

Statutes of the Corporate Secretaries International Association

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STATUTES OF THE CORPORATE SECRETARIES INTERNATIONAL ASSOCIATION

ARTICLE 1

Legal Form, Name, Registered Offices and Objects

The Corporate Secretaries International Association (the "Association") shall be an association entered in the commercial register according to articles 60 et seq. of the Swiss Civil Code.

The registered offices shall be in Switzerland, Geneva while the official language of the Association shall be English.

The objects of the Association are:

- 1.1 To promote throughout the world the professional status of suitably qualified chartered secretaries, corporate secretaries, company secretaries, certified secretaries, board secretaries, governance professionals and other professionals with similar specialist governance qualifications to the public, government, regulators, the business community and international organisations.
- 1.2 To establish and maintain throughout the world good relations and exchanges between organisations dedicated to the promotion and practice of secretaryship and/or the promotion of good governance which will enable and encourage the establishment of common aims and objectives to be pursued by chartered secretaries, corporate secretaries, company secretaries, board secretaries, governance professionals or similar other professionals who are practitioners as defined in Article 2.5.
- 1.3 To assist such organisations throughout the world to develop and improve their services and professionalism of their members.
- 1.4 To assist in the creation of such organisations in countries or regions in which they do not currently exist.
- 1.5 In relevant areas in both the private and public sectors:
 - 1.5.1 To promote the growth, development, study and practice of secretaryship;
 - 1.5.2 To promote and advocate good governance;
 - 1.5.3 To assist Practitioners to develop and improve their services and professional standards;
 - 1.5.4 To promote and carry out research into good governance and secretaryship.
- 1.6 To promote and recommend uniformity in governance standards.
- 1.7 To raise awareness and visibility of secretaryship and its practitioners and to actively promote these in terms of recognition, influence and respect to national governments and their supplementary/sponsored organisations, international organisations and the global business community.

ARTICLE 2

Definitions

In these Statutes:-

- 2.1 '*Council*' means the Council of the Association established pursuant to Article 4.
- 2.2 '*Councillor*' means a member of the Council.
- 2.3 '*Financial Year*' means calendar year from 1 January through to and including 31 December or as may be decided by Council from time-to-time.
- 2.4 '*Country*' means a territory:
 - 2.4.1 Which is defined by internationally recognised boundaries, within which a community is permanently established for a political end, independently of external control and usually constituting a nation;

- 2.4.2 Or which, while lacking one or more of, but not all, the characteristics specified in Article 2.4.1, is
- 2.4.2.1 Governed under one system of law by one supreme authority; or is,
- 2.4.2.2 By reason of its history and tradition, generally regarded as a separate country.
- 2.5 '*Practitioners*' means individuals in the field of secretaryship and governance including (but without limiting the generality) the following:
- 2.5.1 A member of a nationally recognised professional body (such a body may also be internationally recognised) that has a nationally or internationally recognised 'Charter' from, or which is formed under a statute by, a United Nations recognised government to qualify and discipline its members. Such a body must have a recognised professional qualifying scheme and process and be dedicated to further the study and practice of secretaryship as well as the promotion of good governance through the role that chartered/corporate/company/board secretaries play within an organisation either as employees or as independent professionals. The national body must also have in place a recognised professional development programme, code of conduct, disciplinary process and other systems and processes associated with a competent professional body.
- 2.5.2 A person serving in the role of a chartered/corporate/company/certified/board secretary who is suitably and professionally qualified to serve in such a role under the laws/regulations of the country in which they reside or in which the company which engages them is incorporated and/or registered and/or listed on the stock exchange.
- 2.5.3 A person versed in various aspects of governance and administration of corporate bodies and other organisations and who, by way of a nationally recognised professional or academic qualification, is suitably qualified and experienced to be recognised as such by the relevant regulatory or academic bodies of the country in which they reside or the relevant regulatory authorities of the country in which the company which engages them is incorporated and/or registered and/or listed on the stock exchange.
- 2.6 '*Member*' or '*Member Organisation*' means Full Member Organisation.
- 2.7 '*Affiliate Organisation*' means a national organisation invited by Council to take part in activities which support the activities of the Association. The Council may make regulations about them and set and levy subscriptions or fees to be paid by them to the Association but Affiliate Organisations may not vote or hold office of Council or Committees. Their representative may attend Council and Committee meetings at the invitation of the Council or delegated authority and may speak, put forward written documents for discussion but may not vote at Council meetings or Committee meetings.
- 2.8 '*National Organisation*' means any organisation of members of professional bodies promoting secretaryship and/or good governance or of a branch of such a body co-extensive in territorial scope with any country which can, in the opinion of the Council, reasonably claim to be substantially representative in that country of the members of the corporate secretarial profession or of the branch concerned, as the case may be.
- 2.9 '*Committee*' means a committee of Council.
- 2.10 '*Officer*' means any of the President, Vice President, Treasurer or Secretary all of whom shall be elected as provided in Article 7.
- 2.11 '*Representative Councillor*' means each Councillor designated as such from time-to-time by each Member Organisation pursuant to Article 4.3.5.
- 2.12 '*Reserved Matter*' means any of the following:
- 2.12.1 Any decision relating principally to the finances of the Association other than matters affecting the dues payable by Member Organisations (the decision of the Chair of the meeting as to whether a matter does so relate being final and binding);
- 2.12.2 Any resolution to amend Article 6 or to adopt or amend any by-laws adopted pursuant to Article 10;
- 2.12.3 Any resolution to amend this Article 2.12 or any of Articles 5.4.1 to 5.4.3 (inclusive), 5.9, 5.10 or 7.1.
- 2.13 Except where the context otherwise requires, '*Year*' means a calendar year, and the singular shall include the plural and the masculine the feminine, and vice versa.

