



Cloch Housing Association

Secretary Role Description

Policy Name	Secretary Role Description
Policy Category	GOV
Policy Number	111
Date Adopted	23/09/2021
Last Review	21/09/2022
This Review	20/09/2023
Next Review	September 2024
Equalities Impact Assessment Required	No
Link to other policies	Standing Orders
Consultation	No
Need for Procedure	No

Note – if you assign the role of the Secretary to a senior member of staff. Where this is the case, the relevant sections of this role description (2.1 and Annex 1) should be reflected in Cloch’s Standing Orders and a separate role description will not be necessary. Under these circumstances, no annual election of the secretary will take place as the Standing Orders will state that this role is carried out by the appropriate member of staff – in most cases the CEO. Therefore the below role description is most relevant to RSLs who decide that a governing body member will carry out the role and is drafted to reflect this.

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of Cloch Housing Association. The responsibilities described here are additional to those set out in the governing body members’ (GBM) role description. It should also be considered alongside the Rules and Standing Orders.
- 1.2 The role of the Secretary will be carried out by a governing body member of Cloch who will be elected by the governing body, every year at the first meeting following the AGM.
- 1.3 Where appropriate, the Secretary’s duties can be delegated to an appropriate employee of Cloch with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner. All of the practical duties detailed at 2.1 – with the exception of attendance at meetings - will be delegated to the Head of Corporate Services.

2. Duties of the Secretary

- 2.1 The Rules specify the Role of the Secretary in detail. [All references to the Secretary within Cloch’s Rules are provided as Annex 1]
- 2.2 The duties of the secretary include:
 - Calling and going to all Annual General Meetings, Special General Meetings and governing body meetings;
 - Keeping the minutes for all Annual General Meetings, Special General Meetings and governing body meetings;
 - Sending out letters, notices calling meetings and relevant documents to Members before a meeting;
 - Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator;
 - Ensuring compliance with Rules;
 - Keeping the Register of Members and other Registers required by Cloch’s Rules;
 - Supervision of the seal;

3. Monitoring and Review

- 3.1 This role description was approved by the governing body. It will be reviewed annually after the AGM.

Annex 1 – References to Secretary Within Cloch’s Rules

1. Rules Relating to Correspondence with Members

[Rule 10]

If you change your address, you must let the Association know by writing to the Secretary at the registered office within three months. This requirement does not apply if you are a tenant of the Association and have moved home by transferring your tenancy to another property owned and managed by the Association.

[Rule 11.1.1]

You resign your membership giving seven days’ notice in writing to the Secretary at the registered office.

[Rule 11.1.4.2]

(This refers to part of the procedure for cancelling a Membership by virtue of receiving a complaint)

The Secretary must notify the Member of the complaint in writing no less than one calendar month before the meeting takes place

2. Rules Relating to Annual and Special General Meetings

[Rule 22.1]

All general meetings other than annual general meetings are known as special general meetings. The Secretary will call a special general meeting if:

[22.1.1] the Committee requests one; or

[22.1.2] At least four Members request one in writing. If there are more than 40 Members, at least one tenth of all the Members must ask for the meeting.

[Rule 22.2]

Whoever asks for the meeting must give the Secretary details of the business to be discussed at the meeting.

[Rule 22.3]

If a special general meeting is requested, the Secretary must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of the Secretary receiving the Members' request. The Secretary should decide on a time, date and place for the meeting in consultation with the Committee or the Chairperson, but if such consultation is not practicable the Secretary can on his/her own decide the time, date and place for the meeting.

[Rule 22.4]

If **the Secretary** fails to call the meeting within ten days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

[Rule 23.1]

The Secretary will call all general meetings by written notice posted or sent by fax or email to every Member at the address, fax number or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:

- [23.1.1]** the time, date and place of the meeting;
- [23.1.2]** whether the meeting is an annual or special general meeting;
- [23.1.3]** the business for which the meeting is being called

[Rule 23.2]

The Committee may ask **the Secretary** to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to his or her registered address, shall be deemed to have arrived forty eight hours after being posted. Each communication sent to a Member by fax or email shall be deemed to have arrived on the day it is sent.

[Rule 27.6]

If there is to be an election of Committee Members at an Annual General Meeting, you can vote by post. Not less than 14 days before a meeting is held at which one or more Committee Members will be elected, you will receive a ballot paper for the election. You can vote in the election by returning the ballot paper to the Secretary at least 5 days before the day of the meeting, or by bringing your ballot paper along to the meeting.

3. Rules Relating to Committee Meetings and Special Committee Meetings

[Rule 50]

Committee Members must be sent written notice of Committee meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to the Secretary at least seven days before the date of the meeting. The accidental failure to give notice to a Committee Member or the failure

of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

[Rule 56.1]

The Chairperson or two Committee Members can request a special meeting of the Committee by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after the Secretary receives the request.

[Rule 56.3]

If the Secretary does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case, they must write to all Committee Members at least seven days before the date of the meeting.

4. Rules Relating to the Role of the Secretary

[Rule 59.1]

The Association must have a Secretary, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, except for the Secretary, must be elected Committee Members and cannot be co-optees. An employee may hold the office of Secretary although not be a Committee Member. The Committee will appoint these Office Bearers. If the Secretary cannot carry out his/her duties, the Committee, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out the Secretary's duties until the Secretary returns.

[Rule 59.2]

The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Committee.

[Rule 59.3]

The Secretary's duties include the following (these duties can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner):

[59.3.1] calling and going to all meetings of the Association and all the Committee Meetings;

[59.3.2] keeping the minutes for all meetings of the Association and Committee;

- [59.3.3]** sending out letters, notices calling meetings and relevant documents to Members before a meeting;
- [59.3.4]** preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- [59.3.5]** ensuring compliance with these Rules;
- [59.3.6]** keeping the Register of Members and other registers required under these Rules; and
- [59.3.7]** supervision of the Association's seal.

[Rule 59.4]

The Secretary must produce or give up all the Association's books, registers, documents and property whenever requested by a resolution of the Committee, or of a general meeting.

[Rule 59.10]

The Chairperson can resign his/her office in writing to the Secretary and must resign if s/he leaves the Committee or is prevented from standing for, or being elected to the Committee under Rule 43. The Committee will then elect another Committee Member as Chairperson.

[Rule 63]

The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which the Secretary must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by the Secretary or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

[Rule 68]

At the last Committee Meeting before the annual general meeting, the Secretary must confirm in writing to the Committee that Rules 62 to 67 have been followed or, if they have not been followed, the reasons for this. The Secretary's confirmation or report must be recorded in the minutes of the Committee Meeting.

[Rule 75.1]

Every year, within the time allowed by the law, the Secretary shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.

[Rule 75.2]

The Secretary must also send:

[75.2.1] a copy of the auditor's report on the Association's accounts for the period covered by the return; and

[75.2.2] a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

[Rule 85]

The Secretary shall, on demand, provide a copy of the Rules of the Association free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Association may require, not exceeding the amount specified by law, to any other person.

5. Monitoring and Review

This role description was approved by the governing body on 20 September 2023. It will be reviewed annually after the AGM.