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## Hong Kong Company Incorporation Guide (7) Company Secretary of a Hong Kong Company

### 1. Qualification of Company Secretary

In accordance of the Hong Kong Companies Ordinance, every company registered in Hong Kong shall have a secretary. With effect from the date of incorporation of a company mentioned in its certificate of incorporation, the first secretary of the company is the person named as the secretary in the incorporation form submitted in respect of the company.

A director of a company may at the same time acting as the secretary of the company. However, the director of a private company having only one director shall not also be the secretary of the company.

The secretary of a company shall:

- (1) if an individual, ordinarily reside in Hong Kong;
- (2) if a body corporate, have its registered office or a place of business in Hong Kong.

Pursuant to Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615), service provider who carries on or wishes to carry on a trust or company service business in Hong Kong is required to apply for a Trust and Company Services Providers (“TCSP”) licence. In other words, if the (a) and (b) is a service provider that is specialized in providing corporate services, it should also be a TCSP Licensee unless exempted.

Anything required or authorized to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the company authorized generally or specially in that behalf by the directors.

### 2. Powers and Duties

The duties of company secretary may vary subject to the size and nature of company. In general, company secretary’s duties include correspondence with shareholders and regulatory bodies and ensuring that the company is in compliance with the regulations regarding the organisation of the meetings of directors and shareholders. Therefore, the

company secretary needs to be present at all meetings of the company and the directors and shall make proper minutes of the meeting. The company secretary also deals with share transfers, keep the books of the company and deliver documents and make necessary returns to the Hong Kong Companies Registry.

Being an officer of the company, company secretary has the similar duties with other officers. The company secretary is also bound to perform the duties which the law imposes on all officers of a company.

### 3. Appointment and Resignation

The company secretary is appointed by the directors. Pursuant to Hong Kong Company Ordinance, a company secretary can be appointed for such term, at such remuneration and upon such conditions as they may think fit.

To know more about our company secretarial services, please see click [here](#).

*If you wish to obtain more information or assistance, please visit the official website of Kaizen CPA Limited at [www.kaizencpa.com](http://www.kaizencpa.com) or contact us through the following and talk to our professionals:*

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