

Resolution 4: CGIUKI Regulations as amended

CGIUKI Regulations

1 Regulations

This document contains regulations made by the CGIUKI Board (Board) and approved by the Council and the members of CGIUKI in general meeting. These regulations may be amended from time to time by the Board subject to the approval of Council and members in general meeting.

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

Words	Definition
'Byelaws'	The byelaws of the Institute for the time being in force.
'Board'	the CGIUKI Board
'CGIUKI'	The Chartered Governance Institute UK & Ireland and includes the United Kingdom, Republic of Ireland, and Associated Territories, Channel Islands and the Isle of Man.
'CGIUKI Board'	Divisional Committee set up by the Council to run the Institute's affairs within CGIUKI and with responsibility for the assets, liabilities, income and expenditure of the Institute within CGIUKI.
'Charter'	The Royal Charter of 22 June 1966, the Supplemental Charter of 10 September 1971 (as amended under Article 21 by Order of the Privy Council on 5 March 2014 and 8 February 2018), and the Supplemental Charter of 16 September 2019
'Chief Executive'	The Chief Executive of CGIUKI appointed by the Board.
Committee	A committee or sub-committee of the CGIUKI Board.
'Council'	The Council of The Chartered Governance Institute.
'Crown Dependencies'	The Channel Islands and the Isle of Man.
'Delegation Instrument'	The Delegation Instrument referred to in byelaw 62.1 setting out the powers and responsibilities of a Division.
'Division'	A country, territory or group of countries or territories designated as a Division under byelaw 61.4 or the previous byelaws.
'Divisional Committee'	A Committee of Council established for the purpose of managing the Institute's affairs in a Division.
'Elected Member'	Fellows, Associates, Affiliated Members and non-Institute members elected to the Board.
'Electronic form'	A document or information is sent or supplied in electronic form if it is sent or supplied: <ul style="list-style-type: none"> a) by electronic means (for example, by email or fax), or b) by any other means while in an electronic form (for example, sending a media storage device by post).
'Electronic means'	A document or information is sent or supplied by electronic means if it is: <ul style="list-style-type: none"> 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 video conference 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 via electronic means as described in this definition.

‘Eligible Members’	For the purpose of these regulations, this means the Fellows and Associates, but not the Honorary Fellows or Affiliated Members.
‘Hybrid meeting’;	A meeting held both physically and by electronic means.
‘Honorary Fellow	A current Honorary Fellow elected in accordance with byelaw 8.1 whose designation has not been withdrawn.
‘Institute’	The Chartered Governance Institute.
‘In writing’	Written or produced by any legible and non-transitory visible substitute for writing or partly one and partly another, including in electronic form.
‘Member’	A Fellow, Associate, Honorary Fellow or Affiliated Member of the Institute.
‘Nomination and Election Rules’;	Rules made by CGIUKI Board from time to time to regulate the processes of nomination and elections within CGIUKI
‘Observer’	Any member of CGIUKI who is elected to serve as CGIUKI Representative to Council and who is not currently a member of the CGIUKI Board. Observers are entitled to receive notice and any other document related to the meeting they are invited to attend.
‘Present’	For the purpose of these Regulations, means either physically present or attending the meeting by electronic means
‘Procedural resolutions’	All resolutions of a procedural nature (such as a resolution on adjournment of a meeting or a resolution on choice of a person to chair the meeting).
‘Secretary’	The Secretary of the Institute and includes, where the context so requires, the person performing an equivalent role on behalf of a Division.
‘Signed’	includes signing by means of physical, electronic and digital signatures
‘Substantive resolutions’	All resolutions other than procedural resolutions.

1.2 The following table shows where certain names and titles in the regulations are defined and explained.

Names and titles	Definition in regulations
Subscribers	112
General meetings	40
President, Vice-Presidents	15
Quorum	30 and 54
Scrutineers	88

1.3 Words which refer to a single number also refer to plural numbers and the other way around.

1.4 Words which refer to men also refer to any other gender.

1.5 The headings and side headings in the regulations are included only for convenience; they do not affect the meaning of the regulations.

