



ARTHUR COX

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**COMPANY COMPLIANCE,  
BOARD & GOVERNANCE  
SERVICES**

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Dedicated  
teams for  
changing  
landscapes

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## Introduction

The Company Compliance & Governance Group, comprised of highly experienced solicitors and chartered secretaries, assists companies, their directors, company secretaries and executives to comply with complex requirements of company law.

The Group is led by Dr. Tom Courtney, partner, chairperson of the statutory Company Law Review Group and author of the leading textbook, *The Law of Companies* (4th ed; 2016) who is widely acknowledged as the leading expert on Irish company law. The team has a depth and breadth of experience in both industry and practice bringing to bear a personal knowledge and appreciation of the daily problems presented to companies by compliance and governance issues and their associated solutions.

In addition to providing legal advices and opinions on all aspects of company law, our services address the annual and recurrent legal and company secretarial needs of our clients and are divided into three main categories: compliance services, governance services and board services.



Strong across the board - the scope and range of different services covered is a real advantage.

Commercially minded and very knowledgeable of the industry and the Irish market. There isn't much the firm could improve on; it has a great breadth of expertise.



## Our Team



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## Compliance Services

In addition to incorporating Irish companies and registering branches of external companies, we provide a full range of annual compliance services.

We assist companies and their directors, secretaries and managers in organising, documenting and completing ongoing statutory compliance obligations by providing technical support and practical assistance. Our service includes our prompting you in relation to compliance with your Irish companies' annual filing requirements.

Our annual compliance services for companies include:

- Provision of Bradwell Limited, to act as the named company secretary, joint company secretary or assistant company secretary of your company.
- Setting up and maintaining your company's statutory registers, to include the Beneficial Ownership Register, on our company secretarial database including the maintenance of your company's minute books.
- Preparation of your company's annual return for filing at the Companies Registration Office. Preparation of the necessary documents and resolutions for the annual financial statements to be approved by directors and accepted by the members.
- A registered office address for your company.

We can also provide annual branch compliance services.

A full range of additional company compliance services such as share allotment or transfer, change in officer or company name, and adoption of a new constitution are available.

## Governance Services

Our holistic approach to corporate governance addresses matters that often fall between traditional legal advice and consulting. Our governance services offering can complement our compliance and board services or be availed of on a stand-alone basis. Where we do not otherwise act for a company, we can provide independent legal advice to non-executive directors on their duties and responsibilities under the Companies Act 2014.

We can work with management to weave suitable training presentations into board meetings or provide individual or small group training on general or particular legal topics. We have provided training on a variety of matters, such as directors' duties under the Companies Act 2014, corporate governance and the senior manager, and board responsibilities.

When both legal precision and organisational efficiency are called for to provide workable solutions, we provide a responsive team, drawing on our knowledge of company law and corporate governance to your best advantage.

## Examples of the governance services we provide:

| DIRECTOR APPOINTMENT                            | TRAINING                                                          | BOARDS AND BOARD COMMITTEES                         | BOARD AND CORPORATE POLICIES                     | DIRECTORS' COMPLIANCE STATEMENTS                                                                                 | CORPORATE GOVERNANCE IN START-UPS                   |
|-------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| New director selection process training         | On Directors' fiduciary and statutory duties & liabilities at law | Developing and drafting a Company Governance manual | Codes of Conduct, Conflicts of interest policies | Directors' compliance statements                                                                                 | Establishing and developing a board speaking agenda |
| Appointment letters for non-executive directors | On in-house company secretarial practice and procedures           | Drafting terms of reference for Board Committees    | Developing Board & Committee manuals             | Compliance policy statements                                                                                     | Drafting bespoke constitutions                      |
| Induction pack and training for directors       | On Board communications and presentation                          | Providing Audit Committee advice                    | Documenting reserved powers of Boards            | Assisting in documenting the arrangements and structures designed to secure compliance with relevant obligations | Drafting delegation of authorities                  |

## Awards

Ireland Law Firm of the Year 2016, 2015, 2014  
IFLR Europe Awards

Ireland Law Firm of the Year 2016, 2015  
Who's Who Legal

Ireland M&A Legal Adviser of the Year 2015  
Mergermarket Awards

European Legal Team of the Year 2015  
The British Legal Awards

## Board Services

Companies to which we provide board services will typically out-source some or all of their company secretarial function to Arthur Cox. Our highly experienced company secretaries engage with the board of directors, and executives to deliver value-added board assistance.

