



Companies Act 2006

2006 CHAPTER 46

PART 12

COMPANY SECRETARIES

Modifications etc. (not altering text)

- C1** Pts. 1-39 (except for Pt. 7 and ss. 662-669), 45-47 extended (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para. 2](#)

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

Status: Point in time view as at 27/06/2020.

Changes to legislation: Companies Act 2006, Part 12 is up to date with all changes known to be in force on or before 26 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

- (ii) a person authorised generally or specifically in that behalf by the directors.

Commencement Information

- I1** S. 270 wholly in force at 6.4.2008; s. 270 not in force at Royal Assent see s. 1300; s. 270 in force at 6.4.2008 by [S.I. 2007/3495](#), [art. 3\(1\)\(c\)](#) (with savings in [arts. 7, 12](#) and subject to transitional adaptations in [Sch. 1 paras. 3-5](#) and with transitional provisions and savings in [Sch. 4 paras. 4, 5](#))

Public companies

271 Public company required to have secretary

A public company must have a secretary.

Commencement Information

- I2** S. 271 wholly in force at 6.4.2008; s. 271 not in force at Royal Assent see s. 1300; s. 271 in force at 6.4.2008 by [S.I. 2007/3495](#), [art. 3\(1\)\(c\)](#) (with savings in [arts. 7, 12](#) and subject to transitional adaptations in [Sch. 1 paras. 3-5](#) and with transitional provisions and savings in [Sch. 4 paras. 4, 5](#))

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.

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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 [^{F1}one-tenth of level 5 on the standard scale][^{F1}one-tenth of the greater of £5,000 or level 4 on the standard scale].

Textual Amendments

- F1** Words in s. 272(7) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), [Sch. 3 para. 9\(9\)](#) (with reg. 5(1))

Commencement Information

- I3** S. 272 wholly in force at 6.4.2008; s. 272 not in force at Royal Assent see s. 1300; s. 272 in force at 6.4.2008 by [S.I. 2007/3495](#), [art. 3\(1\)\(c\)](#) (with savings in [arts. 7, 12](#) and subject to transitional adaptations in [Sch. 1 paras. 3-5](#) and with transitional provisions and savings in [Sch. 4 paras. 4, 5](#))

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.

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Commencement Information

- I4** S. 273 wholly in force at 6.4.2008; s. 273 not in force at Royal Assent see s. 1300; s. 273 in force at 6.4.2008 by [S.I. 2007/3495](#), [art. 3\(1\)\(c\)](#) (with savings in [arts. 7, 12](#) and subject to transitional adaptations in [Sch. 1 paras. 3-5](#) and with transitional provisions and savings in [Sch. 4 paras. 4, 5](#))

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.

Commencement Information

- I5** S. 274 wholly in force at 6.4.2008; s. 274 not in force at Royal Assent see s. 1300; s. 274 in force at 6.4.2008 by [S.I. 2007/3495](#), [art. 3\(1\)\(c\)](#) (with savings in [arts. 7, 12](#) and subject to transitional adaptations in [Sch. 1 paras. 3-5](#) and with transitional provisions and savings in [Sch. 4 paras. 4, 5](#))

[^{F2}274A Alternative method of record-keeping

Sections 275 and 276 must be read with sections 279A to 279E (which allow for an alternative method of record-keeping in the case of private companies).]

Textual Amendments

- F2** S. 274A inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), [Sch. 5 para. 9](#); [S.I. 2016/321](#), reg. 6(c)

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.

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- (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 [^{F3}one-tenth of level 5 on the standard scale][^{F3}one-tenth of the greater of £5,000 or level 4 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.

Textual Amendments

- F3** Words in s. 275(7) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), **Sch. 3 para. 9(10)** (with reg. 5(1))

Modifications etc. (not altering text)

- C2** [S. 275](#): power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), **ss. 39(1)**, 40(e), 49(1) (with **ss. 2(2)**, 5(2), 39(8)(9))
- C3** **Ss. 275-279** applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), **regs. 3-5**, **Sch. 1 para. 8** (with transitional provisions and savings in **regs. 7, 9**, **Sch. 2**)
- C4** [S. 275](#) modified (1.3.2016) by [The NRAM plc \(formerly Northern Rock plc\) Consequential and Supplementary Provisions Order 2016 \(S.I. 2016/114\)](#), **arts. 1(1)**, 7(1), (3), **Sch. para. 1(n)**
- C5** [S. 275](#) modified (6.4.2016) by [The Companies \(Address of Registered Office\) Regulations 2016 \(S.I. 2016/423\)](#), **regs. 1(1)**, **11(a)(v)**
- C6** [S. 275\(6\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), **regs. 2, 9**

Commencement Information

- I6** [S. 275](#) wholly in force at 1.10.2009; [s. 275](#) not in force at Royal Assent, see [s. 1300](#); [s. 275](#) in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), **Sch. 1** and with **arts. 6, 8**, **Sch. 5**); [s. 275](#) otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(j)** (with **arts. 5, 7, 8**, **Sch. 2**) (as amended by [S.I. 2009/1802](#), **art. 18**)

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

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- (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 [^{F4}statement by the company that the person has consented] 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 [^{F5}one-tenth of level 5 on the standard scale][^{F5}one-tenth of the greater of £5,000 or level 4 on the standard scale].

