

Appendix D

To the notice of Annual General Meeting of The Institute of Chartered Secretaries and Administrators to be held at 6.45pm (British Summer Time) on Wednesday 4 October 2017.

Resolution 8

That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws be amended, to give effect to a number of housekeeping changes, as follows:

- **In byelaw 1.1**
 - a) **In the definition of 'Charter' the reference to article 19 shall be deleted and replaced with a reference to article 21 as follows:**

Charter - The Royal Charter of 22 June 1966 (as amended under Article ~~19~~21, and as amended by the Supplemental Charter of 10 September 1971 and any future Supplemental Charter), and the part of the Royal Charter of 4 November 1902 which is not revoked.
 - b) **In the definition of 'Disciplinary bodies' delete 'Appeals' and replace it with 'Appeal' as follows:**

Disciplinary bodies – The Investigation Groups, Disciplinary Tribunals and ~~Appeals~~Appeal Tribunals specified in byelaw 22.1, read with byelaw 22.2.
- **In byelaw 1.2**
 - a) **In the 'Names and titles' column after the words 'Chief Executive' the words ' , Director General or equivalent' shall be inserted.**
 - b) **In the 'Names and titles' column the word 'Agreement' shall be deleted and replaced with the word 'Instrument'.**

As follows:

Chief Executive, <u>Director General</u> <u>or equivalent</u>	71
<u>[...]</u>	
Delegation Agreement <u>Instrument</u>	63
- **In byelaw 1.7 the phrase 'and rules' shall be deleted and replaced with the words ' , rules and agreements (of whatever nature)'; the word 'and' before the word 'revoking' shall be deleted and the words 'and replacing' shall be inserted before the word 'them' as follows:**

- 1.7 Where the byelaws refer to passing or making regulations, byelaws, rules and rules agreements (of whatever nature), this includes making, altering, amending, adding to, ~~and revoking~~ and replacing them.
- **In byelaw 1.8 the word ‘round’ shall be deleted and replaced with the word ‘around’ as follows:**

1.8 References to ‘public practice’ include references to ‘private practice’; and the other way ~~round~~ around.
 - **In byelaw 2 the words ‘and byelaws’ shall be inserted as follows:**

2 The standing of the Charter and byelaws
 - **In byelaw 2.1 the sentence ‘If there is any inconsistency between these byelaws and a rule or regulation made under the byelaws, the byelaws shall prevail.’ shall be inserted at the start, as follows:**

2.1 If there is any inconsistency between these byelaws and a rule or regulation made under the byelaws, the byelaws shall prevail. If there is any inconsistency between these byelaws and the Charter, the Charter has priority.
 - **In byelaw 8.1 the following words ‘Subject to these byelaws, rules made by the Council shall provide for Honorary Fellows to use such titles, and such designatory letters after their name, as may be determined by the rules.’ shall be inserted as follows:**

8.1 The Council can elect Honorary Fellows as set out in Article 16 of the Charter and can withdraw the designation at its discretion. Subject to these byelaws, rules made by the Council shall provide for Honorary Fellows to use such titles, and such designatory letters after their name, as may be determined by the rules.
 - **In byelaw 13.1 the words ‘(except for Honorary Members)’ shall be inserted after the word ‘Members’ as follows:**

13.1 Members (except for Honorary Members) must promptly pay subscriptions and other money due under any regulations made by the Council.
 - **Byelaw 16 shall be deleted:**

~~16—People who cannot become members~~

~~16.1—The following people are disqualified 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 byelaw 19.2 or under the byelaws dealing with discipline.~~
 - **In byelaw 24.8 the word ‘the’ shall be inserted before the word ‘Council’ when it first occurs:**

23.8 If it is found, by the procedure set out in these byelaws and any consistent regulations made by the Council under byelaw 22.5 that a member has:

- **In byelaw 28.1, paragraph b), the word ‘statement’ shall be deleted and replaced with the word ‘statements’ as follows:**

27.1

b) receiving comprehensive financial ~~statement~~ statements of the Institute; and

- **In byelaw 28.2, ‘A comprehensive financial statement’ shall be deleted and replaced with ‘Comprehensive financial statements’; the word ‘statement’ after the words ‘copy of the’ shall be deleted and replaced with the word ‘statements’ as follows:**

28.2 ~~A comprehensive financial statement~~ Comprehensive financial statements and an annual report on behalf of the Council shall be posted on the Institute’s and/or the Divisions’ websites no later than four months after the end of each financial year. It is not necessary that a printed copy of the ~~statement~~ statements or annual report be provided to each member, provided that members are advised by means of a message on the Institute’s and/or Divisions’ websites.

