



TERMS OF REFERENCE

MEMBERSHIP COMMITTEE

(Revised – 2021)

REVISED BY
THE MEMBERSHIP COMMITTEE
UNDER ITS CONFERRED AUTHORITY
PURSUANT TO CLAUSE 80 OF THE ICDM CONSTITUTION

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by the Membership Committee 13 October 2021

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Previous Revision

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1. ROLES

- 1.1 The Membership Board Committee (“MC”) shall perform its roles pursuant to Clause 3.3 of the By-Laws of the Institute of the Corporate Directors Malaysia (“ICDM”).

2. AUTHORITIES

- 2.1 The MC is a board committee constituted by the Board of Directors (“Board”) of ICDM with delegated authority pursuant to Article 80 of the Constitution to carry out the MC’s roles and functions as set out in these Terms of Reference (“TOR”) and Clause 3.4 of the By-Laws.

- 2.2 The MC may establish any matter within these TOR to an ad-hoc task sub-committee comprising of a minimum of two (2) MC’s Members (“Members”) to advise the MC in making a decision. The ad-hoc sub-committee may seek advice from external parties with relevant expertise as deemed as appropriate subject to these TOR.

The ad-hoc sub-committee shall be automatically disbanded after completion of its specific tasks.

- 2.3 The MC engages with ICDM’s members from the respective membership categories on a biannual basis. The member’s engagement is meant for the MC to receive feedback from the members in particular to the membership benefits, privileges and engagement activities. Any matters received or outcome shall be reported to and deliberated at the earliest Board meeting.

- 2.4 The MC shall exercise its roles and authorities with due care and diligence as well as in the best interest in achieving the strategies and objectives of ICDM.

3. COMPOSITION

- 3.1 The Board Committee shall not be less than three (3) and not more than five (5) persons appointed by the Board comprising of:

- (a) Chairman of the MC, which shall be a member of the Board. The Chairman may be elected among the MC or by the Board; and
- (b) Minimum two (2) ordinary Members which shall be members of the Board.

Appointment of the Chairman and Members shall be up to a period of three (3) years, which may be extended by the Board for an additional period of three (3) years subject to the recommendation by the Nomination & Remuneration Committee.

- 3.2 The President & Chief Executive Officer (“CEO”) of ICDM shall be the permanent invitee to the meeting. The MC may also invite Head of Membership Division and/or any other person to be in attendance during the meeting to assist its deliberation. The invitees shall not be taken as a meeting quorum and have no voting power in the meeting.
- 3.3 The Head of Membership Division or any other employee of ICDM nominated by the CEO and approved by the MC shall provide administrative support to the MC.

4. SECRETARY

- 4.1 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 CEO. The functions and responsibilities of the Secretary shall be approved by the Board.
- 4.2 The Secretary shall attend, record the proceedings and decisions at all meetings of the MC as well as to take into record any conflict of interest that may exist.
- 4.3 In the event of his/her absence to any of the meeting, the Secretary may submit a nomination to the Chairman the following officer of ICDM to act as his/her representative in that meeting:
 - (a) Head of Membership; or
 - (b) Any other ICDM employee.

5. REPRESENTATION AT THE GENERAL MEETING

- 5.1 The Chairman shall attend ICDM’s general meeting and respond to any questions submitted by the ICDM’s members relating to the MC’s activities. In the event of his/her absence, the Chairman may nominate any one of the Members to attend and act as his/her representative during that meeting.

6. DUTIES AND POWERS

6.1 The MC shall have the duties and powers on the following matters:

- (a) To recommend membership type, class, category, applicable fees and benefits of membership to the Board.
- (b) To review and approve process of membership application and determination procedures.
- (c) To approve appropriate membership type, class and category notwithstanding the membership type, class and category applied for by the applicant.
- (d) To approve membership validity period and application process for renewal.
- (e) To approve extension of not more than three (3) months to the 6-month grace period after membership expiry.
- (f) To approve appropriate continuing professional development and programmes for the ICDM members.
- (g) To receive and discuss activities and events for the ICDM members, including orientation and development programmes.
- (h) To review and approve ICDM members' eligibility framework to be included in the ICDM Directors' Registry.
- (i) To receive and discuss any matters relating to the membership programme in particulars to its privileges, benefits, services, and products offered by ICDM.
- (j) To determine and assess, and if appropriate to submit recommendation to the Board over the membership programme offered by ICDM in order to fulfil the requirements of a specific membership type, class and category for continuing professional development.
- (k) To approve promotion of an ICDM member from a lower tier membership type/class/category to a higher level upon fulfilment of set criteria.
- (l) To receive and discuss the strategies and activities concerning membership recruitment and renewal.

