

# User Guide



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## Introduction

Company Secretarial is the latest module in the Keytime Accountants' Suite.

Company Secretarial uses the same database as Client Manager, meaning changes that are made in Client Manager, or that come from other Keytime modules into Client Manager, are reflected immediately in Company Secretarial. Changes requiring a form submission to Companies House are flagged for attention on the company record in Company Secretarial, wherever they have been instigated. For example, linking a director record to a company record in Client Manager can trigger an AP01 (or AP02 if the director is a corporate) on the company record in Company Secretarial.

Company Secretarial also links to records in Accounts Production, meaning officer appointments and resignations and changes in share capital are amended only once but are reflected instantly in both systems.

Company Secretarial communicates live with Companies House; you can file forms on-line and you can affect changes in Company Secretarial by downloading details from Companies House.

## Conventions Used in this Guide

Officer is a generic term for director/secretary/member etc.

Member refers to an officer of an LLP; we use the term shareholder rather than member to avoid confusion between LLPs and limited companies.

## Registering the Software

Keytime modules can be registered within Client Manager or in the modules themselves. Click the File menu, select Register, select Internet, enter your registration user name (this can be found on

your registration letter), click Register; the system will bring all the modules you have purchased, tick Activate against all the modules you want to register; this will activate your registration.

### How the Company Secretarial Registration Works

The registration works slightly differently to other Keytime Modules. If you have an unlimited registration code you can maintain as many client records as you wish; there are no restrictions on what you can do or the number of forms you can file. If you buy a restricted licence, you can add as many clients as you wish, but you will be prompted to activate the records you in which you want to use the main features.

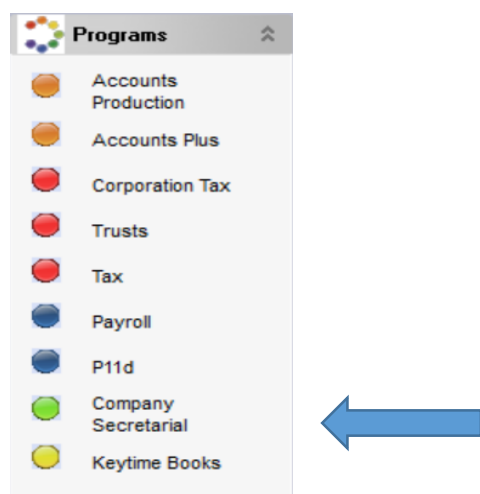
The restricted licence will still allow you to take advantage of some of the modules features, you can:

- Maintain the main company record, this includes aligning data with that held at Companies
- Maintain made up to and filing dates for annual returns and accounts

To activate client records after purchasing a restricted licence click the Activate button on the toolbar in the company record. Please note that records cannot be deactivated inside the 1 year licence period. Once the licence period expires you will have the option of either licencing again the next year or licencing a different client.

### Getting Started with Company Secretarial

You can open the software either by clicking the Company Secretarial icon in the Keytime group of icons, or you can open it from the Programs group in Client Manager:



### Client Manager – Adding Company Secretarial Jobs

If you already have your client records setup in Client Manager, you can easily make them available in the Company Secretarial module by adding a Company Secretarial job to the Client Manager record.

The company secretarial job is based on the made up to date of the annual return, which is based on the anniversary of the date of incorporation. The annual return is due at Companies House within 28 days of the made up to date.

### Company Secretarial Jobs and Client Manager Plus (Registered versions of Client Manager)

Company secretarial jobs work in the same way as other jobs: they have job stages with due dates that are assigned to staff members and they can have either a charge out rate, which is based on time entered in a timesheet, or a fixed cost.

The first stage is to setup the company secretarial job; you should do this before applying it to client records – you will need administrator rights to be able to do this, in Client Manager:

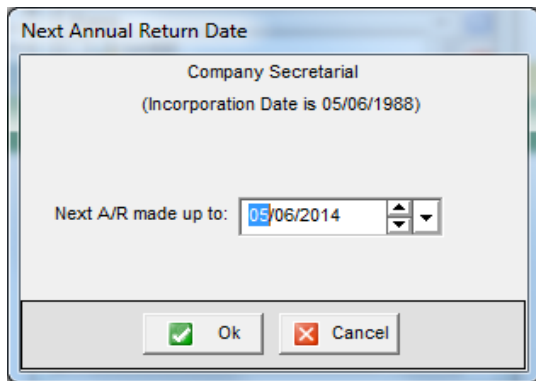
- Click the Tools menu, select Jobs & workflow
- Click the Job dropdown and select Company Secretarial (denoted by the Keytime logo)
- Select the rate for the job (defaults to rate 1) or click set a fixed cost and enter the fixed cost
- All jobs must have at least one job stage – the description of the default job stage can be edited. Select the member of staff responsible for performing that stage, Type should be set to job stage
- The due date of the first job stage will be based on the made up to date of the annual return, the Days counter will, therefore, be set to 0.
- Add further job stages by clicking the Add button; set the Days counter to however many days after the previous stage the next stage is due.

Date	Days	Description	Staff	Type
'02/21	0	Annual return made up to	Claire	Job Stage
'03/21	28	Annual return filed at Companies House	Claire	Job Stage
'03/21	10	Issue fee note for annual return	Claire	Job Stage

Once you have set up the company secretarial job, the next stage is to apply the job to all relevant company records in Client Manager. As you apply the job the main client record will appear in Company Secretarial and any officers (directors, secretaries or members in the case of LLPs) linked to it (associated links) will also appear as officers of the company.

Registered and unregistered versions of Client Manager have the ability to add Company Secretarial jobs.

Open Client Manager, browse to the company (or LLP) record, open it and click the Practice tab. Click the Add Job button and tick Company Secretarial job (denoted by the Keytime icon) and click Save, the following screen is presented:



The date of incorporation in the main company record is displayed; the system will calculate when the next annual return is to be made up to in relation to this date.

In the example above the company was incorporated on 5 June; the system takes this date and applies the year based on the PC system date in relation to it. If the system date is less than 28 days beyond the made up to date then the current year, by reference to the annual return, is applied. If the date is beyond 28 days next year is applied. Of course, the date can be manually edited at this stage as required. Click OK to add the job and make the company record available in Company Secretarial.

## Client Manager – Linking Officers to Company Records

### How Client Manager Handles Officer Links

Client Manager handles links to officer records and in some instances will prompt you to produce an officer appointment form. There are 2 scenarios and they are handled as follows:

1. Adding a company secretarial job to an existing company record with pre-existing officer links (associated links): The company record and all existing officers will be made available in Company Secretarial. The pre-existing officers will display as officers of the company and you won't be prompted to file an officer appointment form; the system assumes that all pre-existing officers have been filed with Companies House.
2. Linking officers to an existing company record with a company secretarial job: Where there is a company secretarial job in the company record and you add a new officer link you will be asked if it is a new appointment, if you click YES you will be asked for the date of appointment and the system will trigger a filing reminder on the company record in Company Secretarial. If you click NO the system will assume the officer appointment has been filed already with Companies House and will not prompt you to file a form. In both cases the officer will appear on the company record in Company Secretarial.

Similarly, when you create a new company record to Client Manager adding the company secretarial job prior to adding the officer links will make the system work as in scenario 2. If you add the officer links prior to adding the company secretarial job, the system will work as in scenario 1.

## Maintaining Officer Links in Client Manager

To link an officer to a company record in Client Manager proceed as follows:

1. In Client Manager, browse to an open the company record
2. Click the Associated Links tab, right click anywhere in the tab and select Add new association
3. Search for the officer record, click once to select and click the dropdown 'relationship with' box, select the officer type (Director, Secretary or Member) from the list:



Zigzag Estates Limited	Relationship with	Mr Richard Brown	is	Director
Mr Richard Brown	Relationship with	Zigzag Estates Limited	is	Director

4. Click Associate. Note that you can only select a single relationship type in the case of officer, secretary or member; the opposite side of the relationship is disabled.
5. Where there is a company secretarial job in the company record, you will be asked if this is a new appointment:



New Appointments

Is the Director a new appointment?

