



At the Council Chamber, Whitehall

THE 16th DAY OF SEPTEMBER 2020

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved amendments to the Byelaws of The Chartered Governance Institute as set out in the Schedule to this Order,

SCHEDULE

AMENDMENTS TO THE BYELAWS OF THE CHARTERED GOVERNANCE INSTITUTE

1. In Byelaw 44.1 *delete* b) and c) and *substitute*:
 - “b) Subject to Byelaw 48.3, the most recent Past President who is eligible and willing to be a member of the Council.
 - c) The current chair of the Professional Standards Committee if they are not already a Council member in accordance with Byelaw 64.2 (a).”.
2. In Byelaw 46.1 *delete* “The” and *substitute* “Subject to Byelaws 46.6 and 48.3, the”.
3. In Byelaw 46.5 *delete* “this Byelaw” and *substitute* “these Byelaws”.
4. *Renumber* Byelaw 46.6 as 46.7.
5. *Insert* new Byelaw 46.6:

“46.6 After 30 June 2020 a member of Council may serve only two terms as a Vice-President.”.
6. In Byelaw 47.1(d) *delete* “January” and *substitute* “July”.

7. In Byelaw 48.2 after “three years.” *insert* “After a second elected term (consecutive or not), a Council member cannot be re-elected or co-opted.”.
8. *Delete* Byelaw 48.3.
9. *Renumber* Byelaws 48.4 and 48.5 as 48.3 and 48.4.
10. *Delete* Byelaw 48.3 as renumbered and *substitute*:

“48.3 Service as President or Vice-President under Byelaw 46 or as Past President under Byelaw 44.1(b) is not taken into account in computing the time limits in this Byelaw but so that:

- a) the President will cease to be eligible to serve after a period or periods of service as a member of Council amounting in aggregate, and whether or not continuous, to 12 years;
- b) a Past President will cease to be eligible to serve after a period or periods of service as a member of Council amounting in aggregate, and whether or not continuous, to 15 years; but, with the approval of Council, those limits do not apply to a Past President serving as the chair of the Professional Standards Committee under Byelaw 44.1(c);
- c) a Vice-President will cease to be eligible to serve after a period or periods of service as a member of Council amounting in aggregate, and whether or not continuous, to 10 years:

Provided that:

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

11. In Byelaw 48.4 as renumbered *delete* “The” and *substitute* “Subject to Byelaw 48.3, the”.
12. *Insert* new Byelaw 48.5:

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

13. **Insert** new Byelaw 48.6:

“48.6 Elected Council members holding office on the date when this Byelaw comes into force, and to whom Byelaw 46 does not apply as at that date, shall continue to hold office until 30 June in the year immediately after their current term of office expires.”.

14. In Byelaw 49.3 after “for which the appointment was made”:

a) **delete** “.”;

b) **insert** “; provided that if for some unforeseen circumstances or reasons arising or becoming known less than 21 days before a meeting of the Council, a member of the Council is unable to attend that meeting or if the member has to leave a meeting of the Council before its conclusion, that member may appoint another member of the Council to act as their alternate without giving 21 clear days’ notice to the Secretary.”.

15. In Byelaw 60.8 **delete** the sentence appearing after “the Institute’s intellectual property.”.

16. In Byelaw 61.4 after “Divisional Committee”:

a) **delete** “.”;

b) **insert** “; but a Divisional Committee must have a minimum of seven elected members.”.

17. In Byelaw 61.5 after “Committee” **insert** “may”.

18. **Renumber** Byelaws 61.9 to 61.13 as 61.10 to 61.14.

19. **Insert** new Byelaw 61.9:

“61.9 Subject to any rule of law or order of a competent authority to the contrary, the elected members and any Past Presidents of the Divisional Committee shall serve also as the directors of any legal entity established under Byelaw 60.7 and the President and any Vice-President of the Division shall serve as the chairman and vice-chairman respectively of the board of directors of that entity.”.

20. In Byelaw 61.11 as renumbered after “not entitled to” **insert** “serve as a director of any legal entity established under Byelaw 60.7 or to”.