

	Company Secretary Responsibilities
What is this?	This is The Gary Kelly Cancer Support Centre’s current policy document detailing the Company Secretary Responsibilities.
Governance Code Sections:	2.1 (b)
Notes:	<p>Extract from ‘Guidance on the role of the Company Secretary’ found at www.governancecode.ie – to go to the full version, please click here.</p> <p>“Every incorporated entity, under company law, is required to have a company secretary whose primary duty is to ensure the company fulfils its statutory obligations and fully complies with the law. Best practice requires the company secretary to also ensure the board conducts its duties in accordance with the highest standards of governance. In this regard, the company secretary acts as one of the ‘custodians of governance’ in the organisation, and is part of the checks-and-balances of the governance system within an organisation.</p> <p>As one of the key responsibilities of a board is the effective oversight of management, this second, best practice element of the company secretary role, requires him/her to be an agent of the board and independent of management. If the company secretary role is filled by the CEO or Manager, then one of the most effective inbuilt internal controls available to the organisation to ensure good governance is likely to be seriously undermined. The establishment of appropriate reporting lines for the company secretary will normally be a crucial factor in protecting the independence of the company secretary role.”</p>

The Gary Kelly Cancer Support Centre

Implementation of the Company Secretary Role

Prepared: April 29th 2016

Introduction:

The Gary Kelly Cancer Support Centre is a company limited by guarantee without a share capital. This document has been developed to make explicit the Company Secretary role. It has been structured on the points in the Information Leaflet on the www.odce.ie website.

Details:

Administrative duties	How does this Happen?
<i>The company secretary has important administrative duties, which will likely include:</i>	
maintaining the company's registers including those of the chairperson, the directors and trustees and the interests of the directors and trustees;	<ul style="list-style-type: none">• Board Register kept in CRM system and available for inspection at all times.• Register of Directors and Trustees Interests is built up meeting by meeting as per 'Conflicts of Interest & Loyalty' policy.
arranging annual and extraordinary general meetings of the company and circulating board members with the documents for those meetings;	<ul style="list-style-type: none">• A assigned Trustee to do up draft AGM/EGM notice for Company Secretary to approve.• Same for all materials and documents.
organising meetings of the board and ensuring that the directors and trustees have the papers they need to consider the issues that are to be discussed;	<ul style="list-style-type: none">• Delegated to the Chairperson and management team.• Any issues picked up on via the 'board performance framework' processes.
preparing the minutes of company general meetings and meetings of the board	<ul style="list-style-type: none">• Company meetings and board meetings are minuted by an assigned trustee, who gets the Chairperson to approve them before circulation.
making the company's	<ul style="list-style-type: none">• The company's Chairperson, directors and

registers, minute book and other similar documents available for inspection by the board and the public;	<p>trustees listing is listed on our website and updated monthly.</p> <ul style="list-style-type: none"> The company board member listing is available on the CRM to be sent to anyone who asks.
sending updated information and documents on time to the Companies Registration Office (CRO) and to other bodies;	<ul style="list-style-type: none"> The company BCK is paid a fee to process all B10s, end of year, and all CRO returns. Re the new Charity regulatory Authority, the ownership of the reporting will be done directly by management.
publishing legal notices in the media;	<ul style="list-style-type: none"> The Company Secretary to advise the Chairperson as needed and resources will be made available.
keeping custody of the company seal;	<ul style="list-style-type: none"> The company seal is kept in a locked safe in The Gary Kelly Cancer Support Centre offices.
providing the directors with legal and administrative support.	<ul style="list-style-type: none"> The company has access to professional services and when needed is made available to the board.
<p>Legal duties</p> <p><i>The company secretary must, together with one or more directors:</i></p>	
complete, sign and send the company's annual return to the CRO;	<ul style="list-style-type: none"> Gets done, as directed by the auditors.
certify that the financial statements attached to the annual return are true copies of the originals; and	<ul style="list-style-type: none"> Gets done as part of the Board approval process for the audited accounts.
verify the statement of the company's assets and liabilities if the company is in liquidation or receivership.	<ul style="list-style-type: none"> Not applicable to date.