

THE CORPORATE SECRETARIES ASSOCIATION

‘RULES AND REGULATIONS’

1	Name of the Association	:	The Name of the Association shall be “ THE CORPORATE SECRETARIES ASSOCIATION ”.
2	Membership to Association	:	<p>2.1 The membership of the Association is open to any person who meets the criteria as specified in clauses 2.3 and 2.4 below, which may be modified by the Governing Body from time to time and ratified by the General Body;</p> <p>2.2 Subject to the rules and regulations specified elsewhere hereinbelow, all the members shall be either Institutional members or Individual members.</p> <p>(a) <u>Individual Members</u> : Any person, who has attained the age of majority, has interest in the areas of specialisation specified in clause 2.4 (b) and who abides by the terms and conditions of the Association may be eligible to become member of the Association on payment of requisite fees/subscriptions as the Governing Body may decide.</p> <p>(b) <u>Institutional Members</u> : Any company, firm, institution, organisation, society or association having interest in the activities of the Association and which is a specialised body in any of the field of activities set out in clause 2.4(c) may be eligible to become member of the Association on payment of requisite fees/subscriptions as the Governing Body may decide. The member institution will nominate one person from time to time to represent it in the meetings of the Association.</p>

		<p>2.3 The Individual and Institutional membership is further divided into four classes of membership with members of each class having and enjoying concomitant right and duties vis-à-vis the Association. The four classes of membership include, viz.-</p> <ul style="list-style-type: none">(a) Founder Member(b) Life Member(c) General Member(d) Honorary Member <p>All the above memberships shall be subject to the approval of the Governing Body of the Association.</p> <p>2.4 a) The membership is restricted only to:</p> <ul style="list-style-type: none">(i) Indian nationals; or.(ii) Entities governed by applicable Indian laws. <p>b) The Individual members of the Association would be drawn from the set of people who are Members of the Institute of Company Secretaries of India (ICSI) or have been involved with / have worked in / have interests in the the profession of Company Secretary or the Students of the ICSI.</p> <p>c) The Institutional membership of the Association shall be restricted to those who are either practicing as Company Secretary in firms or a Company or Organisation represented by a member of the ICSI or any society, association with similar objectives as of the Association having expertise in the fields, areas or activities and/or falling under the Main Objectives of the Association.</p> <p>2.5 Founder Members: Such Individual members who have taken the initiative and subscribed to Memorandum of the Association shall be treated as founder member. Founder Members shall be the Life Members of the Association.</p>
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		<p>2.6 Honorary Members: The Governing Body of the Association can invite any person(s) or institution(s) holding a dignified position and who is working towards the aims and objectives of the Association, as Honorary Members. The tenure of their membership shall be limited for a period of 12 months which may be renewed annually subject to the following up of the due process of application from by the member and grant of requisite approval by the Governing Body. The Honorary members shall have limited privileges but shall not have any voting rights. In addition, members may be co-opted as Honorary members at the sole discretion of the Governing Body in an ex-officio capacity by virtue of their position in the Association or based on their past and continuous service to Association towards the main objects of the Association.</p> <p>2.7 Life Member: Any individual or institution can become a life member through a prescribed process as may be confirmed by the Governing Body from time to time.</p> <p>2.8 General Members : This category of membership is open for persons or organisations who are willing to subscribe to the MoA and express their desire to be a member of the Association by applying in writing and pay all such admission and membership fees as may be applicable. The Governing Body may reject or accept any application without assigning any reason.</p> <p>2.9 Any member may withdraw or resign from the Association by giving a notice of 30 days in writing, specifying the date from which he/she/they desire(s) to cease to be a member.</p>
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3	Admission Fee & Subscription	:	<table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 40%;"></th> <th style="width: 30%; text-align: center;">Life Membership fees (one time) (in Rs.)</th> <th style="width: 30%; text-align: center;">General Membership fees (annual) (in Rs.)</th> </tr> </thead> <tbody> <tr> <td>Founder Members</td> <td style="text-align: center;">NA</td> <td style="text-align: center;">NA</td> </tr> <tr> <td>Institutional Member</td> <td style="text-align: center;">500,000/-</td> <td style="text-align: center;">10,000/-</td> </tr> <tr> <td>Individual Members</td> <td style="text-align: center;">200,000/-</td> <td style="text-align: center;">100/-</td> </tr> </tbody> </table> <p>The abovesaid fees shall not be applicable to Honorary members.</p>		Life Membership fees (one time) (in Rs.)	General Membership fees (annual) (in Rs.)	Founder Members	NA	NA	Institutional Member	500,000/-	10,000/-	Individual Members	200,000/-	100/-
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4	Termination or Cessation of Membership	:	<p>4.1 The General Body on the recommendation of the Governing Body of the Association shall have the powers to expel/terminate a member or/and members, from the membership of the Association, on the following grounds:</p> <ol style="list-style-type: none"> a) death, b) written resignation, c) if found to be involved in any anti-social activities, d) if adjudged by any court of law to be a criminal offender, e) if found guilty of acting against the aims and objects of the Association, f) upon disregard of Rules & Regulations or disobedience of the decisions of the Governing Body, and g) upon not attending three consecutive meetings of the General Body/ Governing Body. <p>4.2 The decision of the Governing Body regarding the termination of membership from the Association, shall be communicated to the member concerned.</p> <p>4.3 The term of membership of the Association shall be for a period of one calender year, and shall on application by a member be renewable for further terms based on the timely payment of the membership fees, the individual's interest and contribution to the Association in the past term. This term of membership shall be applicable for all General Members and the Honorary Members. In case of the Founder Members and the Life Members, the membership shall be deemed to be permanent in nature.</p>												