- **In byelaw 31.5 paragraph c), ‘at’ shall be inserted after the words ‘to do so’ as follows:**

31.5 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:

c) the arrangements under byelaw 31.1 regarding attendance at the meeting may provide for admission to the subsidiary places as well as the principal place so that (so far as possible) any members and proxies entitled to attend the meeting are able to do so at at least one of those places.

- **In byelaw 44.1 paragraph f), the word ‘Agreements’ shall be deleted and replaced with the word ‘Instruments’.**

f) establishing and revoking the designation of Divisions under byelaw 61.4 and entering into, amending, adding to or revoking ~~Delegation Agreements~~ Instruments with Divisional Committees under byelaw 63;

- **In byelaw 61.4, ‘Agreement’ shall be deleted and replaced with the word ‘Instrument’ whenever it occurs as follows:**

61.4 Subject to byelaw 61.3, the Council can designate any country or territory as a Division if it appears to the Council that enough members live there and that, if the Division is designated, there would be sufficient resources within that Division to manage the interests of the Institute and its members locally. The Council can also revoke the designation of a Division by terminating its ~~Delegation Agreement~~ Instrument in accordance with the terms of the ~~Agreement~~ Instrument.

- **In byelaw 61.6 the word ‘Agreement’ shall be deleted and replaced with the word ‘Instrument’ as follows:**

61.6 The constitution, powers and responsibilities of a Division are to be set out in a ~~Delegation Agreement~~ Instrument as prescribed by byelaw 63.2.

- **Byelaw 61.8, shall be deleted as follows:**

~~61.8 Until such time as UKRIAT is designated as a Division pursuant to byelaw 61.1, the assets and liabilities of the Institute within UKRIAT are primarily held to serve the interests of the members resident in or belonging to UKRIAT and are the responsibility of the committee elected by the members resident in or belonging to UKRIAT and known at the date of adoption of these byelaws as the United Kingdom Committee. That committee has control of the assets and liabilities and no other Division has any claim on or responsibility for those assets and liabilities. Upon creation of the UKRIAT Division such assets and liabilities will be transferred without charge to a legal entity to hold for the Institute and to apply or deal with them at the direction of the Divisional Committee for the UKRIAT Division, in accordance with byelaw 61.7 above.~~

- **In byelaw 62.9 the word ‘eligible’ shall be inserted after the word ‘co-opt’ as follows:**

62.9 A Divisional Committee may at any time co-opt eligible Fellows to make up not more than a quarter of the Committee who shall be eligible to serve as members of the Committee for such period as the Committee may specify at the time of co-option.

- **In byelaw 63.1 the word ‘Agreement’ shall be deleted and replaced with the word ‘Instrument’.**

As follows:

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

- **In byelaw 63.2, the word ‘Agreement’ shall be deleted and replaced with the word ‘Instrument’ whenever it occurs; and the punctuation mark ‘.’ At the end of paragraph c) shall be deleted and replaced with ‘; and’, as follows:**

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

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

- **In byelaw 66.1 the word ‘the’ shall be inserted after the words ‘duties as’ as follows:**

65.1 The PSC must:…
[…]

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

- **In byelaw 67.1 the word ‘qualifications’ shall be deleted; the word ‘examinations’ shall be inserted and ‘Professional Qualification’ shall be deleted and replaced with ‘a qualification’ as follows:**

66.1 The PSC must consider and assess any proposals made by a Division regarding the design or development of ~~qualifications-examinations~~ leading to ~~Professional Qualification~~ a qualification of the Institute.

- **In byelaw 68.1 the word ‘professional’ shall be deleted as follows:**

68.1 The PSC must keep under review the ability of each Division to continue to provide ~~professional-qualifications~~.

- **In byelaw 71.4, ‘title’ shall be inserted after ‘salary,’ and ‘In particular, the Chief Executive may continue to be styled or titled as ‘Director General’ or use such other style or title as the Council shall determine.’ shall be inserted after ‘Council.’, as follows:**

71.4 The salary, title and other employment terms (including pension contributions) of the Secretary and the Chief Executive are to be determined by the Council. In particular, the Chief Executive may continue to be styled or titled as ‘Director General’ or use such other style or title as the Council shall determine.

