

ICSI CHAPTER MANAGEMENT GUIDELINES, 2024



**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)

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ICSI CHAPTER MANAGEMENT GUIDELINES, 2024

(As approved by the Council in its 305th Meeting held on 26-27-28 December, 2023)

*(As amended by the Council in the 306th Meeting held on 18 January 2024,
312th [Annual] Meeting held on 08-09 October, 2024, 315th Meeting held on 18-19 March, 2025,
323rd Meeting held on 20-21 November, 2025 & 325th Meeting held on 11th January 2026)*

“Guidelines to provide for managing and facilitating the Chapters of the Institute of Company Secretaries of India (hereinafter referred to as “the Institute”) and for matters connected therewith and incidental thereto.”

WHEREAS it is imperative to establish a set of principles and provisions that not only govern the activities of the Chapters but also foster their growth, development and synergy with the Vision and Mission of the Institute.

NOW, THEREFORE, in recognition of such imperatives, these Guidelines are formulated to provide a robust framework for the administration, management, and support of the Chapters, which shall serve as a beacon for the effective operation, co-ordination, and facilitation of the Chapters, ensuring their alignment with the core values and objectives of the Institute.

SECTION I Preliminary

1. Short title and Commencement

- 1.1 These Guidelines shall be called the “**ICSI Chapter Management Guidelines, 2024**” (hereinafter referred to as ‘the Guidelines’).
- 1.2 These Guidelines are issued pursuant to Chapter XIII of the Company Secretaries Regulations, 1982, as amended from time to time.
- 1.3 These Guidelines shall supersede all earlier Guidelines, decisions of the Council, directions, notifications, circulars, instructions, orders, memorandum made or issued relating to the management and functioning of Chapters.
- 1.4 They shall come into force with effect from **1st August, 2024**.
- 1.5 The amended ICSI Chapter Management Guidelines, 2024 [315th Meeting of the Council] shall come into force with effect from **02nd June, 2025**.
- 1.6 The amended ICSI Chapter Management Guidelines, 2024 [323rd Meeting of the Council] shall come into force with effect from **30th December, 2025**.
- 1.7 The amended ICSI Chapter Management Guidelines, 2024 [325th Meeting of the Council] shall come into force with effect from **18th January 2026**.

2. Applicability

- 2.1 These Guidelines shall be applicable to all Chapters of the Institute.
- 2.2 Part D and E of these Guidelines shall, in addition to the Chapters apply to others, as may be specifically indicated therein.

3. Definitions

- 3.1 **Chapter** means the Chapter of the Institute constituted under Chapter XIII of the Regulations.
- 3.2 **Co-opted Member** means an individual nominated by the Managing Committee, having professional / residential address within the Jurisdiction of the Chapter, representing the interest of the Central/State Government/local Municipal Authority, trade, commerce, education or industry.
- 3.3 **Council** means the Council of the Institute constituted under Section 9 of the Company Secretaries Act, 1980.
- 3.4 **Council Tenure / Chapter Tenure** means a period of Four (04) Council years.
- 3.5 **Council year** means a period of One (01) year commencing from 19th January of the year, ending on 18th January of the following year.

- 3.6 **Dte. of Co-ordination** means the Directorate of Co-ordination of the Headquarters, which shall serve as the Secretariat and the Directorate responsible for ensuring implementation of these Guidelines.
- 3.7 **DoFP** means Delegation of Powers (Financial) issued by the Headquarters of the Institute.
- 3.8 **Evolving Chapter** means a Chapter categorized as 'Evolving Chapter' by the Council; or such Chapter constituted as Evolving Chapter, according to the provisions outlined in Part B of these Guidelines.
- 3.9 **Ex-officio Member** means Member of the Council/ Regional Council whose professional address or residential address (in the absence of professional address) is within the Jurisdiction of the Chapter as per the Register of Members of the Institute as on 1st April immediately preceding the date on which ICSI elections were held and who continue to be within the Jurisdiction of the Chapter. Such Members shall by default become Ex-officio Members of such Chapter
- 3.10 **Financial year** means the period commencing on the 1st day of April of any year and ending on the 31st day of March of the succeeding year.
- 3.11 **In-charge** means the employee of the Institute who is designated as the Executive Officer / Office-In-Charge of the Chapter, by whatever name called, responsible for discharge of the duties and responsibilities as outlined in these Guidelines.
- 3.12 **Jurisdiction** of a Chapter means the municipal limits within which the Chapter is situated.
Provided that for the purpose of students' registration, students' programme & members' programme, the Jurisdiction may be extended to such districts/postal codes or as may be decided by the Executive Committee of the Council of the Institute, published and circulated from time to time by the Headquarters.
Provided further that Jurisdiction for the purpose of general election to the Council shall be as per the Company Secretaries (Election to the Council) Rules, 2006.
- 3.13 **Leadership Summit** means the Annual Programme as may be organised by the Headquarters of the Institute for imparting training, skill development, and fostering interaction, acquaintance among the Members of the Council, Secretary, Senior Management of the Institute, Members of the Regional Council, Chairmen of Chapters, and the In-charge of the Chapters.
- 3.14 **Managing Committee** means the Committee of the Chapter constituted under these Guidelines.
- 3.15 **Mentor** means a Member of the Council nominated so, in such Chapters where there are no Ex-officio Members by virtue of these Guidelines.
- 3.16 **Office-bearers** means Chairman, Vice-Chairman, Chapter Secretary^{*6} and Treasurer of the Managing Committee of the Chapter.
- 3.17 **Regional Council** means the Regional Council constituted under the Company Secretaries Act, 1980.
- 3.18 **Regional Director** means the Head of the Regional Office of the respective Region, as designated by the Institute from time to time.

All words and expressions used herein and not defined in these Guidelines but defined in the Company Secretaries Act, 1980 (hereafter referred to as 'the Act') or the Company Secretaries Regulations, 1982 (hereinafter referred to as 'the Regulations') shall have the meaning respectively assigned therein.

For the purpose of these Guidelines, unless the context indicates otherwise, words in the singular shall include the plural and vice versa, and words referring to one gender shall apply to all genders. Additionally, whenever the terms "include," "includes," or "including" appear in these Guidelines, they shall be interpreted as "including, without limitation."

^{*6} As amended in the 315th Meeting of the Council dated 18-19th March, 2025. Accordingly consequential amendments have been made at the respective places in the guidelines.

SECTION II Chapters

4. Constitution and Jurisdiction

- 4.1 A Chapter may be constituted by the Council of the Institute on the recommendation of the Regional Council or the Committee of the Council responsible for regulation, development and management of Chapters at the Headquarters of the Institute and / or such other Committee as may be decided by the Council from time to time, based on the criteria of students and members in the Jurisdiction.
- 4.2 The name of the Chapter so constituted shall be notified in the Chartered Secretary Journal pursuant to Regulation 143 of the Regulations and on the website of the Institute.
- 4.3 A Chapter may be constituted in a Jurisdiction where there are:
- (i) **One Hundred and Fifty (150)** members or more having their Professional Address or Residential Address (in the absence of Professional Address) within the Jurisdiction of the Chapter;
or
 - (ii) **One Thousand Five Hundred (1500)** ^{*1} students or more having their addresses within the Jurisdiction of the Chapter.
- 4.4 No Chapter shall be constituted within the municipal limits of the city where the office of the Regional Council is set up.
- 4.5 The criteria for determining Grade of Chapters shall be as under: ^{*2}

Grade	Based on the number of Members 'OR' Students in the Jurisdiction	
	Members	Students
Diamond	≥2250	≥7500
Platinum	1250-2249	4000-7499
Gold	500-1249	2000-3999
Silver	150-499	1500-1999

- 4.6 The Council may categorize the *existing* Silver grade Chapters which do not meet the above criteria for Silver grade Chapters as on **30th September** ^{*3}, every year as '**Evolving Chapters**', as defined in Part-B of these Guidelines. Endeavor to be made that the list of silver grade chapters for the purpose to be placed before respective committee for recommendation to the Council. ^{*4}

Provided that the Council may allow Silver grade Chapters not Meeting the eligibility criteria to continue with the status, considering the interest of students and members, in the following scenario:

- (a) *If that Chapter is the only Chapter in the entire State/Union Territory; or*
- (b) *If the location of the Chapter is of geographical and/or strategic considerations; or*
- (c) *If the Chapter operates from owned premises; or*

^{*1 - *2} As amended in the 306th Meeting of the Council dated 18th January 2024.

^{*3 - *4} As amended in the 312th [Annual] Meeting of the Council dated 08-09th October, 2024.

- (d) *Considering the overall performance of the Chapter in terms of Career Awareness Programme (CAP), Classroom Teaching, Training Programmes, financials, etc.*

Provided further that the Council may decide to categorize existing Silver grade Chapters as 'Evolving Chapters' which are not performing in terms of the targets given by the Headquarters or if the Chapters are in deficit for a continuous period of more than Three (03) years.

- 4.7 Upon categorization of such Silver grade Chapters to Evolving Chapters as per Clause 4.6 above, the following shall apply:
- (a) All infrastructure including Furniture & Fixtures, Computers etc. of such Chapters, shall be transferred to [Head.....deleted]^{*7} respective Regional Office/nearby Chapter(s) or disposed off [as maydeleted]^{*8} [/written-off; as may be recommended by the respective Regional Director in consultation with the Dte. of F&A and Dte. of Internal Audit.]^{*9}
 - (b) No office space shall be provided for Evolving Chapters. If the office is running from any rented premises, the rent agreement shall be terminated based on the 'notice period' as mentioned therein, which shall, not in any case exceed Three (03) months from the date of categorization.
 - (c) Manpower of such Chapters shall be withdrawn, upon expiry of the period mentioned in (b) above.
 - (d) The existing Managing Committee of such Evolving Chapters shall continue till the end of the respective Council Tenure. The said Chapter(s) shall be excluded from the Chapter elections for the next Council Tenure.
 - (e) Once categorization of such Silver grade Chapters to 'Evolving Chapters' is done for any of the reasons, the same will be reconsidered only at the end of the Council Tenure, as recommended by the Committee responsible for regulation, development and management of Chapters/ Executive Committee of the Council. If the criteria for Silver grade Chapters is fulfilled, the Council may decide on the upgradation and Chapter elections for the respective Council tenure.
- 4.8 Provisions including those relating to the Managing Committee, functions, infrastructure, finance and Accounts, Meetings of Evolving Chapters are provided in 'Part B' of these Guidelines.
- 4.9 The Chapters categorized as 'Evolving Chapters' shall cease to operate upon the end of the respective Council Tenure, if no nominations are received from the Members of the Jurisdiction for the constitution of the Managing Committee, as outlined in Part B of these Guidelines.

5. Registers of Members and Students

- 5.1 The Registers of members and students shall be centralized and maintained by the Headquarters of the Institute in electronic format/or in any other such form as specified by the Council.
- 5.2 Chapter-wise data on request shall be provided to the respective Chapter by the Institute from time to time, upon signing of Non-Disclosure Agreement (NDA), through dashboard facility or such other facility as may be decided by the Secretary, ICSI.

*7 Word deleted '[Headquarters/]' at its 315th Meeting of the Council held on 18-19th March, 2025.

*8 Word deleted '[as may be decided by the Dte. of Co-ordination, in consultation with the Secretary, ICSI]' at its 315th Meeting of the Council held on 18-19th March, 2025.

*9 As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025.

- 5.3 The name of a member who has been removed from the Register of members or who has shifted his professional or residential address (in the absence of professional address) outside the Jurisdiction of the Chapter, shall *ipso facto* cease to be a member under the Jurisdiction of that Chapter; and if such member is a part of the Managing Committee, he shall automatically cease to be a member of such Managing Committee. Further, such member *shall not* be eligible to be nominated as a member of the Managing Committee of ‘any Chapter’, during the same tenure of the Council, even if he has restored his membership and / or address in the same Jurisdiction.
- 5.4 The name of a student who has been removed from the Register of students maintained by the Institute or who has shifted the registered address outside the Jurisdiction of the Chapter *shall not* be deemed to be a student under the Jurisdiction of such Chapter. However, students are free to participate in activities organised by any of the Chapters.

6. Functions of the Chapter

- 6.1 A Chapter shall function subject to the control, supervision and direction of the Council directly and/or through the Regional Council within whose Jurisdiction the Chapter is situated and shall carry out such directions as may, from time to time, issued by the Council or the respective Regional Council. **A Chapter to concentrate more on CAP, Student registration, student activities like capacity building, debating societies etc.**^{*27} The Chapters shall perform the following functions:-
- (i) organise CAP.
 - (ii) organise Training Programmes for students, forming part of the ICSI Curriculum.
 - (iii) implement the policies and decisions as directed by the Council and/or Regional Council.
 - (iv) provide classroom teaching in physical, virtual or any other mode to the students.
 - (v) promote and educate the members about the Company Secretaries Benevolent Fund (CSBF).
 - (vi) provide facilities, organise Professional Development Programmes (PDP) individually or in collaboration with other statutory bodies, regulatory authorities or institutions, Programmes for the students and members of the Institute in the Jurisdiction, for updating professional knowledge on subjects of interest to the profession of Company Secretaries.
 - (vii) assist in organising programmes including seminars, conventions, conferences, convocations as directed by the Council and/or Regional Council.
 - (viii) arrange placement facilities for students and members.
 - (ix) maintain library and reading room for the use of students and members of the Institute.
 - (x) assist in brand-building activities under the direction of the Headquarters of the Institute as per ICSI Guidelines for Branding Activities and Media, 2019.
 - (xi) maintain, secure assets and infrastructure of the Institute.
 - (xii) assist in identification of examination centres and facilitate smooth conduct of examinations of the Institute.
 - (xiii) make representations to the Regional Council in connection in matters of professional interest and to offer suggestions for raising the standard and status of the profession.
 - (xiv) propagate among the members the advisability and the necessity of observing the rules of professional conduct, etiquette and the provisions of the Act and the Regulations.
 - (xv) facilitate programmes which are beneficial for the students and Members, including medical camps, tie up with hospitals, educational and other institutions for providing better amenities.
 - (xvi) develop and circulate, *at the option* of the Managing Committee, e-newsletters covering activities, initiatives, programmes and articles.
 - (xvii) perform such other functions as may be assigned by the Council or the Regional Council from time to time.

^{*27} As inserted vide Council decision in the 323rd Meeting held on 20-21 November, 2025.

PART A

SECTION III Managing Committee

7. Composition

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

7.2 ***The Members of the Managing Committee shall at all times have their professional address or residential address (in the absence of professional address) within the Jurisdiction of the Chapter.***

7.3 The Managing Committee to comprise of Elected/Nominated members, Ex-officio members/Mentors and Co-opted members, as detailed hereunder:

- (i) **Elected/Nominated Members:** Seven (07) members to be elected by the members, under the Jurisdiction of the Chapter, or nominated by the President of the Institute in the manner specified in Clause 15.

Explanation: The casual vacancy created due to subsequent change in the professional address or residential address (in the absence of professional address) of the Member beyond the Jurisdiction of the Chapter shall be filled pursuant to Clause 12.

- (ii) **Ex-officio Members:** Ex-officio Member(s) shall have a right to vote (equal to one vote only) at the Meetings of Managing Committee of Chapter but they cannot be elected or nominated as office bearers of Managing Committee or Members of any Sub-Committee under the Managing Committee of the Chapter.

