

# Corporate Secretarial Services



## **THE NEED FOR CORPORATE SECRETARIAL SERVICES**

Corporate governance and compliance is an important and increasingly complex arena which companies are required to navigate. Regulatory changes, international reporting standards and the global nature of business can make it difficult to stay on top of the countless local rules and regulations imposed on companies.

Organisations including private (proprietary limited), public (listed and unlisted), and charities (not for profit) often hire a governance professional to provide a range of corporate secretarial services to minimise their compliance and administrative burden which is heavily involved in all activities concerning corporate governance, compliance, disclosure and risk mitigation.

The Board, and other stakeholders by extension, are increasingly reliant on company secretaries to advise and implement a governance framework to assist in meeting a company's obligations.

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## ROLE OF A COMPANY SECRETARY

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In addition to fulfilling corporate administrative responsibilities, the company secretary has a duty to ensure a company complies with a range of Federal and State legislation and regulations. Depending on the company's business activities, these may include:

- Corporations Act 2001 (Cth)
- Australian Charities and Not-for-profits Commission Act 2012 (Cth)
- Work Health and Safety Act 2011 (Cth)
- Company's Constitution
- ASX listing rules
- Australian Securities and Investments Commission ("ASIC") regulations
- Australian Prudential Regulation Authority ("APRA") regulations
- Australian Charities and Not for Profit Commission ("ACNC")
- Australian Taxation Office ("ATO")
- Safe Work Australia

The Corporations Act stipulates the rules regarding the appointment and departure of a company secretary, such as:

- Public companies must have a company secretary
- The company secretary must be a natural person over 18 years old
- The company secretary cannot be disqualified from managing companies under the Act
- Company directors appoint the company secretary
- ASIC must be notified of the appointment of a company secretary within 28 days
- The company secretary must give written consent to be appointed

Under the Corporations Act, company secretaries have many of the same duties as company directors, which include exercising their powers with care and diligence and discharging duties in good faith. They cannot improperly use their position or information gained by virtue of their position to gain advantage or cause detriment to the company.

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Other duties typically performed by a company secretary include the following:



### **APPOINTMENT OF COMPANY SECRETARY:**

- Maintain a registered office address for both Australian and foreign registered companies
- Registration of new companies and deregistration of old companies
- Registration of business names, ABN, TFN and GST
- Conduct annual company review and renew company registration
- Establish bank accounts
- Act as ASIC Registered Agent



### **MEETINGS AND ADMINISTRATION:**

- Arrange and coordinate meetings of directors and members, including preparation of agendas, notices and minutes
- Update and maintain minute books, statutory registers and other key documents
- Attend board and committee meetings and produce minutes and matters arising from those meetings
- Implement board decisions
- Draft circular resolutions, subsidiary minutes and authorisations under delegation
- Advise on periodic/ad-hoc items for board and committee consideration
- Liaise with advisers
- Manage relationship with share registrar and handle shareholder queries
- Assess board performance and providing guidance to chair and directors
- Assess, analyse and treat risk, including reputational risk



### **COMPLIANCE AND GOVERNANCE:**

- Draft corporate governance materials and promote the compliance framework
- Prepare board and committee governance charters, policies and manuals
- Ensure compliance with the Constitution
- Ensure compliance with the Corporations Act including continuous disclosure requirements
- Ensure compliance with ASIC, including performing the annual review, changes to company details, reporting relief lodgements and preparation and lodgement of ASIC forms
- Ensure compliance with ASX listing rules, including lodging required period returns, announcements and notices
- Advise on ASX continuous disclosure obligations and installation and management of governance programs
- Ensure compliance with any other relevant statutory or regulatory obligations, which may include employment laws, workplace health and safety and insurance
- Advise the Board on all reporting requirements, ethical standards and corporate behaviour
- Sign contracts on behalf of the company
- Conduct Annual General Meetings and General Meetings per company constitution, meeting notice and proxy requirements in the Corporations Act

## HOW CAN ONE INVESTMENT GROUP HELP?

One Investment Group offers a full-scale company secretarial service that enables clients to meet their compliance obligations without bearing the burden themselves. Our team of professionals have the knowledge and experience to keep up to date with all the relevant legislation and regulations to ensure your company is consistently compliant and implements the best governance policies.

We service a variety of clients, including Australian companies and foreign companies with Australian subsidiaries, seeking a cost effective solution to manage their governance, compliance and disclosure obligations. Over 20 years, we have managed the company secretarial requirements of more than 70 companies and 200 trusts with entities located in Australia, Singapore, Hong Kong and the British Virgin Islands.

If you require a company secretary to fulfil the duties and responsibilities above, please get in contact with us by calling +61 2 8277 0000 or emailing [cs@oneinvestment.com.au](mailto:cs@oneinvestment.com.au).

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