- **In byelaw 74.2, ‘The’ shall be inserted before the word ‘Council’ as follows:**

74.2 The Council is responsible for agreeing the budget for the Institute. Amounts of expenditure during the year which are outside the budget and which are above an amount determined by Council when setting the budget require Council approval.

- **In byelaw 82.4, paragraph b) the reference to byelaw 82.5 shall be deleted and replaced with a reference to byelaw 82.2 as follows:**

81.4

b) one Council member and either the Secretary, the Chief Executive or any other permanent paid member of staff authorised by the Council or, where execution of the document has been authorised by the UKRIAT Committee in accordance with ~~byelaw 82.5-82.2~~, by the Chief Executive of UKRIAT or any other paid member of staff authorised by the UKRIAT Committee.

- **In byelaw 82.5 the word ‘authorised’ shall be deleted; and the words ‘authorised by the UKRIAT Committee’ shall be inserted before the words ‘to which’ as follows:**

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

- **Byelaws 85.1, 85.2 and 85.3 shall be deleted as follows:**

~~85.1 The Council members in office as President or Vice President(s) will cease to hold such office when these byelaws take effect and the Council will elect a new President and Vice Presidents in accordance with byelaw 47.~~

~~85.2 A Council member, elected by a Division entitled to have one member serving on the Council, will continue in office until the date they were due to retire.~~

~~85.3 The UK Committee will determine which of its members elected to the Council is to continue in office. Any member selected to continue to serve on Council will continue in office until the date they were due to retire.~~

- **Byelaw 85.4 shall be re-numbered byelaw 85.1:**

~~85.4~~

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

- **In byelaw 86.1 the words ‘Delegation Instrument or’ shall be inserted before the words ‘delegation agreement’ as follows:**

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

Appendix E

To the notice of Annual General Meeting of The Institute of Chartered Secretaries and Administrators to be held at 6.45pm (British Summer Time) on Wednesday 4 October 2017.

Resolution 9

That, subject to the proposed amendments to the Royal Charter 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 be amended, to give effect to the new class of member to be called Affiliated Member, as follows:

- In byelaw 1.1

- a) the definition of 'Eligible members' be inserted after the definition of 'Division' as follows:

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

- b) In the definition of 'Member' the word 'or' shall be deleted and replaced with a punctuation mark ','; the words 'or Affiliated Member' shall be inserted before 'of the Institute'; the words 'but does not include a graduate, part-qualified person or an affiliate' shall be deleted and replaced with '(this does not include a graduate or a subscriber).', as follows:

Member – A Fellow, Associate or Honorary Fellow or Affiliated Member of the Institute but does not include a graduate, part-qualified person or an affiliate (this does not include a graduate or a subscriber).

- In byelaw 1.2

- c) In the 'Names and titles' column the words 'Affiliated Member' shall be inserted and in the column 'Byelaw where they are defined' the number '8A' shall be inserted.
- d) In the 'Names and titles' column the words 'Affiliated persons' and in the column 'Byelaw where they are defined' the number '21' shall be deleted.
- e) In the 'Names and titles' column the word 'Subscriber' shall be inserted and in the column 'Byelaw where they are defined' the number '21' shall be inserted.

As follows:

Names and titles	Byelaw where they are defined
Affiliated Member	8A
Affiliated persons	21
[...]	
Subscriber	21

- In byelaw 4.1 the word 'and' shall be deleted and replaced with a punctuation mark ',' and the words 'and Affiliated Members.' shall be inserted after the words 'Honorary Fellows' as follows:

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

- **A new byelaw 8A shall be inserted as follows:**

8A Affiliated Members

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

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

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

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

- a) they must have passed the Institute's examinations (subject to any exemptions granted by the Council);
- b) they must satisfy the Council that, having regard to their character and position, they are fit and proper to be elected;
- c) they must have such professional experience, if any, as the Council regulations may require; and
- d) they must give the Council any information it requires about their duties and any organisation they have served.

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

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

- **In byelaw 10.1 the words 'Fellow or Associate' shall be deleted and replaced with the word 'member' as follows:**

10.1 When a ~~Fellow or Associate~~ member is elected, they are entitled to receive a membership certificate, which they can keep while they are a member.

