



S

ation to the administration of a company
erning the role of a company secretary.

A

no longer required to have a company
require the company to appoint a company
listed companies are still required to have a

company to have a company secretary, the company and the directors will still have to decide on the company records. Failure to fulfil the statutory duties can lead to penalties.

the table below) that would formerly be the annual return and documenting the company, these duties do not normally now be delegated to lawyers, accountants has been appointed.

pany secretary, that individual's role may es. The company secretary may become he point of contact for external regulators also frequently responsible for keeping der review, and advising the board of

between board members, and between corporate strategies by making sure that the

iation

no longer necessary for a private company to make reference to a company secretary. If the Articles are based on Table A (Companies Act 1985), they will refer to a company secretary. In these circumstances, the Articles should be amended (note that if the Articles only refer to the secretary, the amendment is not necessary).

Meeting of the shareholders must be called
Written resolution procedure can be used.
House within 15 days of passing the
Amendment to Articles of Association
(Resolution) – Amendment to Articles of Association

How to appoint a company secretary

Selection and recruitment of a company secretary are the responsibility of the Board of Directors. No specific qualifications are required to act as a company secretary. The company secretary may also be a director of the company (but does not have to be). The company secretary can be a natural person or a corporate body.

- the company's auditor
- an undischarged bankrupt

In a new company, the company secretary is appointed at incorporation (although remember that the appointment of a company secretary is not a requirement for incorporation. See: [Board Minutes – Resolution to Appoint Secretary](#) (CO.CSA.SEC.03)

The appointment of the secretary must be entered on the Companies House register. The company secretary must enter the appointee's details on the Companies House register.

Note that once a company secretary has been appointed, a letter of resignation should be used to confirm that the secretary has no further duties to perform. This should be executed as a deed, and the resignation should be properly documented. (See: [Letter of Resignation – Company Secretary](#) (CO.CSA.SEC.04.)

Delegation

Company secretarial work can be delegated to a company secretarial service. However, the company secretary will still be responsible for any work carried out. This means that it is important to check the paperwork before it is signed.

Filings at Companies House

On the appointment, resignation, or change of details, the following forms must be filed at Companies House within 14 days:

[Companies House Form AP03 – Appointment of individual](#) (CO.CSA.SEC.AP03)
[Companies House Form AP04 – Appointment of corporate](#) (CO.CSA.SEC.AP04)
[Companies House Form TM02 – Resignation of secretary](#) (CO.CSA.SEC.TM02)
[Companies House Form CH03 – Change of details \(e.g. address\)](#) (CO.CSA.SEC.CH03)
[Companies House Form CH04- Change of details \(Corporate Secretary\)](#) (CO.CSA.SEC.CH04)

Core Duties

The “core” duties of a Company Secretary are set out in the table below.

Core Duty
Maintain the registered office

responsibility of the Board of Directors. No specific qualifications are required to act as a private company, and the Company secretary may also be a director of the company (but does not have to be). The company secretary can be a natural person or a corporate body.

mission

ically appointed on the forms filed on the Companies House register. The appointment of a company secretary is optional). The company secretary will be appointed by a resolution of the board of directors. See: [Letter of Resignation – Company Secretary](#) (CO.CSA.SEC.03)

ment to notify Companies House, and to enter the appointee's details on the Companies House register.

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expert - for example, an accountant or a company secretarial service. However, the company itself will still be responsible for any work carried out. This means that it is important to check the paperwork before it is signed.

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[Companies House Form AP03 – Appointment of individual](#) (CO.CSA.SEC.AP03)
[Companies House Form AP04 – Appointment of corporate](#) (CO.CSA.SEC.AP04)
[Companies House Form TM02 – Resignation of secretary](#) (CO.CSA.SEC.TM02)
[Companies House Form CH03 – Change of details \(e.g. address\)](#) (CO.CSA.SEC.CH03)
[Companies House Form CH04- Change of details \(Corporate Secretary\)](#) (CO.CSA.SEC.CH04)

the table below.

Core Duty
Maintain the registered office and administering the registered office; ensure the receipt, co-ordination and filing of all official correspondence received by the company; ensuring the provision of facilities for the storage and safekeeping of company documents.

Maintain the statutory books and records, and facilitate access to them	
Maintaining Company Identity	<i>all business letters, notices and other communications of the company show the name of the company and any other information as required by the statute and that company name plates are kept in a conspicuous place.</i>
Share Administration	<i>maintain the company's register of members; issue/allotment and transfers and other dealings with share-holdings; dealing with requests from shareholders.</i>
Share and capital issues and restructuring	<i>manage properly authorised changes in the company's share and loan capital.</i>
Ensure the security of the Company's legal documents	<i>maintain safe custody and proper use of any documents.</i>
Administration of Board Meetings	
Administration of General Meetings	
Statutory Returns and Notifications to Companies House within appropriate timescales	
Filing of annual return and accounts (where required)	<i>manage the compilation and distribution of the annual report and accounts, in accordance with the company's internal and external requirements.</i>
Shareholder communications	<i>deal with the shareholders; arranging dividends and interest.</i>
General Compliance	<i>advise and advise directors of the restrictions and liabilities imposed upon them by the articles of association, and company law. monitor developments in corporate governance. develop the procedures which allow for compliance with relevant regulatory and legal requirements particularly under the Companies Act 2006 on retention of documents.</i>

Core duties are those for which the company secretary is responsible as an officer of the company. Additional duties are those that arise in practice. The core duties are listed in the table below. The additional duties can be broken down into three areas; the board, the company and the shareholder.

responsible as an officer of the company secretary as a matter of practice. The additional duties can be broken down into three areas; the board, the company and the shareholder.

The Board

The company secretary must ensure that the appointment of directors is properly carried out and he or she must ensure that the company secretary needs to be available to the directors by providing information to board members and attending at board meetings.

The company secretary will normally be responsible for raising matters with him, prior to discussion with the directors.

The Company

The company secretary should ensure that the company complies with all relevant statutory and regulatory requirements and ensure that due regard is paid to the specific business interests of the company. He or she can assist in the implementation of the company's strategies by ensuring that the board's decisions and instructions are properly implemented. The company secretary should be available to provide advice within the company on matters of business ethics and good governance.

The Shareholders

The company secretary needs to ensure that due regard is paid to the interests of the shareholders as appropriate and to ensure that the company secretary also needs to act as a primary point of contact for institutional and other shareholders.

The company secretary is often responsible for administrative roles, such as payroll and pension contributions, protecting intellectual property rights (trade marks and patents), and ensuring compliance with employment legislation.

Authority and liability of the company secretary

The company secretary is an officer of the company and he or she has ostensible authority to bind the company in its administration, in the same way as the directors. The company secretary is often authorised by the company to sign for the company on its behalf.

It is important to note that as an officer of the company, the company secretary may be criminally liable for defaults committed by the company (s. 21, 2006 Act).

for the appointment of directors is the responsibility of the directors. The company secretary should provide support and guidance to directors, in particular in relation to the appointment of new directors. The company secretary should ensure that the directors are so that they can contribute effectively to the company's business.

The company secretary should be available to the directors prior to a board meeting in order to ensure that the board papers are properly prepared and that the board is able to discuss the board papers.

The company secretary should ensure that the company complies with all relevant statutory and regulatory requirements and ensure that due regard is paid to the specific business interests of the company. He or she can assist in the implementation of the company's strategies by ensuring that the board's decisions and instructions are properly implemented. The company secretary should be available to provide advice within the company on matters of business ethics and good governance.

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