

Goodbody Secretarial Limited

A&L Goodbody LLP has a company secretarial arm, Goodbody Secretarial Limited (GSL), which provides a full range of corporate secretarial services to its clients. In response to client demand and the specialised nature of the work, a separate team in GSL is dedicated to providing services to clients of the Asset Management & Investment Funds group (Investment Funds GSL).

OUR EXPERIENCE

Our dedicated team of corporate secretarial professionals has a detailed working knowledge of the funds industry, its participants (including many of the Irish resident directors) and the particular complexities and challenges to which regulated corporate entities may be subject from a secretarial perspective.

Events in the offshore world have highlighted the importance of the role of directors and secretaries in the proper and prudent running of a regulated corporate entity. As their responsibilities continue to grow, with changing legislative and regulatory requirements, and in addition to industry guidelines, many boards and secretaries are seeking professional assistance to deal with their secretarial requirements.

With the increasing focus on corporate governance globally and the impact of the Central Bank of Ireland Guidance in relation to Fund Management Companies and the Corporate Governance Code for Collective Investment Schemes and Management Companies, we assist clients by facilitating all aspects of board meetings and ensuring that they are documented to the board's satisfaction and in compliance with regulatory requirements.

Investment Funds GSL, in its capacity as secretary to regulated investment funds and management companies, is considered to perform a Controlled Function. GSL, therefore, comes within the remit of the Central Bank of Ireland's Fitness and Probity Standards and is compliant with those standards.

Services

In an increasingly complex regulatory and compliance environment, the corporate secretary needs to be vigilant and proficient with an awareness of an entity's obligations and the ability to ensure that they are met. The Investment Funds GSL team can provide that vigilance, proficiency, awareness and ability in a manner tailored to the particular needs and demands of the funds industry.

As secretary to ICAVs, investment companies and management companies/AIFMs the team offers the following secretarial services:

- ▶ Organising, scheduling and attendance at board, board sub-committee and general meetings together with the taking of minutes and action points at those meetings
- ▶ Keeping the minutes of board, board sub-committee and general meetings on behalf of the directors
- ▶ Liaising with board contributors to gather board papers, compile the board packs and circulate them to directors in good time prior to each meeting
- ▶ Preparing ad hoc board resolutions, as required, and assisting with obtaining board approval and signatures
- ▶ Preparing the necessary documentation in relation to the holding of general meetings including notices, proxy forms, consent to short notice and minutes

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- ▶ Maintaining, and making available for inspection, registers including the register of directors and secretaries and register of directors' and secretary's interests
- ▶ Keeping the entity's beneficial ownership register and, where requested, making public registry filings
- ▶ Preparing any required Companies Registration Office forms, arranging to have them signed and attending to their filing within the prescribed time limits
- ▶ Preparing any required ICAV registration forms, arranging to have them signed and attending to their filing within the prescribed time limits
- ▶ Liaising with the regulator and Euronext Dublin in respect of changes in the composition of the boards of directors
- ▶ Providing the registered office
- ▶ Forwarding all correspondence received in accordance with a client's instructions
- ▶ Providing custody of the seal

OUR TEAM



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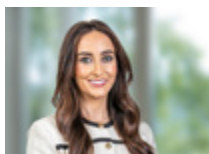
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