Board services can be provided on either a permanent or a temporary basis (e.g. sabbatical, maternity cover) whereby our company secretaries blend seamlessly into your organisation to minimise disruption and to deliver board services to order.

Our approach is to take the work associated with the co-ordinating and administering of board and committee meetings, off the desks of busy executives and directors to allow them to focus on strategic and organisational issues requiring their industry expertise.

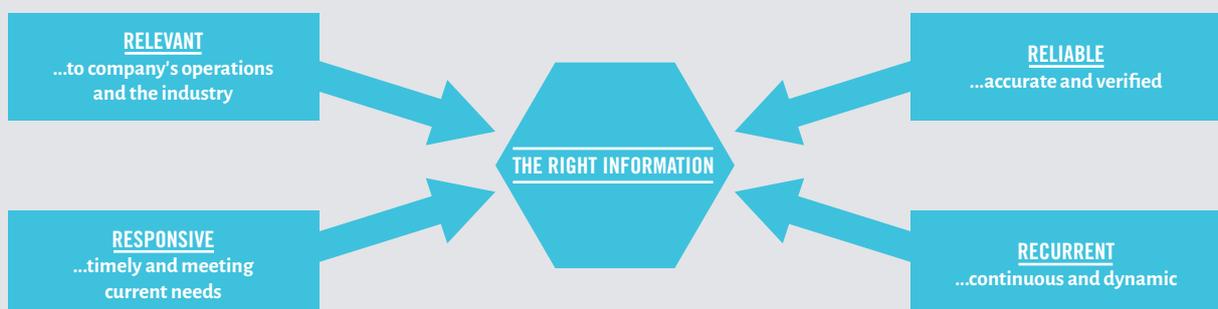
We have unrivalled experience in providing external, objective advice. Many of our clients have advised that our board services have facilitated efficient and effective board meeting organisation and delivery including increased interaction and responsiveness from presenters and board members.

We find that focusing on the “4 Rs for the Right Information” when preparing the content for board meetings ensures the optimum management of the board oversight and governance.

We deliver this in the following ways:

- Co-ordinating and managing meeting dates, scheduling and annual diary management for the board and executives;
- Liaising with the Chair, CEO, relevant executives, and stakeholders to agree meeting agendas;
- Managing the requisition of board papers through direct communications with relevant presenters;
- Collating and issuing board papers (e.g. via a board portal, by email or in hard copy);
- Attendance at all board and committee meetings to take minutes and matters arising;
- Drafting of minutes for the Chair and circulation of minutes for comment and agreement with directors; and
- Managing any relevant follow ups related to matters arising to allow for the pro-active management of future meeting agenda.

Providing board services is an on-going relationship which develops and evolves as we become more familiar with you, your officers, your executives, your policies and your ways of working. We become your external hub for the organisation and management of your board, its committees and their meetings while being able to provide advices to the board and its committees as required.



## eBoard packs

We work with clients who use board portals to communicate board and committee information securely and easily. We can work with your current package or assist you in identifying a service to meet your company's needs.

# ARTHUR COX

Arthur Cox is one of Ireland's largest and most innovative law firms. Today, the firm has about 350 lawyers, including almost 100 partners and a total staff of 750. We are an "all-island" firm, with offices in Dublin and Belfast, as well as London, New York and Silicon Valley.

Advising on aspects of corporate and business law, we strive to deliver superior levels of service, building relationships that grow over time and developing specialist industry knowledge to help our clients achieve their goals.

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