

## Duties of the Company Secretary/Administrator

---

There are several statutory obligations that registered companies must comply with or they will face financial penalties. In the past these were the duties of the Company Secretary; it is no longer mandatory to have a designated Company Secretary but the duties remain and the Directors will be penalised if returns and accounts are not submitted on time and company records are not kept properly.

What are the obligations when running a registered company?

## Annual Return/Confirmation Statement

Registered companies have to submit an Annual Return each year, confirming that the information held by Companies House on its office and officers is accurate and up to date. From June 2016 this will take the form of a "Confirmation Statement". Companies will have to confirm each year that all specified information has either been delivered to the Registrar as required during the year or is being delivered with the Confirmation Statement. There will be no set date each year when the Confirmation Statement needs to be made, however, no more than 12 months must elapse between these being filed. The Confirmation Statement will also need to confirm if it has been decided to keep any statutory registers at Companies House, that all information required to be delivered to the Registrar in relation to the maintenance of those registers has been delivered and information on the new PSC register will also be required.

## Statutory Records

A company limited by guarantee must keep up to date records of the following:

### Company members

Name, address, and date of becoming/ceasing to be a member. The names of all former members should also be kept. Company members are the "guarantors" of a company limited by guarantee and their guarantee can be called if the company goes under for up to a year after their resignation.

### Directors

Name, address (residential and any "service" address), usual country of residence, nationality, business occupation, date of birth (although this no longer appears on the public register)

### Company secretaries (if applicable)

Same as member details.

### Persons with Significant Control

Name, service address, nationality, date of birth and usual residential address. "Persons with Significant Control" ("PSCs") are one of the following:

- They own or control more than 25% of the shares or voting rights in the company;
- They have control over the appointment or removal of the majority of the company's board of directors; or
- They otherwise having significant influence over the company (there is guidance on the meaning of "significant influence").

Where a company has fewer than four members, they will each have more than 25% of the voting rights in the company so will all be PSCs. Even though these new rules are aimed mainly at the for profit sector all companies will have to keep a PSC register.

### Accounting/financial records

## Other Records

- If directors are paid employees of the company, copies of their contracts with the company must be kept.
- All Board meetings and any Members meetings must be minuted and copies of the minute kept.
- If there are any "charges" (i.e. mortgage or other loan secured on the company's assets) records must be kept, including a copy of every charge

## Retaining records

Apart from accounting records (which must be kept for at least seven years), all statutory books must be kept throughout the life of the company. If the company is dissolved, keep them for at least two years.

## Keeping registers at Companies House

From June 2016 Companies have the option of keeping their statutory registers on the central public register at Companies House rather than at their office. Companies will have to formally "elect" to do this and inform Companies House. If Companies wish to keep their register of members on this central public register all members of the company must have agreed to this.

Wherever registers are kept they must be kept up to date and Companies House should always be informed of changes (except the Members' Register if it is not being kept on the central public register at Companies House).

## Company Information

A company should make sure that its registered details are on all business correspondence. This includes letterhead, invoices and receipts, emails and company website. Information that should always be included:

- The name the company usually trades under.
- The company's registered name if different.
- If the company is exempt from having to use the word "limited" in its name it will need to make clear that it is a registered, limited company.
- The company's registered office address (even if it is the same as the operational address) stating that it is the registered office address.
- Where the company is registered (this may be England and Wales or Scotland or Northern Ireland)
- The company's number.

For example: ITC's business correspondence will be headed "ITC" and always include the following - Independent Theatre Council Ltd Registered in England & Wales, No:01892910.

Registered office: The Albany, Douglas Way, London SE8 4AG

If you want to put the names of the company's director on your headed paper the rule is that you must name is all or none.

## Members' Guarantees

If you are running a company limited by guarantee (as most ITC members do) all new members should sign a guarantee form promising to pay a nominal amount if the company is wound up. This is usually £1, the amount will be stated in the company's Articles of Association. These guarantees should be kept with the members register. You can design your own guarantee form, a typical example is below:

MEMBER'S AGREEMENT AND GUARANTEE  
Brand New Theatre Company Limited  
Company Limited by Guarantee No: xxxxxxxx  
Registered Office address: .....

I agree to become a member of the Brand New Theatre Company Limited. Should the company be wound up, I promise to pay the sum of £1 towards its debts if asked to do so.

Member's name: .....

Member's address: .....

Signed: ..... Date.....