

## Notice of Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of The Chartered Governance Institute (The Institute) will be held at 17.30 hrs (local time) on Tuesday, 4 October 2022 at the Radisson Blue Waterfront (Harbour View Room), Cape Town, South Africa, and virtually via [LUMI](#) to transact the following business:

1. To receive and consider the report of the Council on the business of the Institute for the year ended 30 June 2022 as set out in [Appendix A](#) to this notice.
2. To receive comprehensive financial statements of the Institute for the year ended 30 June 2022 as set out in [Appendix B](#) to this notice.
3. That, subject to such amendments as Her Majesty in Council may require, articles 4(c), 10, 12 and 20(b) of the Institute's Charter be amended as set out in [Appendix C](#) to this notice.
4. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 5.1(a), 5.1(c), 5.3, 6.1(a), 6.2, 7.1(a), 7.1(b), 8.1, 9.4(a), 9.4(c), 18.1 and byelaws 66.1(c), 66.1(d), 67.1, 69, 69.1, 70, 70.1, 70.2, 70.3, 70.3(a), 70.3(b), 70.4, 70.5 and 80.2(a) (as renumbered) be amended to give effect to recent changes in the assessment methodology and language used for the Institute's Qualifying Programme as well as changes to the criteria to qualify as a Fellow as set out in Part 1 of [Appendix D](#) to this notice.
5. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 10.1, 17.1, 19.2, 19.3, 20.1, 20.2, 20.4 and byelaw 63.1(e) (as renumbered) be amended to give effect to greater discretionary powers for Divisions as set out in Part 2 of [Appendix D](#) to this notice.
6. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 28.2, 28.3(a), 28.4, 28.5, 29.6, 30.1, 30.2, 30.3, 30.5(a), 30.5(b), 31.1 and byelaws 33.1, 33.2, 33.3, 36.3(a), 38.2(b), 38.6(a), 40.4, 41.4, 41.11, 42, 42.5, 42.6, 43.1, 43.2, 54.5, 60.3, 72.1(c), 72.4 (as renumbered) be amended; byelaws 30.8, 33.3, 59.4 be deleted and new byelaws 32 and 32.1 be added to give effect to changes around general meeting arrangements, general meeting quorums, electronic or hybrid meetings, the electronic distribution of documents and the electronic submission of proxies and or electronic votes as set out in Part 3 of [Appendix D](#) to this notice.
7. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 45.1(a), 45.1(a)(i), 48.1(a), 48.1(c)(i), 48.1(c)(ii), 48.2, 49.5 (as renumbered) be amended and byelaw 48.6 be deleted to give effect to changes to the composition of Council and Divisional Council representation as set out in Part 4 of [Appendix D](#) to this notice.

8. That, subject to the proposed amendments to the byelaws set out in Resolution 7 of this notice being approved, and subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 50.1, 52.1, 52.2, 53.1(b) and 56.1 (as renumbered) be amended to give effect to changes to members who can be appointed as alternates at Council meetings, members who can fill vacancies left by the departure of Council members and quorum of Council meetings as set out in Part 5 of [Appendix D](#) to this notice.
9. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 47.1, 47.2, 47.6, and 49.3(c) (as renumbered) be amended and byelaw 46.7 be deleted to give effect to changes to the period of office of the President, Past-President and Vice-Presidents as set out in Part 6 of [Appendix D](#) to this notice.
10. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 62.3, 62.4, 62.6, 62.10 (as renumbered) be amended and byelaw 61.11 be deleted to give effect to changes to the composition of Divisional Committees as set out in Part 7 of [Appendix D](#) to this notice.
11. That, subject to such amendments as Her Majesty in Council may require, the Institute's byelaws 1.1, 9.5, 14.1, 18.5, 26.7, 26.7(a), 26.7(b), 26.7(c), 26.7 (d) 26.9, 29.1, 29.1(a), 29.4, 29.5 and byelaws 34.2(b), 61.1, 61.2, 61.3, 61.8, 61.9(c), 65.2 (a), 78.1, 82.2, 82.4(b), 82.5 (as renumbered) be amended; byelaws 11.3, 15.2 be deleted to give effect to a number of housekeeping changes, including Definitions, as set out in Part 8 of [Appendix D](#) to this notice.
12. That, subject to such amendments as Her Majesty in Council may require, the Secretary shall be authorised to consecutively re-number the Institute's byelaws as amended after voting on Resolutions 4 to 11 and update the internal cross-references correspondingly as set out in [Appendix E](#) to this notice.
13. That the Secretary be authorised to incorporate any amendments to the Charter as may be required by Her Majesty in Council which do not materially affect the intent and meaning of the proposed amendments to the Charter as set out in Resolution 3.
14. That the Secretary be authorised to incorporate any amendments to the byelaws as may be required by Her Majesty in Council which do not materially affect the intent and meaning of the proposed amendments to the byelaws as set out in Resolutions 4 to 12.

