

CHAPTER 27:03

CHARTERED SECRETARIES (PRIVATE) ACT

Acts 35/1971, 29/1981 (s. 59); 22/2001 (s. 4), 14/2002(s. 41); R.G.N 124/1974; S.I 362/1980 (s. 2).

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AN ACT to provide for the establishment and incorporation of the Institute of Chartered Secretaries and Administrators in Zimbabwe and to define its objects and powers; to provide for the registration

of Chartered Secretaries; to prescribe the classes of membership of that Institute and the qualifications therefor and to define the rights, privileges and obligations of members; to provide for the establishment of a Council of that Institute and to prescribe its functions and powers; and to provide for matters incidental to the foregoing.

[Date of commencement: 1st January, 1972.]

WHEREAS there is no institute incorporated in Zimbabwe which has the power to prescribe the qualifications of persons who carry on the practice of secretary-ship and administration of companies and other bodies and to exercise disciplinary powers in relation to such persons:

AND WHEREAS it is desirable that there should be an institute incorporated in Zimbabwe which may exercise such functions and powers in relation to such persons;

AND WHEREAS it is expedient to establish such an institute as a body corporate with the name "The Institute of Chartered Secretaries and Administrators in Zimbabwe" and to define its objects and powers, to provide for the registration of Chartered Secretaries, to prescribe the classes of membership of such Institute and the qualifications therefor and the rights, privileges and obligations of members;

AND WHEREAS it is expedient to facilitate and promote the co-operation between that Institute and the Institute of Chartered Secretaries and Administrators established by Royal Charter on the 4th November, 1902;

AND WHEREAS it is expedient to provide for the establishment and election of a council to manage and regulate the affairs of that Institute, to establish and keep a register of Chartered Secretaries and to exercise disciplinary powers in relation to registered Chartered Secretaries;

AND WHEREAS it is expedient to define the matters with respect to which that Institute may make by-laws.

[Preamble amended by section 41 of Act 14 of 2002]

PART I

PRELIMINARY

1 Short title

This Act may be cited as the Chartered Secretaries (Private) Act [*Chapter 27:03*].

2 Interpretation

In this Act—

"by-laws" means by-laws made in terms of section *twenty-five*;

"Council" means the Council of the Institute established by section *six*;

"Institute" means The Institute of Chartered Secretaries and Administrators in Zimbabwe incorporated by section *three*;

"International Institute" means the Institute of Chartered Secretaries and Administrators established in the United Kingdom by Royal Charter on the 4th November, 1902, or any institute or body that is recognised by the Council as the successor to that Institute;

[Definition inserted by section 41 of Act 14 of 2002]

"Minister" means the Minister of Justice, Legal and Parliamentary Affairs or any other Minister to whom the President may, from time to time, assign the administration of this Act;

"Register" means the Register of Chartered Secretaries established in terms of section *eight*;

"Secretary" means the person appointed in terms of subsection (1) of section *seven* to be the Secretary of the Institute.

PART II

THE INSTITUTE OF CHARTERED SECRETARIES AND ADMINISTRATORS IN ZIMBABWE AND THE COUNCIL OF THAT INSTITUTE

3 Incorporation of Institute

(1) An institute is hereby established entitled "The Institute of Chartered Secretaries and Administrators in Zimbabwe".

(2) The Institute shall be a body corporate with perpetual succession capable of suing and being sued in its corporate name and, subject to this Act, of performing all such acts as bodies corporate may by law perform.

4 Objects of Institute

The objects of the Institute shall be—

(a) to promote and advance the efficient administration of commerce, industry and public affairs by the continued development of the study and practice of secretary-ship and administration of companies and other bodies;

(b) to raise the character and status of the profession of secretary-ship;

(c) to promote honourable practice and repress malpractice among, and to increase and promote public confidence in, those persons practising or teaching the profession of secretary-ship.

5 Powers of Institute

(1) For the purpose of achieving the objects referred to in section *four* the Institute shall have power to do all or any of the things specified in the Schedule.

(2) The Institute shall not carry on any trade or business or engage in any transactions with a view to the pecuniary gain or profit of the members thereof.

6 Council of Institute

(1) There is hereby established the Council of the Institute which shall manage and administer the affairs and property of the Institute, and all the powers of the Institute shall be vested in and exercisable by the Council except in so far as such powers are by the by-laws expressly required to be exercised by the Institute in general meeting.

(2) The Council shall consist of such number of members as may be prescribed in the by-laws who shall be elected in such manner and hold office for such period as may be prescribed in the by-laws.

(3) There shall be a president and one or more vice-presidents of the Council who shall be elected from members of the Council in such manner and shall hold office for such period and on such terms as may be prescribed in the by-laws.

(4) The procedure of the Council and the quorum for its meetings shall be as prescribed in the by-laws.

7 Appointment of officers

(1) The Council shall appoint a secretary and such other officers as it shall consider to be necessary or desirable for the purpose of managing the affairs of the Institute.

