



At the Council Chamber, Whitehall

THE 28th DAY OF JUNE 2022

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

The Privy Council has approved amendments to the Statutes of the City and Guilds of London Institute as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

AMENDMENTS TO THE STATUTES OF THE CITY AND GUILDS OF LONDON INSTITUTE

1. In Statute 2(d) **delete** “Chairman” and **substitute** “Chair”.
2. In Statute 3(iv) **delete** “his” and **substitute** “their”.
3. In Statute 6(iii) **delete** “him” and **substitute** “them”.
4. **Delete** Statute 6(iv) to (v) and **substitute**:
“(iv) A Representative shall hold office as such for a period of four years unless either
 - (a) they resign, or
 - (b) they die, or
 - (c) they are removed from office by the Council by special resolution in accordance with Statute 39, or
 - (d) the body by which they were appointed removes them from their appointment by written notice delivered to the Secretary, or
 - (e) such body ceases to be a Member.
- (v) Upon a Representative resigning, dying or being removed the body by which they were appointed may appoint a new Representative in their stead.”.

5. In Statute 8(d) *delete* “Chairman” and *substitute* “Chair”.
6. *Delete* Statute 9(v)(a) to (e) and *substitute*:
 - “(a) they resign, or
 - (b) they die, or
 - (c) they are removed from office by the Council by Special Resolution in accordance with Statute 39, or
 - (d) the Corporation of London or the Qualified Founder Member by which they were appointed removes them from the Council by written notice delivered to the Secretary, or
 - (e) they cease to be a Member of the Institute or a Representative.”.
7. In Statutes 9(vi) and 10(iv) *delete* “he was” and *substitute* “they were”.
8. In Statute 10(vi) and (vii) *delete* “his” and *substitute* “their”.
9. In Statute 10(viii) *delete* “he” and *substitute* “they” wherever it occurs.
10. *Delete* Statute 11(ii) and *substitute*:
 - “(ii) A Co-opted Councillor shall hold office for such period as the Council when appointing them shall determine but such period shall not exceed the period ending at the end of the first meeting of the Council after the third Yearly Meeting after their co-option.”.
11. *Delete* Statute 12 and *substitute*:
 - “12. No Councillor may be remunerated for their services as a Councillor; but the Institute may remunerate a Councillor for services rendered by them to the Institute in their professional capacity or otherwise, not being services rendered by them in their capacity as a Councillor. Where a Councillor is also a member of the Trustee Board, payments to them will be allowed in accordance with Statutes 40, 41 and 42.”.
12. In Statute 14 *delete* “during his life unless he resigns” and *substitute* “during their life unless they resign”.
13. In Statute 15(i) *delete* “Chairman” and *substitute* “Chair”.
14. In Bylaw 15(iv):
 - (a) *delete* “his” and *substitute* “their”; and

- (b) *delete* “him” and *substitute* “them”.
15. In Statute 16(ii) *delete* “his” and *substitute* “their”.
16. In Statute 16(iv) *delete* “he” and *substitute* “they”.
17. In Statute 18(iii):
- (a) *delete* “he is” and *substitute* “they are”; and
- (b) *delete* “his” and *substitute* “their”.
18. *Delete* Statute 18(iv) and *substitute*:
- “(iv) It shall be the duty of the Auditor or Auditors to satisfy themselves that the Accounts of the Institute are full and fair and are fully and fairly presented to the Yearly Meeting, to which they shall (if so satisfied) certify accordingly. Each of the Members, officers and servants of the Institute shall give to the Auditor or Auditors every facility and assistance that is within their power to enable the Auditor or Auditors to fulfil their duties.”.
19. In Statute 20(iii):
- (a) *delete* “he” and *substitute* “they”; and
- (b) *delete* “his” and *substitute* “their”.
20. In Statute 21(iii) *delete* “he” and *substitute* “they”.
21. *Delete* Statute 22 and *substitute*:
- “22 (i) The Trustee Board may decide at its discretion to hold a Yearly Meeting or a special meeting as a physical “in person” meeting, a hybrid meeting (where some Individual Members or Representatives attend in person and others attend by virtual means) or a fully virtual meeting and the notice of the meeting must specify the fact that it is a physical, hybrid or virtual general meeting as the case may be. Where a special meeting is convened by the Council under Statute 21(i) other than at the request of the Trustee Board, it is the Council that shall decide whether such meeting should be held as a physical “in person” meeting, a hybrid meeting or a fully virtual meeting.
- (ii) The quorum for the transaction of business at a Yearly Meeting or at a special meeting shall be 20 Individual Members or Representatives present in person or (where permitted in accordance with Statute 22A) by proxy. Where a meeting is being held as a hybrid or virtual general meeting, an Individual Member or Representative may participate by means of a conference telephone, video conferencing or similar communications

