

Appendix C

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 3

That, subject to such amendments as Her Majesty in Council may require, the preamble of the Institute's Charter be amended as follows:

- **Preamble**

- a) **In the sixth paragraph, starting with 'AND WHEREAS' the word 'an' should be deleted and replaced with the word 'a' as follows:**

AND WHEREAS the Institute has presented ~~an~~ a humble Petition unto Us praying that We would be graciously pleased to grant it a further Supplemental Charter

- b) **In the seventh paragraph, starting with 'NOW THEREFORE' the word 'heirs' shall be capitalised and 'Successors,' shall be inserted before the words 'have granted' as follows:**

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration by virtue of Our Prerogative Royal and moved thereto by Our desire to further the object of the Institute for Ourselves, Our ~~h~~Heirs and Successors, have granted and declared and are graciously pleased by these Presents to grant and declare....

Resolution 4

That, subject to such amendments as Her Majesty in Council may require, article 4, paragraph j) of the Institute's Charter be amended as follows:

- **The words 'for the time being of the Institute (in this Our Charter referred to as the 'Byelaws')' shall be inserted after the words 'in the Byelaws' as follows:**

4.

- j) to establish divisions, branches and other local organisations of members or students....

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

Resolution 5

That, subject to such amendments as Her Majesty in Council may require, article 6 of the Institute's Charter be amended as follows:

- **The words 'for the time being of the Institute (in this Our Charter referred to as the 'Byelaws')' shall be deleted as follows:**
 6. Subject to Article 7, the management of the Institute shall be vested in a Council (hereinafter referred to as 'the Council') constituted as prescribed in the Byelaws ~~for the time being of the Institute (in this Our Charter referred to as the 'Byelaws')~~ and all powers of the Institute shall be vested in and exercisable by the Council except so far as the same are by this Our Charter or by the Byelaws expressly required to be exercised by the Institute in General Meeting.

Resolution 6

That, subject to such amendments as Her Majesty in Council may require, article 9 of the Institute's Charter be amended as follows:

- **The words '(howsoever styled or titled)' be inserted before the words 'who may or may not'; the words 'with such' be deleted and replaced with the words 'and such other officers as it may from time to time appoint. The appointment process, style or title,'; the words 'as the Byelaws may prescribe and such other officers as the Council of the Institute may from time to time and for such periods with such functions, tenure, and terms of office appoint.'** shall be deleted and replaced with the words **'of the Secretary, Chief Executive and other officers may be provided for in the Byelaws and shall, subject to any such provisions in the Byelaws, be determined by the Council of the Institute.'** as follows:
 9. The Institute shall have a Secretary and may have a Chief Executive (howsoever styled or titled) who may or may not be the same person, with such and such other officers as it may from time to time appoint. The appointment process, style or title, functions, tenure and terms of office as the Byelaws may prescribe and such other officers as the Council of the Institute may from time to time and for such periods with such functions, tenure, and terms of office appoint. of the Secretary, Chief Executive and other officers may be provided for in the Byelaws and shall, subject to any such provisions in the Byelaws, be determined by the Council of the Institute. The initial and ongoing costs relating to such appointments together with all support costs shall be borne by the Institute as provided in the Byelaws.

Resolution 7

That, subject to such amendments as Her Majesty in Council may require, articles 10 to 22 of the Institute's Charter be amended, to provide for the new class of member to be called Affiliated Member, as follows:

- **A new article 10 shall be inserted as follows:**
 10. The Byelaws shall make provision for the conditions governing membership. They may in particular provide for conditions as to qualifications, examination, elections, privileges, rights and obligations of members, and may make provision for one or more classes of membership with different rights and obligations.

- **Articles 10 and 11 shall be re-numbered articles 11 and 12.**
- **In re-numbered article 11 the words ‘and until’ shall be deleted; after the word ‘provide’ the punctuation mark ‘,’ shall be inserted; the word ‘two’ shall be deleted and replaced with the word ‘four’; the word ‘and’ after the word ‘Fellows’ shall be deleted and replaced with the punctuation mark ‘,’ and the punctuation mark ‘.’ after the word ‘Associates’ shall be deleted and replaced with the words ‘, Honorary Fellows and Affiliated Members.’ as follows:**
 11. ~~Unless and until the Byelaws shall otherwise provide,~~ there shall be ~~two~~four classes of members of the Institute termed respectively Fellows ~~and,~~ Associates-, Honorary Fellows and Affiliated Members.
- **Article 12 shall be deleted in its entirety as follows:**
 - ~~12. The qualifications, examination, election, privileges and obligations of Fellows and Associates and conditions governing membership, shall be such as the Byelaws shall provide.~~
- **In article 13 the words ‘Fellow or an Associate’ shall be deleted and replaced with the word ‘member’ as follows:**
 13. The Council shall have the power, respecting each person proposed for election as a ~~Fellow or an Associate~~ member, to decide conclusively whether they have or have not fulfilled the conditions applicable to their case.
- **In article 14 the words ‘of the Institute’ shall be inserted after the words ‘A member’; the words ‘call themselves Chartered Secretary; a Fellow may’ shall be deleted; the words ‘after their name the’ after the word ‘use’ when it appears for the first time, shall be deleted and replaced with the words ‘such title and such’; the words “‘FCIS’ and an Associate may use after their name the designatory letters ‘ACIS’”. Any other qualifying individual may use a title and designatory letters after their name’ shall be deleted and replaced with the words ‘(if any)’; the words ‘may be’ shall be inserted before the words ‘determined by’ and the punctuation mark ‘.’ after the words ‘by Council’ shall be deleted and replaced with the words ‘from time to time in accordance with the Byelaws.’ as follows:**
 14. A member of the Institute shall be entitled to ~~call themselves Chartered Secretary; a Fellow may use after their name the such title and such~~ designatory letters ‘FCIS’ and an Associate may use after their name the designatory letters ‘ACIS’. Any other qualifying individual may use a title and designatory letters after their name (if any) as may be determined by Council- from time to time in accordance with the Byelaws.
- **In article 15 the word ‘members’ before the words ‘of the Institute’ shall be deleted and replaced with the words ‘Fellows and Associates’; the phrase ‘, subject to any conditions imposed by the Byelaws,’ shall be deleted and the punctuation mark ‘.’ after the words ‘such meetings’ shall be deleted and replaced with the words ‘subject to any conditions, limitations or restrictions provided for in the Byelaws. Without prejudice to the generality of Articles 10 and 18, the Byelaws may in particular make provision restricting the rights of attendance, voting or participation of any class of members either entirely or in such circumstances as they may specify.’ as follows:**