☐ Yes

☒ No

OK Cancel

6. If this is a new appointment click Yes, click OK:



New Appointments

Is the Director a new appointment?

☒ Yes

☐ No

Select Date of Appointment 24/01/2014

OK Cancel

7. Enter the date of appointment and click OK. Client Manager will record the link and the date of appointment.

The officer will appear as an officer on the company record in Company Secretarial. If the link was a new appointment the company record will indicate a filable event has occurred in the main company grid.

## Maintaining Company and Officer Records via Client Manager

Changes to existing records can trigger filable events on the company record in Company Secretarial. These may be changes to officer records, such as name changes and/or address changes, or company changes such as change of registered office address. Changes can be instigated from within Client Manager or they may come from one of the other modules into Client Manager.

For example, you may change the registered address of a company on the CT600 in Corporation Tax, this would change the registered address on the company record in Client Manager and also the accounts in Accounts Production. Change of registered office requires form AD01 to be filed at Companies House; if the company record has a company secretarial job a filable event is triggered on the company record in Company Secretarial.

You can read more about acting on filable events later in this guide.

## Preparing to File at Companies House

### Obtaining Presenter Details

To be able to use Companies House software filing service to submit fee-bearing documents on-line using 3<sup>rd</sup> party software you need to set up a credit account at Companies House. Once your account has been approved and set up at Companies House you will be sent a presenter ID and password. Credit account application forms can be downloaded from the Companies House website: [Companies House credit account application form](#)

Once your credit account has been established, Companies House will send you a presenter ID and a password. To add the presenter credentials open Company Secretarial, click the File menu / Presenter Details, enter the details as below. The Companies House email is an address you want Companies House to use as a point of contact:

e-Filing Details	
Sender ID	<input type="text"/>
Password	<input type="password"/>
Your Email Address	<input type="text"/>

**IMPORTANT NOTE:** You must have a credit account with Companies House; if you have an accounts filing only account (non-fee bearing) you will need to apply for a credit account.

### Company Authentication Code (CAC)



Having obtained and set up presenter details, the next thing to consider is company authentication. Every company needs an authentication code (CAC) in order to file on-line. The authentication code acts as a digital signature and is usually set up by the company directors.

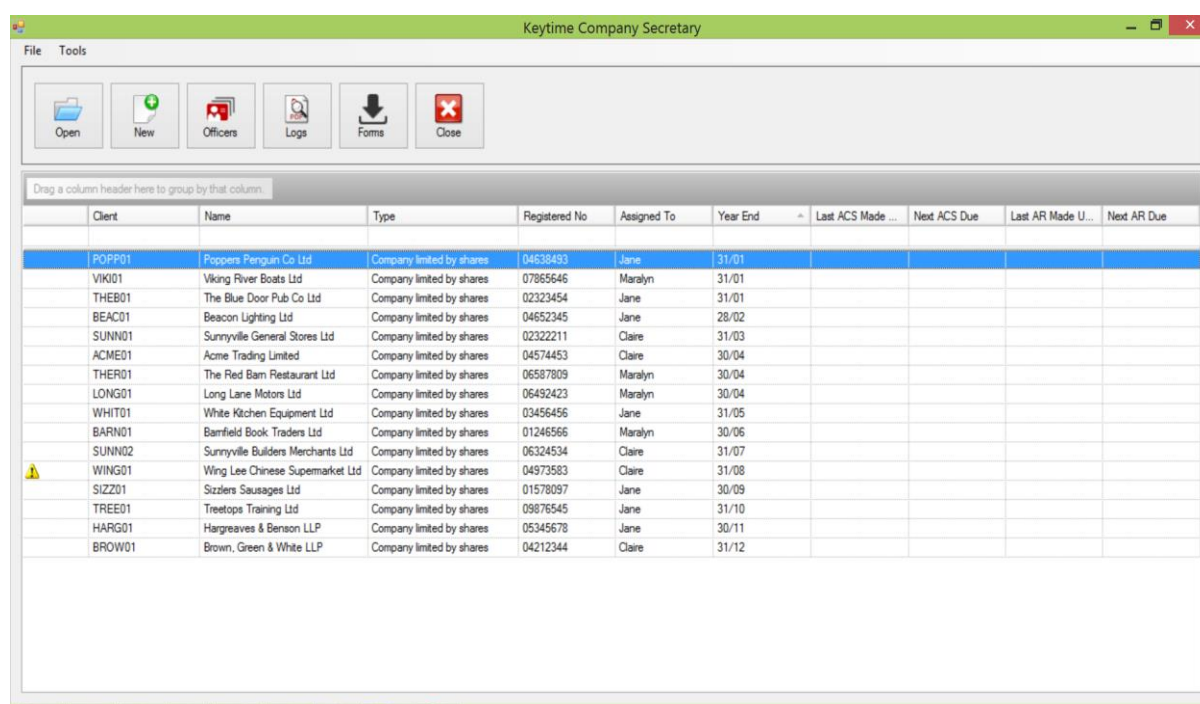
Companies House have no concept of an agent as presenter; it is the presence of the CAC when making submissions that authenticates the presenter as filing on behalf of the company. The CAC is also required when downloading full company details from Companies House (you can perform a basic company details download without the CAC).

The company authentication code is stored in the company record and is always made up of 6 digits. The code doesn't have to be unique; the same code can apply to all companies in a group for example. The company directors should be able to supply the authentication code if on-line filing has taken place at any time in the past or the company has been formed fairly recently (Companies House supply an authentication code to all newly formed companies).

## Navigating Company Secretarial

Now you know how to utilise existing data to get started with Company Secretarial we will move on to the basics of the system and how to navigate the records.

As you add company secretarial jobs to company records in Client Manager, the company and associated officer links will start to appear in Company Secretarial in the main client grid:



Client	Name	Type	Registered No	Assigned To	Year End	Last ACS Made ...	Next ACS Due	Last AR Made U...	Next AR Due
POPP01	Poppers Penguin Co Ltd	Company limited by shares	04638493	Jane	31/01				
VIK001	Viking River Boats Ltd	Company limited by shares	07865646	Maralyn	31/01				
THEB01	The Blue Door Pub Co Ltd	Company limited by shares	02323454	Jane	31/01				
BEAC01	Beacon Lighting Ltd	Company limited by shares	04652345	Jane	28/02				
SUNN01	Sunnyville General Stores Ltd	Company limited by shares	02322211	Claire	31/03				
ACME01	Acme Trading Limited	Company limited by shares	04574453	Claire	30/04				
THER01	The Red Barn Restaurant Ltd	Company limited by shares	06587809	Maralyn	30/04				
LONG01	Long Lane Motors Ltd	Company limited by shares	06492423	Maralyn	30/04				
WHIT01	White Kitchen Equipment Ltd	Company limited by shares	03456456	Jane	31/05				
BARN01	Barnfield Book Traders Ltd	Company limited by shares	01246566	Maralyn	30/06				
SUNN02	Sunnyville Builders Merchants Ltd	Company limited by shares	06324534	Claire	31/07				
WING01	Wing Lee Chinese Supermarket Ltd	Company limited by shares	04973583	Claire	31/08				
SIZZ01	Sizzlers Sausages Ltd	Company limited by shares	01578097	Jane	30/09				
TREE01	Treetops Training Ltd	Company limited by shares	09876545	Jane	31/10				
HARG01	Hargreaves & Benson LLP	Company limited by shares	05345678	Jane	30/11				
BROW01	Brown, Green & White LLP	Company limited by shares	04212344	Claire	31/12				