equipment whereby all the Individual Members and Representatives participating in the meeting can hear each other and an Individual Member or Representative participating in a meeting in this manner shall be deemed to be present in person at such meeting.

- (iii) The President, if present, shall preside at a Yearly Meeting or a special meeting. Failing them, the Chair of the Council shall preside. Failing them, the Vice-Chair of the Council shall preside. Failing them, the meeting shall elect a person to preside from among those present.
 - (iv) Every Individual Member and every Representative present in person or (where permitted in accordance with Statute 22A) by proxy shall be entitled to one vote and the person presiding shall be entitled to a second or casting vote.
 - (v) In the case of a hybrid meeting or a virtual meeting the Trustee Board shall have discretion to determine the most practical way for votes to be cast by show of hands or by poll (including using an electronic voting platform). A hybrid meeting or a virtual meeting shall be deemed to take place where the person presiding at the meeting then is.
 - (vi) Subject to the provisions of the Charter of the Institute and of these Statutes the procedure at a Yearly Meeting or special meeting shall be determined by the person presiding save in so far as the same may be prescribed by Ordinances.
 - (vii) Notwithstanding that a quorum be not present, a Yearly Meeting or special meeting shall have power to pass a resolution to adjourn to a date specified in such resolution. When a meeting is adjourned for 28 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an Adjournment or of the business to be transacted at an adjourned meeting.
 - (viii) The Chair of the Trustee Board shall present the Trustee Board's report to each Yearly Meeting. If they cannot be present they may depute some other member of the Trustee Board to present it for them.
- 22A (i) The Trustee Board may at its discretion permit each Individual Member and Representative to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at a general meeting of the Institute. The notice of the meeting must specify whether each Individual Member or a Representative is permitted to appoint a proxy.
- (ii) With the consent of the Trustee Board, the Council may make Ordinances pursuant to clause 11 of the Charter regarding:
 - (a) the procedure for the valid appointment of a proxy;

- (b) the exercise of rights by the proxy at a general meeting; and
 - (c) the procedure for the revocation of the appointment of a proxy.
- 22B (i) The Institute may send any notice, document or other information to Individual Members or Representatives by making them available on the Institute’s website in accordance with Ordinances made by the Council in this regard pursuant to clause 11 of the Charter.”.
22. In Statute 25(i) **delete** “Chairman and Vice-Chairman” and **substitute** “Chair and Vice-Chair.”.
23. In Statute 25(ii) **delete** “The Chairman, if present, shall preside at meetings of the Council and in his absence the Vice-Chairman shall preside.” and **substitute** “The Chair, if present, shall preside at meetings of the Council and in their absence the Vice-Chair shall preside.”.
24. **Delete** Statute 26 and **substitute**:
- “26 (i) A meeting of the Council may be held in such a way as may be agreed by the Trustee Board, and accordingly may be a physical “in person” meeting, a hybrid meeting (where some Councillors attend in person and others attend by virtual means) or a fully virtual meeting.
 - (ii) A Councillor may participate in a hybrid or virtual general meeting by means of a conference telephone, video conferencing or similar communications equipment whereby all the Councillors participating in the meeting can hear each other and a Councillor participating in a meeting in this manner shall be deemed to be present in person at such meeting.
 - (iii) Every Councillor present in person, shall have one vote and the person presiding shall have a second or casting vote. In the case of a hybrid meeting or a virtual meeting, save in so far as the same may be prescribed by Ordinances, the person presiding shall have discretion to determine the most practical way for votes to be cast, which may include the use of an electronic voting platform.”.
25. In Statute 27 **delete** “personally present” and **substitute** “present in person”.
26. In Statute 28(ii) **delete** “his vote as his proxy” and **substitute** “their vote as their proxy”.
27. In Statute 30(ii) **delete** “Chairman and Vice-Chairman” and **substitute** “Chair and Vice-Chair”.
28. In Statute 30(v) **delete** “himself” and **substitute** “themselves”.
29. In Statute 30(vi) **delete** “his” and **substitute** “their” wherever it occurs.

