

**COMPANY SECRETARIES PROCEDURES OF MEETINGS OF  
QUALITY REVIEW BOARD, AND TERMS AND CONDITIONS OF  
SERVICE AND ALLOWANCES OF THE CHAIRPERSON AND  
MEMBERS OF THE BOARD RULES, 2006**

*[Issued by the Ministry of Company Affairs and Published in the Gazette of India, Extraordinary, Part II, Section 3(i) vide Notification No. GSR 736(E), dated 27.11.2006]*

In exercise of the powers conferred by clauses (e) and (f) of Sub-section (2) of Section 38A, read with Section 29C and Sub-section (1) of Section 29D of the Company Secretaries Act, 1980 (56 of 1980), the Central Government hereby makes the following rules namely:—

**1. Short title and commencement**

(1) These Rules may be called the Company Secretaries Procedures of Meetings of Quality Review Board, and Terms and Conditions of Service and Allowances of the Chairperson and Members of the Board Rules, 2006.

(2) They shall come into force on the date of their publication in the Official Gazette.

**2. Definitions**

(1) In these Rules, unless the context otherwise requires,—

- (a) “Act” means the Company Secretaries Act, 1980;
- (b) “Board” means the Quality Review Board formed under Sub-section (1) of Section 29A of the Act;
- (c) “Council” means the Council constituted under Section 9 of the Act;
- (d) “Institute” means the Institute of Company Secretaries of India set up under the Act.

(2) Words and expressions used but not defined in these Rules and defined in the Act shall have the same meaning as assigned to them in the Act.

### **3. Procedure for Meetings of the Board**

(1) All meetings of the Board shall, ordinarily, be held at the headquarters of the Institute.

(2) The date and time of any meeting shall be fixed by the Chairperson:

Provided that a notice of not less than 15 days before the scheduled date of every such meeting shall be given by the Chairperson or any person so authorised by him to the other members of the Board:

Provided further that the Chairperson, for reasons to be recorded in writing, may call for a meeting at a shorter notice.

Provided also that not more than six months shall elapse between any two meetings.

(3) The quorum for transaction of any business at a meeting of the Board shall be of three members, of which at least one must be nominated by the Central Government under Sub-section (3) of Section 29A of the Act.

(4) The Chairperson shall chair all the meetings of the Board:

Provided that in the absence of Chairperson, the members shall elect any of the members present on the day of the meeting to chair the meeting.

(5) All questions which come up before any meeting of the Board shall be decided by a majority of the members present and voting, and in the event of an equality of votes, the Chairperson or in his absence, the member presiding, shall have a second or casting vote.

### **4. Transaction of Business**

The business of the Board shall ordinarily be transacted at a meeting of the Board.

**5. Agenda for the Board meeting**

(1) The agenda for a meeting of the Board shall be decided by the Chairperson.

(2) Any matter referred to it by the Central Government or the Council shall be included in the agenda for the meeting of the Board within time limits specified, if any, in such a reference.

(3) The Chairperson may, in appropriate cases, circulate the agenda note and related papers on any issue among members of the Board for resolution by circulation.

Provided that if three members of the Board require that any question be decided at a meeting, the Chairperson shall withdraw the papers from circulation and have the question determined at a meeting of the Board.

(4) A decision taken by the circulation of the papers shall be communicated to all the members and shall be noted at the next meeting of the Board.

**6. Procedures to be followed by the Board**

In the discharge of its functions, the Board may:

- (a) on its own or through any specialized arrangement set up under the Institute, evaluate and review the quality of work and services provided by the members of the Institute in such manner as it may decide;
- (b) lay down the procedure or evaluation criteria to evaluate various services being provided by the members of the Institute and to select, in such manner and form as it may decide, the individuals and firms rendering such services for review,
- (c) call for information from the Institute, the Council or its Committees, members, clients of members or other persons or organisations in such form and manner as it may decide, and may also give a hearing to them;

- (d) invite experts to provide expert/technical advice or opinion or analysis or any matter or issue which the Board may feel relevant for the purpose of assessing the quality of work and services offered by the members of the Institute;
- (e) make recommendations to the Council to guide the members of the Institute to improve their professional competence and qualifications, quality of work and services offered and adherence to various statutory and other regulatory requirements and other matters related thereto.

#### **7. Assistance to the Board**

The Institute shall set up a specialised technical unit to—

- (a) provide secretarial assistance, as required, to the Board in the discharge of its functions;
- (b) to assist the Board in carrying out review of quality of services provided by the Members.

#### **8. Terms and conditions of service of the Chairperson and Members of the Board**

(1) The tenure of the Chairperson and Members of the Board shall be four years.

(2) The Chairperson and other members of the Board shall be part-time members.

(3) No Chairperson or member of the Board shall be removed or withdrawn except as provided under Rule 10.

#### **9. Allowances**

(1) The Chairperson and other Members shall be entitled to travelling and daily allowances as admissible to them in their official capacity, and in case, the member is not a Government Servant/he will be entitled to the travelling allowance and daily allowance as admissible to an officer holding a post carrying a scale of pay of a Joint Secretary to the Government of India for attending meetings of

the Board at the headquarters of the Institute if their place of residence is different from the headquarters of the Institute.

(2) The Chairperson and other Members of the Board whose place of residence is the same as the venue of the meeting of the Board shall be provided local conveyance or allowance for the local journeys to be performed in connection with the meetings of the Board.

(3) The Chairperson and other Members of the Board, while on tour, shall be entitled to travelling and daily allowances at the above rates.

#### **10. Resignation, Removal and filling up of casual vacancy**

(1) The Chairperson and each Member of the Board shall cease to remain the Chairperson or Member, as the case may be, in case of his resignation or removal.

(2) The Chairperson or a Member of the Board may resign his office by a notice in writing under his hand addressed to the Central Government which shall be effective from the date of resignation.

(3) The Central Government may remove a person from the post of Chairperson or Member, if—

- (a) he has become physically or mentally incapable of acting as the Chairperson or a Member, as the case may be;
- (b) he has not attended three consecutive meetings of the Board, without leave of absence;
- (c) he, being the Chairperson, has not called a meeting of the Board for more than six months;
- (d) he, in the opinion of the Central Government, is unable to discharge his function or perform his duties; or
- (e) he has been held guilty by any civil or criminal court for an offence which is punishable with imprisonment for a term exceeding six months.

(4) A casual vacancy in the Board shall be filled by the Central Government, from out of the category in which such vacancy occurs.

#### **11. Residuary provision**

Matters relating to the terms and conditions of services and allowances of the Chairperson and other members of the Board, the place of meetings and the procedure to be adopted in meetings of the Board, with respect to which no express provisions has been made in these rules shall be referred in each case to the Central Government for its decision and the decision of the Central Government thereon shall be binding on the Board, the Chairperson and other members.

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