



The Governance  
Institute

# *UKRIAT Regulations*

*February 2017*



Institute of Chartered Secretaries  
and Administrators



# UKRIAT regulations

## 1 Regulations

This document contains regulations made by the UKRIAT Committee and approved by the Council and the members of UKRIAT in general meeting. These regulations may be amended from time to time by the UKRIAT Committee 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.
'Charter'	The Charter in its current form refers to the Royal Charter of 22 June 1966 and the Supplemental Charter of 10 September 1971 as amended under article 21 by Order of the Privy Council dated 5 March 2014.
'Chief Executive'	The Chief Executive of UKRIAT appointed by the UKRIAT Committee.
'Crown Dependencies'	The Channel Islands and the Isle of Man.
'Delegation Agreement'	The agreement referred to in byelaw 61.6 setting out the constitution, powers and responsibilities of a Division.
'Divisional Committee'	has the same meaning as in the byelaws.
'Electronic form'	A document or information is sent or supplied in electronic form if it is sent or supplied:  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 disk by post).
'Electronic means'	A document or information is sent or supplied by electronic means if it is:  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 instantaneous exchange of views.
'Institute'	The Institute of Chartered Secretaries and Administrators.
'In writing'	Written, or produced by any legible and non-transitory visible substitute for writing or partly one and partly another.
'Member'	A Fellow or Associate of the Institute but does not include a graduate or part-qualified person (if any) an affiliate or an Honorary Fellow.
'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.
'Substantive resolutions'	All resolutions other than procedural resolutions.



‘UKRIAT’ has the same meaning as in the byelaws.

‘UKRIAT Committee’ Divisional Committee set up by the Council to run the Institute’s affairs within UKRIAT and with responsibility for the assets, liabilities, income and expenditure of the Institute within UKRIAT.

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

<b>Names and titles</b>	<b>Definition in regulations</b>
Affiliated persons	106
General meetings	35
President, Vice-Presidents	14
Quorum	26 and 48
Scrutineers	82

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

1.4 Words which refer to men also refer to women.

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 UKRIAT Committee must be conducted in accordance with these regulations as amended, from time to time.

4 Pursuant to byelaws 61.8 and 62.14 and to any subsequent Delegation Agreement, the UKRIAT Committee must uphold the Charter and byelaws of the Institute.

5 In the event that the Council determines that UKRIAT is a Division and sets out its powers and responsibilities in a Delegation Agreement, byelaws 62.1 to 62.13 and byelaws 63.1 and 63.2 will apply. Such agreement will include delegation of authority to members of the UKRIAT Committee to enter into a service agreement with a company for it to provide for management, administration and other services to the Committee and to the members of the Institute in the Division. Pursuant to that agreement, the UKRIAT Committee 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 that Division and applicants for membership.

6 These regulations with respect to the UKRIAT Committee 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 UKRIAT in general meeting.

7 Members of UKRIAT 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 UKRIAT 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 UKRIAT and who are temporarily relocated to one of the countries in the UKRIAT Division, but who do not choose to transfer onto the register of members in UKRIAT will not be members of UKRIAT during their period of relocation into a country within UKRIAT.