2.14 Secretariat means any staff employed either permanently or on a temporary basis by the Association.

ARTICLE 3

Membership

Eligibility for Organisational Membership

3.1 Any National Organisation shall, subject to Articles 3.8 and 3.9, be eligible to become a Full Member Organisation.

Admission as a Member Organisation

3.2 The Council shall define and publish the process and procedures for admission to membership of the Association.

3.3 Any organisation wishing to apply for admission as a Member Organisation shall make application to the Council in writing accompanied by:

3.3.1 A copy of its constitution or other rules and a summary of the background, history and objectives of the organisation;

3.3.2 The names, addresses, telephone and fax numbers and e-mail addresses (if any) of its president, senior officer and other officers;

3.3.3 A certificate signed by an officer of the applicant stating the number of the applicant's own members;

3.3.4 Payment of an initial non-refundable registration fee as set from time-to-time by Council; and

3.3.5 Payment of the annual dues for the then current year as set from time-to-time by Council.

3.4 The Council may require any additional information necessary to judge the qualifications of the applicant for membership.

3.5 As soon as practicable particulars of the application shall be furnished to all Full Member Organisations (if any) in the country of the applicant and their views sought within a reasonable time limit (as specified by the Council from time-to-time) as to the qualifications of the applicant with respect to membership.

3.6 Should there be, in the opinion of the Council, in any one country more than one National Organisation with competing claims to represent in that country the interests as a whole of the members of the profession or of the branch of the profession concerned, as the case may be, the Council may decline to admit to membership as a Full Member Organisation an applicant from that country whose claim is, in the opinion of the Council, inferior to that of a competing organisation in that country, whether or not the competing organisation has already been admitted as a Full Member Organisation. However, subject to Article 2.7 one country may be represented by more than one National Organisation or other quasi-National Organisation if in the opinion of Council such membership will further the objects of the Association.

3.7 Particulars of every such application (accompanied by any views expressed in accordance with the preceding paragraphs) shall be either provided to Councillors as part of the agenda for a meeting of the Council or forwarded to all Councillors inviting them, within a reasonable specified time limit, to vote upon such application by mail ballot if the period between the application and the next meeting of Council is more than three months. If the period between application and the next scheduled meeting of Council is less than three months the vote on whether or not to admit an applicant will occur at a full meeting of Council. The applicant's particulars shall include an opinion as to the eligibility of the applicant for membership, such opinion to be given by a credentials committee to be appointed by the Council from time-to-time for this purpose.

3.7.1 Where there is more than one applicant from a country, admission of a second or further National Organisation or quasi-National Organisations is solely at the discretion of Council. If a National Organisation representative Councillor of the country where an additional National/quasi-National Organisation originates is applying to join the Association, then the sitting National Organisation representative Councillor may only contribute to the debate on whether or not to admit the second or further National/quasi-National Organisation via written submission to the Council. They may not vote either in person or via a ballot on whether or not to admit the applicant. If the vote is to take place during a meeting of Council the representative Councillor must not be present in the meeting room during the Council meeting (i.e. they must withdraw from the room where the meeting is being

held) when the new applicant's application to join the Association is being discussed and voted upon. After the discussion and vote the representative Councillor may rejoin the meeting at the Chair's discretion.

