

Company Secretary

National Occupational Standards

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Overview

This standard is about the Company Secretary's responsibility for complying with statutory and Governance best practice requirements and making statutory returns

CFACS1

Comply with statutory and Governance best practice requirements

Performance criteria

- You must be able to:*
- P1 Ensure compliance with the Companies Act and all other relevant legal, regulatory and Governance best practice requirements
 - P2 Maintain the statutory requirements for a registered office address
 - P3 Allow public inspection of documents when required under the law
 - P4 Ensure that all business communications show the name and any other required details of the organisation
 - P5 Ensure compliance with the listing regime, where appropriate
 - P6 Manage relations with listing authorities, where appropriate
 - P7 File statutory returns with the appropriate regulator
 - P8 Take responsibility for the preparation of the corporate governance statement, or similar, in the financials and other applicable documents
 - P9 Co-ordinate the publication and distribution of the annual report and accounts, interim statements, the Governing Body's members report and other Governance reports and ensure deadlines are met
 - P10 Act as steward of good governance on behalf of the organisation internally and to other interested parties by providing advice to relevant stakeholders regarding compliance with statutory and Governance best practice requirements
 - P11 Ensure the presentation of high-quality information to the board and its committees

CFACS1

Comply with statutory and Governance best practice requirements

Knowledge and understanding

You need to know and understand:

- K1 Requirements of the Companies Act, other relevant laws, regulations and Governance best practices
- K2 Listing rules and the city code on take-overs and mergers
- K3 The procedures for allowing public inspection of documents
- K4 The types of business communication that are required to show the name and details of the organisation
- K5 How to manage the relationship with relevant UK, EU and international listing authorities and regulators
- K6 The statutory returns that must be filed and the process for filing them
- K7 The statutory content and best practice associated with the annual report and accounts, interim statements and the Governing Body's members report
- K8 Deadlines associated with the publication and distribution of the annual report and accounts, interim statements and the Governing Body's members report
- K9 How to identify appropriate recipients of the annual report and accounts, interim statements and the Governing Body's members report and other Governance reports
- K10 Business specific knowledge enhanced by the ability to build relationships with the Governing Body's board and committee members.

CFACS1

Comply with statutory and Governance best practice requirements

Skills

- Carrying out critical analysis and judgement
- Being aware of the impact of any assumptions made
- Considering the wider issues and broader implications
- Exploring a wide range of relationships
- Balancing short and long term considerations
- Being sensitive to the impact of actions and decisions across the organisation
- Identifying opportunities and threats
- Being sensitive to the implications of external factors on decisions and actions
- Applying Strategic Perspectives
- Managing Resources
- Meeting legal deadlines
- Planning, organising and co-ordinating resources
- Establishing clear objectives
- Converting long-term goals into action plans
- Monitoring and evaluating the work of direct reports regularly
- Ensuring legal compliance and that obligations are met
- Performing consistently in a range of situations under pressure
- Retaining focus on a course of action or need for results
- Foster relationship communication between Governing body and all relevant stakeholders

Links to other NOS

Governance NOS

GOV1, GOV2, GOV3, GOV4, GOV7, GOV10, GOV12, GOV13

CFACS1

Comply with statutory and Governance best practice requirements

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Originating organisation Skills CFA

Original URN CS1

Relevant occupations

- 1000 Managers and Senior Officials
- 1114 Senior officials of special interest organisations
- 1131 Finance Managers and Chartered Secretaries
- 1135 Personnel, training and industrial relations managers
- 2000 Professional Occupations
- 2421 Chartered and certified accountants
- 2422 Management accountants
- 4000 Administrative and Secretarial Occupations
- 4214 Company Secretaries

Suite Company Secretary

Key words Governance best practice, statutory requirements, statutory returns, legal compliance, Corporate Governance, annual reports, filing accounts, Governing Body's member report, Governance reports, listing authorities, take-overs and mergers

Overview

This standard is about the Company Secretary's responsibility for maintaining registers and using the common seal

CFACS2

Maintain registers and use of common seal

Performance criteria

You must be able to:

- P1 Maintain the register of members including monitoring movements to identify any stake-building and the beneficial owners of holdings
- P2 Maintain the register of company charges
- P3 Maintain the register of Directors and Company Secretary
- P4 Maintain the register of debenture holders
- P5 Ensure the safe custody of the common seal
- P6 Ensure proper use of the common seal
- P7 Maintain a register of sealings
- P8 Ensure correct and proper usage of Company Secretary signing authority

CFACS2

Maintain registers and use of common seal

Knowledge and understanding

You need to know and understand:

- K1 How to maintain the register of members
- K2 How to maintain register of company charges
- K3 How to maintain the register of Directors and Company Secretary
- K4 How to maintain the register of debenture holders
- K5 Methods of ensuring the safe custody of the common seal and its proper use
- K6 How to maintain a register of sealings
- K7 How to ensure the proper usage of Company Secretary signing authority

