



THE MALAYSIAN INSTITUTE OF CHARTERED SECRETARIES AND ADMINISTRATORS

MAICSA PRACTISING CERTIFICATE SCHEME AND REGULATIONS

A. INTRODUCTION

MAICSA recognises the need to provide a Practising Certificate Scheme that promotes MAICSA and the professional standards of its Members who are company secretaries, in recognition of the importance of the role of the company secretary. The position of the company secretary has gained prominence in the corporate governance arena in recent years and it is the Institute's aim to ensure that the role and status of the company secretary will continue to be enhanced and elevated, in the perception of both the corporate sector and the regulators.

The Scheme aims to provide recognition and credibility for MAICSA members who are company secretaries and incorporate a system of quality control and regulation to support and protect members of the Scheme.

B. DEFINITIONS

1. "Member" means a current Fellow or Associate member of MAICSA.
2. "Member who is a company secretary" means a Member who is appointed and named as a company secretary of all types of companies, incorporated and/or registered within Malaysia, which includes those named in the Register of Directors, Managers and Secretaries, Form 49 or other similar prescribed form pursuant to any prevailing written law relating to companies in force in Malaysia.
3. "Member in public practice" means a Member who offers or provides or holds himself or herself out as offering or providing company secretarial advice or services to the public for financial gain in carrying out the role of a company secretary.
4. "Financial gain" means any consideration however small
5. "Incorporated bodies" includes companies incorporated and/or registered within Malaysia and Limited Liability Partnerships
6. "Practising Certificate Committee" or "the Committee" means the Committee established by the MAICSA Council to approve the issuance of Practising Certificates and regulate Practising Certificate Holders.

7. "MAICSA Professional Indemnity Insurance Policy" means the insurance policy which MAICSA has arranged with one or more insurance companies for the benefit of members of the Practising Certificate Scheme.
8. "Code" means the Code of Conduct for Members of the Practising Certificate Scheme under these Regulations.

C. AUTHORITIES

The MAICSA Council has laid down the terms of the Practising Certificate Scheme as follows:

1. A Member who is named as a company secretary of all types of companies, incorporated and/or registered within Malaysia, which includes those named in the Register of Directors, Managers and Secretaries, Form 49 or other similar prescribed form pursuant to any prevailing written law relating to companies in force in Malaysia, is required to hold a valid Practising Certificate under the Regulations of the MAICSA Practising Certificate Scheme.
2. All Members who are company secretaries, whether in public practice or are employed as in-house company secretaries, are required to apply for a MAICSA Practising Certificate.
3. If a MAICSA Member ceases to be named as a company secretary or his or her name is removed from the Register of Directors, Managers and Secretaries, Form 49 or other similar prescribed form for any reason whatsoever, he or she must notify the Institute and will cease to be a Member of the Scheme.
4. The MAICSA Council can in its absolute discretion from time to time make, amend, revoke or add to the Regulations of the MAICSA Practising Certificate Scheme.

Within the terms of these Regulations:

5. Membership or renewal of membership of the Scheme is at the discretion of the Practising Certificate Committee acting on delegated authority from the MAICSA Council. The Practising Certificate Committee shall have sole discretion in determining whether a Member is engaged in public practice as a company secretary for the purposes of these Regulations.
6. Membership of the Scheme confers no new title on the Member concerned.

D. SCHEME COVERAGE

1. The application of these Regulations is limited to every Member who is named as a company secretary of all types of companies, incorporated and/or registered within Malaysia, which includes those named in the Register of Directors, Managers and Secretaries, Form 49 or other similar prescribed form pursuant to any prevailing written law relating to companies in force in Malaysia.
2. A Member, who is a company secretary and to whom a Certificate to practise in Malaysia is awarded may practise elsewhere in the world, except in other territories where a certificate to practise is required. Separate application must be made to practise in those territories, in accordance with the regulations for the time being in force in those territories.

The Scheme will operate under the following Regulations:

3. The Scheme regulates the individual, not the business, in the case of a Member of the Scheme who is in public practice.
4. The Scheme encompasses any Member of MAICSA who is named as a company secretary of all types of companies, incorporated and/or registered within Malaysia, which includes those named in the Register of Directors, Managers and Secretaries, Form 49 or other similar prescribed form pursuant to any prevailing written law relating to companies in force in Malaysia.
5. Members in public practice who are named as company secretaries of all types of companies, incorporated and/or registered within Malaysia, which includes those named in the Register of Directors, Managers and Secretaries, Form 49 or other similar prescribed form pursuant to any prevailing written law relating to companies in force in Malaysia, are required to comply with the Scheme by ensuring that their Professional Indemnity Insurance Policy is at least the minimum level of insurance coverage laid down in the Scheme.
6. Any Member who is named as company secretary of all types of companies, incorporated and/or registered within Malaysia, which includes those named in the Register of Directors, Managers and Secretaries, Form 49 or other similar prescribed form pursuant to any prevailing written law relating to companies in force in Malaysia, without being a member of the Scheme is liable to disciplinary action under the ICSCA Bye-laws.