1.6 Where the regulations give any power or authority to anybody, this power or authority may be used on any number of occasions unless the context does not allow this meaning.

1.7 Where the regulations refer to months or years, these are calendar months or years.

- 1.8 Where the regulations refer to passing or making regulations, byelaws or rules, this includes making, altering, amending, adding to and revoking them.
- 2 These regulations must be read with the Charter and byelaws. If there is any inconsistency between these regulations and the Charter and byelaws, the Charter and byelaws apply.
- 3 The affairs of the Board must be conducted in accordance with these regulations as amended, from time to time.
- 4 Pursuant to the Delegation Instrument, the Board must uphold the Charter and byelaws of the Institute.
- 5 The Council has determined that CGIUKI is a Division and has set out its powers and responsibilities in a Delegation Instrument and byelaws 61.1 to 61.13 and byelaws 62.1 and 62.2 apply. The Delegation Instrument includes delegation of authority to members of the Board to enter into a service agreement with a company for it to provide for management, administration and other services to the Board and to the members of the Division. Pursuant to that Delegation Instrument, the Board is to be provided with all management, administration and other services which it reasonably requires in connection with the exercise of its powers and discharge of its responsibilities with respect to the affairs of the Institute in the Division and with respect to the members of the Division and applicants for membership.
- 6 These regulations with respect to the Board come into operation at the time designated for that purpose in the resolution of Council which approves them and following approval by the members of CGIUKI in general meeting.
- 7 Members of CGIUKI shall be all of the members of the Institute who so designate and register themselves by personal choice or affiliation or who are resident in the countries and territories which comprise the CGIUKI Division except for those referred to in regulation 8.
- 8 Those members of the Institute who are normally resident in a country other than those comprising CGIUKI and who are temporarily relocated to one of the countries or jurisdictions in the CGIUKI Division, but who do not choose to transfer onto the register of members in CGIUKI will not be members of CGIUKI during their period of relocation into a country or a jurisdiction within CGIUKI.
- 9 An annual general meeting ('AGM') of the members of CGIUKI shall be held once in every year.

The CGIUKI Board

- 10 The Board shall have a minimum of 10 members and a maximum of 20 members, excluding co-options and must have a minimum of seven elected members.
 - a) Subject to Regulations 11 and 14, the Board will consist of:
 - i. Those Fellows, Associates, Affiliated Members of CGIUKI and Non-Members elected by the Eligible Members in CGIUKI, such number to be determined by the Board from time to time, having due regard to the effectiveness and operating costs of the Board.
 - ii. Subject to Regulation 14, the most recent Past President of the CGIUKI Division who is eligible, willing and able to serve.
 - b) The membership of the Board shall be comprised of:
 - i. 75% (or nearest thereof) shall be Eligible Members of whom the majority shall be Fellows, and.
 - ii. The remainder shall be Affiliated Members and or Non-Members.
- 11 Elections to the Board will be held in accordance with Nomination and Elections Rules made by the Board and will be conducted by means of a ballot of all Eligible Members of the Division..
 - a) The period of office of a Board member starts from 1 July.
 - b) The term of office for each member of the Board shall be three years.
 - c) Members of the Board may serve for a second term of three years (subject to re-election by Eligible Members under these Regulations). After a second elected term (consecutive or not), a member cannot be re-elected or co-opted.
- 12 At (*time of implementation of these regulations*) Board members who are also members of the Council will continue in office until their term on the Board ends even though their period of office on the Council may not have ended. However, they will be invited to attend Board meetings as Observers for as long as they remain Council members.

