

<b>Document 225</b>	<b>Company Secretary Responsibilities</b>
<b>What is this?</b>	This is Carriglea Cáirde Services' current policy document detailing the Company Secretary Responsibilities.
<b>Governance Code Sections:</b>	2.1 (b)
<b>Notes:</b>	<p>Extract from 'Guidance on the role of the Company Secretary' found at <a href="http://www.governancecode.ie">www.governancecode.ie</a></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>The role of the Company Secretary is filled by the CEO. The Board has a Governance sub-committee in place to ensure good governance and effective internal controls to minimise any potential conflicts of interest.</p>

## Carriglea Cáirde Services

### Implementation of the Company Secretary Role

#### **Introduction:**

Carriglea Cáirde Services is a company limited by guarantee without a share capital. In adopting the Governance Code, Carriglea Cáirde Services' board of directors decided that the CEO will continue to take on the Company Secretary role.

#### **Details:**

<b>Administrative duties</b> <i>The company secretary has important administrative duties which include:</i>	<b>How does this Happen?</b>
maintaining the company's registers the directors and secretaries and the interests of the directors and secretaries;	<ul style="list-style-type: none"> <li>• Director Register kept and available for inspection at all times.</li> <li>• Register of Directors' Interests is built up meeting by meeting as per 'Conflicts of Interest &amp; Loyalty' policy.</li> </ul>
arranging annual and extraordinary general meetings of the company and circulating members with the documents for those meetings;	<ul style="list-style-type: none"> <li>• CEO to do up draft AGM/EGM notice for Company Secretary to approve.</li> <li>• Same for all materials and documents.</li> </ul>
organising meetings of the board and sub-committees of the board and ensuring that the directors have the papers they need to consider the issues that are to be discussed;	<ul style="list-style-type: none"> <li>• Delegated to CEO and management team or members of the sub-committee.</li> <li>• Any issues picked up on via the 'board performance framework' processes.</li> </ul>
preparing the minutes of company general meetings and meetings of the board and its sub-committees;	<ul style="list-style-type: none"> <li>• Company meetings, board meetings and subgroup meetings are minuted by assigned member of staff, who gets the respective meeting Chairperson to approve them before circulation.</li> </ul>
making selected company documents available for inspection by the public;	<ul style="list-style-type: none"> <li>• Annual report and audited accounts to be published on website.</li> <li>• Other public documents to be made available</li> </ul>

	on website.
sending updated information and documents on time to the Companies Registration Office (CRO) and to other bodies;	<ul style="list-style-type: none"> <li>The company auditor is paid a fee to process all B10s, end of year, and all CRO returns.</li> <li>Re the new Charity Regulatory Authority, the ownership of the reporting will be done directly by management.</li> </ul>
publishing legal notices in the media;	<ul style="list-style-type: none"> <li>The Company Secretary / CEO to make resources available.</li> </ul>
keeping custody of the company seal;	<ul style="list-style-type: none"> <li>The company seal is kept in a locked safe in Carriglea Cáirde Services offices.</li> </ul>
providing the directors with legal and administrative support.	<ul style="list-style-type: none"> <li>The company has access to professional services and when needed is made available to the board.</li> </ul>
<p><b>Legal duties</b></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"> <li>Gets done, as directed by the auditors.</li> </ul>
certify that the financial statements attached to the annual return are true copies of the originals; and	<ul style="list-style-type: none"> <li>Gets done as part of the Finance &amp; Audit subgroup and the Board approval process for the audited accounts.</li> </ul>
verify the statement of the company's assets and liabilities if the company is in liquidation or receivership.	<ul style="list-style-type: none"> <li>Not applicable to date.</li> </ul>