- 3.8 An applicant shall be admitted to membership if such application shall have been approved by the affirmative vote of two-thirds or more of the members of the Council voting.
- 3.9 An applicant for admission as a Full Member Organisation whose application has been rejected shall not thereby be debarred from applying again if they are able to bring evidence of changed circumstances or new facts which would, in the opinion of Council or the appropriate committee (should it be created and sanctioned by Council), justify a new application, however, an applicant must wait for a minimum of twelve months before submitting a new application.

Annual Dues

- 3.10 Each Member Organisation shall pay such single annual dues as fixed from time-to-time by the Council and within a time prescribed by Council.
- 3.11 The Council may in exceptional circumstances waive in whole or in part the dues payable by any Member Organisation.
- 3.12 Annual dues shall be payable in such currency or currencies as the Executive Committee (subject to any direction by the Council) may specify provided that if payment shall not be possible in the specified currency or currencies by reason of exchange control or similar regulations, payment may be made in such other currency as the Treasurer may approve.
- 3.13 In the setting of annual dues, initial registration fees and any other regular fees, the Council shall have regard to the need to build reserves and shall set out from time to time the policy for the development and use of such reserves.
- 3.14 To be eligible for membership benefits, including rights to any part of the Association's assets, a Member Organisation must not be in arrears of annual dues or any monies due to the Association.

Cessation of Membership

- 3.15 *Resignation*
A Member may resign at any time by giving notice in writing to the Association.
- 3.15.1 No refund of annual dues paid shall be entertained or given;
- 3.15.2 A Member Organisation is liable for full payment of annual dues if they withdraw from the Association whether it is by way of resignation or expulsion (Article 3.16).
- 3.16 *Suspension, Expulsion or Fining of a Full Member Organisation*
- 3.16.1 Any Member may be suspended or expelled by the Council;
- 3.16.1.1 If ownership and control of such Member Organisation has changed;
- 3.16.1.2 If the Member Organisation ceases to exist;
- 3.16.1.3 For just cause including violation of these Statutes in a serious manner or for any other conduct prejudicial to the interest and correct functioning of the Association;
- 3.16.1.4 For any sum due to the Association which is more than ninety (90) calendar days in arrears.
- 3.16.2 The Council shall inform the Member of the grounds for suspension or expulsion. A Member shall be entitled to appeal against the decision within 180 calendar days of the date on which the decision is issued to the Member. Any such appeal shall be sent in writing to the Secretary.
- 3.16.3 The appeal of a Member (appellant) against the decision of the Council shall be heard by a three-person tribunal. The Chairman of the tribunal shall be a Councillor appointed by Council. The Chairman of the tribunal shall then select the second member of the tribunal with the third member to be selected by the appellant (provided that the appellant shall not be a member of the tribunal). Members of the tribunal must be members of the Council. The appellant shall be entitled to submit written evidence in support of the appeal within 30 calendar days of the submission of the appeal.

Within 180 calendar days from receipt of appellant's appeal, the tribunal shall have considered the appeal and rendered a decision. The appellant shall not be entitled to an oral hearing. The decision of the tribunal shall be final and binding.

- 3.17 The Council may impose a fine upon a Member Organisation of up to an amount not exceeding three-years annual dues if it believes that a Member Organisation has discredited or could have discredited the Association or has failed to pay its annual dues on time or has, in the opinion of the Council, failed to uphold the standards of the Association by way of action, spoken or written word or in the general spirit of the Association's Objects. The Council shall inform the Member of the grounds for imposing the fine. A Member Organisation may appeal such a ruling during the meeting of Council following the ruling but only after the fine has been paid. Any such appeal shall be sent in writing to the Secretary.

Liabilities

- 3.18 No Member shall by reason of membership of the Association be liable for any debt or obligation of the Association in the absence of any express promise or agreement in writing by such Member to accept such liability.

Representation of the Association

- 3.19 No Member or group of Members may organise any conference, seminar or other meeting using the name of the Association or represent the Association or take any other action in the name of the Association, without prior authority of the Council. The Council may delegate such authority to the Executive Committee.

