



Company Secretarial Group

The role of the Company Secretarial Group is to give professional, technical support and advice to all types of company registered in England and Wales.

The first company under the Companies Acts was incorporated in 1862. Since then over 6 million companies have been incorporated in England and Wales. The structure is efficient, incorporation is fast, formation costs are low and unlike in other jurisdictions there are no minimum capital requirements. Following the decision in the Inspire Art case more and more European businesses are starting to use English companies as their investment vehicle of choice.

Taylor Wessing LLP's experienced and dedicated Company Secretarial Group is qualified to advise on all aspects of the administration of both private and public companies and is able to perform the unique role of company secretary. The team appreciates the challenges faced by companies (especially in the light of the introduction of the Companies Act 2006: the largest ever legislation in the United Kingdom) and has the resources and dedication to help meet them. The group gives practical advice to companies as and when required by their businesses, and also ensures that routine, but vitally important items, are not overlooked.

It is currently advising all clients on the impact of the changes arising from the implementation of the Companies Act 2006.

The services which the Company Secretarial Group can provide include:

- Incorporation
- LP, LLP, branch registrations and place of business registrations
- Maintenance and updating of statutory records
- Provision of registered office and mail forwarding facilities
- Provision of company secretary
- Provision of nominee directors (non trading companies)
- Business information investigative reports and searches
- Preparation of AGM/EGM packages and minutes
- Drafting of resolutions
- Due diligence
- Share restructuring and reorganisations
- Redrafting of memoranda and/or articles of association and/or constitution
- Re-registration of companies
- Dissolutions

Incorporation

We incorporate every type of company electronically through a Companies House approved agent, with a bespoke set of memoranda and articles of association. We can incorporate a company with the chosen name in place, which eliminates effort and expense in changing the name later.

We will then prepare all the necessary documentation to tailor the company to meet specific needs with regard to company officers, the make up of the share capital and the shareholders, the situation of the registered office, the accounting reference date, etc.

LP, LLP, Branch Registrations and Place of Business Registrations

We have experience of incorporating Limited Partnerships and Limited Liability Partnerships and advising on the annual statutory compliance going forward. We can also assist with branch registration and place of business registrations for overseas clients who wish to have a place of business in the UK. We will prepare all the necessary documents and ensure that they are lodged with the Registrar of Companies.

Maintaining and updating company statutory records

Where we retain custody of the statutory registers of a company, we maintain those registers in electronic format using our specially tailored software and also in hard copy to facilitate inspection as required. Maintaining the registers in electronic format enables us to act immediately upon instructions should anything in the company change, for example the appointment or resignation of a director, transfer or allotment of shares, etc.

The software employs a "warning" system so it actually advises us in advance when, for example, an annual return or the accounts are due for filing. This means we can keep on top of statutory obligations at all times. We generate reports in Word format and email them to anywhere in the world if this information is required for, say, an urgent meeting.

Provision of registered office and mail forwarding facilities

The use of our office as the registered office of a company means that we receive all statutory mail. This will ensure that annual returns and other Companies House correspondence can be dealt with by us

immediately. All other mail received by us will be recorded and forwarded to the chosen contacts on a timely basis.

Provision of company secretary and/or nominee directors

By appointing Taylor Wessing Secretaries Limited as company secretary we will be able to sign Companies House documents, agreements and bank mandate forms on behalf of the company. This service can be of great help to sole directors as it removes the need to find somebody to be your company secretary. It also ensures that there is always a second signatory on hand to sign documents that require two signatures.

Where we are appointed as nominee director, we will be able to sign documents on behalf of the company, but we will only act as directed.

Business information investigative reports and searches

We are able to undertake comprehensive searches on companies registered in any jurisdiction in the world. Whether searches are needed for money laundering procedures, to check the viability of investing in a company or to check the details of the officers and shareholders we will be able to do this. The results can be emailed to ensure the information is received as soon as possible.

Preparation of AGM/EGM packages, general meeting minutes, board meeting minutes and drafting resolutions

Where required, we can prepare the documentation relating to the annual general meeting or any extraordinary general meeting (including notices, agenda and minutes). We can also prepare board minutes relating to the approval of annual accounts, changes to the officers, accounting reference date, registered office, transfers and/or allotments, etc.

We will ensure that the documents are filed with Companies House within the required time. We will also prepare any forms that are required in relation to any of the changes.

Any resolutions, whether they be written, special or ordinary, that are required following general meetings will also be

prepared. We will also arrange for these resolutions to be filed with the Registrar of Companies.

Due diligence

We will carry out all corporate due diligence in respect of a target company as part of a takeover or sale.

Share restructuring and reorganisations

We are able to assist with any reorganisations whether they are through a merger, a take over or a buy out. We will prepare the required documentation, ensure that the relevant documents are filed with the relevant bodies and guide the company through what can be a tricky process.

Redrafting of the memoranda and/or articles of association and/or constitution

The Companies Act 2006 has abolished the concept of a memorandum setting out objects of a company. All objects are now included in the articles. All current articles should be updated to cater for the changes to the constitutions of companies

Re-registration of companies

If you have a public limited company that you wish to make private or a private limited company that you wish to take public, we can assist in preparing and filing the relevant documents to re-register.

Dissolutions

If the situation arises and a company is no longer required, we can advise on the most convenient way to have it dissolved.