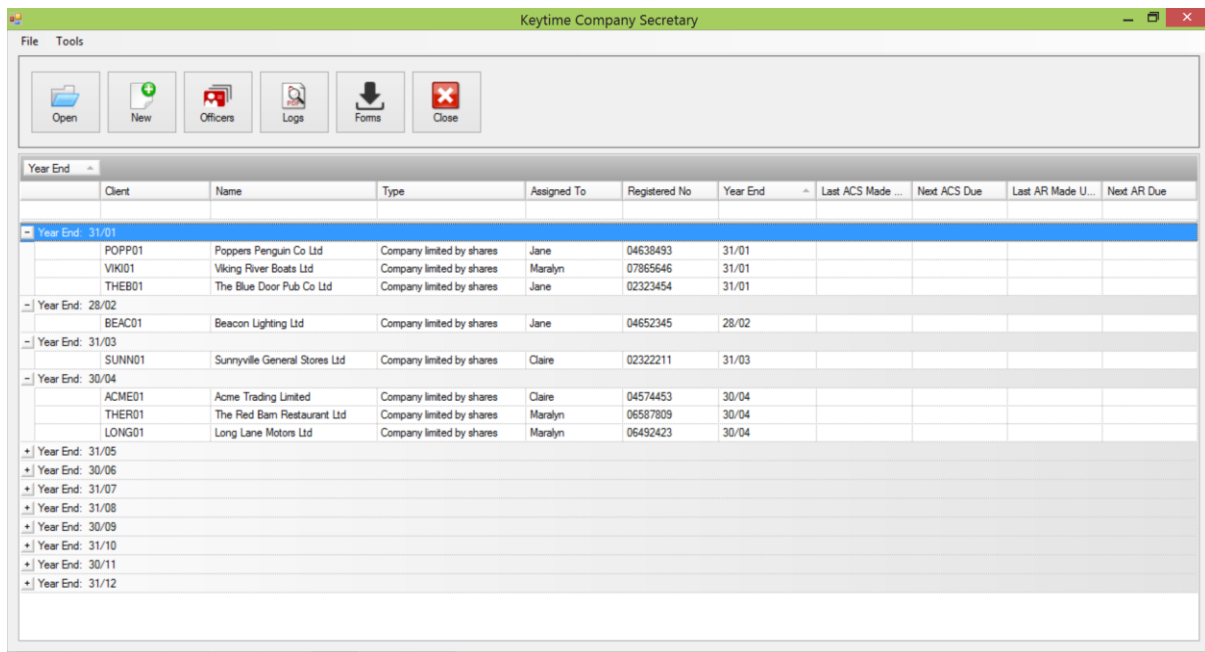
The main toolbar has buttons to **open** an existing record, create a **new** record, open the **officers** list, open the filing **logs**, and **close** the application.

To open a record double click it in the grid, or click it once and click Open on the main toolbar.

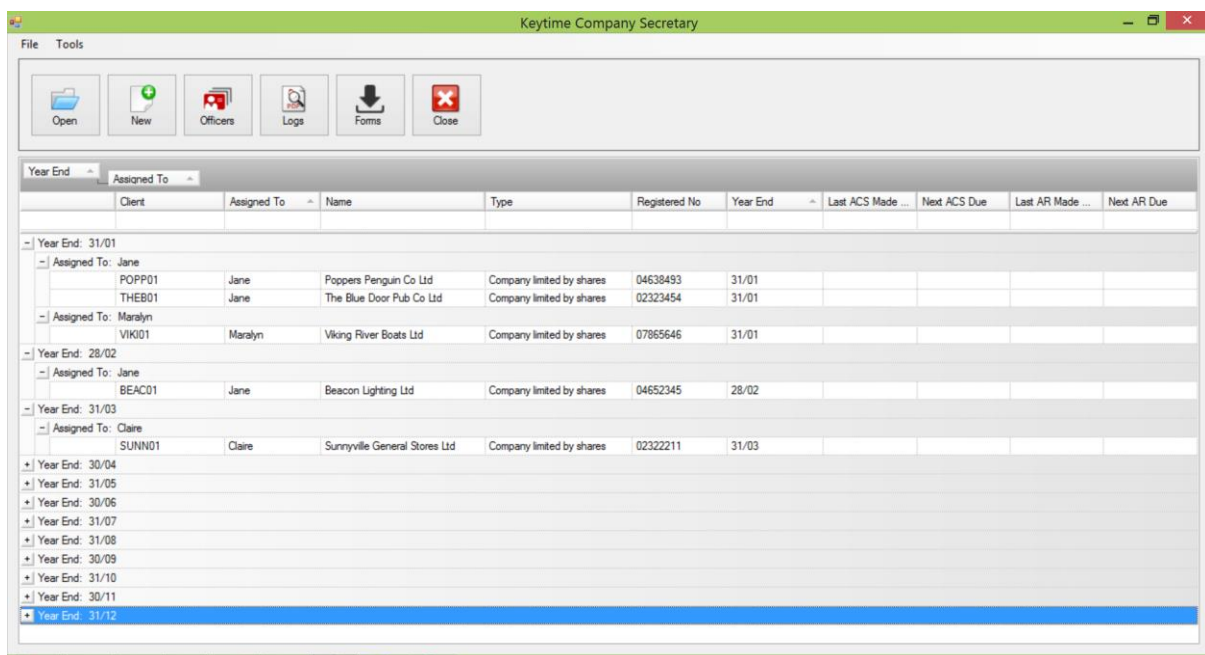
### Working with the Client Grid

Client records can be sorted and grouped by any of the headings in the main client grid. To sort the list of clients in ascending order click one of the column headings; click again to sort in descending order.

To group the records hold the left mouse button down over the column heading to group by and drag it to the grid header:



You can apply multiple groups, as in the screen shot below:



You can search for a company record by clicking in one of the column header fields and typing the text you wish to find.

Press 'Enter' to instigate the search. Press the cancel button to the right of the field to clear the search:

Client	Name	Type	Registered No	Assigned To	Year End	Last ACS Made Up...	Next ACS Due	Last AR Made Up To	Next AR Due
POPP01	Poppers Penguin C...	Company limited by ...	04638493	Jane	31/01	31/01/2013	31/10/2014	31/01/2014	28/02/2015
ACME01	Acme Trading Limited	Company limited by ...	04574453	Claire	30/04	30/04/2013	28/02/2015	30/04/2013	28/05/2014
BEAC01	Beacon Lighting Ltd	Company limited by ...	04652345	Jane	28/02	28/02/2013	31/12/2014	12/08/2013	19/09/2014
SUNN02	Sunnyville Builders ...	LLP	06324534	Claire	31/07				
WING01	Wing Lee Chinese ...	Company limited by ...	04973583	Claire	31/08				
VIK01	Viking River Boats ...	Company limited by ...	07865646	Maralyn	31/01				
TREE01	Treetops Training Ltd	Company limited by ...	09876545	Jane	31/10				
BROW01	Brown, Green & Wh...	LLP	04212344	Claire	31/12				
BARN01	Barnfield Book Trad...	Company limited by ...	01246566	Maralyn	30/06				
THER01	The Red Barn Rest...	Company limited by ...	06587809	Maralyn	30/04				
SIZZ01	Sizzlers Sausages Ltd	Company limited by ...	01578097	Jane	30/09				
HARG01	Hargreaves & Bens...	Company limited by ...	05345678	Jane	30/11				
LONG01	Long Lane Motors Ltd	Company limited by ...	06492423	Maralyn	30/04				
SUNN01	Sunnyville General ...	Company limited by ...	02322211	Claire	31/03				
WHIT01	White Kitchen Equi...	Company limited by ...	03456456	Jane	31/05				
THEB01	The Blue Door Pub ...	Company limited by ...	02323454	Jane	31/01				

Filable events (changes not yet filed at Companies House) on the company record appear with an alert symbol in the form of a blue pin in the Events column. Overdue filing events, such as the annual return or accounts, appear as a yellow warning triangle in the Events column, as shown in the screen shot above.

