

Corporate Secretarial best practice

Maitland helps companies adhere to best practice corporate governance in today's competitive and highly-regulated environment. We help you continually to review the relationships among the board, management and shareholders, as well as their responsibilities. The services are provided by Maitland's trust and corporate services division as part of the firm's fund services package to offshore fund structures and/or partnerships, including but not limited to the British Virgin Islands and Malta.

What can Maitland do for me as Corporate Secretary?

Corporate governance

We review developments in corporate governance and advise accordingly.

We ensure compliance with company law and its articles, as well as compliance with offering documents and all other legal requirements.

If you are a director, we can assist you by advising on your fiduciary and statutory duties and ensuring that you act with due care and skill in the best interests of the company and its shareholders. We help you to keep fully informed of the activities of the company.

Stock exchange requirements

If your company is listed, we monitor and ensure compliance with the relevant stock exchange listing requirements.

We manage relations with the stock exchange through the company's brokers and we can release information to the market on your behalf.

Reports

We coordinate the publication and distribution of the company's annual report and accounts and interim statements in consultation with the company's other advisers. In particular we assist in preparing the directors' report.

Legal

We assist with agreement sign-off in the ordinary course of business and prepare resolutions to ratify agreements or legal transactions.

Did you know?

Directors, officers and authorised signatories need to be vigilant when executing documents on behalf of the company to ensure that documents are signed in terms of an appropriate authority and that the corporate records are kept up to date to fully represent the business of the company.

Subsidiary or related entities

Our services extend to providing corporate secretarial services to subsidiary companies, such as special purpose vehicles and general partners.

General

It goes without saying that we can liaise on your behalf with other professional advisers, such as auditors or legal advisors.

Board meetings

We act proactively to ensure the board fulfils its own duties in holding regular meetings.

We convene, service and administer board meetings.

We compile the minutes of meetings and subcommittees and written resolutions

We help you standardise board meetings and their minutes as well as written resolutions. These important documents provide evidence of the reasons for decisions and whether they were taken in good faith, with directors exercising their duty of care.

Board minutes and resolutions are considered legal documents by the auditors and courts. They represent the actions of the board. Many assert that if something is not in the minutes, it did not happen.

Statutory files

We maintain and keep up to date the various statutory books, including the register of directors and members.

We ensure legally required documentation is prepared, depending on the laws of the company's jurisdiction.

We safeguard the statutory books and records of the company, thus ensuring the confidentiality of the board's work

Statutory returns

We file or submit information to the Registrar of Companies to report certain changes regarding the company or to comply with requirements for periodic filing.



Right Now & Forever

Will Maitland give me the right solution for my current circumstances?

Of course, but we will also look to your future. We aim to give you peace of mind both now and in the future. So that you can get on with creating your legacy. We've done it that way for over 30 years.

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The following are of particular importance:

- amended memorandum and articles of association
- notice of appointment and removal of directors and the secretary
- notices of removal or resignation of the auditors
- change of financial year end
- change of registered office
- shareholder meetings.

In this increasingly important area of corporate governance, we communicate with the shareholders on behalf of the board, and ensure that appropriate and due regard is paid to their interests.

We assist in compiling the necessary documentary communication to shareholders, such as notices of meetings and the annual report.

We coordinate the administration and minutes of shareholder meetings.

We oversee arrangements to permit shareholders and others to inspect certain records of the company, as well as statutory and other bodies to inspect other records.

Key contacts

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For further information on Maitland please visit our website at maitlandgroup.com

