominated by a proposer and seconder, or by a Divisional Committee;
(d) voting is by secret ballot in the United Kingdom, Republic of Ireland and Associated Territories;
(e) the preferred way of voting is by secret ballot in the Divisions, but the Divisional Committee can decide that voting will be at a general meeting instead; and
(f) the period of office starts from 1 January.

23.2 The Council will regularly review the electoral system. It can make regulations for Council elections that are consistent with the principles set out in bye-law 23.1. Such regulations may provide for electronic voting and communication of ballot papers and information in electronic form.

23.3 The Council shall have the power to authorise, appoint, engage or otherwise contract with one or more agents on such terms and conditions as it thinks fit to conduct the Council elections provided that the principles set out in bye-law 23.1 are applied.

Period of office

24.1 Elected Council members hold office for three years. Council members can be elected for a second term of three years. After a second elected term, a Fellow can only be re-elected after being out of office for a year. Service under bye-law 27 is not taken into account for the limits in this Bye-law. Nor do these limits apply to Past Presidents serving under bye-law 21.1.

24.2 A Vice President shall, upon his election and during his term of office, continue to serve as a member of the Council, notwithstanding that his term of office as a Council member would otherwise expire, provided that his Division or the United Kingdom Committee, as the case may be, accept that the person elected as a Vice President, shall continue to be the Territory’s member on the Council.

24.3 If a member of the Council has been elected President, Treasurer and Vice President, or Vice President of the United Kingdom Committee but his term of office as a Councillor expires before or while he occupies any of the aforesaid offices he is treated as being re-elected to the Council for the duration of his appointment to office and bye-law 24.1 does not apply.

Alternate Council members

25.1 Every Council member can appoint an alternate, who must be a Fellow. The Council must make rules for appointing alternates and for their service and voting rights.

25.2 At the start of every Council meeting, the Secretary will give the names of Council members who have appointed alternates, and the names of the people who have been appointed.

25.3 If, at the start of a Council meeting, any Council member elected for the United Kingdom and the Republic of Ireland is not present and has not appointed an alternate, the other members elected for the United Kingdom and the Republic of Ireland can choose one of themselves to be the alternate for all of those absent Council members. Anybody appointed in this way will have the same power as if he was appointed by the absent Council member to act for the whole meeting.
Resigning from the Council

26 A Council member can resign by writing to the Secretary. His resignation will take effect 30 days from receiving his resignation, or earlier if the Council agrees.

Vacancies

27 The United Kingdom Committee and Divisional Committees can fill any vacancy (except the President or Vice President) by nominating an eligible Fellow to serve on the Council for the remainder of the original term (by-law 28 explains who is not eligible).

Disqualification from the Council

28 A Fellow ceases to be a Council member in any of the following circumstances:

(a) when the term he was elected for ends;
(b) if he ceases to be a Member of the Institute, or if he is suspended or excluded from the Institute;
(c) if the Council has passed a resolution to that effect at a meeting where at least two-thirds of the members are present (whether or not they vote). The meeting must have been called with notice of the proposal to be voted on, and there must have been a majority of at least three-quarters of the members who were present and who voted; and
(d) if he has failed to attend three consecutive meetings of the Council without the Council’s consent.

Committees

29.1 The Council can appoint committees and may delegate any of its powers, authorities or discretions to committees consisting of such person or persons (whether members of the Council or not) or to such person or persons (whether members of the Council or not) and 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.

29.2 Subject to these Bye-laws and to any terms and conditions imposed by the Council, any Committee may meet for the dispatch of business, adjourn and otherwise regulate its proceedings as it thinks fit. A Committee shall be deemed to meet if, notwithstanding that the members of the Committee are in separate locations, they are nonetheless linked by conference telephone, conference video link or other communication equipment which allows those participating to hear and speak to each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

29.3 Insofar as any power, authority or discretion is delegated to a Committee pursuant to these Bye-laws, any reference in these Bye-laws to the exercise by the Council or Committee of the power, authority or discretion so delegated shall be construed as if it were a reference to the exercise thereof by such Committee.

29.4 People who are not Members of the Institute must not account for more than one-third of the members on any committee. The President and Vice Presidents are automatically members of every committee.

Chief Executives

30.1 The Chief Executive of the Institute, and the Chief Executive of each Division or another executive appointed by the Divisional Committee, is entitled to attend and speak at Council meetings, but not to vote.

