

Could you sum up in a few words what members are being asked to vote on?

It's been 10 years since we updated the Charter and Byelaws that guide how we operate. A lot has changed in that time, not least of which the significant adoption of digital technologies. The proposed changes will help us remain fit for purpose and effectively meet members' needs. They will help us interact with members in more digital ways, for example, online voting and conduct meetings using video conference technology. They will ensure CIMA continues to have the agility to adapt to the rapidly changing business environment, for example, by keeping the qualification up to date. Finally, the proposed changes will help open volunteer opportunities to a wider set of members – that's why you'll see the introduction of a presidential honorarium – and ensure that we have diverse representation on Council reflecting our global reach and bringing in wider perspectives into decision making.

What is the Institute's approach for the proposed changes to the Charter and Byelaws?

To help modernise the governance structure to reflect the fast-paced, change-oriented world in which we live and work, the Institute has taken an all-inclusive approach to the proposed changes to the Charter and Byelaws through Special Resolution A. In effect, Special Resolution A combines all of the proposed changes to the Charter and Byelaws in one resolution, which are also listed separately in the AGM Notice under Special Resolutions B, C, D and E. This comprehensive thematic approach makes voting easier for members by summarizing into one resolution A and reduces inconsistencies in the Charter and Byelaws.

The Council is recommending that members vote to pass Special Resolution A.

Where can members find a full copy of the proposed Charter and Byelaws?

A copy of the proposed Charter and Byelaws was sent to members with the AGM notice, providing them with a holistic view of the changes suggested by CIMA Council. Members can find [a copy of the proposed Charter and Byelaws](#) in the [AGM section](#) on the [Institute's website](#).

The CIMA President set out the rationale behind these changes in [his letter accompanying the AGM Notice](#).

What proposed changes to the Charter and Byelaws are included in Special Resolution A?

All of the proposed changes to the Charter and Byelaws are included in Special Resolution A. This means that all proposed additions and deletions listed separately as Special Resolutions B, C, D and E are covered under Special Resolution A. This inclusion helps members see and vote for all of the changes together.

What proposed changes to the Charter and the Byelaws are included in Special Resolutions B to E?

CIMA Council grouped all of the proposed changes by theme into four Special Resolutions as follows:

- **Special Resolution B – Business evolution**
In January 2017, CIMA and the AICPA launched the new Association of International Certified Professional Accountants (“The Association”) so that together, we would be better equipped and resourced to help members meet the rapidly changing needs of business. The work and reach of the Association continues to grow, as does recognition of the CGMA designation which is awarded to CIMA members via license in addition to their ACMA and FCMA letters. The changes update our constitution to ensure that the Institute’s work and strategic direction is reflected there in the public interest.
- **Special Resolution C – Digital evolution**
We are seeking to update our constitution to reflect the way our members live and work in the digital world and to harness the advantages which technology can offer the Institute.
- **Special Resolution D – Council evolution**
In 2018, we carried out a review of the way in which Council operates to ensure it was best placed to discharge its responsibilities to CIMA’s global membership, the profession and the public both now and in the future. We are making some changes to reflect decisions made by Council.
- **Special Resolution E – Miscellaneous changes**
We are making some further smaller changes which are editorial in nature or relate to consequential deletion.

This thematic approach is designed to help members better understand the proposed changes and give them the necessary knowledge to cast informed votes. This comprehensive thematic approach also makes voting easier for members and reduces inconsistencies in the Charter and Byelaws.

Why have the Special Resolutions been structured in this way?

The structure allows all members to vote on Special Resolution A in the first instance and decide whether to accept through a single vote all of the proposed changes to the Charter and Byelaws.

If members decide to support some but not all of the proposed changes, the structure allows them to vote against Special Resolution A. They can then vote in favour of, or against, each of the Special Resolutions B, C, D and E.

What happens if Special Resolution A is passed?

If Special Resolution A is passed, all of the proposed changes to the Charter and Byelaws will be adopted. In this case, there will be no need for members to vote on Special Resolutions B to E and they will be withdrawn from the meeting.

What happens if Special Resolution A is not passed?

If Special Resolution A is not passed, Special Resolutions B to E will be put to the meeting. In this case, members will need to vote separately in favour, or against, each of the Special Resolutions.

Has the Privy Council been consulted on the changes?

Yes, the Institute has consulted with the Privy Council on the proposed changes to the Charter and Byelaws. Any changes passed at the 2019 AGM will also be submitted to the Privy Council for approval.

Has the Institute given members sufficient time to consider the proposed changes?

CIMA Council has extensively discussed and carefully considered all the proposed changes to the Charter and Byelaws prior to putting the amendments to members for a vote.

As required the Institute has given at least 21-days written notice of the AGM to members in which it specified the general nature of the business to be conducted.