Explanation : If any change occurs subsequently, in the professional address or residential address (in the absence of professional address) beyond the Jurisdiction of the Chapter, the seat of such Member or Ex-officio Member of Managing Committee shall become vacant ipso-facto, and consequently he shall not be eligible to be a Member or an Ex-officio Member in the Managing Committee of any Chapter, during the remaining Council tenure, even if he restores his address within the Jurisdiction of the Chapter.

- (iii) **Mentors:** To strengthen the working of Chapters where there is no Ex-officio member by virtue of these Guidelines, one Member of the Council shall be nominated by the Council as a 'Mentor' to the Managing Committee of the Chapter. Mentors shall provide such Chapters with desired mentorship and handholding from time to time to improve the overall governance of such Chapters. The Modalities for nominating Members of the Council as Mentors in Managing Committee of Chapters are as follows:

- (a) Mentors shall be changed every year at the discretion of the President, ICSI.
- (b) Preferably, the Members of the Council shall be nominated in the Managing Committee of Chapters of their respective region. However, they may also be nominated in the Managing Committee of any other Chapters across the Country, as may be required.
- (c) In the year of elections to the Council and the Regional Councils, to avoid any conflict of interest, the Members of the Council (except those who have occupied the position of President, ICSI or who are in their consecutive second term in the Council) shall be nominated in the Managing Committee of those Chapters other than the Chapters of their respective region.

- (d) The President and Vice-President of the Institute *shall not* be nominated as Mentor in the Managing Committee of any Chapter.
- (e) While nominating names of the Members of the Council as Mentor to the Managing Committee of such Chapters, it is to be ensured that a Member of the Council *shall not* be nominated as Mentor in more than Seven (07) Chapters which shall be inclusive of Ex-officio position(s) in the Managing Committee of any Chapter. Such Nominated Member of the Council, in the capacity of 'Mentor' *shall not* have any voting rights in the Managing Committee of Chapters; however, their voting rights in the capacity of 'Ex-officio' *shall not* be affected.
- (f) The Mentors shall endeavour to attend the Meetings of the Managing Committee of Chapters in virtual mode/ Other Audio-Visual Means [OAVM] to the extent possible. However, Mentors shall be entitled to physically attend the Meetings of the Managing Committee of such Chapters. Further, the Mentors *shall not* involve themselves in the day-to-day functions or decision making of such Chapters including organising any student/member programme and fixing faculties thereto.
- (g) There *shall not* be any compulsion on attendance of Mentors in the Meetings of the Managing Committee of Chapters and *shall not* attract any disqualifications thereto.
- (h) The Mentors shall be invited for programmes / seminars organized by the respective Chapters. However, no reimbursement of expenses for attending such programmes / seminars shall be granted.
- (i) Mentors *shall not* form part of any Sub-Committees of the Managing Committee of Chapters.
- (j) The expenses involved in travelling and lodging of the Mentors for attending Meetings of the Managing Committee of respective Chapters shall be borne by the Headquarters as per '*Guidelines for fixation of allowances for President, Vice-President and Members of the Council for attending Meetings / eligible programmes*', issued by the Council of the Institute from time to time.

(iv) **Co-opted Members**

- (a) The Managing Committee may, in every Council year, co-opt not more than Two (02) persons, having their professional / residential address within the Jurisdiction of the Chapter, representing the interest of the Central/State Government/local Municipal Authority, trade, commerce, education or industry.

Provided that the Members of the Institute 'shall not' be Co-opted, except those employed with any Regulator/Ministry, or occupying the position of Vice-Chancellor or equivalent post in any University, who in the opinion of the Managing Committee, may make useful contribution to the development and growth of the profession.

Provided further that the In-charge of the Chapter shall, within Five (05) days intimate the details of Co-option or any change thereof under this Clause to the respective Regional Director and the Dte. of Co-ordination.

- (b) The term of the Co-opted members shall expire automatically upon completion of the Council year, in which they were appointed; however, they shall be eligible for co-option in the succeeding Council years.

- (c) The Co-opted members shall have ‘no right to vote’ at the Meetings of the Managing Committee of the Chapter and they *shall not* be elected or nominated as office bearers of the Managing Committee/members of Sub-Committees.
- (d) The Members Co-opted under this Clause ‘*shall cease to be a Member of the Managing Committee*’ upon change in their professional address or residential address (in the absence of professional address), outside the Jurisdiction of the Chapter.

8. Declaration of Interest

- 8.1 Any Member of the Institute who is either directly or indirectly, related / connected /interested or through any of his *relative or partner(s)*^{*28} in any private coaching centre, running classes for the Company Secretaryship Course or serve as faculty thereof or involves in promotional activities for the same, *shall not* be eligible to occupy/continue the position of a Member of Managing Committee or its Sub-Committees.

Provided that such Member(s) shall not be eligible to serve / continue as a faculty for oral coaching classes / speaker, by whatever name called, for the students’ programmes, including training programmes.

- 8.2 A Declaration in the format provided at **Annexure 1**, confirming the above, shall be **annexed** along with the Nomination Form for the purpose of standing in the Elections / Nomination to the Managing Committee of Chapters [including filling of casual vacancies] / Nomination to the Sub-Committees of Chapters, as the case may be.

- 8.3 Further, every Member of the Managing Committee and/or the Sub-Committees shall, on or before **31st January** of every Council year, submit the said Declaration to the In-Charge of the Chapter. [If any Member of the Managing Committee and/or the Sub-Committees fails to submit the same, it shall be deemed that such member(s) is directly or indirectly related/connected/interested or through any of his relative *or partner(s)*^{*28} in any private coaching centres, running classes for Company Secretaryship Course, and the seat of such member(s) shall stand vacated from the Managing Committee/Sub-Committees *as the case maybe*, without any further notice or opportunity of being heard with immediate effect.]*¹⁰

Provided that any Member of the Managing Committee or Sub-Committee thereof shall within Forty-Five (45) days of any such interest as envisaged under Clause 8.1, vacate their position(s) in the Chapter or shall disassociate themselves from such private coaching centers on an immediate basis, to occupy or continue such positions in the Chapter.

Note : *Declarations for the current Council year, i.e. 2024 shall be submitted within Thirty (30) days from the effective date of these Guidelines.*

- 8.4 The In-Charge of the Chapter shall ensure that a copy of such Declarations is placed before the first Meeting of the Managing Committee held after **31st January** of the Council year; or the Meeting immediately following the receipt of such Declaration, as the case may be, for noting and sent to Dte. of Co-ordination, within Seven (07) days of such Meeting.

Explanation: Relative, for the purpose of Clause 8 shall mean spouse, son, daughter, brother, sister, father and mother, including the Relatives of the spouse.

*10 As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025.

*28 As inserted vide Council decision in the 323rd Meeting held on 20-21 November, 2025.

9. KYM (Know Your Member)

- 9.1 The Elected/Nominated Members of the Managing Committee shall submit their particulars with documentary evidence to complete the process of KYM in **Annexure 2** through online mode, to the Dte. of Co-ordination on or before the **31st day of January** every year, upon failure of which his office shall *ipso facto* stand vacated.
- 9.2 If any such Elected / Nominated Member of the Managing Committee shifts his professional address or residential address (in the absence of professional address) and he fails to submit the requisite documents within 30 days thereof, the seat of such Member of the Managing Committee shall *stand vacated*, without any further notice or opportunity of being heard.
- 9.3 The Institute may take action(s) *suo moto* or based on any third-party information / complaints about the change in the address of such Managing Committee member(s) outside the Jurisdiction of the Chapter.
- 9.4 The In-Charge of the Chapter shall be responsible for ensuring that the credentials of the Members of the Managing Committee are available and updated in the records of the Chapter. He shall be duty-bound to check the address of such Members on a monthly basis and in case of any deviations, the same shall henceforth be brought to the notice of the Dte of Co-ordination.

10. Resignation

- 10.1 A Member of the Managing Committee may at any time resign from the Managing Committee in writing or through e-mail, addressed to the Chairman of the Managing Committee with a copy to the In-charge of the Chapter concerned.
- 10.2 In case of resignation of the 'Chairman' of the Managing Committee, the same shall be addressed to the Chairman of the respective Regional Council, with a copy to the Regional Director of the respective Regional Council and In-charge of the Chapter concerned.
- 10.3 Resignation once tendered as per Clause 10.1 & 10.2 of these Guidelines shall be considered as 'final and irrevocable' and shall be effective on : (i) the date of its receipt by the Chairman of the respective Managing Committee / Chairman of the respective Regional Council, as the case may be; or (ii) the date as mentioned in the resignation letter, *whichever is later*.

11. Absence from Meetings

- 11.1 A member of the Managing Committee **shall be deemed to have vacated his seat**, if such member absents himself from all the Meetings of the Managing Committee in Two (02) consecutive quarters or Three (03) consecutive Meetings of the Managing Committee, ***whichever is later***, with or without obtaining leave of absence in writing, of the Council tenure.

Provided that the above shall not be applicable for Ex-officio members, Mentors and Co-opted members of the Chapters.

Explanation: The complete tenure of the Managing Committee, viz- Four (04) years is counted as a Council tenure and there are possibilities that the Meetings in Two (02) consecutive quarters or Three (03) consecutive Meetings may fall in different Council years, within the Council Tenure. Such a scenario shall also fall under the above Clause.

Illustration 1

Meetings of the Managing Committee of a Chapter were held on 30th January, 15th February, 06th March, 08 April, 10th May and 30th June.

Situation 1: Managing Committee Member 'A' does not attend any of the Meetings above.

The office of Member 'A' gets vacated on 30th June, as the Member has not attended any of the Meetings in the two quarters.

Situation 2: *Managing Committee Member 'A' attends Meeting on 30th June.*

The office of Member 'A' shall not be vacated, as the Member has attended one Meeting on 30th June which is within the two quarters, though he may have been absent in three consecutive Meetings.

Illustration 2

Meetings of the Managing Committee of a Chapter were held on 31st January, 30th June and 10th September.

Situation 1: *Managing Committee Member 'A' does not attend any of the Meetings above.*

The office of Member 'A' gets vacated on 10th September, as the Member has not attended any of the Meetings in the two quarters as well as three consecutive Meetings [the third consecutive Meeting being held on 10th September].

Situation 2: *Managing Committee Member 'A' attends Meeting on 10th September.*

The office of Member 'A' does not get vacated as the Member has attended the third consecutive Meeting, though the Member was absent in all Meetings for two consecutive quarters.

Illustration 3

Meetings of the Managing Committee of a Chapter were held on 31st October, 15th December, 19th January, 20th March. Managing Committee Member 'A' does not attend any of the Meetings above.

The office of Member 'A' gets vacated on 31st March [being the last day of the second consecutive quarter] as the Member has not attended any of the Meetings in the two quarters as well as three consecutive Meetings. [Even if two Meetings were held in the previous Council year].

- 11.2 Under such circumstances, the In-charge of the Chapter shall submit the complete details of such vacancy within three (03) days to the Dte. of Co-ordination, respective Regional Director and Managing Committee members along with copies of the following documents:
- (a) Notice and Agenda of all such Meetings.
 - (b) Relevant pages of the Attendance Register.
 - (c) Minutes of all such Meetings, duly signed by the Chairman, (except the minutes of the last meeting, of which an unsigned copy shall be sent).
 - (d) Notice of Leave of absence, if any.
 - (e) Details of the Members including Ex-officio, Mentors and Co-opted members who attended those Meetings.
 - (f) Declaration duly signed by the Chairman of the Managing Committee and In-charge of the Chapter, that the provisions pertaining to Meetings of the Managing Committee under these Guidelines for the respective period, have been complied.
- 11.3 The Dte. of Co-ordination, after obtaining confirmation from the Secretary, ICSI shall initiate the process to fill the Casual vacancy as per Clause 12.

12. Casual Vacancy

- 12.1 Casual vacancy arising by resignation, death, change of address, non-payment of membership fees, vacation of office as per Clause 11, or any other reason whatsoever, of an **elected** or **nominated** member in the Managing Committee shall be filled through the following process:

- (i) The In-charge of the Chapter shall intimate about the vacancy to the Dte. of Co-ordination, respective Regional Director and Managing Committee members, not later than Three (03) days of the vacancy. The In-charge of the Chapter shall follow the instructions of the Dte. of Co-ordination to fill the casual vacancy.
- (ii) The In-charge of the Chapter shall within Seven (07) days of the vacancy send by email (through Dte. of Co-ordination), a 'Notice', the format of which is placed at **Annexure 3**, to all the Members in the Jurisdiction of the Chapter, inviting nominations from eligible candidates (**as per clause 15 of the guidelines**)*¹¹ for filling the casual vacancy.
- (iii) The Notice shall also be hosted on the child portal of the Chapter, simultaneously. The nomination shall remain open for at least Fifteen (15) days in the case of Diamond and Platinum Chapters; and Ten (10) days for others, from the date of the Notice.

Provided that the member of the Managing Committee whose seat is vacated due to any reason shall not be eligible to file his nomination/be nominated for the remaining Council tenure as member of the Managing Committee of any Chapters; however there is no bar to contest the election to the Managing Committee of the Chapter in the subsequent Council Tenure(s), if he is otherwise eligible for the same.

- (iv) Members having professional address or residential address, (in the absence of professional address), within the Jurisdiction of the Chapter as on 1st day of the Three (03) immediately preceding calendar months, to the month in which the casual vacancy arises, and who continue to be within the Jurisdiction of the Chapter on the date at which the Notice inviting nominations is issued, subject to the criteria as envisaged in Clause 15.1 (iv) of these guidelines, are *inter alia* eligible to submit their nomination.

Explanation: The term "three immediately preceding calendar months" refers to complete months and excludes the month in which the casual vacancy arises.

To illustrate, if any vacancy is effective from 14th November, then the eligibility of members shall be checked first as on 1st August and then on the date on which notice inviting nomination was issued.

