



# **Membership Handbook**

**2014**

# **Chartered Secretaries Southern Africa**

## **Membership Handbook - 2014**

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## PREFACE

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This Member Handbook is being made available to guide Chartered Secretaries through some of the challenging aspects of their profession. There are a number of new ideas, as well as older ideas that have been re-developed for the modern professional.

We invite you to become acquainted with the contents of this handbook and submit to us your thoughts, feelings and constructive criticisms on any aspect presented herein.

The CPD programme and the professional profiles will thrust Chartered Secretaries well into the forefront of professional development that is being demanded of senior employees and practitioners throughout the world. We also believe the emphasis must be placed far more intently on the professional development of all our Members in order for them to be able to meet the requirements of the International Qualifying Scheme.

**Stephen Sadie**

(MBA, M. Ed)

Chief Executive Officer

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## CHAPTER 1: GENERAL INTRODUCTION

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### 1. INTERNATIONAL MEMBERSHIP

#### 1.1 Chartered Secretaries Southern Africa (CSSA)

The Southern African Division was the first branch of the Institute to be established outside the United Kingdom (in 1909).

The South African Branch was initially managed from the UK, but local autonomy was progressively achieved and today it operates as an independent Division under the name Chartered Secretaries Southern Africa, with its head office in Killarney, Johannesburg. CSSA currently boasts 1800 members with Branches in Cape Town, Durban, Botswana and Namibia, with centres in Swaziland and Lesotho.

The Committee for Southern Africa oversees the management of CSSA. This Committee currently comprises all Directors of CSSA who must be Fellows. This Committee has the Membership Committee reporting directly to it.

The Board of Directors of the non-profit Company that is the corporate home of CSSA comprises the President, Senior Vice President and Vice President of CSSA plus the immediate five Past Presidents. Also on the Board are the Chairpersons of the Professional Practice Group (PPG), and the Chairpersons of the four Branches listed above. The remaining members of the Board are elected by Members at the Annual General Meeting each year.

The Board elects the President, Senior Vice President and Vice President each year from amongst its number. The normal course of events is that an elected Vice President will move into the role of Senior Vice President and then that of President; however, there is no guarantee of this. These office bearers hold their positions for a period of one year.

The Branch Chairmen are elected at their respective Branch Annual General meetings.

In addition to the Branch Committees, there are other Committees that support CSSA's management processes as follows –

<b>Committee</b>	<b>Responsibilities</b>	<b>Reporting to</b>
EDEX	Education and Examinations	Board of Directors
Membership	Election of applicants to various levels of membership within CSSA	Committee for Southern Africa
Governance	Effective corporate governance of CSSA	Board of Directors
Nominations	Solicitation and review of nominations of candidates as Office Bearers, Directors and other CSSA representatives	Board of Directors
Technical	Ensuring the outcomes from the other committees are developed into appropriate strategies in the support of members – includes technical support to Members.	Board of Directors

The President, Senior Vice President and Vice President, together with the Immediate Past President, form the Executive Committee of CSSA each year. This is the Committee to which the Chief Executive Officer reports.

The Chief Executive Officer has CSSA's permanent staff reporting to him. (See the detailed organogram in Chapter 5.)

## **1.2 The Institute of Chartered Secretaries and Administrators (ICSA)**

ICSA is an International Body that sets the standards for the Profession and manages the process through which Chartered Secretaries worldwide are qualified, admitted into membership and supported.

Founded in 1891, a body incorporated under Royal Charter, ICSA has a long history of representing the views of the Profession to a wide audience and of answering the need for appropriately qualified individuals. The more than 37 000-strong ICSA membership in over seventy countries constitutes one of the largest integrated Professional bodies. Membership of the Institute is internationally recognised, including acknowledgement within the European Union Directive on Mutual Recognition of Professional Qualifications. ICSA's international headquarters are in London with separate operating divisions in Australia, Canada, China, Malaysia, New Zealand, Singapore, Southern Africa and Zimbabwe. Divisions operate under a delegation agreement with ICSA, which is explained below:

- Under the bye-laws the management of ICSA rests with International Council which is made up of eight divisional representatives and UKRIAT members who live in either the UK or the Republic of Ireland as well as a number of international past presidents.
- The ICSA International Council may, under the bye-laws, designate a country or a group of countries as a division of ICSA. A separate body manages the interests of the Institute (ICSA) and its members locally. The international Council of ICSA must enter into a Delegation Agreement with the divisional committee whose members are elected locally by the members of the division.
- Each division is required under the bye-laws to enter into a Delegation Agreement (DA) with ICSA.
- The DA delegates authority to the divisional committee (for example, in the case of Southern Africa, the Committee for Southern Africa) to run the affairs of ICSA in the specified divisional territory.
- There are specific items that are listed in the DA which are not delegated and are the reserve of International Council which are the setting of regulations and monitoring of professional standards and the making/revoking of ICSA bye-laws.
- All other aspects of the running of the division are delegated to the divisional committee including setting examinations (including exemptions' policy), election of members, admitting graduates, responsibility for assets, finances, income/liabilities, and subscriptions.

The global spread of its Members – Fellows and Associates – means that ICSA can ensure a co-ordinated approach and is able to exchange information and best practices across frontiers. It is therefore uniquely placed to provide views internationally on boardroom and management issues from corporate governance and business ethics to compliance, management and regulation.

Chartered Secretaries add value to an organisation in key roles where there is the requirement for integrity combined with a sound knowledge of business to ensure an effective operation within laws, regulation, best practice and codes of ethics.

The depth and breadth of the initial training and the flexibility of the continuing professional development programme enables the Chartered Secretary to apply knowledge and expertise in all sectors of our economy.

With the strong support of a worldwide Institute and the requirement to meet and maintain the highest standards of probity and ethical behaviour, the Chartered Secretary is a true professional.

### **1.3 Company Secretaries International Association (CSIA)**

The CSIA was established in 2010 to be the global voice of corporate secretaries and governance professionals. (CSSA is a founder member of this organisation). CSIA is an association entered into the commercial register in Switzerland. It is governed by a Council of which any National organisation is eligible to become a full member. The Council then elects an Executive Committee to manage the operational aspects of running the federation.

CSIA is a not-for-profit organisation whose members are national/geographical bodies of governance professionals. CSIA recognises that these professionals occupy a wide variety of roles within the private, public and not-for-profit sectors and from country to country enjoy differing degrees of recognition. CSIA represents a group of people that have a unique skill-set – a combination of legal, governance, ethics, business finance, accounting, secretarial, strategic and administration skills. The practitioners within its member organisations are charged with the responsibility of implementing good governance practices within their organisations.

Its purpose is to enhance recognition and visibility of the corporate secretarial profession by the business world, regulators, governments and international non-governmental organisations such as the WTO, UN, ILO, OECD, World Bank, International Finance Corporation, EU and similar organisations. To help achieve this goal it will develop and grow the study and practice of corporate secretaryship to improve professional standards, the quality of governance practices and organisational performance; it will also develop programmes to help all member organisations better serve their members and other stakeholders.

CSIA has been established in order to assist member organisations to:

- Promote the professional status of suitably qualified chartered secretaries, corporate secretaries, company secretaries, board secretaries and other governance professionals.
- Establish and maintain good relations and exchanges between organisations dedicated to the promotion and practice of secretaryship and/or the promotion of good governance.
- Develop and improve their services and professionalism of their members.
- Assist in the creation of such organisations in countries or regions in which they do not currently exist.
- Promote the growth, development, study and practice of secretaryship and assist their members develop and improve their services and professional standards.
- Advocate for good governance through carrying out research, developing standards and raising awareness.
- Promote the recognition and influence in respect of secretaryship and its professional practitioners to national governments and their supplementary/sponsored organisations, international organisations and the global business community.

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## CHAPTER 2: CHARTERED SECRETARIES SOUTHERN AFRICA's AIMS AND OBJECTIVES

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### 2.1 CSSA's Strategic Intent

The following section is based on the International Strategy and has been incorporated into the specific strategy and business plan of the CSSA.

"The object for which the Institute is established and incorporated is the promotion and advancement of the efficient administration of commerce, industry and public affairs by the continued development of the study and practice of secretaryship and administration of companies and other bodies." *Article 4, ICSA Royal Charter.*

### 2.2 Our mission is

- To promote the highest standards in Chartered Secretaryship and to represent and support the Profession.

### 2.3 Our aims are

- The maintenance of an international Institute able to balance and sustain compatible strategies for the Profession worldwide
- To maintain a qualifying scheme that is pitched at a post graduate level, is practical and is a key benchmark to indicate readiness for GradICSA status
- To maintain an operating structure, covering management, people, systems and organisation, to keep CSSA fit for purpose
- To promote CSSA through effective communications, underpinned by an appropriate marketing strategy
- To sustain and enhance CSSA's professional standing across Southern Africa by providing high quality support in secretaryship in organisations and the individual
- To develop a broad base of funding to underpin and grow CSSA.

### 2.4 Our values

CSSA will set and promulgate the highest standards of propriety and best practice in the Profession by adherence to the following:

Professionalism	Discretion	Integrity
Dynamism	Flexibility	Tenacity

### 2.5 Code of Professional Ethics and Conduct

#### The CSSA Disciplinary Process

Any member of CSSA who, for any reason, deviates from the Code of Conduct can be subjected to disciplinary action.

Any client or employer of a member of CSSA, or any other person, can formally lodge a complaint against a Member of CSSA for deviating in any way from CSSA's Code of Ethics.

Anyone wishing to lodge a complaint should do so in writing (via email, registered post or courier) and send this to CSSA's Offices (see contact details elsewhere in this handbook).

(The Codes of Ethics and Conduct are included as a separate chapter in this handbook.)

CSSA will acknowledge receipt of any complaint within 14 days of receipt.

The complaint is, in the first instance, referred to CSSA's Membership Committee. If the Membership Committee judges the complaint to constitute a material deviation from the Code of Ethics, it will pass the complaint to the National Investigations Committee. If the Committee decides the complaint does not constitute such deviation it will give reasons therefore. In either instance both complainant and member will be informed.

The National Investigations Committee will conduct such investigations as it considers necessary in pursuance of the investigation. If, at the conclusion of such investigation, the Committee concludes that a disciplinary hearing is warranted, the results are forwarded to the National Disciplinary Tribunal. If the Committee decides the complaint does not constitute such deviation it will give its reasons therefore. In either instance both complainant and member will be informed.

If called, a hearing is duly constituted by the National Disciplinary Tribunal, to which both Member and Complainant are invited. Both Member and Complainant may, at their discretion, lodge with the Tribunal any verbal or written evidence they wish. At the conclusion of the hearing the National Disciplinary Tribunal will record their findings and, if applicable, will note and publish the penalties.

Both Member and Complainant have the right to appeal the decision of the National Disciplinary Tribunal. Such appeal will be heard by the National Appeals Tribunal. The verdict of this Tribunal is final and binding on the Member.

A flowchart of the disciplinary process is provided below.

