



Companies Act 2006

2006 CHAPTER 46

PART 12

COMPANY SECRETARIES

Private companies

270 Private company not required to have secretary

- (1) A private company is not required to have a secretary.
- (2) References in the Companies Acts to a private company “without a secretary” are to a private company that for the time being is taking advantage of the exemption in subsection (1); and references to a private company “with a secretary” shall be construed accordingly.
- (3) In the case of a private company without a secretary—
 - (a) anything authorised or required to be given or sent to, or served on, the company by being sent to its secretary—
 - (i) may be given or sent to, or served on, the company itself, and
 - (ii) if addressed to the secretary shall be treated as addressed to the company; and
 - (b) anything else required or authorised to be done by or to the secretary of the company may be done by or to—
 - (i) a director, or
 - (ii) a person authorised generally or specifically in that behalf by the directors.

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.

Provisions applying to private companies with a secretary and to public companies

274 Discharge of functions where office vacant or secretary unable to act

Where in the case of any company the office of secretary is vacant, or there is for any other reason no secretary capable of acting, anything required or authorised to be done by or to the secretary may be done—

- (a) by or to an assistant or deputy secretary (if any), or
- (b) if there is no assistant or deputy secretary or none capable of acting, by or to any person authorised generally or specifically in that behalf by the directors.

275 Duty to keep register of secretaries

- (1) A company must keep a register of its secretaries.
- (2) The register must contain the required particulars (see sections 277 to 279) of the person who is, or persons who are, the secretary or joint secretaries of the company.
- (3) The register must be kept available for inspection—
 - (a) at the company's registered office, or
 - (b) at a place specified in regulations under section 1136.
- (4) The company must give notice to the registrar—
 - (a) of the place at which the register is kept available for inspection, and
 - (b) of any change in that place,unless it has at all times been kept at the company's registered office.
- (5) The register must be open to the inspection—
 - (a) of any member of the company without charge, and
 - (b) of any other person on payment of such fee as may be prescribed.
- (6) If default is made in complying with subsection (1), (2) or (3), or if default is made for 14 days in complying with subsection (4), or if an inspection required under subsection (5) is refused, 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.

- (8) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.

276 Duty to notify registrar of changes

- (1) A company must, within the period of 14 days from—
- (a) a person becoming or ceasing to be its secretary or one of its joint secretaries, or
 - (b) the occurrence of any change in the particulars contained in its register of secretaries,
- give notice to the registrar of the change and of the date on which it occurred.
- (2) Notice of a person having become secretary, or one of joint secretaries, of the company must be accompanied by a consent by that person to act in the relevant capacity.
- (3) If default is made in complying with this section, an offence is committed by every officer of the company who is in default.
- For this purpose a shadow director is treated as an officer of the company.
- (4) 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.

277 Particulars of secretaries to be registered: individuals

- (1) A company's register of secretaries must contain the following particulars in the case of an individual—
- (a) name and any former name;
 - (b) address.
- (2) For the purposes of this section “name” means a person's Christian name (or other forename) and surname, except that in the case of—
- (a) a peer, or
 - (b) 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.
- (3) For the purposes of this section a “former name” means a name by which the individual was formerly known for business purposes.
- Where a person is or was formerly known by more than one such name, each of them must be stated.
- (4) It is not necessary for the register to contain particulars of a former name in the following cases—
- (a) in the case of a peer or an individual normally known by a British title, where the name is one by which the person was known previous to the adoption of or succession to the title;
 - (b) in the case of any person, where the former name—
 - (i) was changed or disused before the person attained the age of 16 years,
 - or

(ii) has been changed or disused for 20 years or more.

(5) The address required to be stated in the register is a service address.

This may be stated to be “The company’s registered office”.

278 Particulars of secretaries to be registered: corporate secretaries and firms

(1) A company’s register of secretaries must contain the following particulars in the case of a body corporate, or a firm that is a legal person under the law by which it is governed—

- (a) corporate or firm name;
- (b) registered or principal office;
- (c) in the case of an EEA company to which the First Company Law Directive (68/151/EEC) applies, particulars of—
 - (i) the register in which the company file mentioned in Article 3 of that Directive is kept (including details of the relevant state), and
 - (ii) the registration number in that register;
- (d) in any other case, particulars of—
 - (i) the legal form of the company or firm and the law by which it is governed, and
 - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.

(2) If all the partners in a firm are joint secretaries it is sufficient to state the particulars that would be required if the firm were a legal person and the firm had been appointed secretary.

279 Particulars of secretaries to be registered: power to make regulations

(1) The Secretary of State may make provision by regulations amending—
section 277 (particulars of secretaries to be registered: individuals), or
section 278 (particulars of secretaries to be registered: corporate secretaries and firms),

so as to add to or remove items from the particulars required to be contained in a company’s register of secretaries.

(2) Regulations under this section are subject to affirmative resolution procedure.

280 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 of a company 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.