

# Institute of Certified Secretaries

*'The Governance Profession'*



**GUIDELINES ON ALTERNATIVE / ACCELERATED MEMBERSHIP  
ROUTE**

**EFFECTIVE FROM DATE OF GAZZEMENT UPTO FIVE (5) YEARS  
THEREAFTER**

***Drafted by Secretariat on 8th July 2021.***

## Table of Contents

1.0	Legal Framework.....	2
2.0	Justification for Accelerated Route .....	3
3.0	Accelerated Governance and Compliance Certification Course (AGCCC) .....	4
3.1	About the Course.....	4
3.2	Course Objectives .....	4
3.3	Target Groups.....	5
3.4	Course Coverage & Duration .....	5
3.5	Course Content .....	5
3.6	Assessment .....	9
3.7	Award of Certificates .....	10
3.8	Credit Retention.....	10
3.9	National Industrial Training Authority (NITA).....	10
4.0	Investment .....	10
4.1	Payment Options .....	11

## 1.0 Legal Framework

A Certified Secretary (CS) in Kenya is a professional who is qualified by meeting certain certification requirements and is registered as a member of the Institute of Certified Secretaries. Persons who wish to register as members of ICS are required to apply through the Registration of Certified Public Secretaries Board (RCPSB) which deals with licensing of qualified CS graduates as well as issuance of practicing certificates to members who meet prerequisite requirements.

Qualifications of a CS are prescribed under **Section 20 of the Certified Public Secretaries of Kenya Act, Cap 534** of the Laws of Kenya and which provides as follows:

*(1) Subject to this section, a person is qualified to be registered if—*

*(a) he has been awarded by the Examinations Board a certificate designated the Final Certificate of the Certified Public Secretaries Examination;*

*(b) he holds a qualification approved under subsection (2) by the Registration Board;*

*(c) he is, on the 30th June, 2002, both a citizen of Kenya and a member of the professional body known as the Institute of Chartered Secretaries and Administrators;*

*(d) he is, on the 30th June, 2002, both ordinarily resident in Kenya and a member of the professional body known as the Institute of Chartered Secretaries and Administrators;*

*(e) he is, at the commencement of this Act, registered as an accountant under section 24(1) of the Accountant Act (No. 15 of 2008); or*

*(f) he is, on the 30th June, 2002, an advocate of the High Court of Kenya.*

*(2) The Registration Board may, by notice in the Gazette, approve qualifications which it considers sufficient to allow a person to be registered, and may, in like manner, withdraw any such approval.*

*(3) Notwithstanding subsections (1) and (2), the Registration Board may require a person making application for registration to satisfy the Registration Board (in such manner as it directs) that his knowledge of local law and practice is, and that his professional conduct and general character have been such as in the opinion of the Registration Board make him a fit and proper person to be registered, and unless the person so satisfies the Registration Board he shall not be treated as being qualified to be registered.*

Though the Act has various options of qualifying to be members of the Institute, current data from the Registration Board for the last five years indicates that the bulk of members qualify on the basis of section 20 (1) (a). The Registration Board is however authorized under Section 20(2) of the Act to approve alternative qualifications which it considers sufficient to allow a person to be registered.

## 2.0 Justification for Accelerated Route

The Institute prides itself as the focal point on matters corporate governance. The Institute's however acknowledges that there are many experts in corporate governance who are neither members of the Institute nor have they undertaken the Certified Secretaries Course as examined by kasneb. While some governance experts are scholars with higher degrees and are involved in many years of research, publication and lecturing on the subject matter, others are industry players with years of practical experience in governance.

Further, the Institute has always since its inception aspired to accommodate public servants working on the areas related to governance, compliance and administration. This request has consistently been made by Institute's partners in the public sector including the Public Service Commission on Thursday April 5, 2018 and again in March 26, 2019, the Legal and Legislative Committee of the National Assembly in the year 2015 and the State Corporations Advisory Committee. In its Strategic Plan 2018-2022, the Institute proposes "*Review of entry requirements; Lifting the Cap for registration under the CPS Act; Expanding categories of membership; Target GOK Administrators; Target education sector administrators; Target Risk and Compliance Officers*".