#### **Disciplinary Procedure**





## 2.6 Memorandum of Incorporation – CSSA

CSSA is a non-profit company in terms of the 2008 Companies Act. The Articles cover such issues as Membership of CSSA, Management of CSSA through its Board of Directors and issues governing the Board, procedures for General Meetings, Finances, Fees and Subscriptions – and a variety of other issues, many of which are dealt with elsewhere in this handbook. Any member wishing to access a set of the Memorandum of Incorporation of CSSA may do so through the head office or may download a copy from the membership page of the CSSA website at [www.chartsec.co.za](http://www.chartsec.co.za).

## 2.7 The Professional Entry Scheme

Chartered Secretaries Southern Africa, in line with a co-ordinated initiative driven by our International body, has with effect from January 2005 implemented the ICSA International Qualifying Scheme (IQS) in Southern Africa. The IQS is effectively a four-subject Board Examination set in accordance with internationally accepted standards for our Profession. The Board Examination is registered at Level 8 on the South African National Qualifications Framework (NQF) and the course structure and assessments (examinations) are the absolute responsibility of Chartered Secretaries Southern Africa. This is in terms of the delegation agreement between the International ICSA Council and the Committee for Southern Africa. The syllabus and Board Examinations are quality assured by the Professional Standards Committee (PSC) of the International Council and conform to the uniform international standards prescribed to all the divisions of ICSA across the world.

Candidates who have already obtained other degrees or diplomas (i.e. selected B Com, CAs, LLBs, etc) are eligible to apply for entry to the Board Examination. In some cases, where the degree or qualification does not match the entry requirements, additional subjects from the first three programmes may be prescribed.

An alternate route for candidates who do not have appropriate degrees is to complete the programmes registered at Levels 6 and 7 on the NQF.

The International Qualifying Scheme – the full syllabus with exit level outcomes and assessment criteria – is available on the CSSA website: [www.chartsec.co.za](http://www.chartsec.co.za).

**Important Note:** This programme is registered on the NQF as follows:

SAQA ID	NLRD ID	Learning Programme title (of the professional qualifying scheme)	Provider	NQF level	Min Credits
60654	60153	CIS Professional Post-Graduate Qualification: Company Secretarial and Governance Practice	Chartered Secretaries Southern Africa	8	120

The Board Programme consists of FOUR modules, each worth 30 credits.

MODULE	CREDIT VALUE ON THE NQF
Corporate Secretaryship	30 credits
Corporate Governance	30 credits
Corporate Administration	30 credits
Corporate Financial Management	30 credits

Candidates who successfully complete the Board Examination are Graduates of the Institute (GradICSA) and on completion of the required work experience component, are eligible to apply for Associate (ACIS) and then Fellow (FCIS) Membership.

Qualified graduates with relevant degrees are eligible to apply to sit the Board Examinations – part qualifications and other diplomas are awarded exemptions up to Programme 3 level, depending on subjects passed. No exemptions are ever awarded for the Board examination.

The entry level for the undergraduate IQS programme is the equivalent of a South African Grade 12 (Matriculation) certificate – with Mathematics and English.

The structure of the qualification at levels lower than the Board level are as follows

### **CSSA Programme 1**

This programme is registered on the National Qualifications Framework as follows:

NQF level	SAQA ID	NLRD ID	Learning Programme title (of the professional qualifying scheme)
6	60651	60154	CIS Professional Qualification: Management and Administration

Programme 1 consists of FOUR modules, each worth 30 credits.

<b>MODULE</b>	<b>CREDIT VALUE ON THE NQF</b>
Communication	30 credits
Financial Accounting 1	30 credits
Economics	30 credits
General Principles of Commercial Law	30 credits

### **CSSA Programme 2**

This programme is registered on the National Qualifications Framework as follows:

NQF level	SAQA ID	NLRD ID	Learning Programme title (of the professional qualifying scheme)
6	60653	60149	CIS Professional Qualification: Governance and Administration

Programme 2 consists of FIVE modules, each worth 25 credits.

<b>MODULES</b>	<b>CREDIT VALUE ON THE NQF</b>
Management Information Systems	25 credits
Management Principles	25 credits
Taxation	25 credits
Financial Accounting 2	25 credits
Advanced Commercial Law	25 credits

### CSSA Programme 3

This programme is registered on the National Qualifications Framework as follows:

NQF Level	SAQA ID	NLRD ID	Learning Programme title (of the professional qualifying scheme)
7	60655	60151	CIS Professional Advanced Qualification: Governance and Administration

Programme 3 consists of FOUR modules, each worth 30 credits.

MODULE	CREDIT VALUE ON THE NQF
Financial Accounting 3	30 credits
Management Accounting	30 credits
Corporate Law	30 credits
Strategic and Operations Management OR Auditing and Independent Review Engagements	30 credits

The tuition provision of these courses has been substantially enhanced by a tutoring system of accredited tuition providers. Candidates are, however, also permitted to use a “self-study” approach.

Candidates who successfully pass the Board Examination and who are able to meet the stringent work experience and personal integrity requirements, can then apply to become ACIS or FCIS members of the CSSA. Members of CSSA are then allowed to use the internationally recognised and coveted designation “*Chartered Secretary*”.

#### 2.8 Business Education – a Lifelong journey

A key strategy of CSSA is the concept of “Business Education – a Lifelong Journey”.

The CSSA and its associates offer an unbroken chain of outcomes-based Business Education commencing with NQF Level 3 Governance and Administration, advancing through the 13 undergraduate subjects and ending at the four subject Board Examination at NQF Level 8.

Candidates can, if they wish or if conditions dictate, step off the train anywhere along this route and take appropriate business qualifications and the relevant experience along with them. They can, at any future time, resume their journey.

CSSA also stresses that academic degrees may be a starting point for access a secure, high-status occupation (that lasts for a lifetime). The growing and successful modern company has to keep up to date with a rapidly changing, evolving and dynamic society, driven exponentially by the technological revolution. A professional body such as CSSA assists companies to keep their staff up to date and on the cutting edge of developments, as well as providing them with the practical skills needed for effective implementation of new legislation.

CSSA has thus embarked on an intensive campaign to develop, refine and market its position: CSSA is perfectly placed to harness these new developments, especially as they are aligned with the very reasons for the founding and existence of the Institute. In addition, the notion of Lifelong Learning is a key factor in the South African National Skills Development Strategy – to which Chartered Secretaries Southern Africa is totally committed.

Potential employers and clients of Chartered Secretaries are being clearly informed through an integrated marketing initiative, that they should only deal with Chartered Secretaries (Associate and Fellow members in good standing). Such membership provides employees and clients with the peace of mind that their relationship with the Chartered Secretary is underwritten by a rigorous academic platform, a code of ethics, a code of conduct, verifiable and recorded work experience, a record of integrity, on-going commitment to a disciplinary process and continuing professional development. The standing of the GradICSA is also being marketed as a desirable qualification for the range of employment prospects open to Chartered Secretaries.

The role of the Chartered Secretary is growing to include the traditional Company Secretary function (with all the attendant, modern, gruelling and complex duties – in private and public companies, as well as national and local state departments), all levels of company and departmental administrator, risk manager, compliance officer, line manager and financial manager. The Chartered Secretary is the proprietor of a range of successful businesses: as Accounting Officers for Close Corporations and micro-finance agents, they are at home as estate agents, property and insurance brokers, and various other consultants, such as educational practitioners and assessors.

Membership is thus as important an investment as a financial one: an unbroken, blemish-free record of Membership is invaluable and priceless. Membership can be compared to having a driver’s license. The attainment of a license does not make you a good driver, but the threat of its loss makes you try to behave. CSSA members who do not sustain themselves against Ethics or CPD are at risk of losing their license to practise. It is vastly more important than the qualification by itself, which is only the foundation. This is rapidly obscured by the structure that is built upon it – one does not buy a foundation, one invests in a home. It is the home that the world is interested in, not the foundation, as long as this foundation is strong and viable. Thus those individuals who take up the CSSA qualifying course and do not pursue membership have really wasted their time and effort, for it is ultimately the Membership that counts, not the academic qualification.

The figure below encapsulates the essence of what professional membership means:



## 2.9 Membership – Application procedures

Potential Members of CSSA, who have passed the Board Examination, can apply for membership of CSSA at Associate or Fellow level. The level of application will depend on the extent of their work experience and involvement. In essence, an Associate will be required to have at least six years experience at an appropriate level whilst a Fellow requires eight years – three of which should have been at a senior level in business. The Membership Committee, which has the responsibility of awarding membership, does have fairly significant discretionary powers in this regard.

Persons who have passed the Board Examination but who do not have the appropriate levels of business experience can become Graduate Members (GradICSA).

Membership application forms are available on the CSSA website or can be obtained from the Membership Administrator at +27 11 551 4000.

Certificates are awarded as recognition of membership but remain the property of CSSA. They must be returned on resignation as a member of the Institute.

Membership of a professional body can only be maintained through the attainment of appropriate levels of Continuing Professional Development and through the payment of annual subscriptions.

Members who have reached the age of 60 *and* who are no longer in employment can apply for transfer to retired status. Granting of retired status is dependent on the individual circumstances of each Member – including whether they are employed or earning an income from their professional activities. Should they be granted retirement status, they will continue to enjoy all the benefits of Membership but will pay reduced fees as indicated in the relevant schedules.

Members are entitled to resign from membership by giving notice in writing of their intention to do so and returning their Certificates of membership. Resignations are **ONLY** accepted if all amounts owing to CSSA have been paid in full and upon receipt of the membership certificate.

## **2.10 The Entitlements of Chartered Secretaries in Southern Africa**

Members of CSSA are entitled, and in fact are encouraged, to use their designated initials:

**FCIS** – Fellow of Chartered Secretaries Southern Africa.

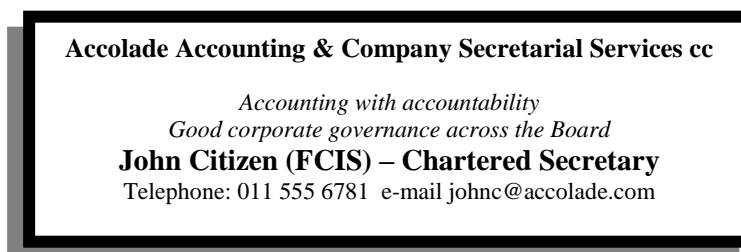
**ACIS** – Associate of Chartered Secretaries Southern Africa.

These two Membership categories entitle Members to call themselves *Chartered Secretaries*.

On graduating, and before becoming a Chartered Secretary, the candidate aspiring to full membership is known as a *Graduate of the Chartered Secretaries Southern Africa* and may use the following letters after his or her name: **GradICSA**.

The right to use these designations is a valuable benefit of being a member of a strongly branded institute that is well known in all our centres of operation – locally and abroad. They should be used on all appropriate occasions for identification and to promote this prestigious and distinguished professional hallmark. Members are requested to use their designated initials at all times – on letterheads, business cards, business stationery and when being introduced in business contexts.

The following sample business card is an indication of how the designations should be used:



Chartered Secretaries (ACIS and FCIS members) are entitled to practise as Governance Professionals and may also practise as Accounting Officers, if they have the prescribed mix of accounting, law and tax subjects in their qualifying scheme.

