

# Corporate Governance Services



## THE NEED FOR CORPORATE GOVERNANCE SERVICES

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Corporate governance and compliance are important and increasingly complex areas which companies are required to navigate. Regulatory changes, local and 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.

At One Investment Group, we specialise in managing corporate compliance for entities who require corporate compliance management. We can provide mandatory Australian resident Director, ASX local agent and ATO Public Officer roles as well as providing statutory Company Secretary services, online Australian Securities and Investments Commission (ASIC) and Australian Charities and Not-for-profits Commission (ACNC) agent and Registered Office functions. As your agents, we will provide end to end solutions in compliance and corporate governance to support you.

Company boards, 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. Many private, public (listed and unlisted) and not-for-profit (eg. charities) boards hire an external governance professional to provide a range of corporate secretarial services to help to minimise their compliance and administrative burden.



# ROLE OF CORPORATE GOVERNANCE

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There are many aspects to a modern corporate governance professional. The idea of corporate governance simply being the appointment of a company secretary is no longer accepted as there are so many new areas of governance which require the board's attention. That is how we can help. We can provide a tailored package of services which meet your company's needs, whether you are a small charity or an international client with operations in Australia. Our various services are detailed below.

[Contact Us](#)

## COMPANY SECRETARY

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For most companies, a statutory company secretary is required to be registered with ASIC on behalf of the company. 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, a company's obligations may arise under:

- 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 and Corporate Governance Principles and Recommendations
- Australian Securities and Investments Commission (ASIC) regulations
- Australian Prudential Regulation Authority (APRA) regulations
- Australian Taxation Office (ATO)
- Safe Work Australia

Please contact us if you are unsure of whether you require a statutory company secretary.



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.

Other duties that may be performed by a company secretary include the following:

- Execution of contracts and company documents
- 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 ASX and ASIC Registered Agent

## RESIDENT DIRECTOR

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All Australian companies have minimum requirements for resident directors; one director for proprietary companies and two directors for public companies. To meet this requirement for foreign-owned companies, we provide resident director services to meet this statutory obligation of the Corporations Act 2001.

## COMPLIANCE & GOVERNANCE

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Some common requirements of compliance and governance professionals are highlighted below:

- Prepare board and committee governance charters, policies and manuals and promote the compliance framework
- Ensure compliance with the Company's Constitution
- Ensure compliance with the Corporations Act
- Ensure compliance with ASIC requirements, 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 and continuous disclosure requirements, including lodging of required quarterly statements, annual reports, announcements, and notices

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- Advice 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
  - Execute contracts on behalf of the company
  - Conduct Annual General Meetings and General Meetings per the company's constitution, as well as meeting the notice period and proxy requirements of the Corporations Act and ASX Listing Rules

## **PUBLIC OFFICER**

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- Liaise with the ATO for all communications and official correspondence on behalf of the company
- Act as the authorised representative of the company
- Sign official returns and reports for lodgement with the ATO

## **MEETINGS & ADMINISTRATION**

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- Arrange and coordinate meetings of directors and members, including preparation of agendas, notices, memos, papers and minutes and circular resolutions
- Update and maintain minute books, statutory registers and other key documents
- Attend board and committee meetings
- Control the matters arising from the actions register
- Implement board decisions
- Engage in 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 provide guidance to the chair and directors
- Assess, analyse, and treat risk, including reputational risk

# HOW CAN ONE INVESTMENT GROUP HELP?

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One Investment Group can offer a range of services from a full-scale company secretarial service to individual projects that will enable our 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 compliant and implements the best governance policies. Our goal is to take your governance matters off your plate so you can concentrate on growing your business.

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.

Should you wish to discuss our ability to meet your corporate governance obligations, please contact us.

## OUR OTHER SERVICES

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- Responsible Entity Services
- Trustee Services
- Custody Services
- Fund Accounting & Tax Services
- Registry Services
- Managed Investment Trusts
- Significant Investor Visa Funds
- Family Office Services



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