30.2 A Member who is also a former Chief Executive of the Institute, or of any of the Divisions, shall not be eligible to stand for election to the Council for two years after he has ceased to be an employee.
The United Kingdom Committee

31.1 The United Kingdom Committee is a standing committee of the Council. It manages the Institute’s affairs in the United Kingdom, the Republic of Ireland and the Associated Territories.

31.2 Subject to bye-law 31.5, the United Kingdom Committee has authority from the Council to carry out the responsibilities of the Council set out in bye-law 31.3 regarding the affairs of the Institute in the United Kingdom, the Republic of Ireland and Associated Territories.

31.3 The responsibilities of the Council for which the United Kingdom Committee has authority in the countries set out in bye-law 31.2 are:

- setting, marking and grading the Institute’s examinations under bye-law 37.1;
- making, amending and revoking rules concerning the Institute’s examinations under bye-law 37.2;
- electing and admitting Fellows, Associates, graduates and licentiates of the Institute under bye-laws 4, 5, 6, 7, 8, 9 and 11.

31.4 The United Kingdom Committee also has authority from the Council to carry out the responsibilities of the Council in the United Kingdom, Republic of Ireland and Associated Territories in administering the affairs of the Institute in those countries 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, and controlling all assets, liabilities, income and expenditure of the Institute in or related to those countries.

31.5 The Council cannot delegate and remains responsible for:

(a) its functions under bye-law 37.3;
(b) its functions under bye-law 20.1 except that it may delegate functions relating to the management of the Institute’s business and affairs.

31.6 The United Kingdom Committee may at any time co-opt not more than one Fellow who is eligible to serve as a member of the Committee for such period as the Committee may specify at the time of co-option.

31.7 A co-opted member of the United Kingdom Committee shall not be entitled to vote or take any part in a decision to co-opt a member under bye-law 34.6.

31.8 The United Kingdom Committee can make regulations about its own composition, procedure and business, which can include the power to set up committees, but the United Kingdom Committee must include the Council members elected by the Members living in the United Kingdom and the Republic of Ireland. These regulations must be approved at a general meeting of the Members in the United Kingdom Committee’s constituency.

31.9 Bye-laws 23 – 28 also apply to the United Kingdom Committee (read with any necessary changes to make them apply).

Divisions

32.1 The Council can designate a country, or group of countries, as a Division. To do this, it must appear to the Council that enough Members live there so that a Divisional Committee of Members should manage the interests of the Institute and its Members locally. Notwithstanding the provision of any other Bye-law, a Division may only be designated by the Council at a physical meeting of the Council convened in accordance with bye-law 39. Subsequent to the adoption of these Bye-laws and notwithstanding anything to the contrary in bye-law 34.2, any new Division so established by the Council cannot (otherwise than for value in the ordinary course of business) transfer, dispose of or otherwise assign any assets (including money) to a legal or natural person in any circumstances where the beneficial interest in those assets (including money) ceases to belong to the Institute of Chartered Secretaries and Administrators.

32.2 The Council will decide on the constitution and powers of a Division, and set these out in a Delegation Agreement.
### Divisional Committees

33.1 If the Council sets up a Division, the Institute's affairs there will be run by a Divisional Committee. A Divisional Committee is a committee of the Council, and it is elected by the Members in the Division, from Members living in that constituency. Bye-law 34 sets out the powers of a Divisional Committee.

33.2 The Members of the Division will decide on how many elected members of the Divisional Committee there should be by passing a resolution at a general meeting of the Division.

33.3 In addition to the elected members, the most recent Past Presidents of a Divisional Committee who are willing to continue will be members of a Divisional Committee. At least two, and no more than five Past Presidents will serve, as decided by the Divisional Committee.

33.4 A Divisional Committee may at any time co-opt not more than one Fellow to serve as a member of the Committee for such period as the Committee may specify at the time of co-option.

33.5 A co-opted member of a Divisional Committee shall not be entitled to vote or take any part in a decision to co-opt a member under bye-law 33.4.

33.6 A Divisional Committee can make regulations about its own procedures and business, which can include the power to set up committees. These regulations must first be approved by the Council before being put to the constituency Members for approval.

33.7 Bye-laws 23 – 28 also apply to Divisional Committees (read with any necessary changes to make them apply).

### Delegation Agreements

34.1 A written Delegation Agreement 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 the Bye-laws; and
(b) details of the powers which are delegated to the Division.

