

Companies House

The Role of the Company Secretary

Companies Act 2006

From 6th April 2008 the provision for enabling private companies to choose whether they wish to have a company secretary came into force. A private company has the option whether or not they maintain their company secretary.

If the company decides it no longer need a company secretary it will need to inform Companies House via WebFiling or on the CH03-04 forms.

The company will be required to amend the Articles if there is a specific reference to the company having a secretary. However if the Articles only refer to the secretary's duties there is no need to make an amendment. The company must submit a written or special resolution together with an updated version of the Articles.

The company can have a sole director with no requirement for a secretary.

The new provisions being introduced in October 2008 relating to natural directors, do not apply to secretaries. Secretaries can still be corporate.

These provisions came into force on 1st October 2009. From that date secretaries who are an individual person will be able to file a service address for the public record and corporate secretaries will be required to give details of where they are registered and the registered company number, if applicable.

The company secretary of a public company must be a member of a recognised Chartered Institute, but does not need qualifications for a private company.

The company secretary can also be a director of the company.

The main duties and responsibilities of a company secretary are the liaison with Companies House e.g. to notify the following information: -

- [Annual Return Form](#)
- Change of Accounting Reference Date on [Form AA01](#)
- Change of Registered Office on [Form AD01](#)
- Allotment of shares on [Form SH01](#)
- Annual Accounts
 - Balance Sheet and notes
 - Profit and Loss Account and notes
 - Auditors report (if required)

Company procedures and meetings: -

- Keeping a Register of Members.
- Recording directors' interests in the company.
- Arranging annual general meetings giving 21 days notice of the meeting.
- Arranging other meetings giving 14 days notice of the meeting.
- Arranging meetings of the Board of Directors.
- Keeping and recording minutes of all meetings.
- Payment and issue of dividends.

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