By order of the Council of the Institute.



Cynthia Mora Spencer ACG  
Institute Secretary  
**5 September 2022**

Notes not forming part of the resolutions:

1. The Council of the Institute has appointed [LUMI](#) as scrutineers of the annual general meeting for the purposes set out in the byelaws.
2. In order to be passed, resolutions 1 and 2 require a simple majority of the members voting (e-voting, in person or by proxy) on a poll taken in such a manner as the person chairing the meeting directs.
3. In order to be passed, resolution 3 and 13 requires a majority of not less than three-quarters of the members voting (e-voting, in person or by proxy) on a poll taken in such a manner as the person chairing the meeting directs.
4. In order to be passed, resolutions 4, 5, 6, 7, 8, 9, 10, 11, 12 and 14 require a majority of not less than two-thirds of the members voting (e-voting, in person or by proxy) on a poll taken in such a manner as the person chairing the meeting directs.
5. A member entitled to attend and vote at the meeting may appoint a proxy to attend, speak and vote on their behalf. A proxy must be a member of the Institute who is entitled to vote.

## **Explanatory notes**

### **Explanation of the recommended amendments to the Charter and byelaws**

#### **There is one substantive change in the recommended amendments to the Charter and one housekeeping change. These are:**

- To amend articles 4(c), 10 and 12 to reflect recent changes in the language and approach used in the assessment methodology for the Institute's Qualifying Programme and to be consistent with changes to the byelaws.
- To amend article 20 (b) to replace the name UKRIAT with the new name for the Division, The Chartered Governance Institute UK & Ireland.

#### **There are a number of substantive changes in the recommended amendments to the byelaws as well as a number of housekeeping changes. These are:**

- Changes to language in regard to qualifying requirements for membership as well as what is considered relevant experience necessary to qualify as a member.
- Changes designed to provide greater operational discretion to Divisions in managing the affairs in the Division.
- Amendments that bring the byelaws up to date for current practice in general meeting requirements including electronic or hybrid meetings, quorums, as well as the distribution of documents electronically.
- Governance changes to the composition of Council designed to enable Associates as well as Fellows to serve on Council.
- Changes to who can be appointed as alternates at Council meetings, members who can fill vacancies as well as quorums at Council meetings.
- Changes to the period of office for President, Past-President and Vice-President in certain circumstances.
- Governance changes for Divisional Committees to enable all classes of members to serve on Council as well as allowing a limited number of non-members.

