

Isle of Whithorn Leisure Limited

Registered office: 1 Dashwood Square, Newton Stewart, DG8 6EQ

Company Registration No.: SC055894 (Scotland)

SECRETARY'S TASKS

1. This document identifies the secretary's tasks and suggest some options about how the tasks could be carried out after the next AGM. Possible options are:

- A shareholder volunteers to be secretary. In view of the lack of response over the last years from owners to requests for nominations for directors it's not very likely this will happen.
- Employ someone outside Laigh Isle to carry out the tasks.
- The existing directors split the tasks between them.
- Divide the tasks in the hope that several shareholders might be encouraged to take on one or two tasks. This division of labour might be more manageable for some shareholders rather than taking on all the responsibilities of secretary.
- A mixture of the last two points.

2. Also see note at end re post of secretary and Companies House requirements.

3. Tasks

3.1 Committee meetings

Setting date, booking room/arranging zoom, preparing draft agenda, taking and writing up minutes and circulating.

3.2 AGM

Booking venue, writing invitation letter, compiling agenda and secretary's report for AGM, obtaining reports on accounts and site maintenance from other directors, collating and sending out AGM papers by email/letter, receiving/checking proxy votes and nominations for directors, receiving apologies.

Taking AGM minutes, writing up and circulating by email/letter.

3.3 Sale of chalets

Seller - Obtain share certificate from seller and details of buyer so they can be contacted. I have also been contacted twice by sellers' solicitors asking for information about the company, has the levy been paid and apportioning it between the seller and buyer.

Buyer – Send welcome letter, information about company's data protection policy, new owners' details form, date of AGM, anything else relevant at the time.

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Seller and Buyer - Update shareholders' details spreadsheet. This spreadsheet is a legal requirement.

New owners' share certificate - Prepare and send out within legal timescale.

Seller's share certificate – Make sure it is returned, file and shred at end of timescale.

Shareholders' details spreadsheet – keep up-to-date and circulate as necessary to other directors. Destroy old spreadsheets.

3.4 Information for Companies House of changes to shareholders and directors.

Montpelier need to be informed of new directors, any post they hold, resignation of directors and changes of shareholders.

Every July Montpelier sends a list of all directors and shareholders and their shareholdings. This needs to be updated as necessary and returned to Montpelier by 1st August so they can submit an accurate Confirmation Statement to Companies House.

3.5 Deal with correspondence

Correspondence is normally from shareholders e.g. complaints, queries, requests for agreement to alter chalets, compliments. (Any director can get these, not just the secretary.) Usually discuss with other directors before replying.

3.6 Complaints

Normally we try to deflect complaints and ask the owner to try to sort it out themselves if it is about the actions of another owner. If it is about site maintenance refer to the appropriate director. If a complaint affects the whole site take to next committee meeting.

3.7 Data Protection Requirements

Make sure the company's data protection documents are updated to reflect change in the law, review at interval specified in the documents.

4. Possible grouping

4.1 Based on amount of work involved

- Committee meetings AND data protection
- AGM AND Sale of chalets

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- Information for Companies House of changes to shareholders and directors AND Deal with correspondence AND Complaints

4.2 OR

- Committee meetings AND AGM
- Sale of chalets AND Data protection
- Information for Companies House of changes to shareholders and directors AND Deal with correspondence AND Complaints

Note re post of secretary and Companies House

a) To satisfy Companies House I think that one director will need to be nominated as secretary if the tasks are carried out by several people. That nominated person would need to monitor that the legally required tasks are carried out, as the company secretary is the compliance officer of a company and is assigned various duties by the Companies Act 2006.

b) If you look at our company on the Companies House website you'll see that I am down as the "Person with Significant Control". This identification was done by Montpelier in the Confirmation Statement and I knew nothing about it until I saw it on the website. This led me to look on the internet to find out what it means.

c) Since 6th April 2016, nearly all UK companies have been required to maintain a register of Persons with Significant Control (also known as a "PSC register"). The PSC register obligations were introduced as part of the Small Business Enterprise and Employment Act 2015. The government's intention was to enhance corporate transparency where complicated ownership structures can sometimes make it difficult to tell who owns and controls companies.

However, even small limited companies with very simple structures are required to maintain a PSC register (we don't have one). And, from 30th June 2016, companies need to file this information with Companies House as part of the [Confirmation Statement](#).

For most small businesses the 3 most likely criteria that would make an individual a Person with Significant Control are as follows:

- Any individual who owns more than 25% of the company's shares
- Any individual who holds more than 25% of the company's voting rights
- Any individual who has the power to appoint or remove a majority of the company's directors.

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No shareholder in Isle of Whithorn Leisure Limited own more than 25% of the company's shares and no individual has the power to appoint or remove a majority of the directors. Where this is the case, a general statement must be added to the company's PSC register to declare the company does not have any PSCs. The register cannot be blank. I think I should write to Montpelier pointing this out to them and ask them not to nominate anyone as the PSC in future. They need to make a statement to Companies House saying "The company knows or has reasonable cause to believe that there is no registerable person or registerable relevant legal entity in relation to the company".

Morag Roberts
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