

International Corporate Governance Network Bylaws

The following Bylaws have been made by the Governors in accordance with their powers under the Articles of Association of International Corporate Governance Network (“ICGN”). Words and expressions used in these Bylaws have the same meanings as are set out in the Articles:-

1. Poll

1.1 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

1.2 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

1.3 A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix 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.

1.4 A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

1.5 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days’ notice shall be given specifying the time and place at which the poll is to be taken.

2. Proxies

2.1 The appointment of a proxy shall be executed by the appointing member and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Governors may approve):

“International Corporate Governance Network,

I/We, [NAME/S] of [COMPANY/S], being a member/members of the above named ICGN, hereby appoint [NAME] of [COMPANY], or failing him/her, [NAME] of [COMPANY], as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the ICGN to be held on [date], and at any adjournment thereof.

Signed:

Dated:”

2.2 Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Governors may approve):

“International Corporate Governance Network

I/We, [NAME/S] of [COMPANY/S], being a member/members of the above named ICGN, hereby appoint [NAME] of [COMPANY], or failing him/her, of , as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the ICGN to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

***Strike out whichever is not desired.**

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed:

Dated:”

2.3 The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Governors may:

2.3.1 in the case of an instrument in writing be deposited at the registered office of the ICGN or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the ICGN in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

2.3.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

(a) in the notice convening the meeting, or

(b) in any instrument of proxy sent out by the ICGN in relation to the meeting, or

(c) in any invitation contained in an electronic communication to appoint a proxy issued by the ICGN in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

2.3.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

2.3.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

3. Expenses

Details of each item of any expenses to be reimbursed or advanced to a Governor under the Memorandum or the Articles of ICGN shall be available for scrutiny at the Annual General Meeting.

4. Member Subscriptions

These shall run for 12 months from the date a member submits their application and thereafter on each anniversary of that date for the following 12 months.

Appendix 2

ICGN Committee Procedures

Preamble

The ICGN Board of Governors has updated the following regulation for committees in order to set out

the role and responsibilities of their chairmen and members, expectations regarding the work programme, and arrangements for reporting and approval of recommendations.

The purpose of the ICGN committees is to assist the Board in the administration of the ICGN (Organisation Committees) and more particularly to draw upon the organisation's unique membership,

which includes leaders in corporate governance worldwide, in order to exchange information internationally and raise standards (Policy-related Committees); such committees serve to develop work

on topical issues which are relevant to ICGN's mission, through consultation, debate, research, and

development of policy positions and best practice guidelines.

Those invited to chair ICGN committees will have acknowledged expertise in their subject matter, with

an ability to convene, consult and build consensus. The Chairman is expected to invite a broad discussion of all relevant issues.

The Chairman is responsible for proposing members to serve on the committee with due regard to relevant expertise, regional balance and broad experience from different sides of the corporate governance community. It is expected that those invited to join the committee be drawn from among

the ICGN membership. In exceptional circumstances, where the work of the committee will benefit,

non-members may be invited to join.

The Chairman will be supported by the ICGN Secretariat in the administration of meetings and by the

Executive Director in development of the work programme and drafting of reports for approval by the

Board and ICGN membership.

1. Constitution

1.1 ICGN Committees are constituted by the Board of Governors (Board). Using the relevant procedures

laid down in the Bylaws, the ICGN members in general meeting may also resolve that the Board of

Governors creates or terminates a committee.

1.2 The Board designates the committee's chairman and approves its composition and terms of reference. For that purpose, the Board identifies a person who would serve as chairman in conjunction

with whom the terms of reference and a list of potential committee members are drawn up.

1.3 Every committee should include a member of the ICGN Board to be responsible for liaison between the Board and the committee. Alternatively, if there is no member of the Board serving on a committee, a member of the Board must be given the specific task of speaking on behalf of that committee at Board meetings.

1.4 The Executive Director shall be invited to all meetings of ICGN Organisation Committees (currently the Nominations, Bylaws and Procedures, Finance and General Purposes, and Awards Committees) and be an ex-officio member of all other committees.

1.5 The Board in its conference call in September reviews and decides on which committees should be invited to continue in operation. Each committee is therefore formally constituted either until it has completed its tasks or until the Board conference call in the next following September, whichever is the earlier, unless a different term has been specified by a vote of the membership.

1.6 In exceptional circumstances, the Board may at its discretion remove a chairman or member of a committee before the expiration of its normal term.

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1.7 The committee's terms of reference identify the specific tasks of each committee as follows:

- The required outcomes
- When the outcomes are expected to be complete
- The level of authority of the committee chairman to act on behalf of ICGN in representations to the outside world, either in written form to such as regulators, or in communicating with the press.

