Company Secretary

National Occupational Standards

July 2011
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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
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 Governance NOS
GOV1, GOV2, GOV3, GOV4, GOV7, GOV10, GOV12, GOV13
CFACS1
Comply with statutory and Governance best practice requirements

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<td>Key words</td>
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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

GOV7, GOV9, GOV10, GOV11
CFACS2
Maintain registers and use of common seal

Developed by Skills CFA

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Validity Current

Status Original

Originating organisation Skills CFA

Original URN CS2

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
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4214 Company Secretaries

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
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.
Plan organise and conduct Governing Body and committee meetings

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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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.
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
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**

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## CFACS4

**Plan organise and conduct general meetings**

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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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Validity Current

Status Original

Originating organisation Skills CFA

Original URN CS5

Relevant occupations
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Suite Company Secretary

Key words Shareholders, key stakeholders, capitalisation, Investor Relations, Governance best practice, stewardship best practice, transfers and forfeitures, ownership registration, employees share schemes, organisational constitution and policies