ARTICLE 4

The Council

Authority, Powers and Duties

- 4.1 The Council shall be the supreme body of the Association.
- 4.2 Subject to the provisions of these Statutes, the Council, without limiting the generality of Article 4.1:
- 4.2.1 Shall have the general supervision and control of the affairs of the Association and accordingly shall supervise and may, if it thinks fit, direct the Executive Committee;
 - 4.2.2 Shall have the sole and exclusive authority on behalf of the Association to determine and make statements of policy in relation to issues affecting the secretarial profession and/or governance issues;
 - 4.2.3 Shall at least once annually receive reports on the activities of the Association during the preceding year from the Executive Committee and such other committees of the Association as it may from time to time require;
 - 4.2.4 Shall elect the President, Vice President, Treasurer and Secretary from among the members of the Council;
 - 4.2.4.1 Such officers shall constitute an Executive Committee together with an additional four Councillors elected by Council (fewer if less than eight Members);
 - 4.2.5 Shall receive and consider annually the audited accounts of the Association for the preceding year and if appropriate approve;
 - 4.2.6 Shall receive and consider the budget of the Association for each year;
 - 4.2.7 Shall have the power to determine the financial year of the Association or other period for which audited accounts shall be prepared;
 - 4.2.8 Shall appoint the auditors for each financial year or other period;
 - 4.2.9 Shall fix the dues payable by Member Organisations;
 - 4.2.10 May appoint and prescribe the duties of the Chief Executive who shall have the right to attend Council meetings and to speak but not to vote;

4.2.11 May make honorary appointments;

4.2.12 May authorise the Executive Committee to:

- (a) Invest moneys of the Association not immediately required for its objects in or upon such investments, securities or property in any part of the world as may be thought fit;
- (b) Appoint as the Association's investment manager or investment managers (the 'Manager') on such reasonable terms as to remuneration and other matters such person or persons as may be thought fit and may delegate to the Manager the exercise of the power contained in this Article; and
- (c) Make such arrangements as may be thought fit for any investments of the Association or income from those investments to be held by a corporate body as nominee for the Association and pay reasonable remuneration as may be thought fit to any corporate body acting as such nominee;

4.2.13 May approve each Councillor's credentials;

4.2.14 May adopt such by-laws or rules of procedure in accordance with Article 10 as it thinks fit;

4.2.15 Shall decide upon the location of the Secretariat of the Association;

4.2.16 Shall hear the appeal of Members regarding decisions with respect to fines under Article 3.17.

Membership

4.3 The members of the Council shall be:

4.3.1 The Officers which are: the President, Vice President, Secretary and Treasurer;

4.3.2 Any Honorary Life President;

4.3.3 For the two years immediately following their vacation of office, the immediate past Presidents (though no more than two with the longest serving stepping down);

4.3.4 Any co-opted members, co-opted pursuant to Article 4.4;

4.3.5 One member representing each Member Organisation appointed by that Member Organisation in accordance with Article 4.5 and subject to Article 4.2.13; and

4.3.6 The Chief Executive.

4.4 The Council may co-opt for such term not exceeding three years as the Council may determine any person provided that:

4.4.1 The number of co-opted Council members at any one time shall not be more than one quarter of the total strength of Council or a maximum of six members, whichever is less with no more than two co-opted members being from the same Member Organisation; and

4.4.2 Any motion for co-option must be passed by a majority of not less than two-thirds of the Councillors present entitled to vote and voting on the co-option resolution.

4.5 Each Member Organisation shall be entitled to appoint one Councillor being subject to Article 4.2.13:

4.5.1 The President of that Member Organisation or other senior elected office holder or a person who sits on the ruling body of the Member Organisation or a senior executive;

4.6 A Councillor appointed by a Member Organisation shall be appointed by notice in writing to the President and shall, in the case of a representative Councillor (i.e. a Councillor representing a Member), hold office until notice of a replacement is given to the President.

4.7 A Councillor appointed by a Member Organisation shall represent that Member Organisation in its relationship with the Association, ensuring that the Member Organisation the Councillor represents is at all times fully informed of the work of the Association.

- 4.8 Council has the power to remove a Councillor if two-thirds of the members of Council vote to do so in accordance with the rules of Council. Council shall give reasons for the removal of a Councillor.
- 4.8.1 The Member Organisation whose Council member has been expelled has the right to replace the expelled Councillor with a new representative subject to Article 4.2.13.

