



# Companies Act 1985

## 1985 CHAPTER 6

### PART IX

#### A COMPANY'S MANAGEMENT; DIRECTORS AND SECRETARIES; THEIR QUALIFICATIONS, DUTIES AND RESPONSIBILITIES

##### *Officers and registered office*

#### **282 Directors.**

- (1) Every company registered on or after 1st November 1929 (other than a private company) shall have at least two directors.
- (2) Every company registered before that date (other than a private company) shall have at least one director.
- (3) Every private company shall have at least one director.

#### **283 Secretary.**

- (1) Every company shall have a secretary.
- (2) A sole director shall not also be secretary.
- (3) Anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the company authorised generally or specially in that behalf by the directors.
- (4) No company shall—
  - (a) have as secretary to the company a corporation the sole director of which is a sole director of the company;
  - (b) have as sole director of the company a corporation the sole director of which is secretary to the company.

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## **284 Acts done by person in dual capacity.**

A provision requiring or authorising a thing to be done by or to a director and the secretary is not satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

## **285 Validity of acts of directors.**

The acts of a director or manager are valid notwithstanding any defect that may afterwards be discovered in his appointment or qualification; and this provision is not excluded by section 292(2) (void resolution to appoint).

## **286 Qualifications of company secretaries.**

- (1) It is the duty of the directors of a public company to take all reasonable steps to secure that the secretary (or each joint secretary) of the company is a person who appears to them to have the requisite knowledge and experience to discharge the functions of secretary of the company and who—
  - (a) on 22nd December 1980 held the office of secretary or assistant or deputy secretary of the company; or
  - (b) for at least 3 of the 5 years immediately preceding his appointment as secretary held the office of secretary of a company other than a private company; or
  - (c) is a member of any of the bodies specified in the following subsection; or
  - (d) is a barrister, advocate or solicitor called or admitted in any part of the United Kingdom; or
  - (e) is a person who, by virtue of his holding or having held any other position or his being a member of any other body, appears to the directors to be capable of discharging those functions.
- (2) The bodies referred to in subsection (1)(c) are—
  - (a) the Institute of Chartered Accountants in England and Wales;
  - (b) the Institute of Chartered Accountants of Scotland;
  - (c) the Chartered Association of Certified Accountants;
  - (d) the Institute of Chartered Accountants in Ireland;
  - (e) the Institute of Chartered Secretaries and Administrators;
  - (f) the Institute of Cost and Management Accountants;
  - (g) the Chartered Institute of Public Finance and Accountancy.

## **[<sup>F1</sup>287 Registered office.**

- (1) A company shall at all times have a registered office to which all communications and notices may be addressed.
- (2) On incorporation the situation of the company's registered office is that specified in the statement sent to the registrar under section 10.
- (3) The company may change the situation of its registered office from time to time by giving notice in the prescribed form to the registrar.
- (4) The change takes effect upon the notice being registered by the registrar, but until the end of the period of 14 days beginning with the date on which it is registered a person may validly serve any document on the company at its previous registered office.

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- (5) For the purposes of any duty of a company—
- (a) to keep at its registered office, or make available for public inspection there, any register, index or other document, or
  - (b) to mention the address of its registered office in any document,
- a company which has given notice to the registrar of a change in the situation of its registered office may act on the change as from such date, not more than 14 days after the notice is given, as it may determine.
- (6) Where a company unavoidably ceases to perform at its registered office any such duty as is mentioned in subsection (5)(a) in circumstances in which it was not practicable to give prior notice to the registrar of a change in the situation of its registered office, but—
- (a) resumes performance of that duty at other premises as soon as practicable, and
  - (b) gives notice accordingly to the registrar of a change in the situation of its registered office within 14 days of doing so,
- it shall not be treated as having failed to comply with that duty.
- (7) In proceedings for an offence of failing to comply with any such duty as is mentioned in subsection (5), it is for the person charged to show that by reason of the matters referred to in that subsection (6) no offence was committed.]

#### Textual Amendments

- F1** S. 287 substituted (subject to the saving and transitional provisions in S.I. 1990/355, art. 12) by Companies Act 1989 (c. 40, SIF 27), ss. 136, 213(2)

#### Modifications etc. (not altering text)

- C1** S. 287 modified by S.I. 1985/680, arts. 4–6, Sch.  
**C2** S. 287 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, Sch. 2 Pt. I

## 288 Register of directors and secretaries.

- (1) Every company shall keep at its registered office a register of its directors and secretaries; and the register shall, with respect to the particulars to be contained in it of those persons, comply with sections 289 and 290 below.
- (2) The company shall, within the period of 14 days from the occurrence of—
- (a) any change among its directors or in its secretary, or
  - (b) any change in the particulars contained in the register, send to the registrar of companies a notification in the prescribed form of the change and of the date on which it occurred; and a notification of a person having become a director or secretary, or one of joint secretaries, of the company shall contain a consent, signed by that person, to act in the relevant capacity.
- (3) The register shall during business hours (subject to such reasonable restrictions as the company may by its articles or in general meeting impose, so that not less than 2 hours in each day be allowed for inspection) be open to the inspection of any member of the company without charge and of any other person on payment of 5 pence or such less sum as the company may prescribe, for each inspection.

