

Capability Statement



Company Matters Pty Limited was established to bridge the service gap between a sole practitioner company secretarial service and a law firm. Based in Sydney with offices in Melbourne, Brisbane and Perth, Company Matters' specialised service offering is practical – focussing on prevailing governance and company secretarial matters within a boutique law firm structure*. This is what makes Company Matters unique.

Company Matters prides itself on applying the years of company secretarial and legal experience of our various practitioners to provide succinct, practical and market practice governance and legal advice and solutions.

An important consideration in ensuring that you receive cost effective services is having highly trained and supervised practitioners of varying levels to ensure that your work is carried out by the most appropriate person. At Company Matters we have staff ranging from administration assistants to chartered company secretaries and partner level lawyers, ensuring we have the right mix of people and skills for any task.

Company Matters can assist you in a range of ways from a complete outsourcing of the Company Secretarial function, to ad hoc support for your Company Secretary, legal advice or short term assistance during instances like annual or paternity leave. We can second our staff to your offices for the duration of a particular project or should a Company Secretarial vacancy arise.

Company Secretarial/Governance Consulting

Corporate governance is about more than maintaining correctly completed and filed forms: it goes to the heart of how a business is run and the transparent disclosure of relevant information between management, the board, shareholders and other stakeholders. Ensuring that your governance procedures enable you to meet these obligations is a core competency of Company Matters.

Our broad range of clients also enables us to keep you updated on current industry best practices. This information can be particularly valuable to assist your board in determining the appropriate response or position on a particular issue or regulatory change.

Some of the areas where Company Matters can assist you are:

- Appointment to the statutory position of Company Secretary
- Review and monitoring of your current governance framework and procedures
- Draft and advise on charters, policies and statements
- Review of content of board and committee papers and minutes
- Director induction packs
- Board and committee self assessments
- Advising the Board on complying with the Corporations Act
- Review of ASX announcements and provision of continuous disclosure advice
- ASX liaison
- Other regulatory policy advice and liaison (for example: ASIC, Fair Trading)
- Preparation of Corporate Governance Statement and Remuneration Report
- Attending and advising on procedures at shareholder meetings

* Company Matters Pty Ltd is an incorporated legal practice in New South Wales.

Company Secretarial Administrative Services

Administration, maintenance and filing of company records is the backbone of any corporate governance regime. To be done effectively, corporate administration requires experience and an understanding of the legal and regulatory framework that applies to your organisation.

Company Matters administration services are performed under legal supervision and include:

- Attending at Board and Committee meetings and preparation of Minutes
- Currency review and maintenance of statutory registers in accordance with the Corporations Act
- Preparation and circulation of directors' resolutions, for example:
 - Approval of statutory accounts
 - Annual solvency resolution
 - Change of officers
 - Share issues
 - Powers of Attorney
 - Corporate Representatives
- Preparation of members' resolutions, for example:
 - Appointment of directors
 - Change of company name
 - Amendment to the constitution
 - Capital reductions
- Annual ASIC returns and regular filings
- Appointment as Registered Agent with ASIC
- Appointment as Local Agent for foreign registered companies
- Provision of Registered Office
- Business name registration
- ABN and TFN registration
- Preparation and filing of ASX periodic and compliance appendices

Legal services

Company Matters legal services are an adjunct to the company secretarial and governance consulting allowing peace of mind for directors and company secretaries that our advice includes legal review and the corresponding comfort of legal professional privilege and professional indemnity.

In addition, Company Matters has deep expertise in a range of legal services closely associated with our core governance capabilities such as drafting and advising on:

- Employee incentives plans (and performance plan structuring/design)
- Executive service agreements
- Notices of meeting
- Powers of attorney
- Deeds of indemnity
- Dividend reinvestment plans
- Entitlement issues
- Share buy backs
- Share purchase plans
- Due diligence processes and procedures

The specialised focus of our legal team ensures that you get not only up-to-date advice but also the most efficient production of that advice or document. Quite simply, our structure results in significantly lower legal costs than those offered by corporate legal firms.