It is against this background that the Council of the Institute during its 212th meeting held on Thursday 24<sup>th</sup> September 2020 approved a concept paper by its Professional Development Committee on alternative/ accelerated route to membership. The Institute subsequently submitted a proposal to the Registration of Certified Public Secretaries Board (RCPSB). In its letter to the Institute and dated May 14<sup>th</sup> 2021, the RCPSB confirmed that the proposal had been considered and approved during the RCPSB 321<sup>st</sup> Board meeting held on May 26<sup>th</sup> May 2021 but subject to the following:

1. ICS submitting to the RCPSB an approved certification course that would be considered sufficient that would allow a person to be registered.
2. That the persons so registered under this alternative/accelerated route would be conferred full membership in line with section 20 (2).
3. Accelerated membership registration fee with RCPSB will be at the current fee of Kshs of Kes. 10, 000.
4. A cutoff period of five years to be implemented from the date of gazettelement of the new qualifications under the accelerated route.

This guidance note is therefore aimed at providing a clear road map that would balance achievement of accommodating such governance experts qualify to join the profession on one hand and the need to maintain the quality integrity of the profession.

## 3.0 Accelerated Governance Certification Course (AGCC)

### 3.1 About the Course

As governance professionals, Certified Secretaries (CS) are at the heart of good governance in institutions. It is therefore important the CS is equipped not only in technical skills but also with other relevant people skills to efficiently support institutional growth and sustainability. The AGC Course is practical, intensive and module-based covering a variety of key issues designed to equip aspiring CSs with the required professional competencies to work with diverse stakeholders in supporting different types of institutions and for the benefit of the society at large.

This Course is specifically designed for persons with prior expertise in governance either through academia or practice. It is ideal for present and former executives and other senior officials who have held governance positions in institutions: whether public, private or civic. Upon successful completion and meeting the set criteria, graduands will be eligible to apply for registration to be members of the Institute.

### 3.2 Course Objectives

The overall objective of this Course is to strengthen the knowledge, skills and attitudes of aspiring Certified Secretaries to effectively carry out governance and compliance assignments. The intended outcome of the Course is to produce Certified Secretaries graduands, who upon meeting the set criteria would be admitted to the membership of the Institute. After covering all the modules of this Course, the professional should be able to:

- a) Appreciate the history, milestones and envisioned future of the Corporate Secretarial Profession;
- b) Identify possible legal, regulatory, policy and structural reform areas in the Corporate Secretarial Profession.
- c) Understand governance and compliance requirements in various sectors;
- d) Demonstrate deep understanding of the various governance codes, standards, and guidelines;

### 3.3 Target Groups

- a. Honorary Fellows of the Institute, and who are not members.
- b. Persons with higher degrees and more than 10 years' practical experience in governance and compliance matters either in research, publication, lecturing, or industry experience.
- c. Public Servants with more than 10 years' experience in the areas of governance, compliance and administration e.g. Principal Secretaries, Under Secretaries, Directors, County Commissioners, Administrators, Ethics & Integrity Officers, County Secretaries, Assembly Clerks, Chief Executive Officers, University Registrars, School Principals, Board Members, etc.

### 3.4 Course Coverage & Duration

The content of the programme is broad based and covering core areas relevant to the profession.

The course will take a 30 days and which include research work; distance and e-learning; and cumulative of 26 contact hours with the course instructors. Lectures will include online classes and /or physical meetings.

To be considered for a given cohort, a participant must have registered at least 30 days before the scheduled commencement date of the particular cohort.

Participants will be allocated research assignment, group work and e-learning courses as well as be issued with learning materials at the beginning of the course. Virtual and/or physical training will be delivered through active learning with theories, demonstrations, practice, videos, role plays, reflections and case studies, among other adult learning methodologies. Participants will be expected to have studied the course materials in advance and therefore the classes will mostly be discussions based.

### 3.5 Course Content

#### **Part 1: The Corporate Secretaries Profession**

##### **Module 1: Legal Framework, history and future of the CS profession**

Readings:

- ICPSK, Governance Milestones: The Story of the Certified Secretaries Profession in Kenya (2017)

- The Certified Public Secretaries Act Cap 534 of 1988;
- The Strategic Plan of the Certified Secretaries Profession, 2017-2021.  
Developed jointly by ICPSK, RCPSB, kasneb and Training Institutions;
- The Strategic Plan of the Institute of Certified Public Secretaries of Kenya, 2018-2022

## **Module 2: The Governance Professional**

### **Readings:**

- IFC, the Corporate Secretary: The Governance Professional (2016)
- ICPSK, GG 002- Role of the corporate secretary (2016)

