

Section: 8. Roles and Responsibilities of the Company Secretary

1. Introduction

- 1.1 The Company Secretary has a legal duty of responsibility, as an officer of the Company, for the Company's actions. This duty is particularly important in relation to requirements found in the Companies Act. These requirements include obligations on the Company to file accounts and returns at Companies House and take other action within specified time limits. Breach of these time limits can result in fines for the Company and each of the Company's officers.
- 1.2 The primary duty of the Company Secretary is to make sure that the Company and its directors comply with the provisions of the Companies Act

2. PROVISIONS REQUIRING ACTION

- 2.1 The Companies Act obliges the Company to notify Companies House of certain events. The most frequently encountered provisions requiring positive action include:-
 - The appointment, resignation or change in details of a director or secretary. When any of the above occur, Companies House Forms 288a, 288b and 288c respectively need to be returned to Companies House within 14 days of the charge.
 - The granting by the company of any charge over its assets. Companies House must be notified on Form 395 within 21 days.
 - Change of Company's registered address- Form 287 should be returned to Companies House.
 - The passing of any special, elective or extraordinary resolutions by the company. In this event Companies House should be notified within 15 days of the resolution having been passed.
 - The Annual Return. This document, Form 363, must be filed at Companies House annually within 28 days of the anniversary of the company's incorporation. The form includes information about the company, its officers and its activities, which will need to be checked carefully before being sent off for filing. Shortly before the Annual Return is due to be submitted, Companies House automatically send a 'shuttle' Form 363s return with most

details already completed; however it should still be checked for its accuracy before it is signed and returned.

- Annual Accounts. These must be submitted to Companies House within 10 months after the end of the relevant accounting period.

3. ROLE

3.1 In addition to the legal role, it is traditional that the role of the Company Secretary entails the following:-

- Keeping the company books up to date. The Company has a legal obligation to maintain company books, which include a register of the Company's members, a register of directors and secretaries, a register of director's interests and a register of charges, along with the minutes of any company meetings and copies of documentation which has been filed at Companies House.
- Ensuring that the proper administrative procedures are followed in the running of the company, as laid out in the Company's Articles of Association. It is therefore essential that the secretary is aware of the relevant provisions.
- Sending out notices and agendas of members' general meetings.
- Preparing resolutions to be put to the vote at general meetings.
- Taking and circulating minutes of general meetings.

4. Conclusion

4.1 The most important role of the Company Secretary is in relation to the Company's statutory obligations under the Companies Act, as detailed in Paragraph 2 of this briefing note. Whilst it is acknowledged that the Company Secretary may not undertake all of the roles considered in Paragraph 3, it is suggested that for ease of administration the Company Secretary is at least responsible for the maintenance of the Company Books.

Trowers & Hamlins

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