Voting

- 4.9 Except as herein otherwise provided all decisions of the Council shall be taken by a simple majority of the Councillors entitled to do so voting in person or by proxy at a meeting of the Council. Councillors have one vote unless appointed as the proxy for another Councillor and subject to Article 4.10.
- 4.10 Councillors who hold Honorary office of the Association shall not, in that role, be entitled to vote on any resolution.
- 4.11 Councillors or proxies appointed by a Member Organisation which, by the seventh day before the relevant meeting, has not paid its subscription due for the then current year (or in the case of a meeting before the end of March in any year, due for the preceding year) shall be entitled to attend and speak at any meeting of the Council, but (unless the Council decides otherwise before the vote is taken) not to vote.
- 4.12 Subject to Article 4.11, only Councillors appointed by a Full Member Organisation shall be entitled to vote on the election of a Councillor to serve as a member of the Executive Committee.
- 4.13 If so required by a Councillor present in person or by proxy, and entitled to vote, a decision of the Council shall (subject to Articles 4.11 and 4.12) be taken as follows:
- 4.13.1 Any decision on a Reserved Matter or a decision to which Article 11 applies, must be by two-thirds of the votes cast by such Councillors as, being entitled to do so, vote in person or by proxy (either physically or by electronic means);
- 4.13.2 The Chair of the meeting shall announce to the meeting before any vote is taken pursuant to this Article 4.13 the persons entitled to vote and the votes which they are entitled to cast.
- 4.14 In the case of an equality of votes on any matter requiring a simple majority the President or other person chairing the meeting shall have the casting vote.

Observers

- 4.15 Upon the invitation of the Executive Committee or the Council, any international organisation having purposes similar or allied to those of the Association may be represented by observers at a Council meeting. Observers may be empowered by the President to attend and to speak but shall not be entitled to vote at Council meetings. The President may invite or at the request of a Member Organisation shall allow persons who are not Councillors to attend Council meetings.

Meetings and Notice of Council Meetings

- 4.16 The Council shall meet at least once every year.
- 4.17 The Council shall also meet on at least one other occasion in each year at such place as may be determined by the Executive Committee unless the President (after consultation with the Executive Committee) shall determine that to do so is unnecessary and would be unduly burdensome, either for the Councillors or for the financial resources of the Association.
- 4.18 The Council shall also meet at such other times and places as may be decided by the President or by the Executive Committee or upon a written request of one fifth of Councillors after which a meeting must be convened within three months from the receipt of the last signed letter that brings the total number of meeting requests to one fifth of the total number of those entitled to vote.
- 4.19 Should any Councillor be prevented from attending a Council meeting by reason of Government action effectively denying such Councillor access to the country or other territory in which the meeting is to be held, no decision (except pursuant to Articles 3.16 and 3.17) shall be taken at any such meeting which could adversely affect that Councillor or Member Organisation whom he/she represents.
- 4.20 Six voting members in attendance (whether physically or by electronic means) at the commencement of each meeting shall constitute a quorum or, if the Council has less than eight members then three quarters of those eligible to vote.

- 4.21 The President, or in his absence the Vice President, or in both their absences another Officer chosen by those Officers present, or if no Officer be present, then a member of the Council elected by the Council shall preside at meetings of the Council.
- 4.22 Notice of the time and place of, and all material items on the agenda for each Council meeting shall be despatched not less than 45 days before the meeting to all Councillors and to all Member Organisations, to such address (if any, including electronic address or fax number) as shall have been notified to the Chief Executive and Secretary for this purpose (but so that it shall not be necessary to despatch more than one notice in more than one manner), but the accidental failure to despatch or the non-receipt of any such notice shall not invalidate any of the proceedings at any such meeting.
- 4.23 Any Member Organisation may appoint a proxy to attend, speak and vote in the stead of its Councillor at any meeting of the Council, with power of substitution by the proxy in the case of emergency, provided that:
- 4.23.1 The proxy presents written evidence of his or her appointment by the Member Organisation to the Secretary; and
- 4.23.2 No proxy shall be appointed otherwise than for a single meeting of the Council, including any adjournment thereof.

Article 5

Executive Committee

- 5.1 Subject to the provisions of these Statutes and to any directions that may from time-to-time be given by the Council, the business, finances and affairs of the Association shall be managed by the Executive Committee.