		4.4 Other criteria for qualification and disqualification shall apply in accordance with any Governance Manual of the Association which may be drafted or adopted from time to time by the Governing Body.
5	Refusal	: The Governing Body of the Association may refuse any person the membership provided the Governing Body records the reasons for such refusal.
6	Governing Body	<p>(a) Strength - The Strength of Governing Body (including office bearers and executive members) shall not be less than nine (7) and not more than eleven (11).</p> <p>(b) Membership criteria – Only Life Members or Founder Members shall be elected to the Governing Body based on the membership criteria as stated hereinafter. The elected members of the Governing Body may co-opt Honorary Members and General Members .</p> <p>(c) Term - Term of every Governing Body shall be Five years renewable for such further terms. In case of ex-officio members, they would continue to function on the Governing Body only so long as they hold their official position or till their representation are withdrawn by their employers/ sponsors.</p> <p>(d) Notice - Minimum 7 days notice shall be required for every Governing Body Meeting of the Association.</p> <p>(e) Quorum - Quorum of every Governing Body Meeting shall be 1/3rd of the total strength of the Governing Body (including office bearers and executive member) and include at least 1 of the founder members.</p> <p>(f) Meeting - Governing Body Meeting shall be held at least thrice a year.</p> <p>(g) Urgent Meeting - The Urgent Governing Body Meeting may be called with a 24 hour notice but quorum for the Urgent Governing Body Meeting shall be 1/3rd of the total strength of the Governing Body of the Association.</p>

		<p>(h) Meeting Records - The General Secretary shall maintain a record of the minutes of the meeting and transactions of all meetings of the Governing Body. The minutes of each meeting shall be approved by the Governing Body at the subsequent meeting.</p> <p>(i) Telephonic Consent - The members of the Governing Body may participate in a meeting of the Governing Body or of any committee of the Governing Body, by means of a teleconference, video conference or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Any action required or permitted to be taken by the members of the Governing Body or any committee thereof may be taken without a meeting, if all members of the Governing Body or the committee, as the case may be, consent in writing to the adoption of a resolution authorizing the action.</p> <p>(j) Affirmative Vote – No decision of the Governing Body shall be validly taken without the affirmative vote of all the founder members present.</p> <p>(k) Circular Resolutions - The Governing Body may also resolve matters by way of circular resolutions subject to the same being ratified at a subsequent meeting of the Governing Body.</p> <p>(l) Vacancy - Any casual vacancy amongst the Governing Body shall be filled by the resolution passed by the Governing Body. Such appointment(s) shall be confirmed by the General Body in its following General Body Meeting.</p>
7	<p>Functions & Powers of Governing Body</p>	<p>: (a) Make policies governing the functioning of the Association.</p> <p>(b) To enter into license agreements with national and international agencies to run the Association, whenever and wherever required.</p> <p>(c) Establish the guidelines for various programs and procedures.</p>

