

Part 1

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

- a) they must have ~~satisfied~~passed the Institute's ~~examinations~~qualifying requirements (subject to any exemptions granted by the Council);
- b) they must satisfy the Council that, having regard to their character and their position, they are fit and proper to be elected;
- c) their main occupation for eight years, or for periods totalling at least eight years, must have been in one or more positions that, in the Council's opinion, are relevant to the profession of Chartered Secretary and/or Chartered Governance Professional; or they must have completed some other professional development that the Council recognises and decides is appropriate.
 - ~~i. either their main occupation for eight years or for periods totalling at least eight years, and for three years in the last ten years, must have been: a secretary or assistant secretary; or~~
 - ~~ii. a governance professional; or~~
 - ~~iii. a risk manager; or~~
 - ~~iv. a senior executive or a person in an administrative position that, in the Council's opinion, has at least the same status as a secretary or assistant secretary; or~~
 - ~~v. a senior academic in a relevant discipline in a university or other higher or further education body; or~~
 - ~~vi. a member in public practice; or~~
- d) any occupation for the purposes of paragraph (c) above must have been with at least one organisation that, in the Council's opinion, justifies electing the person as a Fellow; and
- e) they must give the Council any information it requires about their duties and any organisation in which they have served.

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

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

- 6.1 Associates are to be elected by the Council and every candidate for election to Associateship must comply with the following conditions:
- a) they must have ~~satisfied~~ ~~passed~~ the Institute's ~~examinations~~ qualifying requirements (subject to any exemptions granted by the Council);
 - b) they must satisfy the Council that, having regard to their character and position, they are fit and proper to be elected;
 - c) their main occupation for at least six years, or for periods totalling at least six years, must have been in one or more positions that, in the Council's opinion, are relevant to the profession of Chartered Secretary and/or Chartered Governance Professional; or they must have completed some other professional development that the Council recognises and decides is appropriate; and
 - d) they must give the Council any information it requires about their duties and any organisation they have served; The six-year qualifying period can be reduced by up to three years: see byelaw 7.
- 6.2 Subject to these byelaws, ~~decisions~~ ~~rules~~ made by the Council shall provide for Associates to use such titles, and such designatory letters after their name, as may be determined by the Council ~~rules~~. The ~~decisions~~ ~~rules~~ shall enable qualifying Associates to use either or both of the titles 'Chartered Secretary' and/or 'Chartered Governance Professional', according to criteria as to qualifying requirements ~~examinations~~ ~~satisfied~~ ~~passed~~ and professional experience attained.
- 7.1 The Council can reduce the eight and six-year qualifying periods in byelaws 5 and 6 by up to three years where a person:
- a) has a relevant professional or pre-professional qualification which the Council recognises as justifying the reduction. This can include but is not limited to:
 - i. a degree from a university which the Council considers to be of appropriate academic standing; or
 - ii. a diploma or other certificate which in the country in which it is given is nationally recognised as being equivalent to a degree from such a university; or
 - b) has completed any other relevant professional development that the Council recognises and decides justifies a reduction.
- 8.1 The Council can elect Honorary Fellows as set out in Article 16 of the Charter and can withdraw the designation at its discretion. Subject to these byelaws, ~~decisions~~ ~~rules~~ made by the Council shall provide for Honorary Fellows to use such titles, and such designatory letters after their name, as may be determined by ~~the rules~~ Council.
- 9.4 Affiliated Members are to be elected by the Council and every candidate for election to Affiliated Membership must comply with the following conditions:
- a) they must have ~~satisfied~~ ~~passed~~ the Institute's ~~examinations~~ qualifying requirements (subject to any exemptions granted by the Council);
 - b) they must satisfy the Council that, having regard to their character and position, they are fit and proper to be elected;

- c) they must have such professional experience, if any, as the Council ~~regulations~~ may require; and
- d) they must give the Council any information it requires about their duties and any organisation they have served.