Powers and Duties

- 5.2 The Executive Committee shall:
- 5.2.1 Comply with the provisions of these Statutes;
- 5.2.2 Comply with such directions as may from time to time be given to it by the Council; and
- 5.2.3 Report to the Council giving an account of its administration of the business, finances and affairs of the Association at least once annually or more often if the Council so requires.
- 5.3 Subject to Article 5.2, the Executive Committee shall have power to manage the business, finances and affairs of the Association and shall have all appropriate or incidental powers to enable it to do so (with full power to delegate), including in particular (but without limiting the foregoing):
- 5.3.1 To manage the finances of the Association, prepare and implement budgets and (if authorised by the Council) exercise all or any of the powers set out in Article 4.2.12;
- 5.3.2 To determine the timing, venue, fees and programme of and all other issues relevant to the Annual Conference, and to change the timing or venue of the Annual Conference if in its opinion circumstances require;
- 5.3.3 To review and if necessary recommend to Council strategic initiatives and plans;
- 5.3.4 To appoint, prescribe the duties and determine the terms of service and remuneration of, supervise and dismiss a Chief Executive and to confer upon him or her, vary and revoke all such powers, duties and responsibilities as may be thought fit including his or her ability to appoint staff as necessary in accordance with the budgetary limitations of the Association;
- 5.3.5 To make recommendations to the Council whenever thought fit pursuant to Article 6 and to provide terms of reference (if considered appropriate) for and supervise the activities of any other bodies or committees responsible for conducting any of the activities of the Association (other than the Council); and
- 5.3.6 To exercise the powers under Articles 3.16 and 3.17.

Membership

- 5.4 The members of the Executive Committee shall be:
- 5.4.1 The Officers (President, Vice President, Secretary, Treasurer);
 - 5.4.2 Four Councillors elected in accordance with Article 4.2.4.1; and
 - 5.4.3 Up to four co-opted members (these need not be Council members but must be approved by two-thirds of Executive Committee members).
 - 5.4.4 The Chief Executive should also attend and participate fully in the meetings of the Executive Committee unless specifically requested not to by the Executive Committee;
 - 5.4.5 The Chief Executive shall have no vote at the Executive Committee.

Proceedings of the Executive Committee

- 5.5 The Executive Committee shall meet as often as it considers necessary for the despatch of its business and (subject to the provisions of these Statutes and any by-laws) shall determine its own procedures.
- 5.6 Meetings of the Executive Committee shall be convened by or at the discretion of the President or the Chief Executive or any three voting members of the Executive Committee.
- 5.7 All meetings of the Executive Committee shall be chaired by the President, or if absent, the Vice President or, if absent, another voting member of the Executive Committee chosen by the President or, if no such choice is made, by the members present.
- 5.8 Six voting members in attendance (whether physically or by electronic means) at the commencement of each meeting shall constitute a quorum or, if the Executive Committee has less than eight members then three quarters of those eligible to vote on Executive Committee matters.
- 5.9 All decisions shall be taken by a majority of those present and voting; provided that any resolution relating to a Reserved Matter shall not be passed or effective unless more than 75 per cent of those voting members present vote in favour of it.
- 5.10 In the case of an equality of votes on any matter requiring a simple majority the chair of the meeting shall have the casting vote.

Delegation

- 5.11 The Executive Committee may delegate any but not all of its powers, duties and responsibilities to such committees or subcommittees or individuals (whether or not comprising or including members of the Executive Committee) upon such basis as it thinks fit but is not thereby absolved from its responsibilities under these Statutes. For this purpose the Executive Committee may grant signatory power to individuals who need not be members of the Executive Committee.

ARTICLE 6

Committees

Establishment

- 6.1 Council may establish additional committees dedicated to furthering the objects of the Association.
- 6.1.1 The establishment of any such Committee requires at least two-thirds of Councillors to vote in favour;
 - 6.1.2 The terms of reference and constitution for each Committee will be set and (if appropriate), approved and reviewed from time-to-time by Council;

Committees Officers and Members

- 6.2 The chairperson and vice-chairperson of each committee must be a member of Council.

6.2.1 Voting members of a Committee must be Council members; non-Councillors who will also be non-voting members, may be seconded on a Committee at the request of any member of the Committee subject to a two-thirds vote in favour of such secondment by voting members. There is no limit to the number of non-voting members.