34.2 A Divisional Committee may be given responsibility, in a Delegation Agreement, for any of the following:

(a) setting, marking and grading the Institute's examinations in its Division under bye-law 37.1;
(b) marking, amending and revoking rules concerning the Institute's examinations in its Division under bye-law 37.2;
(c) electing and admitting Fellows, Associates, graduates and licentiates of the Institute in its Division under bye-laws 4, 5, 6, 7, 8, 9 and 11;
(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.

34.3 The Council cannot delegate, and remains responsible for:

(a) its functions under bye-law 37.3; and
(b) its functions under bye-law 20.1 except that it may delegate functions relating to the management of the Institute's business and affairs in the Division.

### Affiliated persons

35 The Council can invite people who have not passed the Institute's examinations to take part in activities which support the Institute's objectives. They are affiliated persons, and they are not Members. The Council can make regulations about them, and these can set subscriptions or fees to be paid by them to the Institute.
Members in Public Practice

36.1 A Member can only carry on public practice as a Chartered Secretary in the United Kingdom and Republic of Ireland, or some other territory to be determined by the Council, if he has a valid practising certificate issued under regulations made by the Council for that purpose.

36.2 The Council may in its absolute discretion make and from time to time alter, revoke or add to regulations relating to practising certificates.

36.3 A Member of the Institute shall be entitled to engage in public practice as a Chartered Secretary without holding a practising certificate if he practises 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.

36.4 The regulations referred to in bye-laws 36.1, 36.2 and 36.3 must set out, among other things:

(a) the definition of ‘Public Practice as a Chartered Secretary’;
(b) the qualification and experience required;
(c) the professional standards and rules which must be upheld;
(d) the fee for granting, and renewing, a practising certificate;
(e) when a practising certificate can be withheld, withdrawn or suspended; and
(f) the procedure for dealing with complaints against Members in Public Practice.

Examinations

37.1 The Council will decide what the Institute's examinations will be.

37.2 The Council must make rules about its examinations. These can include rules for exempting people from part of the examinations because of their education or experience or, in the case of people with exceptional relevant professional experience, exempting them from written examinations subject to their passing an oral examination.

37.3 The Council can only exempt people from all examinations 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. The Council cannot delegate its power to exempt people from all examinations.

37.4 The Council can use any of the Institute’s funds for prizes, medals and scholarships to promote the Institute's aims.

The Chief Executive and the Secretary

38.1 The Institute’s administrative head office must be based in the United Kingdom.

38.2 The Chief Executive of the Institute (hereafter the Chief Executive, who shall also be the Chief Executive of UKRIAT) and the Secretary of the Institute (hereafter the Secretary) shall be appointed by the United Kingdom Committee. The Chief Executive is entitled to attend all of the Institute’s meetings (including the Council and its committees), unless the meeting is discussing appointing, dismissing or disciplining the Chief Executive or his pay or other employment terms.

38.3 The UK Committee will decide on the pay and other employment terms (including pension contributions) of the Chief Executive of the Institute and the Secretary of the Institute.

38.4 Subject to any controls or safeguards imposed by the Council, the Chief Executive shall decide on the pay and other employment terms (including pension contributions) of the other permanent paid staff, with the exception of the Secretary.

38.5 Staff receiving salaries from the Institute cannot be members of the Council or any of its committees.
Meetings

Notice of Council meetings

39.1 28 days’ notice of Council meetings must be given to each Council member. This can be reduced in emergencies, but must never be less than 14 days. The President or any three Council members can decide whether there is an emergency.

39.2 Notice must be given either personally or by post or by fax or some other electronic method. If notice is not given personally, it must be sent to the address or number that the member has given to the Secretary for this purpose.

Frequency of Council meetings

40 The Council must meet at least once every calendar year in person and may decide to meet more often, including holding other meetings by any electronic means of communication which permits instantaneous exchange of views. The President or any three members of the Council can require the Secretary to call a meeting.

Quorum for Council meetings

41 The quorum for Council meetings is one-half of the members and these must include at least half of the members elected from the United Kingdom and the Republic of Ireland and Associated Territories.

Procedure at Council meetings

42.1 Council meetings must follow the Bye-laws and any directions or regulations which the Council makes. The Council shall be deemed to meet if, notwithstanding that the members of the Council are in separate locations, they are nonetheless linked by conference telephone, conference video link or other communication equipment which allows those participating to hear and speak to each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

42.2 This Bye-law applies to a written resolution which is sent to all members of the Council and signed by 75% of the Council members who would be entitled to vote on the resolution at a Council meeting. This kind of resolution is just as valid and effective as a resolution passed at a meeting which is properly called and held. The resolution can be passed using several copies of a document, if each copy is signed by one or more Council members. These copies can be fax copies or an electronic transmission.