## Managing Filing Alerts

Company Secretarial is intelligent about the way in which forms are generated. Officer and company records have a Companies House status tab, this contains submission settings for each form that can be filed on that record. As you make changes to company and officer records, the system detects the type of change and alerts you to the appropriate form. Some changes will arise as a consequence of editing the record (correcting spelling mistakes, taking on new clients etc.), other changes will require a form to be submitted at Companies House (changing the registered office address, appointment of an officer etc.). Here are some examples of the way in which Company Secretarial intelligently manages filing alerts:

1. When appointing an officer, capturing personal details on the officer record will not result in a CH01 where the officer appointment AP01 has not yet been filed.
2. When setting up a new company record and adding officer links, the system will ask if you want to generate an appointment from for Companies House. If the answer is no, the system will ask if the officer has previously been appointed, if the response is yes an AP01 (or similar) will not be generated and the appointment will be marked as filed in the

Companies House status tab. If the response is no the system will retain an unfiled appointment form on the officer (and company) record. You can either file the form at a later date or remove the flag if the officer was previously appointed. These prompts will occur regardless of whether there is a date of appointment present on the officer record as it may not be known at that point.

- When adding an officer to an existing company record, entering a date appointed will trigger a message asking if you want to generate an appointment form, if the response is yes and AP01 (or similar) will be generated. If the answer is no the system will retain an unfiled appointment form on the officer (and company) record. You can either file the form at a later date or remove the flag.

All submissions are done from the company record (including officer submissions), this is because a company authorisation code (CAC) is required to complete an on-line submission. The system alerts you to unfiled changes by placing this pin icon by the company record in the main company grid:



Follow the trail of pins to the form to be filed. In the example below the trail leads to an officer appointment:

Company	Dates	Officers	Share Types	Shareholders
Type	Name	Appointed	Resigned	
Director	Smith Jonathan Mr			
Director	Brown Charles Mr	21/02/2014		
Director	Popper Peter Mr	28/02/2014		

The Companies House filing status flags can be amended if you inadvertently triggered a filing alert. In the example below the record indicates there is an unfiled change on an officer record following a change of residential address. Open the officer record and click the Companies House status tab:

Person	Officer	Shares	Companies House Status
Date of Change: / /			
<b>Unfiled Changes</b> <input type="checkbox"/> Name <input type="checkbox"/> Nationality <input checked="" type="checkbox"/> Residential Address <input type="checkbox"/> Country of Residence		<b>Filed</b> <input type="checkbox"/> Officer Appointed <input type="checkbox"/> Officer Resigned <input type="checkbox"/> Service Address <input type="checkbox"/> Occupation	
<b>Date Last Filed</b> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		<b>Date Last Filed</b> <input checked="" type="checkbox"/> 27/02/2014 16:30:38 <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
<div>Save Close</div>			

To remove the filing alert untick the unfiled changes box. To generate CH01 click Save.

You can generate a form based on information already held on the record without editing it to trigger a change. Simply open the record, click the Companies House status tab and tick the unfiled changes box by the change type to be filed, click Save.

## Filing Forms at Companies House

Before you can consider filing you should read the earlier section in the guide 'Preparing to File at Companies House'.

Forms are automatically produced as a result of changes on the company or officer record. Forms can be submitted immediately or queued for submission at a later date. To carry straight through to submission click Yes when prompted to submit, the following screen is presented:

e-Filing Charges	Presenter	Form Name	Form Description	Client
£	<input type="checkbox"/>	NM04	Notice of change of name by means provided for in the articles	Charming Estates Limited

File NM04 Form

Preview PDF   File PDF   e-File   Close

Latest Status-> Ready

The submission is summarised in the row. The presenter details can be included in the submission. The inclusion of presenter details is entirely optional, but if they are included they will appear on the public record. If you don't want to include presenter details removed (click) the tick from the Presenter tick box.

To preview the form click Preview PDF. The form can either be queued for submission at a later date or it can be filed immediately. To queue for a later date click Close.

- To file the form on-line click e-File
- To file on paper click File PDF, this will flag the form as filed on the company record
- To view the form once filed click the View button

If you don't submit immediately, the system will mark the company record with a filing reminder in the main client grid (as described previously). Company Secretarial leaves a trail of alerts in the company record to indicate what type of form needs to be filed. To follow filing alerts proceed as follows:

1. If a change has occurred on an officer record (appointment, resignation or change of officer details) a filing alert will appear on the company record
2. Open the company record and follow the alert symbols to the Officers tab:

Company	Dates	Officers	Share Types	Shareholders
Type	Name	Appointed	Resigned	
Director	Smith Jonathan Mr			
Director	Brown Charles Mr	21/02/2014		
Director	Popper Peter Mr	28/02/2014		

- In the officer tab the officer in question will appear with the same symbol, open the officer record and click the Companies House status tab. In the example below the unfiled form alert has resulted from an officer appointment:

To file the form click Save and follow the instructions as described above.

Once the form has been filed the system will place a tick in the Filed box and record the date.

## Filing Accounts

The Companies House software filing service allows for the submission of limited company unaudited abbreviated and dormant accounts. At the time of writing, this does not extend to LLPs although Companies House advise that this service is planned for the near future.

Company Secretarial does not contain any provision for filing accounts; these are filed through Accounts Production instead. When filing accounts on-line via Accounts Production, the last and next accounts due date will be automatically updated on the company record in Company Secretarial. The submission response will also be noted and should the submission be rejected for any reason the company record will be flagged with an alert.

## Submission Logs, Companies House Checker

Company Secretarial maintains a log of all Companies House submissions. Each time you file, or attempt to file a form the submission log is updated with the response received from Companies House. The response will be either Accept, Reject or in the case of accounts Pending.

To maintain submission responses the system uses a small polling module – the Keytime Companies House Checker, this is the same module used by Accounts Production. The checker sits silently on

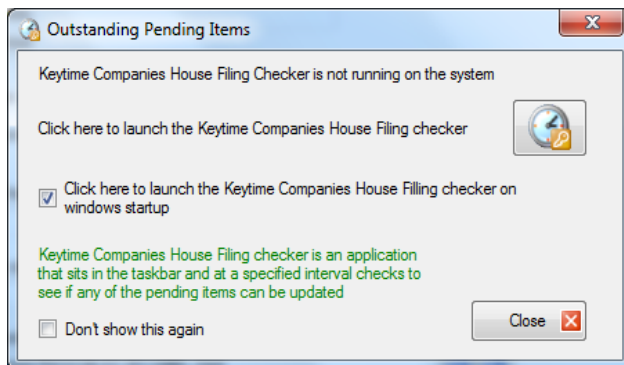
the PC in the notification area (sys tray) to the right of the Windows task bar. The checker polls Companies House at set intervals, by default this is set to every 15 minutes. This can be amended if necessary.


Please note that submission responses from Companies House are not instantaneous as they are from HMRC. Switching off or removing the checker may mean reject responses are delayed or not received, this may result in you missing a filing deadline and receiving a fine. Submission responses can be viewed by clicking e-logs on the toolbar in the company record.

### Configuring the Companies House Checker

The Companies House Filing module also consists of a small programme that polls Companies House for submission responses. This programme installs with every instance of the filing module and when running appears in the right of your PC task bar.

