

ICSA Legal Letters and Agreements

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Martha Bruce



Published by ICSA Publishing Ltd
16 Park Crescent
London
W1B 1AH

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Typeset in 10 on 12pt Minion by RefineCatch Limited, Bungay, Suffolk
Printed and bound in Great Britain by ??????????

British Library Cataloguing in Publication Data

A catalogue record for this book is available from the British Library.

ISBN 1-86072-349-7

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INTRODUCTION

The primary aim of this book is to provide company secretaries and those who carry out the company secretarial function with a comprehensive volume containing all the letters and agreements that they are likely to require in the course of their work.

On a very basic level, a chartered secretary is an administrator who ensures that core company secretarial and compliance matters are attended to in a timely fashion. A wide range of books and other forms of reference material are available to company secretaries, setting out the procedural requirements for a proposed course of action. Consequently, this book concentrates upon correspondence and agreements which may be required between the company and its shareholders, option holders, directors and auditors.

However, to most companies a chartered secretary is far more than an administrator and may be regarded as being akin to a “general counsel”, with the added benefit of being in-house. Obviously circumstances vary, but in many instances the professional advice that the company secretary is able to provide to the board, particularly where the matter is non-contentious, will be sufficient to allow the company to deal with an issue without the need to engage legal assistance from a solicitor. However, whilst a solicitor may have access to lengthy legal tomes from which to extract the agreements and clauses required, a company secretary does not necessarily have access to such an expansive resource.

In compiling this book, I have drawn considerably on our firm’s experience as chartered secretaries in practice and have included the proforma letters, agreements and other precedents which are essential to us when advising and assisting our clients. The materials provided in this book cover a very broad range of areas, which it is hoped will meet the general needs of most company secretaries. The areas chosen are all areas where our firm, as chartered secretaries, is frequently asked to assist clients.

Each precedent is as concise as possible and preceded by a brief explanation to help with its application. By their very nature, the precedents are quite general and should not be used without detailed consideration and, if necessary, they should be adapted to suit the particular needs of the company and the transaction. The precedents should not be slavishly followed as, in most instances, some changes will be needed and depending on complexity it may be necessary to seek further legal advice.

This book could not have been compiled without assistance from my colleagues within our firm, to whom I am extremely grateful, and the considerable patience of ICOSA Publishing.

Whilst every effort has been made to ensure the accuracy of this work, neither the author nor the publisher can accept responsibility for any loss arising to anyone relying on the information contained therein.

Martha Bruce FCIS
Partner, David Venus & Company LLP