Guidelines for establishing and functioning of ICSI Overseas Centre(s)

(As amended by the Council in its 265th meeting held on November 17, 2019 at Jaipur)

In exercise of the powers conferred by Section 15 of the Company Secretaries Act, 1980 as amended by the Company Secretaries (Amendment) Act, 2006, the Council of the Institute of Company Secretaries of India hereby issues the following guidelines:-

1. Short Title

   These Guidelines may be called the Guidelines for establishing and functioning of ICSI Overseas Centre(s).

2. Objective

   To provide for a set of rules for establishing and smooth functioning of the ICSI Overseas Centre(s).

3. Definitions

   For the purposes of these Guidelines –

   (i) ‘Centre’ means ICSI Overseas Centre.
   (ii) ‘Council’ means Council of the Institute of Company Secretaries of India.
   (iii) ‘Committee of Members’ or ‘Committee’ means the governing body of the Centre.
   (iv) ‘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. Applicability

   These Guidelines shall be applicable to all the Centre(s). A Centre can be set up in any foreign country provided there are 25 or more members having their professional address
in that country and a request for setting up of a Centre has been received from at least 7 members residing or having professional address in such jurisdiction.

5. General Provisions

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.

(i) The Centre shall function on self-sustainable basis.
(ii) The formation, recognition and functioning of Study Circle Guidelines or any other Guidelines of Institute such as ICSI Chapter Guidelines, applicable for Study Circle/Chapters in India shall not be applicable to the Centre.
(iii) The Centre will be known by “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 the prior approval of the Council.
(iv) 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.
(v) 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 Programme Credit Hours (PCH) as per the applicable Guidelines of the Institute.
(vi) The Centre shall abide by the directions issued by the Council /Institute from time to time.
(vii) The Centre shall abide by the local laws as applicable. The Institute shall not be responsible for the activities of Centre.

6. Duties and functions of the Centre

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

a) 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.

b) To guide the students in the respective country in the matter of registration, tuition, etc.

c) To promote and develop the profession in the respective country.
d) To facilitate Institute for imparting practical training for student in the respective country.

e) To organise the programme independently as well as in collaboration with similar reputed professional bodies/organisations.

f) To facilitate the Institute in conducting the examinations in respective country against reimbursement of actual costs/expenses.

g) To make representation to the Council on matters of professional interest in that country and offer suggestions for raising the standard and status of the profession in that country.

h) To exchange views on professional matters with the members of the similar Institutes or professional bodies in the respective country. However, it would not express views on behalf of the Council or Institute.

i) 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 in relation to the above duties and functions.

7. Management

(i) The Centre will be managed by the Committee. The Members of Committee shall be Members of the Institute only. The Committee shall be constituted only after obtaining prior approval of the Institute. The Committee shall from the date of its constitution and every year 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.

(ii) 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.

8. Maintenance of books of account and opening of bank account:

(i) Maintenance of books of account of the Centre will be the responsibility of the Committee.

(ii) Books of account of the Centre shall not be incorporated/consolidated in the accounts of the Institute.

(iii) The Centre may open the bank account with the prior approval of the Institute. The Committee shall be solely responsible for the bank account and the Institute shall
not be responsible for any liability/accountability whatsoever may arise. All the legal compliances for the same shall also be dealt by the Committee.

9. **Dissolution of the Centre**

(i) The Centre can be dissolved by the Council on its own or on the recommendation of majority of the members of the Committee.

(ii) The Centre can also be dissolved, if the 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.

(iii) 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.

10. **Removal of difficulties**

If 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 pass such orders 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.