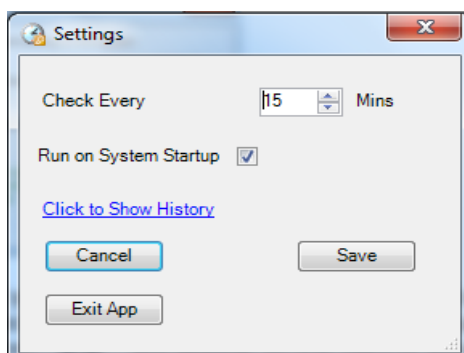
Within the Companies House filing Module, after clicking submit, click the red cross on the top right to close the filing module, the Filing module checks to see if the Submission Checker is running. If the Checker isn't running the following screen is presented:



It is recommended that you take the option (ticked by default) to launch the Keytime Companies House Checker on Windows start up. Click the Launch button to start the Checker, a small icon:  will appear on the right of your PC taskbar.

The icon may initially be hidden, to reveal the icon on the taskbar, click the show hidden icons button on the right of the taskbar (appears as a small upwards pointing arrow on the right of the taskbar) and select Customise, scroll down to Keytime Companies House Checker and amend the notification setting to Show Icon and Notifications.

To configure the Checker, right click the Checker icon on the taskbar and select Settings, the following screen is presented:



You can set the check interval by altering the number of minutes in the **Check Every** option. **Run on System Startup** when ticked will launch the Checker automatically each time Windows starts (recommended). **Show History** shows a submission log and the latest submission status; double click a submission to view the stored response. **Save** saves any changes you have made. **Cancel** closes the settings screen but leaves the Checker running on the taskbar. **Exit App** closes the Checker completely.

## Creating New Company Records

Besides making existing Client Manager records available in Company Secretarial, you can create new company records in Company Secretarial, which will then be visible in Client Manager.

1. To create a new company record click New on the main toolbar, the following screen is presented:

2. Enter the details; the fields shaded in red are mandatory for on-line filing, although the system will not warn you about missing data until you are preparing to submit. This allows you to create the client but leave any unknown elements until a later date
3. Enter the client ID. This is your internal reference for the client
4. Select the user/partner the client is to be assigned to (this is the same assigned to as in the record in Client Manager)
5. Select the entity type. Note that once you select a type and assign officers you cannot switch the type without removing the officers
6. Click the Dates tab and enter the date of incorporation and select the accounting reference date. Enter the remaining dates if they are known. Note that a data check at Companies House will confirm the dates if they are unknown at this stage (see section Companies House Data Check)
7. Add officers by following the instructions in section Appointing Officers



## Officers

Company Secretarial offers a single file containing officer and shareholder records. Officers and shareholders can be linked to numerous company records without the need to create the record more than once. The officers and shareholders file can be accessed by clicking the Officers button on the main toolbar. When viewing records in the Officer file you are able to view all company records the officer is associated with.

The main record contains general details about the officer or shareholder, such as: name, residential address, nationality, occupation and consent to act information. When appointing officers Company Secretarial will use this detail and only requires information relating to the appointment: service address, date of appointment and officer type (director or secretary etc.).

Changes to general officer details (such as change of name) can be made once either by editing the officer record in the Officer file or on the company record and Company Secretarial will cascade the change through all company records where that officer has been appointed. Note that records with an unfiled appointment will not generate a change of officer details form.

## Appointing Officers

To appoint an officer, first locate the company record in the main client grid and double click to open it and proceed as follows:

1. Click the Officers tab and click Add. Company Secretarial will present a list of *existing* Client Manager records.
2. If the officer already exists, search for it using the sorting and searching options available in the grid (as described in the previous chapter). Double click the officer record to select it. If the officer record doesn't exist already, either click the 'create a new officer' button (if the officer is a person) or the 'create new corporate officer' button (if the officer is a corporate).
3. Fill in the personal details and select 3 questions from the 'consent to act' group
4. Click the Officer tab, select either Director or Secretary and enter the date of appointment
5. The questions from the 'consent to act' group and occupation in the 'person' tab will be used by default. If you want a different set of details for this appointment untick the 'use information from person tab' and enter the details
6. Click Save to generate the appointment, the following screen is presented:

The screenshot shows a software window titled "Officer for Poppers Penguin Co Ltd". The form contains several sections: "Surname \*" with "Popper", "Forenames \*" with "Peter", "Title \*" with "Mr", "Reference" with "POPP02", "To be filed as" with "Peter John Popper", "Gender" with "Male", and a checked box for "Make visible to Client Manager". Below these is a "Person" section with fields for "Date of Birth" (01/01/1970), "Nationality" (British), "NI Number" (NH123456C), "Default Occupation" (Manager), "Residential Address" (1 Long Lane), "Town" (Anytown), "County" (Anywhere), "Country of Residence" (England), and "Email Address" (peterpopper@poppers.com). To the right of the "Person" section are three "Auth" questions: "1) First 3 letters of town where you were born." (ANY), "2) Last 3 digits of your telephone number." (567), and "5) First 3 letters of your Mother's maiden name." (SMI). Overlaid on the form is a dialog box titled "Appoint Officer" with a question mark icon and the text "Do you want to appoint Peter John Popper as an officer?". The dialog has "Yes" and "No" buttons. At the bottom of the main form are "Save" and "Close" buttons.

7. To raise an appointment click Yes, this will produce form AP01. To add an officer without raising an AP01 click No, this will add the officer record and suppress the form
8. To file the appointment follow the instructions in section 'Filing Forms at Companies House'

Note that if a director is also the company secretary you will need to add the officer twice; once as a director and again as a secretary.

Officers automatically appear in Accounts Production, however, it is possible to maintain a list of officers in accounts independent of any officer links in Client Manager. If this is the case and you wish to re-establish the links with Client Manager/Company Secretarial you can do so by opening the accounts in Accounts Production, click the Help menu / Tidy up contract details.

## Resigning Officers

Resigning officers is the reverse of the appointment procedure:

1. Open the company record, click the Officers tab and double click the officer resigning
2. In the officer tab enter the date of resignation
3. Click save. You will be prompted to generate the officer resignation form
4. To file to form follow the instructions in section 'Filing Forms at Companies House'

Resigning officers who are also shareholders will remain as shareholders unless their shares are transferred to another shareholder. Shareholders that cease to hold shares during the year are included in the list of movement or full list of shareholders in the annual return, thereafter, the system will regard the record as ceased.

You can delete officer and shareholder records but we do not recommend you do this unless the officer was linked by mistake; there may be undesirable effects on the accounts if Accounts Production is using linked officer records.

## Share Capital

Share classes can be added to the company record, allocated to shareholders and form SH01 produced and filed at Companies House. To add shares to a company record, proceed as follows:

5. Open the company record and click the Shares tab
6. Enter the share class description, e.g. Ordinary class A
7. Select the class type from the dropdown (ordinary or preference), enter the nominal value per share
8. Authorised share capital can be entered where this is specified in the company's Articles of Association. If a value is entered in this field, Company Secretarial will check the number of shares being allotted against it. If the field contains 0 the software will not make any checks on allotment
9. Select the share currency from the dropdown; the default is pound sterling
10. Enter the prescribed particulars of voting rights in the tab below the share details

### Prescribed Particulars of Voting Rights

Prescribed particulars of rights attached to shares can usually be found in the company's Articles of Association, or a company resolution. Companies House have produced an FAQ on the subject; it can be found at this address on their website:

<http://www.companieshouse.gov.uk/infoAndGuide/faq/prescribedParticulars.shtml>

Note that some wording may cause a rejection by Companies House, examples are:

- please see the Articles of Association for the rights;
- rights as set out in the Articles;
- share rights are the same as those already in issue;
- not applicable;
- pari passu

### Share Classes and Accounts Production

Share classes and allotments added to the company record in Company Secretarial can appear automatically in the record in Accounts Production. If the company exists already in Accounts Production you will have the option of overwriting the share details with those stored in Company Secretarial. If this option is taken the two systems will become linked, meaning any changes to share capital in Company Secretarial will be automatically reflected in Accounts Production.