(2) The secretary and other officers appointed in terms of subsection (1) shall hold office for such period and on such terms and conditions as may be fixed by the Council and shall carry out such functions as may be assigned to them by or under this Act or by the Council.

PART III

REGISTER OF CHARTERED SECRETARIES

8 Establishment of Register of Chartered Secretaries

The Council shall establish a Register of Chartered Secretaries.

9 Keeping of Register

(1) It shall be the duty of the Secretary—

- (a) to enter in the Register the names, addresses and such other particulars as may be prescribed in the bylaws of each person whom the Council directs shall be registered; and
- (b) to make in the Register any necessary alteration in the name, address or prescribed particulars of a registered chartered secretary; and
- (c) to delete from the Register the name of a registered chartered secretary who dies or otherwise ceases to be a member of the Institute; and
- (d) when required to do so by or under this Act or by order of the Council or in pursuance of the order of the High Court, to mark in the Register the registration of an applicant or, as the case may be, the suspension from practice or cancellation of the registration of a registered chartered secretary; and generally in connection with the Register to comply with this Act or any order of the Council or of the High Court.

(2) If, in the performance of the duties imposed upon him by or under this Act, the Secretary registers an applicant or marks in the Register the suspension from practice or cancellation of the registration of a registered chartered secretary, he shall notify the person concerned in writing thereof.

10 Offences in connection with Register, etc. Any

person who—

- (a) makes or causes to be made an unauthorized entry or alteration or deletion in the Register or a certified copy thereof or extract therefrom or on a certificate of registration; or
- (b) procures or attempts to procure for himself or another person registration or a certificate of registration by means of fraud, a false representation or the concealment of a material fact; or
- (c) makes or causes to be made in connection with an application for registration a false declaration in a document used for the purpose of establishing his identity; or
- (d) wilfully destroys or injures or renders illegible or causes to be destroyed, injured or rendered illegible an entry in the Register; or
- (e) without the permission of the holder, wilfully destroys, injures or renders illegible or causes to be destroyed, injured or rendered illegible a certificate of registration; or
- (f) forges or utters, knowing the same to be forged, a document purporting to be a certificate of registration; shall be guilty of an offence and liable to a fine not exceeding level seven or to imprisonment for a period not exceeding one year or to both such fine and such imprisonment.

[Section as amended by Act No. 22 of 2001]

PART IV

REGISTRATION

11 Persons entitled to be registered

A person shall be entitled to be registered as a chartered secretary if he proves to the satisfaction of the Council that at the date on which his application for registration is made—

- (a) he is a member of the International Institute or of an institute approved by the Council which is incorporated in a country outside Zimbabwe by or under a legislative enactment which authorizes him to use in that country the designation “Chartered Secretary”; or
- (b) he complies with all the requirements for registration as prescribed in the by-laws.

12 Application for registration

(1) An application for registration shall be made to the Secretary and shall be accompanied by such documents and information, including evidence of identity, as may be prescribed in the by-laws.

(2) The Secretary may require any statement made in or in connection with an application for registration to be supported by solemn declaration.

(3) The Secretary shall refer an application for registration, the documents and information referred to in subsection (1), any solemn declaration referred to in subsection (2) and any report he may wish to make on the application for registration, to the Council.

13 Procedure by Council in connection with applications for registration

(1) If the Council decides that an applicant is qualified to be registered, the Council shall direct the Secretary to register the applicant.

(2) If the Council decides that an applicant is not qualified to be registered, the Council shall cause the Secretary to notify the applicant in writing of its decision and of the reasons therefor.

(3) If an applicant who has been notified by the Secretary of a decision of the Council referred to in subsection (2) fails to lodge notice with the Secretary of his intention to appeal to the High Court against such decision within the period specified in section *eighteen* or, having lodged such a notice, withdraws the same or abandons his appeal, the Secretary shall reject his application and notify him in writing thereof.

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[Sections repealed by section 41 of Act 14 22 of 2002]

PART V

GENERAL

20 Membership of Institute and classes of membership

(1) Every person who is registered as a chartered secretary or elected or appointed as an honorary member shall be a member of the Institute.

(2) The classes of membership of the Institute shall be— (a) fellows;

(b) associates; (c) honorary members.

21 Privileges of membership

(1) The qualifications and requirements of each class of membership referred to in subsection (2) of section *twenty* and the rights, privileges and obligations of members shall, subject to the provisions of subsection (2), be as prescribed in the by-laws.

(2) An associate or fellow of the Institute shall, subject to any conditions prescribed in the by-laws, be entitled to be present and vote at any general meeting of the Institute and to take part in the discussion of any business at such meeting.

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[Section repealed by section 41 of Act 14 of 2002]

23 Designation of members

A member of the Institute—

(a) shall be entitled to use the title “Chartered Secretary”;

(b) who is a fellow shall be entitled to use after his name the initials “F.C.I.S.”; (c) who is an associate shall be entitled to use after his name the initials “A.C.I.S.”.