- **The title above byelaw 18 shall change to 'Graduates and Subscribers'.**

- **Byelaw 20 shall be deleted:**

~~20 — Part-qualified persons~~

~~20.1 Rules made by the Council can make provision for those who have passed or been granted a credit in respect of a part of the Institute's examinations specified in the rules, on application, to be given a title and to be entitled to use designatory letters after their name, such title and designatory letters to be determined by Council.~~

~~20.2 A part-qualified person who has applied for and been given the appropriate title is not a member of the Institute, and is not entitled to receive notice of, attend or vote at any general meetings.~~

~~20.3 A part-qualified person is subject to the same disciplinary rules as a member.~~

~~20.4 A part-qualified person must pay an annual subscription at a level decided by the Council, but this must not be more than the subscription for graduates.~~

~~20.5 While they are part-qualified, a person is entitled to use the title which they have been given and the appropriate designatory letters (as determined by Council) after their name.~~

~~20.6 A part-qualified person must not describe themselves as a Chartered Secretary or a graduate.~~

~~20.7 A part-qualified person is entitled to a certificate showing their status.~~

~~20.8 Once a person has passed all the Institute's examinations that apply to them, they cease to be part-qualified and byelaws 18 and 19 apply to them.~~

- **In byelaw 21, the words 'Affiliated persons' shall be deleted and replaced with the word 'Subscribers' as follows:**

21 ~~Affiliated persons~~ Subscribers

- **In byelaw 21.1 the words ', graduates or part-qualified persons' shall be deleted as follows:**

21.1 The Council can invite people who are not members, ~~graduates or part-qualified persons~~ to take part in activities which support the Institute's objectives.

- **In byelaw 21.3 the words 'affiliated persons (or affiliates)' shall be deleted and replaced with the word 'subscribers'; the punctuation mark '.' shall be deleted and replaced with the words ', and are not entitled to receive notice of, attend or vote at general meetings.' as follows:**

21.3 Such individuals are ~~affiliated persons (or affiliates)~~ subscribers, and they are not members, and are not entitled to receive notice of, attend or vote at general meetings.

- **In byelaw 21.4 the words 'affiliated persons (or affiliates)' shall be deleted and replaced with the word 'subscribers' as follows:**

21.4 The Council can make regulations relating to ~~affiliated persons (or affiliates)~~ subscribers, and can set subscriptions or fees to be paid by them to the Institute.

- **A new byelaw 21.5 shall be inserted as follows:**

21.5 If a Division resolves to offer Affiliated Membership pursuant to byelaw 9, any person attached to that Division at that date who is described as an affiliate shall thereafter be known and described as a subscriber until that person is admitted to Affiliated Membership.

- **In byelaw 27.3 the words ‘a member’ shall be deleted and replaced with the words ‘an eligible member’ as follows:**

27.3 The Secretary and Chief Executive of the Institute and the Divisional Chief Executives by virtue of holding such office must be invited to attend any general meeting and may address the meeting with the leave of the person chairing the meeting. They are not entitled to vote unless they are ~~a member~~ an eligible member in their own right.

- **In byelaw 30.1**

- the words ‘members (including at least 100 Fellows)’ shall be deleted and replaced with the words ‘Fellows and Associates (provided that at least 100 are Fellows)’**
- In paragraph a), the word ‘members’ shall be deleted and replaced with the words ‘Fellows and Associates’**

As follows:

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

- serving on the Secretary a requisition signed by all the requisitioning ~~members~~ Fellows and Associates stating the purpose of the meeting; and

- **In byelaw 30.4, the words ‘Fellows and/or Associates’ shall be inserted after the word ‘those’ as follows:**

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

- **In byelaw 30.5, the word ‘members’ shall be deleted and replaced with the words ‘Fellows and/or Associates’ as follows:**

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

- **In byelaw 33.1 the words ‘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.’ shall inserted after the word ‘present’ as follows:**

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

- **In byelaw 33.2 the words ‘by members’ shall be deleted:**

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

- **In byelaw 33.3 the words ‘any Fellows or Associates are present but’ shall be inserted after the word ‘if’; the word ‘members’ shall be deleted and replaced with the words ‘Fellows and Associates’ whenever it occurs as follows:**

