



Companies Act 2006

2006 CHAPTER 46

PART 12

COMPANY SECRETARIES

Public companies

271 Public company required to have secretary

A public company must have a secretary.

272 Direction requiring public company to appoint secretary

- (1) If it appears to the Secretary of State that a public company is in breach of section 271 (requirement to have secretary), the Secretary of State may give the company a direction under this section.
- (2) The direction must state that the company appears to be in breach of that section and specify—
 - (a) what the company must do in order to comply with the direction, and
 - (b) the period within which it must do so.

That period must be not less than one month or more than three months after the date on which the direction is given.

- (3) The direction must also inform the company of the consequences of failing to comply.
- (4) Where the company is in breach of section 271 it must comply with the direction by—
 - (a) making the necessary appointment, and
 - (b) giving notice of it under section 276,before the end of the period specified in the direction.

- (5) If the company has already made the necessary appointment, it must comply with the direction by giving notice of it under section 276 before the end of the period specified in the direction.
- (6) If a company fails to comply with a direction under this section, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

- (7) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.

273 Qualifications of secretaries of public companies

- (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—
 - (a) is a person who appears to them to have the requisite knowledge and experience to discharge the functions of secretary of the company, and
 - (b) has one or more of the following qualifications.
- (2) The qualifications are—
 - (a) that he has held the office of secretary of a public company for at least three of the five years immediately preceding his appointment as secretary;
 - (b) that he is a member of any of the bodies specified in subsection (3);
 - (c) that he is a barrister, advocate or solicitor called or admitted in any part of the United Kingdom;
 - (d) that he 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 the functions of secretary of the company.
- (3) The bodies referred to in subsection (2)(b) are—
 - (a) the Institute of Chartered Accountants in England and Wales;
 - (b) the Institute of Chartered Accountants of Scotland;
 - (c) the Association of Chartered Certified Accountants;
 - (d) the Institute of Chartered Accountants in Ireland;
 - (e) the Institute of Chartered Secretaries and Administrators;
 - (f) the Chartered Institute of Management Accountants;
 - (g) the Chartered Institute of Public Finance and Accountancy.