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

66.1 The PSC must:

- a) advise the Council on all policy and procedural matters relating to the setting and maintenance of the professional standards to be applicable to members of the Institute;
- b) act on policy as set by the Council in accordance with the byelaws;
- c) define qualification standards for membership, including but not limited to, admission, assessment and exit standards for student entry, examinations for Divisions' qualifying schemes as well as other schemes for accreditation or exemption~~(including schemes for accreditation or exemption) and other forms of formal assessment, the standards required in marking examination scripts and other forms of assessment and qualification for membership;~~
- d) ensure that all assessed routes to professional qualification and any related curricula and syllabuses are regularly reviewed for acceptability;
- e) undertake or otherwise arrange the continuing audit of the professional standards as applied in the Divisions or other jurisdictions and report to the Council on the findings of such audits;
- f) ensure that collaborative agreements operate in accordance with the professional standards;
- g) make recommendations for new approaches or measures or changes to the professional standards which appear necessary for the achievement of the objectives of the Institute;
- h) review its own performance, constitution and terms of reference and access to appropriate resources at least once every two years to ensure effective operation and recommend to the Council any changes it considers necessary; and has such other powers, authorities and responsibilities or duties as the Council is to determine from time to time.

67.1 The PSC must consider and assess any proposals made by a Division regarding the design or development of ~~examinations~~ qualifying requirements leading to a qualification of the Institute.

69. Assessments for qualifying requirements~~Setting, delivery and marking of the examinations~~

- 69.1 The PSC must keep under continuous review whether the appropriate professional qualification standard is being maintained by each Division [through its assessment schemes](#)~~in the setting, delivery and marking of examinations.~~
- 70. [Qualifying requirements](#) ~~Examinations and assessment~~**
- 70.1 The Council must determine the form of the Institute's ~~examinations~~ [qualifying requirements](#) ~~or other methods of assessment~~ used to test the skills and knowledge for persons wishing to enter the professions.
- 70.2 The Council must ~~make rules~~ [determine, where applicable, about](#) its ~~examinations~~ [assessment framework for any qualification required for membership](#) ~~or other methods of assessment.~~
- 70.3 ~~Rules~~ [Determinations](#) made by the Council can include:
- ~~rules~~ [determinations](#) for exempting persons from part of the ~~examinations~~ [qualifying requirements](#) because of their education or experience or,
 - in the case of persons with exceptional relevant professional experience, exempting them from [all qualifying requirements](#) ~~written examinations~~—subject to their passing an oral examination or other form of assessment.
- 70.4 The Council can only exempt persons from all ~~formal~~ assessment [for Chartered Membership](#) 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.
- 70.5 The Council cannot delegate its power to exempt people from all ~~examinations~~ [qualifying requirements](#).
- 80.2 The information to be maintained in the register for each person includes such of the following as is relevant to that person:
- for each ~~examination~~ [qualifying requirement](#) for which they were a candidate, when they sat, withdrew, passed or failed that examination;
 - when they became graduates;
 - when they were elected and (where applicable) re-elected;
 - when they moved from one type of membership to another; and
 - when they stopped being members.

Part 2

- 10.1 Applications for membership must be made on the form prescribed by [the relevant Division](#) ~~Council~~ which must be fully completed and sent (either on paper or in electronic form) with the correct fees.
- 17.1 The Council or Divisions may in [their](#) ~~its~~ absolute discretion from time to time make, amend, revoke, or add to regulations relating to practising certificates.

- 19.2 The Council [and/or the relevant Division](#) must consider the case of every graduate who does not meet the conditions to become an Associate or a Fellow (set out in byelaws 6 and 5 respectively) within the period of ten years referred to in byelaw 19.1 to decide whether they can, or cannot, continue to be graduates.
- 19.3 The Council [and/or the relevant Division](#) can impose conditions subject to which a person can continue to be a graduate.
- 20.1 The Council [and/or the relevant Division](#) can invite people who are not members to take part in activities which support the Institute's objectives.
- 20.2 The Council [and/or the relevant Division](#) can also withdraw such an invitation at any time.
- 20.4 The Council [and/or the relevant Division](#) can make regulations relating to subscribers and can set subscriptions or fees to be paid by them to the Institute.
- 63.1 A Divisional Committee may be given responsibility, in a Delegation Instrument, for any of the following:
- a) setting, marking and grading the Institute's examinations in its division under byelaw 69;
 - b) making, amending and revoking rules concerning the Institute's examinations in its division under byelaw 69.2 provided these rules do not override or diminish the role of Council;
 - c) electing and admitting Fellows, Associates, Affiliated Members, graduates and subscribers of the Institute in its Division under byelaws 5, 6, 9, 18 and 20;
 - 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.](#)
 - e) [Managing disciplinary proceedings related to complaints against members in its Division.](#)