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

- **In byelaw 34.2 paragraph b), the word ‘members’ shall be deleted and replaced with the words ‘Fellows and Associates’ and the word ‘them’ shall be deleted and replaced with the words ‘the Fellows and Associates present’ as follows:**

34.2

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

- **In byelaw 37.1, paragraph a), the words ‘a member’ shall be deleted and replaced with the words ‘an eligible member’ as follows:**

37.1

- a) notice of the proposed amendment is given to the Secretary in writing by ~~a member~~ an eligible member not less than 48 hours before the meeting is to take place (or such later time as the person chairing the meeting may determine); or

- **A new byelaw 37.5 shall be inserted as follows:**

37.5 An Affiliated Member may only propose an amendment to a substantive resolution that directly affects the rights or obligations of existing Affiliated Members (‘affiliates’ business’); or to a procedural resolution affecting the discussion or determination of affiliates’ business. Affiliated Members are not otherwise entitled to propose amendments to resolutions, including any resolution affecting the eligibility requirements of future Affiliated Members.

- In byelaw 38.2, paragraph b) the word ‘members’ shall be deleted and replaced with the words ‘eligible members’ as follows:

38.2

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

- In byelaw 38.6 the word ‘Voting’ shall be deleted and replaced with the words ‘Subject to byelaw 38.10, voting’ as follows:

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

- A new byelaw 38.10 shall be inserted as follows:

38.10 An Affiliated Member may only vote on an item of business that directly affects the rights or obligations of existing Affiliated Members (‘affiliates business’); or a procedural resolution affecting the manner in which ‘affiliates business’ is discussed or determined. They are not entitled to vote on any other items of business or resolutions, including any resolution affecting the eligibility requirements of future Affiliated Members.

- In byelaw 42.1, ‘The’ shall be deleted and replaced by the words ‘Subject to byelaws 8.2 and 38.10, the’ shall be inserted at the beginning of the paragraph as follows:

42.1 The Subject to byelaws 8.2 and 38.10, the Council can direct that postal votes can be given on any matter coming before the members and can decide on the form of any postal voting paper, and can authorise, appoint, engage, or otherwise contract with one or more agents on such terms and conditions as it thinks fit to conduct a postal vote.

- In byelaw 42.5 the word ‘The’ shall be deleted and replaced by the words ‘Subject to byelaws 8.2 and 38.10, the’ shall be inserted at the beginning of the paragraph:

41.5 The Subject to byelaws 8.2 and 38.10, the Secretary must send voting papers to all members of the Institute except to a member who owes any money to the Institute (other than members covered by the grace period provided for by byelaw 13.3).

- In byelaw 44.1

a) paragraph a), the word ‘members;’ shall be deleted and replaced with the words ‘eligible members and the Affiliated Members (only if byelaw 38.10 applies);’

b) In byelaw 44.1, paragraph b), the words ‘part-qualified persons,’ shall be deleted, and the word ‘affiliates’ shall be deleted and replaced with the word ‘subscribers’.

As follows:

44.1

- a) making, revoking, amending or adding to any byelaw, subject to the approval of the ~~members;~~ eligible members and the Affiliated Members (only if byelaw 38.10 applies);

- b) setting the qualification standard required for being a member including the making, altering, amending or revoking of regulations relating to the examinations of the Institute including exemptions under byelaw 70.3, and regulations relating to ~~part-qualified persons~~, graduates, ~~affiliates-subscribers~~ and other matters;
- **In byelaw 45.1, paragraph a), sub-paragraph (i) and sub-paragraph (ii), the word ‘members’ shall be deleted and replaced with the words ‘eligible members’ whenever it occurs:**

45.1

- a)
 - (i) each Division can elect one Fellow for up to 1,000 ~~members~~ eligible members plus an additional Fellow for every 3,000 additional ~~members~~ eligible members; and
 - (ii) on a request from a Division exceeding 10,000 ~~members~~ eligible members, that Division can be divided into two or more Divisions by the Council, which will then, subject to byelaw 61.4, function as separate Divisions; and
- **In byelaw 48.1**
 - a) **In paragraph a), the reference to byelaw 53 shall be deleted and replaced with a reference to byelaw 45.1.**
 - b) **In paragraph b) and paragraph c), sub-paragraph (ii), the word ‘members’ shall be deleted and replaced with the words ‘eligible members’ whenever it occurs.**
 - c) **In paragraph c) the word ‘members’ shall be deleted and replaced with the words ‘eligible members in a Division’.**
 - d) **In paragraph c), sub-paragraph (i) the word ‘member’ shall be deleted and replaced with the words ‘eligible member’ as follows:**