42.3 Council resolutions are decided by a simple majority vote, unless the Bye-laws say that a larger majority is needed. If a vote is equal, the resolution is treated as lost.

42.4 Anything done by the Council, or by any of its committees, or by any person as a Council or committee member, shall be fully valid and effective even though afterwards it is found that:

(a) any meeting was not properly formed;
(b) there was a defect in the procedure at the meeting; or
(c) the person was not properly appointed.

The chairman of meetings

43.1 The President will chair Council and general meetings unless the Council selects another chairman. The President may also chair any committee meetings he chooses to attend.

43.2 If the President is not at a Council or general meeting, the Council members at the meeting will decide which one of them is to take the chair.

43.3 If there is not a Council member to chair a general meeting, the members will decide which one of them is to take the chair.
Meetings and conferences

44.1 The Council can hold meetings and conferences for any of the purposes set out in Article 4 of the Charter, or for social purposes.

44.2 The Council can make rules and regulations relating to these meetings and conferences.

General meetings

45.1 All Members of the Institute shall be entitled to attend every general meeting.

45.2 The Council can call a general meeting by giving at least 21 days’ notice. The notice of meeting must state what the purpose of the meeting is.

45.3 Notice of a general meeting must be given:

(a) in hard copy form; or
(b) in electronic form; or
(c) by means of a website.

45.4 A general meeting of the Institute other than an annual general meeting may be called at any time by the Council.

45.5 50 or more Members (including at least 30 Fellows) can require a general meeting to be called. To do this, they must sign a requisition which they serve on the Secretary stating the purpose of the meeting. They must at the same time deposit enough money to cover the full cost of calling and holding the meeting. This deposit 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 bye-law 45.5.

45.6 If the Council receives a requisition under bye-law 45.5, it must send out a notice calling a general meeting within 28 days. The notice must give at least 21 days’ notice of the meeting, and the notice must specify the purpose of the meeting.

45.7 If the Council has not sent out a notice within 28 days of receiving the requisition (‘the deadline’), 25 or more of those who signed the requisition may send out a notice themselves. The notice, signed by those who want the meeting, should state what the meeting is for and set a date for it. This must be at least 21 days after the date on which the notice is sent out, but must not be more than three months after the deadline.

45.8 General meetings can only deal with business allowed by the Charter.

45.9 Only the business stated in the notice of a general meeting can be considered at the meeting.

The quorum at general meetings

46.1 The quorum for general meetings is at least 20 Members personally present.

46.2 If a meeting is called by Members under bye-law 45.5 and a quorum is not present within 30 minutes of the starting time on the notice of meeting, the meeting is dissolved.

46.3 For other meetings, if a quorum is not present within 30 minutes, the meeting will be adjourned to a date, time and place decided on by the majority of the Members who are present. At the adjourned meeting, the Members present will be a quorum.

Adjourning general meetings

47 The chairman of a general meeting can adjourn a meeting if the meeting agrees. The adjourned meeting can be at a different time or date or place.
Voting at general meetings

48.1 Questions at general meetings are decided, in the first place, by a show of hands.

48.2 If a vote is equal, either on a show of hands or a poll vote, the motion is treated as lost.

The chairman declaring the results of a vote

49 Unless a poll is demanded, a declaration by the chairman that a show of hands vote has been carried unanimously or by a certain majority, or lost, is final. A record of a declaration in the minutes of the meeting is conclusive evidence of the result, and no more proof is needed.

Voting

50.1 Votes on a show of hands or a poll at a meeting can be either by the Member personally or by a proxy.

50.2 Every Member, except Honorary Members, has one vote. But a Member cannot vote at any meeting (either for himself or for anyone else) in any way, or be counted in a quorum, if he owes any money to the Institute.

Poll votes

51.1 Either the chairman of a meeting, or at least ten Members can demand a poll vote (using voting papers), either when or before the chairman declares the result of a show of hands vote.

51.2 There cannot be a poll vote on a motion to elect a chairman of a meeting or to adjourn.

51.3 The chairman will direct when and how the poll vote is to be carried out.

51.4 The chairman can direct that the poll should be carried out by a postal vote. The procedure in bye-law 52 will apply, but the chairman can vary this.