Co-option

- 13 The Board may at any time co-opt Fellows, Associates, Affiliated Members and or Non-Members either to fill a casual vacancy, any vacancy not filled by election or at any other time as it deems necessary to make up not more than a quarter of the Board but so that the total number of Board members must not, at any time, exceed the number fixed in accordance with Regulation 10. Any Co- opted members shall be eligible to serve as members of the Board for a maximum period of 12 months as the Board may specify at the time of co-option. Those co-opted members shall be required to stand for election at the first available opportunity and their period of co-option shall not be counted for the purpose of determining the three-year term of office.
- 14 Service as President or Vice-President under Regulation 15 or as Past President under Regulation 10 a) ii is not taken into account in computing the time limits in these regulations but so that:
- a) the President will cease to be eligible to serve after a period or periods of service as a member of the Board 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 the Board amounting in aggregate, and whether or not continuous, to 15 years.
 - c) a Vice-President will cease to be eligible to serve after a period or periods of service as a member of the Board amounting in aggregate, and whether or not continuous, to 10 years:
- (i) Provided that the period of 12 years in Regulation 14 a) or 10 years in Regulation 14 c) may in exceptional circumstances be increased by one year if not less than two-thirds of the members of the Board resolve to approve that increase.

President and Vice-Presidents

- 15 Subject to Regulation 14, a President and up to three Vice-Presidents shall be appointed each year by the Board from among its Fellow members for a period of up to two years. The President will not normally hold office for more than two years in succession. After 30 June 2020, a member of the Board may serve only two terms of two years each as a Vice-President.
- 16 Subject to the provisions of Regulation 14, if a member of the Board is serving as President or Vice-President of the Board, they are treated as being re-elected when their period of office as Board member ends, and regulations 11(b) and 11(c) do not apply to them.

Code of Conduct

- 17 The Board shall prepare a code of conduct (by whatever name called) to make each of its members aware of their obligations under these regulations.

Resigning from the CGIUKI Board

- 18 A Board member may resign their office by any appropriate means, including by writing to the CGIUKI Chief Executive or the CGIUKI President. Their resignation will take effect immediately on its receipt by either of them.

Termination of membership of the CGIUKI Board

- 19 An individual ceases to be a member of the Board in any of the following circumstances:
- a) when the term they were elected for, ends;
 - b) if despite direction from the Board, they continue to breach the code of conduct referred to in regulation 17 and notice in writing is served upon them personally or at any address which they have supplied to the Chief Executive, signed by not less than three-quarters of the members of the Board for the time being, to the effect that their office as a Board member shall on receipt (or deemed receipt) of such notice be vacated. The signatures need not be on a single document; or
 - c) if they have failed to attend three consecutive meetings of the Board without reasonable cause and at the next Board meeting, the Board resolve that they cease to be a member of the Board.
- 20 Subject to the continuous satisfaction of regulation 10, Fellows, Associates and/or Affiliated Members who subsequently resign as Fellows, Associates and/or Affiliated Members may continue to be members of the board until their term of office ends.

Elections of CGIUKI Representatives to the Council

- 21 Elections to the Council shall be made by the Board. Such elections shall be held in accordance with Nomination and Election Rules and as required to deliver appropriate candidates to serve on Council.
- 22 Elections to the Council are for a period of up to three years.
- 23 Elected members of Council will be invited to attend Board meetings, as Observers, for as long as they remain on Council.
- 24 The Board may fill any casual vacancy on the Council in accordance in accordance with Nomination and Election Rules.

Committees

- 25 The Board can appoint committees and determine their terms of reference and composition. Subject always to the terms of reference of the respective committees, people who are not members of the Board or members of the Institute may be included on -committees, but people who are not CGIUKI Eligible Members of the Board must not account for more than one-third of the membership of any committee.
- 26 The CGIUKI President shall have the right to attend every committee meeting as an ex-officio member.

Chief Executive

- 27 The Chief Executive is entitled to attend and speak but not vote at all Board and committee meetings. If the meeting is discussing appointing, dismissing or disciplining the Chief Executive, or his/her pay or other employment terms, he/she will not attend that part of the meeting other than by invitation in order to provide information or explanation but not for that part of the meeting when any decision on such matter is actually taken.

