



INSTITUTE OF CHARTERED CORPORATE SECRETARIES OF SRI LANKA

Policy for Nomination and Appointments to the Board of Management

A. PURPOSE/OBJECTIVE OF THE POLICY

To ensure that a transparent policy is established and in place for the Institute of Chartered Corporate Secretaries of Sri Lanka ('ICCSL' or 'the Institute') for nomination and appointment of members of the ICCSSL for leadership positions in the Board of Management (BOM) and that such policy would ensure that nominees/appointees have adequate experience and understanding of the ICCSSL's objectives and the role and responsibilities of the BOM.

B. POLICY STATEMENT

All members of the Institute are committed to ensuring transparency and effectiveness in the appointment of suitable candidates with relevant skills, experience and knowledge as office bearers and members to the BOM thereby serving the best interests of the Institute.

C. SCOPE

According to the Articles of Association of the ICCSSL, the business and affairs of the Institute is managed by a Board of Management, members of which hold office in an honorary capacity. It constitutes seven office bearers; namely, President, Deputy President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and a maximum of five (non-office bearer) members.

Office bearers and members of the BOM are corporate members and such members are elected or re-elected at the Annual General Meeting of the Institute subject to the provisions regarding the term of office set out in the Articles of Association.

This policy applies to all corporate members of the Institute, especially those members who are aspiring to be nominated and elected to the office bearer positions or as Members of the BOM; as well as to those corporate members who wish to nominate corporate members of their choice to such positions. Such corporate members must have paid their membership subscription upto to the current membership year (i.e. 2025/2026) and should not have any outstanding arrears owed to the Institute.

D. CRITERIA FOR NOMINATIONS AND APPOINTMENTS AND APPOINTMENTS/ELECTION PROCESS

Only corporate members are eligible to propose and submit nominations for appointments to the BOM and only corporate members are eligible to be nominated and appointed as office bearers/members of the BOM. Corporate members being nominated will also hereinafter be referred to as "candidate/s".

1. Office Bearers of the Board of Management

- (i) **Service with the Institute:** The candidates being nominated for appointment as **office bearers of the BOM** should have served as a member of the BOM for a minimum consecutive period of three (3) years. However, the BOM shall exercise its discretion in accepting a nominee with a lesser period of service considering his/her contributions to the BOM in the best interest of the Institute.
- (ii) **Relevant experience of candidates nominated to office bearer positions other than positions of President, Secretary and Treasurer:** In addition to the criteria described in 1.(i) above, the candidates shall have held key senior managerial positions in the corporate sector for at least three (3) years.
- (iii) **Nomination of President and Secretary:** The candidates proposed or being nominated to the positions of the **President and Secretary** of the ICCSSL shall be corporate members who have served as a company secretary/board secretary of a reputed entity (public, private or state) for at least five years or who have served as a director or a key management personnel of a reputed company secretarial/registrars firm with experience in handling corporate secretarial/registrars functions for at least five years.
- (iv) **Nomination of Treasurer:** The candidates being nominated for the **Treasurer** position shall possess experience in handling finance and accounting and preferably hold accounting/financial qualifications and shall have held key senior managerial positions in the corporate sector for at least three (3) years.

2. Nomination of Members to the Board of Management (maximum of five) in addition to the office bearer positions

- (i) **Service with the Institute:** The candidates being nominated for appointment as **members of the BOM** must have served as an active member of at least one subcommittee of the ICCSSL for a minimum period of one year.
- (ii) **Relevant experience of candidates reported:** Such candidates shall also have served in key positions of reputed entities for a minimum period of three (03) years.

3. Nomination Process

- (i) **Proposals** for nominations shall be submitted by duly completing the '**Nomination Form**' that will be circulated by the Secretary to all members well in advance of the Annual General Meeting which will also be made available on the Institute's website.
- (ii) The nomination must be proposed by a corporate member and accepted by the corporate member candidate (nominee) concerned and both parties shall sign the Nomination Form.
- (iii) The nominator and nominee must have paid their membership subscription upto to the current membership year (i.e. 2025/2026) and should not have any outstanding arrears owed to the Institute.
- (iv) **Information to assess** the required criteria as per 1., 2., and 3(iii) above, will be called for in the Nomination Form.
- (v) The **completed form** together with a profile of the candidate shall be enclosed in a cover marked "Private & Confidential – Nomination" and forwarded to the Secretary, ICCSSL, No. 546/4 Galle Road, Colombo 03 on or before the date mentioned in the Nomination Form.
- (iv) The Secretary and the members of the Membership Affairs and Nomination Committee (MANC) shall peruse and investigate the **accuracy of the information** provided in the Nomination forms

and submit the same to the BOM for final review and decision. Only eligible candidates will be considered for the BOM positions.

- (vi) Nomination **forms which are incomplete** and where **information provided is inaccurate or false** will be rejected by the BOM and informed to the proposer concerned. The decision of the BOM will be final and no further communication will be permitted.
- (vii) The above process will not apply to the **incumbent members of the Board of Management who are willing to continue serve on the BOM**. The proposals for appointment or reelection of incumbent office bearers and members to the BOM who are willing to continue shall be presented by the incumbent President or President-elect on behalf of the Board of Management at the Annual General Meeting that follows the above process. Such proposals will be pursuant to the collective approval of the BOM based on the appraisal of the performance during the period such member/s have served the Institute.

E. ELECTION:

The election process will be conducted according to the Institute's established election procedures in accordance with its Articles of Association at the Annual General Meeting.

F. TERMS OF OFFICE:

Subject to the section 29 of the Articles of Association in respect of removal or cessation of office of the members of the Board of Management, once elected the office bearers and members shall hold office as follows as specified in Article 24(3)(iii) of the Articles of Association:

- (i) President, Deputy President and Vice President – may hold office for a maximum period of two successive terms of one year each, upon appointment to their respective positions and as the vacancies may arise in each successive position.
- (ii) All other office bearers and members of the BOM – may hold office for a period of one year and shall be eligible reelection if such members are willing to continue to hold office, subject to section 3(v) described under 'Nomination Process' in this Policy.

G. RESPONSIBILITIES:

- (i) **Secretary:** is responsible for verifying the eligibility of candidates in terms of serving the Institute's BOM and/or its Committees.
- (ii) **The Membership Affairs and Nomination Committee:** Ensures adherence to this policy during the nomination and recommendation process.
- (iii) **The Board of Management** ensures that due process is followed in the nomination/election/reelection process.

H. REVIEW AND AMENDMENTS TO THIS POLICY:

- (i) This policy shall be reviewed annually or, when required by the BOM to ensure its effectiveness. The MANC shall support the process and make its recommendations to the BOM.
- (ii) Any amendments to this policy shall be approved by the BOM.

I. EFFECTIVE DATE:

This Policy is effective as of 17th July 2024, being the date on which it was approved and will be applicable until such time it is reviewed and amended as per Section H above.

signed

President

signed

Secretary