

## CONTINUOUS PROFESSIONAL DEVELOPMENT (CPD)

To enable Certified Secretaries keep pace with changes and challenges in the profession and therefore ensure that highest standards of professionalism are maintained at all times, the Institute organizes monthly Continuous Professional Development (CPD) programmes which are open to both members and non-members. To be in good standing, every member is among other things required to attain a minimum of twenty (20) structured and ten (10) unstructured CPD units in each calendar year.

## ROLES AND RESPONSIBILITIES OF THE CERTIFIED SECRETARY

Some of the specific roles played by the Certified Secretary include:

### a) Good governance and compliance issues

Good governance is critical in today's world. The Certified Secretary is required to observe good governance in the discharge of duties. Compliance and governance issues relate to:

- (i) Fiduciary duties of directors; directors should not make profit out of their organisations with the company;
- (ii) Conflict of interest especially in contracts involving the Organization;
- (iii) Liability for contractual obligations if the directors have not disclosed any interest that they may have in the company;
- (iv) The duty of directors to exercise skill, care and diligence in the course of their duties;
- (v) Disclosure requirements in accordance with the law;
- (vi) Compliance with legal provisions governing the organization's operations;
- (vii) Governance in meetings.

### b) Statutory duties

This is the traditional role and has been enacted into law in many countries. The specific roles include:

- (i) Attending meetings of directors and shareholders and recording the proceedings thereof;
- (ii) Making sure that all notices are given in accordance with the provisions of the law and the Memorandum and Articles of Association of the company concerned;
- (iii) Acting as custodians of statutory and other

documents, share certificates and the company's seal;

- (iv) Ensuring that statutory returns are prepared, published and filed, as necessary;
- (v) Preparing and maintaining the register of members;
- (vi) Operation of the Central Depository System.

### c) Corporate Management

The Certified Secretary is a member of the senior management team in an organisation. The responsibilities placed on the certified secretaries include:

- (i) Compliance and governance issues
- (ii) Administration in its widest sense
- (iii) Pensions and trust administration
- (iv) Risk management

### d) The certified public secretaries in public practice

The Certified Secretaries in public practice offer professional services in the following areas:

- (i) Statutory requirements and compliance
- (ii) Good advisory role on corporate governance
- (iii) Investment and business advisory services
- (iv) Management services
- (v) Pensions administration
- (vi) Insurance administration
- (vii) Management consultancy
- (viii) Corporate recovery

### e) Other positions that Certified Public Secretaries occupy

- (i) Secretaries to County Public Service Boards
- (ii) Secretaries to Cities and Urban Boards
- (iii) Secretaries to various commissions and institutions
- (iv) Shares Registrars
- (v) Provincial Administrator
- (vi) Executive Officer
- (vii) Project Manager
- (viii) Charity Trustee
- (ix) Private Practitioner
- (x) Lecturer

## PARTNERSHIPS WITH PRIVATE AND PUBLIC INSTITUTIONS

With an aim of promoting governance, The Institute is a partner with various stakeholders in the private and public Institutions, including both National and County Governments in the following areas among other:

### a) Capacity building and training for staff on governance

- (i) Management of meetings and Minutes writing
- (ii) Preparation of Board Papers
- (iii) Corruption Awareness, prevention, detection and eradication
- (iv) Risk management and internal controls
- (v) Corporate governance and reporting

### b) Consultancy in the following areas;

- (i) Board Evaluation and Appraisal
- (ii) Designing of Institutional governance structures
- (iii) Designing of Code of Governance and Ethics
- (iv) Capacity building for policy and decision making organs
- (v) Development of governance compliance and audit checklist
- (vi) Preparation and implementation of Strategies and action plans
- (vii) Design and Execution of Civic Education and Sensitization programmes
- (viii) Recruitment and Human Resource Consultancy
- (ix) Performance Contracting
- (x) Governance and Compliance Audit
- (xi) Advisory Role

### c) Champions of Governance (COG) Award

The COG award is an excellence award that honours individuals and organisations that are outstanding in good governance both in private and public sectors. All institutions are therefore invited to partner and participate in the COG Award and therefore take part in promotion of governance in the Country.

The Institute is registered under an Act of Parliament and therefore Public Institutions can procure its services directly.

**For further information please contact:**

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## The Institute of Certified Public Secretaries of Kenya (ICPSK)



## BACK GROUND

The Certified Public Secretaries Profession has its origin in the United Kingdom, when, in 1891, the Institute of Chartered Secretaries was formed. The profession is now represented in many Countries in the world. The global umbrella body for the corporate secretaries and governance professionals is Corporate Secretaries International Associations (CSIA), whose membership comprises of 14 professional associations from different countries including Kenya.

Globally, Certified Public Secretaries (CPS) have varying titles depending with the type of organization they are working for and the position they occupy in such organizations. Some of the titles applicable include Certified Secretary (CS), Company Secretary, Corporate Secretary, Corporation Secretary, Board Secretary and Chartered Secretary. In Kenya, members of the Institute of Certified Public Secretaries of Kenya (ICPSK) are generally referred to as Certified Secretaries and the designatory letters "CS." are used before their names. The designation "CS" has already been protected at the Kenya Industrial Property Institute (KIPI).

## ESTABLISHMENT AND MANDATE

ICPSK was established in 1988 under the Certified Public Secretaries of Kenya Act, Cap. 534, of the Laws of Kenya. The Institute is governed by a Council comprising of eleven (11) members, out of whom ten (10) are elected by members and one (1) appointed by the Cabinet Secretary for Finance pursuant to the CPS Act. The Council is led by the Chairman who is also elected by members. The Council operates through Committees established to handle various activities touching on the CPS profession.

