



GUIDANCE NOTE 10

Particulars of Directors and Secretaries

Updated March 2024

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.

Appointment of First Officers

Every public company is required to have at least two directors and a secretary. On the application for registration of the memorandum and articles of a public company the applicant must deliver to the Registrar a list of the persons who have consented to be directors of the company. For a public company, evidence of the consent of the directors and secretaries to act in that capacity must also be lodged with the Registrar. The directors of a public company must take all reasonable steps to ensure that the person appointed as secretary has the requisite knowledge and experience to discharge his functions; that is, that for at least 3 out of the preceding 5 years he has held the appointment of secretary to a company other than a private company; or that he is a person who by reason of his previous appointments appears to the directors to be capable of discharging the functions of secretary; or that he is a barrister or a member of a recognised accounting body or of the Institute of Chartered Secretaries and Administrators (now renamed the Chartered Governance Institute).

The first form of Particulars of Directors and Secretaries and of any change therein for a private company must be delivered for filing to the Registrar within 14 days of the date of the first appointment. A separate form of Particulars of Directors and Secretaries and of any change therein must be used for appointments that do not fall within the same 14-day period. The first form of Particulars of Directors and Secretaries and of any change therein must be signed by one of the first directors or secretaries of the company, stating the full name and the capacity of the signatory.

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 £25.00 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/authorised 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 — [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 £25.00 sterling is payable per Form of Particulars of Director and Secretaries and of any changes therein.

A supplementary fee of £25.00 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).

Please refer to Guidance Note 36 for payment methods accepted by Companies House Gibraltar.

Guidance only

These notes are intended for general guidance only. Companies House Gibraltar 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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