

Company secretary – role and responsibilities

The role of the company secretary can cover all areas of a company's activities, depending on the size and nature of the company.

The duties of the company secretary are not specified in detail in the Act, although as an officer of the company, the company secretary can be liable, along with the directors, for breaches of numerous provisions of the Act that are the responsibility of the officers of the company.

The company secretary plays a central role in the legal operation of the organisation. While the directors are ultimately responsible for ensuring high standards of corporate governance, in practice the company secretary will often advise on such matters. The company secretary will also manage shareholder relations and board effectiveness.

ICSA guidance on the duties and reporting lines of the company secretary divides the role and responsibilities into three broad areas – the board, the company, and the shareholders – and then sets out the core duties which are summarised below.

Checklist

The board

Board/committee meetings

- Organise the board/committee meetings.
- Agree meeting agendas with the chairman and/or chief executive and ensure optimal decision making by for example, allowing appropriate time for discussion, organising and distributing high- quality information to promote good decision making.
- Ensure that the board and committees are properly constituted and advised, that there are clear terms of reference and that the business of the board and committees is coordinated.
- Advise the board on compliance matters and ensure correct procedures are followed.
- Provide independent and impartial advice to the board on governance matters.
- Advise directors on their statutory duties under the Act and ensure compliance with restrictions in the Act. For example, conflicts of interest, service contracts, loans and other transactions.
- Facilitate the induction, professional development and evaluation of directors, including skills audits to ensure appropriate composition of the board.

The company

Constitution

- Ensure the company complies with its constitution, draft and incorporate amendments as required.

Registers and returns

- Maintain statutory registers (members, director and secretary, directors' interests).

- Ensure that the company meets the periodic compliance requirements of the CRO and report certain changes regarding the company. These will include:
 - amended constitution;
 - notices of appointment, removal and resignation of directors and the secretary;
 - share capital returns;
 - notices of removal or resignation of the auditors;
 - change of registered office;
 - company resolutions;
 - annual returns; and
 - annual report and financial statements.
- In the case of the resignation of the company auditor, ensure the relevant notification is sent to IAASA.

General compliance

- Monitor and ensure compliance with relevant legal requirements which are the responsibility of the secretary, particularly under the Act such as the administration of the registered office, communication and display of the company's identity and arrangements for the public inspection of documents.

The shareholders

Listed company obligations

- Monitor and ensure compliance with the Listing Rules (and the Market Abuse Regulation).
- Manage relations with the Central Bank of Ireland and the Irish Stock Exchange.
- Release 'regulated information' and ensure the security of unreleased, price-sensitive information.

General meetings

- Organise general meetings as required by the Act, the company's constitution and the Listing Rules if applicable.
- Prepare and issue notices of meetings and proxy forms.
- Support the board and prepare briefing notes for directors.
- Ensure correct procedures are followed especially in relation to voting.

Report and financial statements

- Coordinate the preparation, publication and distribution of the company's annual report and financial statements and interim financial statements in consultation with the company's internal and external advisors.

- Assist the directors in preparing the narrative reporting sections of the report, covering corporate governance disclosures and the work of the board and its committees.

Share registration

- Some or all of these tasks may be outsourced to the company's registrar, but the company secretary will need to be responsible for managing the relationship.
 - Maintenance of the company's register of members.
 - Payment of dividends and interest.
 - Issuing documentation regarding rights issues and capitalisation issues.
 - Dealing with transfers and other matters affecting shareholdings.
 - Dealing with queries and requests from shareholders.

Shareholder communications

- Communicate with the shareholders formally (e.g. through circulars) and encourage good shareholder relations by providing appropriate information on the company's website.
- Relations with institutional shareholders and their investment protection committees.

Shareholder monitoring

- Monitor the register of members to identify any apparent 'stake building' in the company's share by potential takeover bidders.
- Make enquiries of members as to beneficial ownership of holdings.
- Share and capital issues and restructuring.
- Implement changes in the structure of the company's share and loan capital.
- Devise, implement and administer directors' and employees' share participation schemes.

Notes

There are many other areas in which company secretaries can and often do become involved relating to the management of companies. These might include other aspects of company law, regulation and compliance such as risk management, pensions administration, information security and data protection and health and safety.

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