## FUNCTIONS OF THE INSTITUTE

- a) To promote good governance
- b) To promote standards of professional competence and practice amongst members of the Institute
- c) To promote research into subjects of governance, management administration, secretarial practice and related matters, publication of books, periodicals, journals and articles in connection therewith
- d) To promote international recognition of the Institute
- e) To advise the Kenya Accountants and Secretaries National Examinations Board (KASNEB) on matters relating to examination standards and policies;
- f) To carry out any other functions prescribed for it under any of the provisions of the Act or under any other written law;

g) To do anything incidental or conducive to the performance of the functions specified under this statute.

The Institute's *vision* is *"To be a world class professional body and Centre of Excellence in Governance."*

The Institute's *mission* is *"To promote the practice of good governance and leadership through competence development of members and dissemination of knowledge and best practice to stakeholders"*.

## CORE VALUES:

The Institute commits itself to live up to the highest ideals of good governance guided by the following core values:

**Integrity and Honesty;** To enhance stakeholders' confidence in our services, we shall meet their expectations by carrying out duties and responsibilities with honesty, fineness and integrity.

**Professionalism;** To adhere to best practices, high levels of competence and ethics through Continuous Professional Development for improved service delivery.

**Team Work;** We shall collaborate with colleagues and stakeholders to achieve our goals and objectives through consultations, consensus building, participation and consideration of diversity of opinion and experiences.

**Creativity and Innovation;** Promote innovation and creativity through; research, regular brainstorming sessions and exchange of ideas at all levels, so as to tap the full potential of our staff, members and partners.

**Social Responsibility;** To exhibit a high degree of sensitivity and responsibility within the society.

## THE CPS EXAMINATION

The CPS examination in Kenya is administered by KASNEB. In order to register as a KASNEB student a candidate is required to possess the following minimum qualifications:

- a) Kenya Certificate of Secondary Education (KCSE) examination with an aggregate of at least C Plus (C+) provided the applicant has obtained a minimum grade of C Plus (C+) in both English and Mathematics.
- b) KASNEB technical or professional examination certificates.
- c) A degree from recognized Institutions. (Exemptions may be granted to holders of degrees, diplomas and certificates from

recognized universities, polytechnics, other institutions of higher learning and other examination bodies in East Africa).  
d) Such other certificates or diplomas as may be approved by KASNEB and other examination bodies in East Africa.

## QUALIFYING AS A CS

The membership qualifications are prescribed under Section 20 of the Certified Public Secretaries Act, Cap 534 of the Laws of Kenya that a person is qualified to be registered as a Certified Public Secretary if he/she:

- a) Has been awarded by the Kenya Accountants and Secretaries National Examinations Board (KASNEB) a certificate designated the final certificate of Certified Public Secretaries Examinations;
- b) Holds a qualification approved by the Registration of Certified Public Secretaries Board (RCPSB);
- c) Was on June 30, 2002 both a citizen of Kenya and a member of the professional body known as The Institute of Chartered Secretaries and Administrators;
- d) Was on June 30, 2002 both ordinarily resident in Kenya and a member of the professional body known as The Institute of Chartered Secretaries and Administrators;
- e) Was on 1 November 1989 registered as an Accountant under section 24(1) of the Accountant Act; or
- f) Was on 30 June 2002 an Advocate of the High Court of Kenya.

Qualified persons who wish to register as members are required to apply through the Registration of Certified Public Secretaries Board (RCPSB). Members who desire to practice are required to obtain a practicing certificate issued by RCPSB, after meeting the prerequisite requirements which among other things include being members of the Institute in good standing for at least two years. The Certified Public Secretaries Board can be contacted at the Treasury Building, 7th floor: Telephone No. 2252299 : Email: info@rcpsb.co.ke/regcpsb@gmail.com  
Website: <http://www.rcpsb.or.ke>

## POST QUALIFICATION EDUCATION

Holders of the final CPS certificate are eligible for admission to pursue Masters and other higher degrees and diplomas in recognized universities both in Kenya and in universities both in Kenya and other countries.

## BENEFITS OF MEMBERSHIP

There are numerous benefits that accrue to persons who become members of ICPSK which include but are not limited to:-

- a) Eligibility to become a Company Secretary in line with the requirements of Section 178 1A of the Companies Act which reads as follows, "Every Company shall have a Secretary qualified as per section 20 of the CPS Act".
- b) Eligibility to become the Secretary to the County Public Service Board in line with the provision of the County Governments Act, 2012.
- c) Eligibility to become the Secretary to the Boards of the Cities and Urban areas in line with the provision of the County Governments Act, 2012.
- d) Use of the internationally recognized Certified Secretary "CS" designation.
- e) Membership offers an opportunity for linkages with other professionals in Kenya.
- f) Free copies of The Governance, the Journal of the Institute of Certified Public Secretaries of Kenya which is published and circulated 4 times a year
- g) Access to the Institute's electronic Newsletter published monthly.
- h) Access to the ICPSK Medical Scheme.
- i) Opportunity to invest in the CPS Governance Centre.
- j) Inclusion in the Institute's databank for job opportunities in both public and private sectors.
- k) Access to technical support on professional matters from the Institute.
- l) Access to cutting edge knowledge in their respective fields of specialisation through the Institute's Continuous Professional Development (CPD) programmes.
- m) Opportunities for linkages with members of professional bodies worldwide affiliated to the Corporate Secretaries International Association (CSIA) for networking, benchmarking and business.
- n) Access to the ICPSK library resources in both electronic and conventional form.
- o) Eligibility to join the profession's savings and investment arm, the ICPSK Saving & Credit Society Limited and ICPSK Benevolent Fund.
- p) Access to forums for interaction with the other members to enhance networking.
- q) Access to platforms to contribute to national development programmes including Vision 2030.