**It is a criminal offence to practise as an Accounting Officer without the required and prescribed Membership rating of a designated professional body.**

In addition to enabling the use of designated initials and quality assuring the International Qualifying Scheme, CSSA is committed to adding value to Membership by ensuring that high levels of service are offered to Members at all times. Any Member who does not enjoy an acceptable level of service when interacting with CSSA staff, or who has any other complaint against CSSA is encouraged to contact the Membership Manager via email. The Chief Executive reports regularly to the Executive Committee on compliments and complaints and action taken to address these.

## **2.11 Professional Practice**

All Members who are in private (professional) practice (self-employed) and who use their Chartered Secretary designation to legitimise or promote their businesses, *must* be in possession of a valid practising certificate, issued by CSSA, on payment of the annual subscription fee. Members in possession of a practising certificate are also members of the Professional Practice Group (PPG). The practising certificate indicates whether a Member is qualified to practise as an Accounting Officer **or** the alternative Governance Professional. Accounting Officers are Members in good standing who have passed the required courses in Accounting 1, 2 and 3, Corporate Law and Taxation. Practising certificates remain valid on payment of the annual practising fee AND upon fulfilment of the continuing professional development requirements of the CSSA (see separate Chapter on CPD).

Refer also to the Codes of Ethics and Conduct.

The Professional Practice Group (PPG) is a support group for all Chartered Secretaries in professional practice (i.e. using their Chartered Secretary designation as the basis for their own business – as accounting officers, consultants or any other practice). This group is run by the PPG Committee. It promotes the interests of members in professional practice and is integrally linked to the work of CSSA's technical committee.

All Chartered Secretaries in professional practice are required to apply for and be in possession of a practising certificate, issued by CSSA. The fee for the certificate includes a subscription fee for membership of the PPG and entitles such members to complimentary copies of the PPG Manual and subsequent updates as well as discounted rates on CPD seminars. All members of the PPG are listed on the CSSA website as a marketing service to these members.

Please consult the Members page (Members in Practice section) on the CSSA website for further details.

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**CHAPTER 3: CSSA's VALUE PROPOSITION**

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**3.1 The Professional – by Richard Beyond**

The true professional consistently demonstrates certain behaviours and work patterns. Here is a list of key professional attributes:

<b>Preparation</b>	The secret of success in any venture is adequate preparation in learning, training skills, development and application.
<b>Right first time, every time (or almost!)</b>	The true professional rarely gets or expects a second chance.
<b>Objectivity</b>	The professional views the whole picture and follows the old adage, "It's not who is right, but what is right."
<b>Follow through</b>	A professional only completes a task when the results are totally satisfactory.
<b>Exceptional ability</b>	The professional is always better than average in his or her field.
<b>Sets and follows standards</b>	Professionals maintain or exceed standards set by the relevant associations, the industry and themselves.
<b>Stretches for improvement</b>	In service, knowledge and performance so that both they and the profession grow in stature and performance.
<b>Ideas</b>	Professionals recognise that a closed mind is dangerous and constantly seek out and evaluate ideas, whether they be their own or others'.
<b>Overall knowledge</b>	Although an expert in one area, the professional seeks out knowledge in all related fields, which may help him/her and the client.
<b>Not chances, but care</b>	The professional never gambles with life, property, health or the finances of others. Never says, "It's good enough."
<b>Accepts challenges</b>	As a means to growth and greater experience. If they are not present naturally, he or she will seek them out.
<b>Love your business</b>	In the final analysis, this is what really counts. Those things which we enjoy we do well to the ultimate benefit of ourselves and others.

**3.2 Why is the CSSA qualification the premier qualification in Corporate Governance?**

The CSSA programme/syllabus, as well as the **membership** of Chartered Secretaries Southern Africa, is at the heart of our claim that we offer the world's premier qualification in Corporate Governance.

Our current mix of subjects (or course programme) provides the knowledge and theoretical background for the Company Secretary to be able to function as the gatekeeper, the ultimate focus around which a business' corporate governance is manifested and implemented.

HOWEVER:

in addition to an academic qualification, CSSA provides a **membership structure** that underpins the theory of the CSSA qualification. A candidate who successfully completes all 17 subjects is only a Graduate – he or she does not yet hold a CSSA qualification. The CSSA qualification is only conferred when a graduate applies for GradICSA membership, and this is conferred if an applicant is in good standing (has no criminal or any other malfeasance record) – so this is the first “gate” and it is a guarantee to employers that a member of CSSA is qualified AND has the integrity that is required of a position that deals with Corporate Governance (i.e. a Company or Chartered Secretary).

This is magnified when a GradICSA applies for Associate status - the GradICSA has worked for a number of years and has applied theory to an actual work environment AND has retained integrity, vouched for by the conferring of ACIS membership. This is further enhanced with the conferring of the FCIS.

Thus the membership structures, which include the vetting process in the application for membership, the disciplinary structures, the code of ethics and of course the Continuing Professional Development (CPD) programme, ensures that a member of CSSA carries not only the theory, but also current knowledge of the profession at all times, as well as guarantees of integrity and ethical work practices.

This is why the CSSA is the world's premier qualification in Corporate Governance.

Details of all the main concepts in the text above are available on the Chartered Secretaries Southern Africa website at [www.chartsec.co.za](http://www.chartsec.co.za)

### **3.3 Value of the CSSA qualifying scheme and Membership**

- The CSSA qualifying scheme is primarily an independent, internationally moderated academic course that qualifies graduates to automatically become GradICSA members of the Chartered Secretaries Southern Africa.
- GradICSA members in good standing (i.e. their fees are up to date and they have maintained their record of integrity and CPD), receive copies of the Boardroom, the Technical Newsletter, the E-zine, and are given generous discounts on Chartered Secretaries Southern Africa CPD seminars and workshops.
- This objective should not be overlooked when exploring the relationships with National Qualifications Frameworks. Our position is very similar to the International institutions that are currently proudly marketing their qualifications that are NOT NQF registered, but which obtain their credibility from their historical connections with credible institutions (Oxford, Cambridge, Stanford, Bond, etc). However, the South African qualifications are registered on the South African NQF as professional qualifications, which further enhances their standing in the business world.
- The potential employers and clients of Chartered Secretaries are being clearly informed through an integrated marketing initiative, that they should only deal with Chartered Secretaries (i.e. Associate and Fellow members in good standing). Thus membership of CSSA is increasingly becoming the deal-making factor. Employers and clients value the accountability that is provided through Membership.



- A GradICSA is ONLY allowed to use the designation “Chartered Secretary”, once they have upgraded their membership to ACIS or FCIS status.

Membership provides employees and clients with the peace of mind that their relationship with the Chartered Secretary is underwritten by a rigorous academic platform, a code of ethics, a code of conduct, verifiable and recorded work experience, a record of integrity, on-going commitment to a disciplinary process and continuing professional development.

### **3.4 The value of Membership? It’s priceless**

Membership is thus as important an investment as a financial one: an unbroken, blemish-free record of Membership is invaluable and priceless. It is vastly more important than the original qualifying scheme – whether it is the CSSA qualifying scheme or a degree. All information becomes dated with time – and this happens far more rapidly now than ever before in the history of humanity. It is thus the professions that set the standards for continuing learning and ongoing improvement of work competence – it is the Membership that counts in the end, not the academic qualification.

### **3.5 Growing worldwide call for professional qualification**

Employers worldwide are becoming increasingly aware that hiring graduates who are members of professional organisations holds several advantages for their companies.

“It is the professional organisations that set the standard for continuing learning and ongoing improvement of work competence, ensuring that members keep their knowledge and skills current,” says Richard Grant (FCIS). “In the rapidly changing, dynamic business environment of today, information quickly becomes dated. A degree should therefore be seen as a foundation on which to build practical knowledge and skills.”

Grant says employers also value the fact that professionals are held accountable for their actions through membership of bodies like Chartered Secretaries Southern Africa. This gives them the peace of mind of knowing that their relationship with professional staff is underwritten by a rigorous academic platform and codes of conduct and ethics, as well as a proven record of integrity and continuing professional development.

He points out that recent research in Australia, New Zealand and the UK indicates that employment in the financial services sector is becoming more and more dependent on membership of a professional body. With South African companies beginning to follow this international trend, Chartered Secretaries Southern Africa recently opened its doors as a globally recognised “professional home” to graduates who hold relevant degrees in the fields of law, commerce, accountancy and business administration.

### **3.6 Advance your career with Chartered Secretaries Southern Africa – a lifelong learning and career support partnership**

Career advancement in administration and the financial services sector lies in the application of simple principles and disciplines. A successful career path is undoubtedly linked to the principle of lifelong learning.

Wherever you are employed as an administrator or in finance, your working environment is subject to continual change – new laws and standards are developed internationally and employees need continual training to function effectively in their working environments.

Chartered Secretaries Southern Africa, with the Chartered Institute of Business Management (CIBM), has developed an up-to-date knowledge matrix, stretching from entry level to the postgraduate Board Examination. These courses and qualifying schemes are the springboards that provide a well-

researched foundation from which a career in governance, finance and administration can be launched.

Thereafter, Membership of CSSA provides an effective life-long career development partnership. This involves the marketing of the status and skills of the Chartered Secretary, as well as their positioning as employees of integrity who adhere to a strict code of conduct and who maintain a structured continuing professional development programme.

For more details visit our website at [www.chartsec.co.za](http://www.chartsec.co.za)

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## **CHAPTER 4: SUMMARY OF THE CODE OF ETHICS**

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(This Code MUST be read together with the detailed version before signing off on it)

**Refer to the detailed code for definitions of the following terms.**

Council, Board, Firm, Chartered Secretaries Southern Africa Member, Member in professional practice, Graduate Member of Chartered Secretaries Southern Africa (GradICSA), Practitioner, Professional practice

**NOTE :** All Members are required to sign off and submit the acknowledgement form at the end of this code, together with their CPD programme.

### **PART A - APPLICABLE TO ALL CHARTERED SECRETARIES SOUTHERN AFRICA MEMBERS**

#### **1. GENERAL FUNDAMENTAL PRINCIPLES**

- 1.1 Issued by the Board to guide Members – does not specify each possible act of misconduct. Action and consequences will depend on circumstances in each case.
- 1.2 Aim: to facilitate the enforcement of ethical standards through disciplinary procedures.
- 1.3 Adherence to Code is a condition of membership – members liable to disciplinary action if found guilty of misconduct - including any act likely to bring discredit to the member, CSSA, or the profession.
- 1.4 Members are required to uphold CSSA's Charter and comply with its Bye-laws.
- 1.5 Members are required to exercise integrity, honesty, diligence and due care in carrying out their duties and responsibilities, with courtesy and consideration towards others.
- 1.6 Members shall at all times be cognisant of their responsibilities as professional persons towards the wider community.
- 1.7 Members shall at all times safeguard the interests of their employers, colleagues and clients provided that they shall not knowingly be a party to any illegal or unethical activity.
- 1.8 Members shall not act in any way which may be in conflict with the legitimate interests of their employer or client or which would prejudice the performance of their professional duties.
- 1.9 CPD is compulsory. Failure to maintain currency of knowledge is regarded as professional misconduct and members could face disciplinary action (see CPD policy).
- 1.10 Members shall refrain from conduct or action, whether in their personal or professional capacity, which detracts from the reputation of CSSA.
- 1.11 In accepting or continuing a professional assignment, a member should always have regard to any factors which might reflect adversely upon his or her integrity and objectivity in relation to that assignment.