Notice of meetings of the CGIUKI Board

- 28 At least seven clear days' notice of meetings of the Board must be given to each member of the Board. This may be reduced in emergencies. The CGIUKI President or, in his/her absence, any three members of the Board may decide whether there is an emergency.
- 29 Notice must be given either personally, by post or some other electronic method including email. If notice is not given personally, it must be sent to the address, email address or contact number which the member has given to the Chief Executive for this purpose.

Quorum

- 30 The quorum for meetings of the Board is one-third of the members of the Board, of whom the majority must be Fellows excluding those members who are co-opted.
- 31 If the total number of members on the Board is not an even number, then the quorum is the number nearest to but above one third of the members of which the majority must be Fellows.

Procedure at meetings of the CGIUKI Board

- 32 CGIUKI Board meetings must be held in accordance with the byelaws and any regulations or standing orders which the Board makes. These regulations or standing orders may, among other things, lay down conditions for meetings to be held by telephone, electronic means or in any other way, but a quorum of members must always be able to take part at the same time.
- 33 The Board may pass a written resolution communicated to all members of the Board as long as it is signed by 80% of the members of the Board who would be entitled to vote on the resolution at a meeting of the Board. This kind of resolution is just as valid and effective as a resolution passed at a meeting which is properly called and held. The resolution may be passed using several copies of a document if each copy is signed by one or more Board members. These copies may be electronic copies, including email communications.

- 34 The Board resolutions are decided by a simple majority vote unless the byelaws or these regulations say that a larger majority is needed. If voting is equal, the resolution is treated as lost.
- 35 Anything done by the Board, or by any of its committees, or by any person as a member of the Board, or any of its committees, shall be fully valid and effective even though afterwards it is found that:
- a) any meeting was not properly formed;
 - b) there was a defect in the procedure at the meeting; or
 - c) the person was not properly appointed.

The Chairman of meetings

- 36 The CGIUKI President will chair Board meetings.
- 37 If the CGIUKI President is not at a meeting of the Board, a Vice-President or Past President will chair the meeting. If more than one in this category is present, the members of the Board present will decide which of them is to take the chair. If a Vice-President or Past President is not at a meeting, the members of the Board present will decide which one of them is to take the chair.

Meetings and conferences

- 38 The Board may hold meetings and conferences for any of the purposes set out in Article 4 of the Charter or for social purposes.
- 39 The Board may make regulations relating to these meetings and conferences.

General meetings

- 40 A general meeting of CGIUKI other than an annual general meeting may be called at any time by the Board.
- 41 All members of CGIUKI other than Honorary Fellows shall be entitled to attend every general meeting.
- 42 The Chief Executive by virtue of holding that office, is entitled to attend any general meeting, and may address the meeting with the leave of the person chairing the meeting. He/she is not entitled to vote unless he/she is an Eligible Member in his/her own right.
- 43 General meetings may only deal with business allowed by the Charter, byelaws and these regulations.
- 44 Only the business stated in the notice of a general meeting may be considered at the meeting.
- 45 The accidental failure to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any member entitled to attend that meeting, or the attendance and voting at any meeting of any person subsequently found not to have been entitled to attend and vote, and any other defect in the convening, calling and conduct of the meeting shall not invalidate the proceedings at that meeting.

Annual general meeting

- 46 An annual general meeting of CGIUKI shall be held once every year, in order to transact the following business:
- a) receiving and considering the report of the Board on the business of CGIUKI;
 - b) receiving the audited accounts of CGIUKI;
 - c) appointing the auditors and either determining their remuneration or authorising the Board to determine the same; and
 - d) such other business as the Board may think fit.

