



SUSSEX EMMAUS

ROLE DESCRIPTION FOR COMPANY SECRETARY

Sussex Emmaus is a registered charity and a company limited by guarantee. The Company Secretary is an Officer of the Company and is responsible to the Chief Executive in so far as administrative duties have not been delegated elsewhere.

The Company Secretary is responsible for ensuring that the Company complies with appropriate legal practice and maintains standards of corporate governance.

Responsible to: The Chief Executive and with direct access to the Chair of the Board of Trustees.

Responsible for: All administrative and legal matters with regard to the effective and proper functioning of the Board.

Legal and Constitutional

- To ensure that statutory returns to Companies House and the Charity Commission are made within the correct timescales.
- To ensure that the statutory books, including the Register of Directors and the Register of Members, are kept up to date.
- To ensure that office copies of the Memorandum and Articles of Association are kept up to date. In the event of any changes proposed by the Board, to obtain prior approval from the Charity Commission and seek final approval from members. To ensure that certified copies are lodged with the Charity Commission and Companies House.
- To have custody of the Company seal and to ensure that authority is obtained for its application.
- To advise the Board of any changes in membership.
- To advise the Board on constitutional and legal issues.
- To draft and provide policies on legal and governance matters.

Meetings

- In conjunction with the Chair, to prepare and issue agendas and notices of Board and General Meetings.
- In conjunction with the Chief Executive, to ensure, so far as possible, that all documents and reports required for meetings are available and circulated on time.
- To arrange for minutes of meetings to be taken and distributed in a timely manner.

- To maintain the Minute Book containing copies of minutes duly signed by the Chair.
- To attend Board and General Meetings and advise on any of the above matters.
- To assist the Chair in the conduct of all Board meetings and to prepare an order of proceedings for the Chair's use at Annual General Meetings
- To become, a member of any committee, task group or other forum established by the Board as the Chair and Chief Executive may reasonably request.
- To contribute to meeting discussions as necessary.

Administration:

- To maintain a register of Directors.
- To maintain a register of Directors' interests and to update this at least annually.
- To maintain a register of Members.
- To maintain a register of application of the Company's seal.
- To maintain a register of charges.
- To assist the Chief Executive in the maintenance of a rolling actions log to monitor agreed actions arising from Board meetings.
- To assist the Chief Executive in the maintenance of the Company's risk register.
- To prepare terms of reference for the Board, committees and task groups and to monitor and draft proposed amendments.
- To assist and advise the Chair on any matters relating to effective governance, including Board composition, conflicts of interest, staff, etc.
- To maintain a register of people with significant control (a PSC register)
- To carry out such other duties as are consistent with the position of Company Secretary and authorised by the Board.

Qualifications and Experience, or willingness to learn:

- Associate of the Chartered Institute of Secretaries or
- Such person whom the directors consider has appropriate qualifications and experience to carry out the duties of a company secretary, relevant to the Company.
- A working knowledge of company law, charity law and employment law.
- A commitment to subscribe to and uphold the ethos and values of Emmaus as set out in its Mission Statement and Statement of Core Values.

Learn more about our ethos and purpose: www.emmausbrighton.co.uk. For an informal discussion of the role, please contact christine@emmausbrighton.co.uk.

To apply for the role of Company Secretary, please send a CV and supporting statement to: admin@emmausbrighton.co.uk.

RW - Revised 18 June 2016, 21 Nov 2016 and Feb 2020