CFACS2

Maintain registers and use of common seal

Skills

- Managing resources
- Planning ahead, organising and coordinating resources
- Monitoring and evaluating the work of direct reports regularly and effectively
- Complying with legal requirements
- Recording information and keeping registers
- Meeting deadlines

Links to other NOS

Governance NOS
GOV7, GOV9, GOV10, GOV11

CFACS2 Maintain registers and use of common seal

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| Suite | Company Secretary |
| Key words | Governance best practice, statutory requirements, company registers, Directors and Company Secretary registers, debenture registers, common seal custody, stake building, legal compliance, sealings register, signing authority |

CFACS3

Plan organise and conduct Governing Body and committee meetings



This standard is about the Company Secretary's role in planning, organising and conducting Governing Body and committee meetings, including those of any subsidiaries and the Company Secretary's responsibility as the communications link between the Governing Body and the whole of the organisation

Performance criteria

You must be able to:

- P1 Ensure that Governing Body and committee members receive schedules of meetings, agenda and meeting papers in line with Governing Body and committee policies
- P2 Ensure arrangements and any special requirements of Governing Body and committee members relating to the actual meeting are considered and managed
- P3 Act as communicator between the Governing Body and the senior management and other stakeholders
- P4 Ensure that members are aware that they have access to the advice and services of the Company Secretary and independent professional advisers
- P5 Where appropriate, make sure the Chairman receives a briefing
- P6 Ensure that the meeting has a quorum
- P7 Ensure that any related party transactions are dealt with by the Governing Body and committees in a fair and transparent manner
- P8 Ensure that the meetings follow the appropriate Governance procedures and comply with the law and the organisation's constitution
- P9 Ensure that the Governing Body considers the impact of Governing Body decisions on stakeholders
- P10 Ensure decisions are minuted with actions and responsibilities, stating clear criteria and rationale
- P11 Ensure minutes of the meeting are circulated in line with Governing Body and committee policies

Knowledge and understanding

You need to know and understand:

- K1 The legal structure of the organisation and any subsidiaries, to include Governing Bodies and Governing Body committees
- K2 The process of generating meeting agendas and papers and their format and content
- K3 The factors that need to be considered when selecting meeting venues, equipment and services
- K4 Health, safety and security requirements when organising meetings
- K5 Any special requirements that attendees may have and how to meet them
- K6 Techniques in how to facilitate the **upwards/downwards stream of information****
- K7 How to prepare for Governing Body and committee meetings
- K8 Governing Body members' rights to access the Company Secretary and independent professional advisors where appropriate
- K9 When it is appropriate to brief the Chairman in advance of the meeting
- K10 Governing Body and committee procedures relevant to the governance of meetings
- K11 The law relating to meetings
- K12 The organisation's constitution
- K13 Best practice in minute taking

Glossary

P6 quorum

A quorum is the minimum number of members that are necessary to conduct the business of a group/meeting

K6 upwards/downwards stream of information

Feeding information between the hierarchies of an organisation. Top down refers to the Company Secretary feeding back information to the Senior and Middle management team whereas from down up, information is being fed back from the Middle to the Senior Management to the Company Secretary.

Skills

- Managing resources
- Establishing clear objectives
- Converting long-term goals into action plans
- Monitoring and evaluating the work of direct reports
- Communicating engagingly and effectively across the whole of the organisation
- Championing the organisation's vision and values
- Engaging with the Governing Body and winning support
- Ensuring communications are tailored and focused to reflect the Governing Body's interests
- Performing consistently in a range of situations under pressure and adapting behaviour appropriately
- Balancing the needs of the situation and task with the needs and concerns of the Governing Body
- Retaining focus on a course of action or need for results in the face of challenge or criticism
- Being aware of and taking into account the needs and perceptions of the Governing Body in arriving at decisions and proposing solutions to problems and challenges
- Achieving the commitment of the Governing Body to decisions and actions
- Keeping an open mind with regard to possible solutions to problems
- Listening actively and reflecting on the reactions and inputs from the Governing Body
- Persuading the Governing Body to change views based on an understanding of their position and a recognition of the need to listen to this perspective and providing a rationale for change
- Achieving clear results and making an impact
- Balancing short and long-term goals
- Pursuing demanding goals when confronted with rejection or questioning
- Ensuring legal compliance and that obligations are met
- Being structured and organised and be able to delegate and monitor
- Being aware of all the activities that surround meetings that ensure their smooth running - delegate, manage and take responsibility

Glossary

Links to other NOS

Governance NOS
GOV2, GOV3, GOV7, GOV10, GOV13

CFACS3

Plan organise and conduct Governing Body and committee meetings

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Originating organisation Skills CFA