#### **PART B - FOR PRACTITIONERS**

Note: See detail on requirements for Accounting Officers, Governance Professionals and regulations regarding practising certificates.

1. PROFESSIONAL INDEPENDENCE

- 1.1 Professional independence is fundamental to a Chartered Secretary in professional practice. It is an attitude of mind characterised by integrity and an objective approach to professional work.
- 1.2 Members in professional practice shall be, and be seen to be, free of any interest which might detract from objectivity.
- 1.3 It is the duty of a practitioner to present or report on information objectively.
- 1.4 It is the responsibility of practising members to use their best endeavours to ensure that the guidance given herein is followed in their practices.
- 1.5 Personal relationships can affect objectivity and need to be taken into account for all assignments.
- 1.6 Financial involvement with a client – as for 1.5 above.
- 1.7 Acceptance of goods or services from a client may be a threat to independence.
- 1.8 Where advice given to a client is such that, if acted upon, it will result in commission being earned, special care shall be taken that the advice is in fact in the best interests of the client.
- 1.9 All assignments need to be evaluated in terms of possible impacts on professional independence.

2. CONFIDENTIALITY

- 2.1 Information acquired in the course of professional work shall not be disclosed except where consent has been obtained from the client.
- 2.2 Information acquired as in 2.1 shall not be used for personal advantage.

3. OBTAINING PROFESSIONAL WORK

- 3.1 All work or assignments shall be obtained in a professional manner.
- 3.2 Members may seek publicity for their services and achievements and may advertise their services, as per the regulations in Part C.
- 3.3 A member shall ensure that promotional material is in good taste both as to content and presentation, and that it does not belittle the services offered by others.
- 3.4 Note the requirements of clause 4 of this Part (words of description).
- 3.5 Practitioners shall avoid making fee comparisons or quoting fees in their advertisements (contained in sub-clause 6.2 of this Code).
- 3.6 A practitioner may not make an unsolicited approach to a non-client for the purpose of obtaining professional work.
- 3.7 Direct mailing methods may be used by practitioners to promote their practices among non-clients.
- 3.8 Material distributed as provided for in 3.7 above is subject to the same constraints as are laid down in respect of publicity and advertising provided in 3.2 above.
- 3.9 A practising member shall not give or offer any commission, fee or reward to a third party in return for the introduction of a client, but may pay for normal marketing services.

- 3.10 A practitioner whose promotional activities are found not to conform to the guidelines set out in the above paragraphs will be subject to disciplinary enquiry.
- 3.11 Promotional activities carried out in the name of a firm shall be construed as promotional activities carried out by the individual members of that firm, whether carried out personally or through agents.
- 3.12 Practitioners shall not present themselves as carrying on business of a kind normally carried on by a practitioner, for and on behalf of their employer unless their employer is permitted to describe the organisation as "Chartered Secretaries" under the bye-laws.
- 3.13 Members may not accept assignments for work if they do not have the resources and capacity to complete the work assignment.
- 3.14 A member may not invoice a client for work not yet performed.

#### 4. PRACTICE NAMES AND DESCRIPTIONS

- 4.1 It is recommended that practitioners use their designatory letters at all times and may describe themselves personally as Chartered Secretaries.
- 4.2 A practising firm's name should be consistent with the dignity of the profession.
- 4.3 A practising firm's name should not be misleading.
- 4.4 Note the guidelines and prescriptions on using "Chartered Secretaries" in the title and stationery of firms.
- 4.5 Where a firm does not use the description "Chartered Secretaries", it is entitled to adopt a description indicating a specialisation in any area or areas of work.
- 4.6 If any person named on the letterhead as a member of a firm is not a member of CSSA, the firm may not describe itself on its letterhead or elsewhere as "Chartered Secretaries".

#### 5. PROFESSIONAL APPOINTMENTS

- 5.1 The expansion of a professional practice should not result in the displacement of an incumbent in a manner that would reflect negatively on the profession or CSSA.
- 5.2 Members invited to undertake professional work additional to that already being carried out by another practitioner, should notify the other practitioner of the work they propose to undertake. Members have the right to expect the continuing practitioner's full co-operation in carrying out the assignment, and vice versa.
- 5.3 If practitioners lack the expertise necessary to render requested services, they should call upon a fellow practitioner for assistance or refer the entire engagement to an appropriately qualified person.
- 5.4 The wishes of the client must be paramount in the choice of professional advisers, whether or not special skills are involved.
- 5.5 Clients have an indisputable right to choose their professional advisers and to change to others should they so desire.
- 5.6 Practitioners should not accept an appointment without first communicating, if possible in writing, with the incumbent (whether a member or not) to enquire whether there are any reasons, professional or otherwise, why the practitioner should not accept the appointment.

- 5.7 Appropriate communication is imperative for maintaining professional and harmonious relations among practitioners.
- 5.8 This point elaborates on the results of good communication.
- 5.9 Before accepting an appointment involving recurring professional work hitherto carried out by an incumbent, members should:
- ascertain if the prospective client has advised the incumbent of the proposed change and has given written permission to discuss the client's affairs
  - request permission to communicate with the incumbent (if such permission is refused they should decline the appointment)
  - on receipt of permission, ask the incumbent to inform them of any matters of which they should be aware before deciding whether or not to accept the appointment
  - obtain evidence of the written resignation of the incumbent.
- 5.10 The incumbent on receipt of the communication referred to above, shall forthwith;
- advise whether there are any reasons why the practitioner should not accept the appointment;
  - if there are any such reasons or other matter which should be disclosed, ensure that they have the client's permission to give details of this information to the member (if permission is not granted the incumbent should report that fact to the practitioner);
  - on receipt of permission from the client, disclose all information needed by the practitioner to make a decision on whether or not to accept the appointment, and discuss freely with the practitioner all matters relevant to the appointment of which the latter should be aware.
- 5.11 If the practitioner does not receive, within a reasonable time, a reply to the communication to the incumbent, the practitioner should endeavour to communicate with the incumbent by some other means. If a satisfactory outcome cannot be obtained in this way, a further registered letter should be sent, stating the assumption that there are no professional or other reasons why the appointment should not be accepted - and that he intends to do so.
- 5.12 The fact that there may be fees owing to the incumbent is not a reason why the practitioner should not accept the appointment.
- 5.13 The incumbent should promptly transfer all books and papers which are the property of the client, to the newly appointed practitioner.
- 5.14 A practitioner may act alone or in association with members of other professional bodies to provide professional services (but in accordance with this Code).
6. FEES
- 6.1 Practitioners are entitled to charge appropriate fees.
- 6.2 Different fees charged for similar work is not improper, provided care is taken to ensure that the client is not misled.

- 6.3 If there is evidence of the work having been obtained or retained through quoting a fee that is not economic to perform that work to a satisfactory professional standard, that factor will be taken into account in the event of disciplinary action.
- 6.4 Fees should not be charged on a percentage or contingency fee basis (see exceptions in detailed code).
- 6.5 Where any work is subject to a contingency fee, the capacity in which practitioners have worked and the basis of their remuneration shall be made clear in any document on which a third party may rely.
- 6.6 See Part C of this Code – details of guidelines relating to members advertising their services.

## 7. MIXED AND MULTI-DISCIPLINE PRACTICES

- 7.1 If practitioners act in association with non-members in the provision of professional services, they accept responsibility to CSSA for ensuring that the association is conducted in accordance with the ethical and other requirements of CSSA.
- 7.2 Practitioners may act in association with members of other professional bodies to provide professional services, so long as the practitioner and their associations do nothing which is in breach of any legal, ethical or other requirements governing members of any of the relevant professional bodies.
- 7.3 A practitioner who is also a member of another professional body shall not do anything in breach of any legal, ethical, or other requirement governing the members of that other professional body.

## 8. CLIENTS' MONEYS

A practitioner is strictly accountable for all clients' moneys received and these shall be deposited without delay into a separate bank account (see detailed Code).

## 9. AGENCIES

- 9.1 Practitioners who accept appointments as agents of a financial services industry, insurance company or other organisation which invites the public to place funds in its hands by way of deposit, investment or otherwise shall:
  - 9.1.1 satisfy themselves that such acceptance is not made inappropriate by reason of:
    - 9.1.1.1 the nature of the services they are to provide as agent;
    - 9.1.1.2 the manner in which those services may be brought to the attention of the public;
    - 9.1.1.3 the manner in which the services may be publicised; and
  - 9.1.2 take all reasonable steps to assure themselves that the undertaking they may represent is properly conducted and financially sound.
- 9.2 Practitioners acting as agents shall have in mind the principles set out in sub-clause 3.1
- 9.3 Practitioners appointed as agent may permit the name, address and description of their firm to appear in any literature or advertisement published by the undertaking.
- 9.4 Refer to sub-clause 1.8 regarding the disclosure to clients of commissions.
- 9.5 Members shall ensure that they are registered in accordance with all legislation governing their professional activities.

### **PART C - CODE OF PRACTICE ON ADVERTISING**

1. No advertisement or any form of publicity used may claim superiority. Advertisements must be factual and should not bring the profession or CSSA into disrepute.
2. Advertisements may draw attention to the existence of the practice and may describe the nature of the practice. Specific professional services may only be advertised after a member has had five years relevant experience.
3. Articles, letters or other contributions to journals or newspapers should contain the writer's name, and designatory letters.
4. Members appearing on a radio or television programme or speaking at a course or conference – see point 2 above.
5. It is expected that members will exercise discretion and good taste in the preparation and use of all publicity material.
6. No member may claim to speak on behalf of CSSA unless prior and specific authority has been given on each occasion, by either the President or Chief Executive of CSSA.
7. The Board reserves the right at its discretion to take appropriate steps, including the termination of membership, against any member contravening the code of practice.

Summary version – January 2012



**Chartered Secretaries Southern Africa**

**Declaration of Ethics form**

I, (full name).....

Membership designation (GradICSA, ACIS, FCIS).....

Membership number .....

do hereby declare that I have read and understood the applicable code of ethics of Chartered Secretaries Southern Africa.

I undertake to uphold this code at all times, and will submit myself to disciplinary action should I be found to be in breach of the code.

I also undertake to abide by the requirements of the continuing professional development programme (CPD) as published and revised from time to time.

I understand that my membership will be terminated if my membership fees are not paid timeously.

Signed.....

Date .....

Witness (FCIS/ACIS Member or Member of any other approved professional body).

Full name .....

Membership designation .....

Membership number.....

Professional Body.....

Contact address and telephone numbers:

Signed..... Date.....

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## CHAPTER 5: ADDED BENEFITS

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### 5.1 TECHNICAL SUPPORT SERVICES

Under the guidance of an in-house Technical Advisor, we develop a package of technical services that is aimed at supporting the employed Chartered Secretary as well as the Chartered Secretary in professional practice. The easiest way to access the technical support is to contact the Technical Adviser on 011 551 4000.

The package will include:

- Suitable technical materials (Boardroom, the Technical Newsletter, an ezine and weekly mailers are published and circulated ).
- Updates on new legislation as well as opportunities to make contributions to discussion papers and draft legislation. The Technical Committee will be the main driver in this regard.
- Access to the services of the Technical Advisor, and a selected network of advisors who support him.

