

**The Institute of Chartered Accountants of India, Singapore Chapter
("ICAI Singapore Chapter")**

"Elections Framework Recommendations"

From - The Elections Sub-Committee

To - The Management Committee Of ICAI Singapore Chapter

For The Conduct of Management Committee Members' Elections

In Annual General Meeting Or Otherwise

Effective and Applicable From Elections in 2024

(Approved by ICAI Singapore Chapter Management Committee)

Date of Sub-Committee Recommendation - 11 January 2023

Date of Management Committee Approval – 7 March 2023

Elections Sub-Committee: The Election Sub-Committee of ICAI Singapore Chapter was formally launched at the 2022 AGM on 27 April 2022

Sub-Committee Composition:

Chair	Anuradha Shroff
Vice-Chair	Somnath Adak
Committee Members	Subramanian Nala Hemant Geriani Sukumar Rajmany Srivatsan Rajesh Shethia Ramky Subramanian Ravi Maheshwari Shiv Kr Khetan Venkat Kanteti
Quorum	4 (four) Members

Purpose: The purpose of the Elections Sub-Committee is to draft an Election Framework (the “Framework”) in line with (1) Constitution of ICAI Singapore Chapter (Appendix-1); (2) Guidelines relating to Chapters outside India issued by ICAI India (Appendix-2); and (3) Code of Governance for Registered Societies in Singapore (Appendix-3), and make recommendations to the Management Committee ("MC") to adopt and approve the Framework. The Framework thus adopted and approved will be read together with the Constitution of ICAI Singapore Chapter and will be used for all future elections of the MC members effective from elections in 2024 and onwards.

Clause reference below are to the Constitution of ICAI Singapore Chapter

Constitution Clause Ref.	Clause Description	Explanatory Notes Defining the Framework & Recommendation for Best Governance Practices
7.2(b)	A member who is of contractual age is entitled: to nominate for election and to hold office	<p><i>To ensure that adequately experienced people are at the helm of the Chapter, the subcommittee recommends some basic eligibility criteria for members who can nominate themselves for election to Management Committee and to hold office as Office Bearers. In addition, certain basic questions are recommended to be included in the election Nomination Form to allow ICAI SG Chapter members to assess each nomination holistically and make an informed decision when voting at the elections.</i></p> <p><i>Eligibility criteria to nominate for election:</i> Eligibility is open to anyone who has been a member of the Chapter for a continuous period of at least 12 months from the date of joining or re-joining and have actively served as a committee or subcommittee member for at least 6 months prior to the date of elections.</p> <p><i>Passionate members or senior members who have been with the Chapter for less than 12 months or committee and subcommittee members who have served in the past (i.e. more than 6 months prior to the date of elections) who does not fulfil the basis eligibility criteria as mentioned above, but are keen to contribute to the Chapter can join various sub-committees and make notable contributions.</i></p> <p><i>Additional questions to be included in election Nomination Form:</i> Apart from the usual details like (1) Personal particulars (Name, Membership No, NRIC/FIN, Address); (2) Brief bio or profile with a passport photograph; and (3) Proposer and Seconder names, following additional information is proposed to be included in the Nomination Form:</p> <ul style="list-style-type: none"> - <i>Notable contributions made to the Chapter, if any</i> - <i>Notable contributions made to the CA fraternity and Society at large, if any</i> - <i>Declaration by Proposer that Proposer is a member of the Chapter for a continuous period of at least 12 months from the date of joining or re-joining</i>

