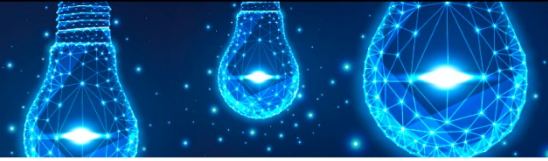


ICMCI Annual Meeting of Delegates Amman, October 2023



Governance Recommendations and Bylaw changes

Governance Recommendations & Bylaw changes



The following slides show the 11 (eleven) proposed Bylaw changes using the layout below

Governance Recommendation

2023 version

2021 version

Governance Recommendation number (s)

ARTICLE number & title
Section number & title

ARTICLE number & title
Section number & title

New text

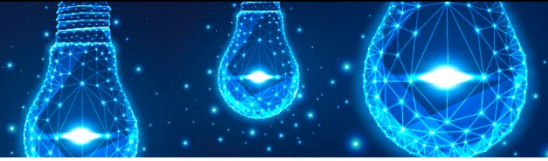
Old text

Text 1 ...

... text 2.

Denotes text abbreviated but remains in 2023 version

Governance Recommendations & Bylaw changes



Governance Recommendation

2023 version

2021 version

Governance Recommendation 2

Resolution 5

ARTICLE VII: Assembly of Delegates

Section 1. General Powers.

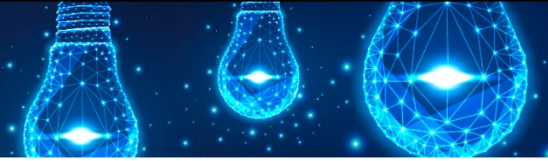
The affairs of ICMCI shall be controlled by its Assembly of Delegates. The Assembly of Delegates consists of all the Delegates of the Full Members.

The Assembly of Delegates shall establish Terms of Reference that define its authority, responsibility, duties and conduct.

ARTICLE VII: Assembly of Delegates

Section 1. General Powers.

The affairs of ICMCI shall be controlled by its Assembly of Delegates. The Assembly of Delegates consists of all the Delegates of the Full Members.



Governance Recommendation

Governance Recommendation 4

Resolution 6

2023 version

ARTICLE IX

Section 1. The Board.

The Board will be a standing committee ...

Annually, achievement against the previous plan will be reported on, and a revised plan tabled for review and approval by the Delegates at the Annual Assembly of Delegates .

The Assembly of Delegates shall establish Terms of Reference and a Charter which shall detail the accountability and authority of the Board.

2021 version

ARTICLE IX

Section 1. The Board.

The Board will be a standing committee ...

Annually, achievement against the previous plan will be reported on, and a revised plan tabled for review and approval by the Delegates at the Annual Assembly of Delegates.

Governance Recommendations & Bylaw changes



Governance Recommendation

Governance Recommendations
9
10
45

Resolution
7

2023 version

ARTICLE IX: The Board, and Committees of the Board

Section 1. The Board.

The Board will be a standing committee ...

... or as thereafter supplemented or amended by further resolution adopted by similar vote of the Board.

The Assembly of Delegates will require the establishment of two Standing Committees that shall report to the Board and be chaired by a Director of the Board:

- **Governance and Nominations Committee**
- **Finance and Audit Committee**

2021 version

ARTICLE IX: The Board, and Committees of the Board

Section 1. The Board.

The Board will be a standing committee ...

... or as thereafter supplemented or amended by further resolution adopted by similar vote of the Board.

Note:

as per Recommendation 45

Sections 2-4 committees removed

- **Membership**
- **Professional Standards**
- **Quality Assurance (QAC)**

QAC renamed Institute Quality Assurance and is an independent accreditation body

Governance Recommendations & Bylaw changes



Governance Recommendation

2023 version – **new Section 2**

Governance Recommendations

10

46

11

11a

13

15

Resolution

8

ARTICLE IX

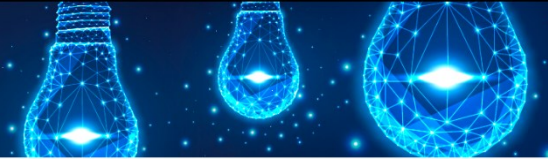
Section 2. Governance and Nominations Committee.

