



## The Company Secretary

**Private companies are no longer required to have a company secretary, although they may continue to have one if they wish. You must give notice of the appointment, resignation or changes of any particulars of a company secretary to the Registrar of Companies.**

In the case of a company without a secretary anything required or authorised to be done by or to the secretary may be done by a director.

### **Register**

A register containing the secretary's name and address must be kept at the company's registered office.

### **Duties**

The company secretary should maintain the company's statutory books:

- Register of members
- Register of directors
- Register of application and allotments and return of allotments
- Registers of transfer of shares, debenture holders, and charges

The company secretary should keep the company seal, share certificates, letters of allotment, the Memorandum and Articles of Association, and the Certificate of Incorporation. He or she should also arrange and provide notice for company meetings, the Annual General Meeting, and directors' meetings.

The company secretary, as an officer of the company, is liable, together with the directors, for default fines and other penalties provided by the Companies Act.

### **Contractual liability**

Where the company secretary enters into a contract on behalf of the company, he or she should make it clear that he or she does so as the company's agent, thereby avoiding personal liability.

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Do call us if you would like further help or advice on this subject.

