

# Guide to the roles and responsibilities of the company secretary

JANUARY 2021

**Social Business Wales**  
**Busnes Cymdeithasol Cymru**



Wales Co-operative Centre  
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# Contents

What is a company secretary?	3
What are the core duties of a company secretary?	3
How important is the role?	5

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# What is a company secretary?

A company secretary is responsible for ensuring the smooth administration of the company. They usually assume responsibility for the following important areas:

- Compliance with corporate governance and other financial and legal regulations;
- Management of shareholder administration and communication.

If the company does not appoint a company secretary, these important responsibilities must still be met.

If the company does not employ a company secretary, section 270 of the Companies Act 2006 states that these important administrative and compliance tasks become the responsibility of a director, or a person authorised generally or specifically in that behalf by the directors.

It is strongly recommended that a company secretary is appointed to ensure someone takes responsibility and ownership of the tasks listed here.

# What are the core duties of a company secretary?

Whilst company secretary duties are not set out in legislation, responsibilities would usually fall into the following areas:

## 1. Filing confirmation statements and other company returns

Completing and filing the annual confirmation statement, together with other statutory returns including the annual accounts, directors' report and auditors' report where applicable.

## 2. Maintaining the statutory books

Maintenance of the company's statutory books and records can be a time-consuming task that is often overlooked. However, failure to keep the statutory registers up to date can incur a penalty of up to £5,000.

Please see

[Register of Board members](#)

[Register of Board members' interests](#)

[Register of charges](#)

[Register of members](#)

[Register of persons of significant control](#)

[Register of secretaries](#)

### **3. Arranging directors' and shareholders' meetings**

The company secretary would normally be responsible for the arrangement of board meetings, including drafting the agenda, circulating supporting papers and notices and producing the minutes of all meetings. They ensure compliance with any regulatory requirements surrounding the conduct of board meetings, including annual general meetings where applicable.

### **4. Informing Companies House when company details change**

Companies House must be informed of any significant changes to the company's share capital or administration including allotments, appointments and resignations and changes to directors' addresses and other details.

### **5. Maintaining the registered office address**

The company secretary is usually responsible for maintaining the registered office address as the address for formal communications and for informing Companies House when the address changes. This includes ensuring that the registered office address and other company details are accurate on business stationery, company website, emails and order forms for example.

### **6. Compliance with legal matters**

It is essential that the company secretary has a good working knowledge of the company's articles of association (the regulations governing the internal management of the company). They should ensure that the company is compliant with the Companies Act 2006 and other legal matters.

### **7. Security of company documents**

Ensuring the security of the company's legal documents, including the certificate of incorporation, memorandum and articles of association, company seal, share certificates and directors service contracts is another important task that would normally fall to the company secretary.

### **8. Communication with members**

The company secretary acts as the members' first point of contact with your company. Circulation of announcements and correspondence regarding all areas relating to members' meetings normally fall to the company secretary.

### **9. Signing legal documents**

The company secretary may be asked to act as a signatory to legal documents on behalf of the company's directors. This includes authorising the company's confirmation statement and signing cheques and other bank documents.

In addition to the core duties detailed above, it is common for company secretaries, particularly in smaller companies, to take on additional administrative tasks. This might include PAYE and payroll, VAT issues, insurance, pensions and dealing with advisers such as accountants and lawyers.

As can be seen therefore, appointing a company secretary can be extremely helpful to the effective running of the company. As an important officer of the company, when a company secretary is appointed, or removed, or their details are changed, this must be reported to Companies House – in the same way that similar changes to the role of director would also be reported.

# How important is the role?

The Cadbury Report (1993) stressed the importance of the role of the company secretary:

“The company secretary has a key role to play in ensuring that board procedures are both followed and regularly reviewed. The chairman and the board will look to the company secretary for guidance on what their responsibilities are under the rules and regulations to which they are subject and on how these responsibilities should be discharged. All directors should have access to the advice and services of the company secretary and should recognise that the chairman is entitled to strong support from the company secretary in ensuring the effective functioning of the board.”

With the increasing focus in recent years on corporate governance, the role of the company secretary has grown in importance. In many ways, the secretary is now seen as the guardian of the company's proper compliance with both the law and best practice.

## **Want to discuss this topic further?**

Contact [sbwenquiries@wales.coop](mailto:sbwenquiries@wales.coop) or your dedicated Business Advisor.

Social Business Wales is funded by the European Regional Development Fund and Welsh Government. It is delivered by the Wales Co-operative Centre and is part of the Business Wales family.

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The Wales Co-operative Development and Training Centre Limited (trading as the Wales Co-operative Centre) is a registered society under the Co-operative and Community Benefit Societies Act 2014, number 24287 R.

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