## **Module 3: Comparative Jurisdictions**

### **Readings:**

- The Company Secretaries Act, 1980- India
- Companies Act, 2013- India
- Chartered Governance Institute, UK & Ireland
- Corporate Secretaries International Association

## **Module 4: Professional standards, guidelines and policies**

### **Readings:**

- GS 001 - General Meetings
- GS 002 - Meetings of the Board
- GS 003 - Minutes
- GS 004 - Resolutions
- GS 005 - Board Papers
- GS 006 - Registers and Records
- GS 007 - Filing Annual Returns
- GS 008 - Common Seal
- GG 001- Guidelines on Professional Ethics
- GG 002- Role of the Corporate Secretary
- GG 005: Guideline for Virtual Meetings
- CPD Policy 2020

## **Part 2: Sectoral Governance Practices**

Under each sector, read relevant provisions on composition of the governing body as well the following areas: The Governing Body and Leadership; Accountability, Risk Management and Internal Control; Transparency and Disclosure; Stakeholder rights and obligations; Sustainability and performance management; and Compliance with laws and regulations including issues of managing registers and filling statutory documents with different regulators.

### **Module 5: Private and Family Owned Businesses**

Readings:

- ICPSK, Code of Governance for Private organizations in Kenya (2014)
- Companies Act No. 17 of 2015
- Insolvency Act, 2015
- IFC, Family Business Governance Handbook (2018)

### **Module 6: Capital Markets**

Readings:

- CMA, Code of Governance for Issuers of Security to the Public (2015)
- CMA, Stewardship Code for Institutional Investors
- The Capital Markets (Licensing Requirements) (General) Regulations 2002- Revised August 2017
- The Capital Markets (Take overs and Mergers) Regulations, 2002
- Capital Markets (Corporate Governance) (Market Intermediaries) Regulations 2011
- Capital Markets (Securities)(Public Offers Listing and Disclosures) Regulations 2002 -amended 2019

### **Module 7: Banking Sector**

Readings:

- CBK, Prudential Guidelines (2013)
- Banking Act. Chapter 488.

### **Module 8: Insurance Sector**

Readings:

- Insurance (cap. 487)



- IRA, Corporate Governance Guidelines for Insurance and Reinsurance Companies (2011)

### **Module 9: Sacco Sector**

#### Readings:

- Sacco Societies Act No. 14 of 2008
- SASRA, Guidelines on Good Governance Practices For Deposit-Taking Sacco Societies (2015)

### **Module 10: Public Entities**

- State Corporations Act 446
- Various Statutes establishing State Corporations
- County Governments Act, No. 17 of 2012
- Urban Areas And Cities Act, No. 18 of 2012
- Mwongozo: The Code of Governance for State Corporations* (2015).

### **Module 11: Education Sector**

#### Readings:

- Basic Education Act of 2013
- Tvet Act of 2013
- Universities Act of 2012

### **Module 12: Societies, Public Benefit Organizations and other forms of organizations**

#### Readings:

- Societies Act (Cap. 108)
- Non-Governmental Organizations Co-Ordination Act (Cap 134) 1990
- Public Benefits Organizations Act, 2013

## Part 3: Selected Topical Areas

### Module 13: Emotional intelligence for Corporate Secretary

#### Readings:

- Daniel Goleman, *Working with Emotional Intelligence* (2000)
- Daniel Goleman, *Emotional Intelligence: Why It Can Matter More Than IQ* Paperback (2005)

### Module 14: Effective management of meetings

- ICS, *Governance Ethics Risk and Compliance Manual* (2021)
- ICS, *Effective Management of Meetings Manual* (2021)
- Relevant professional standards

#### Additional Readings:

### 3.6 Assessment

To assess the extent of understanding on the content of the course, the following could be the testing basis:

- Individual research based open book exams accounting for 60 marks.
- Group case study assignment to be presented in class and accounting for 15 marks.
- Successful completion of e-learning classes and accounting for 15 marks.
- Active participation in class, accounting for 10 marks.

A participant will be considered to have successfully completed this course or any module thereof if he/she:

- Has attended 100% of the scheduled training sessions. (A participant who misses more than 30 minutes of a training session will not be considered to have attended that particular session).
- Has successfully taken all the assessment and scored an aggregate of at least 70% from the above assessment criteria.
- The course assessment results will be issued within thirty (30) days after the course.
- Re-sit Exam will be administered within one month of running the course to participants who, although attended all sessions, failed to meet the minimum score as per assessment criteria. The lower of Kshs 5,000 or 5% of the applicable seminar fee will be levied to participants taking a resit exam.