51.5 The result of a poll vote is treated as the result of the motion at the meeting where the poll was demanded.

51.6 A demand for a poll on a particular matter will not stop a meeting from continuing to deal with other matters.

Electronic postal voting

52.1 The Council may direct that postal votes can be given on any matter coming before the Members and will decide on the form of any postal voting paper, and shall have the power to 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.

52.2 Votes in an election or poll carried out by post must be given personally.

52.3 The Council shall have the power to make any necessary arrangements to distribute a voting document in electronic form and will make arrangements for its return and authentication in electronic form. Such arrangements may include the power to authorise, appoint, engage or otherwise contract with one or more agents on such terms and conditions as it thinks fit.

52.4 Where the Council has not authorised, appointed, engaged or otherwise contracted with an agent in respect of bye-laws 52.1 or 52.3, then bye-laws 52.5 – 52.11 shall apply.

52.5 The Secretary will send the voting papers to all Members of the Institute who are not overdue in making any payment to the Institute.

52.6 The sealed voting papers must be returned to the Secretary by prepaid post by the date fixed by the Council.
52.7 The Secretary will put the voting papers, unopened, in a sealed box and deliver them to the scrutineers.

52.8 The scrutineers will supervise opening the boxes, and examining and counting the votes.

52.9 The scrutineers will prepare a signed report and hand this to the Secretary for publication. The report must state:

   (a) how many voting papers were received;
   (b) how many voting papers were rejected and why; and
   (c) the total votes in favour of, and against, each resolution.

52.10 The scrutineers' report will be final, even if it is irregular or informal in any way.

52.11 The scrutineers are the people appointed by the Council for the purposes set out in this Bye-law.

Proxies

53.1 A proxy form must be in writing and signed by the Member appointing the proxy or in an electronic form to be determined by the Council.

53.2 A proxy must be a Member of the Institute who can vote.

53.3 Proxy forms must be in any form which is commonly used or in any other form which the Council approves.

53.4 To be valid this form must be received at the Secretary's office at the Institute at least 48 hours before the time the meeting is due to start. A form is only valid for the meeting it refers to (including any adjournment of that meeting).

Notices to Members

54.1 The Institute can serve any document on a Member either personally or by sending it (stamped) to him at his registered address or to any other address he has given to the Institute for this purpose or by electronic transmission.

54.2 If a document is posted to a Member, it is treated as served on him two days after it has been posted.

54.3 To prove that a document was served by post, all that is needed is to prove that it was properly stamped, addressed and posted. For the purposes of this Bye-law the cases in which a document is to be taken as given to a Member include any case in which it is sent using electronic means to such address as may be given for the time being notified by that Member.

54.4 If any notice of any meeting of the Institute is accidentally not sent to any Member, the meeting will not be invalid as a result.

Disciplinary proceedings

Disciplinary bodies

55.1 The Institute's disciplinary bodies are:

   - the Investigation Group set up by the Council to investigate a complaint or disciplinary matter;
   - the Disciplinary Tribunal set up by the Council to carry out the duties set out in bye-law 57;
   - the Appeal Tribunal set up by the Council to hear appeals against decisions of the Disciplinary Tribunal, as set out in bye-law 59.

55.2 The Disciplinary Bodies specified in bye-law 55.1 shall include those bodies established within the Divisions for the purposes set out in bye-law 55.1.

55.3 The disciplinary bodies specified in bye-law 55.1 will have the authority to act in all territories, except where the Council has established alternative arrangements consistent with these Bye-laws.
55.4 The Council must make appointments to all the disciplinary bodies. 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, as chairman of the body. However, non-members must not make up more than one-third of the Membership of any disciplinary body. The Council must make regulations setting out the constitution and procedures to be followed by the disciplinary bodies established under bye-law 55.1.

55.5 The Council can remove Members from all or any of the disciplinary bodies and any other persons appointed to serve on any disciplinary body.

55.6 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 appoint and remove Members.

55.7 There must be no overlap in the Members of any of the disciplinary bodies which consider a particular complaint.

55.8 Members of the disciplinary bodies stay in office until they resign or are removed by the Council.

56 If any member of the Council is the subject of a complaint or disciplinary matter, he is disqualified from participating in the Council's proceedings in connection with anything related to, arising from, or ancillary to, the complaint or disciplinary matter. This Bye-law applies to the Chief Executive of the Institute or of a Division or another executive appointed by a Divisional Committee referred to in bye-law 30.1, and the Secretary if they are Members of the Institute.

