

# Legal Duties of Company Directors & Company Secretaries


The Companies Act 2014 imposes specific legal duties on company directors and company secretaries. These duties are listed below:

## **Duties of Directors under the Companies Act 2014**

- Act in good faith in what the director considers to be the interests of the company
- Act honestly and responsibly in relation to the conduct of the affairs of the company
- Act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law
- Not use the company's property, information or opportunities for his or her own or anyone else's benefit unless – permitted by constitution or approved by company resolution in general meeting
- Not agree to restrict the director's power to exercise an independent judgment
- Avoid any conflict between the director's duties to the company and the director's other (including personal) interests
- Exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both—
  - (i) The knowledge and experience that may reasonably be expected of a person in the same position as the director; and
  - (ii) The knowledge and experience which the director has
- Have regard to the interests of its members

## **Duties of Company Secretaries under the Companies Act 2014**

- Complete, sign and send the company's annual return to the CRO
  - Certify that the financial statements attached to the annual return are true copies of the originals
  - Prepare an accurate statement of the company's assets and liabilities if the company goes into liquidation or receivership
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## Declaration of Undertaking

“I have read and understand the legal duties of company directors and company secretaries and confirm that I will undertake to comply with these duties as required by the Companies Act 2014.”

Name (print): \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

*This Declaration of Undertaking to comply with the duties imposed on company directors and company secretaries under the Companies Act 2014, should be signed, dated and returned to the Company Secretary/Chairperson.*