Part 3

- 28.2 Notice of a general meeting must be in the form agreed by Council and specify the date, ~~and time,~~ [purpose of the meeting, that attendance by electronic means is allowed \(if applicable\) and in the case of a physical or hybrid meeting the place](#) of the meeting ~~and state the purpose of the meeting as well as~~ setting out the text of any special resolutions.
- 28.3 Notice of a general meeting must be given to members by:
- a) electronic means, [including email](#) (but excluding by telephone);
 - b) being displayed on the Institute's website; and
 - c) in the case of each Division, being displayed on the Division's website or by

advertisement in a newspaper circulating generally in the country or countries concerned.

- 28.4 If no ~~electronic~~-email address is held by the Secretary for any member, notice may be given by fax or post, to a fax number or address supplied by the member for that purpose.
- 28.5 All Divisions must provide whatever reasonable assistance is required to ensure that all members are notified of the details of any general meeting.
- 29.6 For the purposes of byelaw 29.1 and 29.5 the signatures on the requisition referred to in that byelaw need not be on a single document and may be electronic, faxed or scanned.
- 30.1 The Council, and the person chairing any general meeting, may~~can~~, from time to time and in ~~its~~-their absolute discretion, make such arrangements as it sees fit in connection with the organisation and administration of any general meeting.
- 30.2 Such arrangements can govern admission to the meeting either physically or by using electronic means, or admission to a particular location from which members, the Secretary, Chief Executive and Divisional Chief Executives participate in the meeting, and can provide for participation in the meeting to be at more than one place or for the meeting to be held physically and/-or by electronic means.
- 30.3 Any such arrangements can only be made on the basis that they are intended to be fair and equitable as between all members and proxies otherwise entitled to attend and participate at the meeting.
- 30.5 In the case of a general meeting where the Council determines that participation in the meeting is to be possible at more than one place:
- a) the Council must direct that the meeting is to be held either physically at a place specified in the notice or by electronic means (~~'the principal place'~~) ~~at which the person chairing the meeting is to preside~~, and also make provision for participation in the meeting at other places (~~'the subsidiary places'~~) either physically or by electronic means. ~~by members and proxies;~~
 - b) the Council is to cause arrangements to be made to ensure that all persons attending the meeting (in whatever place) are able to participate (if entitled to do so) in the business of the meeting and are able to ~~see and~~ hear anyone else attending the meeting while that person is addressing the meeting; and
 - c) the arrangements under byelaw 30.1 regarding attendance at the meeting may provide for admission to the subsidiary places as well as the principal place so that (so far as possible) any members and proxies entitled to attend the meeting are able to do so at at least one of those places.

~~30.8 Where provision is made for a meeting to be held in one or more places, the Council can allow the proceedings of a meeting, or any part of it, to be viewed elsewhere, whether by a televisual link or by any other means, including electronic means, but any such viewing by any person is not to be taken to be participation in the meeting or form part of, or in any way affect the business of, the meeting in question.~~

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

32 Changes to general meetings

32.1 After sending the notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held, and before the deadline for submission of proxies has passed, if the Council, in its absolute discretion, considers that it is inappropriate or unreasonable for any reason to hold the general meeting on the date or at the time, place or by way of electronic means specified in the notice of the meeting, may change or postpone the meeting by a maximum of 30 days to another date, time, place and means as required to deliver a meeting which in which Eligible Members have a reasonable opportunity to participate.

