

## ***THE COMPANY SECRETARY***

Every company must have a secretary - a sole director may not be the secretary. You must give notice of the appointment of a company secretary to the Registrar of Companies on form 288a.

It is likely that the requirement for a Company Secretary will be abolished in 2007 following the new Companies Bill.

### Changes

You must also give notice of appointment of a new company secretary on form 288a within 14 days of the change. Notice of resignation of the outgoing secretary has to be made on form 288b. Changes of any particulars are made on form 288c.

### 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 and secretary
- Register of application and allotments and return of allotments
- Registers of transfer of shares, debenture holders, and charges
- Register of material share interests

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.

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

Updated: March 2006

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