		<ul style="list-style-type: none"> - Declaration by Secunder that Secunder is a member of the Chapter for a continuous period of at least 12 months from the date of joining or re-joining - Declaration by the Nominee, Proposer and Secunder that they have paid all outstanding fees to ICAI India as well as ICAI Singapore Chapter in relation to their memberships for all prior years as well as the year in which election is being held. - Bio or Profile shall have a cap of 200 words. A manifesto in any format may be included as part of the profile within the overall cap of 200 words. Additional text over 200 words shall be disregarded when sharing the nomination profiles with members <p>The process of submitting the nomination forms shall be specified in the instructions in emails containing notice of vacancies and nominations. In case of any discrepancies, the process shall be in line with the Chapter's constitution, and all correspondences shall be made with the Secretary or in his/her absence the Chairman, only via formal modes of communication i.e. email to secretary.singapore@icai.in or chairman.singapore@icai.in or by hard copy letter delivered by hand to the Secretary or Chairman.</p>
17.2	Office Bearers Shall comprise a President, a Vice-President, a Secretary, a Treasurer, and not more than six (6) Ordinary Committee Members	<p>ICAI India Guidelines for Foreign Chapters specify that for Chapters having up to 100 members, the Managing Committee shall comprise a maximum of 10 (6+4) members and for Chapters having more than 100 members, it shall comprise a maximum of 12 (8+4) members.</p> <p>The Constitution of the Chapter allows for a maximum of 10 members (6+4). So our recommendation are:</p> <ul style="list-style-type: none"> - The Managing Committee shall comprise a maximum of 10 members in line with the Constitution, this is also within the overall limit specified by ICAI India Guidelines for Foreign Chapters.

		<ul style="list-style-type: none"> - <i>Election of Office Bearers shall be held within the Committee Members and they shall elect the four (4) office bearers among themselves, in line with the Constitution.</i>
17.3	<p>The Managing Committee shall be elected by members once in three (3) years, at the annual general meeting of the Chapter.</p>	<p><i>No changes to the term of the Management Committee. The following should be noted for better clarity of this clause:</i></p> <ul style="list-style-type: none"> - <i>In case of casual vacancies, where members are elected midterm to the Management Committee (i.e. elected in general meetings after the initial Management Committee was first appointed for a term of three years), the term of those Management Committee members shall be less than three years, and it shall end with the term of the rest of the Management Committee members at the expiry of three years from the date of initial election of the Management Committee, and not three years from the date of respective midterm elections.</i> - <i>For better governance purposes, it is recommended that a Management Committee member shall be allowed to serve on the Management Committee for a maximum of 3 terms or 9-years, whichever is lower. Therefore a member who has completed 3 terms shall not be allowed to file a nomination for election. This is in line with the 9-year rule for SGX listed company directors. The 3 terms may not need to be consecutive and may not need to be full three year terms. Any MC member joining mid-term, shall be counted as 1 term, and that MC can only serve 2 more terms, whether in full or partial in case appointed in a mid-term election. For those members their total term as committee members shall be less than 9 years.</i> - <i>Subject to restriction under clause 17.6, the Treasurer cannot be the same person in two consecutive years, even if the entire Management Committee is re-elected. E.g. Member A cannot be the Treasurer in Year3 of MC1 and Year1 of MC2.</i> - <i>The entire election process from the beginning of the process (sharing information with members) until the conclusion of the process (Filing Annual Return with ROS) shall be documented so that they are easily auditable, if needed.</i>

		<p>- <i>The election process in general meetings shall be managed by the Chapter members in house. Given that the members are CAs with high ethics, it is recommended not to spend extra money by outsourcing any election process.</i></p>
17.4	<p>The Managing Committee shall elect office-bearers from among the members of the Managing Committee.</p>	<p><i>It is clarified that elections held in members' meetings (e.g. AGM or EGM) are for Management Committee members only. No separate elections are held in members' meetings for Office Bearer positions.</i></p> <p><i>After the Management Committee members are elected in members' meetings, the Management Committee shall then conduct an election among themselves to elect the office bearers from among themselves. So indirectly office bearers are always those members who are elected by members to the Management Committee in the first place. If a member is not elected as a Management Committee member, that member cannot participate in the election of Office Bearers.</i></p> <p><i>Casual vacancies if any are to be filled in the following AGM. If the Management Committee is of the view that it is an unprecedented situation and the Management Committee cannot function duly with the remaining MC members, then it may call for an EGM for the purpose of conducting elections to elect more Management Committee members.</i></p> <p><i>In the event of a mass resignation of Management Committee members, a Management Committee will continue to be considered valid as long as it has a minimum strength of three (3) members. These three members must take up these three Office Bearer positions - Chairman, Secretary & Treasurer.</i></p>
17.5	<p>An election for Office Bearers shall take place as and when positions are available through, (a) casual vacancies in the Managing Committee (b) the term</p>	<p><i>Refer recommendations under Clause 17.4 above - Elections held in members' meetings are for Management Committee members. No separate elections are held in members' meetings for Office Bearer positions.</i></p> <p><i>Any casual vacancy or end of term of an Office Bearer shall be filled in by the Management Committee from the remaining Management Committee members among</i></p>