24 Improper use of designations

(1) Any person who—

(a) not being a member of the Institute, describes himself or holds himself out as a chartered secretary or uses any name, title, prefix or description or letters, abbreviations or initials indicating that he is a member; or

(b) not being a fellow of the Institute, uses after his name the initials F.C.I.S.; or

(c) not being an associate of the Institute, uses after his name the initials A.C.I.S.; or

(d) being a member, describes or holds himself out as a member of a class in which he is not registered or uses any name, title, prefix, description, letters, abbreviations or initials indicating that he is a member of a class in which he is not registered; whether by advertisement, by description in or at his place of business

or residence, by any document or otherwise, shall be guilty of an offence and liable to a fine not exceeding level seven or to imprisonment for a period not exceeding one year or to both such fine and such imprisonment.

[Subsection as amended by section 4 of Act No. 22 of 2001]

(2)

[Subsection repealed by section 41 of Act 14 of 2002]

25 By-laws

(1) The Council may make by-laws prescribing all matters which by this Act are required or permitted to be prescribed in the by-laws or which, in the opinion of the Council, are necessary or convenient to be prescribed for carrying out or giving effect to this Act or the administration of the Institute.

(2) By-laws made in terms of subsection (1) may provide for—

- (a) fixing the registration fees, subscriptions and other dues payable to the Institute and the time for payment thereof;
- (b) prescribing the qualifications for registration as a chartered secretary in each class of membership and the procedure and forms in connection with applications for registration;
- (c)

[Paragraph repealed by section 41 of Act 14 of 2002]

- (d) regulating the holding of general meetings of the Institute, including provisions relating to the quorum, method of voting and conduct of proceedings;
- (e) prescribing the method of nominating candidates for election as members of the Council, the method of election of members to the Council and the method of filling casual vacancies on the Council;
- (f) regulating the meetings of the Council and the quorum therefor;
- (g) the appointment, functions and procedures of such committees as may be considered to be necessary or desirable and for the delegation to any such committee of any of the functions or powers of the Council;

[Paragraph amended by section 41 of Act 14 of 2002]

- (h) the establishment of branches and other local organizations of members of the Institute or students and for the registration, discipline, powers and duties of and the procedure to be followed by such branches and organizations; [Paragraph amended by section 41 of Act 14 of 2002]
- (i) the holding of examinations for the purposes of registration as a chartered secretary, including the syllabuses for such examinations and the fees payable in relation thereto;
- (j) the enrolment of students and the expulsion of any student from a branch or organization referred to in paragraph (h);
- (k) the election or appointment of honorary members of the Institute;
- (l) permitting the Council to issue by notice to members of the Institute any rule or order regarding professional conduct or practice with which, in the opinion of the Council, such members should comply.

(3) By-laws made in terms of subsection (1) shall be submitted to the Minister for his approval and, after such approval, shall be published in a statutory instrument.

SCHEDULE (Section 5)

POWERS OF THE INSTITUTE

1. To promote the efficiency and usefulness of the service and the standard of professional conduct provided by members of the Institute and, for that purpose, to exercise professional supervision and disciplinary powers over them.
2. To promote the study of and research into law and the practice of secretary-ship and administration of companies and other bodies.
3. To hold examinations, establish scholarships, organize lectures and grant prizes and by other means to promote and advance the study of matters relevant to the objects referred to in section *four*.
4. To establish and maintain libraries and collections of documents, papers and other effects.
5. To prepare and publish, or superintend the publication of, journals, books, pamphlets and papers and to utilize any other means of communication.
6. To make grants to universities or other educational establishments or for the promotion of the study of subjects relevant to the objects referred to in section *four*.
7. To hold conferences and meetings and to provide for the reading of papers and the delivery of lectures.
8. To purchase or otherwise acquire any property, movable or immovable, and to take, accept and hold any such property which may become vested in it by virtue of purchase, exchange, donation, grant, lease, testamentary disposition or otherwise.
9. To sell, exchange, lease, donate, dispose of, develop, turn to account or otherwise deal with any of the assets of the Institute in such manner as the Council may think fit.

10. To establish and administer any charitable or benevolent fund and contribute to any such fund, including in particular funds from which may be made provision for members of the Institute or their dependants in necessitous circumstances.
11. To establish branches and other local organizations of members or students in Zimbabwe or elsewhere and to confer on such branches and organizations such powers as the Council may think fit.
[Paragraph amended by section 41 of Act 14 of 2002]
- 11A. To co-operate with other institutes, organisations and persons, whether in Zimbabwe or elsewhere, that perform functions similar to those of the Institute.
[Paragraph inserted by section 41 of Act 14 of 2002]
12. To make and receive donations of money and in kind.
13. To do all other things incidental or conducive to the attainment of the objects referred to in section *four*.
14. To invest the funds of the Institute which are not immediately required in such investments and upon such security, if any, as may from time to time be determined by the Council.
15. To borrow or otherwise raise money in such manner and upon such terms and conditions as the Council may think fit.
16. To enter into any contract which may be necessary for or incidental to the exercise of the powers conferred on the Institute by this Act.