This technical package is offered to the public at a subscription rate.

- The CSSA website is a portal for a vast array of information and services from the ICSA Divisions across the globe. With the relentless pace of globalisation and the adoption of common practices in corporate governance and accounting, these websites are a valuable source of support and information for all Chartered Secretaries. The International Divisions can be readily accessed from the CSSA Home page.
- A comprehensive and invaluable Manual is available to all Members who are in possession of a valid professional practising certificate. Contact the Membership Administrator at the CSSA Head Office for further details on 011 551 4000.

### 5.2 CAREER SUPPORT

The CSSA provides the following support services to its members.

- An Appointments Register specialises in the placement of Company Secretaries, in various regions in South Africa. The Appointments Register details can be obtained from the CSSA website.
- We also offer Learnerships for students. The scheme is ideally suited to those Candidates with no work experience or whose work experience is not relevant to the CSSA qualification. Potential employers have the opportunity to employ qualified candidates on contract without the commitment of ongoing employment.
- Members wanting introductions to other Divisions of the Institute overseas are welcome to contact our Membership Administrator in this regard.
- There is a strong focus on the effective management of the CSSA brand and its profile amongst all our stakeholders. Interventions include the review of newspaper job advertisements that should be including Chartered Secretaries as essential requirements. Regular presentations to Schools, Universities, Recruitment Consultants and Employers in both Private and Public sectors are conducted. Our Annual Report Awards Function has become a byword in the Industry and we have expanded this to include all Southern African stakeholders.

- There is a focus on growing and improving existing initiatives to reach key role players and to lobby for outcomes advantageous to CSSA and its Members. Some recent examples in this regard include the key King Committee involvement of some of our senior members. CSSA is also represented on various Standing Committees in Southern Africa – details are updated on the website on the Technical Matters page.

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## CHAPTER 6: GOVERNANCE STRUCTURES

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Members of CSSA can become involved and contribute in a meaningful way to CSSA by becoming involved in one or more of the governance structures. If you would be interested in supporting CSSA in this way, please advise the Membership Manager of CSSA at [marketing@chartsec.co.za](mailto:marketing@chartsec.co.za)

### THE BOARD OF DIRECTORS

#### **Role**

Policy-making body concerned with strategic issues. For this purpose at least one Board of Directors meeting will be dedicated to policy and strategy issues each year.

#### **Chairman**

CSSA's President.

#### **Composition**

President, two Vice Presidents, Immediate Past President, four Past Presidents, Branch Chairmen, functional committee chairmen and nine elected members.

In the event of a Past President or Vice President also being a Chairman of a Branch or Functional Committee, he or she shall represent that Committee, and the resulting vacancy shall be filled by an additional elected member.

#### **Notes**

- (1) Functional committees include the Professional Practice Group; and the Technical Committee.
- (2) All Directors are directors in terms of the Companies Act, but dispensation will be sought to limit the number of Directors whose names shall appear on letterheads as being Directors of Chartered Secretaries Southern Africa [being a non profit company (NPC)].
- (3) The President is entitled to attend, speak and vote at all Committee meetings.
- (4) An informal forum of Past Presidents will not form part of the official committee structure but is available for consultative purposes on an ad hoc basis.

#### **In attendance**

Chief Executive and Financial Manager.

#### **Election**

- President and Vice Presidents: Members of the Board of Directors nominated by two members of the Board of Directors, recommended by the Nominations Committee and elected by the Board of Directors.
- Branch and Functional Chairmen: Must be members of CSSA and be elected at the Committee's Annual General Meeting. Centre Chairmen are elected by their Committee but are not members of the Board of Directors.
- Elected members to be nominated by two members and elected at the CSSA's Annual General Meeting.
- Any vacancy arising will be filled by co-option by the Board of Directors. A person co-opted shall retire at the next Annual General Meeting and be eligible for re-election.

- Postal, fax or electronic medium votes are permitted (in ballots) for election purposes.

### **Term of Office**

- President – five years after completion of Presidential year.
- Branch and Functional Chairmen – for their term of office.
- Elected members – one third to retire by rotation each year. Office bearers, including the International Representatives, will not retire by rotation.

### **Quorum**

President or Vice President and ten Directors.

### **Voting**

- Every endeavour is to be made to reach agreement by consensus.
- In the event that consensus has not been reached, the issue may be put to the vote for a decision in which case:
  - Decision shall be made by simple majority.
  - Directors may exercise their vote by post, fax or electronic media, but cannot appoint a proxy.
  - Each Director shall have one vote.
  - There will be no casting vote.

### **Power**

The management and control of CSSA and the funds under its control in terms of the Memorandum of Incorporation.

<b>EXECUTIVE COMMITTEE</b>
----------------------------

### **Role**

To deal with the direction of affairs and implementation of policy and objectives set by the Board of Directors.

- To ensure that CSSA remains financially sound.
- To provide guidance for the preparation of the financial budget with specific attention to the assumptions applied, its accuracy, and compliance with the Board of Directors requirements.
- To review and analyse the policies of insurance to ensure that adequate protection and cover exists.
- Through a remuneration sub-committee of three, to fix salary structures, allowances and employment conditions for CSSA staff and to review and agree any other employee benefit proposals as submitted by the Chief Executive.

### **Chairman**

The President.

### **Composition**

President, two Vice Presidents and Immediate Past President

**In attendance**

Chief Executive and Financial Manager

**Quorum**

Two from the President, the two Vice Presidents and Immediate Past President.

**Voting**

- Every endeavour is to be made to reach agreement by consensus.
- In the event that consensus has not been reached, the issue may be put to the vote, for a decision, in which case:
- Decision shall be made by simple majority.
- The Chief Executive, Secretary, Membership Manager, and Manager: Examinations and Student Services and Technical Advisor may attend and speak with no voting rights.
- There will be no casting vote.

**Power**

To fulfil its role including the examination of monthly management accounts and ensure compliance with stated budget.

**Authority**

To fulfil its mandate.

<b>GOVERNANCE COMMITTEE (Audit Committee)</b>
---

**Role**

- To ensure that publications of CSSA comply with Governance requirements.
- To be the Audit Committee to ensure the accuracy of all financial reports; to ensure that corporate governance procedures and internal control systems are adequate and adhere to agreed internal procedures.
- To review the budget prepared by the Chief Executive and to recommend acceptance to the Board of Directors.
- To be available to the Executive Committee and the Chief Executive for advice and guidance in the ordinary course of business.

**Chairman**

A member of the Board of Directors recommended by the Nominations Committee and confirmed by the Board of Directors.

**Composition**

Chairman and four members plus the External Audit Partner where his attendance is necessary to review systems and annual audit.

**In attendance**

Chief Executive

## **Election**

Invited members who have the qualities and experience required to constructively contribute to the Committee's goals and CSSA's interest. Nominations for the appointment of new members shall be made by a sub-Committee consisting of the Chairman and one Committee member and confirmed by CSSA's Executive Committee.

## **Term of Office**

The term of office shall be three years. Members are expected to attend at least 50% of Committee meetings each year. In the event of a member not attending the required 50% of meetings, his or her membership shall automatically lapse, unless good cause can be shown to the Chairman's satisfaction.

## **Quorum**

Three members (not including auditor).

## **Voting**

Every endeavour is to be made to reach agreement by consensus.

In the event that consensus has not been reached, the issue may be put to the vote, for a decision, in which case:

- Decisions shall be made by simple majority.
- CSSA staff and audit partner do not have a vote.
- There will be no casting vote.

## **Power**

- To recommend to the Board of Directors acceptance of financial accounts and budget proposals.
- To co-opt such other members from the Board of Directors as may be deemed appropriate to constitute and regulate the affairs of the Committee.

## **Authority**

To fulfil its mandate.

<b>NOMINATIONS COMMITTEE</b>
------------------------------

## **Role**

- To report to the Board of Directors.
- To solicit and receive nominations which are open for election in respect of:
  - Office bearers
  - Directors
  - Representatives on outside bodies
  - Institutional representatives.
- To review nominations for distinguished awards and to make recommendations to the Board of Directors.
- To ensure good standing of nominees.

- To publicise the names of nominees with information on the contribution of the nominee to the Institute and his standing in the Community.
- To ensure that a proper election process is set up and followed by the election officials and returning officers.

### **Chairman**

Immediate Past President.

### **Composition**

Chairman and three Fellow Members who are also members of the Board of Directors, preferably Past Presidents, and the President.

### **In attendance**

The Chief Executive and Secretary.

### **Election of office bearers (other than Immediate Past President)**

Nominated by two members of the Board of Directors and elected by the Board of Directors. Such election may be by secret ballot, if requested by any director. Postal, fax and electronically generated votes shall be accepted.

### **Term of Office**

The immediate Past President and the longest serving member shall retire each year. (The immediate Past President shall then be eligible for appointment as a Fellow member.)

### *Note*

The positions to be nominated are President, two Vice Presidents.

### **Quorum**

Two members.

### **Voting**

Every endeavour is to be made to reach agreement by consensus.

- In the event that consensus has not been reached, the issue may be put to the vote, for a decision, in which case:
- Decision shall be made by simple majority.
- The President, the Chief Executive and Secretary have no vote.
- There will be no casting vote.

### **Power**

- To meet by phone and/or electronically if required to fulfil its mandate.
- To make recommendations to the Board of Directors.

### **Authority**

To fulfil its mandate.



## MEMBERSHIP COMMITTEE

### **Role**

- To review criteria to be applied for membership and to recommend changes to the Board of Directors.
- To approve applications for election to membership that have been processed by the Institute staff
- To ensure compliance with the international requirements.
- To consider disciplinary issues and submit to national Investigations Committee where applicable
- To consider exceptions to CPD.

### **Chairman**

A member of the Board of Directors recommended by the Nominations Committee and confirmed by the Board of Directors.

### **Composition**

The chairman plus four members of the Board of Directors who must be Fellows.

### **In attendance**

Secretary and Membership Manager.

### **Election**

Invited members who have the qualities and experience required to constructively contribute to the Committee's goals and CSSA's interest. Nominations for the appointment of new members shall be made by a sub-Committee consisting of the Chairman and two Committee members and confirmed by the CSSA Executive Committee.

### **Term of Office**

The term of office shall be three years, but members are eligible for re-election. Members are expected to attend at least 50% of Committee meetings each year. In the event of a member not attending 50% of the meetings his or her membership shall automatically lapse, unless good cause can be shown to the Chairman's satisfaction.

### **Quorum**

Three members.

### **Voting**

- Every endeavour is to be made to reach agreement by consensus.
- In the event that consensus has not been reached, the issue may be put to the vote, for a decision, in which case:
- Decision shall be made by simple majority.
- The Secretary and Membership Manager have no vote.
- There will be no casting vote.

**Power**

Delegated by the Board of Directors to authorise the issue of membership certificates.

**Authority**

To fulfil its mandate.

<b>EDUCATION AND EXAMINATIONS COMMITTEE (EDEX)</b>
--

**Role**

To administer the function of the education and examinations activities of the Institute and its students and to make recommendations to the Board of Directors regarding changes to curriculum and syllabi, exemption criteria and the appointment of examiners and moderators.