9 An annual general meeting (‘AGM’) of the members of UKRIAT shall be held once in every calendar year.



## The UKRIAT Committee

- 10 The UKRIAT Committee shall have a minimum of 12 members and a maximum of 20 members, excluding co-options. The Committee will consist of:
- a) Any UKRIAT members on the Council elected to Honorary Office (of the Institute as opposed to the UKRIAT Division) by the Council;
  - b) The two most recent Past Presidents of the UK Committee or UKRIAT Division if they are willing and able to serve;
  - c) Those members elected to the Committee by the members in UKRIAT such number to be determined by the UKRIAT Committee from time to time having due regard to the effectiveness and operating costs of the Committee.
- 11 To be eligible for election as a member of the UKRIAT Committee, a person must be a Fellow of the Institute and a member of UKRIAT.
- 12 Elections to the UKRIAT Committee will be by means of a ballot of all eligible members of the Division. The ballot will be conducted by means of a single transferable vote.
- a) Each candidate must be nominated by a proposer and seconder, each of whom shall be a member of the Institute registered with the UKRIAT Division.
  - b) The period of office of a UKRIAT Committee member starts from 1 January.
  - c) The term of office for each member of the UKRIAT Committee shall be three years.
  - d) Members of the UKRIAT Committee may serve for a second term of three years (subject to re-election by members under these regulations) . After a second elected term a Member can only be re-elected after being out of office for at least one year.
  - e) UKRIAT Committee members who are also members of the Council will continue in office to the end of their term on Council and will remain on the UKRIAT Committee even though their period of office on the UKRIAT Committee may otherwise have ended. However, they may not be re-elected by the UKRIAT Committee to Council if, at the time of their re-election, they are only members of UKRIAT Committee by virtue of this regulation 12(e).
  - f) The Committee may at any time co-opt Fellows to make up not more than a quarter of the Committee who shall be eligible to serve as members of the Committee for a maximum period of three years as the Committee may specify at the time of co-option, provided that any Fellow co-opted as a member of the Committee shall not be eligible to serve on the Council.
- 13 A President and up to two Vice-Presidents shall be appointed each year by the UKRIAT Committee from among its members. The President will not normally hold office for more than two years in succession.
- 14 If a member of the UKRIAT Committee is serving as President or Vice-President, they are treated as being re-elected when their period of office ends, and regulations 12(c) and 12(d) do not apply to them.
- 15 The UKRIAT Committee shall prepare a code of ethics (by whatever name called) to make each of its members aware of their obligations under these regulations.

## Resigning from the UKRIAT Committee

- 16 A UKRIAT Committee member may resign their office by any appropriate means including by writing to the UKRIAT Chief Executive or the UKRIAT President. Their resignation will take effect immediately on its receipt by the UKRIAT Chief Executive or the UKRIAT President.
- 17 If a UKRIAT Committee member resigns from Council they may continue in office on the UKRIAT Committee until the end of any unexpired term as a UKRIAT Committee member.
- 18 Subject to regulation 12(f), the UKRIAT Committee may fill any casual vacancy on the Council arising out of a resignation of a UKRIAT member of the Council for the remainder of the original term of office.



## Termination of membership of the UKRIAT Committee

- 19 A Fellow ceases to be a member of the UKRIAT Committee in any of the following circumstances:
- a) when the term they were elected for ends;
  - b) if they cease to be a member of the Institute, or if they are suspended or excluded from the Institute;
  - c) if despite direction from the UKRIAT Committee they continue to breach the code of ethics referred to in regulation 15 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 Committee for the time being, to the effect that their office as a Committee member shall on receipt (or deemed receipt) of such notice be vacated. The signatures need not be on a single document and, for the avoidance of doubt, faxed or scanned signatures shall be valid for these purposes; or
  - d) if they have failed to attend three consecutive meetings of the Committee without reasonable cause.

## Elections to the Council

- 20 Elections to the Council shall be made by the UKRIAT Committee from amongst its own membership. Such elections shall be held in the way determined by the Committee. Elections to the Council are for a period of up to three years.

## Sub-Committees

- 21 The UKRIAT Committee can appoint sub-committees and determine their terms of reference and composition. People who are not members of the UKRIAT Committee or members of the Institute may be included on sub-committees, but people who are not members of the UKRIAT Committee must not account for more than one third of the membership of any sub-committee.
- 22 The UKRIAT President and the Immediate Past President shall have the right to attend every sub-committee.

## Chief Executive

- 23 The Chief Executive is entitled to attend and speak but not vote at all UKRIAT Committee meetings. If the meeting is discussing appointing, dismissing or disciplining the Chief Executive, or his pay or other employment terms, he 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 UKRIAT Committee

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

## Quorum

- 26 The quorum for meetings of the UKRIAT Committee is one third of the members of the Committee excluding those members who are co-opted

## Procedure at meetings of the UKRIAT Committee

- 27 UKRIAT Committee meetings must be held in accordance with the byelaws and any directions or regulations which the UKRIAT Committee makes. These directions and regulations may, among other things, lay down conditions for meetings to be held by telephone, video conference or in any other way, but a quorum of members must always be able to take part at the same time.