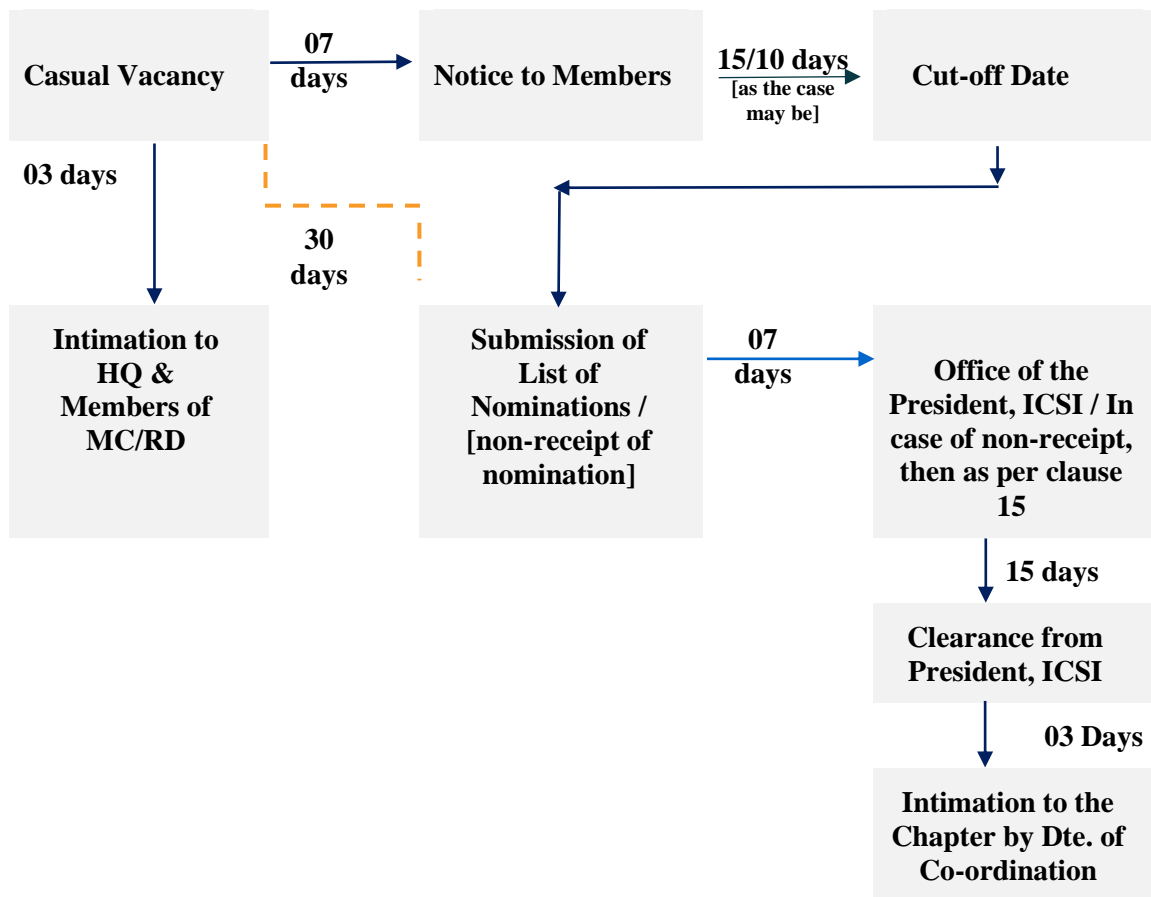
- (v) Details regarding the application submission process, consent and statement of particulars of members shall be outlined in the Notice. The indicative format of the '**Consent**' is provided at **Annexure 4**.
- (vi) The In-charge of the Chapter shall prepare a list of all nominations received and submit the same to the Dte. of Co-ordination within Thirty (30) days of creation of vacancy. In addition, the In-charge shall submit a Declaration to the Dte. of Co-ordination that the Chapter has submitted all the Nominations received, along with his remarks (if any) on the same, after requisite diligence.
- (vii) [In case of non-receipt of nomination, the In-charge of the Chapter shall inform the same to the Dte. of Co-ordination within Thirty (30) days of creation of vacancy.]*¹²
- (viii) The Dte. of Co-ordination shall within Seven (07) days of receipt of nominations / [information of non-receipt of nominations]*¹³, forward the same, after diligence, to the office of President, ICSI through the Office of Secretary, ICSI.

*11 As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025.

*12 As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025.

*13 As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025.

- (ix) The President, ICSI shall consider the list and approve the name(s) to fill the said casual vacancy(ies), within Fifteen (15) days of the receipt of nominations from the Dte. of Co-ordination. [In case of non-receipt of nomination, the President, ICSI, shall decide the same as per clause 15 of the guidelines, the eligibility criteria for filling up the casual vacancy.]*¹⁴
- (x) The Dte. of Co-ordination shall intimate the Chapter concerned on the decision of the President, ICSI within Three (03) days.
- (xi) A Meeting of the Managing Committee shall be convened within Thirty (30) days, post the above intimation.



12.2 **Tenure:** The 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.

12.3 **Vacation of seat of office bearer :** In the event of a casual vacancy resulting in the vacation of seat of any office bearer in the Managing Committee of the Chapter, the election to fill the vacant positions shall be done only after the induction of the new member in the casual vacancy, in the first Meeting, convened not later than 30 days from the date of filling such vacancy.

*14 As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025. Accordingly consequential amendments have been made at the respective places in the guidelines.

- 12.4 **Updation of records:** It shall be the responsibility of the In-Charge of the Chapter to update the records, including the removal of particulars of member, whose seat got vacated and addition of particulars of newly inducted member, within Seven (07) days of such removal or addition.

13. Functions of the Office Bearers of the Managing Committee

13.1 Chairman

- (a) The Chairman of the Managing Committee shall be the Chief Executive Authority of the Managing Committee and responsible for overall administration and affairs of the Chapter.
- (b) The Chairman shall be responsible and accountable for ensuring compliance of these Guidelines, as well as execution of all duties and functions and activities of the Chapter including timely audit and maintenance of books of accounts of the Chapter.

13.2 Vice-Chairman

The Vice-Chairman shall be the Chairman for every Meeting of the Managing Committee in the absence of the Chairman of the Managing Committee.

13.3 Chapter Secretary

- (a) The Chapter Secretary shall perform his duties under the supervision 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.
- (b) The Chapter Secretary shall assist the Chairman in conducting Meetings of the Managing Committee, General Meetings and shall record and maintain the minutes of such Meeting(s).

13.4 Treasurer

- (a) The Treasurer shall be responsible for maintaining records of the Chapter's assets, liabilities, and financial transactions.
- (b) It shall be the duty of the Treasurer to oversee and facilitate the preparation of the annual accounts and budget of the Chapter.

14. Sub-Committees

- 14.1 **Constitution of Sub-Committees :** The Managing Committee shall constitute the following Sub-Committees within Thirty (30) days of the commencement of the Council year, namely :-

- (a) Core Committee.
- (b) Career Awareness Committee.
- (c) Company Secretaries Benevolent Fund (CSBF) Committee.
- (d) Practicing Company Secretaries Committee.
- (e) Placement Committee.
- (f) Oral Tuition Classes Committee.
- (g) Students Facilitation Committee.
- (h) **Finance Committee.** ^{*29}

^{*29} As inserted vide Council decision in the 323rd Meeting held on 20-21 November, 2025.

- (i) Such other Sub-Committee as may be constituted by the Chapter, subject to the **prior**^{*30} approval of the respective Regional Council.

14.2 Composition

- [(a) The Core Committee deleted]^{*35}

^{*36}(a) **The Core Committee shall comprise of maximum 5 members, including all office bearers and such other members as may be nominated by the Chairman of the Managing Committee. The Core Committee shall always be chaired by the Chairman of the Managing Committee.**

- (b) Other Sub-Committees shall be chaired by one of the members of the Managing Committee and shall have **minimum**^{*31} four (04) **and maximum ten (10)**^{*31} ~~[more]~~^{*32} members of the Institute having their professional address or residential address (in the absence of professional address) within the Jurisdiction of the Chapter, to be nominated by the Managing Committee.

Provided that such Members of the Sub-Committees [other than the Members of the Managing Committee] shall not be a Member of more than one such Sub-Committee, in a Council year.

- (c) Every Member of the Managing Committee shall have one Sub-Committee to chair.
- (d) The terms of reference of all the Sub-Committees shall be discussed in their first Meeting, which shall be recommended to and placed in the ensuing Meeting of the Managing Committee of the Chapter for approval.
- (e) The Core Committee shall primarily focus on the operations of the Chapter, including designing and recommending Programmes for Members, to the Managing Committee for the Council year.
- (f) All such Sub-Committees should endeavour to include members who are CSBF Members.
- (g) The provisions of Clause 8 and Clause 9 ‘*shall be*’ applicable for the Members of the Sub-Committees.

14.3 **Term:** The term of the members of the Sub-Committees shall expire automatically at the end of the Council year.

14.4 **Recommendatory Nature of Decisions of Sub-Committee:** Any decision taken by the Sub-Committees shall be recommendatory in nature and the Managing Committee shall decide upon any such recommendations given by any of such Sub-Committees.

*30-31 As inserted vide Council decision in the 323rd Meeting held on 20-21 November, 2025.

*32 Word deleted ‘[more]’

*35 Words deleted ‘[The Core Committee shall comprise of the office bearers of the Managing Committee and the Immediate Past Chairman as its Members and shall be chaired by the Chairman of the Managing Committee. *Explanation: In the first year of the Council Tenure, the Core Committee shall comprise of the office bearers of the Managing Committee only.*] at its 325th Meeting held on 11 January, 2026

*36 As inserted vide Council decision in the 325th Meeting held on 11 January, 2026.

- 14.5 **Frequency:** The Sub-Committee may meet as often as necessary provided that a Meeting of the Sub-Committee shall be held at least once in every six (06) months and at least two (02) such Meetings shall be held in every Council year.
- 14.6 **Venue, Mode, Date and Time:** All Meetings of the Sub-Committees shall be convened only at the Chapter premises and *shall not* be convened by OAVM. The Meetings shall be convened on working days and during working hours of the Chapter. The Meetings *shall not* be held on Sundays, Gazetted holidays, national holidays and public holidays.
- 14.7 **Quorum:** Two (02) or more members present in person shall constitute the quorum for the Meeting of Sub-Committees. Further, no member of the Sub-Committee shall be eligible for any TA/DA or other allowance for attending any such Meetings.
- 14.8 **Notice:** The In-Charge of the Chapter shall issue a Notice in electronic form or in writing at least Five (05) days before the date of Meeting to every member of such Sub-Committee at their registered email ids/professional address/residential address (in absence of professional address) as the case may be, under the direction of Chairman of the Sub-Committee. A copy of the said Notice shall also be sent to the Chairman of the Managing Committee.
- 14.9 For Meetings of the Sub-Committees, in the case of equality of votes, the Chairman of the Sub-Committee shall have a casting vote.
- 14.10 The In-Charge of the Chapter shall mandatorily attend all the Meetings of the Sub-Committees and take note of the proceedings thereto.
- 14.11 Provisions as are provided in Section V of these Guidelines for Minutes of the Meetings other than Clause 16.4.5 and 16.4.6 shall *mutatis-mutandis* apply to Meetings of the Sub-Committees.
- 14.12 The In-charge of the Chapter shall provide all administrative and secretarial support for all such Meetings.

Note :- Clause 14 above shall be effective and be implemented from 19th January, 2025.

SECTION IV

Election and Nomination

15. Election and Nomination to the Managing Committee of Chapters

15.1 Election to Managing Committee of Chapters

- (i) **First Managing Committee upon constitution of Chapter:** Where a new Chapter is constituted, nominations may be invited from the members having professional address or residential address (in the absence of professional address) in the Jurisdiction of the city, within Fifteen (15) days from the date of decision of the Council. The President, ICSI shall nominate Seven (07) members to the first Managing Committee within Fifteen (15) days of receipt of nominations. Every such Committee shall only be nominated for the remaining Council Tenure and thereafter has to follow the guidelines applicable for election to the Managing Committee.
- (ii) **Election:** The election to the Managing Committee of a Chapter, *where specified*, shall be held once in every term of the Council not later than the 31st day of December, as may be decided by the Council, preceding the date of completion of Council Tenure (4th year) i.e., 18th January. The members elected to the Managing Committee shall hold office *co-terminus* with the tenure of the Council.
- (iii) **Eligibility:** A member of the Institute whose name is borne on the Register of Members (*i.e.*, as per Chapter-wise data maintained by the Institute), and whose professional address or residential address (in the absence of professional address) falls within the Jurisdiction of a Chapter as on 1st September in the year of election shall be eligible to vote and/or stand for election to the Managing Committee of such Chapter.
- (iv) For standing in the Elections / Nomination to the Managing Committee of Chapters [including filling of casual vacancies], the following additional criteria shall be met, as on the date of submission of Nomination-

Chapter category	Criteria
Diamond and Platinum	Fellow Membership of ICSI
Gold and Silver	Completed minimum 03 years post award of Associate Membership of ICSI

Provided that the name of such member has not been removed from the Register of Members as on the 'date of election/nomination as the case may be.

Note: The existing Members of the Managing Committee not fulfilling the above criteria as on the effective date of these Guidelines, may continue till the end of the 14th Council Tenure.

- (v) Any Member of the Institute who is directly or indirectly related / connected / interested through any of his relative **or partner(s)**^{*28} in any private coaching centre, *shall not* be eligible to occupy/continue the position of a Member of Managing Committee or its Sub-Committees, as envisaged in Clause 8.1.

*28 As inserted vide Council decision in the 323rd Meeting held on 20-21 November, 2025.

- (vi) A member of the Institute, who is or has been at any time in the past, elected as Chairman of the Managing Committee of any Chapter of the Institute, or has been elected as a Member of the Council or Regional Council, *shall not* be eligible to contest election to the Managing Committee or be nominated as a member of the Managing Committee of any Chapter or any Sub-Committee thereto.

*Provided that in the case of Gold^{*37}/Silver grade Chapters, Members who have occupied the position of Chairman therein, after a cooling period of one Council tenure, i.e. four (04) years will be eligible to contest or be nominated as Member of the Managing Committee of such Gold^{*37}/Silver Grade Chapter and may also occupy the position of an office bearer therein, provided the Grade of the Chapter is not upgraded.*

Illustration 1: Mr. 'A' was elected as a Member of the Managing Committee of a Gold^{*37}/Silver Grade Chapter for the Council tenure 2015-2018. He Occupied the position of Chairman in the year 2017. Mr. 'A' after a cooling period of one Council tenure [2019-2022], shall be eligible to contest for election/be nominated as a Member of the said Gold^{*37}/Silver Grade Chapter, in the Council Tenure 2023-2026.

***38Illustration 2:** Mr. 'A' was elected as a Member of the Managing Committee of a Gold/Silver Grade Chapter for the Council tenure 2015-2018. He Occupied the position of Chairman in the year 2017. Due to any reason Mr. 'A' shifts/transferred to Diamond/Platinum Grade Chapter, he shall not be eligible to contest for election/be nominated as a Member of the said Diamond/Platinum Grade Chapter.

(vii) **Returning Officer**

- (a) In the election for the Managing Committee of Chapters, the In charge of the Chapter shall at least Thirty (30) days prior to the date of the elections, recommend to the Secretary, ICSI, through the Dte. of Co-ordination a panel of Two (02) officers (in service or retired) from amongst the Officers of the Central/ State Government or Public Sector Undertakings or Lecturers or Professors or Principals or Registrar from Colleges or Management Institutes or Universities, or Managers of Nationalised Banks, in order of preference to act as the Returning Officer to conduct the elections.

- (b) The Secretary, ICSI shall appoint the Returning Officer for conducting elections of the Managing Committee, from the panel recommended by the Chapter.

Provided that where the Secretary, ICSI is satisfied that there is a requirement of appointment of additional person(s) to conduct election to any Chapter, a Deputy Returning Officer/ Assistant, etc. may be appointed.

- (c) The honorarium payable to the Returning Officer/ Deputy Returning Officer/ Assistant, etc. shall be as determined by the Secretary, ICSI.

- (d) The Dte of Co-ordination shall communicate the names of the Returning Officer and Deputy Returning Officer/ Assistant, etc. to the In-charge under intimation to the respective Regional Director.

- (e) Any Member intending to contest election shall submit the nomination in writing to the Returning Officer duly signed, so as to reach the Returning Officer at the Chapter Office on or before the date appointed for the purpose. The format of **Nomination Form** is placed at **Annexure 5**.

*37-*38 As inserted vide Council decision in the 325th Meeting held on 11 January, 2026.