2. Working of the committee

In addressing its tasks, the committee will need to:

2.1 Be aware of the need to maintain ICGN's high international reputation in all its dealings.

2.2 Determine how it will operate (usually by conference call/e-mail because of logistics and budgetary issues).

2.3 Ensure that the committee members and the Executive Director and any other staff that attend meetings are fully aware of their responsibilities to:

- hold information learned in committee meetings confidential as appropriate.
- disclose to the committee any circumstance that could be considered as presenting a conflicting interest, so that the committee can make an informed decision about whether to ask that person to recuse him or herself from the discussion of the issue.

2.4 Follow the financial requirements of:

- Preparing a budget for approval by the Board, initially for all the tasks, or all those that can be foreseen, showing the amount likely to be spent in the current financial year (ending on December 31st). Thereafter, if the committee's activities are to continue after the end of the first financial year, a budget for the next financial year, to be prepared by the end of September for approval by the Board
- Only committing ICGN to any item of expenditure which is within the approved budget and under £5,000, otherwise seeking Board approval to such expenditure
- Forwarding invoices for payment to the ICGN Secretariat

2.5 Request Board approval to the membership and terms of reference of any sub-committee, unless the sub-committee is wholly drawn from the committee members.

2.6 Report its findings back to the Board for notification and, if necessary, approval.

2.7 Provide a report of the committee's activities by mid May, for approval by the Board, for inclusion in

the documents sent in June for presentation to the Annual General Meeting in July. In the event that the

Board does not approve the committee report, the report may be put to the Annual General Meeting if

a) a two-thirds vote of the committee requests that the report be brought to the floor; such vote to be

taken after each committee member has been informed of the Board's non-approval and the reasons

thereof; and b) that the Board's non-approval and the subsequent two-thirds vote be noted on the report submitted to the Annual General Meeting.

2.8 Ensure that all committee output includes a list of the current members of the committee.

3. The committee chairman

The committee chairman has overall responsibility for the operation of the committee including:

3.1 Selecting potential committee members for approval by the Board, and their subsequent appointment, taking account of:

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- The range of knowledge, experience and skills required to carry out the committee's remit

- The desirability of ensuring representation from a reasonable spread of geographic areas.

3.2. Ensuring that ICGN members have a way of expressing an interest in serving on the committee e.g.

by the secretariat emailing, or using any other means to communicate with all, or selected groups of,

ICGN members.

3.3 Ensuring the Committee understands and acts to achieve the tasks set by the Board and in accordance with the ICGN committee procedures.

3.4 Identifying and managing any contractors or volunteers.

3.5 Ensuring that the committee operates within its agreed budget.

3.6 Ensuring the Board is kept informed of the Committee's activities and securing Board approval as

necessary.

3.7 Ensuring the committee holds a portion of a meeting in executive session on a regular basis and as

they deem necessary, at which the Executive Director and other ICGN staff or contractors shall be

excluded, to allow for discussion of issues they may find appropriate.

3.8 Designating a secretary to assist in satisfying the administrative and reporting duties of the committee.

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Appendix 3

ICGN Board Designation Process

Objectives :

- to obtain a board fit for the purposes of steering and administering ICGN

- to obtain a board representative of ICGN's constituents
- to avoid entrenchment and give a variety of members the opportunity of serving
- to ensure efficiency and continuity of purpose and action
- to avoid conflicts of interest
- to follow transparent procedures
- to involve membership fully in the process

1. Nomination Committee

1. Purpose

Each year to identify willing and able candidates for the Board of Governors

To recommend to the membership up to 12 members for election to the Board after discussing with the incumbent Board

To respect geographical, skills and gender balance, taking account of ICGN's historical strength coming from the investing community.

2. Requirements

The Nomination Committee must meet intensively & flexibly from February to June each year. It must be well aware of ICGN needs, constraints, sensitivities, bylaws & procedures

3. Formation/Composition

The Nomination Committee is designated by the Board and approved by the membership, to which it reports on its choice and rationale for it. The Nomination Committee may not have currently serving Governors, except those not seeking (re)election (to avoid conflicts of interest) and the latter may not constitute a majority of the Committee

Members of the Committee should (as the Board itself) be diversified

Members of the Committee should have a good knowledge of the Board, of its current agenda and workings, therefore should be predominantly composed of old or "outgoing"

Governors (of which at least one outgoing or recently serving)

Tenure of Nomination Committee members

There should be a balance between continuity (of knowledge & experience) and renewal.

2. Board Nomination Procedures

1 The Board's proposed Nominating Committee will be put to the annual general meeting for approval

by the Membership. The Committee will then *no later than four months before the AGM* issue a call to

membership for nominations of candidates to the Board shall be made to the membership by the Nominating Committee.

2 The Nominating Committee is constituted as laid down in the Bylaws and, to avoid the use of a chairman's casting vote in what is usually a small committee, shall have an odd number of, but not less

than three, members.