- 28 The UKRIAT Committee may pass a written resolution communicated to all members of the UKRIAT Committee as long as it is signed by 80% of the members of the UKRIAT Committee who would be entitled to vote on the resolution at a meeting of the UKRIAT Committee. 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 UKRIAT Committee members. These copies may be electronic copies including email communications.
- 29 The UKRIAT Committee 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.
- 30 Anything done by the UKRIAT Committee, or by any of its sub-committees, or by any person as a member of the UKRIAT Committee, 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**

- 31 Subject to regulation 32, the UKRIAT President will chair UKRIAT Committee meetings.
- 32 If the UKRIAT President is not at a meeting of the UKRIAT Committee, a Vice-President or Immediate Past President will chair the meeting. If more than one in this category is present, the members of the Committee present will decide which of them is to take the chair. If a Vice-President or Immediate Past President is not at a meeting the members of the UKRIAT Committee present will decide which one of them is to take the chair.

### **Meetings and conferences**

- 33 The UKRIAT Committee may hold meetings and conferences for any of the purposes set out in Article 4 of the Charter or for social purposes.
- 34 The UKRIAT Committee may make regulations relating to these meetings and conferences.

### **General meetings**

- 35 A general meeting of UKRIAT other than an annual general meeting may be called at any time by the UKRIAT Committee.
- 36 All members of UKRIAT shall be entitled to attend every general meeting.
- 37 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 is not entitled to vote unless he is a member in his own right.
- 38 General meetings may only deal with business allowed by the Charter, byelaws and these regulations.
- 39 Only the business stated in the notice of a general meeting may be considered at the meeting.
- 40 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, 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**

- 41 An annual general meeting of UKRIAT shall be held once in every year, in order to transact the following business:
- a) receiving and considering the report of the UKRIAT Committee on the business of UKRIAT;
  - b) receiving the audited accounts of UKRIAT;
  - c) appointing the auditors and either determining their remuneration or authorising the UKRIAT Committee to determine the same; and



d) such other business as the UKRIAT Committee may think fit.

### **Notice of general meetings**

42 The UKRIAT Committee 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 UKRIAT Committee and specify the date, time and place of the meeting and state the purpose of the meeting.

43 Notice of a general meeting must be given to members by:

- a) electronic means (but excluding by telephone);
- b) through the UKRIAT website; or
- c) by advertisement in a newspaper circulating generally in the country or countries concerned.

If no electronic address is held by the Chief Executive for any member, 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**

44 One hundred or more 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 UKRIAT Committee) of calling and holding the meeting. This deposit must be refunded if the proposal set out in the requisition is carried, or if the UKRIAT Committee does not call the meeting as required by regulation 45.

45 If the UKRIAT Committee receives a requisition under regulation 44, 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.

46 If the UKRIAT Committee 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**

47 The UKRIAT Committee 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, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place. The UKRIAT Committee 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.

### **Quorum at general meetings**

48 The quorum for general meetings is at least ten members personally present.

49 If a meeting is called by members under regulation 44 and a quorum is not present within 30 minutes of the starting-time on the notice of meeting, the meeting is dissolved.

50 For other meetings, if a quorum is not present within 30 minutes, the meeting will be adjourned to a date, time and place decided on by the majority of the members who are present. At the adjourned meeting, the members present will be a quorum.



## Person chairing general meetings

- 51 The UKRIAT President will chair general meetings.
- 52 If the UKRIAT 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 Immediate Past President will chair the meeting. If a Vice-President or Immediate Past President is not at a meeting the UKRIAT Committee members at the meeting will decide which one of them is to take the chair.
- 53 If there is not a UKRIAT Committee member present to chair a general meeting, the members will decide which one of them is to take the chair.