The Governance and Nominations Committee will be a standing committee of the ICMCI Assemble of Delegates and shall be responsible for overseeing the governance systems of ICMCI, and managing an open nominations and election process for the Chair and Board directors. The committee will undertake Succession planning and rotation of Board officers and directors and Committee Chairs. The committee shall be headed by the immediate past chair of ICMCI (or a past chair) and composed of other members as shall be defined in the Committee Terms of Reference.

The Committeee will be governed by Terms of Reference that are approved by the Board and the Committee will be required to report annually to the Assembly of Delegates on its activities throughout the year and the state of ICMCI's governance.

The list of candidates for election will be distributed to all Delegates 21 days before the date of the Annual Meeting of Delegates.

Governance Recommendations & Bylaw changes



Governance Recommendation

2023 version – **new Section 3**

Governance Recommendations

10

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Resolution

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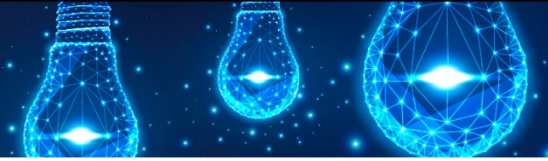
ARTICLE IX

Section 3. Finance and Audit Committee

The Finance and Audit Committee will be a standing committee of the ICMCI Assembly of Delegates responsible for the oversight of ICMCI finances and audit practices including the managing any internal audits of systems, processes and procedures within ICMCI. The Committee will be chaired by the Treasurer and composed of members as shall be defined in the Committee Terms of Reference.

The Committee will be governed by Terms of Reference that are approved by the Board and the Committee will be required to report annually to the Assembly of Delegates on its activities throughout the year and the health of ICMCI's finances and its audit process.

Governance Recommendations & Bylaw changes



Governance Recommendation

2023 version

2021 version

Governance Recommendation 32

Resolution 10

ARTICLE IX

Section 4. Standing Committees and Task Forces of Delegates.

Delegates may by resolution create one or more standing committees ...

... or amended by further resolution adopted by similar vote.

The Assembly of Delegates shall have the authority to create Task Forces to carry out work specified by them for a shorter duration of time than a Standing Committee.

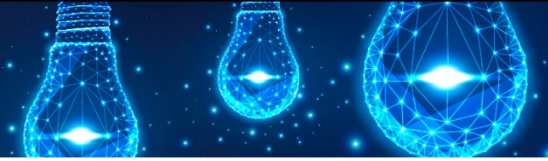
ARTICLE IX

Section 6. Standing Committees of Delegates.

Delegates may by resolution create one or more standing committees ...

... or amended by further resolution adopted by similar vote.

Governance Recommendations & Bylaw changes



Governance Recommendation

2023 version

2021 version

Governance Recommendation
9

Resolution
11

ARTICLE IX

Section 5. Alternate Members.
Section number change only - text remains unaltered

Section 6. Rules of Committees.

Each Committee of the Board or Delegates shall recommend its own Terms of Reference to the Board of Directors for approval. These Terms of Reference shall govern the conduct of its activities, consistent with rules promulgated by the Delegates or the Board as appropriate. Committees of the Board or Delegates shall make such reports to the Board or the Delegates of its activities as the Board or Delegates may request. The terms of reference of the Board must be approved by the Delegates.

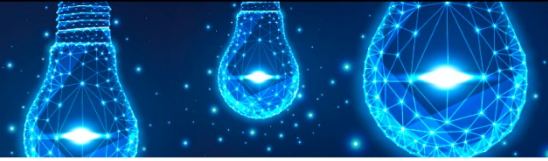
ARTICLE IX

Section 7. Alternate Members.

Section 8. Rules of Committees.

Each Committee of the Board or Delegates shall fix its own rules governing the conduct of its activities, consistent with rules promulgated by the Delegates or the Board as appropriate and shall make such reports to the Board or the Delegates of its activities as the Board or Delegates may request. The terms of reference of the Board must be approved by the Delegates.

Governance Recommendations & Bylaw changes



Governance Recommendation

Governance Recommendations

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Resolution

12

2023 version – **new Section 7**

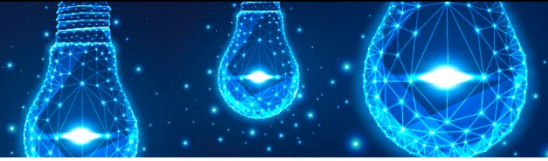
ARTICLE IX

Section 7 Volunteers

Any volunteers carrying out governance / strategic work shall fall under the authority of the Board, as overseen by Governance and Nominations Committee with the support of the Executive Director.