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Relevant occupations

- 1000 Managers and Senior Officials
- 1114 Senior officials of special interest organisations
- 1131 Finance Managers and Chartered Secretaries
- 1135 Personnel, training and industrial relations managers
- 2000 Professional Occupations
- 2421 Chartered and certified accountants
- 2422 Management accountants
- 4000 Administrative and Secretarial Occupations
- 4214 Company Secretaries

Suite Company Secretary

Key words Governing Body and committee policies, meetings schedules, agenda and meeting papers, stakeholders, Chairman, Quorum, Governance procedures, organisational law and constitution, decision making, minutes, committee policies, legal structures, upwards/downwards stream of information

Overview

This standard is about the Company Secretary's role in planning, organising and conducting general meetings, which include Annual General Meetings, Extraordinary General Meetings and class meetings

CFACS4

Plan organise and conduct general meetings

Performance criteria

You must be able to:

- P1 Ensure the preparations for general meetings comply with the law and the organisation's constitution and policies
- P2 Ensure arrangements of any special requirements of attendees relating to the actual meeting are considered and managed
- P3 Arrange with the organisation's bankers for a dividend account to be opened
- P4 Ensure that the agenda, meeting papers, attendance sheets and ballot papers are prepared
- P5 Ensure that the shareholder register is up to date
- P6 Ensure that proxy forms are prepared, dispatched and evaluated
- P7 Oversee voting arrangements
- P8 Ensure notices, agendas and meeting papers are circulated in line with statutory requirements and the organisation's constitution
- P9 Brief the Chairman
- P10 Act as governance information provider to the governing body and other interested and relevant parties
- P11 Oversee the organisation of proposers, **seconders and tellers** if appropriate
- P12 Ensure the register of members and the appointment non executive directors' letters of appointment are available for inspection
- P13 Oversee the management of the registration process
- P14 Ensure that the meeting has a **quorum** at all times
- P15 Ensure that the meetings follow the appropriate procedures and comply with the law and the organisation's constitution and advise the Chairman on any point of procedure
- P16 Ensure that proceedings are recorded
- P17 Ensure that copies of resolutions and completed statutory forms are sent to the appropriate parties
- P18 Ensure appropriate arrangements are made for the payment of dividends
- P19 Ensure minutes of the meeting are circulated in line with the law and the organisation's constitution and if the company is listed, announce the results of the votes via a Regulatory Information Service (RIS) immediately.

CFACS4

Plan organise and conduct general meetings

Knowledge and understanding

You need to know and understand:

- K1 Criteria for setting dates of general meetings
- K2 Procedures for signing off and printing of the report, accounts and the notice of the meeting
- K3 Procedures for dividend payment
- K4 The factors that need to be considered when selecting meeting venues, equipment and services
- K5 Health, safety and security requirements when organising meetings
- K6 Any special requirements that attendees may have and how to meet them
- K7 The process of generating meeting agendas, papers, attendance sheets and ballot papers and their format and content
- K8 How to maintain an up to date shareholder register
- K9 The proxy and voting processes that the organisation operates
- K10 How to identify the information that the Chairman will require in advance of the meeting
- K11 The law relating to general meetings
- K12 The organisation's constitution
- K13 Best practice in general meeting procedures
- K14 How to manage a demand for a poll using either voting lists, ballot papers or electronic voting
- K15 Best practice in minute taking

Plan organise and conduct general meetings

Skills

- Ensuring legal compliance and obligations are met
- Managing resources
- Planning, organising and coordinating resources
- Establishing clear objectives
- Converting long-term goals into action plans
- Monitoring and evaluating the work of direct reports
- Performing consistently in a range of situations under pressure and adapting behaviour appropriately
- Balancing the needs of the situation and task with the needs and concerns of other stakeholders
- Retaining focus on a course of action or need for results when challenged or criticised
- Being aware of and taking into account the needs and perceptions of the stakeholders in arriving at decisions and proposing solutions to problems and challenges
- Using this awareness and achieving the commitment from stakeholders to decisions and actions
- Keeping an open mind with regard to possible solutions to problems
- Listening actively and reflecting on the reactions and inputs from the stakeholders
- Influencing stakeholders
- Persuading stakeholders to change views based on an understanding of their position and a recognition of the need to listen to this perspective and provide a rationale for change
- Championing the organisation's vision and values
- Engaging with stakeholders and winning support
- Communicating instructions and vision
- Ensuring communications are tailored and focus on to the stakeholders interests
- Ensure that communication inspires stakeholders
- Achieving clear results and making an impact
- Balancing short and long-term goals
- Pursuing demanding goals in the face of rejection or questioning
- Being structured and organised and be able to delegate and monitor
- Being aware of all the activities that surround meetings that ensure their smooth running - delegate, manage and take responsibility

Glossary

P11 seconders and tellers

Seconders: A seconder is a person who endorses a motion or petition as a necessary preliminary to a discussion or vote

Tellers: A teller is a person who counts the votes in an election, vote or poll. Tellers are also known as scrutineers, poll-watchers, challengers or checkers.