## Order and the dispatch of business at meetings

- 54 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.
- 55 The person chairing the 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.

## Adjournment of general meetings

- 56 The person chairing the 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 meeting may adjourn the meeting to another time and place without such consent if it appears to them that:

- a) there is not enough room for the number of members who wish to attend the meeting;
- b) the behaviour of the people present prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way;
- c) an adjournment is necessary to protect the safety of any person attending the meeting; or
- d) 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 68 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 UKRIAT Committee as appropriate, shall be valid even though it is given at less notice than would otherwise be required by regulation 70.

## Amendments to resolutions

- 57 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

58 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 in person 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.

59 Votes on a show of hands or a poll at a meeting may be either by the member personally, or by a proxy.

60 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.

61 a) On a show of hands every member who is present in person shall have one vote, and every person 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.

62 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 103.

63 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

64 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

65 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 82 (who need not be members) 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.

66 The person chairing the meeting will direct when and how the poll vote is to be carried out.

## Proxies

67 Proxy appointments must be in the form which the UKRIAT Committee approves.

68 A proxy appointment must be in writing and signed by the member appointing the proxy or in an electronic form as determined by the UKRIAT Committee.

69 A proxy must be a member of the Institute registered with the UKRIAT Division who is entitled to vote.



- 70 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.
- 71 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 the Institute 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.
- 72 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.
- 73 A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.
- 74 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

- 75 The UKRIAT Committee 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.
- 76 Votes in an election, or poll, carried out by post must be given personally.
- 77 The UKRIAT Committee 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.
- 78 Where the UKRIAT Committee has not authorised, appointed, engaged, or otherwise contracted with an agent in respect of regulations 75 or 77, then regulations 79 to 81 shall apply.
- 79 The Chief Executive will send the voting papers to all members of UKRIAT who are not overdue, excluding the grace period, in making any payment to the Institute.
- 80 The sealed voting papers must be returned to the Chief Executive by post. These votes as well as any votes delivered by fax or electronically will be subject to any arrangements for authentication established under regulation 77 by the date fixed by the UKRIAT Committee.
- 81 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 82. All authenticated voting documents returned in electronic form will also be delivered to the scrutineers.

### Scrutineers

- 82 The scrutineers are the people appointed by the UKRIAT Committee for the purposes set out in regulations 82–85 and they must follow the procedures set out accordingly.
- 83 In the case of any poll or postal vote for which they have been appointed, the scrutineers will supervise opening the boxes, and examining and counting the votes.



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

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

### **The UKRIAT Committee's finances**

- 86 The UKRIAT Committee will make regulations for the management of its finances and the investment of money not immediately required for the business of UKRIAT.
- 87 The UKRIAT Committee will decide who may sign cheques and other instruments drawn on the UKRIAT's bank accounts.
- 88 The UKRIAT Committee may realise or vary investments, securities or property.
- 89 The UKRIAT Committee may borrow in any way for the purpose of the Institute in the UKRIAT up to the limit referred to in regulation 91.
- 90 The UKRIAT Committee may give guarantees and security in any way over any property, in connection with any borrowing allowed under regulation 91.
- 91 The UKRIAT Committee may borrow only up to the amount of the UKRIAT Committee's income from subscriptions in the last financial year, unless the members allow more borrowing by passing a resolution at a general meeting. The resolution may also allow security and guarantees for the increased borrowing.
- 92 Once at least in every year the accounts of the UKRIAT Committee 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 to every member in the UKRIAT.
- 93 As provided in regulation 41(c), auditors will be appointed at the annual general meeting but the UKRIAT Committee will have power to fill any casual vacancy in the office of auditor.

### **Expenses**

- 94 A member of the UKRIAT Committee shall not seek or receive payment, remuneration or other benefit of any kind from the Institute, or from its Divisions, subsidiaries, trusts, or charities.
- 95 The prohibition in regulation 94 shall not preclude:
- a) payments in respect of reasonable out of pocket expenses incurred in the course of duties undertaken as a UKRIAT Committee member; or
  - b) payment of moderate fees to a member of the UKRIAT Committee 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 UKRIAT; or
  - c) payment to a member of the UKRIAT Committee or a third party for other services provided to UKRIAT.
- 96 Payments to be made under regulation 95(b) and (c) shall be authorised by a resolution of the UKRIAT Committee in respect of any member of the UKRIAT Committee. 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.



- 97 The UKRIAT Committee or related companies may make payments to a company or other entity in which a member of the UKRIAT Committee has an interest in return for goods or services supplied by that company or other entity to UKRIAT or related companies, provided that in any case where the interest of the member of the UKRIAT Committee is considered by the UKRIAT Committee to be significant or substantial, the proposed supply and payment has been authorised by a resolution of the UKRIAT Committee passed at a meeting where the member of the UKRIAT Committee 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 UKRIAT Committee 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 UKRIAT Committee or their spouse, civil partner, children, step-children, 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**

- 98 Members of UKRIAT must pay the fees and subscriptions decided by the UKRIAT Committee.
- 99 The UKRIAT Committee 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**

- 100 Any member who does not owe any money to the Institute may resign by writing to the Institute. He must return his membership certificate (and practising certificate if held) with his resignation, unless the UKRIAT Committee agrees otherwise.
- 101 The UKRIAT Committee may refuse to accept a resignation where the disciplinary bodies are considering a member's conduct under byelaws 22 to 26.
- 102 A member who resigns or otherwise ceases to be a member, is not entitled to any refund of his fees or subscriptions.

### **Members who do not pay their subscription**

- 103 If a member does not pay his annual subscription when it is due, his name may be removed from the register of members and he will cease to be a Chartered Secretary, under byelaw 13.2, unless the disciplinary bodies are considering his conduct under byelaws 22 to 26. The member will still be liable to pay the amount he owes. A grace period of up to six months may be given by the UKRIAT Committee.
- 104 Where the disciplinary bodies are considering a member's conduct, his membership will not lapse and his name will remain on the register of members.

### **Graduates**

- 105 Graduates of the Institute in UKRIAT are subject to byelaws 12.1 and 12.2.

### **Affiliated persons**

- 106 The UKRIAT Committee may invite people who have not passed the Institute's examinations to take part in activities which support the Institute's objectives. They are affiliated persons under byelaw 21, and they are not members. The UKRIAT Committee will make regulations about them, and may set fees and subscriptions to be paid by them to the Institute.

### **Members in public practice**

- 107 A member may carry on public practice as a Chartered Secretary ('public practice' is as defined by the UKRIAT Committee from time to time) in UKRIAT only if he has a valid practising certificate issued under regulations made by the UKRIAT Committee under byelaw 17.



## Part-qualified persons

- 108 Regulations made by the UKRIAT Committee may make provision for those who have passed or been granted a credit in respect of a part of the Institute's examinations specified in the regulations, on application, to be given a title and to be able to use designatory letters after their name, such title and designatory letters to be determined by the UKRIAT Committee.
- a) A part-qualified person who has applied for and been given the appropriate title is not a member of the Institute, and is not entitled to receive notice of, attend or vote at any general meetings.
  - b) A part-qualified person is subject to the same disciplinary regulations as a member.
  - c) A part-qualified person must pay an annual subscription at a level decided by the UKRIAT Committee, but this must not be more than the subscription for graduates.
  - d) While they are part-qualified, a person may use the title which they have been given and the appropriate designatory letters (as determined by the UKRIAT Committee) after their name.
  - e) A part-qualified person is not, and must not describe themselves as, a Chartered Secretary or a graduate of the Institute.
  - f) A part-qualified person is entitled to a certificate showing their status.

## Amendments

- 109 These regulations may be amended, added to or revoked only with the approval of the Council under the byelaw 62.12 and with consent of the members in the UKRIAT at a general meeting.



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Institute of Chartered Secretaries  
and Administrators