To ensure adherence to quality assurance programmes and requirements as specified by the CSSA and Statute.

To consider disciplinary matter and action taken for students.

**Chairman**

A member of the Board of Directors recommended by the Nominations Committee and confirmed by the Board of Directors.

**Composition**

The Chairman and up to ten invited members, four of whom need not be members of CSSA.

**In attendance**

Chief Executive, Student Affairs and Examinations Manager, Accreditation and Assessments Manager, and the Secretary.

**Election**

Invited members or non-members who have the qualities and experience required to constructively contribute to the Committee's goals and CSSA's interest. Nominations for the appointment of new members shall be made by a sub-Committee consisting of the Chairman and two Committee members and confirmed by CSSA's Executive Committee.

**Term of Office**

The term of office shall be three years, but members are eligible for re-election. Members are expected to attend at least 50% of Committee meetings each year. In the event of a member not attending 50% of the meetings, his or her membership shall automatically lapse, unless good cause can be shown to the Chairman's satisfaction.

**Quorum**

Three, excluding non-members.

**Voting**

- Every endeavour is to be made to reach agreement by consensus.
- In the event that consensus has not been reached, the issue may be put to the vote for a decision, in which case:
- Decisions shall be made by simple majority.
- Institute staff do not have a vote.

- There will be no casting vote.

### **Power**

To recommend policy and strategic matters to the Board of Directors.

<b>PROFESSIONAL PRACTICE GROUP (PPG)</b>
--

### **Role**

- To promote and develop the role, recognition and authority of its members within the confines of the requirements of CSSA in respect of secretarial practice, accounting, business management, consultancy and administration of companies, close corporations and other bodies.
- To ensure practising members of CSSA conduct themselves in such manner and with professional efficiency to create public awareness of, and demand for, the professional services available from practising members.
- To encourage ethical professional behaviour by members of kindred bodies.
- To actively participate in Branch activities.

### **Chairman**

A member of CSSA elected by the PPG.

### **Composition**

The Chairman, one representative from the Technical Committee, and not less than four and not more than fifteen members of CSSA, in good standing and in possession of a Practising Certificate. The Committee may also invite not more than six non-members in lieu of elected members.

### **In attendance**

CEO

### **Election**

The General Meeting of members of the PPG, which shall meet annually, shall require a quorum of seven members personally present.

Members of the PPG Committee shall be subject to rotation with no member serving for more than three years and not less than one third of the Committee being elected or re-elected at each General Meeting.

### **Term of Office**

Chairman: One year, but eligible for re-election.

Members: One third to retire by rotation each year, but eligible for re-election.

### **Quorum**

Three members.

### **Voting**

Every endeavour is to be made to reach agreement by consensus.

In the event that consensus has not been reached, the issue may be put to the vote for a decision, in which case:

- Decisions shall be made by simple majority.

- All members have one vote.
- There will be no casting vote.

### **Powers**

To receive a capitation fee out of the fees for Practising Certificates to be used in the execution of its functions.

<b>BRANCH and CENTRE COMMITTEES</b>
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A Branch Committee shall be authorised to perform by the Board of Directors, which may withdraw such authority at its sole discretion.

### **Role**

- The contact between members and students and CSSA.
- Support Institute goals and strategies.
- Create the opportunity for members and students to network and to participate in Institute activities.
- Encourage interaction between members and students and the functional committees.

### **Chairman**

A member of the Institute elected at the Branch Annual General Meeting.

### **Composition**

Chairman and not less than three members plus appointed representatives from the functional committees.

### **Election**

- Elected at Branch Annual General Meetings.
- Branch Committee has the power to co-opt a member to fill any casual vacancy until the next AGM.
- Representatives from functional committees appointed by their Committees.

### **Term of Office**

The term of office shall be one year, but members are eligible for re-election.

### **Quorum**

Three members.

### **Voting**

- Every endeavour is to be made to reach agreement by consensus.
- In the event that consensus has not been reached, the issue may be put to the vote for a decision, in which case:
- Decision shall be made by simple majority vote.
- There will be no casting vote.

## **Powers**

Management of branch activities and power to recommend policy and strategic matters to the Board of Directors.

## **Authorities**

- Administer funds provided by the Board of Directors (capitation fee) or collected themselves, but accountable to the Board of Directors.
- To appoint vice chairman, secretary and treasurer from its ranks.

<b>TECHNICAL COMMITTEE</b>
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## **Role**

- To provide guidance to company secretaries, company directors and Institute Directors on amendments to and reform of all forms of corporate legislation, the regulation of corporate compliance, and all matters pertaining to corporate governance.
- To provide guidance to and obtain guidance from accountants, administrators, tax practitioners and the Board of Directors on the reform and amendments of accounting standards, taxation, legislation and related regulations, and all matters applying to regulation or implementation of matters of accounting and taxation.
- To actively participate in Branch activities.

## **Chairman**

A member of CSSA, nominated by their Committee.

## **Composition**

The Chairman, a representative from the Professional Practice Group, invited members and no more than four non-members.

## **In attendance:**

CEO

## **Election**

Invited members or non-members who have the qualities and experience required to constructively contribute to the Committee's goals and CSSA's interest. Nominations for the appointment of new members shall be made by a sub-Committee consisting of the Chairman and two Committee members of the Institute and confirmed by CSSA's Executive Committee.

## **Term of Office**

The term of office shall be three years, but members are eligible for re-election. Members are expected to attend at least 50% of Committee meetings each year. In the event of a member not attending 50% of the meetings, his or her membership shall automatically lapse, unless good cause can be shown to the Chairman's satisfaction.

## **Quorum**

Four members, all of whom shall be members of the Institute.

## **Voting Rights**

Not applicable.

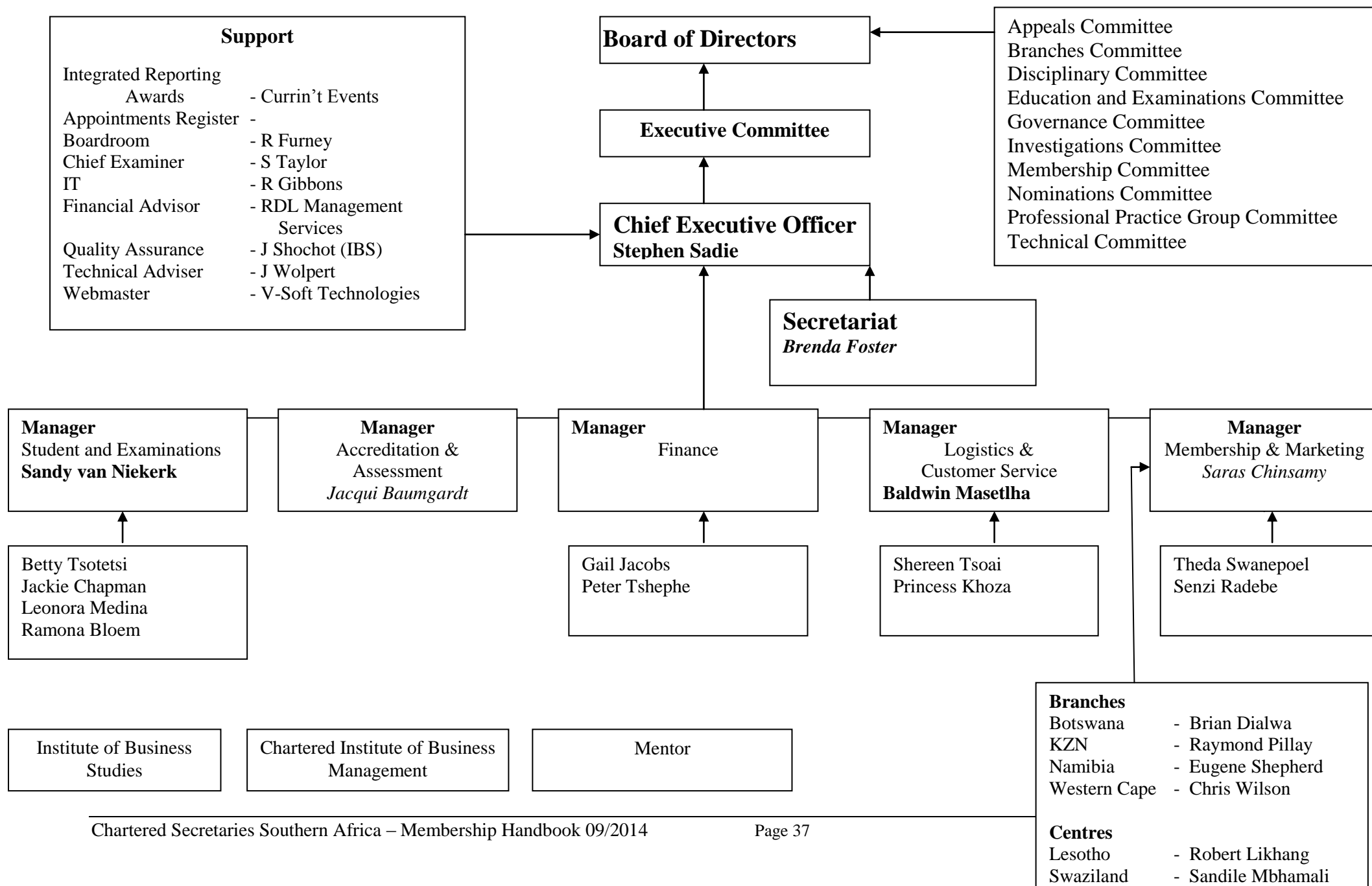
**Powers**

To recommend policy and strategic matters to the Board of Directors.

**Authority**

To fulfil its mandate.

## Chartered Secretaries Southern Africa – Organogram



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## CHAPTER 7: CONTINUING PROFESSIONAL DEVELOPMENT (CPD) PROGRAMME

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### 7.1 Introduction

The knowledge and skills needed to function effectively as a Chartered Secretary, in business, education, professional practice, the public sector or any other environment, continue to change and expand at a rapid rate. Members and associates face increased knowledge and skills expectations. Continued development of professional competence and lifelong learning are critical if members are to meet these expectations.

The marketing of Chartered Secretaries has increasingly emphasised the internationally moderated CSSA qualifying scheme, disciplinary structures, accountability and a **formal, monitored continuing professional development (CPD) programme**.

Continuing Professional Development (CPD) refers to learning activities that develop and maintain capabilities to enable members to perform competently within their professional environments.

CSSA is a division of the ICSA and, as such, it has obligations to foster a commitment to lifelong learning amongst its members and associates. It is also required to monitor and enforce the continuing development and maintenance of professional competence of its members and associates. These obligations also flow from stakeholder expectations and regulatory requirements within South Africa.

CSSA's Code of Professional Conduct paragraph 1.9 states: *"Members shall ensure the currency of their knowledge, skills, and technical competence in relation to their professional activities. Failure to maintain currency of knowledge is regarded as professional misconduct and could lead to disciplinary action in accordance with the continuing professional development policy."*

The Chartered Secretaries Southern Africa Board have thus taken the decision to upgrade and refine the CPD requirements for all Members. In researching the different approaches by the different professional bodies, we have found that ALL professional bodies now embrace compulsory CPD.