P14 quorum

A quorum is the minimum number of members that are necessary to conduct the business of a group

CFACS4

Plan organise and conduct general meetings

[Links to other NOS](#)

Governance NOS
GOV2, GOV3, GOV7, GOV10, GOV13

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Relevant occupations

- 1000 Managers and Senior Officials
- 1114 Senior officials of special interest organisations
- 1131 Finance Managers and Chartered Secretaries
- 1135 Personnel, training and industrial relations managers
- 2000 Professional Occupations
- 2421 Chartered and certified accountants
- 2422 Management accountants
- 4000 Administrative and Secretarial Occupations
- 4214 Company Secretaries

Suite Company Secretary

Key words Governing Body and committee meetings schedules, agenda and meeting papers, stakeholder register, Chairman, Quorum, decision making, minutes, committee policies, legal structures, appointments, directors, recording procedures, voting processes,

Overview

This standard is about the Company Secretary's responsibility for having oversight of communications with shareholders and other stakeholder groups where appropriate.

Performance criteria

You must be able to:

- P1 Ensure appropriate and cost effective methods of communication with shareholders and other key stakeholders are selected
- P2 Ensure that announcements and circulars to shareholders and other key stakeholders are distributed
- P3 Ensure that the payment of dividends have been arranged
- P4 Issue and sign-off documentation regarding rights and capitalisation issues
- P5 Ensure good working relationships with institutional shareholders and Investor Relations personnel are maintained in line with stewardship best practice
- P6 Oversee all shareholder correspondence concerning dividends, calls, transfers, forfeitures, issues, and other general enquiries in respect of shares
- P7 Ensure share ownership registration and deal with transfers and other matters affecting share holdings
- P8 Acquires the relevant information about shareholders interests in the company
- P9 Ensure that Directors' and employees' share schemes comply with the law and the organisation's constitution and policies
- P10 Review and evaluate shareholder and key stakeholder communications and make recommendations for improvements

Knowledge and understanding

You need to know and understand:

- K1 Channels and methods of communication appropriate for use with shareholders and other key stakeholders
- K2 The content of announcements and circulars
- K3 Methods of payment of dividends
- K4 Documentation concerning rights and capitalisation issues and sign-off procedures and responsibilities
- K5 How to deal with general enquiries concerning dividends, calls, transfers, forfeitures and the issuing of shares
- K6 How to maintain an up to date share register
- K7 How to implement and administer Directors' and employees' share schemes
- K8 Methods of identifying, prioritising and responding to shareholder and key stakeholder issues
- K9 Methods of encouraging and enabling engagement with institutional shareholders in line with stewardship best practice
- K10 Criteria for evaluating communications with shareholders and other key stakeholders
- K11 Appropriate monitoring and evaluation systems of shareholder and other key stakeholders communications
- K12 The disclosure of information, the rights attached to shares and the thresholds of disclosure
- K13 The risks and costs of mismanaged shareholder and other key stakeholders relations

Skills

- Performing consistently in a range of situations under pressure and adapting behaviour appropriately
- Balancing the needs of the situation and task with the needs and concerns of shareholders and other key stakeholders
- Retaining focus on a course of action or need for results when challenged or criticised
- Managing resources
- Planning, organising and coordinating resources and
- Establishing clear objectives
- Converting long-term goals into action plans
- Monitoring and evaluating the work of direct reports regularly and effectively
- Being aware of and taking into account the needs and perceptions of shareholders and other key stakeholders in arriving at decisions and proposing solutions to problems and challenges
- Achieving the commitment of the shareholders and other key stakeholders to decisions and actions
- Keeping an open mind with regard to possible solutions to problems
- Listening actively and reflecting on the reactions and inputs from shareholders and other key stakeholders
- Influencing others
- Persuading shareholders and other key stakeholders to change views based on an understanding of their position and a recognition of the need to listen to this perspective and providing a rationale for change
- Communicating engagingly and effectively
- Championing the organisation's vision and values
- Engages with others and wins support
- Clearly communicates instructions and vision
- Ensuring that communications are tailored and focused to reflect the shareholders and other key stakeholders interests
- Achieving clear results and making an impact
- Balancing short and long-term goals
- Pursuing demanding goals when confronted with rejection or questioning
- Ensuring legal compliance and obligations are met
- Displaying clear commitment to a course of action when challenged
- Showing commitment to pursuing an ethical solution to a difficult issue or problem
- Demonstrating commitment to completing tasks in a timely and effective manner
- Managing and controlling own emotions within the work environment

Links to other NOS

Governance NOS
GOV6, GOV7, GOV8, GOV12, GOV13

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