



**THE INSTITUTE OF
Company Secretaries of India**
भारतीय कम्पनी सचिव संस्थान
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament
(Under the jurisdiction of Ministry of Corporate Affairs)

ICSI (Establishing and Functioning of Overseas Centre), Guidelines, 2021

(As amended by the Council in its 279th meeting held on 31st August, 2021)

1. These Guidelines shall be called the ICSI (Establishing and Functioning of Overseas Centre), Guidelines, 2021.
2. These Guidelines shall supersede all earlier Guidelines, directions, notifications, circulars, instructions, orders, memorandum made or issued by the President and or the Council relating to incorporation, management and functioning of Overseas Centre of ICSI.
3. These Guidelines will also be applicable to incorporated/registered entity subject to compliance of by-laws of the entity and jurisdictional law of the country. If there is any difference with the Guidelines, the provisions of by-laws and jurisdictional law will be operative.

4. Definitions

In these Guidelines unless there is anything repugnant to the subject or context:

- 4.1 'Centre' means ICSI Overseas Centre or any other entity constituted outside India with the support and consent of Institute.
- 4.2 'Council' means Council of the Institute of Company Secretaries of India.
- 4.3 'Committee of Members' or 'Committee' or 'Managing Committee' means the governing body of the Centre/entity.
- 4.4 'Institute' means the Institute of Company Secretaries of India, a statutory body established under the Company Secretaries Act, 1980 to make provisions for regulation and development of the profession of Company Secretaries.
- 4.5 'Guidelines' means the ICSI (Establishing and Functioning of Overseas Centre) Guidelines, 2021 as approved by the Council and existing as on the said date.
- 4.6 'Jurisdiction' of a Centre means area determined by the Council.
- 4.7 'Member' means an individual holding an active membership of the Institute of Company Secretaries of India.
- 4.8 'Office-bearers' mean Chairman, Vice-Chairman, Secretary and Treasurer of the Committee of the Centre.

4.9 All words and expressions used herein and not defined in these Guidelines but defined in the Company Secretaries Act, 1980 or the Company Secretaries Regulations 1982 shall have the meanings respectively assigned to them under the Act or the Regulations.

5. Extent and Commencement

These Guidelines shall come into force from such date as may be specified by the Council and shall apply to all Centres of the Institute or entities constituted and recognized earlier and existing on the said date and then as amended by the Council from time to time.

6. Objectives of these Guidelines

6.1 The Guidelines provide key information and framework of establishing and managing day to day operations at the Centre.

6.2 It outlines the context of work, working philosophy and explains clear procedures. It further provides the stakeholders, guidance and understanding of a Centre's objectives.

7. Setting up of a Centre

7.1 The Institute can set up the Centre which will act as facilitating Centre of the Institute but the Centre shall not be considered as any constituent of the Institute. The Centre shall not be treated at par for any purpose, with any Regional Office/Chapter of the Institute, set up within India. The Centre can be formed after taking no objection from the local Government of the country, if any, required by the local laws of that country. The emblem/letter head of the Institute will not be used by Centre unless specifically approved by the Institute.

7.2 The committee of members of ICSI Overseas Centres shall be constituted only after obtaining prior approval of the Institute.

7.3 The Centre shall function on self-sustainable basis. The Centre will be known as "ICSI Overseas Centre, _____", and it will operate from the address, as will be specified at the time of formation of the Centre and the same will not be changed without prior approval of the Council.

7.4 A Centre can be set up outside India provided there are twenty five (25) or more members having their professional or residential address in that country and a request for setting up of a Centre has been received from at least seven (7) members residing or having professional address in such jurisdiction.

7.5 With effect from _____ 2021, existing Centre which fall short of minimum twenty five (25) members shall continue to remain as Centre unless Institute specifically provides for. However, if the constituted Committee has been dissolved, for any reason, the Institute may after evaluation of progress, select one member of dissolved committee or any other member as administrator of such Centre.

7.6 The Centre shall abide by the directions issued by the Council /Institute from time to time.

7.7 The Centre shall abide by the local laws as applicable. The Institute shall not be responsible for the activities of the Centre.