- (f) The Returning Officer and/or Deputy Returning Officer/ Assistant shall comply with 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.
 - (g) Decision(s) of the Returning Officer on all election related matters shall be final.
 - (h) 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 on the Institute's website.
- (viii) **Mode of Election for constitution of Managing Committees**
- (a) The election to the Managing Committees of Diamond and Platinum Grade Chapters shall be held in accordance with the system of '**proportional representation by means of a single transferable vote**' (also known as preferential voting method). The process to be followed for the elections in these Chapters shall be notified by the Council separately.
 - (b) The election to the Managing Committees of all Chapters, *except* Diamond and Platinum grades shall be held by 'simple voting method'.
 - (c) The date of the elections, the process, and other matters including the nomination fees, refund of nomination fees, refund of security money shall be decided by the Council.
 - (d) The result of the elections shall be announced by the Returning Officer not later than the 31st day of December immediately preceding the date of completion of Council Tenure, i.e., 18th January.
 - (e) No proxy vote shall be allowed.
 - (f) In case of a tie, the Returning Officer shall decide the winner through a draw of lots.
 - (g) Consequential changes in the election procedure as mentioned in these Guidelines, on shifting to single transferable vote/ preferential voting method, including the mode of voting viz. manual or electronic, shall be as determined by the Council.
 - (h) In case, the requisite minimum number of members are not available at a Chapter to constitute the Managing Committee in any particular year, the President, ICSI shall nominate members to the Managing Committee.
 - (i) In case of Gold/Silver Chapters, if the requisite number of Members are not available even after exploring the possibility of nomination by President, ICSI, the process for categorization of such Chapter as Evolving Chapters shall be initiated on an immediate basis.

15.2 **Election of 'office bearers' of the Managing Committee (for the first year of the Chapter Tenure)**

- (i) The first Meeting of the newly constituted Managing Committee of Chapters for electing its office bearers for a period of One year commencing from 19th January of the first year, shall be held on any day between 1st January and 18th January of the first year, from amongst the members of the newly elected Committee.

- (ii) The elected office bearers shall occupy the office on 19th January, of first year and their term as an office bearer shall end on 18th January, of the following year.
- (iii) The first Meeting shall be initially chaired by the ‘outgoing’ Chairman of the Managing Committee of the Chapter. The presence of such outgoing Chairman *shall not* be counted for the purpose of quorum.
- (iv) The notice for calling such first Meeting is to be issued by the outgoing Chairman.
- (v) While conducting the Meeting, names of the office bearers will be decided in the following sequential order (*i.e.* Chairman, Vice-Chairman, Chapter Secretary and then Treasurer).
- (vi) Once the Chairman of the new Managing Committee is elected, the outgoing Chairman shall leave the chair and the newly elected Chairman shall occupy the same, for further election of other office bearers, *i.e.*, Vice-Chairman, Chapter Secretary and Treasurer. The outgoing Chairman shall have no role in the process thereafter for further election of other office bearers and the Meeting henceforth.
- (vii) Co-opted members, Ex. officio members or Mentors cannot be elected or nominated as office bearer of the Managing Committee.
- (viii) **Eligibility to Vote:** Only the newly elected/nominated and Ex-officio members of the Managing Committee will have the voting right. Further, Co-opted member or Mentors *shall not* have any vote in the election process for any of the seats. However, they can be part of the discussion and remain present at the time of the elections.
- (ix) **Casting Vote**
 - (a) In case of a poll for the post of Chairman, resulting in a “tie”, the outgoing Chairman shall have a ‘casting vote’, though the outgoing Chairman *shall not* be entitled to cast the original vote.
Explanation: In the above circumstance [a], the outgoing Chairman shall be entitled to cast only one vote, i.e.- one casting vote.
 - (b) In case of a poll for the post of Vice-Chairman/Chapter Secretary/Treasurer resulting in a “tie”, the newly elected Chairman of the Managing Committee shall have a casting vote.
Explanation: In the above circumstance [b], the newly elected Chairman of the Managing Committee shall be entitled to cast both the votes, i.e., one original vote and one casting vote.

15.3 Election of office bearers of the Managing Committee (for subsequent years of the Chapter Tenure)

- (i) The Managing Committee at its Meeting to be held in the month of December every year shall hold a Meeting to elect its Office bearers for a period of One year commencing from the 19th day of January of the following year.
- (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, Chapter Secretary and Treasurer during the same Council tenure or thereafter.
- (iii) A member of the Managing Committee of the Chapter ‘*shall not*’ hold more than One (01) post of office bearer simultaneously.

- (iv) Under circumstances where any of these offices become vacant not resulting in a casual vacancy, the Managing Committee shall choose another member of the Managing Committee to hold that office, within Fifteen (15) days of such vacancy. However, in the case of a casual vacancy, provisions of Clause 12 shall apply.
- (v) While conducting the Meeting, names of the office bearers will be decided in the following sequential order (*i.e.* Chairman, Vice-Chairman, Chapter Secretary and then Treasurer).
- (vi) [Once thedeleted]^{*15}
- [(vii)]^{*16} **(vi) Casting Vote:**
 - [(a)]^{*17} In case of a poll for the post of Chairman / [Vice-Chairman, Chapter Secretary / Treasurer]^{*18}, resulting in a “tie”, the outgoing Chairman shall have a ‘casting vote’.
 - Explanation: In the above circumstance, the outgoing Chairman of the Managing Committee shall be entitled to cast both the votes, i.e., one original vote and one casting vote.*
 - [(b) In case deleted]^{*19}

^{*15} Words deleted '[Once the Chairman of the new Managing Committee is elected, the outgoing Chairman shall leave the chair and the newly elected Chairman shall occupy the same, for further election of other office bearers, i.e., Vice-Chairman, Secretary and Treasurer]' at its 315th Meeting of the Council held on 18-19th March, 2025.

^{*16-17} Words deleted '[vii]' '[a]' at its 315th Meeting of the Council held on 18-19th March, 2025.

^{*18} As inserted vide Council decision in the 315th Meeting of the Council held on 18-19th March, 2025.

^{*19} Words deleted '[(b) In case of a poll for the post of Vice-Chairman/Secretary/Treasurer resulting in a “tie”, the newly elected Chairman of the Managing Committee shall have a casting vote.

Explanation: In the above circumstance [b], the newly elected Chairman of the Managing Committee shall be entitled to cast both the votes, i.e., one original vote and one casting vote.]' at its 315th Meeting of the Council held on 18-19th March, 2025.

SECTION V

Meetings

16. Meetings of Managing Committees

16.1 Proceedings

16.1.1 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 quarter and at least Four (04) such Meetings shall be held every Financial Year.

16.1.2 The Chairman may at any time *suo moto* call a Meeting of the Managing Committee.

16.1.3 The Chairman shall upon a written requisition by not less than four (04) Members of the Managing Committee eligible to vote, within thirty (30) days of such requisition, call a Meeting of the Managing Committee, on a date not later than forty-five (45) days from the date of such requisition.

Provided that if the Chairman fails to convene the Meeting, as mentioned in Clause 16.1.3, the Requisitionists themselves may call and convene the Meeting, within Ten (10) days from the conclusion of the period of forty-five (45) days of such requisition.

16.1.4 The meeting of the Managing Committee shall be held at the Chapter office, on a working day during working hours of the Chapter only. No Meeting of the Managing Committee shall be convened or called on any Gazetted Holidays. including National Holidays, Public Holidays and Sundays.

16.1.5 Meetings *shall not* be convened by means of OAVM, wherein the agenda for (a) Election of Office bearers to the Managing Committee of the Chapters (b) consideration of Annual Accounts of the Chapter and (c) consideration of Annual Budget, is being considered.

Provided that the facility of OAVM for attending the Meetings above shall be provided to Ex-officio Members / Mentors and Co-opted Members, upon request.

16.1.6 The businesses placed in a Meeting of the Managing Committee shall be approved either by unanimity or by majority.

16.1.7 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.

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

16.1.9 The In-Charge of the Chapter shall mandatorily attend all the Meetings of the Managing Committee and take note of the proceedings for facilitating the drafting of Minutes.

16.2 Notice of Meetings

16.2.1 The Chapter Secretary, shall issue a notice in electronic mode or in writing at least Seven (07) days before the date of the Meeting, indicating therein the serial number of the Meeting, time, place and date of the Meeting, to every Member of the Managing Committee (elected / nominated, Ex-officio members / Mentors, Co-opted members) at their registered email ids or registered professional address / residential address (in the

absence of professional address), as the case may be, with a copy to the respective Regional Director and the Dte. of Co-ordination. [In case of non-availability of Chapter Secretary due to any reason, Chairman or any of the office bearer as authorized by the Chairman may issue a notice.]*²⁰

- 16.2.2 All such Notices are required to be sent from the official e-mail id [as provided by the Institute] of the Chapter or the In-Charge, under the name of the Chapter Secretary and not from any personal e mail id of any office bearer/Member or the In-Charge.
- 16.2.3 Such Notice shall include Agenda and Notes to Agenda, as far as practicable.
- 16.2.4 The Meetings of the Managing Committee may be convened at a 'Shorter Notice' provided that all members of the Committee have given their consent in writing, the details of which shall be taken note in the Minutes of such Meeting.

Explanation: The term 'in writing' includes confirmation through e-mail.

16.3 **Quorum for Meetings**

- 16.3.1 Five (05) Members of the Managing Committee including Ex-officio members, other than Mentors and Co-opted members, present in the Meeting (physical or virtual) shall constitute the quorum. The members present virtually shall also be counted as quorum.
- 16.3.2 The quorum shall be present throughout the Meeting.
- 16.3.2A Every Chapter shall maintain the Attendance Register for the Meetings of Managing Committee and Sub-Committees.
- 16.3.3 If the quorum is not present within half an hour of the time fixed, the Meeting shall automatically stand adjourned to the same day in the next week, at the same time and place or, if that day is a Holiday as per Clause 16.1.4, to the next succeeding day which is not a Holiday, at the same time and place; and at the adjourned Meeting, the members present, which shall in no case be less than Two (02) in number, shall constitute the quorum to transact the business intended to be transacted at the original Meeting.
- 16.3.4 The Chairman of any Meeting of the Managing Committee, may, with the consent of the members present at the Meeting, adjourn the Meeting from time to time 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 (05) days' Notice of any other business to be transacted at such adjourned Meeting has been given to the members.
- 16.3.5 No elected/nominated member of the Managing Committee shall be eligible for any TA/DA or other allowance for attending any Meetings of the Chapter.

*20 As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025.

16.4 Minutes of the Meetings

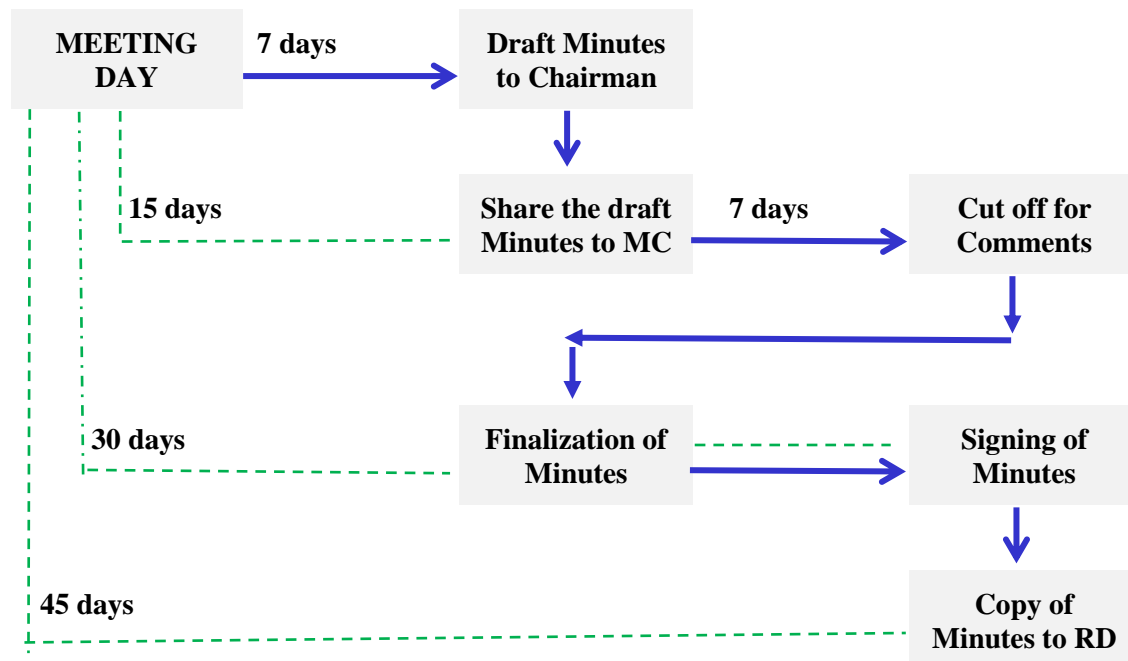
16.4.1 **Preparation of draft Minutes:** The In-Charge shall facilitate the Chapter Secretary [of deleted]*²¹ in preparing the draft minutes and shall share the draft minutes to the Chairman within Seven (07) days of the conclusion of the Meeting.

16.4.2 **Circulation of draft Minutes and time period for comments:** The In-Charge shall within Fifteen (15) days of conclusion of the Meeting, with the approval of the Chairman, send the draft minutes to the members of the Managing Committee for their comments and shall provide Seven (07) days' time for comments by the members of the Committee.

16.4.3 **Recording and Signing of Minutes:** The Chairman of the Managing Committee shall ensure that the minutes of all Meetings of the Managing Committee are properly drawn up, duly recorded and signed by the Chairman of the Meeting within Thirty (30) days of the conclusion of the Meeting.

Notwithstanding anything contained in Clause 16 of these Guidelines, the Chairman of the Managing Committee shall ensure that the timelines envisaged in these Guidelines pertaining to preparation and circulation of Minutes of the Meetings are duly adhered to.

16.4.4 **Serving of Copy of Minutes to Regional Director :** It shall be the duty of the In-Charge to share the copy of the finalized minutes to the respective Regional Director, immediately upon finalization and signing of the minutes, which *shall not* be later than Forty-Five (45) days from the date of Meeting.



*21 Words deleted '[of the Chapter]'

- 16.4.5 **Record of Minutes:** Regional Directors are required to keep the records of the Minutes of the Meetings of the Managing Committee of all Chapters under their Jurisdiction, separate, for future and ready reference.
- 16.4.6 **Taking note of Minutes:** The final signed minutes shall also be placed before the next Meeting of the Managing Committee for noting and record.
- 16.4.7 **Safe Custody:** Minutes of all Meetings of the Managing Committee shall be permanent document and it shall be the duty of the In-Charge to keep the Minutes in his safe custody at all times. If for any reason and on any occasion, the Minutes book are required to be removed out of the Chapter Office, an advance intimation with reasons thereof should be sent to the respective Regional Director.
- 16.4.8 **Inspection:**
- a. Minutes shall be made available for inspection by the In-Charge, if requested for, by the Managing Committee Members, Statutory Auditors, Internal Auditors, Regional Director and / or any other person authorised by President/ Secretary/Dte. of Co-ordination. Such inspection shall be during office hours, subject to reasonable restrictions.
 - b. During the inspection of the Minutes, the In-Charge shall facilitate inspection and take all precautions to ensure that the Minutes are not mutilated or in any way tampered with by the person inspecting. Copies of the Minutes shall neither be provided, nor be obtained using electronic devices.
- 16.4.9 **Non-Applicability:** Nothing in Clause 16 of these Guidelines shall apply to Evolving Chapters.

17. General Meetings

17.1 Types of General Meetings

Annual General Meeting

Extraordinary General Meeting

Extraordinary Meeting by Requisition

17.1.1 Annual General Meeting

The Managing Committee shall convene the ‘Annual General Meeting’ of the Chapter every year not later than the 30th day of June of the year, to consider the following business:

- (a) Adoption of Annual Report, Accounts and Auditors Report for the year ending the 31st day of March of that year.
- (b) Appointment/re-appointment of Auditor and fixing of remuneration thereto.
- (c) Any other business other than the above ordinary business shall be considered as ‘special business’. Such special business items must be accompanied by explanatory notes providing details on the nature and purpose of the Proposals or Resolutions.