30. In Statute 30(viii):

- (a) *delete* “he” and *substitute* “they”; and
- (b) *delete* “he is” and *substitute* “they are”.

31. After Statute 30 *insert* new Statute 30A:

- “30A (i) A resolution executed by at least 75% of the members of the Trustee Board shall be as valid and effectual as if it had been passed at a meeting of the Trustee Board duly convened and held.
- (ii) For the purposes of this Statute:
 - (a) a resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the Secretary or the Chair, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
 - (b) a written instrument is executed when the person executing it signs it;
 - (c) an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary or the Chair shall prescribe;
 - (d) the members of the Trustee Board need not execute the same written instrument or electronic communication;
 - (e) a resolution shall be effective when the Secretary or the Chair certifies that sufficient evidence has been received by them that the resolution has been executed in accordance with this Statute; and

For the purposes of this Statute, ‘electronic communication’ shall include email and any other form of electronic communication permitted by Ordinance or Standing Order.”.

32. *Delete* Statute 31(i) and *substitute*:

- “(i) The Chair of the Council and failing them the Vice-Chair of the Council shall preside at each meeting of the Trustee Board.”.

33. *Delete* Statute 31(iii) and *substitute*:

- “(iii) Subject to the foregoing provisions of this Statute the procedure of the Council shall apply to the Trustee Board mutatis mutandis. For the avoidance of doubt, a meeting of the Trustee Board may be held in such a way as may be agreed by members of the Trustee Board and accordingly can be held as physical “in

person” meetings, hybrid meetings (where some Trustees attend in person and others attend by virtual means) or fully virtual meetings, in the same way as for Council meetings under Statute 26. Subject to the provisions of the Charter and these Statutes, the procedure at meetings of the Trustee Board shall be determined by the person presiding, save in so far as the same may be prescribed by Ordinances.”.

34. In Statutes 33(i) and 34 **delete** “Director-General” and **substitute** “Chief Executive Officer”.
35. In Statute 36 wherever it appears **delete** “Chairman and Vice-Chairman” and **substitute** “Chair and Vice-Chair”.
36. In Statute 39(i) **delete** “his membership or appointment as aforesaid or from his office by a special resolution of the Council declaring that in the opinion of the Council it is against the interest of the Institute that such person should continue in his” and **substitute** “their membership or appointment as aforesaid or from their office by a special resolution of the Council declaring that in the opinion of the Council it is against the interest of the Institute that such person should continue in their”.
37. In Statute 39(iv) **delete** “his” and **substitute** “their”.
38. **Delete** Statute 41(i) to (iii) and **substitute**:
 - “(i) reasonable and proper charges to any member of the Trustee Board or their partner (if any) for any services rendered to the Institute or
 - (ii) reasonable and proper remuneration to any member of the Trustee Board for work undertaken by them as Chair of the Institute at a rate to be agreed in writing with the Charity Commission, or
 - (iii) reasonable and proper remuneration to any member of the Trustee Board for work undertaken by them as a trustee of the Institute, if the prior consent of the Charity Commission has been obtained.”.
39. In Statute 42(ii) **delete** sub-paragraphs (b) to (d) and **substitute**:
 - “(a) their contract or remuneration, or any matter concerning the contract;
 - (b) their performance in the employment, or their performance of the contract; or
 - (c) any proposal to enter into any other contract or arrangement with them or to confer any benefit upon them that would be permitted under Statute 41;”.
40. **Delete** Statute 43(iii) and **substitute**:
 - “(iii) Any contract which, if made between private persons, would require to be made under seal shall be made either under the common seal of the Institute in

accordance with any Standing Orders in place or shall be executed by two members of the Trustee Board.”.

41. In Statute 47(i) *delete* “the masculine shall include the feminine and”.

42. In Statute 47 *insert* new sub-paragraph (iii):

“(iii) In these Statutes, “in writing” or “written” includes any document or communication sent or supplied by a person by email provided that such communication is in accordance with any Ordinances made by the Council in this regard pursuant to clause 11 of the Charter.”.