



The Company Secretary

This is one of a series of factsheets for voluntary and community groups issued by West Norfolk Voluntary and Community Action, WNVCA.

It explains the difference between Secretary and Company Secretary. There is an explanation about who can be one, and how the Company Secretary relates to Company Directors/Trustees. It is important not to confuse two roles as they are very distinct.

1. Honorary Secretary

Most voluntary organisations have “honorary” officers – chairperson, treasurer, secretary. They are unpaid, and usually, along with other elected committee members, form the Management Committee, or Board of Trustees (these terms are synonymous).

The Secretary is usually elected at the Annual General Meeting to deal with the organisation’s paperwork and carry out secretarial and administrative duties. The Secretary would be responsible for organising meetings, taking and distributing the minutes.

2. Company Secretary

Where a company is formed, a Company Secretary has to be appointed.

This person can be a member of the Management Committee/Board of Directors, or an employee, or the company’s accountant or solicitor, or anyone else with suitable administrative skills and experience.

Unless the company Secretary is also a company director then they would not be entitled to a vote at meetings.

This means the Company Secretary has no say in decisions, but despite this still

- is regarded as an officer of the company, and
- can be held liable for breach of company law duties (in the same way as a Director can).

Duties of the Company Secretary typically include

- ensured compliance with company legislation and regulations, and keeps Board members informed of their legal responsibilities
- ensured compliance with all relevant codes and legal and statutory requirements
- calls for Annual General Meetings and Board meetings
- ensured implementation of decisions
- keeping up-to-date lists of members, and communicates with them
- dealing with correspondence, and producing written reports
- advising on legal, governance, accounting, and tax implications of proposed policies and plans
- ensured that proper arrangements are made for the Health and Safety of employees, and for insurance and property issues.

See also the Voluntary Sector Legal Handbook p. 172

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