17.1.2 Extraordinary General Meeting

The Managing Committee may also convene other General Meetings which shall be called Extraordinary General Meeting as often as it may deem necessary.

17.1.3 Extraordinary Meeting by requisition

- (i) 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 One Hundred (100) members, *whichever is less*, shall convene an Extraordinary General Meeting, within Forty-Five (45) days after the receipt of such a requisition.
- (ii) Any such requisition shall specify the purpose/agenda for which the Meeting is to be convened and shall be signed by the Members making the same. The requisition shall be delivered to the Chapter office under acknowledgement.
- (iii) If the Managing Committee fails to convene such Extraordinary General Meeting within Forty- Five days (45) days of receipt of requisition, the Requisitionists themselves may convene a Meeting within Ninety (90) days from the date of such requisition.

17.2 Proceedings of General Meetings of Chapters

17.2.1 Notice of Meeting: A Fifteen (15) days' Notice of the Meeting specifying the date, place and time of such general Meeting along with the 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.

17.2.2 Venue and Day: General Meetings shall preferably be held at the Chapter office, during business hours on a day which is not a Gazetted Holiday including National Holidays, Public Holidays and Sundays. Such Meetings *shall not* be convened by OAVM.

17.2.3 Chairman of General Meeting: The Chairman of the Managing Committee of the Chapter or in his absence, the Vice-Chairman shall preside over the General Meeting of the Chapter. In the absence of both the Chairman and the Vice-Chairman, members present in the Meeting shall elect any member of the Managing Committee to preside over the Meeting. And if none of the Managing Committee members are present, the members present may elect from amongst themselves any member to chair the General Meeting.

17.2.4 Quorum in General Meeting of Chapter

- (a) Seven (07) members physically present in the Meeting shall form the quorum.
- (b) Where the quorum is not present throughout the Meeting, no business shall be transacted at any such General Meeting.

17.2.5 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. At every such adjourned Meeting, Three (03) members physically present, shall have the power to transact all the business which could properly be transacted at the Meeting originally convened, had the necessary quorum been present thereat.

- 17.2.6 **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.
- 17.2.7 **Minutes:** The In-Charge of the Chapter shall assist the Chapter Secretary [ofdeleted] *²² in preparing the draft minutes. The Chairman shall finalize and sign the Minutes, a copy of which shall be sent to the Members of the Managing Committee, the respective Regional Director, and the Dte. of Co-ordination, within 30 days of the Meeting.
- 17.2.8 **Inspection:** The Minutes of all General Meetings shall be open for inspection by any Member whose address falls within the Jurisdiction of the Chapter during office hours, subject to reasonable restrictions. During the inspection of the Minutes, the In-Charge shall facilitate inspection and take all precautions to ensure that the Minutes are not mutilated or in any way tampered with by the person inspecting. Copies of the Minutes shall neither be provided, nor be obtained using electronic devices.
- 17.2.9 **Safe Custody:** Minutes of all General Meetings shall be a permanent document and it shall be the duty of the In-Charge to keep the Minutes in his safe custody at all times. If for any reason and on any occasion, the Minutes are required to be removed from the Chapter Office, an advance intimation with reasons thereof should be sent to the Regional Director.
- 17.2.9A **Non-Applicability:** Nothing in Clause 17 of these Guidelines shall apply to Evolving Chapters.

18. Resolution by Circulation

- 18.1 All businesses shall ordinarily be transacted in a duly convened Meeting of the Managing Committee.
- 18.2 In the event of urgency, the In-Charge may circulate the Resolution(s) among all the Members of the Managing Committee for consideration and approval thereof, under the directions of the Chairman of the Managing Committee.
- 18.3 Every Resolution shall be considered to be passed, when the same is approved by a *majority* of the Members of the Managing Committee, entitled to vote.
- 18.4 Each business proposed to be passed by way of Resolution by circulation shall be accompanied by a detailed note outlining the details of the proposal including relevant material facts, supporting documents that enable the Members to understand the meaning, scope and implications of the proposal and the nature of concern or interest, if any, of any Member of the Managing Committee in the proposal.
- 18.5 The agenda shall include: (a) Date of Circulation (b) Brief Note and background of the proposed Resolution (c) Circular Resolution No. (d) Draft Resolution (e) Date by which the Member shall respond (f) Columns for signifying assent or dissent (g) Column for Signature with Date.

*22 Words deleted '[of the Chapter]'

18.6 Where minimum one-third Members of the Managing Committee are of the opinion that the Resolution under circulation should be considered in a Meeting, the Chairman shall withdraw the Resolution from circulation and the matter shall be placed in a Meeting of the Managing Committee held immediately thereafter.

18.6A Matters, excluding (i) the election of office bearers, (ii) approval of annual accounts, (iii) consideration of Annual Budget and (iv) proposals involving a financial implication of Rs. 25,000/- (Rupees Twenty-Five Thousand Only) or more from the Chapter funds, can be determined through Resolution by circulation.

18.7 Period of circulation

- (i) Any Resolution by circulation, *if passed*, shall be deemed to have been passed by the Managing Committee after the expiry of a period of: (a) Five (05) days from the date of circulation of the resolution or (b) after the receipt of responses from all Members of the Managing Committee, *whichever is earlier*; and such date shall be considered as the ‘date of passing’ of the Circular Resolution.
- (ii) Members shall include the date of their signature in the Resolution. If a member fails to include a date, the date of receipt of the signed Resolution by the Chapter shall be considered as the date of signing.

Explanation: The term ‘Signed Resolution’ includes confirmation by e-mail.

18.8 Recording of Resolution by circulation

- (i) 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 the Regional Director.
- (ii) The Resolution so approved shall be recorded in the minutes of the ensuing Meeting of the Managing Committee, after ‘date of passing of the Circular Resolution’, along with the complete details of the date of circulation and passing of the same.
- (iii) The names of the Managing Committee Members who assented, dissented and abstained from according their assent/dissent shall also be recorded in the minutes.

SECTION VI

Finance and Accounts

19. Fund

19.1 Constitution of Fund

There shall be 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 Secretary, ICSI.

19.2 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 based on the performance; and
- (vii) any other monies received by the Chapter including classroom teaching fee, training fee, library fee.

19.3 Operation of Bank Account

- (i) The bank account(s) of the Chapter shall be operated by two signatories as authorized by the Managing Committee, one of whom shall be the In-charge of the Chapter and another shall be any of the office bearers of the Managing Committee of the Chapter. The Chapter shall endeavour to open and operate such Savings Bank Account with Scheduled Commercial Bank(s).
- (ii) Changes in the Authorised Signatory *shall be* done at the first Meeting of the Managing Committee every year and / or as per the need of the Managing Committee by passing necessary resolution in the Meeting of the Managing Committee.
- (iii) Cheque books, statements and allied documents are to be kept in the safe custody of the In-charge of the Chapter at all times and shall be duty bound to reconcile the monthly bank balance before the 10th day of the following month.

19.4 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.

19.5 **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 a nationalized bank as fixed deposit or in any other Securities approved by the Central Government, as per the applicable provisions of the Income Tax Act, 1961. The Chapter shall ensure adequate working capital for its operations for a period of Twelve (12) months, before considering any investment decision.

19.6 **Audit of Accounts**

19.6.1 **Appointment of Statutory Auditor**

- (i) The annual accounts of the Chapter shall be subject to statutory audit by a Chartered Accountant in practice or by a firm of Chartered Accountants, appointed in this behalf in the Annual General Meeting.
- (ii) The Chapters shall be mandatorily required to rotate their Statutory Auditors, whether individual or firm, once such Auditor has served the said Chapter for consecutive period of Five (05) years. Furthermore, such Auditor *shall not*, under any circumstance, be eligible for appointment as the Statutory/Internal Auditor of the said Chapter for a period of three (03) years thereafter.

19.6.2 **Signing of Audited financials**

The audited accounts shall be signed by the Chairman, Vice-Chairman, Chapter Secretary, Treasurer and the In-charge of the Chapter.

19.6.3 **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 Dte. of Co-ordination, not later than the 30th day of April of the following year.

19.6.4 **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 Fifteen (15) days before the date of the Annual General Meeting and shall be placed for adoption before the Annual General Meeting, which shall be convened not later than 30th June, every year.
- (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 professional knowledge etc. during the year under review.

19.6.5 **Adopted Accounts and Report to Regional Council and the Council**

A copy of the audited accounts along with the Auditors' Report 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 (07) days after the date of the Annual General Meeting.

19.6.6 **Internal Audit:** The provisions pertaining to Internal Audit shall be governed by ICSI Guidelines for Conduct of Internal Audit, 2020 *as amended from time to time*.

19.6.7 Special Audit

- (i) Where the Internal Audit Report duly complete in all respect is not received by the Institute for any three consecutive quarters from the Chapters, the matter shall be placed before the Finance Committee of the Council which may direct for a 'Special Audit'. Further, the Finance Committee may *suo moto* give directions to the Dte of Internal Audit, for conducting Special Audit of any Chapters.
- (ii) Special Audit shall be undertaken by the Dte. of Internal Audit or a Company Secretary in Practice/firm of Practising Company Secretaries / Chartered Accountant in Practice/ a firm of Chartered Accountants in Practice, as may be decided by the Finance Committee. In case a Company Secretary in Practice/firm of Practising Company Secretaries / Chartered Accountant in Practice/ a firm of Chartered Accountants in Practice are engaged, the Dte. of Internal Audit shall recommend the fees which shall be decided by the Secretary, ICSI.
- (iii) The Special Auditor so engaged shall submit its Report to the Dte. of Internal Audit.
- (iv) The summary of the findings of the Special Audit shall be placed before the Finance Committee of the Council for taking note and necessary action in this regard.

19.6.8 Property and Assets of the Chapter

- (i) All properties, assets and Funds of 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.
- (ii) 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.
- (iii) All properties and assets including Land, Building and office premises, as and when acquired, shall be in the name and beneficial ownership of the Institute, and it shall be the duty of the Managing Committee to keep the same in good condition at all the time.

19.6.9 The safe custody and maintenance of 'Books and Papers', which includes books of account, deeds, agreements, contracts, vouchers, writings, documents, minutes and registers maintained on paper or in electronic form, shall vest with the In-Charge.

SECTION VII

Opening and Closing of Chapter

20. Opening, Closing and Reconstruction of Chapter

20.1 Procedure for opening of New Chapter

- 20.1.1 The Committee of the Council responsible for regulation, development and management of Chapters and / or such other Committee as may be decided by the Council from time to time/Executive Committee or on the recommendation of the respective Regional Council may in its Meeting and subject to due diligence, recommend to the Council, the proposal for opening new Chapter, pursuant to the criteria mentioned in these Guidelines.
- 20.1.2 The Council after considering the recommendations may approve the proposal for opening of new Chapter; and shall decide on the constitution of the Managing Committee by means of 'Election' or 'Nomination' thereof.
- 20.1.3 Procedure for nomination of Managing Committee:
 - (i) The Dte. of Co-ordination shall send an intimation by bulk email to all members whose professional address or residential address, (in the absence of professional address) comes under the Jurisdiction of the proposed new Chapter, informing that Institute is in process of opening a new Chapter at the respective location and requesting to express their willingness if any to be inducted as member of the Managing Committee.
 - (ii) Such interested members shall send their consent in *prescribed format* to the Dte. of Co-ordination, within Seven (07) days of circulation of notice inviting the above Nominations.
 - (iii) The Dte. of Co-ordination shall after diligence, submit such list of Members to the President, ICSI for finalization of the Members of the first Managing Committee of the Chapter for the remaining Council Tenure.
 - (iv) The Dte. of Co-ordination shall intimate the list of Managing Committee Members to such Members nominated, with a copy to the respective Regional Director.
- 20.1.4 The first Meeting of the Managing Committee of the new Chapter shall be convened within Thirty (30) days of intimation of the constitution of the Managing Committee, from the Dte. of Co-ordination, the notice of which shall be issued by the Respective Regional Director.
- 20.1.5 The date of the first Meeting of the Managing Committee shall be considered to be the 'date of formation' of the Chapter.
- 20.1.6 The President, ICSI may nominate one of the Members of the Council as Mentor to the said Chapter, who may endeavour to remain present physically for the first Meeting of the Managing Committee.
- 20.1.7 The Ex-officio member for the Chapter or the Mentor, as the case may be, shall *preside over* the first Meeting of the new Managing Committee. In the absence of Ex-officio/Mentor, the President, ICSI shall nominate a *Member of the Council belonging to the respective Regional Council of the Chapter*, who shall *preside over* and conduct the Meeting to start the proceedings.

- 20.1.8 At the Meeting of the members of the newly constituted Managing Committee, the names of office bearers for the first Council year shall be decided by them amongst themselves.
- 20.1.9 The name of the Officer bearers shall be decided in the sequential order *i.e.* Chairman, Vice-Chairman, Chapter Secretary and Treasurer.
- 20.1.10 Once the Chairman is decided, the Ex-officio Member/ Mentor/Nominated Council Member, as the case may be, shall request the new Chairman to occupy the Chair and further proceedings of the Meeting shall be conducted by the new Chairman.
- 20.1.11 The Mentor/Nominated Council Member shall have a right to vote at such Meetings only in case of a tie for election of Chairman. However, the Ex-officio shall have a right to cast the original votes and further a casting vote in case of a such a tie.
- 20.1.12 **Facilities:** The Dte. of Infrastructure shall arrange rented office premises, sign boards, office furniture, computer, telephone etc. required for the smooth functioning of the Chapter. The Dte. of HR shall deploy office staff at the new Chapter. The Dte. of Finance and Accounts shall ensure the opening of bank account of the new Chapter. These tasks shall be coordinated by the respective Regional Director to ensure timely completion.
- 20.1.13 **Inauguration:** Upon arrangement of all the above facilities at the new Chapter, a formal inaugural function of the Chapter may be organized on a convenient day, in the presence of President, ICSI.
- 20.1.14 **Statutory Auditor:** The appointment of Auditor shall be made within a period of Sixty (60) days from the date of intimation of the constitution of the Managing Committee by the Dte. of Co-ordination.
- 20.1.15 **Opening of Bank Account:** The In-charge of the Chapter shall ensure that the Bank Account of the Chapter is opened as envisaged in the Financial Guidelines of the Institute.

20.2 **Issue of Directions, Closing or Reconstruction of Chapter**

- 20.2.1 **Issue of Directions:** 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 fulfilment of the objects of the Act, the Regulations and Guidelines made thereunder in the discharge of its functions. The Chapter or its office bearers or its Managing Committee and In-Charge shall be bound to carry out any such directions, as per the prescribed timelines.
- 20.2.2 **Dissolution/Reconstruction of Chapter:** The Council may at any time, if it considers necessary so to do, dissolve and/or reconstitute a Chapter, pursuant to Regulation 145 of the Regulations.
- 20.2.3 **Effect of non-compliance:** In the event of any non-compliance or failure to adhere to the provisions outlined in the Act, Regulations, Guidelines, and directives of the Council, by whatever name called, the Council may take appropriate action against the respective Chapter, its In-charge, Office Bearers, or Managing Committee, as deemed necessary. This action may include but is not limited to cancellation, suspension, or the nullification of any powers vested in the office bearers or the Managing Committee, or the appointment of an Administrator with specific powers assigned by the Council. Prior to any such action, the individuals or entities involved will be given the opportunity to present their case and be heard.