E. THE SCHEME

A member of the Scheme is required to:

1. Possess a valid Practising Certificate, renewable annually for a fee. The fee is payable by Practising Certificate Holders on a per calendar year basis, i.e. Members who join the Scheme between January - June of each year will pay the fee for the full year and Members who join the Scheme between July - December of each year will pay the fee for the half year.
2. Hold, and submit with the application for annual renewal of membership of the Scheme, proof of holding professional indemnity insurance policy at the minimum level of insurance coverage to be determined by the Practising Certificate Committee from time to time. (See Section G).
 - i) All Practising Certificate Holders, who are in public practice, shall hold a valid professional indemnity insurance policy at all times.
 - ii) Practising Certificate Holders, who are in-house company secretaries, are not required to hold professional indemnity insurance policy but may do so if they wish.
3. Be bound by the ICSCA disciplinary regulations.

An application for membership of the Scheme or for annual renewal must be made on an official form (which may include such amendments from time to time) accompanied by the required fee as approved by the Practising Certificate Committee acting under the delegated authority of the MAICSA Council.

The MAICSA Secretariat shall maintain a Register of Members holding a Practising Certificate and the Register shall be open for the inspection of any person at the MAICSA Secretariat during normal business hours.

A Member of the Scheme may at any time be required to provide the Practising Certificate Committee with such details as the Committee may require.

F. SCHEME MANAGEMENT

The Practising Certificate Committee has specific delegated authorities as follows:

1. The setting of the application and annual renewal fee for membership of the Scheme subject to endorsement by MAICSA Council.
2. The definition of the minimum level of insurance coverage under any approved Professional Indemnity Insurance Policy to be held by members of the Scheme.
3. The organisation of one or more Professional Indemnity Insurance Policies available to Members of the Scheme.
4. The benefits to be included in the Scheme.
5. The decision to refer a Member of the Scheme into the Disciplinary process, based on the gravity or seriousness of a complaint received.

The business of the Practising Certificate Committee is administered by the MAICSA Secretariat.

G. PROFESSIONAL INDEMNITY INSURANCE POLICY

A Member in public practice of the Scheme must be in possession of a Professional Indemnity Insurance Policy to the satisfaction of the Practising Certificate Committee for as long as he or she continues to be a member of the Scheme. The Professional Indemnity Insurance Policy must be valid in all territories where the member wishes to practise.

The minimum level of insurance coverage under the Professional Indemnity Insurance Policy shall be determined by the Practising Certificate Committee from time to time.

Members in public practice of the Scheme are required to hold professional indemnity insurance under the MAICSA Professional Indemnity Insurance Policy or any other equivalent insurance policy.

H. CODE OF CONDUCT

General Principles

1. A Member of the Practising Certificate Scheme shall conduct himself or herself in a manner consistent with the good reputation of the profession of the Chartered Secretary and the MAICSA Constitution, the ICSA Charter and Bye-laws, and in compliance with all statutory or other current legal requirements.
2. In accepting or continuing a professional assignment or appointment, a Member of the Scheme shall always conduct himself or herself with utmost integrity and/or objectivity in relation to all assignments or appointments.
3. A Member of the Scheme shall carry out his or her professional work with proper regard for the technical and professional standards expected of a Chartered Secretary and shall not undertake or continue professional work which he or she is not competent to perform unless he or she first obtains such advice and/or assistance as will enable him or her competently to carry out such work.
4. A Member of the Scheme shall conduct himself or herself with courtesy and consideration towards all with whom he or she comes into contact.

Professional Independence

5. Professional Independence is a concept fundamental to the profession of a Chartered Secretary. It is essentially an attitude of mind characterized by integrity and independence. Accordingly, a Member of the Scheme shall inform all interested parties of any potential conflict of interests.

Confidentiality

6. A Member of the Scheme receiving privileged information from any confidential source in the course of his or her professional work shall not use it or appear to use it for personal advantage or for the advantage of a third party and may not disclose it without prior written consent from the relevant party unless there is a public duty or a legal or professional obligation or duty to disclose such information.

Obtaining Professional Work

7. A Member of the Scheme shall not in any circumstances obtain or seek professional work for himself or herself or another member of the Scheme in contravention of this Code of Conduct.

