

Registry of Companies

MFSA

INFORMATION for directors and the company secretary – knowing your responsibilities and duties

As directors and company secretary of a newly registered company you should be aware of your responsibilities and duties under the Companies Act. The company is a separate legal person, distinct from the shareholders or the directors. You are therefore expected to act honestly and in good faith in the best interests of the company.

The Companies Act sets out a number of duties and responsibilities for directors and the company secretary in respect of various matters. You are invited to seek professional guidance and advice to ensure you are aware, understand and are able to comply with your obligations. Not knowing what your obligations are does not excuse your failure to comply. Non-compliance may not only be detrimental to the company but will often make you personally responsible and liable for fines. Certain serious malpractices may even constitute an offence.

Your duties under the Companies Act include the submission of various notifications and documentation to the Registrar of Companies. If you fail to submit documents or submit them late you will be liable to a fine, including daily fines. The most common documents are the following:

1. Every company is required to submit to the Registrar an **Annual Return** accompanied by the appropriate registration fee upon each anniversary of the company's registration. The return should be signed by at least one director or by the company secretary and should be submitted to the Registrar by not later than 42 days from the anniversary date. The Annual Return (Form Z) may be downloaded from the Registry website <http://registry.mfsa.com.mt/freeForms.do>. You should therefore keep note of the date when the return should be drawn up and submitted.
2. As directors you have a duty to prepare **annual accounts** and to submit a copy to the Registrar. Normally accounts must be submitted by not later than ten months and 42 days (private company) or seven months and 42 days (public company) from the financial year end. This is 31st December unless otherwise notified to the Registrar. You should cooperate with your accountants and the company auditors to ensure annual accounts are prepared, approved and submitted to the Registrar on time.
3. You also have a duty to inform the Registrar about certain matters, changes and events that occur during the lifetime of the company. This information is normally submitted on prescribed forms available from <http://registry.mfsa.com.mt/freeForms.do> within 14 days from the happening of the matter, change or event. The most common notifications concern the following:
 - changes among directors and company secretary (new appointments, resignations or removal) and in the legal representation of the company – use Form K;
 - transfer and transmission of shares – use Form T;
 - amendments to the memorandum or articles of association. A copy of the resolution together with a revised and updated copy of the memorandum and articles of association must be submitted to the Registrar;
 - change in registered office of the company – use Form Q;
 - issue and allotment of shares – use Form H;
 - dissolution of the company – use Form B1.

The above is an indication of your most common obligations and is not an exhaustive list of your duties as directors or company secretary. In case of any difficulty or should you require any assistance, you may contact the Registry of Companies on tel. +356 21 441155; fax. +356 21 441195; or email registry@mfsa.com.mt