

## Your Role and Duties as a Company Secretary

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1. Your role is to oversee the administrative running of the company. Your level of activity will largely depend upon the size of your company and how involved the directors are in the administration.
2. Your duties as a secretary will usually be as follows: -
  - (a) **To maintain and update the company's statutory books.**

This involves noting any changes in the registers of members, directors and directors' interests, transfers and allotments and register of charges; writing up the share certificates and obtaining directors' signatures, where required.
  - (b) **To prepare, arrange and keep minutes of all directors' meetings and general meetings of the members.**

The minutes are usually signed by the Chairman of each meeting and kept with the statutory books. Minutes can be formatted in different ways and it will be up to you as secretary to decide the format that suits you and your company.
  - (c) **To file all statutory forms and other documents with the Registrar of Companies.**

The Companies Act specifies the time periods in which information and documents must be filed at Companies House. Most filing times are within 14 days. You can also sign the annual return and file it at Companies House. You have 28 days within which to file the annual return with the Registrar. All special resolutions and certain ordinary resolutions passed by the company must also be filed with the Registrar. For example, there are prescribed forms for notifying Companies House that a director has resigned or that the company's registered office has changed. If the company is altering its structure or officers, then there will generally be a form to complete and file.

Statutory forms can be obtained free of charge from: Companies House, Crown Way, Cardiff, CF4 3UZ tel: 0870 3333 636 or can be downloaded from [www.companies-house.gov.uk](http://www.companies-house.gov.uk)
  - (d) **To provide notice of meetings and other documents to those entitled to receive them.**

You must give 21 clear days' notice to shareholders and your auditor of an annual general meeting or other general meetings to pass a special resolution. Also 14 clear days' notice must be given for all other meetings (unless it is a meeting to deal with the removal of a director, where 28 days notice must be given and other statutory requirements must be fulfilled). You must also send copies of the company's accounts to those entitled to them and ensure that the accounts, register of members and minutes are available for inspection by the members, if so required. 'Clear days' means that you must allow at least two posting days for posting time for the notices, in addition to the number of days that have been specified above.
3. **Important things to know:**
  - (a) You need to hold certain qualifications to be appointed as company secretary of a public limited company.

- (b) As an officer of the company you may be liable to pay a fine for defaults of the company such as failing to file an annual return.
- (c) The company directors have the power to remove you as secretary at any time.

#### **4. How we can help.**

Statutory books and company forms are designed to be user friendly. However, should you require assistance in your role as company secretary, then we would be pleased to advise you. This could take the form of appointing Barlow Robbins LLP to provide secretarial services or to act as company secretary through Barlow Robbins LLP Secretariat Limited. Alternatively, we can work with you as company secretary and offer such advice and support services that you may need.

**Should you wish to discuss further your role and duties as a company secretary or ways in which we can tailor the secretarial services provided by this practice for your needs, then please contact Sonya Gillespie or a member of the Corporate Team.**