Note that the link works one way only: when linked, share capital details will come from Company Secretarial only. It is important, therefore, to ensure the share types are in place in Company Secretarial before establishing the link in Accounts Production.

To establish the link with Accounts Production, open the accounts, click Maintain, click the Share Capital button and click Link to Company Secretarial.

## Shareholders

You can maintain a list of shareholders against every company record (where the company is limited by shares). When appointing officers, the system will assume that they are also to become shareholders and make them available as such without further instruction.

Shareholders that aren't officers of the company are added as follows:

- Open the company record, click the shareholders tab
- Click Add, a list of existing records from Client Manager appears. If the shareholder already exists as a record in Client Manager search for the record and add it (click Save)
- If the shareholder record doesn't exist already, click Add new shareholder (or add new corporate shareholder if appropriate)
- Fill in the details. If the holding is to be in joint names enter the joint names in the appropriate box
- Click Save

## Share Transactions

Share transactions are done on the shareholder record, from within the main company record. Proceed as follows:

- In the company record, click the Shareholders tab. Double click the shareholder record
- Personal details are entered in the Person tab, click the Shares tab

## Allocating Shares

To allocate shares:

- Select Allocate from the transaction type drop down box
- Select the share type from the Type list
- Select the date of allocation - note this is used by the system when detecting shareholder movement in the year when generating the annual return. It is, in effect the date person became a shareholder.
- Select the date paid if applicable
- Enter the number of shares allocated and amount of consideration per share
- The system will calculate the total amount payable
- Enter the total amount paid, if applicable
- Click Save

The screenshot shows a software window titled "Share transaction - Mark John Smith". Inside, the "Type" dropdown is set to "Allocation". The "Share Type" dropdown is set to "Ordinary Class A". The "Date" and "Date Paid" are both set to "31/01/2014". Below these, there are four input fields: "Number of Shares" (100), "Amount Payable per Share" (1.00), "Total Payable" (100.00), and "Total Paid" (100.00). At the bottom right, there are "Save" and "Close" buttons.

## Transfers

To process a transfer of shares proceed as follows:

- Select the shareholder you are transferring shares FROM
- Select Transfer from the Type drop down list
- Select the shareholder you are transferring TO
- Select the share type
- Enter the date of transfer allocation - note this is used by the system when detecting shareholder movement in the year when generating the annual return.
- Enter the date paid if applicable
- Enter the number of shares to transfer and the consideration per share
- The system calculates to total amount payable
- Enter the total paid if applicable
- Click Save

The screenshot shows the same software window, but now the "Type" dropdown is set to "Transfer". A new field "to shareholder :" has appeared with the value "Lyons John Mr". The "Share Type" remains "Ordinary Class A". The "Date" and "Date Paid" are both set to "01/04/2014". The input fields at the bottom are: "Number of Shares" (10), "Amount Payable per Share" (2.00), "Total Payable" (20.00), and "Total Paid" (20.00). The "Save" and "Close" buttons are still present at the bottom right.

## Opening Balances

Share transactions includes an opening balance type (B/Fwd). This transaction type is identical to the allocation type, except the system disregards the date when ascertaining movement on shareholder records for the annual return. The balance of shares B/Fwd is considered and reported as an existing holding.

## Joint Shareholders

You can create joint shareholder records, which are then reported as such on the annual return. **It is important to note that ALL shareholdings on a joint shareholder record are deemed to be jointly held.** If the main shareholder is a shareholder in his/her own right then you must add the shareholder a second time; the shareholder will then appear twice in the list of shareholders – once as an individual in their own right and again as a joint shareholder. A 'link' icon will appear by a shareholder record that jointly holds shares:

Company	Dates	Companies House Status	Officers	Share Types	Shareholders	Dividends	Minutes
Name							Total Shareholding
Mr John Smith							10
Mr John Smith							100
Mr Gary Smith							50

To create a joint shareholding, open what will be the main shareholder record, click the Shares tab and click the Joint Holdings button:

Member for Alchemy Manufacturing Limited

Forenames \* *Required Fields* John Surname \* Smith Title \* Mr

Client ID Gender \* Male Previous Officer Name

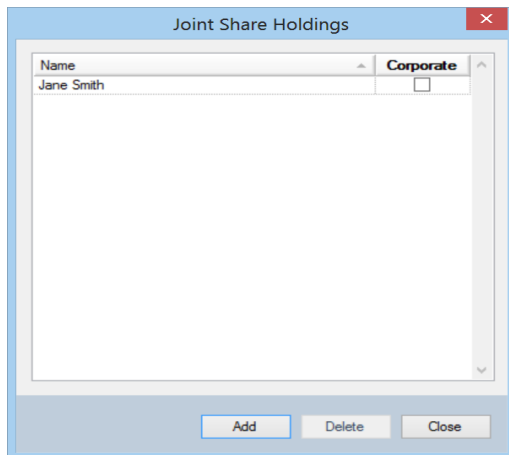
Person Shares Companies House Status

Description	Date	No of Shares	Payable/Share	Payable Total	Date Paid
Description: Ordinary A					
Ordinary A	03/10/2000	100	1	100	30/10/2000
Total		100		100	

Print Joint Holdings Add Edit Delete

Save Close

The following screen is presented:



Click Add and search for the joint shareholder record, click Select and the joint shareholder will appear as in the screenshot above. There is no limit on the number of joint shareholders that can be added.

## Dividends

You can distribute a dividend amongst shareholders, with the option to waiver if required. Dividends are based on the *total dividend payable* (grossed up) and distributed amongst members in accordance with the number of shares held. For example:

Member A	30 shares held	dividend £18,000
Member B	30 shares held	dividend £18,000
Member C	20 shares held	dividend £12,000
Member D	20 shares held	dividend £12,000

Total dividend payable is £60,000, the system will divide the dividend by the total number of shares (100) and then multiply by the number of shares held by each shareholder.

The above example assumes the total dividend payable is the grossed up value.

Company Secretarial can distribute dividends and produce tax vouchers and deeds of waiver as required. To distribute dividends proceed as follows:

- Open the company record
- Click the Dividends tab and click Add
- Enter a description for the dividend, e.g. final dividend for year ended 31 December 201x; this appears on the dividend tax voucher
- Select the share type, enter the total grossed up value
- Enter the tax rate (currently 10%) and select the payment date
- Select the dividend ex date; any shareholders acquiring shares after this date are excluded from the distribution
- Select a signatory from the drop down box
- Click Save; a Members tab will appear, click the Members tab

- The members tab contains a list of shareholders entitled to the dividend and their total gross dividend
- Click the Waiver tick box by any member wishing to waive their dividend, click Save to recalculate the distribution amongst the remaining shareholders

### Printing Tax Vouchers and Deeds of Waiver

Once dividends have been distributed you can print tax vouchers and deeds of waiver, you can select a range of shareholders to print vouchers for or individuals, which is useful in the case of a reprint.

To print vouchers and deeds of waiver proceed as follows:

- In the Members tab of the dividends screen;
- Click the select tick box to the left of each shareholder and click Print; tax vouchers and deeds of waiver, if applicable, will be generated for each shareholder selected
- Vouchers and deeds of waiver can be reprinted at any time – dividends distributed are retained by the system and can be opened as required, in the Members tab tick the required shareholders and, if required, the waiver box, click print

### Generate a Minute

You can optionally generate a minute at the same time you generate tax vouchers, although it is possible to generate the minute later using the Minutes option (see Minutes section for further information about generating minutes and maintaining minute templates).