8. Duties and functions of the Centre

The following shall be the duties and functions of the Centre:

- 8.1** To explore the professional opportunities and placement opportunities in that country or in any other jurisdiction in the manner suggested by the Institute from time to time.
- 8.2** To explore accreditation and reciprocal exemption with relevant organisation/university/institute in that country.
- 8.3** To provide input for ICSI Global Connect/ Chartered Secretary/any other newsletter.
- 8.4** To promote and develop the profession in the respective country.
- 8.5** To organise the programme independently as well as in collaboration with similar reputed professional bodies/ organisations. The members of the Institute, who will be attending the programmes organised by the Centre independently or in collaboration with other professional bodies/ organisations shall be entitled to CPE credits as per the applicable Guidelines of the Institute.
- 8.6** To guide the students in the matters of registration, tuition, education, capacity building, professional development or any other activity of similar nature.
- 8.7** To facilitate imparting practical training to ICSI student in the respective country.
- 8.8** To facilitate the Institute in conducting the examinations in respective country against reimbursement of actual costs/ expenses.
- 8.9** To make representation to the Council on matters of professional interest in that country and offer suggestions for enhancing the profession in that country.
- 8.10** To exchange views on professional matters with members of similar Institutes or professional bodies in the respective country. However, it would not express views on behalf of the Council or Institute.
- 8.11** To carry out such other functions as may be entrusted by the Council or Institute from time to time.

Provided that it shall be the responsibility of the Centre to ensure compliance of applicable laws of that country/jurisdiction in relation to the above duties and functions.

9. Financial Year

The financial year of the Centre shall be a period applicable in such country where the Centre is located. If no specific period is applicable then it will be 1st April to 31st March.

10. Management of Centre

- 10.1** Centre will be managed by the Committee. The Institute after verifying the particulars such as status of payment of membership fee, disciplinary matters etc. with regard to the members from whom the request for setting up Centre has been received, approve the constitution of Committee consisting of minimum four or maximum seven members for managing the affairs of the Centre. For the sake of clarity, the Institute may include the names of other members (other than the members from whom the request for setting up the Centre has been received) in that jurisdiction.
- 10.2** The first term of the Committee shall be decided at the time of Constitution by the Institute. Thereafter, the term of committee will be four years.

- 10.3** The Committee shall from the date of its constitution and thereafter every two years, at the option of committee of concerned overseas centre, starting from January 1, elect its office bearers namely Chairman, Vice-Chairman, Secretary and Treasurer and intimate the same to the Institute within 7 days of election.
- 10.4** Once the term of Committee ends, the re-constitution of Committee will be decided by Institute after recommendation received from members of the respective country.
- 10.5** The Committee members shall forward their particulars after due diligence of Know Your Member (KYM) in **Annexure-A** to the Institute on or before the 31st day of January every year. If a Member of the Committee changes his address outside the Jurisdiction of the Centre, then his seat as Member of Committee stands vacated. Third party information/complaint in this regard shall also be acceptable subject to validation.
- 10.6** The Committee shall discharge duties and functions, assigned to it under these Guidelines.

11. Resignation from Committee

- 11.1** A Member of the Committee may at any time resign from the membership of the Committee by writing to the Chairman of the Committee with a copy to the Institute.
- 11.2** The effective date of resignation shall be the date mentioned in the resignation letter or the date on which the Chairman and Institute receives the resignation letter, whichever is later.

12. Casual Vacancy

- 12.1** Casual vacancy arising by resignation, removal, death or any other reason, whatsoever, of a member in the Committee shall be filled up by nomination by the Institute.
- 12.2** The member so nominated shall hold office for the remaining term of the Committee.

13. Absence from meeting

A member of the Committee shall be deemed to have vacated his seat if he absents himself from three consecutive meetings of the Committee with or without obtaining leave of absence in writing, in one year.

14. Defect of Constitution or vacancy in Committee not to affect its functioning

Any act of the Committee shall not be called into question merely on the ground that a vacancy or some defect had existed/ is existing in the constitution of the Committee.

