



COMPANY SECRETARY MANUAL

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i. WHAT IS A COMPANY SECRETARY?

A company does not now legally have to have a company secretary but the Bridge Collective articles require us to have one. The articles can be changed by a vote by the members of the company.

ii. LEGAL DUTIES

You might be criminally liable if these tasks are not fulfilled at the right time. The Bridge has structures to ensure this doesn't happen. The company secretary has the job of making sure these structures are followed.

As a company secretary, you need to learn to do the following:

- Be aware when each of these tasks is due.
- Make sure they have been done.
- Know how to log on to Companies House web filing service and submit a form.
- Know where the paper and electronic records of members, directors and secretaries are kept and how to update them.
- Understand how to check and update information on the Bridge website.

iii. Notes: Tasks and when they become due to be done

1. Filing changes in details of company directors or secretaries within 14 days of the change. - This is done online. It happens when a new secretary or director is appointed (usually at the AGM) or resigns or changes name or address. The filing needs to be done by the company Secretary (or delegate) with the new director/secretary.
2. Ensure the paper directors and secretary registers in the office are up to date (to do whenever a director or secretary or resigns.)
3. Filing Annual accounts and CIC34 form and ensuring the fee is paid. This is done once a year working with the project facilitator (finance).

The accounts are prepared by the accountant and sent back to be accepted at a directors meeting. After that they are filed by post. They must be received with the CIC34 form by Companies House by 31st December the next year. The CIC34 report is a form which we use

from Companies House website, this is done once a year, sent by post with the accounts by 31st December this includes paying a fee or we will be fined.

4. Filing the Annual Return (a form confirming company information such as who the directors are ect.) with Companies House, this is done once a year online between 3rd April - 1st May, this will include paying a fee.
5. Filing ensuring the members register is up to date.

This is

- a) A paper record kept locked in the office.
- b) A record on a memory stick locked in the office (a back up memory stick also locked in the office).

In addition you need to keep the record of newsletter subscribers up to date, this is on the memory stick.

iv. Structure to support you

These tasks all come up on the agenda for the monthly company secretary meeting, at the appropriate time in the year. Mostly they can be done during the company secretary meeting.

The only exception is appointment and termination of the company secretary or director.

This happens at either the AGM or another general meeting or a directors meeting - resignations will be sent to the directors meeting and will be valid from the date of the meeting when they are accepted.

Company secretary must either:

Be at each directors meeting and general meeting or

Arrange for someone else to fulfill their responsibilities there.

Which are: ensure changes are filed within 14 days. You will need the person being appointed to be present when you do this so arrange a time with them.

v. Calendar of Duties

Every Month Duties

- Changes to director/secretary details. (*see note 1 and 2*)
- Memberships (*see note 5*)
- Policy and procedure progress review
- Make sure new members have notice on new policies ect.

Month	Duties
January	<ul style="list-style-type: none"> • Feedback request for annual report ready for newsletter, and email to group organisers • Advertise for Directors and Company Secretary.
February	<ul style="list-style-type: none"> • Notice for AGM, directors nominations and company secretary, Agenda and proxy voting ready for the newsletter. • Renewal for subs ready for newsletter.
March	<ul style="list-style-type: none"> • Check insurance renewal • Annual return and fee. (<i>see note 4</i>)
April	<ul style="list-style-type: none"> • Check insurance certificate is displayed • Prepare for AGM, including draft annual report.
May	<ul style="list-style-type: none"> • Membership and newsletter database updates.
June	<ul style="list-style-type: none"> • Report for DCC/DPT • Check companies house forms have been sent following AGM
July	<ul style="list-style-type: none"> • Check Annual Report is written up and brought to directors meeting to agree
August	<ul style="list-style-type: none"> • Put Annual Report on internet
September	<ul style="list-style-type: none"> • Arrange with new directors and secretary at the AGM to complete appointment forms on the internet.
October	<ul style="list-style-type: none"> • Make sure AGM date is on Oct directors meeting agenda • Circulate draft accounts (copies in Bridge and on internet)
November	<ul style="list-style-type: none"> • Accounts and CIC 34 form + Fee £15 to be sent together to companies house - deadline 31st December. (<i>see note 3</i>) • AGM info ready for newsletter - the date and director nomination procedure.
December	<ul style="list-style-type: none"> • Final accounts returned from accountants sent with CIC34 report to companies house