47.1

- a) candidates must be eligible Fellows (see byelaw ~~53~~45.1);
- b) each candidate must be elected either by ~~members~~ eligible members in a Division or by their Divisional Committee;
- c) if the election is by ~~members~~ eligible members in a Division, the following applies:
 - (i) each ~~member~~ eligible member has one vote to be cast in respect of the election in the Division of which they are a member;
 - (ii) Voting by ~~members~~ eligible members, in the Division, is to be by ballot, which may be held by post or at a general meeting of the Division. If the ballot is held at a general meeting, all valid proxy votes must be included;
- **In byelaw 60.5 the word ‘members’ shall be deleted and replaced with the words ‘eligible members’ as follows:**

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

- In byelaw 62.3 the word ‘The’ shall be deleted and replaced with ‘Subject to any regulations made under byelaws 62.11 and 62.12 below, the’; the word ‘members’ when it appears for the second time shall be deleted and replaced with the words ‘Fellows’, and the word ‘eligible’ shall be inserted before the words ‘members of that’ as follows:

62.3 ~~The~~ Subject to any regulations made under byelaws 62.11 and 62.12 below, the members of a Divisional Committee are elected from ~~members~~ Fellows of the Division by eligible members of that Division

- In byelaw 63.1, paragraph c), the words ‘Affiliated Members,’ shall be inserted after the word ‘Associates,’; the words ‘part-qualified persons’ shall be deleted; and the word ‘affiliates’ shall be deleted and replaced with the word ‘subscribers’:

c) electing and admitting Fellows, Associates, Affiliated Members, graduates, ~~part-qualified persons~~ and ~~affiliates~~ subscribers of the Institute in its Division under byelaws 5, 6, 18, 20 and 21;

- In byelaw 65.2, paragraph a), the words ‘member of the Institute’ shall be deleted and replaced with the word ‘Fellow’.

As follows:

65.2

a) ~~a member of the Institute~~ Fellow appointed by the Council to chair the PSC who, other than in exceptional circumstances, is to be a member of the Council; and

- In byelaw 80.1, paragraph c) shall be deleted in its entirety and paragraphs d) and e) shall be re-numbered paragraphs c) and d) as follows:

80.1

~~e)~~ c) part-qualified persons;
~~d)~~ c) candidates for examinations; and
~~e)~~ d) members in public practice.

- In byelaw 80.2, paragraph b) shall be deleted in its entirety and paragraphs c) to f) shall be re-numbered paragraphs b) to e) as follows:

80.2

~~b)~~ b) when they became part-qualified persons;
~~c)~~ b) when they became graduates;
~~d)~~ c) when they were elected and (where applicable) re-elected;
~~e)~~ d) when they moved from one type of membership to another; and
~~f)~~ e) when they stopped being members.

Appendix F

To the notice of Annual General Meeting of The Institute of Chartered Secretaries and Administrators to be held at 6.45pm (British Summer Time) on Wednesday 4 October 2017.

Resolution 10

That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws be amended, to give effect to the new designation to be called Chartered Governance Professional, as follows:

- **A new byelaw 5.3 shall be inserted as follows:**

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

- **In byelaw 6.1, paragraph c) the words 'or Chartered Governance Professional;' shall be inserted after the word 'Secretary' as follows:**

6.1

- c) their main occupation for at least six years, or for periods totalling at least six years, must have been in one or more positions that in the Council's opinion are relevant to the profession of Chartered Secretary or Chartered Governance Professional; or they must have completed some other professional development that the Council recognises and decides is appropriate; and

- **A new byelaw 6.2 shall be inserted as follows:**

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

- **In byelaw 13.7 the word 'or' shall be deleted and replaced with the words ' , as a Chartered Governance Professional, as an Affiliated Member (as the case may be), nor' as follows:**

13.7 If a member has allowed their membership to lapse they must not describe themselves as a Chartered Secretary ~~or~~, as a Chartered Governance Professional, as an Affiliated Member (as the case may be), nor use the designatory letters denoting membership of the Institute.

