

## ALERC COMPANY SECRETARY

### ROLE DESCRIPTION

Company secretaries are administrative officers who must make sure that the company keeps certain records and provides the information required by the Companies Acts. The legislation does not set out the role of the company secretary; this is normally contained within a contract of employment or role description.

### ROLE OF COMPANY SECRETARY

1. Maintain the Statutory registers and ensure the Company files Statutory information promptly.
2. Ensure members and directors are provided with notice of meetings and proposed written resolutions it has passed.
3. Ensuring copies of resolutions are sent to Companies House within 15 days of being passed/agreed.
4. Arrange for the keeping of copies of all members' resolutions and minutes of all proceedings and general meetings.
5. Ensure that people entitled to do so can inspect company records.

### RESPONSIBILITIES

1. Companies must keep certain statutory registers and the ALERC Company Secretary must ensure these registers are maintained, either directly or through liaising with the appropriate Director/Officer.
  - a. Register of members – this register is maintained through the membership database by the Director with responsibility for Membership.
  - b. Register of Directors and Officers – this register is maintained on the ALERC website (<http://www.alerc.org.uk/about.html>) by the ALERC National Coordinator.
  - c. Register of Director's interests - this register is maintained on the ALERC website (<http://www.alerc.org.uk/about.html>) by the ALERC National Coordinator.
  - d. The register of charges – details of our membership fees are maintained on the ALERC website (<http://www.alerc.org.uk/membership.html>) by the ALERC National Coordinator.
2. To ensure statutory information is filed to Companies House in good time, and report this to the board of Directors.
  - a. **Financial return and annual CIC report**– to be filed by 31<sup>st</sup> December following the end of the financial year. The ALERC Treasurer prepares the accounts for submission to Companies House in collaboration with ALERC's accountant.

All the directors of a Community Interest Company (CIC) have an important additional obligation to prepare an annual community interest company report to be filed with their accounts. The purpose of the report is to show that the CIC is still satisfying the Community Interest Test, and that it is engaging appropriately with its stakeholders in carrying out activities that benefit the community.

The Company Secretary will submit the Financial return and CIC report after collaboration with other Directors & staff, in particular the Treasurer, Chair/Vice Chair and ALERC National Coordinator. The CIC report is submitted on form [CIC34](#)

- b. **Annual return** – to be filed every year within 28 days of the made-up date, which is the anniversary of the date of incorporation. In ALERC's case the made-up date is 2<sup>nd</sup> July so the Annual return must be filed by 30<sup>th</sup> July. Companies house will send a letter to the Registered office 14 days before it is due, as a reminder. The company secretary should prepare and submit the annual return to Companies House. The annual return is submitted on [Form AR01](#)
- c. **Change of details** (in-line with suggested best practice) – this may include, but is not limited to, the termination/appointment of Directors, change of Registered office, change of particulars of Director. ALERC will confirm any changes at its AGM in October/November. The Company Secretary should submit the changes to Companies House with the annual return. Appropriate forms to submit changes of details can be found at the [Companies House Webfiling](#) page.

## MEETINGS

ALERC meetings consist of a minimum of three Directors' meetings and one General Meeting annually. The Company Secretary should:

- a. Ensure all Directors are informed of Directors' meeting dates and all members and Directors are informed of AGM dates and of any EGMs.
- b. Ensure an Agenda and associated reports/documents are released in good time for each meeting, in line with ALERCs meeting administration guidance. Currently the Chair and Minute-taker produce the agenda and the Website Working group arrange for document to be available via the website.
- c. Ensure concise and accurate minutes are recorded for each meeting. Ensure Minutes are recorded for each meeting in line with ALERCs meeting administration guidance. Minutes should prioritise the recording of decisions and actions over general discussion.
- d. Ensure minutes are circulated, amended and agreed by attendees.
- e. Ensure minutes of all meetings and papers relating to it are made available to all members via the ALERC website.

## INSPECTION OF COMPANY RECORDS

- a. To make arrangements, upon request, for inspection of the company records. These include the register of members, register of Directors, and minutes of general meetings.