

## Article 4(c)

The object for which the Institute is established and incorporated is the development, promotion and advancement of secretaryship, leadership and professional standards for the effective and efficient governance and administration of commerce, industry and public affairs by the continued development of the study, understanding and practice of governance (including regulatory compliance and risk management) and general direction, administration and control 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 qualify people for membership~~hold examinations~~, establish scholarships, organise lectures and grant prizes and by other means to promote and advance the study of matters relevant to the object of the Institute;
- d) to promote the study of and research into law and the practice of secretaryship, governance and administration;
- e) to promote the efficiency and usefulness of the service and the standard of professional conduct provided by members of the Institute, and for the purpose to exercise professional supervision and disciplinary powers over them;
- f) to establish and maintain libraries and collections of documents, papers and other effects;
- g) to purchase, lease, rent, hold and dispose of any land and premises for use as halls, libraries, colleges, lecture rooms and offices, or for any other purpose of the Institute;
- h) to make grants to universities or other educational establishments or for the promotion of the study of subjects relevant to the object of the Institute;
- i) to establish or administer any charitable or benevolent fund, and contribute to any such fund, including in particular funds from which may be made provision for persons who are or have been members of the Institute or their dependants in necessitous circumstances;
- j) to establish divisions, branches and other local organisations of members or students in –
  - (i) the whole or any part of Our United Kingdom; or
  - (ii) any part of the Commonwealth or elsewhere,

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

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

## Article 10

The Byelaws shall make provision for the conditions governing membership. They may in particular provide for conditions as to qualifications and qualifying requirements, ~~examination~~, elections, privileges, rights, and obligations of members, and may make provision for one or more classes of membership with different rights and obligations.

## Article 12

No person shall be elected as a Fellow or an Associate unless in addition to complying with the qualifying requirements and conditions provided in this Our Charter and the Byelaws they shall have passed such qualifying ~~examinations~~ requirements as shall be prescribed by or under the Byelaws: provided always that such ~~examinations~~ qualifying requirements may be dispensed with in such exceptional cases on such conditions and in such manner as may be prescribed by or under the Byelaws.

## Article 20(b)

No Byelaw revocation, amendment or addition shall take effect until the same has been:

- a) approved by a resolution passed by a majority of not less than two-thirds of the Fellows and Associates voting at a General Meeting of the Institute in such manner as the Byelaws may allow and of which due notice in writing must have been given of the nature of the business to be considered; and
- b) in the case of any revocation of, or amendment to, byelaws 26.7, ~~60.2, 60.7, 60.8, 60.9 or 61.1~~ 61.2, 61.7, 61.8, 61.9 or 62.1 where ~~the UKRIAT~~ The Chartered Governance Institute UK & Ireland Division is or would be affected by such an amendment, approved by a resolution passed by 90 per cent of the persons voting in such manner as the Byelaws may allow at a separate meeting comprised of persons residing in, or belonging to, that Division; and
- c) allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.