

*Role Description to be read in conjunction with "Join CAW Trustee Board" paper.*

A key element of the Company Secretary's role is to support the board in ensuring the administrative affairs of Citizens Advice Westminster are conducted within legal requirements. The Company Secretary is custodian of the governing document and as such is responsible for ensuring that Trustee Board meetings, Annual General Meetings and Extraordinary General Meetings are run effectively and in accordance with the provisions of the governing document. The Company Secretary is also responsible for ensuring the Trustee Board's legal compliance. This aspect of the role includes ensuring that Trustees have the right information to enable them to make fully informed decisions and fulfill their responsibilities. An understanding of the voluntary sector and previous experience as a company secretary are both desirable but not essential.

## **Main Duties and Responsibilities of the Company Secretary include:**

- Ensuring that all meetings are held and conducted according to the articles of association of the organisation;
- Ensuring that all necessary documentation is sent to Companies House and the Charity Commission within the deadlines set;
- Ensuring that Trustees are correctly appointed according to charity law and the articles of the organisation;
- Arranging and administering meetings, including:
  - making practical arrangements;
  - ensuring agendas and papers are prepared and circulated;
  - ensuring that meetings are properly convened, constituted and quorate;
  - confirming what decisions have been made and monitoring their implementation;
  - ensuring that proper records are kept;
- Providing Trustees with additional information to facilitate decision making, especially in regard to their powers and duties under the articles;

- Providing the Board with guidance about charity and company law and the provisions of the articles and any associated regulations or documents;
- Ensuring that all general meetings are convened in accordance with the articles, and that any decisions at general meetings, including changes to the articles, are made in accordance with legal requirements;
- Ensuring that insurance requirements are fulfilled;
- Developing and implementing a periodic 'legal health check', to monitor employment procedures, audit the articles, review property leases and so on;
- Ensuring compliance under contractual arrangements and company and charity law;
- Ensuring that stationery, orders, invoices and other documents include all details required under company, charity, tax and other appropriate laws.

### **Person Specification**

- Organisational ability;
- Knowledge or experience of business and committee procedures;
- Knowledge of charity and company law;
- Ability to become conversant with the provisions of Citizens Advice Westminster's articles and any associated regulations or documents, and to advise on their implications in board discussions;
- Ability to understand the basic principles of relevant legislation, and to identify potential points of contention;
- Ability to exercise independence and professional judgement, especially where the law and / or articles conflict with the wishes of the board;
- Minute-taking experience, if this is not being delegated to staff.