Textual Amendments

- F4** Words in s. 276(2) substituted (10.10.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), ss. 100\(5\), 164\(1\) \(with s. 100\(6\)\); S.I. 2015/1689, reg. 4\(b\)](#)
- F5** Words in s. 276(4) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\), reg. 1\(1\), Sch. 3 para. 9\(11\) \(with reg. 5\(1\)\)](#)

Modifications etc. (not altering text)

- C7** S. 276: power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\), ss. 39\(1\), 40\(e\), 49\(1\) \(with ss. 2\(2\), 5\(2\), 39\(8\)\(9\)\)](#)
- C8** Ss. 275-279 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\), regs. 3-5, Sch. 1 para. 8 \(with transitional provisions and savings in regs. 7, 9, Sch. 2\)](#)
- C9** S. 276 modified (1.3.2016) by [The NRAM plc \(formerly Northern Rock plc\) Consequential and Supplementary Provisions Order 2016 \(S.I. 2016/114\), arts. 1\(1\), 7\(1\), \(3\), Sch. para. 1\(o\)](#)
- C10** S. 276(1) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\), regs. 2, 10](#)

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.

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- (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”.

Modifications etc. (not altering text)

- C11** Ss. 275-279 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 8** (with transitional provisions and savings in [regs. 7, 9, Sch. 2](#))
- C12** S. 277(2)-(5) applied by S.I. 2004/2326 reg. 85(7) (as substituted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **29**)

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.

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Modifications etc. (not altering text)

- C13** Ss. 275-279 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 8** (with transitional provisions and savings in [regs. 7, 9, Sch. 2](#))
- C14** S. 278(2) applied by S.I. 2004/2326 reg. 85(7) (as substituted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **29**)

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.

Modifications etc. (not altering text)

- C15** Ss. 275-279 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 8** (with transitional provisions and savings in [regs. 7, 9, Sch. 2](#))

Commencement Information

- I7** S. 279 wholly in force at 1.10.2009; s. 279 not in force at Royal Assent, see s. 1300; s. 279 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5, Sch. 1](#) and with [arts. 6, 8, Sch. 5](#)); s. 279 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(j)** (with [arts. 5, 7, 8, Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

^{F6}Option to keep information on the central register

Textual Amendments

- F6** Ss. 279A-279F and cross-heading inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), **Sch. 5 para. 10**; [S.I. 2016/321](#), reg. 6(c)

279A Right to make an election

- (1) An election may be made under this section—
(a) by the subscribers wishing to form a private company under this Act, or
(b) by the private company itself once it is formed and registered.
- (2) The election is made by giving notice of election to the registrar.

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- (3) If the notice is given by subscribers wishing to form a private company, it must be given when the documents required to be delivered under section 9 are delivered to the registrar.

279B Effective date of election

- (1) An election made under section 279A takes effect when the notice of election is registered by the registrar.
- (2) The election remains in force until either—
- (a) the company ceases to be a private company, or
 - (b) a notice of withdrawal sent by the company under section 279E is registered by the registrar,
- whichever occurs first.

279C Effect of election on obligations under sections 275 and 276

If an election is in force under section 279A in respect of a company, the company's obligations—

- (a) to keep and maintain a register of secretaries under section 275, and
 - (b) to notify the registrar of changes to it under section 276,
- do not apply with respect to the period when the election is in force.

279D Duty to notify registrar of changes

- (1) The duty under subsection (2) applies during the period when an election under section 279A is in force.
- (2) The company must deliver to the registrar—
- (a) any information of which the company would during that period have been obliged to give notice under section 276, had the election not been in force, and
 - (b) any statement that would have had to accompany such a notice.
- (3) The information (and any accompanying statement) must be delivered as soon as reasonably practicable after the company becomes aware of the information and, in any event, no later than the time by which the company would have been obliged under section 276 to give notice of the information.
- (4) If default is made in complying with 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.

- (5) A person guilty of an offence under this section is liable on summary conviction—
- (a) in England and Wales, to a fine and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale;

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- (b) in Scotland or Northern Ireland, 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.

279E Withdrawing the election

- (1) A company may withdraw an election made by or in respect of it under section 279A.
- (2) Withdrawal is achieved by giving notice of withdrawal to the registrar.
- (3) The withdrawal takes effect when the notice is registered by the registrar.
- (4) The effect of withdrawal is that the company's obligation under section 275 to keep and maintain a register of secretaries, and its obligation under section 276 to notify the registrar of changes to that register, apply from then on with respect to the period going forward.
- (5) This means that, when the withdrawal takes effect—
 - (a) the company must enter in its register of secretaries all the information that is required to be contained in that register in respect of matters that are current as at that time, but
 - (b) the company is not required to enter in its register information relating to the period when the election was in force that is no longer current.

279F Power to extend option to public companies

- (1) The Secretary of State may by regulations amend this Act—
 - (a) to extend sections 279A to 279E (with or without modification) to public companies or public companies of a class specified in the regulations, and
 - (b) to make such other amendments as the Secretary of State thinks fit in consequence of that extension.
- (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.

Status:

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