

Duties of the Secretary of an Industrial & Provident Society

The Secretary is the main person responsible in law for ensuring that the functions listed below are carried out, although the whole Committee /Board of Directors may be held responsible if they are not done. The Secretary does not necessarily have to perform each task; the Society could decide that another member should do so.

It is usual for the Secretary to know more about the constitution ('Rules') of the Society than other members and to ensure that all relevant legislation is complied with.

When your Society is registered:

1. Choose a financial year-end. This must be between 31st August and 31st January, unless you obtain permission from the Registrar to have it outside of this period.
2. At your first meeting, choose your Committee/Board members or, if you wish to work as a collective, resolve that all members shall be on the Committee/Board.
3. Display the full name of the Society at the registered office and at each place of business. In addition, if trading under any name other than your registered name, the registered name must be displayed *inside* every office or place of business (Business Names Act 1985, S.4).
4. Make sure your stationery meets legal requirements. Letterheads, invoices etc. must show:
 - a. The Society's full name (including "Limited") in addition to any trading name and logo you use
 - b. The registered office address
 - c. Registration number
 - d. "Registered in England and Wales" or "Registered in Scotland" (as the case may be).
2. Keep a *Register of Committee Members/Board of Directors*, showing the names and addresses of each Committee/Board member and the dates they took office and retired. You do not have to notify the Registrar of changes to Committee/Board members except in the annual return.
3. You must keep a *minute book* in which should record the proceedings of all meetings. The minutes must make clear whether a meeting is a General or a Committee/Board meeting. The minutes should contain at least the names of all those present and records of decisions made (you do not have to minute every discussion). After meetings it is a good idea to extract items of long-term significance from the minutes into a separate book - this will become your internal or *secondary rules*. Various people (e.g. your accountant) may wish to see your minutes from time to time, and members of the Society may inspect the minute book at any time.
4. Make sure that the number of members does not fall below three. If it does, the Registrar has the power to cancel the Society's registration. (Societies may have less than three members if both members are themselves IPSs)

Continuous responsibilities:

1. Keep at the registered office a *Register of Members*, showing:
 - a. Members' names and addresses;
 - b. When they joined and left the Society;
 - c. How many shares each holds (often a single £1 share);
 - d. Any loans made by the member.The register may be inspected by the Registrar and must be secure against falsification. It is the main legal document showing who the members of the Society are.
5. Provide each new member with a copy of the Rules. Anyone else with a financial interest in the Society (e.g. a lender) has a right to a copy as well.
6. Issue a contract of employment and statement of main terms and conditions of employment to each employee within 8 weeks of their starting work. This should include a disciplinary and grievance procedure.
7. Give proper notice of all *General Meetings* to all members, and to the auditor, in accordance with your Rules. The auditor may attend

General Meetings, and speak on any relevant matter.

8. Keep the seal. The seal is the signature of the Society, used on contracts, which have a lifespan of more than three years. Its use should be minuted. The Secretary and two other Committee/Board members must sign every document it is used upon.

From October 2003 it has been possible for societies to cease using a seal provided their rules allow it. If a society opts to not have a seal then the secretary and one director or two directors should sign on behalf of the society instead.

Each year:

1. A Society can be eligible for an exemption from audit if it meets the qualifying criteria in terms of turnover and whether the members have requested a full audit.
2. Make sure that the AGM is held in each calendar year, in accordance with the regulations contained in your Society's Rules.

3. Send the *Annual Return* to Registrar within seven months after the financial year end. The annual return must be accompanied by a periodic fee (please see the FSA website for the current charge). Many Societies find it easier to send a separately printed copy of the annual accounts with the return, rather than filling in the pages set aside for this purpose.
4. Keep the latest *balance sheet and auditor's report* displayed in a conspicuous position at the registered office.

Occasionally:

1. Inform the Financial Services Authority of any change of registered office.
2. Register and release any charges on the Society's assets with the Financial Services Authority.
3. Register any amendments to your Rules with the Financial Services Authority. You may wish to engage Co-operatives^{UK} to assist with this process, or indeed with any dealings with the the Financial Services Authority: please ask for details.

*IPS forms can be obtained from the
Financial Services Authority,
Mutual Societies Registration,
25 The North Colonnade, Canary Wharf,
London, E14 5HS*

www.fsa.gov.uk/pages/doing/small_firms/msr/societies/index.shtml