ICGN Annual General Meeting
Voting Instructions

Notification

The ICGN Annual General Meeting will be held on 6th September 2022, 1400 – 1700 hrs BST as a virtual meeting. All ICGN members are entitled to attend the AGM but only Individual Members and the authorized representatives of Corporate Members (referred to here as Lead Members) are entitled to vote.

A Convene portal link to vote and attend the AGM meeting will be available to all Members on 5th August 2022. https://eu.conveneagm.com/uk/ICGN

Anyone who has issues with the link or who misplaces it before the meeting should contact garvin.payne@icgn.org.

Agenda and papers

ICGN will publish the AGM agenda and papers on 5th August 2022 on the ICGN website https://www.icgn.org/about/agm and notify Members by email.

Eligibility to vote

In order to cast your vote please ensure:

- You or your organization are a fully paid up ICGN Member at least 10 calendar days prior to the date of the meeting.
- You are an Individual Member or the Lead Member for your organization, or the assigned Proxy of such members.
- Your name is entered in the membership register at least 10 calendar days prior to the date of the meeting.

Voting choices

For a valid direct vote to be recorded you must mark FOR, AGAINST, or VOTE WITHHELD. If no option is selected on any resolution your vote will not be recorded for that item.

Please note that if you vote ‘withheld’ for a resolution, you are indicating that you wish to abstain. Under the law of England and Wales which governs ICGN’s constitution, ‘withheld’ votes are not counted in calculating the result.

How to cast your vote
There are three different ways in which Individual and Lead Members can vote. They may:

- Vote online in advance of the AGM;
- Vote live at the AGM; or
- Appoint a proxy to vote on their behalf at the AGM.

**Voting in advance of the AGM online.**

Voting in advance can be done via the voting portal at this link: [https://eu.conveneagm.com/uk/ICGN](https://eu.conveneagm.com/uk/ICGN). AGM resolutions can be found here. Votes and voting instructions must be submitted by **14:00 BST 4th September 2022** at the latest in order to be valid.

**Voting live at the AGM.**

Voting at the AGM will be conducted using the Convene voting platform. Find out more details on how the AGM platform works here.

**Appointing a proxy to vote on your behalf at the AGM.**

If you wish to appoint a proxy you must: (1) determine who to appoint and (2) decide on whether to give them discretion on how to vote. There are two options in each case:

- You can choose to appoint the chair of the meeting to vote on your behalf. Alternatively, you can choose to appoint any other ICGN member who is eligible to attend the AGM at the deadline specified above.
- If you wish to instruct the proxy to vote according to your specific intentions on one or more resolutions, you will need to mark FOR, AGAINST, or VOTE WITHHELD against each of those resolutions (as if you were voting in advance). If you have appointed a proxy and no voting instructions are given, your proxy may vote or abstain from voting at their own discretion.

Your voting instructions must be submitted online on the portal no later than **14:00 BST 4th September 2022** in order to be valid.

**Changing your mind**

If you have previously submitted a vote in advance of the AGM or appointed a proxy, you are still entitled to vote in person at the meeting. To do so you must cancel you pre-vote on the voting portal, if you have issue with this please contact the Secretariat (garvin.payne@icgn.org) that you wish to vote at the AGM and your previously submitted votes and instruction to appoint a proxy must be nullified. This instruction must be submitted **no later than 14:00 BST 4th September 2022** in order to be valid.

Should you have appointed a proxy and you wish to attend and vote on the day, the proxy you appointed in your voting form will no longer be able to vote on your behalf, although they will still be entitled to attend the meeting in their own right.

**Asking questions at or in advance of the AGM**
Members can ask questions live at the AGM or they can submit questions in advance to be answered during the AGM, to garvin.payne@icgn.org.

After the AGM

While voting results for each resolution will be given live at the AGM, they will need to be checked for errors. The confirmed results will be published on the ICGN website as soon as possible after the meeting.

An audio and visual recording of the AGM proceedings will be made available to ICGN Members shortly after the AGM date.

Minutes will be produced and approved by the ICGN Board at its first meeting after the AGM and published on the ICGN website.