



INSTITUTE OF CHARTERED CORPORATE SECRETARIES OF SRI LANKA

CODE OF PROFESSIONAL CONDUCT AND ETHICS

1. OBJECTIVE

This Code of Professional Conduct and Ethics adopted by the Institute of Chartered Corporate Secretaries of Sri Lanka ('ICCSL' or 'the Institute') aims to uphold the highest standards of conduct and integrity, accountability and professionalism among its members, registered students and key management personnel (KMPs). This Code is designed to promote responsible conduct and maintain the reputation of both the Institute and the profession.

Members, registered students and KMPs should have regard to the fundamental principles of ethics and apply the conceptual framework set forth in the ICCSSL's Code of Professional Conduct and Ethics irrespective of their field of activity, contract of employment or any other professional membership or position they may hold.

2. CORE PRINCIPLES OF THE CODE

The Code outlines the following core principles that must guide all professional and business activities of members (Fellows, Associates, Graduates) and students registered with the ICCSSL and KMPs.

- a) Integrity** – Act with integrity, transparency and honesty in all professional and business interactions;
- Refrain from associating with any information that is false, misleading, or deceptive by nature.
 - Act responsibly, professionally and a proper understanding and appreciation of your role and responsibilities.
 - Be truthful and transparent in all communications and ensure to disclose any personal interest which may affect your decisions.
 - Recognize and give due consideration to the ethical implications of your actions, decisions, and choices on all relevant stakeholders and affected parties.
 - Do not accept or offer improper gifts, hospitality or services which could create or imply an improper obligation.
 - Avoid involvement in any unethical, misleading, illegal or covert behaviour.

- Do not knowingly overlook or disregard unethical, misleading, illegal, or questionable conduct by others.
 - Fulfill your contractual obligations in accordance with agreed terms and conditions.
- b) **Objectivity** – Exercise impartiality, avoid bias, and refrain from allowing undue influence to affect professional judgment:
- Do not undertake a professional activity if a circumstance or relationship unduly influences your professional judgement regarding that activity.
 - Be impartial, independent and informed.
 - Be open and frank in business dealings.
 - Do not be underhand in any business transactions.
 - Evaluate ethical and moral situations based on logical reasoning and evidence rather than subjective feelings or preferences.
 - In the event of a conflict of interest, ensure that all relevant parties are fully informed of the nature and extent of the conflict.
- c) **Professional Competence** – Maintain a high standard of professional competence, keeping knowledge and skills updated to comply with current industry standards and regulations:
- Attain and maintain professional knowledge and skills which are required to perform your duties for which you are employed or engaged to carry out;
 - Constantly ensure continuous professional development and be updated with relevant knowledge and competence.
 - Communicate effectively and promptly with clients, colleagues and stakeholders to ensure the ability to make informed decisions.
 - Operate within the scope of your competence and expertise. Immediately communicate if you are unable to fulfill a task or responsibility as expected.
 - Provide supervision and targeted professional training to those under your authority to support their development and strengthen the overall competence of the team.
- d) **Confidentiality and Accuracy of Information**
- Respect the confidentiality of information acquired through professional and business relationships. Do not disclose such information to third parties unless required by law or for legitimate professional duties.
 - Confidential information shall not be used for personal gain or for the advantage of a third party.
 - Information given in the course of duty should be true and fair and not designed to mislead.
 - As a Chartered Secretary, uphold the principle of confidentiality even after your work/service relationship with the organization or client has ended.

- e) **Professional Behaviour** – Comply with all applicable laws and regulations of the jurisdiction in which you practice or operate and avoid any conduct or actions that could lead to legal or disciplinary proceedings or damage the reputation of the profession, including but not limited to:
- *Declaring bankruptcy or becoming insolvent.*
 - *Being convicted of a criminal offence.*
 - *Failing to comply with a directive issued by the Institute’s Board of Management.*
 - *Refusing to cooperate with a disciplinary investigation or failing to adhere to the rulings or conditions set by a disciplinary tribunal.*

Therefore, members, registered students, and key management personnel of ICCSSL;

- Shall not engage in any business occupation or activity that impairs or might impair the integrity, objectivity or good reputation of the profession.
- Behave in a manner consistent with the profession’s responsibility to act in public interest in all professional activities and business relationships.
- Display a proper understanding and appreciation of your role and responsibilities.
- Shall not knowingly participate in acts of discrimination or harassment towards any person that he or she has business relations with.
- Promote environmentally sustainable practices that align with the Institute’s goals and commitments.
- Be respectful of others.
- Uphold the Code of Professional Conduct and Ethics and comply with the rules and policies of the Institute.
- Fulfill contractual obligations in all professional dealing in accordance with agreed terms and conditions.

3. LEGAL OBLIGATIONS

a) **Compliance with Laws and Regulations**

- Members and key management personnel (KMPs) of the Institute must adhere to the laws, regulations, and statutory requirements of the jurisdiction in which they practice or operate.
- They should ensure compliance with relevant legal frameworks, including corporate governance, anti-corruption, anti-money laundering, and data protection laws.

b) **Duty to Report**

- Members and KMPs have an obligation to report any conduct that is illegal, unethical, or that breaches the Code of Professional Conduct and Ethics to the relevant authorities.

c) Consequences of Misconduct

- A member or KMP found guilty of criminal offenses such as fraud, bribery, or embezzlement pursuant to due investigations shall be subject to expulsion from his/her membership or position held in the Institute.

d) Public Duty and Professional Integrity

- Members and KMPs should not engage in any activity that brings the profession into disrepute or undermines public trust in the Institute.
- Any act that compromises the public interest or violates the principles of professional integrity and ethical conduct may attract severe consequences, including removal from the membership register and/or employment, pursuant to due investigations.

e) Handling of Client Information and Data Protection

- Members must comply with data protection laws when handling client or stakeholder information, ensuring that personal data is processed lawfully, transparently, and securely.
- Breach of confidentiality obligations, particularly where it involves sensitive or personal data, may lead to legal consequences, including fines and disciplinary measures.

4. REVIEW AND AMENDMENTS TO THE CODE

- a) The Institute reserves the right to review and amend the Code of Professional Conduct and Ethics in response to changes in legal requirements, professional standards, or best practices.
- b) Members will be informed of any changes and are expected to comply with the revised Code to avoid legal or disciplinary consequences.
- c) The Governance Committee of the Institute will review this Code every three years, or more frequently if needed, and recommend any changes required to ensure its relevance and effectiveness.

This Code of Professional Conduct and Ethics was recommended by the Governance Committee and approved by the Board of Management on 10th October 2024.

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