



MEMBERSHIP COMMITTEE (MC) TERMS OF REFERENCE

1. AUTHORITY

- (a) The Membership Committee (“**MC**”) is constituted by the Board of Directors (“**Board**”) of the Institute of Corporate Directors Malaysia (“**ICDM**”) with the delegated authority to carry out the MC’s functions and roles as set out in these Terms of Reference and ICDM’s By-Laws.
- (b) These Terms of Reference are made pursuant to Clause 3.4 of ICDM’s By-Laws and must be read with the roles and powers of the MC as set out in ICDM’s By-Laws and approved by the Board.
- (c) The MC shall exercise its authority in the best interest of ICDM in achieving the strategies and objectives of ICDM.

2. COMPOSITION OF THE MC

- (a) The Board shall appoint the following members of the MC, which shall not exceed five (5) members in total:
 - (i) Chairman of the MC, which shall be a member of the Board;
 - (ii) Not exceeding three Board Members as ordinary members; and
 - (iii) President/Chief Executive Officer of ICDM.
- (b) Only the members of the MC in paragraph (2)(a) shall have the power to vote in an MC meeting.
- (c) If the Chairman is unable to attend any meeting, the Chairman shall elect one of the members in paragraphs (2)(a)(ii) or (2)(a)(iii) above as Chairman for that meeting.
- (d) The MC shall be assisted by such employees of ICDM nominated by the President/Chief Executive Officer, who shall have no power to vote in any MC meeting.
- (e) The Head of Membership, or such other employee of ICDM approved by the MC, shall provide administrative support to the MC.
- (f) A company secretary qualified under the Companies Act 2016 shall be appointed to provide secretarial support to the MC (“**Secretary**”). The Secretary shall be appointed by the Board on the recommendation of the President/Chief Executive Officer. The functions and responsibilities of the Secretary shall be approved by the Board.

3. DURATION OF TERM

Appointments to the MC shall be for a period of up to two (2) years, which may be extended subject to the Board’s approval.

4. ANNUAL GENERAL MEETING

The Chairman of the MC, or in his absence another member of the MC, shall attend ICDM’s annual general meeting and respond to any ICDM’s member’s questions on the MC’s activities.



5. DUTIES AND POWERS OF THE MC

- (a) The MC shall carry out its roles and functions and exercise such powers as set out in these Terms of Reference, ICDM's By Laws and such mandate delegated by the Board.
- (b) Without limiting the generality of the foregoing, the MC shall have the power to decide on the following matters:
 - (i) Membership type, applicable fees and benefits for each category of membership;
 - (ii) Membership application and determination process;
 - (iii) Appropriate membership class notwithstanding the membership class applied for by the applicant;
 - (iv) Membership validity period and application process for renewal;
 - (v) Extension of not more than 3 months to the 6-month grace period after membership expiry;
 - (vi) Continuing professional development and programmes;
 - (vii) Implementation of activities and events for members, including members' orientation and development programmes;
 - (viii) Members eligibility to be included in ICDM Directors' Registry;
 - (ix) Upon recommendation from the Learning & Development Committee, to determine whether a programme fulfils the requirements of a specific membership category for continuing professional development;
 - (x) Promotion of a member from a lower tier membership category to a higher category upon fulfilment of set criteria;
 - (xi) Membership recruitment activities;
 - (xii) Any other matters relating to membership as may be delegated by the Board.
- (c) Save for the Honorary Fellow Category where the MC shall make recommendations to the Board for the Board's approval, the MC shall have the power to review the applications for all membership classes based on the criteria approved by the Board in the By Laws, Where any application is assessed on an "exceptions-basis" by the MC, any decision made must be approved by the Board.
- (d) The MC shall have the power to review and decide on policy matters relating to ICDM's director sourcing services such as fees and service framework. All decisions made by the MC on director sourcing services shall be notified to the Board.

6. MEETINGS

- (a) The quorum for the MC meetings shall be any two (2) members of the MC.
- (b) Meetings shall be held not less than four (4) times each year or at such other frequency as the MC may determine.
- (c) The Board, Chairman of the MC or two (2) members of the MC may request a meeting if any of them consider that one is necessary.
- (d) The notice and agenda of each meeting shall be sent by the Secretary to all members of the MC and any other persons that may be required to attend.
- (e) The MC may meet together for dispatch of business, adjourn, and otherwise regulate its meetings as the MC members think fit, whether in person or by means of any communication technology by which all persons participating in the meeting are able to hear and be heard by all other participants without the need for a member to be physically present in the meeting.



- (f) Any member participating in any such meeting shall be counted in the quorum for such meeting. All resolutions passed by the members in such meeting in accordance with these Terms of Reference shall be deemed to be as effective as a resolution passed at a meeting in person of the members duly convened and held.
- (g) Reasonable notice of a meeting of the MC shall be given. An agenda and accompanying meeting papers should be sent in full to all members of the MC in a timely manner, at least three (3) days before the intended date of a meeting (or such other period as approved by the members). However, a meeting may be convened with shorter notice being given, provided that it is approved by all the members of the MC.
- (h) Management of ICDM is obliged to provide the MC with adequate information in a timely manner, in order to enable it to make informed decisions.
- (i) Resolutions, proposals and matters tabled for approvals at any meeting of the MC shall be decided by a simple majority of the members present and voting. They can also be passed via circulation (whether in the form of paper, email or otherwise) if approved by a simple majority of the members.
- (j) In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (k) Minutes of meetings shall record in sufficient detail the matters considered by the MC and decisions reached, including any concerns raised by any member, or dissenting views expressed.
- (l) Minutes of each meeting shall be kept and distributed to each member and the minutes of the meetings shall be reported to the Board at earliest meeting of the Board.
- (m) Full minutes of the MC's meetings shall be kept by the Secretary, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any member or director of ICDM.

7. CONFIDENTIALITY

- (a) All matters discussed during MC meetings are CONFIDENTIAL and should not be released, either during the appointment or following end of appointment, to third parties without the prior written approval from the Board.
- (b) MC members shall not make any public announcements without the prior approval of the Board.

8. AMENDMENT

The Board may amend these Terms of Reference at any time and from time to time.

(This Terms of Reference for the Membership Committee was approved and adopted by the Board on 19 June 2020.)