The following are the main elements of the CPD policy:

- In keeping with our professionalism, each individual member will design his/her own CPD programme.
- Members will analyse their own career paths and establish their own professional development requirements.
- These will be structured into a CPD programme, with the help of a basic template.
- Each member will pursue a programme of CPD that will enable them to meet their own objectives and aims – their own developmental needs.
- As each career path, employment or professional practice requires fairly unique professional development interventions, so will each programme have its own unique interventions – which will differ from member to member.

The key difference is that each member will determine his or her own development requirements – their own programmes will be drawn up each year in advance – and the CPD programme that each member will follow and report on, is what they have done to achieve their CPD requirements and to what extent they have achieved their development aims.

Although the CPD programmes will be self-regulating, in order for this to work as a value-added benefit to all members, the programme has to be compulsory for all Members and it has to be reported on and monitored. It is envisaged that Members will draw up their plans and log them with Chartered Secretaries Southern Africa on the website. Members will then log the corresponding activities and CPD events they have undertaken to fulfil their CPD aims and objectives. Members who do not have



access to the Internet will be accommodated with a manual logging system. It is geared to promote life-long-learning for all members in a constructive and creative way that is flexible, tailor-made for each individual and is focussed on particular Member needs.

How exactly would this work? The following steps that each member would follow, explain the process.

## **7.2 The CPD Process for All Members**

All members irrespective of grade are recommended to follow these steps:

- Plan the activities, indicating both personal and professional goals to achieve enhanced performance. This should include SMART (Specific, Measurable, Achievable, Results based, Timely) objective setting.
- Reviewing actions over the specified period of time and monitoring progression toward achieving objectives.
- Evaluating outcomes, results and achievements – identifying the additional benefits to the individual and the employer.
- Reflecting on the whole experience to identify learning points (both positive and negative) in readiness for the next cycle.

It is also useful to include how long each activity took, as this information may help to monitor how effective the CPD activity has been. This could be referred to during either revalidation processes for those who wish to renew their membership registration. **The minimum amount of CPD hours is 20 hours per annum which includes a maximum of 7 hours non-verifiable CPD.**

**For all members who are Registered Tax Practitioners, at least 20 hours must be tax related. It is strongly recommended that further CPD be undertaken in other disciplines in which you practice.**

- **Auditing and monitoring CPD**

By recording your CPD online, you are both maintaining your own record, and reporting your CPD activity to the Institute. Your CPD records are available to the staff responsible for maintenance of the scheme, but not to other members. There is no need to submit supporting paper records (e.g. attendance certificates), but these should be retained in case they are required for auditing purposes.

- **Consideration of exceptions**

The CPD programme is designed to accommodate changing working patterns throughout your professional life, and to take these into account. Such changes may make it difficult or impossible for you to meet the usual points requirements of the scheme.

You may wish not to record CPD during periods of extended leave from normal work. (Extended leave might include parental leave, other forms of career break, or sickness or accident recovery.)

If you are retired, you are not required to do CPD.

If any of these circumstances apply to you, or if you wish your case to be considered an exception for any other reason, you should contact the membership department. Exceptions will be assessed and permitted or otherwise by the Membership Committee.

- **Non-verifiable CPD**

Non-verifiable CPD is a learning activity which has taken place, but doesn't have a defined or specific learning outcome. This would include, for example, general reading of professional magazines; following financial and business matters in print and media; and discussions with colleagues in an informal setting (for example, learning about developments in business or finance at a social event, or

informally through networking at a business event, etc). Informal CPD involves activities you can undertake yourself. It may be difficult for a third party to evidence this type of CPD so you will need to keep your own records. **Non-verifiable CPD can make up a maximum of 7 hours per annum.**

- **Verifiable CPD**

Verifiable CPD involves participating in activities such as courses, seminars, workshops, updates, conferences and panel/group meetings where you can provide evidence that the learning was relevant to your current or future career needs, and **you can prove that it took place**. You will need to be able to explain why you chose the activity and how it is relevant to you, when the activity took place, what you learned and how you will apply your learning.

A wide range of courses and activities will be suitable for your CPD needs. Courses can be undertaken by face to face tuition, online or via other electronic forms of delivery.

In all circumstances, in order to include learning as verifiable CPD, CSSA requires you to keep a record which clearly shows:

- how the activity is relevant to you
- how many CPD hours you are claiming for the activity
- how you are going to use your learning
- proof that the learning took place.

Verifiable CPD does not have to be about attending courses – an example of verifiable CPD is outlined below:

*Writing a business report for your employer*

In order to write a business paper, you might need to undertake 4 hours of research on the internet, learning in a subject area that is new to you, or where regulation has changed. You would then write the report. The report is the evidence of your verifiable CPD. It shows that you have applied the learning you acquired. The research you undertook is the learning activity. You will therefore have completed 4 units of verifiable CPD.

Other ways in which you can pursue verifiable CPD are provided below (please remember that in all of these examples, there must be a learning outcome, i.e. a result of your learning activity):

- Reading technical updates or standards where there is a learning outcome (similar to the example above)
- Writing or giving a presentation *for the first time*
- Using e-learning.
- Materials/personal notes from attendance at courses, conferences or seminars
- Slides/notes from presentations that have been used as handouts
- Attendance certificate from courses or workshops
- Research notes and final copy of technical or business articles
- Notes of participation in discussion groups
- Outputs or products from work, for example a business plan.
  - Course/ training certificates
  - Attendance registers at meetings/ workshops

- A note in a diary
- Third party attendance verification
- Minutes of a meeting
- Research papers
- Strategy documents or presentations

Many of the activities that you complete in the workplace can count towards your CPD requirement.

- taking on new tasks, roles or responsibilities offers you an opportunity to develop your skills
- involvement in coaching or mentoring colleagues, or being coached or mentored yourself, will also develop new skills or maintain existing skills
- you may sit on a committee or working party, or be part of an industry group or network (e.g. the Professional Practice Group (PPG)). Note simply being a member does not apply; active participation in such a group is required.
- completing a piece of work which required you to learn new information can also count as CPD.

CSSA will recognise any of these activities as CPD if they are relevant and contribute to your individual development and learning needs.

- **Important advice**

Repetition of the same work will not contribute to further CPD hours. For example, you may give the same presentation on 4 different occasions. You will only be eligible to count the preparation work completed for the first presentation as relevant CPD. However, re-working of the presentation for a new audience, or changing a presentation where new learning occurs, can be counted as CPD.

You are not restricted to the examples above. These illustrate some of the different types of learning activity which you could consider.

- **Your annual CPD return**

All members who are active in the workplace are required to make an annual CPD return to Chartered Secretaries Southern Africa each year. The annual CPD return is due on 1 January immediately following the CPD year. Your next annual CPD return, therefore, is due on 1 January. This is a member obligation and is included in Chartered Secretaries Southern Africa's members' handbook.

You can make your CPD return at any point in the year by recording the information on the website. If you are not able to record it on the website you can send it to the Membership Co-ordinator, Chartered Secretaries Southern Africa. You will be asked to confirm that you have achieved the CPD requirements via one of the following:

- attendance at relevant CPD workshops;
- work experience (e.g. client referrals – that you have prepared their books of accounts or are their appointed Accounting Officer and that you have carried out your responsibilities for the financial year in this regard) performance appraisals; relevant awards you may have received.

In addition, you will be required to declare that you have maintained and, where appropriate, developed your competence in relation to professional ethics.

- **Keeping evidence**

In all cases, no matter which route you are following, you are required to keep evidence for a three year period for the Institute's monitoring purposes. You are not required to send in your evidence with

your annual CPD return – you should keep this safe, however, in case you are selected for CPD monitoring.

- **Non-compliance**

The Board is committed to ensuring the CPD system will operate effectively and in the public interest. Therefore the Board will ensure that, when necessary, appropriate action is taken to ensure compliance with the CPD Regulations. Steps will be taken where members do not comply with the CPD Regulations. Initial steps taken to address non-compliance are likely to focus on bringing members into compliance within a reasonable time frame.

The Membership Committee is responsible for monitoring compliance with the CPD Regulations. The Committee has a wide range of powers including:

- Refusing, restricting or withdrawing any licence it has issued;
- Agreeing a regulatory penalty;
- Referring the member to the Disciplinary Committee for possible disciplinary action.

It is important to be aware that continued or wilful failure to comply could result in your being excluded from membership.

- **Monitoring**

Monitoring will be conducted as follows:

- An audit of the website.
- An annual random audit of selected Members. The audit will require Members to provide evidence of their CPD activity and records will need to be kept for three years.
- By exception reports generated from the database.
- Whenever a disciplinary action is instigated.
- **Follow-up and consequences**

In order for this to be meaningful and to add real value to what it means to be a professional, and specifically a Chartered Secretary, the programme needs effective teeth.

*It is important to note that the practice and implementation of performance review is a mirror activity that could very easily be integrated into a CPD programme.*

Members are expected to meet the requirements. Members found to be in breach of the requirements will at first be guided and encouraged to comply. Feedback received during the year will help us to refine and modify the programme and intensify the support structures that members might require to implement their programmes.

Members found to be in breach of the CPD requirements could be called to a disciplinary committee that would have the power to impose corrective measures, including suspension of Membership. This might sound harsh to some members, but we cannot continue to market Chartered Secretaries as being up-to-date with their professional requirements, when there is no way of monitoring and controlling this.

### **7.3 Conclusion**

CSSA cannot provide assurance that all members and associates will provide high quality professional service all the time. Doing so involves more than monitoring professional competence, it would involve the application of that knowledge with professional judgement and an objective attitude. Similarly CSSA cannot be assured that every person who participates in a continuing professional

development programme will reap the full benefits of that programme, because of variances in individual commitment and capacity to learn. Despite the inherent limitations however, the Board believes a continuing professional development programme is important for an individual member to fulfil his/her professional activities and responsibilities and the maintenance of professional standards, ethics and knowledge.

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## CHAPTER 8: ASSOCIATED INSTITUTES

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### 8.1 The Chartered Institute of Business Management (CIBM)

The Chartered Institute of Business Management is not an examining body but recognises subjects passed or exempted from the CSSA curriculum. The major difference is that students will be entitled to apply for membership of the Chartered Institute of Business Management at various levels after passing a minimum of five CSSA modules or if exemptions are granted and apply the appropriate designatory title after their names. These are indicated in the table below:

Level	Designatory Titles	Number of subjects passed in sequence
Fellow	FCIBM	17
Associate	ACIBM	13
Licentiate	LCIBM	9
Affiliate	AffCIBM	5
Technician	IBS Complete (Level 4)	-

Members of other professional bodies, university graduates or holders of National Diplomas can qualify to apply for a higher level of Chartered Institute of Business Management membership by studying for the CSSA programmes.

Graduates, Associates and Fellows of Chartered Secretaries Southern Africa may apply for dual membership of CSSA and Chartered Institute of Business Management at FCIBM level only.

### 8.2 The Institute of Business Studies (IBS)

IBS offers entry level qualifications in business administration, law and accounting. The NQF levels 3 and 4 qualifications are the foundation for a career in governance and are available to students across Southern Africa in Botswana, Lesotho, Swaziland and Namibia. The higher of the IBS qualifications feeds directly into the CSSA Programme.