Notice of general meetings

- 47 The Board may call a general meeting by giving at least 21 clear days' notice. The notice of meeting shall be in the form agreed by the Board and specify the date, time, state the purpose of the meeting, the fact that attendance by electronic means is allowed for the meeting (if applicable) and, in the case of a physical or hybrid meeting, the place of the meeting.
- 48 Notice of a general meeting must be given to members entitled to attend that meeting by:
- a) electronic means (including email but excluding by telephone);
 - b) through the CGIUKI website; and
 - c) by advertisement in a newspaper circulating generally in the country or countries concerned.

If no email address is held by the Chief Executive for any member entitled to attend that meeting, notice shall be given by fax or post, to a fax number or address supplied by the member for that purpose.

Members' right to call a general meeting

- 49 One hundred or more Eligible Members (including at least 50 Fellows) may require a general meeting to be called. To do this, they must sign a requisition which they serve on the Chief Executive stating the purpose of the meeting. They must at the same time deposit enough money to cover the full cost (as determined by the Board) of calling and holding the meeting. This deposit must be refunded if the proposal set out in the requisition is carried, or if the Board does not call the meeting as required by regulation 50.
- 50 If the Board receives a requisition under regulation 49, it must send out a notice calling a general meeting within 28 days. The notice must give at least 21 clear days' notice of the meeting, and the notice must specify the date, time and place of the meeting and the purpose of the meeting.
- 51 If the Board has not sent out a notice within 28 days of receiving the requisition ('the deadline'), 25 or more of those who signed the requisition may send out a notice themselves. The notice should state what the meeting is for and set a date for it. This must be at least 21 clear days after the date on which the notice is sent out but must not be more than three months after the deadline.

Practical arrangements

- 52 The Board and the person chairing any general meeting may make any arrangement and impose any requirement or restriction they consider appropriate to ensure the security or good order of a general meeting, including, without limitation, arrange for persons entitled to attend a general meeting to do so physically or by using electronic means, 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 may be taken into the meeting place. The Board and the person chairing any general meeting are entitled to refuse entry to a person who refuses to comply with these arrangements, requirements or restrictions.

Postponement of general meetings

- 53 If, 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, the Board, 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, it may change or postpone the meeting to another date, time, place and means as required to deliver a fair meeting.

Quorum at general meetings

- 54 The quorum for general meetings is at least ten Eligible Members present.
- 55 If a meeting is called by Eligible Members under regulation 49 and a quorum is not present within 30 minutes of the starting time on the notice of meeting, the meeting is dissolved.
- 56 For other meetings, if a quorum is not present within 30 minutes, the meeting will be adjourned to a date, time and, or place decided on by the majority of the Eligible Members who are present. At the adjourned meeting, the Eligible Members present will be a quorum.

Person chairing general meetings

- 57 The CGIUKI President will chair general meetings.
- 58 If the CGIUKI President is not present at a general meeting within ten minutes of the time that the meeting is due to start, a Vice-President or Past President will chair the meeting. If a Vice-President or Past President is not at a meeting the Board members at the meeting will decide which one of them is to take the chair.
- 59 If there is not a Board member present to chair a general meeting, the Eligible Members present at the meeting will decide which one of them is to take the chair.

Order and the dispatch of business at meetings

- 60 The person chairing any general meeting shall take such action as they think fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and to promote the conduct of such business with reasonable dispatch, and such person's decision, made in good faith, on matters of procedure or arising incidentally from the business of the meeting shall be final as shall their determination, acting in good faith, as to whether any matter is of such a nature.
- 61 The person chairing the general meeting may invite any person to attend and speak at a general meeting who is not otherwise entitled to do so, where the person chairing the meeting considers this will assist in the deliberations of the meeting, but that person is not entitled to vote unless he/she is an Eligible Member.

