



# Role & Responsibilities: Company Secretary

*Updated: January 2026*

The Asthma Society of Ireland is seeking a Company Secretary to join its Board of Directors. This voluntary role offers an opportunity to meaningfully contribute to a highly respected to a national health charity working on behalf of the 450,000 people living with asthma in Ireland. The Asthma Society has been awarded the Triple Lock Standard by the Charities Institute of Ireland, certifying the highest standards of transparency, governance, and ethical fundraising.

The Company Secretary will ensure the board continues to conduct its duties in accordance with the highest standards of governance and the organisation fulfils its statutory obligations and fully complies with the law.

Members of the Board of Directors meet remotely in the evening 6 times a year (from 6-8pm), and attend the Annual General Meeting, as well as offering occasional input between meetings.

The duties and responsibilities of the Company Secretary are outlined below. Given that many of those duties may be delegated to the Executive with Company Secretary oversight, current delegation practices within the Asthma Society are also indicated.

Duty/Responsibility	In Practice
<b>Maintaining the company's registers including those of company members, Directors and Secretaries, as well as maintaining the Register of Directors' Interests.</b>	Details of company members and Directors, as well as Register of Directors' Interests are kept on the company's cloud system, managed by the Finance and Compliance Manager and accessible at all times to the Secretary.  Details of Company members and Directors are reviewed by the Company Secretary at a minimum once a year in preparation for the organisation's Annual General Meeting.

	<p>The Register of Directors' Interests is built up meeting-by-meeting as per the 'Conflicts of Interest &amp; Loyalty' policy.</p> <p>The Secretary is responsible for facilitating the Board's conflict-of-interest disclosures, ensuring the Board is reminded of its declaration obligations (included on as standing agenda item at all Board meetings).</p> <p>The responsibility to circulate and update the Register of Directors' Interests is delegated to the Finance and Compliance Manager. However, the Secretary will retain responsibility for ensuring the Register is circulated to Directors at least annually and has been updated promptly after each meeting.</p>
<p><b>Arranging Annual and Extraordinary General Meetings of the company and circulating relevant documentation, ensuring all correspondence to members and Directors are circulated as stipulated under charity and company regulations, and the organisation's Constitution.</b></p>	<p>The Finance and Compliance Manager and/or CEO draft all required materials and documents, including AGM/EGM notice, for the Secretary to approve.</p>
<p><b>Organising meetings of the Board (and sub-committees of the Board) and ensuring that the Directors have the papers they need to consider the issues that are to be discussed.</b></p>	<p>Delegated to CEO and Management Team, under the guidance of the Chairperson of the Board and sub-committee chairpersons.</p>
<p><b>Preparing the minutes of company general meetings and meetings of the Board and its sub-committees.</b></p>	<p>Delegated to CEO and management team, under the guidance of the Chairperson of the Board and sub-committee chairpersons. Minutes are reviewed and formally adopted at subsequent meetings of the relevant body.</p>
<p><b>Making the company's registers, minute book, and other similar documents</b></p>	<p>The company's Directors are listed on the Asthma Society of Ireland's website and</p>

<p><b>available for inspection by the Board, auditors, and the public.</b></p>	<p>updated as required. The Company members' listing and minute books are filed on the company's cloud system to be made available as required.</p> <p>Responsibility for ensuring that statutory books, minute books, registers and other corporate records are maintained in appropriate format (paper or electronic), are secure yet accessible to authorised users, and are preserved for the period required by law is delegated to the Finance and Compliance Manager.</p>
<p><b>Submitting updated information and documents on time to the Companies Registration Office (CRO), the Charity Regulatory Authority (CRA), and to other bodies, as determined by relevant legislation.</b></p>	<p>The Secretary will review, sign the company's annual returns (B10s, etc.), and certify that the financial statements attached to returns are true copies.</p> <p>The Finance and Compliance Manager will prepare and process all B10s, end-of-year, and CRO and CRA returns.</p>
<p><b>Verify that the financial statements attached to the annual return are true copies of the originals.</b></p>	<p>Completed as standing business of the Finance, Risk &amp; Audit sub-committee and the Board as part of the approval process for the audited accounts.</p>
<p><b>Providing Directors with legal and administrative support and publishing legal notices in the media.</b></p>	<p>The company has access to professional services and, when needed, these are made available to the Board.</p>
<p><b>Keeping custody of the company seal</b></p>	<p>The company seal is kept in locked storage by the Finance and Compliance Manager.</p>
<p><b>Verify the statement of the company's assets and liabilities if the company is in liquidation or receivership.</b></p>	<p>The Secretary must be familiar with the procedure for liquidation/wind-up and ensure the company's obligations in those circumstances can be fulfilled.</p>
<p><b>Monitoring changes to charity law/governance guidance (including Charities Act 2009, Charities Governance Code, CRA directions) and</b></p>	<p>The Secretary will be responsible for advising the Board (and its sub-committees) on evolving governance best practice (including guidance from the Charities Regulator, Governance Code for</p>

<p><b>informing the Board/management accordingly.</b></p>	<p>Charities, and company law developments) and ensuring reviews of the Board and sub-committee terms of reference, Board performance, Director induction, and Board/Secretary training.</p> <p>The CEO will ensure all necessary supports and training are provided to the Secretary to facilitate development of best practice expertise.</p> <p>Responsibility for organising reviews, inductions and training is delegated to the CEO.</p> <p>Responsibility for maintaining a register of statutory and regulatory obligations (e.g., company law, charity regulation, health &amp; safety, data protection, etc.) and providing periodic reports to the Board on compliance status is delegated to the Finance and Compliance Manager.</p>
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