Provided that where the Institute is satisfied that there is some defect in the constitution of the Committee, it shall immediately intimate the same to the said Committee and any decision till removal of the defect to the satisfaction of the Institute shall be deemed invalid.

15. Meeting of Committee

- 15.1** The Committee may meet as often as necessary for the conduct of its business provided that a meeting of the Committee shall be held at least once in every three months and at least four such meetings shall be held every calendar year.
- 15.2** A special meeting of the Committee may at any time be called by the Chairman or in his absence by the Vice-Chairman.

16. Resolution by the Circulation

- 16.1** Business in a meeting of the Committee shall ordinarily be transacted where the quorum for the meeting is there; Provided that in the event of urgency, the Chairman or in his absence the Vice-Chairman may circulate the resolution along with supporting papers, if any, among all the Members of the Committee for consideration and approval thereof.
- 16.2** A resolution approved by circulation by the majority of Members shall be communicated to all Members of the Committee and is to be recorded in the minutes of the meeting held immediately after passing of the resolution by circulation.

17. Notice of meeting

- 17.1** The Secretary of the Centre shall issue a notice in electronic mode or in writing preferably five days before the date of the meeting indicating therein the time, place and date of the meeting to every Member of the Committee at his registered email/postal address noted in the records of Centre. Such Notice shall include Agenda, as far as practicable. A copy of Notice and Minutes shall be provided to the Institute.
- 17.2** Special meeting may be convened by giving shorter notice as may be considered appropriate. Such notice shall, as far as practicable, contain a statement of the business to be transacted in the meeting.

18. Quorum in meeting

- 18.1** The Quorum for a committee meeting shall be 2 members or one third of total strength of the committee whichever is more, provided in any case the quorum shall not be less than two members. Any fraction in computing shall be rounded off to one. Participation of the members through video conferencing or by other audio visual means shall be counted for the purpose of quorum.
- 18.2** Every Centre shall maintain attendance register for the meeting of Committee.
- 18.3** If within half an hour from the time appointed for holding a meeting, quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the committee may determine.
- 18.4** If at the adjourned meeting, quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Provided further that in adjourned meeting no business other than the adjourned business shall be transacted.

Provided further that if the last meeting of the end of the term of Committee is adjourned because of any reason, that meeting will be treated as cancelled and is not to be held again.

18.5 The Chairman of the Committee may with the consent of the Members present at a meeting, adjourn the meeting. However, no other business shall be transacted at any adjourned meeting than the business left unfinished at the meeting from which the adjournment took place unless not less than five days' notice of any other business to be transacted at such adjourned meeting has been given to the Committee.

19. Approval of business by majority

The businesses placed in a meeting of the Committee shall be approved by majority of votes. In the case of equality of votes, the Chairman shall have a casting vote.

20. Chairman of meeting

The Chairman or in his absence the Vice-Chairman, shall be the Chair for every meeting of the Committee, but if both are absent, the members present at the meeting may elect one amongst themselves to Chair the meeting.

21. Office Bearers

21.1 Election of office bearers of the Committee

- (i) The meeting of newly constituted Committees of Centre for electing its Chairman, Vice-Chairman, Secretary and Treasurer for a period of one year (or two years as decided by the committee) commencing from date of its constitution of the first year, can be held within 30 days from the date of its constitution.
- (ii) The notice for calling first meeting is to be issued by the Coordinator appointed by the Institute and there-after by existing / outgoing Chairman of the respective Centre, who will chair the meeting and start the proceeding. Once name of Chairman is decided, the Coordinator/existing / outgoing chairman will hand over the chair to the newly elected Chairman for further election of other office bearers.
- (iii) While conducting the meeting, names of the office bearers will be decided in sequential order (*i.e.* First Chairman then Vice-Chairman, then Secretary and at last Treasurer)
- (iv) If polling is required to be conducted for deciding the office bearers, in that case members of the Committee will have the voting right.
- (v) If polling is being conducted for the post of Chairman and after polling there is a "tie", in case of first meeting Coordinator shall have a casting vote along with the original vote and thereafter outgoing/existing Chairman shall have casting vote, however he will not have the original vote.
- (vi) If polling is being conducted for the post of Vice-Chairman/Secretary/Treasurer and after polling there is a "tie", in that case the newly elected Chairman of the Committee (who is chairing the meeting) shall have a casting vote. It is clarified here that in this

situation the newly elected chairman of Committee has two (2) votes; one original vote and one casting vote.