3 The call by the Nominating Committee shall attach a list of current Board members, showing the date

at which they are no longer eligible to stand for office (highlighting those whose eligibility expires at the

end of the current year) as well as their record of participation in the Board's sessions. The call shall also

contain a nomination form, and a reminder of the essential rules and practices regarding nominations,

including the required three sponsors, the nominee's CV and motivation statement and the fact that

both the nominee and sponsors all have to be members in good standing (with current subscription paid

up).

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4 The nomination form shall include a statement that nominees who would not be retained in the Nominating Committee's final recommendation to the AGM may decide that in such case, their nomination should be considered as withdrawn. A box in the nomination form should be clearly marked

to that effect.

5 Nominations should be received by a date to be set by the Nominating Committee to provide sufficient

time for consideration , and reviewed by the Nominating Committee. Further information is gathered as

necessary, with a view to submitting to the Board by the *end of April* the full list of properly proposed

candidates and a first opinion on which candidates the Nominating Committee intends to recommend.

6 The Board is invited to make its comments on that opinion known to the Nominating Committee in

time for final recommendations in advance of distribution of papers for the AGM. .

7 The Nominating Committee reviews the Board's comments and decides on its final recommendation.

3. Election Procedures

1 At the latest *one month before the July AGM (i.e. around 8 June)*, usually within the papers for the

AGM, a complete list of candidates is made known to the membership. The list is presented in alphabetical order, together with the Nominating Committee's recommendations; annexes contain the relevant underlying documentation: CV, motivation statement, names of sponsors.

2 The elections for membership of the Board of Governors shall be conducted at the ICGN Annual

General Meeting by the Chairman of the meeting. S/he shall be assisted by a panel of not less than

three scrutineers to count the votes and supervise the process. The scrutineers shall be ICGN members appointed by the Chairman of the meeting and shall not be candidates for office. The scrutineers shall choose one of their number to act as their chairman.

3 When at the Annual General Meeting the item Elections comes up, there shall be an opportunity for

discussion on the nominations made by the Nominations Committee.

4 If during the course of the discussion further nominations come from the floor, the Chairman shall

accept such additional nominations, providing the conditions specified in the bylaws therefor are met.

5 The Chairman, or any member, may request that a vote by a show of hands takes place to identify

or confirm that a nomination has the backing of the twenty-five number of members present that is

required for a nomination from the floor to be valid.

6 Candidates shall be voted on individually.

7 Election of the Board of Governors shall be by a poll, which may be electronic or with the use of

voting forms.

8 Each Member will be issued with a voting device/form showing the number of votes to which s/he is

entitled by virtue of the proxies s/he holds.

9 All candidates shall be listed in alphabetical order, indicating the Nominating Committee's positive recommendation opposite each relevant name. Space shall be allowed for the possible addition of candidates nominated from the floor.

10 Provision shall be made to record the type of vote cast in respect of each candidate, namely "for"

or "against", with also possibility of recording abstentions. The scrutineers shall report the votes for

and against each candidate together with abstentions and any void votes.

11. All the votes where a member has voted "for", i.e. in favour of, more than 12 members shall be

invalid. Members are allowed to vote for fewer than 12 nominees.

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12 For a candidate to be elected s/he must receive votes from at least 50% of the valid votes, not counting abstentions. If as a result of this rule, less than 7 members are elected to the Board, the rule shall be waived until 7 members have been elected.

13. If, after the above procedures there are more than 12 candidates remaining, all candidates will be

ranked in order of number of votes received and those with the lowest numbers are eliminated until

the number is reduced to 12.

14. If for the last of the 12 board positions, two or more candidates have the same number of votes,

the newly elected board (minus the tied candidates) will, as one of the first items at its initial meeting immediately following the AGM, decide on which of the tied candidates will be retained.

In

doing so, the board will take into account the requirements in terms of geography, background, gender etc. as specified in article 10.10 of the Bylaws (art 6.6.6 of the new Mem & Arts) . The finally

decided board member will then be invited to join the meeting.

4. Summary of Membership Involvement in the Board Designation Process

- Members approve the composition of the Nominating Committee
- Only members may propose or sponsor candidates for board seats
- Candidates, proposers and sponsors may only be members in good standing
- Members are specifically invited each year to propose candidates, at least four months ahead of the AGM
- Valid candidacies not withdrawn must be notified to members at least one month ahead of the AGM
- Simultaneously full documentation (CV, sponsors and motivation statement) must be provided
- Members unable to attend the AGM may give another member a proxy
- In exceptional circumstances, members may propose candidates from the floor at the AGM
- Members discuss the candidacies at the AGM before voting by poll
- Members vote on candidates individually, not as a slate
- Scrutineers are designated exclusively among members who are not candidates