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

33.2 If a meeting is called under byelaw 29.1 and a quorum is not present as per byelaw 33.1 within 30 minutes of the starting time on the notice of meeting the meeting must be dissolved.

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

~~33.3 In the case of a general meeting held at more than one place, the references in this byelaw to persons being present at the meeting are references to being present at the principal place where the meeting is held.~~

36.3 In addition, the person chairing the general meeting can adjourn the meeting to another

day, time and, or place without being authorised by a procedural resolution if it appears to them that:

a) In the case of a meeting held by electronic means, the electronic facilities are, or have become, inadequate

~~a)~~b) there is not enough room at the principal place where the meeting is being held for the number of members who wish to attend the meeting there;

~~b)~~c) the behaviour of persons present prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way;

~~c)~~d) an adjournment is necessary to protect the safety of any person attending the meeting or to prevent damage to property; or

~~d)~~e) an adjournment is necessary to enable the business of the meeting to be carried out properly.

38.2 All procedural resolutions put to the vote of a general meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

a) the person chairing the meeting; or

b) not less than five Eligible Members present ~~in person~~ or by proxy and having the right to vote on the resolution.

38.6 Subject to byelaw ~~37.10~~38.10, voting at a general meeting is conducted as follows:

a) on a show of hands every member who is present ~~in person~~ is entitled to have one vote, and every member present who has been duly appointed as a proxy is entitled to have one vote in that capacity, provided that the proxy is entitled to have one vote for the resolution in question and one vote against it if:

(i) the proxy has been duly appointed by more than one member entitled to vote on the resolution; and

(ii) the proxy has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it;

b) on a poll every member who is present in person or by proxy is entitled to have one vote.

40.4 The person chairing the meeting can and must if required by a procedural resolution of the meeting, engage with the scrutineers (who need not be members) appointed under byelaw ~~42~~43, or a digital voting platform as to the running of the poll.

41.4 To be valid a proxy appointment must be received at the Secretary's office at the Institute:

a) at least 48 hours before the time that the meeting or the adjourned meeting is due to start; or

b) where the time of an adjourned meeting is more than 48 hours but less than 7 days after the time of the original meeting, not less than 24 hours before the time that the adjourned meeting is due to start.

For this purpose, the Council may, in its absolute discretion, provide an electronic

address or engage with the provider of a digital platform for the receipt of proxies and/or notice of termination of the authority of a proxy.

41.11 Where a poll is taken more than 48 hours but less than 7 days after it is demanded a form of proxy must be received at the Secretary's office, not less than 24 hours before the time appointed for the taking of the poll. Where a poll is to be held more than 7 days after it is demanded a form of proxy must be received at the Secretary's office, not less than 48 hours before the time appointed for the taking of the poll.

For this purpose, the Council may, in its absolute discretion, provide an electronic address or engage with the provider of a digital platform for the receipt of proxies and/or notice of termination of the authority of a proxy.

42. Postal voting and voting in electronic form

42.5 Subject to byelaws 8.2 and ~~37.10~~38.10, the Secretary must ~~deliver~~send voting ~~documents~~papers to all members of the Institute except to a member who owes any money to the Institute (other than members covered by the grace period provided for by byelaw 14.3).

42.6 The sealed voting papers must be returned to the Secretary by prepaid post by the date fixed by the Council. In the case by votes delivered in electronic form, they will be subject to any arrangements for authentication established under byelaw 42.1 by the date fixed by Council.

43.1 The scrutineers are the persons appointed by the Council for the purposes set out in ~~this~~ byelaw 41 and must follow the procedures set out accordingly ~~in this byelaw~~.

43.2 In the case of any poll, ~~or~~ postal vote or vote given in electronic form for which ~~scrutineers~~they have been appointed, the scrutineers must supervise the opening of the ballot box or boxes, the examination of the box or boxes ~~and examining as well as the~~ ~~and~~ counting ~~the votes~~ and/or authentication of the votes.