21.2 Duties of Chairman

- (i) The Chairman of the Committee shall be the Chief Executive authority of the Committee responsible for overall administration and affairs of the Centre.
- (ii) The Chairman shall be responsible and accountable for performing all duties and functions and activities of the Centre including timely audit and maintenance of the accounts of the Centre.
- (iii) The Chairman shall provide the half yearly MIS (calendar year) as prescribed in **Annexure-B** to these Guidelines within 30 days from close of half year.

21.3 Duties of Secretary

- (i) The Secretary shall perform his duties under the supervision and control of the Chairman or in his absence the of the Vice-Chairman, and shall be responsible for day-to-day management of the office of the Centre.
- (ii) The Secretary shall assist the Chairman in conducting meetings of the Centre and the Committee and shall record and maintain the minutes of such meeting(s).
- (iii) The Secretary shall forward copy of the minute of every meeting to the Institute within thirty days from the meeting.

21.4 Duties of Treasurer

The Treasurer shall maintain accounts of the assets and liabilities, money received and expended by the Centre and finalize the annual accounts and budget of the Centre.

22. Finance and Accounts

The Institute shall not be under an obligation to provide any financial support to the Centre, nor will it receive any money/fee/any other proceeds from the Centre.

22.1 Funds

The Funds of the Centre shall consist of the following:

- (i) fees from programmes, seminars, workshops and other similar activities;
- (ii) Sponsorship/ donation received for any specific activity with the prior approval of Institute.
- (iii) Any other monies received by the Centre including classroom teaching fee, training fee, library fee, if any.
- (iv) grants and monies received by the Centre from the Institute, if any

22.2 Operation of Bank Account

The banking account of the Centre shall be operated by two signatories as authorized by the Institute, who shall be office bearers of the Committee of the Centre.

22.3 Investment of Funds

The Committee may invest any money for the time being standing to the credit of the Fund of the Centre in any Government Securities or in nationalized bank as fixed deposit or in any other Securities approved by the Central Government.

22.4 Income & Expenses statement and Report to the Council

A copy of the Income & Expenses statement and the report of the Committee shall be sent to the Institute not later than ninety days from end of financial year.

23. Branding and Communication Platform

The official mode of communication, for the Centre, with all its stakeholders, shall be email only. There shall be a separate child portal for every Centre, on the Institute's website. The Centre with the support of the Institute may use the Institute's Social Media Platforms for branding and propagation. While circulating articles, news, blogs, information and messages, the Centre shall follow the following:

- 23.1** No Committee Member, other than the Chairman or any other person authorized by Chairman is allowed to circulate the news, articles, research report, tips etc. to all the concerned parties like Government authorities, members or otherwise.
- 23.2** Only the Chairman or any member of the Committee duly authorised by the Chairman and/or Committee shall make any public statement/announcement concerning the Centre.
- 23.3** Members are to be updated from time to time, about the changes, updation if any about the Centre.
- 23.4** Committee Members must acquire appropriate knowledge of the legal requirements relating to their duties sufficiently, to enable them to recognize potential dangers and to know when to seek advice.

24. Dissolution or Reconstruction of Centre

- 24.1** The Council may, issue such directions to the Centre or its office bearers or its Committee as in the opinion of the Council are conducive to the fulfillment of the objects of the CS Act, and CS Regulations and Guidelines made thereunder in the discharge of its functions.
- 24.2** The Centre or its office bearers or its Committee shall be bound to carry out any such directions.
- 24.3** Upon any incidence of non-compliance or failure to comply with the provisions of the Act, rules, regulations, Guidelines and directions of the Council, the Council shall take appropriate action against such Centre, its office bearers or its Committee, as the case may be, as it may deem fit including cancellation or suspension or setting aside all or any power of the office bearers or its Committee or appointment of administrator with such power as the Council assigns for such period after giving the opportunity of being heard.