As you produce tax vouchers you will be prompted to generate the minute, click yes to generate. The minute will be generated as a Word document and noted in the main Minutes grin on the company record.



## Minutes

### Introduction

You can generate minutes based on events on the company record. Minutes are generated as mail merged .docx files, .docx files are open source files and can be opened in Microsoft Word and a range of other applications. We have included a template document to get you started with minutes, which can be edited in Microsoft Word.

The template is divided into sections and each section deals with an event that has taken place on the company record, these being: officer appointments and resignations, allotment of shares, transfer of shares and dividends. Each section contains commands that will skip the section if the event hasn't occurred. This means you can maintain a single template for all events, of course, you are free to create your own templates and edit resulting merged documents as necessary.

### Creating a Minutes Template

#### Template and Document Locations

Minutes templates must be stored in a predefined location, by default the location is set to the Client Manager data location. You can change this location in Company Secretarial by clicking the Tools menu / Options, click the zoom button by the minutes templates location and select the path.

There is a second location for the resulting merged documents – minutes documents location; the system will place all resulting merged documents in this location. It can be changed, but it is advisable to have your merged results in a different location to your templates.

If you are working in a networked environment you must ensure that both the templates location and the documents location are accessible to other network users.

### Installing CMWord Add-in

CMWord is an add-in solution for MS Word, it enable you to add database fields (merge fields) from Company Secretarial and Client Manager into a Word document. If you plan to edit or create your own templates to use with Client Manager and Company Secretarial you will need to install this add-in.

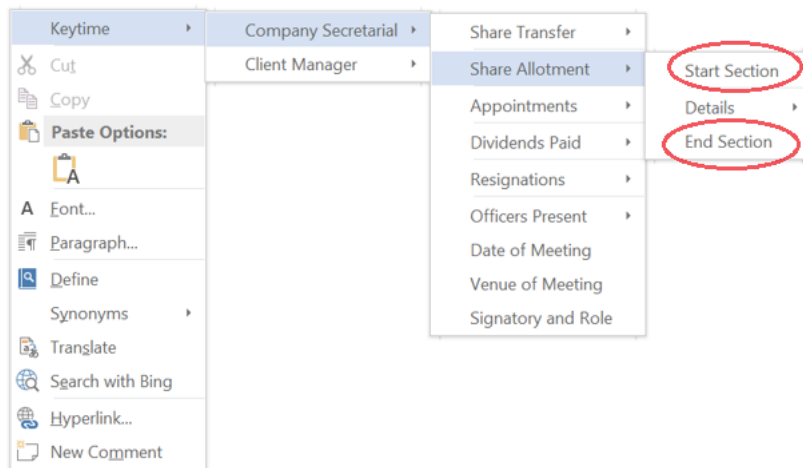
The installation of the Keytime Accountants' Suite does not automatically install the add-in, but it is easily invoked by opening any company record in Company Secretarial, click the Minutes tab and click the Install Word Add-in button at the bottom of the screen, follow the instruction on screen to install. If you do not see this button, it indicates that CMWord is already installed.

#### Creating or Editing a Template

Minute templates must be created and edited in MS Word and saved as .docx files. Your template will consist of typed general text and Client Manager/Company Secretarial database fields (merge fields) that will merge your variable client and minute details into the finished document. To add merge fields to your Word document place the cursor wherever you want the merged data to appear and right click; the **context menu** will appear, click Keytime / Company Secretarial (or Client Manager – you can use a mixture of both) and select the required merge field.

## Multiple Sections and Skipping Sections

The sample minutes template that installs with Company Secretarial contains multiple sections covering the following events: officer appointments, resignations, allotment of shares, transfers of shares and dividends paid. As you generate minutes, Company Secretarial can search for instances of these events between two dates. If any of these events are detected the relevant section in the minutes will appear, otherwise the section is skipped. To use this functionality the commands required are **Start Section** and **End Section**; these commands are located at the top and bottom of the various event groups in the Company Secretarial grouping on the context menu:



Insert **Start Section** and **End Section** commands above and below a section you want to skip if you don't want the text contained within it to appear, like this:

«appointmentStart»  
APPOINTMENTS

It was resolved that the following persons be appointed and the Secretary was instructed to file the appropriate forms:

«appointmentRepeatOn»  
«appointedName» was appointed as «appointedRole» on «appointmentDate»  
«appointmentRepeatOff»

«appointmentEnd»  
«resignationStart»  
RESIGNATIONS

It was noted that the following persons had resigned and the Secretary was instructed to file the appropriate forms:

«resignationRepeatOn»  
«resignedName» resigned as «resignedRole» on «resignationDate»  
«resignationRepeatOff»

«resignationEnd»

In the above example, note the blank line ABOVE the <<appointmentEnd>> command. Adding a line above the command ensures a line space at the end of the section before the next section begins. If the blank line appeared below the tag and additional blank line would appear in the document before the start of the next section.

## Multiple Instances of an Event

As stated above, when generating minutes you can search for events between two dates. If there are multiple occurrences of an event, for example, more than one officer appointment you can include all appointments in your minute. To do this you need to insert xRepeatOn and xRepeatOff, x refers to the section, so in this example you would see appointmentRepeatOn and appointmentRepeatOff.

The RepeatOn and RepeatOff commands will contain the text between them to a single occurrence of the event. You insert the RepeatOn command followed by text and merge fields appropriate for that section and end it with a RepeatOff command. Like this:

«appointmentStart»  
APPOINTMENTS

It was resolved that the following persons be appointed and the Secretary was instructed to file the appropriate forms:

«appointmentRepeatOn»  
«appointedName» was appointed as «appointedRole» on «appointmentDate»  
«appointmentRepeatOff»

«appointmentEnd»  
«resignationStart»  
RESIGNATIONS

It was noted that the following persons had resigned and the Secretary was instructed to file the appropriate forms:

«resignationRepeatOn»  
«resignedName» resigned as «resignedRole» on «resignationDate»  
«resignationRepeatOff»

As you can see in the image above, there is some general introductory text prior to the <<appointmentRepeatOn>> command. This introductory text will always appear where the section appears in the minute. The text and merged data inside the RepeatOn and RepeatOff commands will repeat itself according to the number of instances found within the two dates selected when the minute is generated.

## Saving your Template

Templates must be saved as .docx type documents, this ensures the minutes can be read by applications other than MS Word.

Ensure you save templates in the minutes template location (as discussed above).

## Generating Minutes

To generate minutes Open the company record and click the Minutes tab. You can access templates from here by clicking the Templates button. Existing minutes can be opened by clicking the minute in the grid. Delete minutes generated in error by clicking the minute in the grid and click Delete (the merged document will also be deleted if it is currently closed). Click New to generate a new minute:

**Create Minutes**

Meeting Details

Subject: Directors Meeting 3 Oct 2014

Venue: 1 The High Street  
Chadderton  
Oldham

Officers Present: Mr Richard Smith

Date of the Meeting: 03/10/2014

Chairman / Signed by Officer: John Smith

Select a Template before generating the Minutes

Template: C:\Test\Co Sec Temps\Minutes of a Meeting of the Directors.docx

Next Close

Enter a subject (this will be displayed in the minutes grid on the company record, so should be meaningful).

Venue will be displayed as the company's registered office. You can change it by overtyping in the whitespace.

Click the dropdown button in the Officers Present field and select the officers that were present. This list will contain all officers regardless of whether they are current or resigned.

Select a date for the meeting and select the officer signing the minutes from the Chairman/Officer signing dropdown box.

Click the Templates button and select a template for the minute.