15. All ~~members~~ Fellows and Associates of the Institute shall, ~~subject to any conditions imposed by the Byelaws,~~ be entitled to be present and vote at General Meetings and to take part in the discussion of business at such meetings ~~subject to any conditions, limitations or restrictions provided for in the Byelaws.~~ Without prejudice to the generality of Articles 10 and 18, the Byelaws may in particular make provision restricting the rights of attendance, voting or participation of any class of members either entirely or in such circumstances as they may specify.
- **In article 19 the word ‘members’ after the words ‘or more’ shall be deleted and replaced with the words ‘Fellows and Associates’ and the word ‘shall’ before the word ‘require’ shall be deleted and replaced with the word ‘can’ as follows:**

19. Where a General Meeting is called pursuant to a requisition by 100 or more ~~members~~ Fellows and Associates in accordance with the Byelaws, the requisitioning members ~~shall~~ can require the notice of the meeting or other documents accompanying the notice of the meeting to set out the text of any changes to the Charter or Byelaws to be proposed by them at the meeting; and in default can send out the notice themselves.
 - **In article 20**
 - a) **In paragraph a), the word ‘members’ shall be deleted and replaced with the words ‘Fellows and Associates’ as follows:**

20.

a) approved by a resolution passed by a majority of not less than two-thirds of the ~~members~~ Fellows and Associates voting at a General Meeting of the Institute in such manner as the Byelaws may allow and of which due notice in writing must have been given of the nature of the business to be considered; and

b) **In paragraph b), the references to byelaws 27.7, 61.2, 61.7, 61.8, 61.9, 62.1 and 62.14 shall, if re-numbered pursuant to Resolution 11, be substituted with references to byelaws 26.7, 60.2, 60.7, 60.8, 60.9, 61.1 and 61.14 as follows:**

20.

b) in the case of any revocation of, or amendment to, byelaws ~~27.7, 61.2, 61.7, 61.8, 61.9, 62.1 or 62.14~~ 26.7, 60.2, 60.7, 60.8, 60.9, 61.1 or 61.14 where the UKRIAT Division or UKRIAT (as those expressions are defined in the Byelaws for the time being) is or would be affected by such an amendment, approved by a resolution passed by 90 per cent of the persons voting in such manner as the Byelaws may allow at a separate meeting comprised of persons residing in, or belonging to, that Division or UKRIAT; and
 - **In article 21 the word ‘members’ shall be deleted and replaced with the words ‘Fellows and Associates’ as follows:**

21. The Institute may by resolution passed by a majority of not less than three-quarters of the ~~members~~ Fellows and Associates voting at a General Meeting of the Institute in such manner as the Byelaws may allow, of which due notice in writing shall have been given of the nature of the business to be considered, amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our Heirs or Successors in Council become effectual and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.
- **In article 22 the word ‘members’ after the words ‘three-quarters of the’ shall be deleted and replaced with the words ‘Fellows and Associates’ and the word ‘members’ after the words ‘determined by the’ shall be deleted and replaced with the words ‘Fellows and Associates’ as follows:**
22. The Institute may by resolution passed by a majority of not less than three-quarters of the ~~members~~ Fellows and Associates voting at a General Meeting of the Institute in such manner as the Byelaws may allow, of which due notice in writing shall have been given of the nature of the business to be considered, surrender this Our Charter and any Supplemental Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit. The affairs of the Institute shall be wound up or otherwise dealt with in such manner as shall be directed by General Meeting or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Institute for the time being. If on the winding up or dissolution of the Institute there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Institute or any of them but shall (subject to any special trusts affecting the same) be given or transferred to some other institute or institutes having objects similar to the object of the Institute and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of this Our Charter. Such institute or institutes shall be determined by the ~~members~~ Fellows and Associates of the Institute at or before the time of its dissolution. If and so far as effect cannot be given to the foregoing provisions then the remaining property shall be given over to some charitable object.