	<p>of office for previous Office Bearers has ended.</p>	<p><i>themselves by way of an election. In case a new Management Committee member is elected midterm, such Management Committee member can participate in the Management Committee election of Office Bearer positions starting from the year following the year of his/her mid-term appointment. In case an Office Bearer position is vacant and no other committee members are willing to take up that vacant Office Bearer position, then the new Management Committee member who is elected midterm may be elected to that vacant Office Bearer position, if and only if existing committee members do not object.</i></p>
<p>17.6</p>	<p>All office-bearers, except the Treasurer, may be re-elected to the same or related post for a consecutive term of office.... The Treasurer shall not be re-elected to the same post for a consecutive term in office.</p>	<p><i>In this clause “term of office” is interpreted as 1 year within a Management Committee term, not full 3 years of a Management Committee term. The essence here is to provide opportunities to those Management Committee Members who are “Ordinary Members” to serve as Office Bearers. Therefore, it is recommended that:</i></p> <ul style="list-style-type: none"> - <i>Change of guards is good governance. The President, Vice-President, and Secretary shall also not continue in the same office for a consecutive year. For the avoidance of doubt Office-Bearers are allowed to take up other Office Bearer positions.</i> - <i>Although it is a good practice to rotate Office Bearer positions, Office Bearers, except Treasurer, can continue in their offices for another year with the approval of the Management Committee, if and only if there is no one willing to take up that Office Bearer position.</i> - <i>Rotation decisions lie within the Management Committee members. No election or re-election is necessary, unless decided otherwise by the MC in unforeseen circumstances.</i> - <i>The Treasurer cannot be the same person in two consecutive years even if the entire Management Committee is re-elected. E.g. Member A cannot be the Treasure in Year3 of MC1 and Year1 of MC2.</i> - <i>There is no restriction on Committee Members to voluntarily retire before the end of their respective terms.</i>

17.7	If insufficient nominations are received to fill all vacancies of the Office Bearers the candidates nominated shall be taken to be elected and further nominations shall be received at the annual general meeting.	<p><i>Reference to “Office Bearers” in this clause is referring to “Management Committee members” as general meetings can only elect Management Committee members and Management Committee in turn elects office bearers from among themselves.</i></p> <p><i>In case of insufficient nominations, all nominated members will be considered appointed as Management Committee members, without the need to hold a formal election. Any vacant position for which no nomination has been received will remain vacant until the next general meeting.</i></p>
17.8	If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.	<p><i>No voting is necessary. No live nominations will be entertained.</i></p>
17.9	If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.	<p><i>No live nominations will be entertained. Election will be conducted via show of hands. Secret ballot may be proposed in cases where voting by show of hands is ambiguous or inconclusive.</i></p>
17.10	The ballot for the election of Office Bearers shall be conducted at the annual general meeting in such usual and proper manner as the Managing Committee may direct.	<p><i>Reference to “Office Bearers” in this clause is referring to “Management Committee members” as general meetings can only elect Management Committee members and Management Committee in turn elects office bearers from among themselves.</i></p> <p><i>For transparency, voting by show of hands will be conducted in front of all the members present in the AGM. Secret ballot may be proposed in cases where voting by show of hands is ambiguous or inconclusive. In case of Secret Ballot, voting will be done secretly and votes will be counted and kept in full confidence by members involved in the process. Members helping with the secret ballot may be required to sign an NDA to not disclose any information about the voting process or votes to anyone else either within or outside the Chapter</i></p>