Adjournment of general meetings

- 62 The person chairing the general meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

In addition, the person chairing the general meeting may adjourn the meeting to another time and, or place without such consent if it appears to them that:

- a) In the case of a meeting held hybridly or by electronic means, the electronic facilities have become inadequate
- b) It is not possible to ascertain the identity of each person present.
- c) there is not enough room for the number of members who wish to attend the meeting;
- d) the behaviour of the people present prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way;
- e) an adjournment is necessary to protect the safety of any person attending the meeting, or to prevent damage to the property; or
- f) an adjournment is necessary so that the business of the meeting may be properly carried out.

Any such adjournment may be for such time and to such other place as the person chairing the meeting may, in their absolute discretion determine, notwithstanding that by reason of such adjournment, some members may be unable to be present at the adjourned meeting. Any such member may nevertheless appoint a proxy for the adjourned meeting either in accordance with regulation 75 or by means of an instrument which, if delivered by them at the meeting which is adjourned either to the person chairing the meeting or the Chief Executive or any member of Board as appropriate, shall be valid even though it is given at less notice than would otherwise be required by regulation 77.

Amendments to resolutions

- 63 If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the person chairing the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the person chairing the meeting, an amendment may be withdrawn by its proposer before it is voted on. No amendment to a substantive resolution duly proposed may be considered or voted on (other than a mere clerical amendment to correct a patent error).

Voting at general meetings

- 64 At any general meeting all substantive resolutions put to the vote of the meeting shall be decided on a poll, and all procedural resolutions put to the vote of the meeting shall 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 members present or by proxy and having the right to vote on the resolution.

Unless a poll is required or demanded a declaration by the person chairing the meeting that a procedural resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of such fact without proof of the number or proportion of the votes recorded for or against such resolution.

- 65 Votes on a show of hands or a poll at a meeting may be either by the member personally or by a proxy.
- 66 A Member who is entitled to vote, may vote in person at a general meeting, notwithstanding that they have appointed a proxy, but if they do so, the vote of their proxy shall not be counted.
- 67 Subject to Regulation 64, voting at a general meeting is conducted as follows:
- a) On a show of hands every Eligible Member who is present shall have one vote, and every member present who has been duly appointed as a proxy shall have one vote, provided that the proxy shall 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 shall have one vote.
- 68 An Affiliated Member (and the Affiliated Member's proxy, unless that proxy is also appointed as a proxy for a Fellow or Associate) 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.
- 69 Any member who owes any money to the Institute is not entitled to vote (either for themselves or for anyone else) in any way or be counted in a quorum. This does not include those covered by the grace period prescribed in regulation 110.
- 70 If a vote is equal, either on a show of hands, or a poll vote, the motion is treated as lost. The person chairing the meeting does not have a casting vote in the event of an equal vote.

Validity of votes

- 71 No objection shall be made to the validity of any vote except at a meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting shall be valid. The person chairing the meeting shall be the sole and absolute judge of the validity of every vote tendered at that meeting or poll taken.

Poll votes

- 72 A poll shall be taken as the person chairing the meeting directs, and they may, and shall if required by the meeting, engage the scrutineers appointed under regulation 89 (who need not be members) or a digital voting platform and determine a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 73 The person chairing the meeting will direct when and how the poll vote is to be carried out.

Proxies

- 74 Proxy appointments must be in the form which the Board approves.
- 75 A proxy appointment must be in writing and signed by the member appointing the proxy or in an electronic form as determined by the Board.
- 76 A proxy must be a member of the Institute registered with the CGIUKI Division who is entitled to vote.