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

~~59.4 A meeting of a committee held by electronic means is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the person chairing the meeting is.~~

60.3 A committee can hold physical, hybrid or virtual ~~meetings~~ ~~or meet by electronic means~~.

- 72.1 The Institute can serve any document on a member:
- a) personally,
 - b) by sending it (stamped) to them at their registered address, or to any other address they have given to the Institute for this purpose, or
 - c) by electronic means, including email, to any number or address they have given to the Institute for this purpose.

72.4 To prove that a document was served by electronic means, it is sufficient to prove that the communication was addressed to the most recent ~~electronic~~-email address supplied by the member and that it was sent by electronic means to that address and was not automatically returned as undelivered.

Part 4

45.1 The Council is to consist of:

- a) ~~Eligible Fellows~~-Eligible Members elected to the Council by each Division, the number of which is to be determined as follows:
 - (i) Subject to byelaw 48.1, each Division can elect one ~~Fellow~~-Eligible Member for up to 1,000 Eligible Members plus an additional Eligible Member~~Fellow~~ for every 3,000 additional Eligible Members; and
 - (ii) on a request from a Division exceeding 10,000 Eligible Members, that Division can be divided into two or more Divisions by the Council, which will then, subject to byelaw ~~60.4~~61.4, function as separate Divisions; and
- b) Subject to byelaw ~~48.3~~49.3, the most recent Past President who is eligible and willing to be a member of the Council.
- c) The current chair of the Professional Standards Committee if they are not already a Council member in accordance with byelaw ~~64.2 (a)~~65.2 (a).

~~46.7 The Division which has elected the member of the Council who is elected President can appoint an alternate member of the Council from among the members of its Divisional Committee for the duration of that Presidency. Where an alternate is so appointed the President must not vote on any matter before the Council.~~

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

- a) Where a Division is entitled to appoint only one member to Council candidates must be a Fellow~~eligible Fellows (see byelaw 44.1)~~. Where a Division is entitled to appoint more than one member to Council, at least one must be a Fellow with the remainder being Eligible Members (see byelaw 45.1)
- b) each candidate must be elected either by Eligible Members in a Division or by their Divisional Committee;
- c) if the election is by Eligible Members in a Division, the following applies:
 - (i) each Eligible Member has one vote to be cast for each vacancy, in respect of the election in the Division of which they are a member;

- (ii) Voting by Eligible Members, in the Division, is to be by ballot, which may be held by post [or done in electronic form](#) or at a general meeting of the Division. If the ballot is held at a general meeting, all valid proxy votes must be included;
- d) the period of office of a Council member starts from 1 July.

48.2 The Council will regularly review the [principles which must be followed in all elections to the Council](#).

~~48.6 Elected Council members holding office on 16 September 2019, and to whom byelaw 46 does not apply as at that date, shall continue to hold office until 30 June in the year immediately after their current term of office expires.~~

49.5 Any Council member who has served for a period or periods (whether continuous or not) amounting to six or more years without attaining honorary office as a Vice-President or President, shall cease to be a member of Council ~~with effect from 30 June next~~ and shall be ineligible to be elected again or co-opted.

Part 5

50.1 Any member of the Council can appoint any other member of Council, or any other [Eligible Member](#) ~~Fellow~~ who is eligible to stand for election to Council, under byelaw ~~47.1~~[48.1](#) and who is approved by resolution of the Council and willing to act, to be their alternate and may remove them from that office at any time.

52.1 ~~Subject to byelaw 48.1 (a) A~~ Divisional Committee can fill a casual vacancy in its membership entitlement on the Council by appointing an ~~eligible~~ ~~Fellow~~ [Eligible Member](#) to serve on the Council for a period of up to 12 months until another ~~eligible~~ ~~Fellow~~ [Eligible Member](#) is elected in accordance with byelaw ~~47~~ [48](#).

52.2 If the vacancy arises from the vacation of office by the President or a Vice-President, the ~~Fellow~~ [Eligible Members](#) so appointed ~~does~~ not automatically succeed to the office vacated.

