

CS4 **Plan organise and conduct general meetings**



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

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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.

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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

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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

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Links to other NOS

Governance NOS
GOV2, GOV3, GOV7, GOV10, GOV13

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Originating organisation CfA Business Skills @ Work

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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,