Any volunteers carrying out operational work shall fall under the authority of the Executive Director.

Governance Recommendations & Bylaw changes



Governance Recommendation

2023 version

2021 version

Governance Recommendation 10

Resolution 13

ARTICLE X: Directors of the Board

Section 2. Election and Term in Office.

Candidates eligible to stand for office ...

The Governance and Nominations Committee shall conduct the election process in the period prior to the Annual Meeting of Delegates in accordance with Article IX, Section 5.

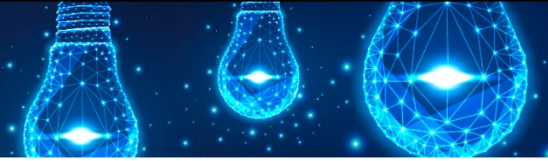
ARTICLE X: Directors of the Board

Section 2. Election and Term in Office.

Candidates eligible to stand for office ...

The Nominations and Succession Planning Committee shall conduct the election process in the period prior to the Annual Meeting of Delegates in accordance with Article IX, Section 5.

Governance Recommendations & Bylaw changes



Governance Recommendation

2023 version

2021 version

Governance Recommendation

4
7

ARTICLE X: Directors of the Board

Section 5a. Chair.

The Chair of ICMCI shall, when present, preside at all meetings of the Board and at all meetings of the ICMCI Assembly of Delegates. The Chair shall oversee all the business and affairs of ICMCI, and in general shall perform all duties as may be prescribed by the Delegates from time to time

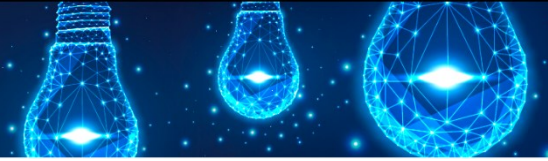
ARTICLE X: Directors of the Board

Section 5a. Chair.

The Chair shall be the Executive Officer of ICMCI and, subject to the control of the Board and the Delegates, shall supervise and control all the business and affairs of ICMCI, and in general shall perform all duties as may be prescribed by the Delegates from time to time. He/She shall, when present, preside at all meetings of ICMCI.

Resolution

14



Governance Recommendation

2023 version – **new Section 5b**

Governance Recommendations

4

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Resolution

14

ARTICLE IX

Section 5b. The Executive Director

The Executive Director shall, subject to the control of the Board and the Delegates, supervise and control all the business and affairs of ICMCI, shall be accountable for the implementation of the strategy of ICMCI, and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

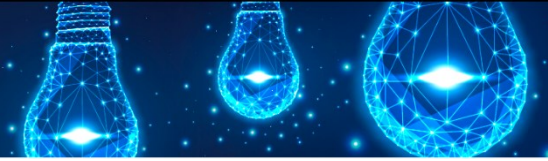
ARTICLE IX

Section 5b. Authority of Directors, Officers and Agents

renumbered:

Section 5c. Authority of Directors, Officers and Agents

Governance Recommendations & Bylaw changes



Governance Recommendation

Governance Recommendation

4
7

Resolution 15

2023 version

ARTICLE X: Directors of the Board

Section 8. The Treasurer.

The Treasurer shall:

have charge and custody of and be responsible for all funds and securities of ICMCI; receive and give receipts for monies due and payable to ICMCI from any source whatsoever, and deposit all such monies in the name of ICMCI in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of **Article XVI** of these Bylaws;

(footnote removed)

2021 version

ARTICLE X: Directors of the Board

Section 8. The Treasurer.

The Treasurer shall:

have charge and custody of and be responsible for all funds and securities of ICMCI; receive and give receipts for monies due and payable to ICMCI from any source whatsoever, and deposit all such monies in the name of ICMCI in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of **Article IX** of these Bylaws;

Governance Recommendations & Bylaw changes



Governance Recommendation

2023 version

2021 version

Governance Recommendation
N/A

“These bylaws were approved by the Assembly of Delegates in the Annual Meeting of Delegates on 11 and 12 October 2023.”

“These bylaws were approved by the Assembly of Delegates in the Annual Meeting of Delegates on 14 and 15 October 2021.”



Thank you!

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