



Complying with Companies House

One advantage of trading as a limited company is that the members are shielded by the 'corporate veil' and cannot be pursued personally for debts of the company. In addition, it is often easier to raise finance as a limited company and it may influence both customers and suppliers when deciding whether or not to deal with your business. The counter of this is that being able to trade as a limited company also imposes duties and responsibilities on the business. The following is not exhaustive but is intended as a guide to the main responsibilities, most of which will be undertaken by the Company Secretary.

First, there are a number of statutory registers which need to be maintained. These are: the register of members; the register of directors and secretaries; the register of directors' interests; the register of charges; and for public companies only, the register of interests in shares.

Members of the company and auditors have to be provided with notice of meetings. There must be 21 days written notice of an annual general meeting and 14 days written notice of a meeting which is neither an annual general meeting or a meeting to pass a special resolution. (For an unlimited company, the written notice required is 7 days.) Directors' meetings and general meetings must be minuted and the minutes must be kept.

At least 21 days before a meeting at which they are to be laid, a copy of the accounts should be sent to every member of the company, every debenture holder and every person who is entitled to receive notice of general meetings. They should also be sent to anyone demanding a copy by virtue of the Companies Act, s.239.

Members of the company and members of the public are entitled to a copy of the company's register of members, and members of the company are entitled to inspect the minutes of its general meetings and to have copies of these minutes.

But possibly the most onerous duty is that of filing relevant forms with Companies House. There are 200 forms which could be filed with Companies House, in addition to the annual accounts (which need to be filed within ten months of the end of the relevant accounting reference period for a private company or seven months for a public company). The most common are the following:

Form 363 Annual Return - This is sometimes called the 'shuttle' document because Companies House send a pre-printed return form to the company's registered office each year with details of the information held on their database. The form gives details of the company's directors and secretary, registered office address, shareholders and share capital. The details should be checked and amended if necessary, then the form should be signed, dated and returned to Companies



House within 28 days with the filing fee (currently £15).

Form 225 – Change of accounting reference date - The accounting reference date is the date to which the company's accounts are prepared each year. That date can be changed by using this form.

Form 287 Change of registered office - All formal communications are sent to the registered office, which must be a physical location, not just a PO Box because people have the right to visit the registered office in person to inspect certain registers and documents and to deliver documents by hand. It is vitally important that Companies House is kept informed of any change in registered address, using this form.

Form 288 – Change of directors and secretary and their details - All changes to directors and secretary's details must be sent to the Registrar within 14 days of the change. There are three versions of the form. Form 288(a) is used for the appointment of an officer; Form 288(b) is used for an officer ceasing to act (through resignation, removal, death etc) and Form 288(c) is used for a change in the details of an officer such as a change of name or residential address.

Form 88(2) Allotment of Shares - This form should be sent to Companies House within one month of the shares being allotted.

In addition, any special or extraordinary resolutions and certain types of ordinary resolutions need to be sent to Companies House within 15 days of them being passed by the company. There is no special form but they should be produced to a standard enabling them to be scanned and reproduced electronically or on microfilm.

Finally, any mortgages or charges created by the company must be sent to Companies House within 21 days.

Companies House does impose penalties for failing to comply with these requirements so it is important to ensure you are doing everything necessary.