

CS

CERTIFIED SECRETARIES

PART II

SECTION 4

CORPORATE SECRETARIAL PRACTICE

STUDY TEXT

0707 737 890

CONTENT

1. Company formation and conversion

- Incorporation of companies limited by guarantee and unlimited companies
- Formation of not for profit organisations
- Conversion/reconversion of one form of business to another
- Re-registration
- Procedure relating to foreign companies carrying on business

2. Company constitution

- Memorandum and Articles of Association
- Form of memorandum and articles
- Procedure for alteration of Memorandum and restriction thereon
- Procedure for alteration of Articles of Association
- Effects of alteration of Articles of Association

3. Seal and authentication of documents

- The seal
- Official seal for use abroad
- Authentication of documents

4. The Role of the company secretary

- Meaning and legal position of a secretary
- Professional qualifications, appointment and vacation of office
- Qualities of a secretary
- Rights, statutory and contractual obligations of a company secretary
- Role of company secretary as statutory officer, coordinator and administrative officer
- The company secretary as advisor to the chairman and the board

5. Directors and Chief Executive

- Procedure and practice in respect of appointment, reappointment and tenure
- Remuneration
- Rotation, retirement and disqualification
- First meeting of the board of directors
- Business at subsequent board meetings
- Board evaluation
- Filling of the casual vacancy of directors and chief executive
- The statutory provisions relating to powers, rights, duties, civil and criminal liabilities of directors and chief executive

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6. Drafting resolutions and minutes

- Procedure and practice of drafting ordinary and special resolutions covering different aspects of corporate matters
- Preparation of minutes of meetings
- Circulation of minutes of meetings
- Approval and confirmation of minutes of meetings

7. Annual reports, registers and returns

- Types of registers
- Types of returns
- Maintenance of statutory books and registers
- Statutory and filing requirements
- Chairman's statement
- Directors report
- Statement on corporate governance and corporate social responsibility
- Penalties for non-compliance

8. Dividends

- Types of dividends
- Recommendation and declaration of dividends
- Payment and taxation of dividends
- Declaration of dividends out of reserves
- Restriction on distribution
- Closure of register of members
- Unclaimed dividends

9. Employee share schemes

- Share incentive plans
- Savings related schemes
- Profit sharing schemes
- Company share option plans
- Administering an employee share scheme

10. Retirement benefits and estate management

- Types of retirement benefits
- Pension schemes
- Provident funds
- Trust deeds and rules
- Executorships
- Administration of estates

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- Organisation for Economic Cooperation and Development guidelines on pension fund asset management

11. Take-overs and mergers

- Take-over procedure
- Obligation of offeror and offeree in relation to offers
- Information required to be included in the offeror's statement
- Information required to be included by the offeror in a take-over offer document
- Information required in the circular issued by the offeree to its shareholders
- Information and statements required to be included in an independent adviser's circular
- Post-merger re-organisation

12. Emerging issues and trends

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