

## **Role and duties of a company secretary**

### **Does every company need a secretary?**

Yes. Section 19(1) of the Companies Act 1982 says every company must have a secretary.

### **Does a company secretary need any qualifications?**

The company secretary of a public limited company needs to be qualified as explained below:-

Is a member of the following bodies:-

*Institute of Chartered Secretaries and Administrators*  
*Institute of Chartered Accountants in England and Wales*  
*Institute of Chartered Accountants in Scotland*  
*Institute of Chartered Accountants in Ireland*  
*Chartered Association of Certified Accountants*  
*Chartered Institute of Management Accountants*  
*Chartered Institute of Public Finance and Accounting*  
*Advocate or person called or admitted in England and Wales or Scotland as*  
*a barrister, solicitor or advocate;*  
or

*Held the office of secretary (or assistant or deputy secretary) of the company on the appointed day for section 19(1) of the Companies Act 1982; or*

*Held the office of company secretary of a company (except a private company) for at least 3 out of the 5 years immediately before his or her appointment as secretary; or*

The company secretary of a private limited company needs no formal qualifications subject to having the proper knowledge and experience to carry out the functions of company secretary

### **What are the duties of a company secretary?**

They are not specified by the Act, but are usually contained in an employment contract.

### **Special Duties**

As the secretary is an officer of the company, they may be criminally liable for defaults committed by the company. For example failure to file – in the time allowed- any change in the details of the company's directors and secretary, and the company's annual return.

The secretary may also have to make out a statement of the company's affairs if an administrative receiver or provisional liquidator is appointed, or if a winding-up order is made.

### **Other Duties**

The company secretary usually undertakes the following duties:-

#### ***Maintaining the statutory registers.***

These are:-

The register of members (section 96 CA 1931);

The register of directors and secretaries (section 143 CA 1931);  
The register of directors' interests (section 148 CA 1931);

The register of charges (section 88 CA 1931); and

The register of interests in shares (public companies only)

***Ensuring that statutory forms are filed promptly.***

Any changes to the company's records that are on public file must be notified to the Registrar of Companies in a prescribed format. Fees may be payable on filing subject to a filing timescale. Most forms are filed within 1 month of the change, annual returns, however, must be filed within 28 days.

- a) *Providing members and auditors with notice of meeting.* You must give them 21 days written notice of an annual general meeting. You must give them 14 days written notice of a meeting which is neither an annual general meeting or a meeting to pass a special resolution. If you are the secretary of an unlimited company, the written notice required is 7 days.
- b) *Sending the Registrar copies of resolutions and agreements.* You must send him copies of every resolution or agreement to which section 11 CA 1982 applies, for example special and extraordinary resolutions, within 1 month of them being passed.
- c) *Supplying a copy of the accounts to every member of the company, every debenture holder and every person who is entitled to receive notice of general meetings – also copies demanded by anyone under section 11 CA 1982.* You must send accounts at least 7 days before a meeting at which they are to be laid – see section 11 of the CA 1982.
- d) *Keeping, or arranging for the keeping of minutes of directors' meetings and general meetings.*

*Ensuring that people entitled to do so, can inspect the company  
Custody and use of the company seal.*

**Does a company secretary have any powers?**

No, but the Acts allows them to sign the following re-registration applications:

The re-registration of a limited company as unlimited;  
The re-registration of an unlimited company as limited;  
The re-registration of a public company as a private company  
The re-registration of a private company as a public company.

The secretary is also allowed to sign most of the forms prescribed under the Acts.

**What rights does a company secretary have?**

They depend on the terms of his or her contract with the company. The secretary has no special rights under the Acts.

**What you have to send to the Companies Registry**

Company directors and secretaries are responsible for delivering the information to the Registrar. There are many forms that companies needs to file