- 24.4** The Centre can also be dissolved, if permission/no objection certificate granted by the local Government, if applicable, is withdrawn or local laws do not permit continuance of such Centre as the case may be.
- 24.5** The Council may also, if it considers necessary so, merge or reconstitute a Centre.
- 24.6** If a Centre continues to incur operative losses for any two consecutive financial years, then the Council may after giving the opportunity of being heard to the Centre, decide to dissolve such a Centre.
- 24.7** The disposal of the assets and liabilities, if any of the Centre at the time of dissolution shall be the sole responsibility of the Committee. The Institute shall not be responsible for the same in any manner.

25. Removal of difficulty

For operational ease, in case any difficulty arises with respect to the observance/interpretation of these Guidelines, or some unforeseeable circumstances occur which have not expressly been provided for in these Guidelines, the Secretary, ICSI shall decide the matter in consultation with the President, ICSI and make amendments as considered necessary or expedient for carrying out the objectives of these Guidelines, which will be final and binding on the Centre and other concerned.

PROFORMA OF PARTICULARS FOR ICSI DIRECTORY

NAME OF THE CENTRE :-	
Address:-	
Telephone No:-	
Mobile No:-	
E-mail Id Centre:-	

**NAMES AND PARTICULARS OF COMMITTEE OF MEMBERS OF ICSI OVERSEAS
CENTRE _____
FOR THE YEAR _____**

Chairman	Name :
	Designation :
	ACS/FCS no :
	CSBF Member : Yes / No LM No.
	KYM Filled : Yes / No
	Professional Address :
	Residential Address :
	Tel. No.:
	Office :
	Resi :
Mobile No :	
Fax No.:	
Office :	
Resi :	
Email IDs :	
Vice - Chairman	Name :
	Designation :
	ACS/FCS no :
	CSBF Member : Yes / No LM No.
	KYM Filled : Yes / No
	Professional Address :
	Residential Address :
	Tel. No.:
	Office :
	Resi :
Mobile No :	
Fax No.:	
Office :	
Resi :	
Email IDs :	
Secretary	Name :
	Designation :
	ACS/FCS no :
	CSBF Member : Yes / No LM No.

	KYM Filled : Yes / No
	Professional Address :
	Residential Address :
	Tel. No.: Office : Resi : Mobile No : Fax No.: Office : Resi ::
	Email IDs :
Treasurer	Name :
	Designation :
	ACS/FCS no :
	CSBF Member : Yes / No LM No.
	KYM Filled : Yes / No
	Professional Address :
	Tel. No.: Office : Resi : Mobile No : Fax No.: Office : Resi :
	Email IDs :
Members	Name :
	Designation :
	ACS/FCS no :
	CSBF Member : Yes / No LM No.
	KYM Filled : Yes / No
	Professional Address :
	Residential Address :
	Tel. No.: Office : Resi : Mobile No : Fax No.: Office : Resi :
	Email IDs :

**FORMAT FOR FURNISHING PARTICULARS IN RESPECT OF MIS HALF YEARLY
REPORT (CALENDAR YEAR)
OF _____ (NAME OF CENTRE)**

Name & Address of the Centre	
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Cash & Bank Balance (if any)

	Opening Balance	Closing Balance
Cash	Rs.	Rs.
Bank	Rs.	Rs.

Centre Activities

(i) Other Activities					
(ii) Programmes/Workshops/Seminars/meetings					
<i>Sl. No.</i>	<i>Date</i>	<i>Topics</i>	<i>Venue</i>	<i>Chief Guest/Speaker</i>	<i>Attendance</i>

Capital Expenditure incurred (if any)*During the period*

From _____ to _____

Any other point(s) including matters pending with ICSI for action etc.