6.2.2 Membership and chairmanship of each Committee must be confirmed by Council each year.

ARTICLE 7

Officers

Officers

- 7.1 The Officers shall be the President, Vice President, Secretary and Treasurer each of whom shall be elected in accordance with these Articles.
- 7.2 With the exception of the first elected Officers whose term of office shall commence upon election by the Council on 20 March 2010 and shall end on 31 December 2010, the Officers shall, subject to Articles 7.4 and 7.6, hold office for a term of one year beginning on 1 January following election. A person may hold the office of President for no more than three years.
- 7.3 The President, Vice President, Secretary and Treasurer shall be elected by the Council.
- 7.4 If the office of President, Vice President, Secretary or Treasurer shall not be filled, the previous holder of that office shall continue in office until such time as a successor shall have been elected by the Council under the provisions of Article 7.6 below.
- 7.5 Neither the President nor the Vice President nor the Secretary nor the Treasurer shall hold more than one office at a time

Casual Vacancies

- 7.6 The Council may fill any casual vacancy in the office of President, Vice President, Secretary or Treasurer (subject to Article 7.5) and in the case of any vote to fill the vacancy the provisions for election of these Officers shall apply. Any person so appointed shall hold office until the date on which the holder of the position would have ceased to hold office if there had not been a casual vacancy.

Duties of Officers

President

- 7.7 The President shall:
- 7.7.1 Preside at all meetings of the Council and of the Executive Committee;
 - 7.7.2 Chair the Association's Annual Conference;
 - 7.7.3 Superintend all activities of the Association and make such appointments, subject to such prior consultations, as may be authorised by these Statutes; and
 - 7.7.4 Subject to ratification by the Council, appoint the chair and other members of any Committees of Council.

Vice President

- 7.8 The Vice President shall:
- 7.8.1 Perform the duties of the President and exercise the President's authority when the President is absent or otherwise not available; and
 - 7.8.2 Perform such other duties as may be assigned by the President, the Council or the Executive Committee.

Secretary

7.9 The Secretary shall:

- 7.9.1 Be responsible for ensuring compliance with all procedural and constitutional issues; and
- 7.9.2 Be responsible for the organising, running and record keeping of meetings of Council and the Executive Committee of the Association; and
- 7.9.3 Perform such other duties as may be assigned by the President, the Council or the Executive Committee.

Treasurer

7.10 The Treasurer shall:

- 7.10.1 Be responsible for the supervision and administration of the funds of the Association;
- 7.10.2 Supervise the maintenance of the books of account at the offices of the Association;
- 7.10.3 Supervise the receipt of dues and other income and authorise disbursements in accordance with budgets approved by the Executive Committee; and
- 7.10.4 Generally have responsibility for supervising all aspects of the financial affairs of the Association.

Other

7.11 In addition, all Officers shall perform the functions usually performed by such Officers, and those prescribed by these Statutes and/or the Council and/or the Executive Committee.

ARTICLE 8

Honorary Appointments and Awards of Certificates of Outstanding Achievement

Honorary Life Presidents and Other Honorific Titles

8.1 On the recommendation of the Executive Committee, the Council may elect as an Honorary Life President of the Association any person who has held the office of President and who, by virtue of an outstanding and unique contribution to the work of the Association, has advanced substantially the general interests of the corporate secretarial profession and/or good governance and/or the Association.

8.1.1 Such status shall confer no authority to act on behalf of the Association.

Awards of Certificates of Outstanding Achievement

8.2 On the recommendation of the Executive Committee and/or one of its other committees, the Council may decide to award a certificate of outstanding achievement to any person whose outstanding contribution to the corporate secretarial profession and/or good governance and/or the Association shall be deemed to merit such recognition.

8.3 No nomination of any person to be recommended by the Executive Committee or other committee to the Council for the award of a certificate of outstanding achievement shall be effective unless made in writing to the President specifying in detail how such a person has met the requirements for such recognition as specified in Article 8.2 at least 30 days prior to a meeting of the Executive Committee. The Council shall be provided with notice of any such recommendation by the Executive Committee or other committee at least 30 days prior to the date of the meeting at which the Council will be asked to vote on such recommendation.

8.4 Any holder of a certificate of outstanding achievement shall be listed as such in the annual directory of members of the Association as a holder of such a certificate, but shall not be entitled to attend Council meetings unless entitled to do so by virtue of any position or capacity they may otherwise hold or have in the Association.