#### **Explanation of amendments to the byelaws that Members are requested to approve are as follows:**

1. Amendments to byelaws 5.1(a), 5.1(c), 5.3, 6.1(a), 6.2, 7.1(a), 7.1(b), 8.1, 9.4(a), 9.4(c), 18.1 and byelaws 66.1(c), 66.1(d), 67.1, 69, 69.1, 70, 70.1, 70.2, 70.3, 70.3(a), 70.3(b), 70.4, 70.5 and 80.2(a) (as renumbered) are the result of decisions made by Council to introduce a more contemporary approach to assessment in the Institute's Qualifying Programme. The sole reliance on examinations has been revised to allow a greater variety of assessment methods that can better suit the material being assessed. In addition, the introduction of the designation of Chartered Governance Professional necessitated a widening of what was seen as relevant experience, beyond core company secretarial practice, when assessing a person's eligibility for membership.
2. Amendments to byelaws 10.1, 17.1, 19.2, 19.3, 20.1, 20.2, 20.4 and byelaw 63.1(e) (as renumbered) will give Divisions greater discretion over operational matters in their Division, such as the format of the applications for membership, regulations on practicing certificates, setting

conditions for graduates and subscribers and managing disciplinary proceedings. Over time the Divisions have all developed substantive administrative structures and the proposed changes reflect the significant capacity now in place.

3. Amendments to byelaws 28.2, 28.3(a), 28.4, 28.5, 29.6, 30.1, 30.2, 30.3, 30.5(a), 30.5(b), 31.1 and byelaws 33.1, 33.2, 33.3, 36.3(a), 38.2(b), 38.6(a), 40.4, 41.4, 41.11, 42, 42.5, 42.6, 43.1, 43.2, 54.5, 60.3, 72.1(c), 72.4 (as renumbered) deletion of byelaws 30.8, 33.3, 59.4 and new byelaws 32 and 32.1 added are proposed to reflect the significant changes to the conduct of general meetings over the last several years. Changes in technology now enable effective general meetings to be held electronically or as hybrid meetings. These changes also require changes to how quorums are determined and the electronic distribution of documents and the electronic submission of proxies and/or electronic votes. The proposed changes bring the byelaws up to date with contemporary practices.
4. Amendments to byelaws 45.1(a), 45.1(a)(i), 48.1(a), 48.1(c)(i), 48.1(c)(ii), 48.2, 49.5 (as renumbered) and deletion of byelaws and 48.6 are proposed to enable Council to attract a wider range of skills by including Associates as possible Council members. Council has recognised that the voices of earlier career professionals and members with a greater diversity of experience can greatly contribute to the Council's effectiveness.
5. Amendments to byelaws 50.1, 52.1, 52.2, 53.1(b) and 56.1 (as renumbered) give effect to changes to members who can be appointed as alternates and fill vacancies at Council meetings as well as the quorum of Council meetings so as to be consistent with allowing Associates to be members of Council. These changes are contingent upon Resolution 7 being approved.
6. Amendments to byelaws 47.1, 47.2, 47.6, and 49.3(c) (as renumbered) and deletion of byelaw 47.6 will give effect to changes in the period of office for President, Past-President and Vice-President in exceptional circumstances. The extension would be for only one year, to a total of three, and would require approval by the majority of members of Council. Only Fellows will be eligible to be President and Vice Presidents.
7. Amendments to byelaws 62.3, 62.4, 62.6, 62.10 (as renumbered) and deletion of byelaw 61.11 are proposed to enable Divisional Committees to attract a wider range of skills by including all classes of member as eligible to serve on Divisional Committees. In addition, up to a quarter of the Committee can be co-opted and can be any class of member or a non-member. The majority of people sitting on a Divisional Committee must nevertheless be members with a minimum of seven elected members.
8. Amendments to byelaws 1.1, 9.5, 14.1, 18.5, 26.7(a), 26.7(b), 26.7(c), 26.7 (d) 26.9, 29.1, 29.1(a), 29.4, 29.5 and byelaws 34.2(b), 61.1, 61.2, 61.3, 61.8, 61.9(c), 65.2 (a), 78.1, 82.2, 82.4(b), 82.5 (as renumbered) and deletion of byelaws 11.3, 15.2 involve housekeeping changes, in particular numerous amendments to definitions, replacing the name UKRIAT with The Chartered Governance Institute UK & Ireland and changes that involve the handling of membership certificates.

### **Further explanations**

Members can access a document showing the changes to the Charter and byelaws at [cgiglobal.org/agm2022](http://cgiglobal.org/agm2022)