		<ul style="list-style-type: none">(d) Draft policies for the management and administration of all affairs of the Association. Authorized to appoint office bearer/executive member to look after any particular activity for the functioning of the Executive Office.(e) Appoint experts to the Executive Office.(f) The Governing Body shall have all the powers of the Association, mentioned in the Memorandum of Association of the Association and in these Rules and Regulations as well as those prescribed in the Governance Manual.(g) To ensure adherence to the principles of good governance within the Association, the Governing Body shall be entitled to periodically appoint Facilitation Council.(h) The Governing Body shall have also the following powers:<ul style="list-style-type: none">(i) To help establish operation policy, program, standards and procedure documents for the certification programs(ii) To prepare plans, projects and programs of the Association;(iii) To appoint an Election Officer for the General Body and laid down his/her powers;(iv) To make appointments and removals of members of the Management of the executive branch of the Association;(v) To review the budgets and finance of the Association;(vi) To hear any appeal or representation from any employee of the Association against the functioning of the Executive branch in accordance with the guidelines prescribed in the HR/Personnel policy of the Association; and(vii) To delegate its powers of superintendence to a sub-committee or the Executive branch as per any requirement for effective functioning of the Association.
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		<ul style="list-style-type: none"> (viii) To draft, amend or modify the Governance Manual of the Association which may be adopted at the meeting of the Governing Body. (ix) To form sub-committees, of such members of the Association with such powers and functions as it may deem fit. The sub committees so formed shall report to the Governing Body (x) To authorize the opening of bank accounts; (xi) To perform all the residuary functions as per need.
<p>8</p>	<p>Composition of the Governing Body / Office Bearers</p>	<p>: 8.1 The Membership Criteria for the Governing Body shall be subject to availability and suitable valid nominations comprise of the following members:</p> <ul style="list-style-type: none"> a) 5 elected Founder Members; b) 4 to 6 elected members (founder or life, as the case may be). <p>8.2 The officials of the Governing Body shall be as under:</p> <ul style="list-style-type: none"> a. President ... One b. Vice President ... One c. General Secretary ... One d. Jt. General Secretary ... One e. Treasurer ... One f. Executive Members minimum 2 (Two) and max. 6 (Six) <p>8.3 The members of the Governing Body with the exception of the General Secretary shall generally perform their functions freely and there shall be no remuneration paid to them. If any reimbursements are to be paid that is to be expressly approved by the Governing Body.</p> <p>8.4 The members of the Governing Body shall be entitled to a reimbursement of all expenses incurred by them on activities for and on behalf of the Association and will not be entitled to receive payment for any services rendered in their personal or professional capacity.</p>

		8.5 All the decisions of the Governing Body shall be taken by majority votes.
9	Powers and Duties of Office Bearers of the Governing Body	<p>: A. President</p> <p>a) The President shall be elected from among the members of the Governing Body and he/ she shall preside over all the meetings of the Governing Body.</p> <p>b) At the time of voting on any matter/subject (except Election), if the total votes of the groups of members happen to be equal in number, the President shall have the casting vote.</p> <p>c) President shall have the power to allow inclusion of any subject/matter in agenda for the discussion in the course of proceeding/meeting.</p> <p>d) Other powers and duties of the members of the Governing Body shall be in accordance with governance manual of the Association.</p> <p>B. General Secretary</p> <p>(a) The Executive Director of the Association shall ex-officio function as General Secretary with the power to summon and attend the meetings of the Governing Body and General Body.</p> <p>(b) General Secretary will prepare the Membership Register as well as the Proceeding Register to record the minutes of the Governing Body Meetings and the General Body Meetings and have them duly signed by the President of the meetings.</p> <p>(c) General Secretary would be responsible for ensuring all regulatory compliances and the day-to-day affairs and activities of the organization.</p> <p>(d) The General Secretary will be responsible to call and convene the meetings of the General Body and the Governing Body.</p> <p>(e) The General Secretary will be a signatory for all official and legal documents as and when may be necessary.</p>

		<p>C. Treasurer</p> <p>(a) All funds of Association shall remain under the care and management of the Treasurer.</p> <p>(b) Treasurer shall be entitled to review the disbursement and terms of disbursement of funds in accordance with the direction of Governing Body and in accordance with donor terms and conditions.</p> <p>(c) Treasurer will be responsible for the proper custody and protection of the moneys, account books and other movable and immovable properties of the Association.</p> <p>(d) Treasurer will guide, help and control the process of preparation and maintenance of accounts books, audited accounts, submission of periodic and annual statements, returns and filing under all applicable statutory compliances.</p> <p>(e) Treasurer shall under directions and authority from the President and the Governing Body frame financial, administrative and human resource policies and procedures for the Association and its Regional Centers.</p> <p>(f) Treasurer will be a signatory for all bank documents, official and legal documents as and when may be necessary.</p>
9	Financial Year	: Financial year of Association shall be from the 1st of April to 31st of March, of next year.
10	Audit	: The accounts of Association/ executive office for every Financial Year shall be prepared and shall be audited by a qualified auditor (Chartered Accountant) as appointed by the General Body.