ARTICLE 9

Indemnification and Defence of Officers and Employees

- 9.1 Every person who was or is a party or is threatened to be made a party to or is involved in any or threatened, pending or completed action, suit or proceeding because he is or was an Officer, employee or otherwise acting with authority on behalf of the Association shall be indemnified and held harmless by the Association, to the fullest extent permissible by this Article 9, against all losses, liabilities and expenses threatened, incurred or suffered by such person in connection therewith. Such rights of indemnification and to be held harmless shall be contract rights enforceable in any manner desired by such person, and shall not be exclusive of any other right which such person may have or hereafter acquire.
- 9.2 Without limiting the generality of Article 9.1, such person shall be entitled to all relevant rights of indemnification and to be held harmless under any by-law, agreement, vote of members, Councillors or delegates, provision of law or otherwise, as well as all rights under this Article 9.
- 9.3 In furtherance and not in limitation of Article 9.1:
- 9.3.1 The Association shall indemnify and hold harmless such person against all expenses, including fees and expenses for legal services, and against all judgments, fines and amounts paid in settlement reasonably incurred in connection with legal, administrative or investigative proceedings if such person is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason only of the fact that such a person is or was an Officer or otherwise acted with the authority and on behalf of the Association.
- 9.3.2 This Article 9 applies to such person in all events if such person acted honestly and in good faith for a purpose which such person reasonably believed to be in the best interests and with the authority of the Association.
- 9.3.3 The termination of any proceedings by judgment, order, settlement, conviction or the entering of a plea of *nolo contendere* or its equivalent shall not, by itself, create a presumption that such person did not act honestly and in good faith and in a manner he believed to be in or not opposed to the best interests and with the authority of the Association or that such person had reasonable cause to believe the relevant conduct was unlawful.
- 9.4 The Association shall indemnify the Officers, members of the Executive Committee, the Chief Executive, other employees or consultants of the Association and any person otherwise acting with authority on behalf of the Association against loss arising from any action or omission bona fide taken or omitted to be taken in connection with the cancellation or change of time or place of any Conference or Council meeting, and may disclaim liability on the part of the Association and may authorise any of the aforementioned persons to disclaim liability in respect of such action or omission.
- 9.5 Unless it is clear beyond reasonable doubt that Article 9.3.2 does not permit such action:
- 9.5.1 The Association shall defend any such person at its own expense and hold him or her harmless, but such person may participate in such defence to the extent such person reasonably desires.
- 9.5.2 Expenses incurred by any such person in defending a civil or criminal action, suit or proceeding (as distinguished from the expenses of the Association incurred pursuant to Article 9.5.1 and including such person's expenses of participation referred to in Article 9.5.1) shall be paid by the Association on behalf of such person in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.
- 9.6 The indemnification and advancement of expenses provided in this Article 9 shall continue as to such person even after such person has ceased to hold the office or position which gave rise to the entitlement or otherwise to act on behalf of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.
- 9.7 Any indemnification under this Article 9 (unless ordered by a court) shall be made by the Association as authorised in the specific case upon a determination that such person has met the applicable standard of conduct set forth in Article 9.3.2. Such determination shall be made by any of the following procedures:
- 9.7.1 By majority vote of the Executive Committee; or

9.7.2 By majority vote of the Council with all voting members who were not parties to such action, and not involved in such claim of liability, suit or proceedings, voting; or

9.7.3 By independent legal counsel in a written opinion, if so requested either by vote pursuant to Article 9.7.1 or at a meeting of the Council with all members entitled to do so voting whether or not disinterested.

ARTICLE 10

By-Laws

10.1 The Council may adopt such by-laws or rules of procedure, not inconsistent with these Statutes:

10.1.1 Setting out procedures to be followed in the administration, operation or management of the Association or any part of it; or

10.1.2 Otherwise for the management of the affairs of the Association and may vary, amend or repeal the same as it thinks fit.

ARTICLE 11

Amendment to these Statutes

11.1 Upon the recommendation of the Executive Committee or a Member Organisation these Statutes may be amended by the Council, by a majority of not less than two-thirds of the votes cast by those who, being entitled to do so, vote.

11.2 Notice of any proposed amendments shall be included in or sent before or at the same time as and to the same persons and in the same manner as the notice of the Council meeting.

11.3 Amendments shall take effect on such date or on the fulfilment of such condition or conditions as the Council shall determine.

ARTICLE 12

Dissolution

12.1 The Association may be dissolved in the same manner *mutatis mutandis* as is prescribed in Article 11 with respect to amendments to these Statutes.

Distribution of Assets

12.2 Upon the dissolution of the Association, its net assets (if any) shall be given to such one or more international organisations which promote good governance or corporate secretaryship or objects of a similar nature to the Association on a non-political and non-profit-making basis as the Council may decide. No distribution of assets to Member Organisations shall occur.

April W. Y. Chan
President