- 20.2.4 **Categorization as Evolving Chapters:** In case of (i) gross negligence (ii) non-performance by a Chapter (iii) incurring losses for Three (03) consecutive financial years, the Council may at any time, dissolve/categorize such Chapter as Evolving Chapter, after affording an opportunity of being heard to the concerned Managing Committee of such Chapter.
- 20.2.5 The Council may also, if it considers necessary, merge, split or reconstitute a Chapter, within its Jurisdiction.

SECTION VIII

Duties and Responsibilities of In-Charge of the Chapter

21. Officer and Staff of Chapter

21.1 Appointment

- (i) Officer and staff of the Chapter shall be appointed by the Institute.
- (ii) The Chapter shall have no power to appoint any officer or staff on regular, casual or daily wage basis in the Chapter or on *ad hoc* basis in the Chapter.
- (iii) [The Chapter deleted]*²³

21.2 Duties and Responsibilities

The In-Charge of the Chapter holds a pivotal role as the representative of the Institute within the Chapter's Jurisdiction. The responsibilities encompass ensuring professionalism and aligning efforts towards realizing the vision and mission of the Institute. Working under the guidance of the Managing Committee and the direction of the Headquarters, the In-Charge has a multifaceted role, including:

- (i) Conducting CAPs at schools, colleges, universities and at other places, in accordance with the targets set by the Headquarters.
- (ii) Proactively assisting students and aspirants of the Company Secretaryship Course and stakeholders of the Institute within the Jurisdiction, by addressing clarifications, providing direction and extending support thereto.
- (iii) Supporting the Headquarters for establishing Study Centres in reputed colleges and entering into academic collaborations with reputed universities.
- (iv) Diligently supporting the Institute in the smooth conduct of examinations and provide proactive assistance as required.
- (v) Facilitating placement services for students and new members in coordination with corporates and PCS firms under the guidance of Placement Cell of the Headquarters.
- (vi) Organizing programmes including but not limited to Training Programmes, Programmes / Seminars for the benefit of students and Members under the guidance and direction of the Managing Committee.
- (vii) Overseeing the overall administration of the Chapter and its various activities.
- (viii) Providing administrative leadership and guidance to the office staff.
- (ix) Ensuring compliance with the policies, Guidelines and directives issued by the Institute.
- (x) Adhering to the Compliance Calendar, including proper maintenance of records and documentation.

*²³ Words deleted [(iii) The Chapter may outsource any services to an approved agency at its own expense, subject to prior approval from the Directorate of HR.] at its 315th Meeting of the Council held on 18-19th March, 2025.

- (xi) Preparation of Capital Budget and Revenue Budget in consultation with Chairman/ Managing Committee and timely submission to Headquarters for consideration.
- (xii) Facilitating and supporting both Statutory and Internal Audits.
- (xiii) Managing routine payments including utility bills.
- (xiv) Assisting Infrastructure Committee of the Chapter for documentation works for building project of the Chapter in coordination with Headquarters, various local Government Bodies, liasoning with outside agencies, architects, etc. as and when required.
- (xv) Ensuring timely submission of all major reports – MIS, Quarterly reports [including signing thereof], Proceedings for Chartered Secretary Journals/ E-Newsletter [if any], Internal Audit, Statutory Audit, preparation of Annual Reports for AGM, preparation of reports for Leadership Summit etc.
- (xvi) Assisting the Managing Committee in the efficient management of Chapter affairs, particularly by familiarizing them with Institute policies, guidelines, directions, and circulars.
- (xvii) Ensuring timely conduct of Meetings such as Managing Committee Meetings, Infrastructure Committee Meetings and Annual General Meetings while following due procedures as per Institute's guidelines.
- (xviii) Conduct of Chapter elections and facilitating the Council / Regional Council elections.
- (xix) Identifying areas for improvement in Chapter operations, proposing innovative solutions, and implementing changes to enhance efficiency and effectiveness, with reporting to the Directorate of Co-ordination and Maintaining effective communication with the Headquarters as required.
- (xx) Ensure overall compliance of these Guidelines.
- (xxi) Initial all the receipts and payment vouchers before placing the same before the Competent Authority for approval.
- (xxii) Such other functions as may be directed by the Headquarters from time to time.

21.2A^{*33} Monthly Activity Report: The In-Charge shall forward a monthly report on the activities of the Chapter to the respective Regional Director, with a copy to the Dte of Co-ordination.

- 21.3 **Quarterly MIS Report:** The In-Charge shall forward to the Regional Council and the Dte. of Co-ordination, a 'Quarterly MIS Report' in the format *as may be prescribed* about its functions and activities within Ten (10) days of the close of each quarter.
- 21.4 **Compliance Certificate:** The In-Charge of the Chapter shall submit 'Compliance Certificate' on a monthly basis to the Dte. of Co-ordination, in the format prescribed in Annexure 6, duly signed by the Chairman of the Managing Committee and the In-charge of the Chapter, confirming *inter alia*, adherence to the provisions of these Guidelines, on or before the Tenth day of the ensuing month.
- 21.5 The Quarterly Report and the Certificate above shall be placed for taking note and review, in the Meetings of the Managing Committee, held immediately after the submission of the same.

^{*33} As inserted vide Council decision in the 323rd Meeting held on 20-21 November, 2025.

PART B

SECTION IX Evolving Chapters

22. Constitution and Jurisdiction

- 22.1 An Evolving Chapter may be constituted in a Jurisdiction where there are at least **Thirty (30)** members having their Professional Address or Residential Address (in the absence of Professional Address) within such Jurisdiction.
- 22.2 An application in the *prescribed form* duly filled and signed by at least Twenty (20) Members from such Jurisdiction shall be submitted to the Dte. of Co-ordination.
- 22.3 Upon evaluation of the application and due diligence, the same shall be sent to the President, ICSI, along with the recommendation of the Dte. of Co-ordination.
- 22.4 *Notwithstanding anything contained in Clause 4.1*, the President, ICSI may after considering the recommendations of the Dte. of Co-ordination, accord his approval and constitute the Evolving Chapter.
- 22.5 Upon constitution of such Chapter, the Dte. of Co-ordination shall intimate the same to the respective Regional Director within Five (05) days thereto. Further, the details regarding such constitution shall be placed in the ensuing Meeting of the Council for taking note.
- 22.6 The name of such Evolving Chapters so constituted shall be notified in the Chartered Secretary Journal and on the website of the Institute.
- 22.7 No Evolving Chapter shall be constituted within the municipal limits of the city where the office of the Regional Council/Chapters are already set up.
- 22.8 The Evolving Chapters may, upon fulfilling the criteria of minimum number of students and/or members may apply to the Dte of Co-ordination for categorization as Silver grade Chapter.

23. Managing Committee

- 23.1 There shall be a Managing Committee to oversee the operations of the Chapter and to discharge the responsibilities designated to it under these Guidelines.
- 23.2 Upon formation of a new Evolving Chapter, the President, ICSI shall constitute the Managing Committee of Evolving Chapters comprising of Four (04) Members, out of the Members who have signed the application for constitution of the Evolving Chapter as mentioned in Clause 22.2, for the respective Council Tenure, provided their professional address or residential address (in the absence of professional address) is within the Jurisdiction of the said Chapter.
- 23.3 The details of constitution of the Managing Committee shall be intimated by the Dte. of Co-ordination to the respective Regional Director and the members of the Managing Committee, within Three (03) days.
- 23.4 For every Council year, the Managing Committee shall decide on the Chairman on or before 31st December, the decision of which shall be intimated to the respective Regional Director and the Dte. of Co-ordination.
- 23.5 The Members of the Managing Committee of the respective Evolving Chapter may be the Members of such Committee for **multiple terms**, including occupying the position of Chairman.

- 23.6 The Functions of the Managing Committee shall comprise of the following:
- (a) Organising **CAP** as per the targets set by Headquarters in the defined area of Jurisdiction.
 - (b) Organising **Professional Development Programmes [PDP]** for Members.
 - (c) Sending of **MIS** and other data as may be required by the Headquarters from time to time.
 - (d) Ensuring that the **Books of Accounts** of the Chapter are maintained at the respective Regions.
 - (e) Supporting the Regional Office in completion of **Statutory Audit** of the Chapter.
 - (f) **Compliance** of the Guidelines, directions/instructions of the Institute by whatever name called.
 - (g) Such **other functions** as may be delegated by the Council from time to time.
- 23.7 No Committees, Sub-Committees, Task Force by whatever name called other than the Managing Committee shall be formed in the Evolving Chapters.
- 23.8 The quarterly Members' Programme/PDP shall be designed to provide a maximum of Four (04) CPE credits. There shall be a gap of Forty-Five (45) days between two programmes. Such Chapters *shall not* carry forward/shift the programmes to other quarters. The award of CPE credits for the Members attending the PDP shall be managed by the respective Regional Office.

24. Declaration and KYM

The provisions of **Clause 8** and **Clause 9** '*shall be*' applicable for the Members of the Managing Committee of Evolving Chapters.

25. Infrastructure

- 25.1 No Infrastructure shall be provided to the Evolving Chapter by the Headquarters and are not permitted to use premises on rent for its functioning.
- 25.2 The offices of the Managing Committee Members can be utilized for the functioning of the Chapter. However, with the *unanimous approval* from the Managing Committee Members, the office space of other Members within the Jurisdiction of the Chapter may be used. There should not be any financial burden on the Chapter, Regional Council or the Institute in this respect.
- 25.3 The Chairman of the Managing Committee shall be responsible to inform the Dte. of Co-ordination, about such addresses and any changes if any, within a period of Seven (07) days thereof.

26. Finance and Accounts

- 26.1 The Books of Accounts of the Chapter shall be *maintained at the respective Regional Office* of the Evolving Chapter separately and shall be consolidated with the books of accounts of the Regional Office.
- 26.2 The Statutory Auditor of the Evolving Chapter shall be appointed by the Regional Council, who shall preferably be the same Auditor of the respective Regional Office, on an annual basis on or before 30th June for the relevant Financial year. In the year of formation, the Auditor shall be appointed within 30 days of formation of the Chapter.
- 26.3 Such Statutory Auditor shall conduct the audit of the books of accounts of the Evolving Chapters. In case, such Statutory Auditor is unable to conduct the audit, another auditor may be appointed by the Regional Council.

- 26.4 The bank accounts of the Chapter shall be operated jointly by two members of the Managing Committee as signatories, as may be authorized by the Managing Committee, with a transaction limit of Rs. 5000/- (Rupees Five Thousand Only) for a single transaction.
- 26.5 The GST Registration of the respective Regional Office shall be used by the Evolving Chapters.
- 26.6 Evolving Chapters are not permitted to independently possess property or assets of any nature.

27. Meetings

- 27.1 A half-yearly Meeting of the Managing Committee of the Chapter shall be convened, on hybrid basis.
- 27.2 Such Meetings shall be called by giving Five (05) days' Notice, specifying the date, time, venue and agenda.
- 27.3 Two (02) Members present physically or virtually, shall constitute the quorum.
- 27.4 The Chairman of the Managing Committee shall ensure that the Minutes of the Meeting are properly recorded, and it shall be the duty of the Chairman to send the duly signed copies of the Minutes to the respective Regional Office within Thirty (30) days of the Meeting.
- 27.5 The provisions of **Section V** of these Guidelines *shall not* be applicable to the Evolving Chapters.

28. General

- 28.1 Manpower: No dedicated manpower shall be allocated to the Evolving Chapters.
- 28.2 For organising CAP and other activities, requisite support may be extended by the respective Regional Offices.

PART C

SECTION X Miscellaneous

- 29. Co-ordination:** The Dte. of Co-ordination shall be responsible for coordination between the Chapters, Regional Offices and Headquarters and for implementation of these guidelines.
- 29A^{*5} Regional Director :** The Regional Director should act as a first nodal point to monitor the compliance of the ICSI Chapter Management Guidelines, 2024.
- 30. Infrastructure:** Guidelines pertaining to Infrastructure shall be governed by the 'Infrastructure Guidelines' issued by the Institute from time to time.
- 31. Programmes:** Guidelines pertaining to programmes of the Chapter shall be governed by the ICSI Programme Guidelines, 2024, as amended from time to time.
- 32. Branding:** Guidelines pertaining to Branding shall be governed by ICSI Guidelines for Branding Activities and Media, 2019, as amended from time to time.
- 33. Financial Guidelines:** Guidelines pertaining to Finance shall be governed by Financial Guidelines, DoFP and other Guidelines, as amended from time to time.
- 34. Defect of Constitution or vacancy in the Managing Committee not to affect 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, post any such communication to the Chapter till removal of the defect to the satisfaction of the Council shall be deemed invalid.*
- 35. Newsletters:** It shall always be ensured that the newsletters, by whatever name called, if any issued by the Chapter shall always be in electronic form and no physical newsletters shall be issued.
- 36. Formats:** Changes if any required for the formats including the Declarations, Nominations, Consent forms, other forms may be made by the Dte. of Co-Ordination subject to the provisions of these Guidelines, with the approval of the Secretary, ICSI.
- 36A. [MoU/Agreement:** Chapter of the Institute shall not directly enter into MoU/Agreement with any organization viz. Hospital, Media, Entertainment, etc. for the Members/ Students/ Employees of the ICSI. *Chapter must share the details of such proposal with the Headquarters. The authority to enter into such MoU/Agreement with any organization rests solely with the Headquarters.]*^{*24}
- 37. 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, then the Secretary, ICSI shall decide the matter in consultation with the President, ICSI and pass such orders as may appear necessary or expedient for carrying out the objectives of these Guidelines. [Provided further that all matters dealt with under this paragraph shall be ratified in the Concerned Committee/Executive Committee and passing necessary instructions wherever necessary.]^{*25}

^{*5} As inserted vide Council decision in the 312th [Annual] Meeting dated 08-09th October, 2024.

^{*24} As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025.

^{*25} As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025.

PART D

SECTION XI Leadership Summit

38. Objective

'To provide a platform for the representatives, senior management and officials of the Institute so as to foster collaboration, align strategic goals, drive innovation, strengthen leadership capabilities, inspire collective commitment, and propel the Institute towards sustained success; review current performance metrics, address challenges, and identify opportunities for growth; and facilitate open communication and sharing best practices, thereby developing actionable plans to enhance operational efficiency, improve team dynamics, and ensure that the vision and mission of the Institute are effectively pursued.'

39. Participants for the Leadership Summit (hereinafter referred to as "the Summit") shall mean and include-

- a) Members of the Council
- b) Secretary, ICSI
- c) Members of the Regional Councils.
- d) Chairmen of the Managing Committees of all the Chapters of the Institute.
- e) Senior Management of the Institute [Functional heads of Directorates, Regional Directors, Heads of CCGRTs, Functional heads of Companies promoted by the Institute.]
- f) In-charge of all the Chapters.
- g) Such other persons and support officials as may be required to make various administrative arrangements, as may be decided by the Secretary, ICSI in consultation with the President, ICSI.

40. Purpose

- a) To facilitate interaction among the participants and have brainstorming sessions, allowing for the deliberation of important and critical issues, generate new ideas, driving the Institute to greater heights.
- b) To review the performance of Chapters and Regions in terms of parameters including but not limited to student registration, CAPs, programmes.
- c) To develop a common strategic action plan, measurable targets for the activities of each Regional Council and the Chapters under their Jurisdiction, for every year, and to establish timelines thereto.
- d) To provide training to the participants including skill development, familiarization with the Act, Regulations, Guidelines and other relevant procedures.
- e) To develop team building and leadership skills among all participants.
- f) To foster a sense of togetherness among all participants, encouraging constructive criticism and enabling path-breaking decisions based on such deliberations.