- 77 To be valid, a proxy appointment must be received by the Chief Executive at least 48 hours before the time that the meeting or the adjourned meeting is due to start. For this purpose, CGIUKI may, at its absolute discretion, provide an electronic address for the receipt of proxies and or notice of termination of the authority of a proxy.
- 78 When two or more valid proxy appointments are delivered or received in respect of the same member for use at the same meeting, the one which was received last shall be treated as replacing and revoking the others as regards that member; if CGIUKI is unable to determine which was received last, none of them shall be treated as valid in respect of that member. Any question as to whether a proxy appointment has been validly delivered or received which is unresolved at the commencement of a general meeting shall be referred to the person chairing the meeting whose decision shall be final and conclusive. The proceedings at a general meeting shall not be invalidated where an appointment of a proxy in respect of that meeting is sent in electronic form as provided in these regulations, but because of a technical problem it cannot be read by the recipient.
- 79 Subject to Regulation 68 the proxy appointment shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates. However, this shall not prevent a member submitting a replacement proxy appointment for any adjourned meeting or attending any adjourned meeting if they wish.
- 80 A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.
- a) Where a poll is not taken immediately but is taken not more than 48 hours after it is demanded, a form of proxy must be delivered at the meeting at which the poll is demanded to the person chairing the meeting.
- b) Where a poll is taken more than 48 hours after it is demanded, a form of proxy must be received at the Chief Executive's office, not less than 24 hours before the time appointed for the taking of the poll.

Postal voting and voting in electronic form

- 81 The Board may direct that postal votes may be given on any matter coming before the members and will decide on the form of any postal voting paper, and shall have the power to 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.
- 82 Votes in an election, or poll, carried out by post must be given personally.
- 83 The Board shall have the power to make any necessary arrangements to distribute a voting document in electronic form and to make arrangements for its return and authentication in electronic form. Such arrangements may include the power to authorise, appoint, engage, or otherwise contract with one or more agents on such terms and conditions as it thinks fit.
- 84 Where the Board has not authorised, appointed, engaged, or otherwise contracted with an agent in respect of regulations 82 or 84, then regulations 86 to 88 shall apply.
- 85 The Chief Executive will send the voting papers to all members of CGIUKI entitled to vote on the matter who are not overdue, excluding the grace period, in making any payment to CGIUKI.
- 86 The sealed voting papers must be returned to the Chief Executive by post. These votes as well as any votes delivered by fax or electronic form, will be subject to any arrangements for authentication established under regulation 84 by the date fixed by the Board.
- 87 The Chief Executive will put the voting papers returned by post unopened in a sealed box and deliver them to the scrutineers appointed under regulation 89. All authenticated voting documents returned in electronic form will also be delivered to the scrutineers.

Scrutineers

- 88 The scrutineers are the persons appointed by the Board for the purposes set out in regulations 89 to 92, and they must follow the procedures set out accordingly.
- 89 In the case of any poll, postal vote or vote given in an electronic form for which they have been appointed, the scrutineers will supervise opening the boxes and examining and counting the votes or authenticate the votes.

90 The scrutineers will prepare a signed report and hand this to the Chief Executive for publication. The report must state:

- a) how many proxy appointments or voting papers or votes (as appropriate) were received;
- b) how many proxy appointments or voting papers or votes (as appropriate) were rejected, and why; and
- c) the total votes in favour of, and against, each resolution.

91 The scrutineers' report will be final, even if it is subsequently found to be irregular or informal in any way.

The CGIUKI Board's finances

92 The Board will make regulations for the management of its finances and the investment of money not immediately required for the business of CGIUKI.

93 The Board will decide who may sign cheques and other instruments drawn on the CGIUKI's bank accounts.

94 The Board may realise or vary investments, securities or property.

95 The Board may borrow in any way for the purpose of the Institute in the CGIUKI up to the limit referred to in regulation 98.

96 The Board may give guarantees and security in any way over any property, in connection with any borrowing allowed under regulation 98.

97 The Board may borrow only up to the amount of the CGIUKI's income from subscriptions in the last financial year, unless the Eligible Members allow more borrowing by passing a resolution at a general meeting. The resolution may also allow security and guarantees for the increased borrowing.

98 Once at least every year the accounts of the Board will be made up for the preceding financial period and audited by its appointed auditors, and an abstract of the accounts will be made available on the CGIUKI website to every member in the CGIUKI.

