



# GUIDANCE NOTE 10

## Particulars of Directors and Secretaries

Every company must have at least two directors except in the case of a private company in which case the company must have one director. Every company must also have a secretary. It is important to note that a sole director may **not** also be the secretary.

A "Director" includes any person who occupies the position of a Director by whatever name called, and any person in accordance with whose directions and instructions the Directors of a Company are accustomed to act.

In the case of a corporation its corporate name and registered or principal office should be stated.

### ▪ **Statement of Proposed Officers**

When incorporating a company, a statement of the company's proposed officers must be delivered to the Registrar. The statement should contain the required particulars of the person or persons who are to be the first director or directors of the company and of the person or persons who are to be the first secretary or joint secretaries of the company. The required particulars are the following:

- In the case of an individual- his present forename and surname, any former forename or surname, his usual residential address, his nationality and nationality of origin and his business occupation, or if he has no business occupation but holds other directorships, particulars of at least one of those directorships.
- In the case of a corporation, its corporate name and registered office.

The statement must also contain a consent by each of the persons named as a director, as secretary or as one of joint secretaries to act in the relevant capacity.

## How to Prepare a Change of Particulars of Directors and Secretaries

During the life of a company the existing directors and the secretary may resign and new directors and secretaries may be appointed.

In addition the particulars of a director or secretary may change. Under the Companies Act there is a statutory obligation for a company to notify the Registrar of the following:

- (i) Changes in the Director(s)
- (ii) Changes to the Secretary
- (iii) Changes in the particulars of an existing Director(s) and/or Secretary
  - e.g. 1. Change of Address - both for Companies and individuals
  - 2. Change of Name - both for Companies and individuals
  - 3. Change of Occupation
  - 4. Change of Nationality

Other circumstances will necessitate a "Form of Particulars of Directors and Secretaries and of any change therein" to be filed with the Registrar, such as in the event of a death, incapacity, disqualification or removal. **When a return includes Appointments, Changes and/or Terminations made on different dates, the registration of the return should be effected within 14 days of the first date. Please use a separate form of return for any appointments, changes and/or terminations that do not fall within the same 14-day period.**

Failure to notify the Registrar within 14 days of the change will incur an additional £17.50 supplementary fee for late filing (please see sec. 426 (4) of the Companies Act).

### ▪ Important reminders

Please note that if a company fails to notify the Registrar that a director or secretary has been appointed the Registrar will be unable to deal with papers submitted to Companies House in relation to that director's or secretary's resignation. Such an omission can usually be easily corrected.

### ▪ Who signs the "Form of Particulars of Director and Secretaries and of any changes therein"?

The newly appointed director or secretary should sign the First Particulars of Directors form. If the director or secretary is a corporate entity the form should be signed on behalf of the corporate entity stating the capacity of the signatory e.g.. director/secretary/authorized signatory.

Upon a change of a director or secretary an existing director or secretary or the outgoing director or secretary should sign the form in the manner outlined above.

As a matter of policy the Registrar does not accept the signature of the incoming director or secretary unless there are exceptional circumstances. This policy is in place in order to prevent the unlawful

hijacking of companies, which is a matter of serious concern for Companies House and has become a real problem in the UK.

Signatures are usually illegible therefore the person signing must print his or her name next to his or her signature.

- **Forms**

Forms of Particulars of Directors, Managers and Secretaries, and of any changes therein may be downloaded from our website [www.companieshouse.gi](http://www.companieshouse.gi) — Forms Section.

Please remember that this form is a statutory form and should not be revised or amended. Any changes to the form could result in the form being rejected by Companies House.

- **Filing Fee**

A statutory filing fee of £17.50 sterling is payable per Form of Particulars of Director and Secretaries and of any changes therein.

A supplementary fee of £17.50 sterling is payable if the Form of Particulars of Director and Secretaries and of any changes therein is not filed with the Registrar within 14 days of the change (please see sec. 426 (4) of the Companies Act).

Payment Method – UK clearing cheques should be crossed and made payable to **Companies House (Gibraltar) Limited**.

- **Guidance only**

This Circular is intended for general guidance only. Companies House (Gibraltar) Limited does not assume legal responsibility for the accuracy of any particular statement. In the case of a specific problem, we recommend that you seek professional advice.

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