41. Frequency

- 41.1 The Summit shall be organized every calendar year.
- 41.2 Endeavour shall be made to organise the Summit within one month of the first Meeting of the new Council, in the first year of the Council tenure and in the subsequent years, within 45 days of the first Meeting.
- 41.3 The Summit may be scheduled for a period of Three (03) days.
- 41.4 Notwithstanding anything contained in these Guidelines, the President, ICSI shall determine the exact dates and duration of the Summit.

42. Proceedings of the Summit

- 42.1 An indicative list of programmes to be accommodated for the Summit, which may be adopted to the extent possible, is as follows:

For Members of the Council, Secretary and the Senior Management

For Members of the Regional Council, Chapter Chairmen, Regional Directors, In-Charge of Chapters

Day 1

1. Introduction.
2. Orientation Programme/ Leadership workshop
3. Group Photographs

1. Introduction.
2. Team building exercise/ Orientation Programme/ Leadership workshop/ soft skills/lifestyle management sessions etc.
3. Group Photographs

Day 2

1. Presentations on Plan of Action by-
 - Members of the Council/ Committee Chairmen
 - Secretary
 - HoDs and Heads of CCGRTs
2. Leadership Development session for HoDs and Heads of CCGRTs
3. Group Photographs

1. Presentation on Plan of Action by-
 - Chairman-Regional Council
 - Regional Director
2. Separate Meetings of Regional Councils with all Chapters under respective Regional Council [preferably in presence of Member(s) of the Council of that Region].
3. Group Photographs
4. Cultural Meet for all the Participants*

Note: Cultural Meet may accommodate recreational / entertainment programmes, musical/cultural night cum gala dinner etc. for all the Participants.*

Day 3 [Combined Session for all Participants]

- a. Meditation Session/Sports activities
- b. Know your Institute [Including Training on Guidelines, familiarizing with procedures etc.].
- c. **Closing Session-**
 - ICSI Motto Song
 - Oath by President, ICSI
 - Presentation by Chairmen-Regional Council on the future plans to the Council and the Senior Management [in the presence of all participants]
 - Open House
 - Address by Secretary, ICSI
 - Address by President, ICSI
 - Address by Vice-President, ICSI and Immediate Past President, ICSI
 - Interactive session
 - Vote of thanks
 - National Anthem

42.2 The schedule may be adjusted based on factors such as hotel accommodation and related requirements. To accommodate these adjustments, the programme duration may be altered as may be deemed necessary.

42.3 The Programme schedule shall be finalized by the Secretary, ICSI in consultation with the President, ICSI based on the recommendations of the Dte. of Co-ordination.

43. Budget: Budget of the Summit shall be allocated from the overall budget of the Institute.

44. Awards

44.1 The Institute sets various targets for Student Registration, CAP, Various Training Programmes etc. which are communicated in advance to all Regional Offices /Chapters. To encourage and motivate the top achievers of targets in various categories, the Institute may acknowledge their efforts and recognize them by giving prizes/awards/certificates.

44.2 The criteria for Awards may be decided in advance and communicated to the Regional Offices / Chapters. The Jury for deciding the criteria and selection of achievers/awardees shall be decided by the Secretary, ICSI in consultation with the President, ICSI.

44.3 Awards including but not limited to Best Ideas, Know Your Institute etc. may be introduced, the modalities of which shall be decided by the Dte of Co-ordination in consultation with the Secretary, ICSI. The Dte of Co-ordination may also propose awards to motivate the employees of the Institute with the approval of the Secretary, ICSI.

45. Reports and MIS on targets

45.1 Before the Summit, the Dte of Co-ordination shall request and collate Reports, from the Regional Directors / In-charge of Chapters, covering the details of Targets allocated and the results thereto.

45.2 The performance / non-performance of the presented targets and goals be linked appropriately with high weightage for deciding Best Regional Council/ Chapter Awards and promotions of the concerned employees.

46. Dress Code

Participants are required to adhere to formal attire [For Men-preferably formal suit/ blazer with necktie, formal shoes and For women- formal suit/ blazer, saree / any other formal dress] throughout the Summit, unless instructed otherwise. However, for cultural events and informal gatherings, participants may dress in casual attire or attire that reflects their cultural background.

47. Taking note of the Proceedings/Minutes of the Summit

Upon completion of the Summit, the Dte. of Co-ordination shall compile and submit the Proceedings, to the President, ICSI through Secretary, ICSI. Officer(s) shall be deputed to take note of the Proceedings of the Summit.

48. Action Points

The Dte. of Co-ordination shall collate the Action points of (i) Sub-Committees of the Council (ii) Senior Management and (iii) Regional Council, along with target date(s) if any fixed. The Proceedings of the Summit along with the Action Points shall be placed before the Council for review.

49. Feedback

49.1 The Dte. of Co-ordination shall circulate a Feedback Form, in a format approved by the Secretary, ICSI, among the participants of the Summit, which will facilitate the analysis of participants' opinions, suggestions, and overall experience of the Summit, for further improvements. The Dte. of Co-ordination shall collate and submit a report on the same to the Secretary, ICSI.

50. Review Meeting & Reporting

- 50.1 A Review Meeting of Regional Council(s) with Chairmen of the Managing Committee of Chapters of respective Region shall be organized for review of the Action Points, within Six (06) months after conclusion of the Leadership Summit through virtual platform. A Status Report shall be prepared and submitted to the President, ICSI within Seven (07) days of the aforesaid meeting by the Chairman/Regional Director of the respective Region, through the Dte. of Co-ordination.
- 50.2 The President, ICSI shall hold a Review Meeting with the Chairmen of Regional Council(s), respective Regional Director(s) and Chairmen of respective Chapters, within 15 days of receipt of the aforesaid Report, through Virtual Platform.
- 50.3 Review Meeting(s) of President, ICSI with Chairmen of Regional Council(s) and Regional Director(s) shall be held to review the progress, as and when deemed necessary, by OAVM.
- 50.4 The Regional Councils shall not convene separate Review Meetings with the Chairman of the Managing Committee of Chapters under their Jurisdiction, in physical mode. Such Review Meetings may be called at regular intervals in virtual mode.

51. General

- 51.1 The Dte. of Co-ordination shall serve as the Co-ordinating Directorate for the purpose of organising the Summit.
- 51.2 The Head of the Dte. of Co-ordination shall primarily be responsible for designing, scheduling, and organising the Summit and shall be deemed as the Programme Director. The Secretary, ICSI in consultation with the President, ICSI shall form a Team by selecting various employees to ensure smooth conduct of the event.
- 51.3 The officials of the Regional Office/Chapters/CCGRT present at the Summit shall also support and contribute towards the success of the Summit. Names of the officials working therein may be added to the duty chart to be prepared in this regard.
- 51.4 The Dte. of Co-ordination, in consultation with the Secretary may allocate specific duties to the Senior Management officials and In Charge of chapters as may be deemed necessary.
- 51.5 The TA/DA payable to the Participants for attending the Summit, shall be as per entitlements as approved by the Institute.
- 51.6 In cases where circumstances prevent participation in the Summit through physical attendance, special approval from the Secretary, ICSI, may be sought to participate *via* OAVM.
- 51.7 Further, in case of any request for leave of absence, the same shall be considered by the Secretary, ICSI, based on the recommendation of the Dte. of Co-ordination.

- 52. **Removal of Difficulties:** If any difficulty arises with respect to the observance / interpretation of Part D of these Guidelines, or some unforeseeable circumstances occur which have not expressly been provided for in the Part, the Secretary, ICSI in consultation with the President, ICSI shall decide the matter and pass such orders as may appear necessary or expedient for carrying out the objectives of these Guidelines.

PART E

SECTION XII Awards

53A. [Authority]

The authority to distribute Awards to the Regional Councils and Chapters of the Institute rests solely with the Headquarters. Regional Councils/Chapters are not permitted to distribute any Awards in any form or manner (*including Certificates/ Gifts/ Felicitations etc.*) to the Chapter(s) of the Institute on any criteria/parameters and by any name whatsoever.]*²⁶

53. Objective

'Designed to recognize and honour exceptional performance, dedication, and excellence with the aim to motivate and strive for outstanding performance, innovative practices, and overall contribution to the Vision and Mission of the Institute.'

54. Applicability: Part E of these Guidelines shall be applicable to Regional Councils and Chapters of the Institute.

55. Categories of Awards

**National Best Regional
Council Award**

**Best Chapter Award in
Diamond Grade**

**Best Chapter Award in
Platinum Grade**

**Best Chapter Award in
Gold Grade**

**Best Chapter Award in
Silver Grade**

56. Criteria of Assessment and Evaluation Period

The evaluation period for assessment of the Awards shall be Council year, except for the financial criteria, for which the period shall be Financial Year. The criteria for determining the Awards shall be finalized by the Committee responsible for regulation, development and management of Chapters, as recommended by the Dte. of Co-ordination, from time to time.

57. Grounds for Disqualifications

57.1 Regional Council/Chapter may be considered disqualified from being eligible for the Awards on the following grounds:

- a. Operational losses for the immediately preceding Two (02) consecutive Financial years; or
- b. Less than 25% of the target fixed for CAPs during the year; or

*26 As inserted vide Council decision in the 315th Meeting held on 18-19th March, 2025.

- c. Less than 25% of the target fixed for Student Registration during the year; or
- d. Regional Office or Chapters with existing disputes amongst the Members of the Regional Council or Members of the Managing Committee; or
- e. Non-submission of Internal Audit Reports for Three (03) consecutive quarters for the year under review; or
- f. Non-Compliance of Guidelines issued by the Institute.

58. Venue for Presentation of Awards

- 58.1 The Awards for the Best Regional Council and Grade-wise Best Chapter for the performance in the previous year may preferably be presented in the Inaugural/Valedictory session of any of the National Programmes of the Institute.
- 58.2 These Awards shall not to be conferred before the declaration of the elections results in the election years and shall be kept in abeyance till such time. Such awards may be presented at the discretion of the President, ICSI at any of the National Programmes being organised by the ICSI in the following year.

59. Reimbursements

- 59.1 The expenses shall be regulated through *ICSI Guidelines for reimbursement of expenses to members/special invitees for their official travelling for attending Meetings / Events / Programs organized by ICSI Headquarters or for attending other Meetings as per specific directions from the ICSI Headquarters.*
- 59.2 The reimbursement of travelling expenses, lodging and other expenses shall be restricted to the Chairman or in his absence any other office bearer duly authorised by the Managing Committee of Chapter and Regional Director / In-Charge for receiving Best Regional Council Award and Chapter Awards.

60. Participation

- 60.1 Every Regional Office and Chapter ***shall participate*** in the Award process, *even if they are disqualified from the awards* and submit the desired information after getting the same approved from the Regional Council or Managing Committee of the Chapter, respectively, in the format *as may be prescribed* by the Committee responsible for regulation, development and management of Chapters, from time to time.
- 60.2 It shall be the duty of the concerned Regional Director or the In-charge of the Chapter to comply with the provisions of this Clause.
- 60.3 Non-participation from any Regional Council or Chapter shall be viewed seriously by the Institute.

61. Nomination

- 61.1 The Dte. of Co-ordination shall initiate the process and invite nomination by April 15 every year by giving one month time, i.e., upto May 15, to all Regions and Chapters to share their complete data.
- 61.2 The last date of nomination may also be extended for further period of 30 days after obtaining the approval of President, ICSI.
- 61.3 The Directorate of Co-ordination shall be responsible for fair conduct of the entire process and shall complete the process within 75 days of the last date of nomination.

- 62. Denominations of Award:** The denomination of Best Region & Chapter Awards in various grades shall be determined by the Executive Committee, upon the recommendation of the Committee responsible for regulation, development and management of Chapters.
- 63. Feedback and Improvement:** Post the presentation of awards, feedback will be provided to all Chapters and Regions, as the case may be to help them understand their strengths and areas for improvement, along with suggestions.
- 64. Documentation and Record-Keeping**
- 64.1 All nominations, scoring sheets, and evaluation reports will be securely stored for at least Three (03) years.
- 64.2 A Report summarizing the award process and outcomes will be prepared for internal review by the Dte. of Co-ordination.
- 65. Miscellaneous:** The Regional Director / In-charge of the Chapter who will be present at the function for receiving the Best Regional Council Award and Chapter Awards shall also support and contribute towards the success of the National Programme in which such awards are presented, and their names shall mandatorily be added in the duty chart to be prepared by ICSI for its officials and staff.
- 66. Removal of Difficulties:** If any difficulty arises with respect to the observance / interpretation of **Part E** of these Guidelines, or some unforeseeable circumstances occur which have not expressly been provided for in the Part, the Secretary, ICSI in consultation with the President, ICSI shall decide the matter and pass such orders as may appear necessary or expedient for carrying out the objectives of these Guidelines.

PART F

ANNEXURES

Annexure 1

DECLARATION OF INTEREST

(Pursuant to Clause 8 of the ICSI Chapter Management Guidelines, 2024)

DECLARATION OF INTEREST

(Pursuant to Clause 8 of the ICSI Chapter Management Guidelines, 2024)

[Tick (✓) Appropriate Box]

Member of the Managing
Committee ☐

Member proposing to stand for
election/nomination to the
Managing Committee ☐

Member proposing to be
nominated to fill casual
vacancy to the Managing
Committee ☐

Member of the
Sub-Committee ☐

Member proposing to
be nominated to the
Sub-Committee ☐

I, _____, having professional address or residential address (in the absence of professional address) within the Jurisdiction of the _____ Chapter of ICSI, do hereby solemnly confirm that, I [am / am not] directly or indirectly, related / connected /interested or through any of my relative ***or partners***^{*28}, in any private coaching centre running classes for the Company Secretaryship Course or serve as faculty thereof or involved in promotional activities for the same, pursuant to Clause 8.1 of the Chapter Management Guidelines, 2024.

The details of such interest [if any] are hereby annexed.

Signature [.....]

Name [.....]

ACS/FCS No. [.....]

Date [.....]

Place [.....]

^{*28} As inserted vide Council decision in the 323rd Meeting held on 20-21 November, 2025.

Annexure 2

FORMAT OF KYM (Know Your Member) DECLARATION

(Pursuant to Clause 9 of the ICSI Chapter Management Guidelines, 2024)

FORMAT OF KYM DECLARATION

(Pursuant to Clause 9 of the ICSI Chapter Management Guidelines, 2024)

[To be submitted online-Login with Personal Email id]

1. Region/Chapter [to be selected]:
2. Name of Member (First Name, Middle Name, Last Name):
3. Membership Type: [ACS/FCS]
4. Membership Number:
5. CoP Number (if any):
6. Designation with ICSI Regional/Chapter (like Chairman, Chapter Secretary, Member etc.):
7. Mobile Number:
8. Status of Occupation (Employed / CoP Holder/ Business/Any other Practice/others):
9. Particulars of Occupation [Name of the Firm/Organization]:
10. Professional Address or Residential Address (in the absence of Professional Address)
City:
State:
Pin code:
11. **UPLOAD** the Self Attested copy of proof of Professional Address or Residential Address (in the absence of Professional Address).

Note: Members are requested to provide Self Attested copy of proof of Professional Address or Residential Address (in the absence of Professional Address) as per details given below:

Members in Employment	: Office Id-card having address/ letter from the HR Department of the Employer / eCSIN details.
Members having Certificate of Practice	: Electricity / Telephone bill (not older than 02 months) of the premises/Rent agreement / GST Registration Certificate
Members in other Practice/ Business:	: Electricity / Telephone bill (not older than 02 months) of the premises/Rent agreement.
Members not covered above	: 1. Electricity / Telephone bill (not older than 02 months) of the residential premises/Rent agreement; AND 2. A self-declaration, duly signed, stating that the Member is not engaged in any business or professional work.