11	Management of Funds & Operation of Bank Accounts	: Unless otherwise indicated by the Governing Body, all Bank Accounts shall be operated by the Treasurer along with a staff member nominated by the Governing Body of the Association. The Treasurer shall be responsible for the management of the funds and the accounts of the Association.
12	General Body Defined	: All the members of the Association (except General & Honorary Members) will constitute the General Body of the Association.
13	General Body- Business and Functioning	: <p>13.1 Notice – The General Secretary of the Association shall give minimum 15 days written notice to all the members, before the date of General Body Meeting, enclosing the agenda specifying the date, time and place.</p> <p>13.2 Meeting - General Body Meeting shall be held atleast once a year .</p> <p>13.3 Quorum - The quorum of General Body Meeting shall be 1/3rd (one-third) of the total strength of the General Body or 6 members (Founder & Life) present in person, whichever is less. If at the time set for the commencement of the General Body Meeting, no quorum is established the meeting shall stand adjourned to a later time not exceeding 1 hour from such specified time. In the event the quorum is not present at the adjourned meeting, the members present may proceed with the meeting in accordance with the Agenda provided that atleast one of the Founder Member is present at all times.</p> <p>13.4 Meeting Records - The General Secretary shall maintain and record the minutes and transactions of the General Body Meetings. The minutes of each meeting shall be approved by the Governing Body at the subsequent meeting</p> <p>13.5 Voting - Voting at the General Body shall be by a show of hands. In the event of a deadlock, the President shall have the casting vote, apart from his own vote. In case of show of hands each member present in person, shall have one vote.</p>

		<p>Voting may also be by secret ballot as and when deemed necessary, to be supervised by the General Secretary or such other member specifically co-opted for such task. In case of poll, each member present in person or by proxy shall have votes as under:</p> <p>Only Founder and Life Members can participate in the Voting. The General & Honorary Member is not allowed to vote for any as not forming part of General Body.</p> <p>13.6 Business - The following business shall be transacted in these meetings:</p> <ol style="list-style-type: none"> 1. To uphold the values, vision and mission of the Association. 2. To elect and support the Governing Body. 3. To approve overall long term policy and strategic direction. 4. To use the powers designated to it responsibly and in the best interests of the organisation. 5. To appoint qualified auditors who will annually audit the accounts of the Association. 6. Approving/ratifying the yearly accounts and Annual report. 7. To consider any business brought forward by the Governing Body. 8. To make and amend the Memorandum of Association and Rules and Regulations of the Association. 9. To discuss and to decide all such other matters and issues which are directly or indirectly related to the affairs of the Association. 10. Any other matter with the permission of President.
14	Extra Ordinary General Body Meeting	An extra-ordinary general meeting of members requisitioned by members sufficient in the number to constitute a quorum.
15	Annual List of Governing Body	: Every year a list of the office bearers and the executive Members of the Governing Body shall be filed in the office of the Registrar of Societies, Delhi as per the requirements of Section 4 or any other provisions of the Societies Registration Act, 1860.

16	Amendment	: Any amendment in Memorandum of Association, Rules and Regulations will be carried out in accordance the Societies Registration Act, 1860, as applicable to Union Territory of Delhi.
17	Legal Proceedings	: 17.1 Association may sue and/or be sued in the name of General Secretary or as per provisions laid down under section 6 of the Societies Registration Act, 1860, as applicable to the Union Territory of Delhi. 17.2 Any judgment in any such proceeding resulting against the General Secretary shall be enforceable only against the property of Association. The private property of any of the Members of Association and of any of the officers of Association shall not be subject to the payment of Association's debts to any extent whatsoever. 17.3 No Member of Association, and no officer of Association shall be liable personally for the debts, liabilities or obligations of Association. In case, any Member or employee of the Association acts contrary to the guidelines of the Association or if pursuant to Section 10 of the Societies Registration Act, 1860, any member or employee shall possess or detain any property of Association in a manner or for a time contrary to the rules and decisions adopted from time to time by the Governing Body, or who shall injure or destroy any property of Association, will be liable for such arrears or for the damage accruing from such detention, injury, or destruction of property, and such liability shall survive even on termination of membership in Association.
18	Sources of Income and Utilisation (Income not to revert)	: All the income of the Association shall be utilised only for the promotion of the Aims and Objects and upliftment of the Association. Sources of Income of the Association include the following:

			<ul style="list-style-type: none"> (a) Membership Fees (b) Grants, donations, legacies and bequests (c) Endowments and fundraising income (d) Projects and contracts (e) Interest from corpus (f) Donations and Special Contributions (g) Contributions from other Affiliates and Associates (h) Subscription fees (i) All other revenues and receipts
19	Rights & Privileges of Members	:	<p>All and every member except General & Honorary Member of the Association:</p> <ul style="list-style-type: none"> (i) shall be entitled to participate in meetings, and other lawful gatherings, called/arranged by the Association; (ii) shall have right to call for records of the Association and demand transparency in the functioning of the Association; (iii) shall have the right to seek improvements and suggest guidelines for involvement of the stakeholder community and for the functioning of the Association; (iv) shall have the right to collect the identity card after depositing the required fees/prescribed fee (fixed by the Governing Body of the Association from time to time).
20	Duties of the Members	:	<p>All and every member of the Association shall:</p> <ul style="list-style-type: none"> (b) attend the General Body meetings regularly, (c) give the necessary information to the Association, pertaining to any matter which is necessary to be known by the Association, (d) not indulge in activities which are prejudicial to the Aims and Objects and/or the Rules & Regulations of the Association, (e) elect members to the Governing Body of the Association, (f) other duties as articulated in the Governance Manual (if any) of Association.

21	Relationship between the Governing Body ,the General Body and the Executive Branch	<ol style="list-style-type: none"> 1. The Governing Body comprising nominees of the stakeholders and elected members is accountable to the General Body. 2. The Executive Director is accountable to the Governing Body. 3. The authority and accountability relationships will be as further elaborated in a Governance Manual of the Association, which may be adopted by the General Body.
22	Executive Branch	<p>:</p> <ol style="list-style-type: none"> a. The management of the Association shall be carried out by an Executive Director appointed by the Governing Body and his team, appointed in turn by the Executive Director, shall work from the executive office and are vested with all executive powers necessary for the performance of their duties. b. The Executive Director will report generally to the Governing Body but specifically to the President. c. The executive office will comprise of staff members responsible for executing: <ol style="list-style-type: none"> (i) Governance and policy; (ii) Financials and accounting; (iii) Technical and quality control; (iv) Membership Support; (v) General administration
23	Election	<p>:</p> <p>General Body in its Annual Meeting will elect its President from amongst members of the Governing Body. The General Body shall arrange for the election of all the office bearers and the members of the Governing Body, every five years by secret ballot papers or by show of hands as the Election Officer may decide.</p>
24	Dissolution	<p>:</p> <p>19.1 In the event of Association being dissolved, it shall be dissolved as per the provisions laid down under Sections 13 and 14 of the Societies Registration Act, 1860, as applicable to Union Territory of Delhi.</p> <p>19.2 In the event of the liquidation, dissolution or winding up of Association (whether voluntary, involuntary or by operation of law), Association's property and/or assets shall be</p>

The Corporate Secretaries Association
Rules and Regulations

			distributed only to such other organizations as may then be organized which aims and objectives are identical to the Aims and Objects of the Association, as determined by the vote of at least 75% of the Members present in person or by proxy.
25	Exclusion of Personal Responsibilities		No member of the Governing Body shall be answerable or personally liable for any loss arising from the administration or application of the fund and properties of the Association unless such loss or damage is caused through willful default or breach of trust or culpable negligence on his part.
26	Application of the Act	:	All the provisions under all the sections of the "Societies Registration Act, 1860", as applicable to Union Territory of Delhi, shall be applicable to this Association.
27	Essential Certificate	:	Certified that this is the correct copy of the Rules and Regulations of the Association.

(MANISH KUMAR BANSAL)
PRESIDENT

(MAHAVIR PRASAD GARG)
GENERAL SECRETARY

(SHILPI SONI)
TREASURER