99 As provided in regulation 46(c), auditors will be appointed at the annual general meeting, but the Board will have power to fill any casual vacancy in the office of auditor.

Expenses

100 A member of the Board shall not seek or receive payment, remuneration or other benefits of any kind from the Institute, or from its Divisions, subsidiaries, trusts, or charities.

101 The prohibition in regulation 101 shall not preclude:

- a) payments in respect of reasonable out of pocket expenses incurred in the course of duties undertaken as a Board member; or
- b) payment of moderate fees to a member of the Board or a third party for services supplied by such a member in setting, reviewing and/or marking papers or online documents in connection with an examination of CGIUKI; or
- c) payment to a member of the Board or a third party for other services provided to CGIUKI.

102 Payments to be made under regulation 102(b) and (c) shall be authorised by a resolution of the Board in respect of any member of the Board. The member to receive payment must declare their interest at any meeting where such payment is to be considered and must withdraw from any discussion and not take part in any vote in relation to such payment.

103 The Board or related companies may make payments to a company or other entity in which a member of the Board has an interest in return for goods or services supplied by that company or other entity to CGIUKI or related companies, provided that in any case where the interest of the member of the Board is considered by the Board to be significant or substantial, the proposed supply and payment has been authorised by a resolution of the Board passed at a meeting where the member of the Board with the interest has declared it and withdrawn from any discussion relating to such supply and payment and does not take part in voting on the resolution in question. An equity interest of 10% or more held by a member of the Board or their spouse, civil partner, children, step-children, adopted children, parents and parents-in-law (whether individually or collectively) shall be regarded as significant or substantial. A member of the Board or their spouse, civil partner, children, stepchildren, adopted children, parents and parents-in-law will also be regarded as having a significant or substantial interest where they are a partner in the company or entity or are otherwise involved in directing its affairs.

Fees and subscriptions

- 104 Members of CGIUKI must pay the fees and subscriptions decided by the Board.
- 105 The Board may authorise the compounding of fees and subscriptions and, in cases of ill-health, misfortune, advanced age or on other grounds, remit or reduce the amounts payable by any member.

Resigning membership

- 106 Any member who does not owe any money to the Institute may resign by writing to the Institute. He/she must return his/her membership certificate (and practising certificate if held) with his/her resignation, unless the Board agrees otherwise.
- 107 The Board may refuse to accept a resignation where the disciplinary bodies are considering a member's conduct under byelaws 21 to 25.
- 108 A member who resigns or otherwise ceases to be a member, is not entitled to any refund of his/her fees or subscriptions.

Members who do not pay their subscription

- 109 If a member does not pay his/her annual subscription when it is due, his/her name may be removed from the register of members and he/she will cease to be a Chartered Secretary and Chartered Governance Professional, under byelaw 14.2, unless the disciplinary bodies are considering his/her conduct under byelaws 21 to 25. The member will still be liable to pay the amount he/she owes. A grace period of up to six months may be given by the Board.
- 110 Where the disciplinary bodies are considering a member's conduct, his/her membership will not lapse, and his/her name will remain on the register of members.

Professional Conduct

- 111 All members and graduates of the Institute in CGIUKI are subject to byelaw 12.1.

Subscribers

- 112 The Board may invite people who have not passed the Institute's examinations to take part in activities which support the Institute's objectives. They are subscribers under byelaw 20, and they are not members. The Board will make regulations about subscribers and may set fees and subscriptions to be paid by them to CGIUKI.

Members in public practice

- 113 An Eligible Member may carry on public practice as a Chartered Secretary and Chartered Governance Professional ('public practice' is as defined by the Board from time to time) in CGIUKI only if he/she has a valid practising certificate issued under regulations made by the Board under byelaw 17.

Amendments

- 114 These regulations may be amended, added to or revoked only with the approval of the Council under the byelaw 61.12 and with the subsequent consent of the members in the CGIUKI at a general meeting.