Click Next:

**Events**

Select date range for events

Start: 01/10/2013 End: 30/09/2014

Refresh

☒ Officer appointments

☐ Officer resignations

☒ Dividends paid

☐ Transfer of shares

☒ Allotment of shares

Create Minutes Cancel

The system will automatically select a year (ending today) as the date range to search for events; events found within the date range will be ticked in the event list below. Change the start and end dates as required and click Refresh to change the search range. There is no need to tick any of the events; the system will tick them automatically as it finds an instance in the date range. Untick an event if you want to exclude it from your minute. Click Create minutes.

As the minute is created MS Word will open. You can view and edit the minute as required (you are viewing and editing a separate instance of the original document, so the template will be unaffected). Save any documents you edit in the minutes document location (as discussed earlier), this will ensure you see your edited document when the minute is opened from the Minutes grid in the company record.

## Downloading Company Records from Companies House

You can check existing company records and optionally align your record with that held at Companies House. When creating a new company record, you can obtain the record from Companies House from the company registration number.

If you know the company authentication code (CAC) you can obtain the full company record including officers, shareholders and their interest in shares. If the CAC is not available basic company details are returned:

- Company name
- Registered office address
- Company type
- Date of incorporation
- Date of last accounts and annual return and when the next annual return and accounts are due

The full data download (CAC required) adds officers, shareholders and their interest in shares to the above list.

### Checking Data

To check company data at Companies House, enter the company registration number and CAC if it is known, click Data Check on the toolbar (Data check now changes to Cancel Download).

Each data field is now in one of three states:

Data fields are **blue** – indicates there is a difference between what you hold and what Companies House hold. **Blue** indicates you are looking at your original data. To see the difference, point the mouse to the data field; a tooltip will pop up showing the data that Companies House hold. To switch your data for that held by Companies House double click the data field; the tooltip now contains your original data. You can double click again to switch back if you consider the Companies House data to be incorrect.

Data fields are **yellow** – indicates there is a difference between what you hold and what Companies House hold. **Yellow** indicates that you are looking at the data Companies House hold. Initially, differences are shown in blue, if you double click the data field the field will turn yellow.

Data fields are **white** – indicates the data you hold matches that held at Companies House. Of course, there are some items of data that aren't held at Companies House, such as the client ID and contact details; these items aren't checked and will, therefore, always appear white.

It is important to note that Companies House data can be spread over more than one tab in the company record, and in the case of a full data download this extends to officers and shareholders. It is important, therefore, to ensure you move through the tabs in the company record noting changes as they appear. Ensure you check the Dates tab to discover any differences between made up to dates on the annual return or accounts.

### Accepting data Downloaded from Companies House

If you discover your data is out of data (Companies House have been informed of a change), ensure all relevant data fields have been updated (they should be yellow) and click Save. Your company data will now reflect that held at Companies House.

### Informing Companies House of Changes

If, after downloading data from Companies House and comparing it with that held in on your records, you discover that your data is correct. Companies House haven't been informed of a change you currently hold on the company record you can trigger the relevant forms to be filed. To trigger changes, some data fields will remain blue (indicating a difference, but rejecting the Companies House version of the data), click Save; the relevant form(s) will be generated and can be filed as normal.

### Cancel the Data Check

You can cancel the data check at any time by clicking the Cancel Download button on the toolbar. Cancelling the download will revert all unsaved data back to its original state. Closing the company record will also cancel the data check.

### Officers

A full data check will return officer records, as far as possible, the system will try to match the officer records held in the system with those on the record at Companies House, these are displayed in the Officers tab.

If a match is found, but there are differences, the officer record in the grid will appear **blue**, double click the officer record to open it and proceed with changes in the same way as described earlier; data that differs will appear in **blue**.

The data check may return officers that don't match with your officer records for that company, these officer records will appear in the bottom section of the officer grid. The officer may exist but the system was unable to match the record. If this is the case, select the officer from the bottom section of the grid and click the officer you want to match to – this will produce differences on the record and the officer will turn **blue** in the grid. Amend the record as described above.

If the officer doesn't appear at all, they can be added in by clicking the officer in the bottom of the Officer grid and clicking Add.

## Generating the Annual Return

The annual return is largely automated. The system relied on the following details to correctly produce the annual return:

- The date of the last annual return
- The date of the next annual return
- The date of the last full members list

The above dates are held on the main company record in the Dates tab. A full list of shareholders is produced every three years, this of course, is reliant on the date of last full members being present and accurate.

In the intervening years the system will detect shareholder transactions since the date of the last annual return, this information is used to produce details of movement on shareholder records. This of course, relies on the correct transaction dates being applied to share transactions. Note that the share transaction type B/Fwd is ignored when ascertaining movement on shareholder records; the system assumes transactions of this type where in existence prior to the date of the last annual return.

To generate the annual return:

1. Open the company record, click Annual Return on the company toolbar:

The screenshot shows a software window titled 'Keytime Company Secretarial - Charming Estates Limited'. It contains two main sections: 'Annual Return Details' and 'Members List Details'. In the 'Annual Return Details' section, there is a checkbox 'Treat share trans. without payable values as "fully paid"' which is unchecked. Below it are date fields: 'Date of Incorporation' (27/04/2007), 'Last full members list' (27/04/2012), and 'Include Share transactions in List of Past\_Present Members from:' (27/04/2013). At the bottom of this section is 'Date of this Annual Return' (27/04/2014). The 'Members List Details' section has three checkboxes: 'A list of shareholder changes is enclosed' (checked), 'A full list of shareholders is enclosed' (unchecked), and 'There were no shareholder changes in the period' (unchecked). Below these is 'Include Presenter's details on final page' (checked). At the bottom right are 'Produce Annual Return' and 'Cancel' buttons. The status bar at the bottom left says 'Latest Status-> Ready'.

2. For reference purposes the date of incorporation and date of last full members list is displayed
3. If the date of this annual return falls on the third anniversary since the last full members list a full list of shareholders is produced
4. If a full members list isn't due, but there are allocations and/or transfers since the last annual return a list of changes is produced
5. If a full members list isn't due and there haven't been any change to shareholder records since the last return 'no shareholder changes in the year' box is ticked
6. Click produce Annual Return to generate the AR01
7. To file the AR01 follow the instructions in section 'Filing forms at Companies House'

## Maintaining the SAIL

The single alternative inspection location or SAIL is an address other than the company's registered office where registers and other documents are kept. A number of Companies House forms are associated with the SAIL – AD02, AD03 and AD04 (or LLP equivalents).

To apply a SAIL and move registers between the SAIL and the registered office proceed as follows:

1. Open the company record and click SAIL on the company toolbar
2. Enter the SAIL address (you can also use the copy from buttons to apply another address stored in the Client Manager database)
3. Click the Records at SAIL tab and tick the list of records that are to move to the SAIL
4. Click Save, an AD02 and AD03 will be generated for filing at Companies House

To move records from the SAIL back to the registered office:

1. Open the company record and click SAIL on the company toolbar
2. Click the Records at SAIL tab and untick the records that are to move back to the registered office
3. Click Save, an AD04 will be generated for filing at Companies House

## Taking On a SAIL

When you start to maintain a company record with a SAIL in Company Secretarial you will need to establish which records are stored at the SAIL and set the filing position as per the Companies House record.

The Records at Companies House tab in the SAIL screen contains an option to edit the filed status, click the button to enable the Filed boxes. Tick the boxes by those records held at the SAIL and the AD03 tick boxes where an AD03 has been filed. Where an AD04 has been filed untick the box by the register and tick the AD04 filed box instead. This establishes the Companies House position. Future changes to documents held at the SAIL can then be correctly generated.

## Backing up the Company Secretarial Database

Company Secretarial shares the same database as Client Manager, therefore, backing up the Client Manager database will also backup Company Secretarial data. See the Client Manager user guide for further instructions on how to backup the Client Manager database.