

JOB DESCRIPTION

Job title:	Company Secretary
Job location:	Flexible
Responsible to:	Board of Trustees, particularly the Chair, HGS and Treasurer
Responsibilities for people:	None
Term:	Permanent
Time Commitment:	See below

The Role – how it fits with the Society

The Botanical Society of Britain and Ireland (the Society, BSBI) is constituted both as a company limited by guarantee (registered in England & Wales) and as a charity (registered in England & Wales and in Scotland).

A Company Secretary (CS), although not required in law (any Trustee may legally do what Company law requires of a CS), may be appointed by the Board under BSBI's Articles of Association. BSBI has chosen to appoint a designated CS. An appointed CS must be registered at Companies House.

This is a voluntary role that fulfils statutory and regulatory requirements for BSBI as described below.

The Role - Responsibilities and Tasks

The CS ensures BSBI complies with its statutory filing responsibilities and in the visibility of statutory information to Trustees, members and to the public.

- **Statutory & Regulatory Returns** – The CS is responsible for the timely and accurate submission of all Statutory Returns to Companies House, OSCR and the Charity Commission. This responsibility shall extend to any charity regulators elsewhere should BSBI become aware of a responsibility to register.
- **Legal Compliance** – The CS keeps the Board of Trustees abreast of its legal responsibilities within the context of the responsibilities and tasks outlined in this Job Description.
- **Board Meetings** - The CS attends Board meetings, takes minutes and ensures meetings are properly convened.
- **AGMs** - The CS liaises with the Chair, HGS and Treasurer, Head of Operations and others, to prepare, and ensure publication of, the AGM agenda. The CS takes minutes and ensures their publication to Members.
- **Administration** - The CS maintains files containing *inter alia*: the Certificate of Incorporation; the Articles of Association; signed copies of the Annual Report and Accounts; copies of Company and Charity annual returns; for Trustees/Directors and the CS, their consents to act and filings of appointment and resignation and the related registers; the Register of Persons with Significant Control; and Board agendas, papers, signed minutes and resolutions.

The above list of responsibilities and tasks is not exhaustive and other responsibilities and tasks, and training appropriate to the role, may need to be undertaken, as requested by the Board of Trustees.

Time Commitment

The following time commitment is anticipated:

- Board meetings – around 4 days p.a., often in central London
- AGM – attend annually
- Operational responsibilities – around 10 days p.a., mainly before and after Board meetings and the AGM