- (m) To discuss and determine any other matters relating to membership as may be delegated by the Board.
- (n) Save for the Honorary Fellow Category where the MC shall make recommendations to the Board for approval by the Board, the MC shall have the power to review the applications for all membership types/classes/categories 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.
- (o) The MC shall have the power to review, assess and approve 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.

7. MEETING PROCEEDINGS

- 7.1 The quorum for the MC meetings shall be at least two (2) Members present at that meeting. The meeting may be held via video/voice conference or any other means that enable the Members to participate at the same time.

Such participation shall be counted as a quorum for the meeting and resolution passed by the MC at such meeting is in accordance with these TOR shall be deemed to be effective as a resolution passed at a meeting in person duly convened and held.

In the event of difficulty in forming a quorum, the Chairman or any Members present at that meeting may propose for postponement to a date not later than seven (7) working days from the date of convening the meeting.

- 7.1 The MC meetings shall be held not less than four (4) times each year or at such other frequency as the MC may determine. The Board, MC’s Chairman or at least two (2) Members may requisite a meeting if any of them consider that one is necessary.
- 7.2 The notice and agenda of each meeting shall be prepared by the Secretary with consultation from the Chairman. The notice and agenda of each meeting shall be issued and circulated by the Secretary to the MC and any other persons that may be required to attend.

The notice of a meeting shall be served either in a printed copy or electronic

transmission at least seven (7) working days prior to the meeting. Meeting papers which accompany any agenda papers shall be circulated in full either in printed set or electronic transmission to the MC at least three (3) business days prior to the meeting. However, the meeting may be convened with a short notice period being given, provided that it is approved by the MC.

- 7.3 If the Chairman is not present within 15 minutes after the time for convening the meeting, the Members present during that meeting may choose any one among themselves to chair the meeting provided that a quorum is sufficient to convene the meeting.
- 7.4 Resolutions, proposals and matters tabled for approval at the meeting shall be decided by a simple majority of the Members present during the meeting. The resolution may also be passed via circulation either in the form of paper, email or otherwise, if approved by a simple majority of the Members.

In the case of an equality of votes, the Chairman shall have a second or casting vote.

- 7.5 In the event of conflict of interest, the Chairman and/or any Member shall declare his/her interest on a particular subject matter and shall abstain from participating in deliberation and decision.
- 7.6 Minutes of meetings shall be recorded by the Secretary in sufficient detail as the matters considered by the MC and decisions reached, including any concerns raised by any Member, or dissenting views expressed.

Full sets of minutes of the meetings shall be under custodian by the Secretary, and such minutes shall be available for inspection at any reasonable time and reason by the Board, MC, Internal Auditors and External Auditors.

- 7.7 Minutes of each meeting shall be distributed to each Member and the minutes shall be reported by the Chairman to the Board at earliest Board meeting.

8. GOVERNANCE AND RESOURCES

- 8.1 The MC shall, via the Secretary make available to a new Member a suitable induction process and for the existing Members, ongoing training as discussed and agreed by the MC.
- 8.2 The MC shall conduct an annual self-assessment of its activities under these TOR and report any conclusion and recommendation to the Board. As part of the

assessment, the MC shall consider whether to receive adequate and appropriate support in fulfilment of its roles and functions.

- 8.3 The MC shall in its decision making, give due regard to any relevant regulatory requirements and associated best practices including risk and reputation implications of its decision.
- 8.4 The MC shall be provided by the Management with adequate information in a timely manner, in order to enable the MC to make informed decisions and if deemed appropriate, to engage independent counsel and other professional advisers.

9. CONFIDENTIALITY

- 9.1 All matters discussed during MC meetings are strictly private and confidential and shall not be released, either during the tenure of the Member or following end of appointment, to third parties without the prior written approval from the Board.
- 9.2 The Chairman and Members shall not make any public announcements without the prior written approval from the Board.

10. AMENDMENT

- 10.1 The MC may recommend for revising and amending these TOR from time to time to ensure its adequacy and relevancy subject to approval by the Board.