



# Company Secretarial

## Legal Services



With over 1,400 sections and 25 parts, the recently introduced Companies Act 2014 places many onerous responsibilities and demands on companies and their directors. A new four tier categorisation of offenses helps to both identify breaches of the Act and the consequences for non compliance. Proposed future legislation and a strict enforcement regime will add greatly to the complexity and the range of duties imposed on companies and their officers.

In recent years, due to a number of high profile corporate failures, directors and managers have come under greater scrutiny for the manner in which their companies are governed and are expected to promote and demonstrate a greater degree of competence and accountability.

KPMG Legal Services can assist you in ensuring that you and your company are compliant with the provisions of the Companies Act to avoid possible enforcement action for non-compliance by the Companies Registration Office or the Director of Corporate Enforcement.

Non compliance can lead to filing penalties, prosecution, court injunction and involuntary strike off, with a subsequent loss of control over assets and can leave directors with personal liability for company debts.

Outsourcing your Company Secretarial function to KPMG will give you direct access to highly experienced Chartered Secretaries who will provide guidance on the Companies Act, all related statutory instruments and EU directives.

We develop specific services tailored to meet clients' needs, often in conjunction with other KPMG professionals, so that our clients enjoy the benefits of the breadth of commercial experience and expertise available in KPMG.

By outsourcing your company secretarial function to KPMG you will have the comfort of knowing that your company secretarial and company law obligations are being dealt with in a professional and efficient manner, allowing you to focus your attention on your core business needs.



# Areas we can assist you with your Company Secretarial obligations

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## **Annual Company Law Compliance – Irish and UK Incorporated Companies**

- Access to statutory registers on web-based software
- Maintenance of statutory registers and minute books
- Preparation and filing of annual return and AGM documentation
- Preparation and filing of statutory forms relating to changes in your company, e.g. changes in officers and registered office
- Assisting you with minimising accounts filing obligations
- External company compliance.

2

## **Advice and Assistance**

- Company incorporation – Irish and UK Companies
- External company registration
- Name changes
- Re-registrations, for example limited to unlimited and vice versa
- Group restructuring
- Company reduction and dissolutions
- Director disclosure, retirement and removal provisions
- Letterhead and website disclosure requirements.

3

## **Advice and Assistance**

- Secondments
- Training on Company Secretarial duties and obligations
- Meeting/Reporting Secretary
- Registered office address facility
- Process agent facility
- Stamp duty relief claims
- Company Secretarial Healthcheck
- Business name registration
- Helpline service
- Document monitoring.

4

## **Share Capital Assistance**

- Share transfers
- Share allotments
- Redemptions of shares
- Share re-organisations
- Rectification of registers.

5

## **Global Company Secretarial Services**

- Member firm of KPMG Global network
- One firm approach to provision of company secretarial services to subsidiary companies, wherever incorporated
- Single point of contact and access to specialists in jurisdictions across the globe.

### Why KPMG Legal Services

KPMG's Legal Services practice, staffed by lawyers and company secretarial professionals, is one of the premier providers of company secretarial services in the country. Qualified Chartered Secretaries with academic backgrounds, excellent technical knowledge and proven practical experience deliver services that give you peace of mind.

In conjunction with our audit, tax and advisory colleagues, we can provide our clients with comprehensive services tailored to their specific needs.

KPMG Ireland is a member of the international KPMG network of firms. We capitalise on our international colleagues' knowledge and experience in relation to international company law/company secretarial matters.

#### Annual Company Law Compliance Services

We provide a range of services to help ensure you meet your annual company law compliance obligations for your Irish and UK-registered companies.

For instance, KPMG Legal Services can:

- Act as Electronic Filing Agent and file documents in the CRO on your behalf
- Prepare and file annual returns on your behalf
- Provide you with a suite of documents to minute the approval and signing of financial statements, the convening of an AGM and the holding of the AGM
- Arrange the holding of your AGM (e.g. provide a location, coordinate the issue of notices to the shareholders and the counting of proxy votes)
- Provide company law advices and guidance on corporate governance issues as they relate to director and shareholder meetings (e.g. timings of meetings, notice periods, quorums etc.)
- Monitor and advise you of CRO filing deadlines and deadlines for holding your AGM.

### In addition, we can offer you top of the range cutting edge services.

#### Web Hosted Software

Your company secretarial records will be maintained on our web-based platform. You will have access via a secure internet site to view directorship, shareholder and other information for your companies.

#### Company Secretarial Healthcheck

To eliminate the risk of non-compliance and the associated risk of fines/prosecution or other enforcement action, we can review your company's registers, CRO filings, minute book and Memorandum and Articles of Association. We will provide you with a report setting out our solutions to address any potential problems or deficiencies.

#### Secondment of Staff

At times a company secretariat may experience unusually high demands on its time and resources.

KPMG Legal Services can provide fully qualified and experienced chartered secretaries to fulfill your temporary staffing requirements. You save on recruitment costs, free up staff for other "more pressing" matters and eliminate the risk of non-compliance and the enforcement action that this may bring.

#### Training on Company Secretarial Duties & Obligations

We can provide training, which is flexible and tailored to suit you, at your premises on the company secretarial issues which are most likely to impact you.

Training is given by fully qualified chartered secretaries who are experienced in a wide range of company secretarial areas, including Companies Acts requirements/obligations, how to comply with these obligations in practice (e.g. the documentation required to be put in place) and practical points to consider.

**Proposed future legislation will add greatly to the complexity and the range of duties imposed on directors and secretaries.**

### *Document Monitoring*

Would you like to be notified when documents are filed at the CRO for your company, to minimise the risk of corporate identity theft?

We can notify you when a document is filed for your company at the CRO and what that document is, what it notes and who filed it.

### *Company Secretarial "Connect"*

Our regular webmail will keep you up to date with company secretarial news and developments and let you know of changes in your company law obligations.

### *Company Reduction and Dissolution*

In association with our tax and audit colleagues, we can review your company group structure with a view to identifying those companies which are surplus to your future requirements.

In addition to providing the documentation required for any pre-dissolution steps, we can assist you in having surplus companies struck off the Register of Companies thereby reducing your annual audit and tax compliance costs.

### *Meeting/Reporting Secretary*

KPMG Legal Services can arrange suitable meeting rooms as a venue for Board and shareholder meetings.

We can also provide skilled and experienced chartered secretaries to attend meetings of Directors and Shareholders to ensure that the meetings are held in accordance with good corporate governance principles. Additionally, we can assist you meet your legal obligations to minute and record all proceedings of director and shareholder meetings by attending these meetings as Reporting Secretary.

## Contact us

To find out more about how we can help you reduce your company secretarial workload, please contact:



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Produced by: KPMG's Creative Services. Publication Date: May 2016. (1458)