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- (4) If an inspection required under this section is refused, or if default is made in complying with subsection (1) or (2), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- (5) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.
- (6) For purposes of this and the next section, a shadow director of a company is deemed a director and officer of it.

VALID FROM 02/04/2002

**288A**

If an individual in respect of whom a confidentiality order under section 723B as applied to limited liability partnerships becomes a member of a limited liability partnership—

- (a) the notice to be delivered to the registrar under section 9(1) of the Limited Liability Partnerships Act 2000 shall contain the address for the time being notified by the member to the limited liability partnership under the Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 but shall not contain his usual residential address; and
- (b) with that notice the limited liability partnership shall deliver to the registrar a notice in the prescribed form containing the usual residential address of that member.

**289 Particulars of directors to be registered under s. 288.**

(1) Subject to the provisions of this section, the register kept by a company under section 288 shall contain the following particulars with respect to each director—

- (a) in the case of an individual—
  - (i) his present [<sup>F2</sup>name],
  - (ii) any former [<sup>F3</sup>name],
  - (iii) his usual residential address,
  - (iv) his nationality,
  - (v) his business occupation (if any),
  - (vi) particulars of any other directorships held by him or which have been held by him, and
  - [<sup>F4</sup>(vii) the date of his birth;]
- (b) in the case of a corporation [<sup>F5</sup>or Scottish firm], its corporate [<sup>F5</sup>or firm] name and registered or principal office.

[<sup>F6</sup>(2) In subsection (1)(a)—

- (a) “name” means a person’s Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname, or in addition to either or both of them; and
- (b) the reference to a former name does not include—

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- (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
  - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
  - (iii) in the case of a married woman, the name by which she was known previous to the marriage.]
- (3) It is not necessary for the register to contain on any day particulars of a directorship—
- (a) which has not been held by a director at any time during the 5 years preceding that day,
  - (b) which is held by a director in a company which—
    - (i) is dormant or grouped with the company keeping the register, and
    - (ii) if he also held that directorship for any period during those 5 years, was for the whole of that period either dormant or so grouped,
  - (c) which was held by a director for any period during those 5 years in a company which for the whole of that period was either dormant or grouped with the company keeping the register.
- (4) For purposes of subsection (3), “company” includes any body corporate incorporated in Great Britain; and—
- (a) [F7 section 250(3)] applies as regards whether and when a company is or has been dormant, and
  - (b) a company is to be regarded as being, or having been, grouped with another at any time if at that time it is or was a company of which the other is or was a wholly-owned subsidiary, or if it is or was a wholly-owned subsidiary of the other or of another company of which that other is or was a wholly-owned subsidiary.

#### Textual Amendments

- F2** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), [Sch. 19 para. 2\(2\)\(a\)](#) (subject to the saving and transitional provisions in [S.I. 1990/1707](#), [art. 6](#))
- F3** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), [Sch. 19 para. 2\(2\)\(a\)](#) (subject to the saving and transitional provisions in [S.I. 1990/1707](#), [art. 6](#))
- F4** [S. 289\(1\)\(a\)\(vii\)](#) substituted (subject to the saving and transitional provisions in [S.I. 1990/1707](#), [art. 6](#)) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), [Sch. 19 para. 2\(2\)\(b\)](#)
- F5** Words inserted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), [Sch. 19 para. 2\(3\)](#) (subject to the saving and transitional provisions in [S.I. 1990/1707](#), [art. 6](#))
- F6** [S. 289\(2\)](#) substituted (subject to the saving and transitional provisions in [S.I. 1990/1707](#), [art. 6](#)) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), [Sch. 19 para. 2\(4\)](#)
- F7** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 23, 213(2), [Sch. 10 para. 9](#) (subject to the saving and transitional provisions in [S.I. 1990/355](#), arts. 6–9, [Sch. 3 para 1](#))

#### Modifications etc. (not altering text)

- C3** [S. 289\(2\)](#) applied by [S.I. 1989/638](#), [regs. 5\(4\)](#), 21

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## 290 Particulars of secretaries to be registered under s. 288.

- (1) The register to be kept by a company under section 288 shall contain the following particulars with respect to the secretary or, where there are joint secretaries, with respect to each of them—
- (a) in the case of an individual, his present [<sup>F8</sup>name], any former [<sup>F8</sup>name] and his usual residential address, and
  - (b) in the case of a corporation or a Scottish firm, its corporate or firm name and registered or principal office.
- (2) Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated instead of the particulars specified above.
- [<sup>F9</sup>(3) Section 289(2)(a) and (b) apply for the purposes of the obligation under subsection (1) (a) of this section to state the name or former name of an individual.]

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### Textual Amendments

**F8** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 3(2)

**F9** S. 290(3) substituted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 3(3)

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