

Annual General Meeting, Tuesday 4 October 2022

Form of proxy

(for use by members not attending the AGM)

In order for your proxy to be valid, you must 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) in the first box against 'The chair of the meeting, or'; otherwise put a cross (X) in the second box and write the name of your proxy in block capitals in the space provided. Your proxy must be another member of the Institute eligible to vote at this meeting. If your proxy is unable to attend the meeting, your proxy appointment will revert to the chair. If you do not want this to happen then you should delete the words 'The chair of the meeting, or' in which case if your proxy does not attend your vote will not be counted.

I, being a member of The Chartered Governance Institute hereby appoint:

The chair of the meeting, or

as my proxy to vote for me and on my behalf at the Annual General Meeting of The Chartered Governance Institute (the Institute) to be held at 17.30 hrs (local time) on Tuesday, 4 October 2022 at the Radisson Blue Hotel in the Harbour View room, Cape Town, South Africa, and virtually via [LUMI](#).

Please indicate with a cross (X) in the spaces below how you wish your vote to be cast. In the absence of such indication the proxy will exercise his/her discretion in voting or in abstaining from voting as they see fit on the specified resolution and, unless instructed otherwise, may also vote or abstain from voting as they think fit on any other business (including on a resolution to amend a resolution, to propose a new resolution or to adjourn the meeting) which may properly come before the meeting.

	For	Against	Withheld
1. To receive and consider the report of the Council on the business of the Institute for the year ended 30 June 2022 as set out in Appendix A to this notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive comprehensive financial statements of the Institute for the year ended 30 June 2022 as set out in Appendix B to this notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That, subject to such amendments as Her Majesty may require, articles 4(c) 10, 12 and 20(b) of the Institute's Charter be amended as set out in Appendix C to this notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That, subject to such amendments as Her Majesty in Council may require the Institute's byelaws 5.1(a), 5.1(c), 5.3, 6.1(a), 6.2, 7.1(a), 7.1(b), 8.1, 9.4(a), 9.4(c), 18.1 and byelaws 66.1(c), 66.1(d), 67.1, 69, 69.1, 70, 70.1, 70.2, 70.3, 70.3(a), 70.3(b), 70.4, 70.5 and 80.2(a) (as renumbered) be amended to give effect to recent changes in the assessment methodology and language used for the Institute's Qualifying Programme as well as changes to the criteria to qualify as a Fellow as set out in Part 1 of Appendix D to this notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>5. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 10.1, 17.1, 19.2, 19.3, 20.1, 20.2, 20.4 and byelaw 63.1(e) (as renumbered) be amended to give effect to greater discretionary powers for Divisions as set out in Part 2 of Appendix D to this notice.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>6. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 28.2, 28.3(a), 28.4, 28.5, 29.6, 30.1, 30.2, 30.3, 30.5(a), 30.5(b), 31.1 and byelaws 33.1, 33.2, 33.3, 36.3(a), 38.2(b), 38.6(a), 40.4, 41.4, 41.11, 42, 42.5, 42.6, 43.1, 43.2, 54.5, 60.3, 72.1(c), 72.4 (as renumbered) be amended; byelaws 30.8, 33.3, 59.4 be deleted and new byelaws 32 and 32.1 be added to give effect to changes around general meeting arrangements, general meeting quorums, electronic or hybrid meetings, the electronic distribution of documents and the electronic submission of proxies and or electronic votes as set out in Part 3 of Appendix D to this notice.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>7. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 45.1(a), 45.1(a)(i), 48.1(a), 48.1(c)(i), 48.1(c)(ii), 48.2, 49.5 (as renumbered) be amended and byelaw 48.6 be deleted to give effect to changes to the composition of Council and Divisional Council representation as set out in Part 4 of Appendix D to this notice.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>8. That, subject to the proposed amendments to the byelaws set out in Resolution 7 of this notice being approved, and subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 50.1, 52.1, 52.2, 53.1(b) and 56.1 (as renumbered) be amended to give effect to changes to members who can be appointed as alternates at Council meetings, members who can fill vacancies left by the departure of Council members and quorum of Council meetings as set out in Part 5 of Appendix D to this notice.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>9. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 47.1, 47.2, 47.6, and 49.3(c) (as renumbered) be amended and byelaw 46.7 be deleted to give effect to changes to the period of office of the President, Past-President and Vice-Presidents as set out in Part 6 of Appendix D to this notice .</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>10. That, subject to such amendments as Her Majesty in Council may require the Institute's byelaws 62.3, 62.4, 62.6, 62.10 (as renumbered) be amended and byelaw 61.11 be deleted to give effect to changes to the composition of Divisional Committees as set out in Part 7 of Appendix D to this notice.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>11. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 1.1, 9.5, 14.1, 18.5, 26.7, 26.7(a), 26.7(b), 26.7(c), 26.7 (d) 26.9, 29.1, 29.1(a), 29.4, 29.5 and byelaws 34.2(b), 61.1, 61.2, 61.3, 61.8, 61.9(c), 65.2 (a), 78.1, 82.2, 82.4(b), 82.5 (as renumbered) be amended; byelaws 11.3, 15.2 be deleted to give effect to a number of housekeeping changes, including Definitions, as set out in Part 8 of Appendix D to this notice.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>12. That subject to such amendments as Her Majesty in Council may require, the Secretary shall be authorised to consecutively re-number the Institute's byelaws as amended after voting on Resolutions 4 to 11 and update the internal cross-references correspondingly as set out in Appendix E to this notice.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

13. That the Secretary be authorised to incorporate any amendments to the byelaws as may be required by Her Majesty in Council which do not materially affect the intent and meaning of the proposed amendments to the Charter as set out in Resolution 3.

14. That the Secretary be authorised to incorporate any amendments to the byelaws as may be required by Her Majesty in Council which do not materially affect the intent and meaning of the proposed amendments to the byelaws as set out in Resolutions 4 to 12.

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

- 1 A proxy must vote in accordance with any instructions given by the member by whom they are appointed.
- 2 The 'vote withheld' option is provided so that you can instruct your proxy to abstain from voting on a particular resolution. A 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' or 'against' a resolution.
- 3 To be valid, this form must be received by the Secretary at least 48 hours before the time that the meeting or the adjourned meeting is due to start, i.e. no later than 16.30 hrs (BST) on Sunday, 2 October 2022.
- 4 Once completed, send the whole form to: The Institute Secretary, CGI, Saffron House, 6–10 Kirby Street, London EC1N 8TS, United Kingdom by post or email agm@cgi.org.uk
- 5 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 will revoke the appointment of a proxy. Please note that to attend the meeting you must register at [LUMI](#)