- **In byelaw 14.3 the words 'or use the' shall be deleted and replaced with the words ' , as a Chartered Governance Professional, as an Affiliated Member (as the case may be), nor use any titles or' as follows:**

14.3 A member who resigns must not describe themselves as a Chartered Secretary ~~or use the~~, as a Chartered Governance Professional, as an Affiliated Member (as the case may be), nor use any titles or designatory letters denoting membership of the Institute.

- **Byelaw 17.1 shall be deleted:**

~~17.1 Subject to byelaw 17.3, a member can only carry on public practice as a Chartered Secretary, if they have a valid practising certificate issued under regulations made under byelaw 17.2 by the Council for that purpose.~~

- **Byelaw 17.2 shall be re-numbered byelaw 17.1 and the word ‘can’ shall be deleted and replaced with the word ‘may’ as follows:**

17.1 The Council ~~can~~ may in its absolute discretion from time to time make, amend, revoke or add to regulations relating to practising certificates.

- **A new byelaw 17.2 shall be inserted as follows:**

17.2 A member can only carry on public practice as a Chartered Secretary or Chartered Governance Professional if they have a valid practising certificate required to be issued for that purpose under regulations made under byelaw 17.1.

- **Byelaw 17.2 shall be renumbered byelaw 17.3. The words ‘for the avoidance of doubt’ shall be inserted after the word ‘can’; the words ‘or Chartered Governance Professional’ shall be inserted after the words ‘Secretary’ and the words ‘or Chartered Governance Professionals’ after the word ‘Secretaries’ as follows:**

17.3 A member can for the avoidance of doubt engage in public practice as a Chartered Secretary or Chartered Governance Professional without holding a practising certificate if they practise in a country for which the Council has not for the time being made regulations governing the issue of practising certificates to members in practice as Chartered Secretaries or Chartered Governance Professionals.

- **Byelaws 17.3 and 17.4 shall be re-numbered byelaws 17.4 and 17.5**

- **In re-numbered byelaw 17.5, in paragraph a) the word ‘definition’ shall be deleted and replaced with the word ‘definitions’ and the punctuation mark ‘;’ shall be deleted and replaced with the words ‘and ‘public practice as a Chartered Governance Professional’;’ as follows:**

17.5 Regulations under byelaw 17.2 must set out, among other things:

- a) the ~~definition~~ definitions of ‘public practice as a Chartered Secretary’; and ‘public practice as a Chartered Governance Professional’;

- **In byelaw 18.6 the words ‘or a Chartered Governance Professional’ shall be inserted after the word ‘Secretary’ as follows:**

18.6 A graduate must not describe themselves as a Chartered Secretary or a Chartered Governance Professional.

- **In byelaw 64.1 the word ‘profession’ shall be deleted and replaced with the word ‘professions’ and the words ‘and Chartered Governance Professional’ shall be inserted after the word ‘Secretary’ as follows:**

64.1 The qualifications must provide a syllabus and assessment at a level appropriate for practitioners of the ~~profession~~ professions of Chartered Secretary and Chartered Governance Professional.

- **In byelaw 64.2 the word ‘professional’ after the word ‘competent’ shall be deleted; the words ‘and Chartered Governance Professionals’ shall be inserted after ‘Secretaries’ and the word ‘programme’ shall be deleted and replaced with the word ‘programmes’ as follows:**

64.2 In order to achieve the overall objective to qualify competent ~~professional~~ Chartered Secretaries and Chartered Governance Professionals the Council must ensure that the standard of the final qualifying ~~programme~~ programmes is commensurate with the level required for a professional practitioner and is set to test the learning requirements as prescribed in regulations made by the Council which can seek the advice of the Professional Standards Committee.

- **In byelaw 68.2 the word ‘professional’ shall be deleted and the words ‘and/or Chartered Governance Professionals (as they case may be)’ shall be inserted after the words ‘Chartered Secretaries’ as follows:**

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

- **In byelaw 69.2 the words ‘and/or Chartered Governance Professionals (as the case may be)’ shall be inserted after the word ‘Secretaries’ as follows:**

69.2 Where there is material failure on the part of a Division to meet the required standard, the PSC must report to the Council with appropriate recommendations which can include recommending that the right of the Division to qualify Chartered Secretaries and/or Chartered Governance Professionals (as the case may be) should be suspended or removed until such time as remedial actions have been put in place and are assessed as robust.