**All directors/trustees have five fundamental duties:**

* A duty of good faith and loyalty to the organisation
* A duty to exercise reasonable care and skill in carrying out the role of director/trustee
* A duty to prevent insolvent trading by the organisation
* To abide by the FSA Professional Code of Conduct & Memorandum and Articles
* To abide by the legal requirements and responsibilities of a Director as directed by Companies House in the Companies Act 2006 and the Charity Commission in the Charities Act 2011.

**Company Secretary Job Description**

The Company Secretary is responsible for the efficient administration of a company, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the Board of Directors are implemented.

Despite the name, the role is not a clerical or secretarial one in the usual sense. The company secretary ensures that an organisation complies with relevant legislation and regulation, and keeps board members informed of their legal responsibilities. Company secretaries are the company’s named representative on legal documents, and it is their responsibility to ensure that the company and its directors operate within the law. It is also their responsibility to maintain company records, such as lists of directors and annual accounts.

The Company Secretary in all sectors have high level responsibilities including governance structures and mechanisms, corporate conduct within an organisation's regulatory environment, board and trustee meetings, compliance with legal, regulatory and listing requirements, the training and induction of non-executives and trustees, contact with regulatory and external bodies, reports and circulars to directors/trustees, management of employee benefits such as pensions and employee share schemes, insurance administration and organisation, the negotiation of contracts, risk management, property administration and organisation and the interpretation of financial accounts.

Company secretaries are the primary source of advice on the conduct of business and this can span everything from legal advice on conflicts of interest, through accounting advice on financial reports, to the development of strategy and corporate planning.

The exact responsibilities of the company secretary depend on the size and nature of the company and there is no statutory definition of what these are, but it generally includes some or all of the following:

* maintaining the company’s statutory registers;
* updating the records held by Companies House
* updating records at the Charity Commission, including submitting the annual report and accounts
* maintaining the registered office
* managing and storing the company’s records; and
* organising the company’s board meetings and annual general meetings
* taking a lead on governance

All of these duties are carried out in conjunction with the other named officers in the board of directors ie chair, vice chair and treasurer and acting CEO of the FSA.

Date: 11th September 2014