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

- a) when the term for which they were elected ends;
- b) if they cease to be an [Eligible Member](#) ~~Fellow~~ of the Institute, or if they are suspended or excluded from the Institute;
- c) if despite direction from Council they continue to breach the code of ethics referred to in byelaw ~~45.2~~[46.2](#) and notice in writing is served upon them personally or at any address which they have supplied to the Institute, signed by not less than three-quarters of the members of Council for the time being, to the effect that

- their office as a Council member will on receipt (or deemed receipt) of such notice be vacated; or
- d) if they have failed to attend three consecutive meetings of Council without reasonable cause.

56.1 The quorum for meetings of the Council is one half of the members of Council of which the majority must be Fellows.

Part 6

47.1 Subject to byelaws ~~46.6~~ 47.6 and ~~48.3~~ 49.3, the President and Vice-Presidents shall be elected by the members of the Council from amongst its members who are Fellows & their number for a period of up to two years. The President will not normally hold office for more than two years in succession. However, in exceptional circumstances, the President may stay for one extra year at the request of a majority of members of Council.

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

47.6 ~~After 30 June 2020, a~~ A member of Council may serve only two terms as a Vice-President.

~~46.7—The Division which has elected the member of the Council who is elected President can appoint an alternate member of the Council from among the members of its Divisional Committee for the duration of that Presidency. Where an alternate is so appointed the President must not vote on any matter before the Council.~~

49.3 Service as President or Vice-President under byelaw ~~46~~ 47 or as Past President under byelaw ~~44.1(b)~~ 45.1 (b) is not taken into account in computing the time limits in this byelaw but so that:

a) the President will cease to be eligible to serve after a period or periods of service as a member of Council amounting in aggregate, and whether or not continuous, to 12 years;

b) a Past President will cease to be eligible to serve after a period or periods of service as a member of Council amounting in aggregate, and whether or not continuous, to 15 years; but, with the approval of Council, those limits do not apply to a Past President serving as the chair of the Professional Standards Committee under byelaw 45.1 (c) ~~44.1(e)~~;

~~b)~~ c) If the President serves for a third year in accordance with byelaw 47.1, the Past President can only serve for up to two years.

~~e)~~ d) a Vice-President will cease to be eligible to serve after a period or periods of service as a member of Council amounting in aggregate, and whether or not continuous, to 10 years:

Provided that:

- (i) the period of 12 years in byelaw ~~48.3(a)~~ 49.3 (a) or 10 years in byelaw 49.3 (d) ~~48.3(e)~~ may in exceptional circumstances be increased by one year if not less than two thirds of the members of the Council resolve to approve that increase;
- (ii) a member of Council who is already a Vice-President on 30 June 2020 will continue to be eligible to serve as a Vice-President or as President, but not otherwise, for a period or periods of service amounting in aggregate to 14 years.

Part 7

62.3 Subject to any regulations made under byelaws ~~61.11~~62.11 and ~~61.12~~62.12 below, the members of a Divisional Committee ~~are~~ will be elected by Eligible Members of that Division and may be ~~from~~ Fellows, Associates, Affiliated members or non-members of ~~that~~ Division ~~by eligible members of that Division~~.

62.4 The members of a Division are from time to time to decide by ordinary resolution at a general meeting of the members of the Division how many members, as well as elected members, there are to be on the Divisional Committee; but a Divisional Committee must have a minimum of seven elected members.

62.6 In addition to the elected members of the Divisional Committee, ~~not less~~ no more than two ~~and no more than five~~ of the most recent Past Presidents of the Divisional Committee who are willing to continue to serve are to be members of the Divisional Committee.

62.10 Divisional Committee may at any time co-opt eligible Fellows, Associates and Affiliated Members and non-members to make up not more than a quarter of the Committee who shall be eligible to serve as members of the Committee for such period as the Committee may specify at the time of co-option.

