



## *Who is the Charitable Company Secretary and what do they do?*

### *The role of the charity secretary*

**Charitable Company Secretaries are responsible for ensuring that the organisation complies with its governing document, charity law, company law and any other relevant legislation or regulations.**

**The Companies Act requires all limited companies (and therefore charitable companies) to have a company secretary, but all structures of charity can benefit from a secretary.**

### *Supporting the Board*

**The Secretary is custodian of the governing document and is responsible for ensuring that board meetings, annual general meetings and extraordinary general meetings are run effectively and in accordance with the provisions of the governing document.**

**The Charitable Company Secretary is also responsible for legal compliance. This aspect of the role includes ensuring that trustees have the right information to enable them to make informed decisions and fulfil their responsibilities.**



## ***Functioning of the board***

**Charitable Company Secretaries' duties in this area include:**

**Ensuring the correct appointment of trustees, that they are:**

- ✓ **Not disqualified in law**
- ✓ **Eligible to be trustees under the provisions of the governing document**
- ✓ **Appointed according to the procedure laid down in the governing document**
- ✓ **Organising the induction of new trustees**

## ***Arranging and administrating meetings***

**Charitable Company Secretaries:**

- ✓ **Ensure that meetings are called and recorded especially the AGM.**
- ✓ **Prepare agendas**
- ✓ **Make practical arrangements such as booking rooms.**
- ✓ **Check that a quorum is present**
- ✓ **Minute the meetings and circulate draft minutes to all trustees**
- ✓ **Ensure that minutes are signed by the Chairperson once they have been approved**
- ✓ **Check that trustees and staff have carried out actions agreed at previous meetings**
- ✓ **Receive correspondence and act promptly on information received**
- ✓ **Keep stock of informative literature**



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- ✓ **Keep records of membership**

## ***Charitable Company Secretaries and The Law***

**As well as a thorough knowledge of the governing document, Charity Secretaries will have a good understanding of charity law and company law.**

**The Charitable Company Secretary should be able to answer trustees' queries relating to company and charity law and access further information if more complex issues are raised.**

### ***Other Duties:***

**Explaining property issues, including charity law requirements regarding the disposal of land;**

**Ensuring compliance under contractual arrangements, and under company and charity law, including the provision of information to regulators.**

**In charitable companies limited by guarantee, the Charitable Company Secretary is legally responsible for submitting information to Companies House.**

**An important characteristic of the Charitable Company Secretary's role is to serve as the conscience of the charity, acting with integrity in following the law and the governing document.**

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**With Acknowledgements to NCVO**

**This guide is produced as an introduction and is no way meant to cover the full range of duties of responsibilities that this post entails. For further Information**

**[www.ncvo-vol.org.uk/](http://www.ncvo-vol.org.uk/)**

**[www.charity-commission.gov.uk/](http://www.charity-commission.gov.uk/)**

**Voluntary but not Amateur by R Hayes and J Reason**