

The following offers a brief guide but does not set out to fully explain the responsibilities of the company officers. This guide does, however, aim to give some basic information to assist in the important decisions concerning the appointment of company officers and other matters when setting up a company for the first time.

## Key Points:

- There is no requirement for a private company to appoint a company secretary. A public company must appoint a company secretary
- If it chooses to do so, a private company may appoint a company secretary who may also be a director
- A company secretary may be resident anywhere in the world and can be of any nationality
- A company secretary can be an individual or a corporate body

## The Role of the Company Secretary

The Company Secretary, very broadly speaking, is usually responsible for official administrative matters. It is generally the duty of the Company Secretary to maintain company minute books, statutory registers and to prepare and lodge any necessary returns required by Companies House, such as changes to directors and the filing of confirmation statements and accounts. The Company Secretary is responsible to the Directors, and is expected to keep the Directors advised of changes in company law affecting the running of the company. With major changes to company law introduced under the terms and regulations of the new Companies Act 2006, and further forthcoming legislation, this is seen as a particularly important issue.

Whilst the Company Secretary can be held personally liable for non-filing of Companies House returns, in law, and in practice it is generally the Directors upon whom this responsibility lies.

A nominee Company Secretary is often appointed in order to fulfil this role in a professional capacity. This is a service that we provide and we strongly recommend that this option is considered especially if you wish to utilize our Managed Compliance Service. The service should certainly be considered in if the Directors are not familiar with maintenance of statutory records or minutes.

Under the Companies Act 2006 private companies are allowed if they so choose to dispense with the role of Company Secretary. Any company may still choose to appoint a Company Secretary, but if none is appointed it is important to note that the duties and responsibilities previously placed on the Company Secretary are still applicable, and must be carried out correctly by the Director.

There is a strong argument in support of the retention of the services of a professional Company Secretary particularly in view of the many changes introduced by the Companies Act 2006, and it is important not to degrade the status of the company.