

# **CGQP Company Compliance & Administration**

# Session Plan: February-May 2024

# **Michelle Clewer**

THIS SESSION PLAN IS PROVIDED TO OUR REGISTERED STUDENTS. IF YOU ARE UNABLE TO REGISTER FOR TUITION YOU CAN USE THIS AS SELF-STUDY PLAN.

Note: All numbers below relate to the chapter and page in the latest CGI Study Text

Week 1: Introduction, The Role of the company secretary, Effective board practices and Company secretarial applications

#### Introduction

#### 1. The role of the company secretary 3

- 1. Introduction 3
- 2. Role, functions and duties of the company secretary 4
- 3. Appointment and vacation of the office of company secretary 7
- 4. Relationship with the chair and directors 9
- 5. Company secretary as adviser to the chair and directors 10
- 6. Dissemination of information and decisions 10
- 7. Communication with shareholders and other stakeholders 13

#### 3. Effective board practices 38

- 1. Introduction 38
- 2. Board evaluation 38
- 3. Director education and guidance 43
- 4. Best practices, policies and procedures 47

#### 10. Company secretarial applications 195

- 1. Introduction 195
- 2. Evaluation of needs for company secretarial software 196
- 3. Implementation of appropriate software 199
- 4. Security issues 200
- 5. Potential uses and benefits of company secretarial packages 200
- Ongoing maintenance and updates 201

#### Week 2: The directors and The members

#### 2. The directors 17

- 1. Introduction 17
- 2. Types of directors 17
- 3. Recruitment, appointment, re-appointment and rotation 20
- 4. Roles, duties, responsibilities and mandates 25
- 5. Retirement, removal and disqualification 30
- 6. Succession planning 34
- 7. Directors' and officers' indemnification and liability insurance 35
- 8. Co-option 36
- 9. Legislative and other developments 36

#### 4. The members 54

- 1. Introduction 54
- 2. What is a member? 55
- 3. Restrictions on membership 57
- 4. Shareholders 59
- 5. Guarantors 60
- 6. Other types of member 61
- 7. Member activism 61
- 8. Articles of association 63
- 9. Unfair prejudice 68
- 10. Derivative action claims 69
- 11. Membership 71

# Week 3: Meetings of shareholders & members and Meetings of the board and its committees

#### 14. Meetings of shareholders and members 257

- 1. Introduction 257
- 2. Member meeting or written resolution 257
- 3. General meetings 259
- 4. Regulations governing general meetings 261
- 5. Role of the company secretary before, during and after the annual general meeting 261
- 6. Notice of meetings 265
- 7. Quorum, agenda, meeting materials 268
- 8. Resolutions 268
- 9. Role of the chair 270
- 10. Rules of order, standing orders 271
- 11. Proxies 272
- 12. Polls 274
- 13. Attendance 276
- 14. Voting 277
- 15. Meeting technology 279
- 16. Share registrar and role of scrutineer 280
- 18. Other developments 281

#### 15. Meetings of the board and its committees 283

- 1. Introduction 283
- 2. Board meetings 283
- 3. Role of the company secretary before, during and after board meetings 287
- 4. Delegation of authority and responsibility 289
- 5. Reliance on management and advisers 290
- 6. Committees types, purpose and composition 292
- 7. Matters reserved for the board 293
- 8. Executive discretion 297
- 9. Motions and written/circular resolutions 297
- 10. Conflicts of interest 298

#### Week 4: Minutes & minute books and Recap & Q&As

#### 11. Minutes and minute books 203

- 1. Introduction 203
- 2. Required information in minutes 203
- 3. The six 'C's 205
- 4. Proof of existence of an organisation and its historical development 207
- Record of decisions made and actions taken 207
- 6. Demonstration of due diligence on part of decision-makers 208
- 7. Legal evidence in support of actions taken 208
- 8. Records retention 209
- 9. Risk management protecting the organisation 211

#### Recap & Q&As

# Week 5: Shares, share capital, share register & debt capital

#### 16. Shares, share capital, share register and debt capital 303

- 1. Introduction 303
- 2. Regulation of the securities industry 303
- 3. Types of share and debt capital 307
- 4. Share capital 309
- 5. Company share registrar function 319
- 6. Register of members 320
- 7. Share transfers 320
- 8. Transmission of shares 323
- 9. Death of shareholder 323
- 10. Registration of documents affecting title 324
- 11. Share certificates 325
- 12. Distributions 326
- 13. Rights and warrants, debentures and bonds 329
- 14. Capital events and role of share registrar 329
- 15. Key features and establishment of employee share schemes & their ongoing administration 332

# Week 6: Maintenance of records and Recap & Q&As

#### 9. Maintenance of records 174

- 1. Introduction 174
- 2. Statutory registers 174
- 3. Location of records and registers 180
- 4. Access to records and registers 183
- 5. Minute books 185
- 6. Meeting materials/board papers 187
- 7. Financial records 189
- 8. Corporate records 190
- 9. Retention periods for documents and registers 192

#### Recap & Q&As

# Week 7: Company compliance and Securities exchange listing regime

#### 5. Company compliance 76

- 1. Introduction 76
- 2. Company formation 76
- 3. Filing of company returns 81
- 4. Offences under the relevant corporations or associations legislation 83
- 5. Corporate governance overview 85
- 6. Mergers, divisions, arrangements and reconstructions 90
- 7. Takeovers and acquisitions 91
- 8. Culture and corporate behaviours 95
- 9. Company insolvency, dissolution and restoration 96
- 10. Dormant companies 99

# 8. Securities exchange listing regime 149

- 1. Introduction 149
- 2. Listing requirements 150
- 3. Ongoing reporting, filings and compliance 160
- 4. UK corporate governance code 169
- 5. UK stewardship code 170
- 6. Insider dealing 171
- 7. Legislation and other developments 172

### Week 8: Oversight by regulators and Regulation & disclosure

# 12. Oversight by regulators 213

- 1. Introduction 213
- 2. Governance practices processes and procedures 213
- 3. Assessment of performance in carrying out governance responsibilities 215
- 4. Protection of stakeholders 219
- 5. Investigation powers of regulators 221

#### 13. Regulation and disclosure 230

- 1. Introduction 230
- 2. Disclosure requirements for listed companies 230
- 3. Link between disclosure, accountability, transparency and trust 243
- 4. Data protection 248
- 5. Public access to corporate information 252

# Week 9: Annual or integrated report and External audit

## 6. Annual or integrated report 101

- 1. Introduction 101
- 2. Role and duties of the company secretary in the annual report cycle 101
- 3. Statutory, regulatory and listing requirements 102
- 4. Narrative reporting 115
- 5. Disclosure of financial statements 127
- 6. Legislative and other developments 128

#### 8. External audit 131

- 1. Introduction 131
- 2. Roles and responsibilities of the company secretary in the external audit process 131
- 3. Independence of external auditors 132
- 4. Appointment of auditors 135
- 5. Rotation of auditors 139
- 6. Termination of auditor's appointment 140
- 7. Role of external auditors 143
- 8. Legislative and other developments 147

# Week 10: Review & recap including past exam questions (including Q&As)