

Corporate Secretaryship and Compliance  
Updated syllabus content and recommended study materials

Section A: The role of the company secretary, the board and other stakeholders	
<p>Topic area: Members</p>	<ul style="list-style-type: none"> <li>• Defining a member: <ul style="list-style-type: none"> <li>• agreement to become a member</li> <li>• entry in the register of members</li> <li>• minimum numbers of members and shares</li> </ul> </li> <li>• Restrictions on membership: <ul style="list-style-type: none"> <li>• defining a legal person</li> <li>• restrictions in the articles</li> <li>• minors as members of a company</li> </ul> </li> <li>• Shareholders: <ul style="list-style-type: none"> <li>• shareholder specific provisions</li> </ul> </li> <li>• Share pledge</li> <li>• Other types of member</li> <li>• Member activism: <ul style="list-style-type: none"> <li>• investor activism</li> <li>• pressure group activism</li> </ul> </li> <li>• Articles of association: <ul style="list-style-type: none"> <li>• members' rights</li> <li>• classes of shares</li> <li>• rights attaching to a class of shares</li> <li>• variation of rights</li> </ul> </li> <li>• Unfair prejudice: <ul style="list-style-type: none"> <li>• protection from unfair prejudice</li> <li>• defining unfair prejudice</li> <li>• defining unfair conduct</li> <li>• members' rights must <b>not</b> be prejudiced</li> <li>• remedies available</li> </ul> </li> <li>• Derivative action claims: <ul style="list-style-type: none"> <li>• grounds for bringing a derivative action</li> <li>• application for permission to continue derivative claim</li> <li>• application to continue an action brought by another member</li> <li>• grounds for permission to continue</li> <li>• alternative remedies</li> </ul> </li> <li>• Membership: <ul style="list-style-type: none"> <li>• registered members</li> <li>• beneficial ownership</li> </ul> </li> </ul>

## Section B: Regulatory requirements for companies

Topic area:  
Company compliance

- Company formation:
  - matters to consider when incorporating a company
  - types of companies
  - how to form a company
  - registration of companies
  - additional requirements for the registration of a public company
  - additional requirements for the registration of a company limited by guarantee
- company names:
  - permitted characters
  - 'too like' names
  - sensitive words
  - trademarks and intellectual property
- articles of association:
  - company limited by guarantee
  - shareholders agreement
- re-registration – changing the status of a company
- Filing of company returns:
  - change of articles of association
  - special resolution
  - re-registration
  - change of name
  - address of registered office
  - location of registers and company records
- accounting disclosure:
  - report exemption and simplified accounts, business review and directors' report
  - change of financial year end
  - publication of financial information
- change of officers:
  - appointment
  - termination
- share capital changes:
  - alteration of share capital
  - allotment of shares
  - share redemption
  - share buy-backs
  - increase in share capital
  - reduction of share capital
  - share consolidation
  - share subdivision
  - variation of right attached to shares
  - bonus issue of shares and warrant

	<ul style="list-style-type: none"> <li>• charges: <ul style="list-style-type: none"> <li>- creation and release</li> <li>- filing requirements: registration requirements of charges and register of charges</li> </ul> </li> <li>• Offences under the relevant corporations or associations legislation</li> <li>• Corporate governance overview: <ul style="list-style-type: none"> <li>• background</li> <li>• Appendix 14 Corporate Governance Code and Corporate Governance Report of the SEHK Listing Rules</li> <li>• SFC Principles of Responsible Ownership</li> </ul> </li> <li>• Mergers, de-mergers, arrangements and reconstructions: <ul style="list-style-type: none"> <li>• mergers</li> <li>• divisions</li> <li>• arrangements and reconstructions: <ul style="list-style-type: none"> <li>- court-approved scheme of arrangement</li> </ul> </li> </ul> </li> <li>• Takeovers and acquisitions: <ul style="list-style-type: none"> <li>• types of takeover</li> <li>• agreements with individual members</li> <li>• purchases in the market</li> <li>• general offers</li> <li>• action following the first closing date of a general offer</li> <li>• transfers to offeror company</li> <li>• Takeovers and Mergers Panel</li> <li>• compulsory acquisition</li> <li>• stamp duty exemptions</li> </ul> </li> <li>• Culture and corporate behaviours: <ul style="list-style-type: none"> <li>• board leadership and governance</li> <li>• policies: <ul style="list-style-type: none"> <li>- diversity</li> <li>- equal opportunities</li> <li>- whistleblowing</li> <li>- remuneration</li> <li>- nomination</li> <li>- employment handbook</li> </ul> </li> </ul> </li> <li>• Share schemes: <ul style="list-style-type: none"> <li>• share option schemes</li> </ul> </li> <li>• Company insolvency, dissolution and restoration: <ul style="list-style-type: none"> <li>• defining insolvency</li> <li>• members' voluntary winding up</li> <li>• creditors' voluntary winding up</li> <li>• winding up by the court</li> <li>• liquidator</li> <li>• report on conduct of directors</li> <li>• de-registration of companies</li> </ul> </li> </ul>
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	<ul style="list-style-type: none"> <li>• striking off by the Registrar of Companies</li> <li>• restoration</li> <li>• Dormant companies</li> <li>• Open-ended Fund Company</li> <li>• Limited Partnership Fund</li> </ul>
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Recommended study materials	
Open-ended Fund Company	Securities and Futures Ordinance (Cap. 571) Part IVA
Limited Partnership Fund	Limited Partnership Fund Ordinance (Cap. 637)

updated in December 2020