

Limited Companies - What does a Company Secretary Do?

Introduction

By law, every limited company needs to have a company secretary (as well as at least one director). The company secretary may also be a director, but in this case, there would need to be two or more directors.

The main responsibilities of a company secretary are administrative in nature - ensuring documentation is completed and returned to Companies House and signing off company accounts (although only the directors have any legal responsibility for the contents). The exact role will depend on the size of the company, with only occasional administrative tasks required by the typical small business.

Appointing the Company Secretary

If you are using a registration agent, you may well be able to appoint directors and the co. sec. when setting up the company online. Otherwise, you must inform Companies House of the appointment using Form 288a. If the Secretary is dismissed or resigns, you must use Form 288b. Any changes in personal details should be communicated via Form 288c. If you are in any doubt about these forms, always ask your accountant who will deal with such start up matters on a daily basis.

Typical Responsibilities

Although the responsibilities of the company secretary will vary from firm to firm, there are a number of tasks such a person would typically carry out. It is worth bearing in mind that the Co. Sec. does not have any special rights under the Companies Act.

Maintaining the Registered Office

When you set up a limited company, you will designate a registered address for your business. This cannot be a PO box, it must be a real address (for many startups, this will be your home address). The Company Secretary is responsible for ensuring that the Company registered address and number appears on all company stationary.

Company Meetings

The Company Secretary is usually responsible for arranging company meetings. The Co. Sec. will typically take notes and keep the minutes as the official record.

Normally, limited companies will also hold an Annual General Meeting (AGM) where the company's accounts are approved and the auditors reappointed.

Companies House Responsibilities

- ? The company must submit an Annual Return to Companies House each year (returned within 28 days of receipt).
- ? You must keep Company House updated of any changes to the Company's registered address (Form 284) or any changes to the personal details of the directors' or the company secretary (Form 288c).
- ? You must file the Company's annual accounts with Companies House within 10 months of your Year End. This is usually done by your accountant, but the company secretary is ultimately responsible for ensuring this task is done.
- ? You must also inform Companies House of other changes, e.g. to the Company's year end date, or any changes to the Company's share structure.

Further Information

You can read the Directors and Secretaries Guide at Companies House and can also download Forms 288(a-c) and many other forms [here](#).