Professional Clearance before accepting an Appointment

8. A Member in public practice of the Scheme who is asked to accept an appointment where the client has previously employed a company secretary in public practice shall:
 - (a) Request in writing of the incumbent and/or previous appointee all information relevant to an acceptance of the appointment, and
 - (b) If the incumbent or previous appointee fails to respond within seven (7) days, the incoming company secretary will be free to accept the appointment.
9. A Member in public practice of the Scheme receiving such request shall:
 - (a) request permission of the client to discuss the client's affairs freely with the proposed appointee. If this request is not granted, the member of the Scheme shall report that fact to the proposed appointee.
 - (b) on receipt of written permission from the client, he or she shall disclose all information relevant to the proposed appointee's acceptance of the appointment.
10. A Member in public practice of the Scheme who is invited to undertake professional work additional to that already being carried out by another company secretary who is himself or herself to continue his or her existing duties for the client, shall as a matter of courtesy, notify in writing that other company secretary of the work that is proposed to be undertaken. This notification need not be given if the client gives in writing a valid reason against it. The member of the Scheme undertaking such additional work is entitled to expect of that other company secretary to whom he or she has given notice full co-operation in carrying out such additional work.

Mixed Secretarial Practices

11. Any Member in public practice of the Scheme who acts in association with others not being Members of MAICSA, either through the medium of an incorporated body or in partnership, in the provision to the public of services usually undertaken by a company secretary in public practice, thereby is deemed to accept responsibility to MAICSA for ensuring that in providing such services, the association does not describe itself as “Chartered Secretaries” but is conducted in accordance with this Code of Conduct.

Multi-Discipline Practices

12. A Member of the Scheme may act alone or in association with members of other professional bodies to provide professional services additional to services usually undertaken by a company secretary in public practice so long as the Member of the Scheme or any of his or her associates do not do anything which is or may be in breach or contravention of any legal, ethical or other requirements governing members of such professional bodies.
13. Where a Member of the Scheme is also a member of another professional body, he or she shall not do anything in breach of any legal, ethical or other requirements governing members of that other professional body.

Undertakings

14. Any promise or undertaking made or given by a Member of the Scheme in the course of his or her business must be honoured promptly in full since MAICSA considers that it is essential that absolute reliance can be placed on such a promise or undertaking.

Breach of Code

15. Any breach of this Code may be deemed to be a matter for investigation by the National Investigation Group and/or the National Disciplinary Tribunal under the ICSA Bye-Laws and thereafter be subject to review by the Council.

I. PRACTISING CERTIFICATE LOGO

Members in public practice of the Scheme may use the Practising Certificate Logo (PC Logo), subject to the following terms and conditions:

1. The Logo can be used on the calling cards, electronic media and letterheads of MAICSA members who are members of the Scheme and by any incorporated body or conventional partnership, provided always that the member or members of the Scheme holds or hold 50% or more of the voting rights of such incorporated body or 50% or more of the share of profits of such conventional partnerships.
2. Members of the Scheme are required to follow strictly the following specifications of the Logo: -
 - a. The Logo consists of the outline box, the crest, the MAICSA logo and the text and must be reproduced in its entirety.
 - b. The Logo should not exceed the maximum recommended reproduction size of 35 mm x 15 mm.
 - c. Colour scheme : crest – Pentone red ; text – black.

3. Permission to use the Logo is granted by MAICSA solely and exclusively only to current Members of the Scheme. The Logo shall at all times remain the property of MAICSA.
4. Members of the Scheme must cease using the Logo in any of the following circumstances: -
 - a) When a Member ceases to be a Member of MAICSA;
 - b) When a Member ceases to be named as a company secretary; or
 - c) When a Member ceases to renew the Practising Certificate.
5. Members of the Scheme must act in good faith at all times and not misuse or abuse the Logo howsoever and in whatsoever manner.
6. Members of the Scheme are required to notify MAICSA of any change in professional status or any other particulars that are relevant to the use of the Logo.
7. Members of the Scheme must abide by any further or other regulations that may be issued from time to time by MAICSA.
8. Members of the Scheme shall fully indemnify and keep indemnified MAICSA against any summonses, actions, proceedings, claims, demands and expenses which may be brought or made against it or which it may pay, sustain or incur by reason of any act or omission of the use of the Logo.
9. MAICSA reserves the right to exercise its discretion to vary, modify, amend or alter these Regulations and /or to withdraw the right of members of the Scheme to the use of the Logo at any time.

J. REVOCATION OF PRACTISING CERTIFICATE

MAICSA reserves the right to revoke, cancel, withdraw or suspend any Practising Certificate issued to a Member of the Practising Certificate Scheme when a Member of the Scheme ceases to be named as a company secretary of all types of companies, incorporated and/or registered in Malaysia, which includes those named in the Register of Directors, Managers and Secretaries, Form 49 or other similar prescribed form pursuant to any prevailing written law relating to companies in force in Malaysia or in the event of any disciplinary action being taken against a Member and he or she is found to be unfit to remain a Member of the Scheme.

K. INDEMNITY

Members of the Practising Certificate Scheme shall fully indemnify and keep indemnified MAICSA from and against all claims, demands, actions, suits, damages, liabilities, losses, settlements, judgements, costs and expenses which may be brought or made against the Institute arising from any breach, violation of any statutory and legal requirements or legislation, action or negligence on the part of a Member of the Scheme.

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