

ICSI CHAPTER MANAGEMENT GUIDELINES, 2019

(As amended and approved by the Council on its 265th, 271st, 279th & 285th Meeting)

1. Short title

1.1 These Guidelines shall be called the ICSI Chapter Management Guidelines, 2019.

1.2 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 Chapters of ICSI.

2. Definitions

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

2.1 'Chapter' means the Chapter of the Institute constituted under Regulation 143 of the Company Secretaries Regulations, 1982;

2.2 Council, meant the Central Council of the ICSI which included the elected members as well as the nominees appointed by the government of India.

2.3 Council Year: means a period of twelve months beginning the 19th Day of January of each year and ending on 18th Day of January of immediate next year.

2.4 'Guidelines' means the ICSI Chapter Management Guidelines, 2019 as approved by the Council and amended from time to time.

2.5 ICSI, shall be as defined in the Company Secretaries Act, 1980.

2.6 'Jurisdiction' of a Chapter means the city which the Chapter is situated and the area determined by the Council, which may be different for students and members; For student activities the jurisdiction shall be districts as published and circulated from time to time by the HO. For members the jurisdiction shall be the city where the chapter is situated except for Professional Development Programmes by the Chapters for which the jurisdiction shall be same as that for Students.

2.7 'Managing Committee' means the governing body of the Chapter constituted in accordance with guideline 11 of these Guidelines;

2.8 'Office-bearers' means Chairman, Vice-Chairman, Secretary and Treasurer of the Managing Committee of the Chapter;

2.9 'Regional Council' means the Regional Council constituted under the Company Secretaries Act, 1980 having territorial Jurisdiction over the Chapter;

2.10 'ICSI Contact Centre' shall be an office under the direct control of the Institute Head Office through the Regional Director. The in-charge of the Contact Centre shall directly report to the Regional Director. The ICSI Contact Centre may also be known as "Branch Office of the ICSI".

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.

3. Extent and Commencement

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

4. Removal of difficulty

If any difficulty arises in giving effect to any of the provisions of these Guidelines, the President-ICSI may make such provisions or give such directions to the Chapter or to the Institute deemed necessary for the removal of the difficulty.

5. Functions of the Chapter

Subject to the directions of the Institute, a Chapter shall perform the following functions within its Jurisdiction, in addition to others as approved by the Executive Committee and the Council, namely:-

- a. To provide classroom teaching in physical, virtual or any other mode to the students;
- b. Organise academic and skill development training Program for students;
- c. Cater to increase in CSBF membership;
- d. Organise individually or in collaboration with other statutory body, regulatory authority or institution, the Professional Development program for members as directed by Council or Regional Council;
- e. Organize or assist in organizing programs, seminars, conventions and conferences or any other Program organized by the Institute;
- f. Organize Career Awareness program;
- g. Arrange Placement facilities for students and members ;
- h. Provide reading room or library facilities;
- i. Liaison and brand-building under the directions of Institute except making representation to any Govt. Authority which can only be given under the instructions of HO;
- j. Recommend study centers, circles and appointment of counsellor;
- k. Maintain and secure assets and infrastructure;
- l. Assist Institute in maintaining updated data of members;
- m. Assist in identification of examination centers and facilitate smooth conduct of examination;
- n. To invite high profile dignitaries holding constitutional post, elected representative and Govt. departments;
- o. To act as an extended arm to implement the policies and decision taken by the ICSI, by Council or Regional Council;
- p. Such other functions as may be assigned by the Regional Council or the Council;
- q. Conduct all the Programme / activities in the jurisdiction;
- r. Chapter will give monthly report to RD / HQ on the above;

6. Constitution, Jurisdiction and of Chapter

6.1 A Chapter may be constituted by Council of the Institute on the recommendation of the EC / concerned Regional Council and its Jurisdiction specified by the Council by notification in the Journal or the website of the Institute. The Chapter so constituted shall be governed by these Guidelines.

6.2 No Chapter shall be constituted:

- a) Within the municipal corporation or municipality limits of a city where the Regional Council is situated; or
- b) Unless there are at least 100 members having their professional address or the Residential Address, where professional address is not available or 1000 students having their addresses within the Jurisdiction of the Chapter;
- c) Unless there is strategic and cogent reason for promotion and development of ICSI through creation/formation of a Chapter in an area of special relevance;

6.3 Grades of Chapters shall be determined on the basis of number of members or students as per criteria prescribed in given below table:

	Revised Criteria for Gradation of Chapters w.e.f. 1 st April, 2020		
New Nomenclature	Old Nomenclature (Grade)	Number of Members	or Number of Students
Diamond	A+	>2000	>7500
Platinum	A	1000-1999	4000-7499
Gold	B	500-999	2000-3999
Silver	C	100-499	1000-1999

6.4 With effect from 1st April 2020, existing Chapters which do not meet criteria of minimum 100 members or 1000 students would continue as Silver Grade Chapter.

6.5 In case Managing Committee is not constituted or the constituted Managing Committee has been dissolved, due to dispute or non-availability of members willing to participate, the Chapter shall be converted into ICSI Contact Center under an administrator appointed by the Institute. The Institute after evaluation of situation, may close such ICSI Contact Center and may endeavor to create Study Centre.

6.6 The Regional Council shall make a recommendation to the Council or the Council may *suo-moto* review the ICSI Contact Center for its eligibility to be considered as a Chapter.

7. Name of Chapter

The Chapter shall be known by such name as may be approved by the Council and notified by the Institute in its Journal or the Website

8. Infrastructure for Chapters

8.1 Upon recommendation of the concerned Regional Council, the office premises of the Chapter shall be approved by the Executive Committee.

8.2 Chapter office shall not function from residential or official premises of any of the office bearer or member of the Managing Committee of the Chapter.

9. Financial Year

The financial year of the Chapter shall be a period commencing from 1st day of April of a year and ending on 31st day of March of the succeeding year.

10. Admission to and deletion from the Chapter Registers

10.1 Maintenance of Chapter Register

Data of members and Students shall be centralized and shall be maintained by ICSI HQ in electronic format/or in any other such form as specified by the Council from time to time. Chapter-wise data may be provided to respective Chapter by ICSI HQ from time to time on demand on signing of Non-Disclosure Agreement (NDA).

10.2 Deletion from Chapter Register

- (i) The name of a member who has been removed from the Register of members maintained by the Council or who has shifted his professional or residential address in the absence of professional address outside the Jurisdiction of the Chapter shall *ipso facto* be removed from the Chapter Register and if he is a member of the Managing Committee, he shall automatically cease to be its member.
- (ii) The name of a Student who has been removed from the Register of students maintained by the Institute or who has shifted his registered address outside the Jurisdiction or of the Chapter shall not be considered to be a Student under the Jurisdiction or of the Chapter.

11. Managing Committee

11.1 There shall be a Managing Committee to manage the affairs of the Chapter and to discharge functions assigned to it under these Guidelines.

11.2 Where a new Chapter of any Grade is constituted, the Chairman of the Regional Council, with the approval of concerned Regional Council shall recommend names of minimum 10 (ten) eligible members to the President-ICSI in order of preference, out of which 7 (seven) members shall be nominated to the Managing Committee by the President-ICSI within 15 days of receipt of nomination.

11.3 The Managing Committee shall consist of

- (a) The Members of the Central Council/Regional Council whose professional addresses are borne on the Register of the Chapter as Ex Officio Member* of Managing Committee.
- (b) 7 (Seven) members to be elected by the members of the Chapter or nominated by the President of the Institute in the manner specified in Guideline No. 15.

Explanation: Ex Officio Member(s) under these guidelines means the Member(s) of Central Council/Regional Council whose professional addresses are borne on the Register as on 1st April immediately preceding the date on which ICSI elections were held. If any change occurs subsequently, in professional address, the seat of ex officio Member of Managing Committee will become vacant ipso-facto, and consequently he will also be incapacitated to be an ex officio Member in Managing Committee of Chapter where he moves to."

11.4 Ex-Officio Member shall have right to vote (equal to one vote only) at the meeting of Managing Committee of Chapter but they cannot be elected or nominated as office bearers of Managing Committee or Chairman of any Sub-Committee under Managing Committee of Chapter.

11.5 The Managing Committee may, at its first meeting, held after its constitution and thereafter first meeting of every year, co-opt not more than two persons out of which one person representing the interest of the central or state or local municipal authority and the other person representing the interest of trade, commerce or industry, who should not be members of ICSI, except those employed with any Regulator/Ministry, or a Vice Chancellor etc. of any University, under intimation to the Regional Council, who, in the opinion of the Chapter, may make useful contribution to the development and growth of the profession.

Provided that the term of the co-opted member(s) shall expire automatically on closure of the Council year.

Provided also that such co-opted person(s) shall have no right to vote at the meeting of the Managing Committee of the Chapter and he shall not be elected or nominated as office bearers of the Managing Committee.

11.6 The Managing Committee of the Chapter shall forward to the Regional Council and Secretary of the Institute a quarterly report in prescribed online mode or in Annexure - A about its functions and activities within ten days of the close of each quarter. Managing Committee of the Chapter shall also forward minutes of the meetings of Managing Committee to respective Regional Council.

12. Constitution of Sub-Committees

12.1 The Managing Committee shall constitute following Sub-Committees within 30 days of the start of the Council year consisting of not more than seven members in each such Sub-Committee, namely;-

- a) Training and Education Facilities Sub-Committee;
- b) Professional Development Sub-Committee;
- c) Practicing Company Secretary Sub-Committee;
- d) Placement Sub-Committee;
- e) Company Secretaries Benevolent Fund Sub-Committee; and
- f) Such other Committees as requested shall be referred to the Central Council / Regional Council, as the case may be.

12.2 Recommendations of Sub - Committee shall be placed before the Managing Committee for consideration and approval.

12.3 No action on the recommendation of the Sub-Committees shall be initiated without the prior approval of the Managing Committee.

13. Chairman of the Sub-Committee

13.1 The Managing Committee of the Chapter shall nominate a member of the Managing Committee to be the Chairman of the Sub-Committee:

Provided that in the case of a Sub-Committee constituted on the direction of the Council or Regional Council, person nominated by the Council or Regional Council (out of member of the Chapter Managing Committee) shall be the Chairman of such Sub-Committee. It is mentioned here that all nominated members shall be members of CSBF.

14. Term of member of Sub-Committee

The term of members of a Sub-Committee shall expire automatically as Council year. A Sub-Committee constituted for a specific purpose under item (e) of sub guideline (1) of guideline 12 shall stand dissolved on the completion of the assignment and every member of such Sub-Committee shall hold office until such dissolution.

15. Election to Managing Committee of Chapters

15.1 The election to the Managing Committee of a Chapter, where specified, shall be held once in every four years not later than the 31st day of December in the fourth year.

15.2 The members elected to the Managing Committee shall hold office for a period of four years as per Council.

15.3 The election to the Managing Committee of Chapters, irrespective of their grade will be held by simple vote on specific date as determined by the Council of the Institute and result of the same shall be announced by the Returning Officer not later than the 31st day of December of the said fourth year. No proxy vote shall be admissible.

Provided that on counting of votes, if there is a tie, the Returning Officer will decide the winner through draw of lot.

15.4 The elected office bearers and Members of the Managing Committee shall forward their particulars with due diligence of Know Your Member (KYM) in Annexure-B to the Institute on or before the **31st day of January** every year. If Member of the Managing Committee shifts his address outside the Jurisdiction of the Chapter, then his seat as Member of Managing Committee stands vacated. Suo moto actions by the ICSI or any third party information/complaint in this regard shall also be acceptable subject to validation thereof.

15.5 Every member of the Institute whose name has been borne on the Chapter Register (*i.e.* as per Chapter-wise data maintained by the Institute on 1st September prior to the date of election shall be eligible to vote and/or stand for election to the Managing Committee of the Chapter; provided that his/her name has not been removed from the Register as on the date of election.

The nominations received shall be scrutinized by the Returning Officer and the List of valid nominations shall be displayed on the notice board of the respective Chapter. This list may also be displayed at the child portal of the respective Chapter or on the Institute's website.

15.6 In the election for the Managing Committee of Chapters, the Chairman of the Chapter shall at least thirty days prior to the date of the elections, recommend to the Secretary ICSI, a panel of two officers (in service or retired) from amongst the officers of the Government or Public Sector Undertakings or Lecturer or Professor or Principal from Colleges or Management Institutes or Universities, in order of preference to act as the Returning Officer to conduct the elections.

15.7 The Institute shall appoint the Returning Officer for conducting elections of the Managing Committee, from the panel recommended by the Chairman of the Chapter.

Provided that where the Institute is satisfied that there is a requirement of appointment of one more person to conduct election to any Chapter, the Institute may appoint a Deputy Returning Officer also.

15.8 The Institute shall communicate the names of the Returning Officer and Deputy Returning Officer to the Chapter and the Regional Council concerned.

- 15.9** Any Member intending to contest election shall submit his nomination in writing to the Returning Officer duly signed by him, so as to reach the Returning Officer at the Chapter Office on or before the date appointed for this purpose. Only one set of nomination form (along with supporting paper/annexure, if any) is required to be submitted.

Provided that for all Grades of Chapters, member of the Institute, who is or has been at any time in the past elected as Chairman of any chapter of the ICSI, shall not be eligible to contest election to the Managing Committee or to be nominated as a member of the Managing Committee of any Chapter.

Provided further that none of these restrictions shall apply to those Chapters where number of Members are less than 100 after a cooling period of one term (*i.e.* four years).

Provided further that in case, required minimum number of members are not available at any Chapter to constitute the Managing Committee in any particular year, in that case the Chapter shall be dissolved and be converted to ICSI Contact Center or Study Centre after giving one more chance by the President for formation of committee.

- 15.10** The Returning Officer and Deputy Returning Officer shall consider all procedural matters relating to election to the Managing Committee of the Chapter, conduct the election in an impartial and transparent manner and declare the result. Decision of the Returning Officer shall be final.

16. Resignation from Managing Committee

- 16.1** A Member of the Managing Committee may at any time resign from the membership of the Managing Committee by writing under his hand or through email addressed to the Chairman of the Managing Committee with a copy to the Office in-charge of the concerned Chapter.
- 16.2** Resignation once tendered is final and irrevocable and shall become effective on the date of its receipt by the Chairman and / or Office in-charge.
- 16.3** Chairman and / or Office in-charge shall inform of the resignation to Head Office, Regional Council and Managing Committee members within 48 hours of receipt of resignation.

17. Casual Vacancy

- 17.1** Casual vacancy arising by resignations, removal, non-payment of fees, change of address, death or any other reason, whatsoever, of an elected or nominated member in the Managing Committee shall be filled by the following due process:
- a. Chairman and / or Office in-charge of Chapter shall send an email notice (through ICSI HQ) intimating all members within its jurisdiction and shall also host the notice on its child portal about inviting nominations by the eligible candidates for filling the casual vacancy within 7 days of the creation of the vacancy.
 - b. All information about submitting an application including format of application shall be clearly mentioned in the notice.
 - c. Chapter office shall prepare a list of all applications received and submit the same to the Directorate of Coordination-ICSI within 30 days of creation of vacancy.
 - d. The name shall be considered and approved by the President, ICSI within 15 days of receipt of the nominations from the Chapter.

- e. Office of member so nominated shall hold office for the remaining term of the Managing Committee and shall be eligible to hold any office in the Managing Committee (unless disqualified otherwise).

18. Absence from meeting

An elected/nominated member of the Managing Committee shall be deemed to have vacated his seat if he absents himself from meetings of the Managing Committee with or without obtaining leave of absence in writing, in two quarter of the Council year or three consecutive meetings (whichever is more). This provision will not be applicable to Ex. Officio member.

19. Defect of Constitution or vacancy in Managing Committee not to effect its functioning

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

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

20. Meeting of Managing Committee

20.1 The Managing Committee may meet as often as necessary for the conduct of its business provided that a meeting of the Managing Committee shall be held at least once in every three months and at least four such meetings shall be held every year.

20.2 The meeting of the Managing Committee shall preferably be held at the Chapter office only,

20.3 Special meeting of the Managing Committee

A special meeting of the Managing Committee may at any time be called by the Chairman or in his absence by the Vice-Chairman

21. Resolution by the Circulation

21.1 Procedure for Resolution by Circulation

- (i) Business in a meeting of the Managing Committee shall ordinarily be transacted in the meeting of the Managing Committee where the quorum for the meeting is present.
- (ii) 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 Managing Committee for consideration and approval thereof.
- (iii) Where minimum one third Members of the Managing Committee are of the opinion that the resolution under circulation shall be considered in a meeting, the Chairman or the Vice-Chairman, as the case may be, shall withdraw the resolution from circulation and the matter shall be placed in a meeting of the Managing Committee held immediately thereafter.

- (iv) All agenda items except for election of office bearer and approval of accounts and matter having any financial implication of Rs. 50,000 or more from the Chapter funds, shall be eligible to pass through circulation.

21.2 Period of circulation

Any resolution circulated under Sub Guidelines (21.1) shall be deemed to have been passed by the Managing Committee after the expiry of a period of five (05) days from the date of circulation of the resolution or after the receipt of responses from all Members of the Managing Committee, whichever is earlier.

21.3 Recording of resolution by circulation

A resolution approved by circulation by the majority of Members out of those who respond to the resolution shall be communicated to all Members of the Managing Committee and is to be recorded in the minutes of the meeting held immediately after passing of the resolution by circulation.

22. Notice of meeting

22.1 Period of Notice

22.1.1 The Secretary of the Chapter shall issue a notice in electronic mode or in writing preferably seven days before the date of the meeting indicating therein the time, place and date of the meeting to every Member of the Managing Committee at his registered email. Such Notice shall include Agenda and Notes to Agenda, as far as practicable. A copy of Notice, Notes of Agenda and Minutes shall be provided to the Regional Director concerned.

22.1.2 Special meeting may be convened by giving such shorter notice as may be considered appropriate. The notice shall, so far as practicable, contain a statement of the business to be transacted in the meeting.

23. Quorum in meeting

23.1 Five Members of the Managing Committee, other than co-opted members, physically present in the meeting shall constitute the quorum. In case of meeting allowing virtual participation, the members present virtually shall also be counted as quorum. Every Chapter shall maintain attendance register for the meeting of Managing Committee or Sub-Committees.

23.2 If the quorum is not present within half an hour from the time appointed for the meeting, the same shall be adjourned to such other date, time and place as the Chairman may appoint and at the adjourned meeting the members present shall constitute the quorum to transact the business intended to be transacted at the original meeting.

The Chairman of any meeting of the Managing Committee, may, with the consent of the members present at meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other 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 members.

If no new business is intended to be transacted at an adjourned meeting unless it is so directed in the resolution for adjournment of a meeting, no notice needs to be given of an adjourned meeting.

24. Approval of business by majority

24.1 The businesses placed in a meeting of the Managing Committee shall be approved by a majority of votes.

24.2 In the case of equality of votes, the Chairman shall have a casting vote.

25. Chairman of meeting

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

26. Office Bearers

26.1 Election of office bearers of the Managing Committee

A. Election of office bearers of the Managing Committee (at its first meeting to be held soon after its constitution in the first year of the term of the newly constituted Managing Committee)

- (i) The first meeting of newly constituted Managing Committees of Chapters for electing its Chairman, Vice-Chairman, Secretary and Treasurer for a period of one year commencing from 19th January of the first year, can be held on any day between 1st January and 18th January of the first year. The elected office bearers shall enter upon office on 19th January, of first year and the term of the elected office bearer shall end on 18th January, of the following year.
- (ii) The notice for calling this meeting is to be issued by existing / outgoing Chairman of the respective Chapter. Existing / outgoing Chairman will initially chair the meeting and start the proceeding. Once name of Chairman of first year is decided, the existing / outgoing chairman will hand over the chair to the newly elected Chairman for further election of other office bearers viz. Vice Chairman, Secretary and Treasurer and the existing / outgoing Chairman will move out from the meeting.
- (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 for the first year in that case only newly elected/nominated and ex. officio members of the Managing 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 that case the outgoing/existing Chairman shall have a casting vote in this situation, though the outgoing / existing Chairman does 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 Managing Committee (who is chairing the meeting) shall have a casting vote in this situation. It is clarified here that in this situation the newly elected chairman of Managing Committee has two (2) votes; one original vote and one casting vote.

- (vii) Co-opted member or ex. officio member cannot be elected or nominated as office bearer of the Managing Committee.

B. Election of office bearers of the Managing Committee (for subsequent years of the term of the Managing Committee)

- (i) The Managing Committee at its meeting to be held in the month of December every year shall hold a meeting to elect its Chairman, Vice-Chairman, Secretary and Treasurer for a period of one year commencing from the 19th day of January of the following year and so often as any of these offices become vacant, the Managing Committee shall choose another member of the Managing Committee to hold that office.

Provided that co-opted member or ex. officio member cannot be elected or nominated as office bearer of the Managing Committee.

- (ii) A member of the Managing Committee of the Chapter having held the office of the Chairman shall not be elected or nominated again for the post of Chairman, Vice-Chairman, Secretary and Treasurer during the same term or thereafter.

Above provision shall not be applicable to the Chapter having member of less than 100 after cooling period of one term (four years).

- (iii) A member of the Managing Committee of the Chapter shall not hold two posts of office bearers simultaneously during the same term.

- (iv) In case of any difficulty in interpretation of (ii), (iii) and (iv) above, the same may be removed / relaxed by the President.

26.2 Chairman's duty

- (i) The Chairman of the Managing Committee shall be the Chief Executive authority of the Managing Committee responsible for overall administration and affairs of the Chapter.
- (ii) The Chairman shall be responsible and accountable for performing all duties and functions and activities of the Chapter including timely audit and maintenance of the accounts of the Chapter.

26.3 Duties of Secretary

- (i) The Secretary shall perform his duties under the supervision and control of the Chairman or in his absence the Vice-Chairman, and shall be responsible for day to day management of the office of the Chapter.
- (ii) The Secretary shall assist the Chairman in conducting meetings of the Chapter and the Managing Committee and shall record and maintain the minutes of such meeting(s).
- (iii) The Chairman of the Chapter / Executive Officer shall forward copy of the minute of every meeting to the Regional Director of Concerned Regional Council within thirty days from the date of holding meeting.

26.4 Duties of Treasurer

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

27. Meeting of Chapter

27.1 Annual General Meeting

The Managing Committee shall fix the date, time and place for convening the Annual General Meeting of the Chapter every year to be held not later than the 30th day of June of the year to consider the adoption of Annual Report, Accounts and Auditors Report for the year ending the 31st day of March of that year, Appointment of Auditor and report of the Managing Committee on the activities of the Chapter, as ordinary business and any other business as special business, with explanatory note(s) on the nature of business.

27.2 Extraordinary General Meeting

The Managing Committee may also convene other meetings which shall be called extraordinary general meeting as often as it may deem necessary.

27.3 Notice of meeting

Fifteen days' notice of the meeting specifying the date, place and time of such meeting along with agenda and accounts and in case of special business, the specific business along with explanatory note shall be sent to every Member of the Chapter in electronic mode or in writing.

27.4 Extraordinary meeting by requisition

- a. The Managing Committee, on requisition made in writing by at least one-fifth of the total number of members of the Chapter as on date of requisition or twenty members, whichever is less, shall convene an Extraordinary General Meeting.
- b. Any such requisition shall specify the object for which the meeting is convened, shall be signed by the Members making the same and shall be delivered at the office of the Managing Committee under acknowledgement.

27.5 Requisitionists' meeting

On receipt of a proper requisition, the Managing Committees shall convene an Extraordinary General Meeting within **forty five** days after the receipt of such a requisition. If the Managing Committee fails to convene the Extraordinary General Meeting within that period, the Requisitionists may themselves convene a meeting within ninety days from the date of the requisition.

27.6 Business at an Annual General Meeting

The business of the Annual General Meeting shall be to receive and adopt the Report of the Managing Committee, the auditor(s) report and annual accounts and transact such other business as has been circulated in the notice of the said meeting.

27.7 Chairman of General Meeting

- (i) The Chairman of the Chapter or in his absence, the Vice-Chairman shall preside over the General Meeting of the Chapter.
- (ii) In the absence of both the Chairman and the Vice-Chairman, members present in the meeting shall elect any member from amongst themselves to preside over the meeting.

28. Quorum in General Meeting of Chapter

28.1 Quorum at commencement

- (i) Seven members physically present in the meeting shall form the quorum.
- (ii) Where the quorum is not there throughout the meeting, no business shall be transacted at any such General Meeting

28.2 Adjournment for want of quorum

If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting if convened upon requisition shall stand dissolved but in any other case shall stand adjourned to the same day, in the next week at the same time and place and at every such adjourned meeting, three members physically present, shall have the power to transact all the business which could properly be transacted by the meeting originally convened had the necessary quorum been present thereat.

29. Approval of business by majority

Every member of the Chapter, whose name exists on the Chapter Register of Members on the date of the meeting, shall have one vote and all decisions at all meetings shall be taken by a majority of votes. In case of equality of votes, the Chairman of the meeting shall have a casting vote in addition to his vote in the capacity of a member.

29.1. Minutes of meeting

The Chairman of the Managing Committee shall ensure that the minutes of all meetings are properly drawn up and duly recorded.

30. Finance and Accounts

30.1 Constitution of Fund

The Institute shall constitute a Fund under the management and control of the Managing Committee into which shall be paid all moneys received by the Chapter and out of which shall be met all expenses and liabilities properly and judiciously incurred by the Managing Committee.

Provided that no moneys from the fund of the Chapter shall be applied either directly or indirectly for payment to the Members of the Managing Committee of the Chapter except reimbursement of expenses actually incurred by them in connection with the activities of and for the purpose of the Chapter as per the prevailing Guidelines and no moneys out of the fund shall be utilized for any other purpose without the written approval of the Institute.

30.2 Funds

The Funds of the Chapter shall consist of the following:

- (i) grants and monies received by the Chapter from the Institute ;
- (ii) allocations or grant-in-aid received from the Regional Council;
- (iii) donations accepted and monies raised if any, in accordance with the Financial Guidelines made by the Council;
- (iv) fees from programmes, seminars, workshops and other similar activities;
- (v) voluntary contribution or donation for any specific activity in compliance with the Financial Guidelines made by the Council;
- (vi) incentives for service provided in the based on the performance; and
- (vii) Any other monies received by the Chapter including classroom teaching fee, training fee, library fee.

30.3 Operation of Bank Account

The banking account of the Chapter shall be operated by two signatories as authorized by the Managing Committee, one of whom shall be the Executive Officer or Office In-charge of the Chapter and another shall be any of the office bearers of the Managing Committee of the Chapter.

30.4 Borrowings

The Managing Committee shall not borrow or avail of overdraft facility or incur any liability without prior written approval of the Council on the recommendation of the Regional Council.

30.5 Investment of Funds

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

31. Audit of Accounts

31.1 Appointment of Auditor

The annual accounts of the Chapter shall be subject to statutory audit by a Chartered Accountant in practice or by a firm of such Chartered Accountants, appointed in this behalf in the AGM.

31.2 Forwarding of Audited Accounts and Report

A copy of the audited accounts along with the auditor's report and report of the Managing Committee shall be sent to the Regional Council concerned and the Institute not later than the 30th day of April of the following year.

31.3 Circulation of Accounts among Members

- (i) The audited accounts together with the auditor's report and the report of the Managing Committee shall be forwarded to the members of the Chapter at least seven days before the date of the annual general meeting and shall be placed for adoption before the Annual General Meeting.
- (ii) The Managing Committee report shall generally state about the finances, variation analysis in respect of income and expenditure and the efforts made for providing services to the members, students, the programmes organized for the dissemination of useful information and updating of the professional knowledge etc. during the year under review.

31.4 Adopted Accounts and Report to Regional Council and the Council

A copy of the audited accounts and the report of the Managing Committee as adopted at the Annual General Meeting shall be sent to the Regional Council concerned and the Institute not later than seven days after the holding of the Annual General Meeting.

31.5 Internal Audit

- (i) The books of accounts and other records of the Chapter shall be subject to internal audit as directed by the Council or Regional Council regarding schedule of submitting the report along with complete enclosures, replies and Action Taken Report.
- (ii) Where Internal Audit Report duly complete in all respect is not received by the Institute or the Regional Council as the case may be, for any two consecutive quarters or half year till the date on which the receipt of the Internal Audit Report of the next quarter has become due, then special audit shall be arranged by the Institute or the Regional Council in respect of Chapter to be conducted at the cost of the Chapter.
- (iii) The Chairman of the Regional Council or the Chapter for which Special Audit has become due shall suggest the name of the local Special Auditor along with the proposed fee within one week from the date on which communication from the Institute or the Regional Council has been sent for conducting the special audit.
- (iv) The Special Auditor shall submit its Report to the Institute with a copy to the Regional Council or Chapter.
- (v) The Regional Council or the Chapter shall submit its reply on the observations to the Institute within fifteen days from the date of receipt of the Report.
- (vi) The Special Audit Report shall be placed in the meeting of the Managing Committee or in the meeting of the Regional Council for taking necessary action thereon.

32. Property and Assets with the Chapter

- 32.1** All properties, assets and Funds with the Chapter shall vest with the Institute, but the Managing Committee shall have the right to administer them subject to the control, supervision and direction of the Institute or its Committees through the Regional Council.

32.2 The physical verification of all properties, assets and Funds shall be conducted at the close of every financial year in the presence of the statutory auditors and a report in this regard shall be forwarded to the Regional Council and the Institute latest by the 15th day of April of each following year.

33. Direction to and dissolution or Reconstruction of Chapter

33.1 The Council may, issue such directions to the Chapter or its office bearers or its Managing 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.

33.2 The Chapter or its office bearers or its Managing Committee shall be bound to carry out any such directions.

33.3 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 Chapter, its office bearers or its Managing 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 Managing Committee or appointment of administrator with such power as the Council assigns for such period after giving the opportunity of being heard.

33.4 The Council may at any time, in consultation with the concerned Regional Council, dissolve any Chapter after affording an opportunity of being heard to the concerned Chapter.

33.5 The Council may also, if it considers necessary so, merge or reconstitute a Chapter.

33.6 If a chapter continues to incur losses for any consecutive two financial years, then the Council may after giving the opportunity of being heard to the Chapter, decide to dissolve such a Chapter.

34. Officer and Staff of Chapter

Officer and staff of the Chapter shall be appointed by the Institute and the Chapter shall have no power to appoint any officer or staff on regular, casual or daily wage basis in the Chapter.

35. Procedure for formation of New Chapter

On recommendation of concerned Regional Council (through passing a resolution at its meeting), the Council may give its in-principle approval for opening a new Chapter, subject to criteria mentioned at provision (6) of this Guidelines: -

- i. An intimation will be sent by bulk email to all such members whose professional address comes under the preview the proposed new Chapter, informing them that Institute is in process of opening a new chapter at respective locations.
- ii. In the same email, they shall also be requested to express their willingness if they are interested to be inducted as member of the Managing Committee of respective Chapter to serve the Institute and profession. They will be asked to send their consent by email to the Chairman-of the respective Regional Council under whose Jurisdiction the new Chapter is being constituted (with copy mark to Regional Director of the respective Region).

- iii. Out of the such consents received, the Chairman of the respective Regional Council, by passing a resolution in this regard at meeting of respective Regional Council, shall send recommendation for names of members twice the number of vacancy for the new Chapter (in order of preference) to be taken as member of the first Managing Committee of the concerned Chapter, to the President-ICSI for his approval.
- iv. Out of the above recommendations as received from the Chairman of the respective Regional Council, the President – ICSI, will approve names equal to the number of vacancy who will be nominated in the first Managing Committee of respective Chapter for the term remaining in the period of the term of the current Regional Council/Council.
- v. At the meeting of these members of the newly constituted Managing Committee at their respective locations on a convenient date, the names of office bearers (*i.e.* Chairman, Vice-Chairman, Secretary, Treasurer) for the first year shall be decided by them amongst themselves.
- vi. Notice for calling the first meeting of the Managing Committee of the new Chapter shall be issued by the respective Regional Director.
- vii. The Chairman of the respective Regional Council will authorized any one Regional Council member of the respective Regional Council or the Regional Director of the respective region to go in person to the location to conduct the first meeting of the new Managing Committee on the date of the meeting. Initially, he/she will preside over the meeting to start the proceedings. Officer bearers' names will be decided in sequential order *i.e.* firstly Chairman, then Vice Chairman, then Secretary & lastly Treasurer. After Chairman's name is decided, he/she will hand over the chair to the new Chairman and further proceedings of the meeting shall be conducted by the new Chairman.
- viii. The Directorate of Infrastructure to arrange a rented office premise, sign boards, office furniture, computer, telephone etc. required for the smooth functioning of the Chapters. Directorate of HR to deploy office staff at these new Chapters. Directorate of Finance & Accounts to ensure the opening of bank account of concerned Chapter. The respective Regional Director to ensure all above.
- ix. After the above setup is ready, on a convenient day, the formal inaugural function of the Chapter may be organized when President-ICSI may visit to inaugurate the Chapter (or the inauguration of Chapter may also be done by any other Chief Guest, if President-ICSI is not available on the said date).

36. Functioning of ICSI Contact Centre

36.1) Introduction of ICSI Contact Centre

ICSI Contact Centre is an office of ICSI where no Managing Committee is in place and the official / Chapter in-charge will directly report to the Regional Director.

36.2) Administrator of ICSI Contact Centre

The Regional Director shall be Administrator and the ICSI Contact Centre will act as an extension counter for the Regional Office. The Role of the Administrator shall be as follows:

1. The Administrator will submit Quarterly report to the Institute.
2. The Administrator shall approve day to day expenses of running the Centre.
3. The Administrator or any person deputed by him shall visit the ICSI Contact Centre once in every quarter.
4. All certificates of the ICSI Contact Centre shall be signed under the authority of the Regional Director.

36.3) Role of Executive Officer / In-Charge

The role of the Executive Office / In-charge shall be as follows:

- (i) The In-charge of ICSI Contact Centre shall be authorized to make routine payments, viz. Monthly rental of the premises, electricity, telephone charges.
- (ii) The In-charge of ICSI Centre shall organise various Training Programs and seminars for stake holders after getting approval from the Administrator.

36.4) The working of the ICSI Contact Centre will be evaluated on Quarterly basis. In case it is noted that the Managing Committee can be formed and other criteria like minimum number of member is in order, the Secretariat shall make recommendation to the Council for opening of a Chapter.

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