The two qualifications offered comprise:

- Business Administration (NQF Level 3; Learning Programme ID 60150 with 120 credits);  
and
- Management and Administration (NQF Level 4; learning Programme ID 60152 with 140 credits).

This is recognised by the Institute as an entrance qualification to continue studying towards the CSSA qualification. While designed for Southern Africa, the IBS qualifications have been developed in line with international standards.

Students who qualify on the NQF Level 4 Learning Programme can apply for Technician CIBM status once they enter CSSA programme 1. This means that from the start they can be associated with a professional body and this relationship can be developed as they progress through the various levels of the CSSA programme.

## **APPENDIX A: FREQUENTLY ASKED QUESTIONS ON CPD**

**The following examples could help to clarify some of the aspects of the CPD policy:**

### **FAQ 1: Why refine and change the current Chartered Secretaries Southern Africa CPD policy?**

All professions that operate in the accounting, auditing and corporate governance arenas are under close scrutiny. There are increasing demands that the public interest be protected. A CPD programme that is meaningful and that has teeth, will demonstrate to all employers and clients of Chartered Secretaries that we are committed to the goals of life-long learning, maintaining and developing professional competence and observing strict ethical standards. The Chartered Secretaries Southern Africa CPD programme has been developed in discussion with other professional bodies and in terms of our own international guidelines and standards.

### **FAQ 2: Will all members have to do CPD?**

Yes – all Members, except retired members, irrespective of what field or industry they work or practise in, will need to have a CPD programme that meets their respective developmental needs.

### **FAQ 3: Why the control?**

The Chartered Secretaries Southern Africa CPD programme is based on trust and the emphasis is on support rather than control or making judgements. The core drivers of this approach are the requirements of each Member to progress according to their own and their employment or practice needs. To what extent you have defined your needs and implemented a programme to achieve your own goals is what is being measured and recorded – rather than the actual events or interventions themselves.

CSSA will not prescribe specific courses, programmes, journals or other forms of learning or training material. Members are free to choose relevant CPD activities based on their identified learning and development needs and CSSA will rely on the professional judgement of members in this regard.

It is, however, not an option to not undergo professional development – then you cannot lay claim to being a professional of any worth to the modern Chartered Secretary environment.

### **FAQ 4: Will this involve filling in many forms?**

Members have two options for maintaining CPD records:

1. Members can complete the personal update form annually and submit to the membership department who will update the members profile with the information submitted.
2. Members can at any time email the information through to the membership department for recording on the members profile. A randomly selected sample of members following this option will be subject to a verification process conducted annually by CSSA. It is therefore important that members still keep their own records of their learning activities.

Should a disciplinary matter be brought before CSSA where the issue of incompetence arises, the onus will be on the member to prove that they have complied with the CPD policy.

### **FAQ 5: When will I need to start recording CPD activity?**

CPD will be reported on a one year rolling cycle. For all new members the CPD cycle commences in the year following election:

In terms of the current CPD programme, all members have been required to complete a record of CPD activity according to a 1-year cycle. Invoices will be issued to members annually, and each invoice will include a returnable statement that needs to declare that you have met the current CPD requirements. If you require assistance, please make use of the services of the Member Administrator.

**FAQ 6: Will all members be monitored equally?**

It is envisaged that members who have higher levels of responsibility and who have more direct contact with the public, could be required to have more demanding development plans – but this is still in the design and development stage.

**FAQ 7: How much CPD will I have to do – how many hours will it take on an annual basis?**

You are expected to do a minimum of 20 hours CPD annually.

**FAQ 8: What will happen if I don't comply?**

In keeping with our aim to be supportive of Members in their life-long learning journey, Members who have not met the requirements will have their CPD programmes reviewed individually. They will be advised on how to proceed and will be given additional time and resources to comply. If failure to comply persists beyond a specific time-frame, then the Investigations Committee will be called upon to investigate the situation as a formal complaint.

**FAQ 9: What evidence of CPD is required?**

One part of the Handbook is a section on the CPD policy and the required forms to fill in, as well as advice on how to use the web to record CPD programmes.

**FAQ 10: I belong to another professional body – will the professional development requirements that I fulfil for that body meet the Chartered Secretaries Southern Africa requirements?**

If the CPD that you fulfil for that body satisfies your own personal development needs, then that will suffice and you will be compliant with the Chartered Secretaries Southern Africa CPD requirements.

**FAQ 11: I am a retired member – do I still have to do CPD?**

Retired members are not obliged to do CPD.

**FAQ 12: If I work in a completely different field – for example if I run a hardware business or have become a plumber – do I still have to undertake CPD?**

If you want to retain your membership, you will be expected to complete a CPD programme. It does not matter in what field you operate; the assurance the Institute conveys to the public is that if you deal with a Chartered Secretary, then you can expect a business relationship that is based on integrity, accountability and updated knowledge and competency. Thus a Chartered Secretary, who runs a hardware business, is expected to develop a CPD programme that develops the knowledge and skills that lead towards better business proprietorship – in that field.



## APPENDIX B: SAMPLE CPD PROGRAMMES

### Sample CPD Programme #1

Profile: Associate Member – ACIS (Kentrige Rogers)

Assistant Company Secretary for 3 years in a listed company.

Goal 1: to be a Company Secretary of a listed company within the next three years.

Goal 2: to obtain a further qualification (diploma) in corporate governance or tax.

**Member: Kentrige Rogers (ACIS)**

#### CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

To ensure that your CSSA qualification is relevant to the needs of business, with special focus on maintaining the currency of knowledge in corporate governance, company secretaryship, accounting, business and public administration.

#### MY CPD PROGRAMME

Broad outline of career path in the short, medium and long term:

I have worked as an assistant company secretary for 3 years in a listed environment and aim to be a company secretary of a listed company within the next 3 years.

I also want to study an additional diploma in corporate governance or company law.

#### Requirements and objectives to be met in my current job or practice over the next 12 months:

##### OBJECTIVES

##### Measurement Criteria

To become more familiar with the JSE requirements

Respond pro-actively to JSE Listings requirements arising from directors' meetings

To become more familiar with assisting the chairperson in meetings

Chairman relies on me to provide him with appropriate guidance

To assist the directors with corporate governance queries

Be pro-active in providing directors with information to fulfil their duties

#### Analysis of gaps in knowledge, skills, values, attitudes and understanding to reach the objectives stated above:

I need more detailed knowledge of the JSE requirements.

I need to review the laws governing meetings and obtain advice on how to handle the more subtle issues which are not addressed in laws.

I need to read more on corporate governance issues to be able to provide appropriate guidance to directors.

**Identification of key interventions that will meet both CSSA's objectives and my objectives in the next 12 months:**

<b>INTERVENTION</b>	<b>OBJECTIVES</b>
Go on JSE Listings Requirement course.	It will give me a good overview and alert me to when to respond to JSE Listings Requirements.
Build up a network of company secretaries to discuss how they deal with directors' meetings and other issues.	Be able to respond quickly and appropriately to difficult or unusual boardroom issues.
Start studying a suitable course on corporate governance.	Be an expert in my profession

**ACHIEVEMENT SCHEDULE**

<b>Activity</b>	<b>Date(s)</b>	<b>Outcomes: how this intervention addressed the CPD requirement</b>
JSE Listings Requirements course	3-4 August	I now have a good overview of the JSE Listings Requirements and the issues I need to respond to.
Attended various PPG functions on a wide range of topics	3 February 7 June 23 Sept 4 Nov	Built up a network of company secretaries that I can discuss company secretarial issues with as well learning about current trends in corporate governance and secretarial practice.
Read Boardroom, technical newsletters, newspapers	Ongoing	Provides useful information and keeps me up to date.
Did one year diploma in corporate governance at RAU.	Jan - Nov	This has deepened my understanding of corporate governance issues and made me more effective as a company secretary.
I confirm that the above information is correct for the period 1 January 20__ to 31 December 20__ and acknowledge that should any of the above information be found to be incorrect, I will be answerable to the Disciplinary Committee of Chartered Secretaries Southern Africa.		
Signed:		Date:

**Sample CPD Programme #2**

<p>Profile: Fellow Member Lebo Khumalo - (FCIS)</p> <p>Company Secretary for 30 years of a major listed company. Five years from retirement.</p> <p><b>Goal: TO ADVISE THE BOARD OF THE IMPLICATIONS OF THE NEW COMPANIES ACT, AMENDMENTS TO THE JSE LISTING REQUIREMENTS AND ANY OTHER RELEVANT LEGISLATION</b></p>	
<p><b>Member:</b> Lebo Khumalo (FCIS)</p>	
<p><b>CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME</b></p>	
<p>To ensure that your CSSA qualification is relevant to the needs of business, with special focus on maintaining the currency of knowledge in corporate governance, company secretaryship, accounting, business and public administration.</p>	
<p><b>MY CPD PROGRAMME</b></p>	
<p>Broad outline of career path in the short, medium and long term:</p> <p>I have been a company secretary of a major listed company for 30 years and am now 5 years from retirement. My focus for the next 5 years would be to advise my board of the implications of the new Companies Act, any amendments to the JSE Listings Requirements and any other relevant legislation.</p>	
<p><b>Requirements and objectives to be met in my current job or practice over the next 12 months:</b></p>	
<p><b>OBJECTIVES</b></p>	<p><b>Measurement Criteria</b></p>
<p>Ensure I am up to date with developments in the new Companies Act</p>	<p>Report to board as and when appropriate on the impact for the company</p>
<p>Ensure I am up to date with corporate governance developments, JSE Listings Requirements</p>	<p>Advise my board timeously of the impact on the company of international and local trends in corporate governance</p>
<p>Provide input to the board on the Codes of Good Practice on broad based BEE</p>	<p>Advise my board on what needs to be done to meet the new Code of Good Practice on broad based BEE</p>
<p>To read and analyse information as and when it becomes available. Obtain advice, if necessary</p>	<p>N/A – on - going</p>
<p><b>Analysis of gaps in knowledge, skills, values, attitudes and understanding to reach the objectives stated above:</b></p>	
<p><b>Identification of key interventions that will meet both CSSA's objectives and my objectives in the next 12 months:</b></p>	
<p><b>INTERVENTION</b></p>	<p><b>OBJECTIVES</b></p>
<p>Seminar on Companies Act Reform</p>	<p>Respond proactively to developments impacting on the company</p>
<p>Seminar on Codes of Good Practice</p>	<p>Respond proactively to developments impacting on the company</p>
<p>Read and analyse JSE circulars and amendments</p>	<p>Respond proactively to developments</p>

		impacting on the company
<b>ACHIEVEMENT SCHEDULE</b>		
<b>Activity</b>	<b>Date(s)</b>	<b>Outcomes: how this intervention addressed the CPD requirement</b>
Seminar on Companies Act Reform	Aug	Work in progress. Not finalised.
Seminar on Codes of Good Practice	June	Work in progress. Not finalised.
Read and analyse JSE circulars and amendments	Ongoing	Have advised my board of issues impacting them. Ongoing
I confirm that the above information is correct for the period 1 January 20__ to 31 December 20__ and acknowledge that should any of the above information be found to be incorrect, I will be answerable to the Disciplinary Committee of Chartered Secretaries Southern Africa.		
Signed:		Date: