

Subject – Secretarial Practices
Subject code- BBA603 / BCH603
Lecture 4

ROLES AND RESPONSIBILITIES

- To ensure the compliance of the provisions of various laws applicable to the Company.
 - To ensure that the affairs of the Company are conducted in the manner specified in the Memorandum and Articles of Association of the Company.
 - To conduct the Board Meetings, Committee meetings, General Meetings and to attend the same.
 - To maintain the Minutes of the above meetings.
 - To carry out all the procedure related to the allotment, transfer and transmission, buy back of shares of the Company. Keeping the Companies Record and to maintain the Statutory Registers as required by the Companies Act, 2013.
 - To advise the Board of Directors of their legal obligations.
 - To represent the Company in front of various Regulators and Government Departments.
 - To guide the Directors about their Responsibilities and duties.
 - To be a liaison between the Company and the Stakeholders.
 - To do all such duties as assigned by the Board.
1. To do all such acts as may be prescribed under the various Laws applicable to the Company.

Officer In Default As per Section 2(60) of the Companies Act, 2013, A Company Secretary is regarded as the officer in default. So, the Company Secretary will be penalized whenever the Company in which he is employed, does not Company with the Act.

Formal duties

According to the July 2018 UK Corporate Governance Code, "All directors should have access to the advice of the company secretary, who is responsible for advising the board on all governance matters. Both the appointment and removal of the company secretary should be a matter for the whole board."

The secretary is an **officer of the company** and their duties can be wide ranging. While the Companies Act does not generally specify the role of the company secretary, they usually undertake the following duties

- Maintaining the company's statutory books, including:
 - a register of present and past directors and secretaries
 - a register of all shareholders, past and present and their shareholdings
 - a register of any charges on the company's assets
 - minutes of general meetings and board meetings
 - a register of the debenture holders (typically banks)
- Filing annual returns at Companies House. Other documents which must be filed include the directors' report and auditors' report (unless the company is exempt), and financial statements, including details of the company's assets and liabilities.
- Arranging meetings of the directors and the shareholders. This responsibility will involve the issue of proper notices of meetings, preparation of agenda, circulation of relevant papers and taking and producing minutes to record the business transacted at the meetings and the decisions taken.
- Informing Companies House of any significant changes in the company's structure or management, for example the appointment or resignation of directors.
- Establishing and maintaining the company's registered office as the address for any formal communications. Ensuring that all the company's business stationery carries its name, registered number, country of registration and registered address. These details must also appear on the company website, emails, order forms and invoices.
- Ensuring the security of the company's legal documents, including for example, the certificate of incorporation and memorandum and articles of association.
- Deciding on the company's policy for the filing and retention of documents.
- Advising directors on their duties, and ensuring that they comply with corporate legislation and the articles of association of the company.

Additional Duties

The company secretary will often be required to take on a variety of additional administrative duties. Typically, these may include:

- Insurance
- Company pension scheme

- Administration of share schemes
- PAYE & payroll
- VAT registration
- Management of the company's premises and facilities
- Office management
- Compliance with data protection and health and safety requirements
- Intellectual property