Disciplinary procedure

57.1 If it appears that a Member or an Honorary Member might have done any of the things referred to in bye-law 57.6, the Investigation Group will investigate this in the way it thinks right, and decide whether or not to refer the matter to the appropriate Disciplinary Tribunal.

57.2 If the Investigation Group decides to refer a matter to the Disciplinary Tribunal under bye-law 57.1, it must provide to the Disciplinary Tribunal a written report of its investigation, with any supporting evidence it thinks appropriate. The Investigation Group must state 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. If the Investigation Group decides not to refer a matter to the Disciplinary Tribunal, it must provide to the Chief Executive a written report of the matter.

57.3 If an Investigation Group report states that there are grounds to bring one or more charges, the Disciplinary Tribunal must arrange for the charges to be heard by it. The Disciplinary Tribunal must at the same time give the Member a copy of the Investigation Group's report.

57.4 The Member, and any representative whose name he has given to the Disciplinary Tribunal in writing, can:

(a) attend and be heard at the hearing;
(b) call and cross-examine witnesses; and
(c) make written representations about any charges.

57.5 After the hearing, the Disciplinary Tribunal must consider and decide whether it is satisfied that each charge has been proved.

57.6 If it is found, by the procedure set out in these Bye-laws and any consistent regulations made by the Council under bye-law 55.3, that a Member has:

(a) become bankrupt or insolvent;
(b) been convicted of an offence which might 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 considered by the Disciplinary Tribunal to bring the Institute or the profession into disrepute;
(e) disobeyed any decisions of the Council or of its Divisional Committee; or broken any of the Institute's Bye-laws or Charter or Regulations;
(f) failed to comply or co-operate with a Disciplinary Investigation;
(g) failed to comply with a decision or any conditions made by a Disciplinary or Appeal Tribunal.

The Disciplinary Tribunal can apply any of the penalties set out in bye-law 58.
57.7 The Disciplinary Tribunal must make its decision in a written report setting out:

(a) the details of any charges;
(b) the finding on each charge;
(c) the penalty, or penalties, it recommends 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.

57.8 The Disciplinary Tribunal must give the Member a copy of its report and finding together with details of the appeal procedure.

Penalties

58 The Disciplinary Tribunal can impose one or more of the following penalties as part of its decision under bye-law 57.7:

(a) to issue a written reprimand;
(b) to order the Member to pay costs;
(c) to fine the Member;
(d) to order the Member to pay restitution;
(e) to cancel the Member’s practising certificate and require him to return it;
(f) to deprive the Member of his Fellowship, either permanently or for a period or until he is re-elected as a Fellow;
(g) to suspend the Member for a specified period, and to decide whether the Member should continue to pay his subscription while suspended;
(h) to call for, and accept, the Member’s resignation;
(i) to expel the Member and remove his name from the Membership register.

A penalty does not affect the Member’s liability to pay his subscription and any other money he owes to the Institute.

Appeals

59.1 A Member can apply to the Appeal Tribunal for a review of the Disciplinary Tribunal’s decision against him. To appeal, the Member must ask in writing for the Appeal Tribunal to consider the appeal, giving the grounds for the appeal.

59.2 The written notice of appeal must be received by the Chief Executive of the Institute within 28 days from the day after the notice of the Disciplinary Tribunal’s decision was sent to the Member. The appeal notice can be given to:

(a) the person who gave the Member the notice of the decision;
(b) the Secretary; or
(c) any other person who is authorised to receive it.

If the appeal notice is given by telephone or in any other electronic way, it must be confirmed in writing within 14 days.

59.3 The Disciplinary Tribunal’s decision will be carried out immediately after 28 days if an appeal notice is not received.

59.4 If, in accordance with bye-law 59.2, an appeal notice is received on time, the Member has six weeks from the end of the 28 day period referred to in bye-law 59.2 to submit his written appeal application. The appeal application must set out the grounds for the appeal in detail.

59.5 The Appeal Tribunal can refuse to hear an appeal if it considers, in all the circumstances, that the request is frivolous or without merit.

