

Change of company secretary

Checklist for sports companies limited by guarantee

Change of company secretary

The following actions should be undertaken to effect, and record, the change of a company secretary within an organisation which is a company limited by guarantee.

- Minute the board resolution appointing the new secretary in place of the secretary who is resigning or being removed.¹
- Record the appointment of a new secretary by completing a form AP03 (or AP04, where a corporate secretary is appointed) electronically containing the following details of the new secretary:
 - full name (including previous names, where appropriate);
 - residential or service address;²
 - signature consenting to act as secretary; and
 - signature of the authorising officer.

For situations where a corporate secretary has been appointed the following information is required:

- full name;
- registered office of the corporate secretary;
- registered number and place of registration for an EEA (European Economic Area) company or note of legal form, governing law, place of registration and
- registration number for non-EEA entities (including UK incorporated limited liability partnerships);
- signature of secretary willing to act; and
- signature of authorising officer.

If the form is to be filed electronically at Companies House, the additional information to authenticate the online filing should be obtained and provided.

A separate form of consent to act should be signed by the incoming secretary for the company's own records.

- The form TM02 should be completed to electronically record the resignation or removal of the outgoing secretary. Both forms (AP03 or AP04 and TM02) should be filed at Companies House within 14 days of the appointment.
- The register of secretaries should be amended.
- Inform, as appropriate:
 - the bank(s);
 - payroll department;

¹ It may be appropriate to obtain a letter of resignation confirming that an outgoing secretary has no remaining claims against the company.

² A service address is placed on public record as the place where official correspondence will be sent. As such, it must be an address where correspondence will be received and dealt with promptly. A company secretary is not obliged to provide their residential address and the use of a service address will give the secretary some privacy.

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- insurers;
- board members and staff;
- members, volunteers and supporters; and
- and any other interested parties of the changes.

In the case of a removal from office/termination of employment, care must be taken to ensure that the terms of any contract of employment and relevant provisions of employment law are observed (length of notice, etc.).