~~61.11 A co-opted member of a Divisional Committee is not entitled to serve as a director of any legal entity established under byelaw 60.7 or to vote or take any part in a decision to co-opt a member under byelaw 61.9.~~

Part 8

1. Definitions

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

Words	Definition
<u>'CGIUKI'</u>	<u>The Chartered Governance Institute UK & Ireland and includes the United Kingdom, Republic of Ireland and Associated Territories, Channel Islands and the Isle of Man.</u>
<u>'CGIUKI Board'</u>	<u>Divisional Committee established by the Council to manage the Institute's affairs within CGIUKI and with responsibility for the assets, liabilities, income and expenditure of the Institute within CGIUKI.</u>
'Charter'	The Royal Charter of 22 June 1966, <u>the supplemental Charter of 10 September 1971</u> (as amended under Article 21 <u>by order of the Privy Council on 5 March 2014 and 8 February 2018</u>), and <u>the supplemental Charter of 16 September 2019</u> , 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.
<u>'Delegation Instrument'</u>	<u>The Delegation Instrument referred in byelaw 63.1 setting out the powers and responsibilities of a Division.</u>
<u>'Director General'</u>	<u>The Director General of the Institute or Chief Executive, however styled, who may or may not also be the Secretary of the Institute.</u>
'Division'	A country, territory or group of countries or territories designated as a Division under byelaw 60.4 <u>61.4</u> or the previous byelaws.
<u>'Divisional Committee'</u>	<u>A Committee of Council established for the purpose of managing the Institute's affairs in a Division.</u>
<u>'Elected Member'</u>	<u>Fellows and Associates elected to Council.</u>
'Electronic means'	A document or information is sent or supplied by electronic means if it is: a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and b) entirely transmitted, conveyed, and received by wire, by radio,

by optical means or by other electromagnetic means.

A meeting is held by electronic means if it is held by telephone conference or videoconference or by any other method of communication which permits participation and instantaneous exchange of views.

Attendance is described as being by electronic means when the person attending is able to participate and vote.

'Eligible Members' For the purpose of these byelaws, this means ~~the~~ Associates and Fellows, but not the Honorary Fellows or Affiliated Members.

'Hybrid meeting' A meeting held concurrently by both physical and by electronic means.

'Present' For the purposes of these byelaws, means either physically present or attending the meeting by electronic means.

'Signed' includes physical and electronic signatures.

~~'UKRIAT' UK, Republic of Ireland and Associated Territories, Channel Islands, and Isle of Man.~~

'Writing' Includes words which are wholly or partly produced by any legible and non-transitory visible substitute for writing. Including in electronical form.

9.5 Subject to these byelaws, ~~decisions~~rules made by the Council shall provide for Affiliated Members to use such titles, and such designatory letters after their name, as may be determined by the Council~~rules~~. An Affiliated Member must not describe themselves as a Chartered Secretary or Chartered Governance Professional, nor use the titles or designatory letters denoting Fellows and Associates. An Affiliated Member's rights of participation and voting in General Meetings are subject to the limits provided for in byelaws ~~32.1, 32.3, 33.2, 36.1, 36.5, 37.2 and~~ 33.1, 33.3, 34.2, 37.1, 37.5, 38.2 and 37.10~~38.10~~.

~~11.3 Membership certificates must be returned to the Institute as soon as possible after a person ceases to be a member unless the Council agrees otherwise.~~

14.1 Members (except for Honorary Members) must promptly pay subscriptions and other money due under any ~~decisions~~regulations made by the Council.

~~15.2 A member must return their membership certificate with their resignation unless the Council agrees otherwise.~~

18.5 While they are a graduate, a person is entitled to describe themselves as a graduate of the Institute and use the appropriate designatory letters (as determined by the Council, including GradCGICSA) after their name.

26.7 A meeting of members of the ~~UKRIAT~~CGIUKI Division, to consider an amendment to, or revocation of, this byelaw 26.7, byelaws ~~60.2, 60.7, 60.8 or 61.1~~61.2, 61.7, 61.8 or 62.2 must be convened and conducted in accordance with the byelaws (other than byelaw 29 which shall not apply) applying to general meetings save that:

- a) only members residing within, or belonging to, the ~~UKRIAT~~CGIUKI Division may attend and vote; and
- b) the meeting will be chaired by the President of the ~~UKRIAT~~CGIUKI Division or, if they will not or cannot so act,
- c) by a member residing in, or belonging to, the ~~UKRIAT~~CGIUKI Division elected by a majority of the other members present at the meeting; and
- d) the role of the Council in convening general meetings is to be performed by the Divisional Committee for the ~~UKRIAT~~CGIUKI Division.