59.6 If the Appeal Tribunal considers it appropriate to do so, it will review the decision of the Disciplinary Tribunal. The appellant will have the right to attend and make representations at an appeal hearing, either by himself or by a representative whose name has been given to the Appeal Tribunal. The appellant may not call witnesses, cross-examine witnesses or adduce fresh evidence unless the Appeal Tribunal in its discretion determines that it is appropriate to do so, for example, if fresh evidence had not been available at the time of the hearing before the Disciplinary Tribunal.
59.7 After it has heard an appeal, the Appeal Tribunal must reach a decision, which must cover:

(a) details of the decision appealed against;
(b) a summary of any additional evidence considered;
(c) the finding of its review;
(d) the finding on each charge appealed against;
(e) whether any penalty should be confirmed, quashed, reduced or increased; and
(f) whether, and if so how, the appeal decision, and anything relating to it, should be published, and whether this will include the Member’s name.

59.8 The Appeal Tribunal must send a copy of its decision to the Member and to the Chief Executive, and its decision will be carried out immediately.

59.9 The decision of the Appeal Tribunal will be final.

59.10 The decisions of the Disciplinary Tribunal and Appeals Tribunal will be reported to the Council and recorded by the Secretary.

Expenses

60.1 Subject to bye-law 60.2, a member of the Council shall not seek or receive payment, remuneration or other benefit of any kind from the Institute or from its Divisions, subsidiaries, trusts or charities.

60.2 The prohibition in bye-law 60.1 shall 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 to a member of the Council or a third party for services supplied by such a member in setting and/or marking papers or online documents in connection with an examination of the Institute; or
(c) payments to a member of the Council or a third party for other services provided the terms of the proposed supply and payment shall be authorised by a resolution of the Council.

60.3 Payments to be made under bye-law 60.2 (b) and (c) shall be authorised by a resolution of the United Kingdom Committee (in respect of a member of the Council who is also a member of the United Kingdom Committee) or Council of a Division (in respect of a member of the Council who represents that Division) passed at a meeting where the member to receive payment has (in the case of a member of the United Kingdom Committee or if he is a member of the Council of the Division) declared his interest and has withdrawn from any discussion relating to such payment and from voting on the resolution in question.

60.4 The Institute or related companies may make payments to a company or other entity in which a member of the Council has an interest in return for goods or services supplied by that company or other entity to the Institute or related companies, provided that in any case where the interest of the member of the Council is considered by the United Kingdom Committee (in respect of a member of the Council who is also a member of the United Kingdom Committee) or Council of a Division (in respect of a member of the Council who represents that Division) to be significant or substantial, the proposed supply and payment shall be authorised by a resolution of the United Kingdom Committee or Council of a Division as may be applicable passed at a meeting where the member of Council with the interest has (in the case of a member of the United Kingdom Committee or if he is a member of the Council of the Division) declared it and withdrawn from any discussion relating to such supply and payment and from voting on the resolution in question. An equity interest of 5% or more held by a member of the Council or his spouse, civil partner, children, step-children and adopted children, parents and parents-in-law (whether individually or collectively) shall be regarded as significant or substantial. A member of the Council or his spouse, civil partner, children, step-children and adopted children, parents and parents-in-law will also be regarded as having a significant or substantial interest where he is a partner in the company or entity or is otherwise involved in directing its affairs.

Finance

61.1 The United Kingdom Committee is responsible for raising from the Divisions and the countries managed by the United Kingdom Committee as defined in bye-law 31.1, the amounts decided on by the Council to meet the costs of the Council and the Institute.
61.2 The Council will receive annually from the United Kingdom Committee the audited accounts of the Institute. Each Division established pursuant to bye-law 32.1 will provide the Chief Executive with an annual account of its assets, liabilities, income and expenditure.

**Borrowing and charging by Divisional Committees**

62.1 Divisional Committees can borrow in any way for the purposes of their Division up to the limit referred to in bye-law 62.3.

62.2 The Divisional Committees can give guarantees and security in any way over any property, in connection with any borrowing allowed by bye-law 62.1.

62.3 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 allow more borrowing by passing a resolution at a general meeting. The resolution can also allow security and guarantees for the increased borrowing.

**Records, documents and registers**

**Minutes**

63 Minutes must be kept on paper or computerised minute books. The minutes must record all resolutions and proceedings of the Institute, the Council and its committees (including Divisional Committees), general meetings of Divisions, and the Institute's other bodies.

**The Membership register**

64 A register must be maintained by the Secretary of the names, addresses (physical and e-mail) and other necessary details of:

(a) Members (including the dates they were elected and re-elected, when they moved from one type of Membership to another, and when they stopped being Members);
(b) graduates;
(c) licentiates;
(d) candidates for examinations (including when they sat examinations, withdrew, passed or failed; when they became graduates and when they became Members); and
(e) Members in Public Practice.

