

**FILE NOTE: Addressing notices to Company Secretaries.**

Author: Julie Barratt, Director, CIEH Wales

Date: January 2008.

**Please note that this opinion is the personal opinion of the author. The CIEH accepts no liability for any advice contained therein.**

---

Under the provisions of the Companies Act 2006 there is no longer a requirement for private companies to have a company secretary. This has implications for local authorities in the proper service of Notices.

Best advice in the past has been that notice should be addressed on the face of the Notice to the company, but should be served on ( i.e. the envelope in which the notice is delivered should be addressed to) The Company Secretary. As the person holding the office of Company Secretary was the legal persona of the company and accepted service of documents on its behalf.

In the light of the amendment to the Companies Act requirement that private companies must have a Company Secretary who should notices be served on? The first thing to note is that private companies may elect not to have a company secretary, but there is no requirement that they must not have one, and many, for reasons of administrative convenience will continue to appoint an officer to this post.

So far as service of notices on private companies is concerned, the first thing to note is that the face of the notice itself should still be addressed to the company, the only change is to the addressee on the envelope.

Sec 12(1) (a) and (b) are important.

***12 Statement of proposed officers***

***(1) The statement of the company's proposed officers required to be delivered to the registrar must contain the required particulars of—***

***(a) the person who is, or persons who are, to be the first director or directors of the company;***

***(b) in the case of a company that is to be a private company, any person who is (or any persons who are) to be the first secretary (or joint secretaries) of the company;***

A private company must therefore register the names of its Directors or where it has only one Director the name of that person. It is obliged to have at least one Director – sec 154

***154 Companies required to have directors***

***(1) A private company must have at least one director.***

And the address of the Director(s) shall be registered

***165 Register of directors' residential addresses***

***(1) Every company must keep a register of directors' residential addresses.***

***(2) The register must state the usual residential address of each of the company's directors.***

***(3) If a director's usual residential address is the same as his service address (as stated in the company's register of directors), the register of directors' residential addresses need only contain an entry to that effect.***

***This does not apply if his service address is stated to be "The company's registered office".***

And further there remains a requirement that a company, whether private or public shall have a registered office

***86 A company's registered office***

***A company must at all times have a registered office to which all communications and notices may be addressed.***

It is therefore the case that where it is proposed to serve a Notice on a private company not having a Company Secretary that the Notice can be served on notices can be served on any director of the company, since service on one director constitutes service on the company. Where there is only one director clearly service must be on him or her, and should at first instance be addressed to the registered office.

Although there is a requirement for directors residential addresses to be provided to the registrar these do not have to be generally disclosed, and any local authority wishing to use the residential address of a director for service, unless that address is also the registered office will have to seek the consent of the court to do so – see section 244.