<p>17.11</p>	<p>The process of conduct of election shall be initiated two months prior to the date of election due and the election invariably held towards the end of the first of the above mentioned two months.</p>	<p><i>The timing mentioned in the clause is clarified further as below. Our recommendations are in line with the generally followed practice for Societies in Singapore:</i></p> <p><i>Election for Management Committee members shall be held only in an AGM or an EGM. As per Clause 28, 14 days or 21 days’ notice shall be deemed appropriate for such members’ meetings. There is no need to start the process of conducting an election two months prior.</i></p> <ul style="list-style-type: none"> - <i>for 2023 AGM, sufficient information about the new election process, including this “Recommendations” and Nomination Form shall be shared with members in advance, i.e. 30 days’ notice shall be deemed appropriate</i> - <i>For following years’ AGMs information sharing about election nominations including copy of Nomination Form shall be shared 30 days before the AGM date. The intention of this recommendation is that members need to know about the election process, nomination process and about people who are filing nominations so that they are in a better position to make decisions and choices at the AGM</i> - <i>During the 30 days’ period prior to AGM, regular updates shall be shared with respect to the due date for nominations and details of nominations received from members. Last date to receive nomination forms shall be 5 days before the AGM and the last date to withdraw nominations shall be 4 days before the AGM. This is to allow for adequate time to process and prepare for AGM proceedings.</i> - <i>The purpose of advance notice is to share clear communication to members ahead of the AGM and to allow members more time to go through the new election recommendations</i> - <i>This set of recommendations shall be put forward to the members in 2023 AGM for approval in the AGM</i> - <i>Election shall be held at the AGM or EGM as the case may be and not before or after any such members’ meeting</i> - <i>Results of an election duly conducted in line with the requirements of the Chapter’s Constitution along with these recommendations shall be binding on</i>
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Elections Framework Recommendations
The Institute of Chartered Accountants of India, Singapore Chapter

		<p><i>all members of the Chapter, unless any question is unresolved at that members meeting itself in which such election was conducted, and not thereafter.</i></p> <p>- <i>All Management Committee elections starting from 2024 AGM, even if they are midterm elections due to casual vacancies, shall follow the processes and guidelines mentioned in this framework.</i></p>
18.1	<p>If the Managing Committee sees fit, it may appoint persons who have special expertise by virtue of qualifications, reputation or experience to be Appointed Members, but that the number thereof does not exceed three at any one time.</p>	<p><i>The subcommittee clarifies that this clause is not the same as co-opting. Co-opting provision is not provided in the Constitution. To not overcomplicate the existing process, the subcommittee recommends that no co-opting process shall be adopted by the Chapter.</i></p> <p><i>For the purpose of this clause, each Management Committee shall assess, agree and approve the basis of a need to appoint persons with special expertise, in case there is lack of such expertise within the existing Management Committee.</i></p> <p><i>Interested or passionate members who are keen to contribute to the Chapter are invited to join various sub-committees and make notable contributions.</i></p>
26.2	<p>In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall include the following: (d) to elect Office Bearers and member of the Managing Committee of the Chapter.</p>	<p><i>Reference to “Office Bearers” in this clause is null as general meetings can only elect Management Committee members and Management Committee in turn will elect office bearers from among themselves.</i></p>
	<p>General</p>	<p><i>Any clause of the Chapter’s Constitution that has not been explicitly considered in this framework shall be interpreted and supported with similar recommendations that are in line with and in the spirit of this set of recommendations that are made to other similar</i></p>

		<i>clauses in this framework. No recommendation in this framework is intended to contravene any provision of the Constitution.</i>
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