The United Kingdom Committee and Divisional Committees shall supply such information as the Secretary requires so that the register can be compiled and maintained.

**Keeping the Institute's Charter and documents**

65 The Council must pass regulations for looking after the Institute's Charter and other important documents.

**Membership lists**

66 The Council and any agent authorised to do so can supply lists of Members in their constituencies to Members and other people only in furtherance of the Institute's objects. They can decide whether to make a charge.

**Copies of the Charter and Bye-laws**

67 The Council or the United Kingdom Committee or the Divisional Committees must supply Members with copies of the Charter and Bye-laws on request. They can decide whether to make a charge.
The seal

Using the seal

68.1 The Institute’s common seal can only be used if the Council or the United Kingdom Committee authorises this.

68.2 Documents must be sealed in the presence of a United Kingdom Committee member.

68.3 Sealed documents must be signed by the United Kingdom Committee member who witnessed the seal being used, and also by the Chief Executive or any other permanent paid member of staff authorised by the United Kingdom Committee.

68.4 The keys to the seal must be kept by the Chief Executive or by any other person or people who are authorised by the United Kingdom Committee.

Indemnity

Indemnity for officers and staff

69.1 The following people will be indemnified by the Institute against all losses and expenses which they incur in carrying out their duties, unless the losses or expenses are caused by their own deliberate fault or negligence:

   (a) members of the Council and its committees;
   (b) disciplinary groups and tribunals;
   (c) trustees appointed by the Council;
   (d) the Chief Executive; and
   (e) the other officers and paid staff of the Institute.

69.2 Nobody will be liable for anything done, or not done, by any other person, or because he adds his signature to a receipt, or joins in some other act for the sake of conformity, or for any loss suffered by the Institute, unless this is the result of his own deliberate fault or negligence.

Delegation

The Council can delegate its powers

70.1 The Council can delegate any or all of its powers, unless the Charter or the Bye-laws specifically restrict this. The Council can, by passing a resolution, impose controls and safeguards and require supervision.

70.2 The Council can revoke any power which it has delegated, at any time, without any restriction.

Amendments

Amending the Bye-laws

71 These Bye-laws can only be amended, added to or revoked in the way set out in Article 17 of the Charter.
General meeting 8 December 2011

Form of Proxy
(for use by Members not attending the General Meeting)

In order for your proxy to be valid, you must insert your name and Membership Number below and sign this form.

Name: ____________________________

Membership number: ____________________________

Signature: ____________________________

If you wish the duly appointed chair of the meeting to act as your proxy, put a cross (X) against ‘The chair of the meeting, or’, otherwise write the name of your proxy in block capitals and put a cross (X) in the third box. Your proxy must be another Member of the Institute. If your proxy is unable to attend the meeting, your proxy reverts to the chair unless you delete the words ‘The chair of the meeting, or’.

I, being a Member of the Institute of Chartered Secretaries and Administrators, hereby appoint:

☐ The Chair of the meeting, or
☐ Robert Lees, FCIS, the Southern African representative on the ICSA Council, or failing him, either one of Nicky Edmunds (President) or Carina Wessels (Vice President), or
☐

as my proxy to vote for me on my behalf at the General Meeting of the Institute to be held in London on 8 December at 6.00 p.m. and at any adjournment thereof.

Unless otherwise indicated below, or on any matter properly before the meeting but not referred to below, my proxy may exercise their discretion as to how they vote and whether or not to abstain from voting.

Please indicate with an X in the spaces below how you wish your vote to be cast. In the absence of such indication, the proxy will exercise his discretion in voting or in abstaining from voting.

<table>
<thead>
<tr>
<th>Resolution One</th>
<th>For</th>
<th>Against</th>
</tr>
</thead>
<tbody>
<tr>
<td>Resolution Two</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Resolution Three</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Please read the notes and instructions below before returning this form.

1. Once completed, send the whole form to the Marketing and Membership Manager, Chartered Secretaries Southern Africa, at janine@icsa.co.za or Fax 011 551 4027 or post to P.O. Box 3146, Houghton, 2041.
2. To be valid, this form must be received by the Institute not less than 48 hours before the time of the appointed for the meeting.
3. By completing and returning this form, you are not prevented from attending the meeting in person if you later decide to do so. However, your attendance revokes the appointment of a proxy.
4. In order for the proxy to be valid, you must insert your name and Membership number above and sign this form.
The Institute of Chartered Secretaries and Administrators (ICSA)
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