26.9 Costs relating to meetings of members of the ~~UKRIAT~~CGIUKI Division under byelaw 26.7 are to be borne by the members in the ~~UKRIAT~~CGIUKI Division.

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

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

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

29.5 A notice sent under byelaw 29.4 must be signed by 25 or more of those ~~Fellows and/or Associates~~Eligible Members who signed the requisition, specify the purpose of the meeting and set a date for it, being at least 21 days after the date on which the notice is deemed to be served, but must not be more than three months after the deadline.

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

- a) the Council members present at the meeting shall decide which one of them is to

take the chair; or

- b) if no Council member is present at the meeting, the ~~Fellows and Associates~~ Eligible Members present at the meeting shall decide which one of the ~~Fellows and Associates~~ Eligible Members that is present, willing and able, is to take the chair.

61.1 The Associated Territories will remain with the ~~UKRIAT-CGIUKI~~ Division until such time as the UKRIAT Division determines to return them to Council or they become Divisions under the provisions of byelaw ~~60.4~~ 61.4

61.2 The Associated Territories will remain with the ~~UKRIAT-CGIUKI~~ Division until such time as the UKRIAT Division determines to return them to Council or they become Divisions under the provisions of byelaw ~~60.4~~ 61.4.

61.3 ~~Members~~ Eligible Members from any country or territory can petition the Council to become a Division in accordance with the requirement of this byelaw.

61.4 Any intellectual property which has not been developed primarily to serve the interests of members resident in a Division is to remain the property of the Institute. This provision does not prevent the expression or mark '~~ICSA~~-CGI' being used in conjunction with other words either as part of the name of a company registered by a Division or to describe an activity or service provided in a Division without charge or for a nominal fee. The Council is to make regulations about the use of the Institute's intellectual property.

61.8 The Council cannot delegate, and remains responsible for:

- a) its functions under this byelaw;
- b) its functions under byelaw 21.11;
- c) its functions under byelaw ~~43.1~~ 44.1 except that it can delegate functions relating to the management of the Institute's business and affairs, disciplinary proceedings; and
- d) its functions under byelaws ~~69.3~~ 70.3 and ~~69.4~~ 70.4.

65.2 The PSC comprises:

- a) a Fellow appointed by the Council to chair the PSC ~~who, other than in exceptional circumstances, is to be a member of the Council; and~~
- b) between five and eleven other persons appointed in accordance with byelaw ~~64.4~~ 65.5 who are to be selected with the overall aim that there should be an approximately equal balance between PSC members with an academic background and those with professional experience as senior members of the Institute, reflecting the Institute's body of knowledge from both an academic and a practical perspective.

78.1 The Institute's head office must be in the United Kingdom unless allowed by the Privy Council following approval by the Council and the Institute's ~~members~~ Eligible

[Members](#) at a general meeting.

82.2 Documents can be executed as a deed only if the Council, or subject to byelaw ~~81.4~~[82.4](#), the ~~UKRIAT Committee~~[CGIUKI Board](#) authorises it.

82.4 Documents executed as a deed either with or without the seal are to be signed by:

- a) two Council members; or
- b) one Council member and either the Secretary, the Chief Executive or any other permanent paid member of staff authorised by the Council or, where execution of the document has been authorised by the ~~UKRIAT Committee~~[CGIUKI Board](#) in accordance with byelaw ~~81.2~~[82.2](#), by the Chief Executive of ~~UKRIAT~~[CGIUKI](#) or any other paid member of staff authorised by the ~~UKRIAT Committee~~[CGIUKI Board](#).

82.5 In the event that the Institute incurs a liability in connection with any transaction authorised by the ~~UKRIAT Committee~~[CGIUKI Board](#) to which byelaw ~~81.4~~[82.4](#) relates, ~~UKRIAT~~[CGIUKI](#) will indemnify the Institute for all costs it incurs as a result of the liability.