### 3.7 Award of Certificates

- a) On successful completion of all the modules, the participant will be awarded with an Accelerated Governance Certification Course by the Institute.
- b) A holder of Accelerated Governance Certification Course shall, upon application and payment of prescribed fees to Registration Board, be admitted as a full member of the Institute.

### 3.8 Credit Retention

- a) A participant who either misses or is not successful in any of the modules must successfully complete such module before being awarded with a certificate of participation.
- b) A participant will however retain all credits for the modules successfully completed and will therefore not be required to repeat such successfully completed modules.
- c) A participant who has successfully completed all the modules but has not met any of the set requirements to be admitted into membership shall retain the credits and may apply to be admitted into membership upon meeting all the relevant requirement(s).

### 3.9 National Industrial Training Authority (NITA)

The Institute is a registered Management Trainer with National Industrial Training Authority (NITA). For reimbursement purposes from the Industrial Training Levy Fund for contributors, sponsoring organizations should strictly follow the laid down NITA requirements.

### 4.0 Investment

The cost of this course is One Hundred Thousand Shillings (Kshs. 100, 000). Fees are payable in advance of the programme and cover facilitation, examinations, training materials, and certificate of participation. Similarly, a fee of Kshs 10,000 will be charged by the Registration Board for admission into membership.

## 4.1 Payment Options

- Cheques payable to Institute of Certified Public Secretaries of Kenya.
- A/c No: 1103151045, Kenya Commercial Bank, Branch: Capital Hill Branch.
- Mpesa Pay Bill No: 533800.
- Clearly indicated “Accelerated Course”

## 4.2 Payment Options

Please register by filling in the [Course Registration Form](#) (available on the Institute’s website) and e-mail the same (in word format) to the Institute’s Secretariat by latest .....

**NB: Participants will be required to book and pay at least thirty (30) days before commencement of the course to receive the study materials and research assignment.**

## 4.3 Cancellations

All cancellations must be notified to the Secretariat in writing; cancellations by telephone will not be acceptable. Cancellations, if any, received 30 days before course commencement will be eligible for a full refund. No refund will be given for cancellations reaching the Institute with a notice of less than 30 days before commencement of the course.

## 4.4 Tentative Programme

Day	Time	Activity
Day 1	6:30 am -8:30am	Online Class 1: Virtual briefing meeting, introductions, sharing contacts, leveling expectations, group allocation, allocation of assignments, circulation of course materials.
	6:30 pm -8:30pm	Online Class 2: An overview of the Course
Day 2-15	Time unspecified	Personal studies, individual assignment and group discussions. (Groups to agree on their convenient meeting time and inform the course instructor at least 2 days before the meeting. The course instructors may attend any of the discussion sessions)
Day 16	6:30 am -8:30am	Online Class 3: An overview of Module 1, 2 and 3
	6:30 pm -8:30pm	Online Class 4: An overview of Module 4
Day 17	6:30 am -8:30am	Online Class 5: An overview of Module 5
	6:30 pm -8:30pm	Online Class 6: An overview of Module 6
Day 18	6:30 am -8:30am	Online Class 7: An overview of Module 7 & 8

	6:30 pm -8:30pm	Online Class 8: An overview of Module 9 & 10
Day 19	6:30 am -8:30am	Online Class 9: An overview of Module 11 & 12
	6:30 pm -8:30pm	Online Class 10: An overview of Module 13
Day 20	6:30 am -8:30am	
	6:30 pm -8:30pm	Online Class 11: An overview of Module 14
Day 21- 25	Time unspecified	Personal studies, individual assignment and group discussions.
Day 26	6:30 am -8:30am	
	6:30 pm -8:30pm	Online Class 12: Group presentations and feedback by course instructors
Day 27	6:30 am -8:30am	
	6:30 pm -8:30pm	Online Class 13: Group presentations and feedback by course instructors
Day 28-30	Time unspecified	Personal studies, individual assignment and group discussions.
Day 30	11:59pm	Submission of individual research based open book exams to the Institute and course instructors on provided email addresses.

Where the day scheduled for an online class falls on a weekend or public holiday, the class shall be held on the next working day. However, participants may agree with the course instructor to have a class on any other convenient day for all.

#### 4.5 For more information

Secretary  
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