DECLARATION

I, [.....] having ACS/FCS Number [.....] do hereby declare that the information provided in the Format of KYM Declaration is true and correct to the best of my knowledge and belief and nothing relevant has been concealed thereof.

Verified on this ____ day of _____ 20 ____.

Signature :

Place :

Annexure 3

NOTICE OF CASUAL VACANCY

*[Pursuant to Clause 12.1 (ii) of the ICSI Chapter Management Guidelines, 2024]*³⁴*

^{*34}**Note: In case of resignation of the ‘Chairman’ of the Managing Committee, the ‘Notice inviting Nominations for filling Casual Vacancy’ will be issued under the name of Chairman of the respective Regional Council.**

^{*34} As inserted vide Council decision in the 323rd Meeting held on 20-21 November, 2025.

[On the Letter Head of the Chapter]

NOTICE OF CASUAL VACANCY

[Pursuant to Clause 12.1(ii) of the ICSI Chapter Management Guidelines, 2024]

Dear Members,

Sub: Notice inviting Nominations for filling Casual Vacancy

Notice is hereby given that [.....] casual vacancy (ies) has/have arisen in the Managing Committee of [.....] Chapter of [.....] of ICSI.

Accordingly, pursuant to Clause 12.1(ii) of the ICSI Chapter Management Guidelines, 2024, [.....] Chapter, hereby invites nomination from the *Eligible Members* of the Chapter, to fill the said casual vacancy(ies). [Please refer Clause 12.1(iv) & 15.1(iv)]

The Consent Form as required under Clause 12.1 (v) of the ICSI Chapter Management Guidelines, 2024 is attached herewith and hosted on the Child Portal of the Chapter at [...*provide the link*.....].

Interested Members, who are eligible for the above, as per the ICSI Chapter Management Guidelines, 2024 shall submit the following documents through email at [...*enter email id of the Chapter*.....]@*icsi.edu*, within Fifteen (15)/ Ten (10) days *as the case may be*, from the date of this Notice, i.e. [...*enter date*.....], on or before 5.30 PM:

- i. Consent Form duly filled. (refer Annexure 4 of the Guidelines)
- ii. Self-attested copy of proof of Professional Address or Residential Address (in the absence of Professional Address)
- iii. Declaration Form duly filled. (refer Annexure 1 of the Guidelines)
- iv. KYM Declaration. (refer Annexure 2 of the Guidelines)

For [.....] Chapter of the ICSI,

[Name and Signature of the Chairman]

Date : [.....]

Place : [.....]

Annexure 4

CONSENT FORM

[Pursuant to Clause 12.1(v) of the ICSI Chapter Management Guidelines, 2024]

Statement of Particulars

(To be Annexed to the Consent Form)

CONSENT FORM

[Pursuant to Clause 12.1(v) of the ICSI Chapter Management Guidelines, 2024]

I, [.....enter name.....] being a Member of the Institute of Company Secretaries of India (ICSI) and having Professional Address or Residential Address (in the absence of Professional Address) within the jurisdiction of [.....] Chapter of the [.....enter the region.....] India Regional Council of ICSI, not being in arrears this day in respect of Annual Membership Fee for the current financial year, and being *eligible* [refer Clause 12.1(iv)] to stand for Nomination, hereby accord the *consent* to be nominated for one of the seats to be filled up for the Managing Committee of the said Chapter, caused due to the casual vacancy of a Member(s) of the Managing Committee.

I agree to abide by the provisions of the ICSI Chapter Management Guidelines, 2024 and the decision(s) taken by the Council / Institute from time to time.

The duly filled *Statement of Particulars* is enclosed herewith.

Signature : [.....] Date : [.....]

Name in full : [.....] Place : [.....]

Membership No. : [.....]

CoP No. / eCSIN (if any) : [.....]

Professional Address or
Residential Address (in
the absence of
Professional Address)
:
[.....]
[.....]
[.....]
[.....]

(Contd..)

*Paste latest
passport size
colour
photograph*

STATEMENT OF PARTICULARS

(To be annexed to the Consent Form)

a. Name	
b. Membership No. and CoP No. / eCSIN (if any)	
c. Professional Address or Residential Address (in the absence of Professional Address)	
d. Date of birth	
e. Date of Enrolment as an Associate / Fellow member	ACS _____ FCS _____
f. Whether citizen of India	[Yes/No]
g. Whether found guilty of any professional or other misconduct and consequently has been reprimanded or the name has been removed from the Register of Members or has been awarded penalty of fine as on the date of nomination.	[Yes/No]

<p>h. If the answer is [Yes] to (g) above, provide the following details, <i>wherever applicable</i> (separately for each misconduct for which found guilty):</p> <ul style="list-style-type: none"> i. the offence for which found guilty ii. the date of reprimand iii. the date from which the name was removed on account of above disqualification from the Register of Members iv. the total period of removal v. the date on which the period of removal expired vi. whether the removal was on account of misconduct falling under the First Schedule or Second Schedule vii. the date on which the penalty of fine was awarded viii. amount of penalty of fine ix. the date on which the payment was made for penalty of fine awarded. 	
<p>i. Other information [if any]:</p> <ul style="list-style-type: none"> a. Academic qualifications (diplomas including post qualification diploma(s) and degrees recognised by Government/Council and membership of professional bodies recognized by the Council); b. Merit awards (limited upto first three positions) in the examinations of recognised universities and the examinations conducted by the Institute; c. Past and present membership of Managing Committees of Chapters and office bearership. 	

<p>j. Particulars of occupation: -</p> <p>i. Employment (designation with name of present employer)</p> <p>ii. Practice (sole proprietor or in partnership including the name of the firm)</p> <p>iii. Particulars of other occupation/engagement, if not covered by (i) and (ii) above.</p>	
<p>k. Please attach-</p> <p>i. Self-attested copy of proof of Professional Address or Residential Address (in the absence of Professional Address).</p> <p>ii. Two coloured passport size photographs.</p>	

[Signature of the Candidate]

VERIFICATION

I, [.....] having ACS/FCS Number [.....] do hereby verify that the information provided in the foregoing 'Statement of Particulars' is true and correct to the best of my knowledge and belief and nothing relevant has been concealed thereof.

Verified on this ____ day of _____ 20____.

[Signature of the Candidate]

Place:

Annexure 5

**FORM OF NOMINATION OF CANDIDATE FOR ELECTION TO THE
MANAGING COMMITTEE**

Consent Form

Statement of Particulars

(To be Annexed to the Consent Form)

Undertaking

(To be signed by candidate for 'Election' to the Managing Committee of Chapters of ICSI)

FORM OF NOMINATION OF CANDIDATE FOR ELECTION TO THE MANAGING COMMITTEE

FORM OF NOMINATION OF CANDIDATE FOR ELECTION TO THE MANAGING COMMITTEE OF _____ CHAPTER OF THE _____ INDIA REGIONAL COUNCIL OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

[Pursuant to Clause No. 15 of the ICSI Chapter Management Guidelines, 2024]

NOMINATION

We, the undersigned Members of The Institute of Company Secretaries of India (ICSI), not being in arrears on this day in respect of the annual membership fee for the current financial year and being eligible to vote under Clause No. 15.1 (iii) of the ICSI Chapter Management Guidelines, 2024 do hereby nominate CS _____ who is a Member of ICSI having professional address or residential address (in the absence of professional address) within the jurisdiction of [.....] Chapter of the [.....enter the region.....] India Regional Council of ICSI, as a candidate for election to one of the seats to be filled up for the Managing Committee of _____ Chapter under _____ India Regional Council of ICSI in accordance with the provisions contained in the Guidelines.

- | | | | |
|---|---|---|-------|
| 1 | Signature of Proposer | : | <hr/> |
| | Name | : | <hr/> |
| | Membership No. | : | <hr/> |
| | Professional Address or Residential Address
(in the absence of Professional Address) : | | |
| | | | <hr/> |
| | Date | : | <hr/> |
| 2 | Signature of Seconder | : | <hr/> |
| | Name | : | <hr/> |
| | Membership No. | : | <hr/> |
| | Professional Address or Residential Address
(in the absence of Professional Address) : | | |
| | | | <hr/> |
| | Date | : | <hr/> |

Note : The Professional Address or Residential Address (in the absence of the Professional Address) of the Proposer and Seconder should be within the jurisdiction of the Chapter w.r.t. which form of nomination has been filled.

(Contd..)

CONSENT FORM

I, [.....enter name.....] being a Member of the Institute of Company Secretaries of India (ICSI) and having professional address or residential address (in the absence of professional address) within the jurisdiction of [.....] Chapter of the [.....enter the region.....] India Regional Council of ICSI, not being in arrears on this day in respect of Annual Membership Fee for the current financial year, and being *eligible* [refer Clause 15.1(iii), (iv) & (v)] to stand for election to the Managing Committee of the said Chapter, hereby accord the Consent to be elected/nominated as a Member of the Managing Committee of the said Chapter.

I agree to abide by the provisions of the ICSI Chapter Management Guidelines, 2024 and the decision(s) taken by the Council / Institute from time to time.

The duly filled *Statement of Particulars* is enclosed herewith.

Signature	:	[.....]	Date	:	[.....]
Name in Full	:	[.....]	Place	:	[.....]
Membership No.	:	[.....]			
CoP No. / eCSIN (if any)	:	[.....]			
Professional Address or	:	[.....]			
Residential Address (in the	:	[.....]			
absence of Professional	:	[.....]			
Address)	:	[.....]			

(Contd..)

*Paste latest
passport size
colour
photograph*

STATEMENT OF PARTICULARS

(To be annexed to the Consent Form)

a. Name	
b. Membership No. /CoP No. / eCSIN (if any)	
c. Professional Address or Residential Address (in the absence of Professional Address)	
d. Date of birth	
e. Date of Enrolment as an Associate / Fellow member	ACS _____ FCS _____
f. Whether citizen of India	[Yes/No]
g. Whether found guilty of any professional or other misconduct and consequently has been reprimanded or the name has been removed from the Register of Members or has been awarded penalty of fine as on the date of nomination.	[Yes/No]

<p>h. If the answer is [Yes] to (g) above, provide the following details, <i>wherever applicable</i> (separately for each misconduct for which found guilty):</p> <ul style="list-style-type: none"> i. the offence for which found guilty ii. the date of reprimand iii. the date from which the name was removed on account of above disqualification from the Register of Members iv. the total period of removal v. the date on which the period of removal expired vi. whether the removal was on account of misconduct falling under the First Schedule or Second Schedule vii. the date on which the penalty of fine was awarded viii. amount of penalty of fine ix. the date on which the payment was made for penalty of fine awarded. 	
<p>i. Other information [if any]:</p> <ul style="list-style-type: none"> a. Academic qualifications (diplomas including post qualification diploma(s) and degrees recognised by Government / Council and membership of professional bodies recognized by the Council); b. Merit awards (limited upto first three positions) in the examinations of recognised universities and the examinations conducted by the Institute; c. Past and present membership of Managing Committees of Chapters and office bearership. 	

<p>j. Particulars of occupation: -</p> <p>a. Employment (designation with name of present employer)</p> <p>b. Practice (sole proprietor or in partnership including the name of the firm)</p> <p>c. Particulars of other occupation/engagement, if not covered by (i) and (ii) above.</p>	
<p>k. Please attach-</p> <p>a. Self-attested copy of proof of Professional Address or Residential Address (in the absence of Professional Address).</p> <p>b. Two coloured passport size photographs.</p>	

Signature of the Candidate

VERIFICATION

I, [.....] having ACS/FCS Number [.....] do hereby verify that the information provided in the foregoing 'Statement of Particulars' is true and correct to the best of my knowledge and belief and nothing relevant has been concealed thereof.

Verified on this ____ day of _____ 20____.

Signature of the Candidate :

Place:

(Contd..)

UNDERTAKING

(To be signed by candidate for 'Election' to the Managing Committee of Chapters of ICSI)

I, ACS/FCS No..... has filed the Nomination to the Managing Committee of Chapter of of ICSI. I hereby declare that I have the following Mobile Number(s), e-mail ID(s) / User ID(s) and Accounts on Social Media Website/ Platform / Blogs / App.

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.
- 10.

I also declare that I do not possess any other Mobile Number(s), e-mail ID(s) / User ID(s) and Accounts on Social Media Website / Platform / Blogs / App., other than that, which is mentioned above.

I undertake to inform the In-charge of the respective Chapter and Dte. of Co-ordination of ICSI in writing within 24 hours, in case I use another mobile number(s), e-mail ID(s) / User ID(s) and accounts on Social Media Website / Platform/ Blogs / App. during the election period, i.e., till the date of declaration of results of election.

I further do hereby declare and confirm that the information provided above is true and correct to the best of my knowledge and belief and nothing has been concealed thereof.

Signed on this.....day of at

Signature of the Candidate

Annexure 6

FORMAT OF MONTHLY COMPLIANCE CERTIFICATE

[On the Letter Head of the Chapter]

FORMAT OF MONTHLY COMPLIANCE CERTIFICATE

Monthly Compliance Certificate

[Pursuant to Clause 21.4 of the ICSI Chapter Management Guidelines, 2024]

Period : [..... Enter Month and Year.....]

1. This is to certify that the provisions of the following Guidelines and Policies of the Institute, as amended from time to time, to the extent applicable, for the month of, have been complied with:
 - (i) ICSI Chapter Management Guidelines, 2024
 - (ii) ICSI Programme Guidelines, 2024
 - (iii) ICSI Guidelines for reimbursement of expenses to members/special invitees for their official travelling for attending meetings/events/programs organized by respective Regional Councils or as per specific directions from Chairman of Regional Councils on recommendation of the Regional Director
 - (iv) ICSI Student Training Guidelines, 2024
 - (v) ICSI (Continuous Professional Education) Guidelines, 2019
 - (vi) ICSI Guidelines for Branding Activities and Media, 2019
 - (vii) ICSI Infrastructure Guidelines
 - (viii) Financial Guidelines
 - (ix) Purchase Policy
 - (x) Such other Guidelines to the extent applicable.
2. We further certify that the circulars, notifications, orders, letters, advisories, standard operating procedures (SOPs), directions, by whatever name called, issued by the Institute from time to time, have been complied with.
3. Additionally, the laws, to the extent applicable to the Chapter, have been complied with, and there are no outstanding dues, returns, or payments pending in this respect.

4. The Professional Address or Residential Address (in the absence of the Professional address) of the Managing Committee Members of the chapter is within the jurisdiction of the Chapter.
5. The details of non-compliance [**IF ANY**] with respect to the above are as follows:
 - a. [Mention NA, if there are no disclosure for (5) above]
 - b.
 - c.

Signature of Chairman:	[.....]	Signature of In-Charge:	[.....]
Name of Chairman :	[.....]	Name of In-Charge :	[.....]
Date :	[.....]	Date :	[.....]
Name of the Chapter :	[.....]		

Motto

सत्यं वद। धर्मं चर।
इष्टार्थे तेन तृपते. बोधेन तेन त्वत्।

Vision

"To be a global leader in promoting
good corporate governance"

Mission

"To develop high calibre professionals
facilitating good corporate governance"



**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 House, 22, Institutional Area, Lodi Road, New Delhi 110 003

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Connect with ICSI

www.icsi.edu |



Online helpdesk : <http://support.icsi.edu>