Annual Compliance Service

Each of our services is offered on a stand-alone basis. However, for an annual fee the services of maintaining and updating company statutory records, preparing the annual general meeting documentation and the provision of a company secretary can be combined. As part of this service we will also prepare board minutes to authorise and approve the annual accounts. Where required, we will prepare dormant company accounts. This service removes the onerous responsibility and the administration of the company secretarial duties that can be a burden to companies and frees them to concentrate their energies on the future development of the business.

Company Secretarial Group



Peter Kempe

Partner - Corporate

E-mail p.kempe@taylorwessing.com

Peter specialises in advising on corporate finance transactions, private equity and venture capital deals, business and share transfers, international corporate reorganisations as well as most aspects of general company law with particular emphasis on inward investment for German speaking clients.

Peter has developed in-depth expertise in specific industry sectors, in particular publishing, insurance broking and underwriting, financial services and both the car and materials handling markets.



Charlotte Kershaw

Corporate

E-mail c.kershaw@taylorwessing.com

Charlotte looks after the company secretarial needs of our US inbound clients and also provides company secretarial support to companies within the UK banking and private equity sectors.

Charlotte is head of the Company Secretarial Group and a Fellow of the Institute of Chartered Secretaries & Administrators. She is also a member of the Chartered Secretaries in Professional Practice Group.



Wendy Blakley

Corporate

E-mail w.blakley@taylorwessing.com

Wendy specialises in re-registration of companies, company restorations, share capital reorganisation, including off market purchase of a company's own shares, bonus issues and rights issues, and incorporation of and ongoing provision of company secretarial support to charitable and other non-profit making organisations.

Wendy is a Fellow of the Institute of Chartered Secretaries & Administrators and formerly Deputy Chairman of ICSA endorsed group Chartered Secretaries in Professional Practice Group.



Shirley Tang

Corporate

E-mail s.tang@taylorwessing.com

Shirley specialises in dealing with all aspects of the company secretarial requirements for new and existing clients from the UK, Europe and China, from dealing with new incorporations, through ensuring that our clients meet their statutory compliance to helping dealing with corporate reorganisations.

Shirley is a member of the Institute of Chartered Secretaries & Administrators, the Chartered Secretaries in Professional Practice Group and the Law Society.



Grant Wellcome

Corporate

E-mail g.wellcome@taylorwessing.com

Grant specialises in dealing with all aspects of the company secretarial requirements for new and existing clients from the UK and Europe, from dealing with new incorporations, through ensuring that our clients meet their statutory compliance to dealing with corporate reorganisations.

Grant is a member of the Institute of Chartered Secretaries & Administrators and the Chartered Secretaries in Professional Practice Group.



Kerry Rowson

Corporate

E-mail k.rowson@taylorwessing.com

Kerry provides specialist administrative services to the group and is responsible for the management of our registered office facility including scrutinising, recording and forwarding all mail received.

Kerry also specialises in undertaking the business information investigative reports and searches.

Chartered secretaries are the only professionals specifically qualified to be company secretary. The London Stock Exchange principles of Good Governance and Code of Practice state that:

"All directors should have access to the advice and services of a company secretary, who is responsible to the board for ensuring that board procedures are followed and that applicable rules and regulations are complied with."

Berlin
Ebertstraße 15
10117 Berlin
Tel +49 (0)30 88 56 36 0
Fax +49 (0)30 88 56 36 100

Brussels
Trône House
4 Rue du Trône
B-1000 Brussels
Tel +32 (0)2 289 6060
Fax +32 (0)2 289 6070

Cambridge
24 Hills Road
Cambridge CB2 1JW
Tel +44 (0)1223 446400
Fax +44 (0)1223 446401

Dubai
P.O. Box 33675
28th Floor Al Moosa Tower II
Sheikh Zayed Road
Dubai, United Arab Emirates
Tel +971 (0)4 332 3324
Fax +971 (0)4 332 3325

Düsseldorf
Königsallee 92a
D-40212 Düsseldorf
Tel +49 (0)211 83 87 0
Fax +49 (0)211 83 87 100

Frankfurt a. M.
Senckenberganlage 20-22
D-60325 Frankfurt a. M.
Tel +49 (0)69 971 30 0
Fax +49 (0)69 971 30 100

Hamburg
Hanseatic Trade Center
Am Sandtorkai 41
20457 Hamburg
Tel +49 (40) 3 68 03-0
Fax +49 (40) 3 68 03-280

London
Carmelite
50 Victoria Embankment
Blackfriars
London, EC4Y 0DX
Tel +44 (0)20 7300 7000
Fax +44 (0)20 7300 7100

Munich
Isartorplatz 8
D-80331 Munich
Tel +49 (0)89 2 10 38 0
Fax +49 (0)89 2 10 38 300

Paris
42 avenue Montaigne
75008 Paris
Tel +33 (0)1 72 74 03 33
Fax +33 (0)1 72 74 03 34

Representative offices:
Alicante
Paseo Explanada de España No. 1,
4-Izda E-03002 Alicante, Spain
Tel +34 (0)96 51 42 805
Fax +34 (0)96 52 00 248

Shanghai
15th Floor United Plaza
Unit 1509
No. 1468 Nanjing West Road
200040 Shanghai, China
Tel +86 (21)6247 7247
Fax +86 (21)6247 7248

www.taylorwessing.com

A legal force for Europe

Based principally in the UK, France and Germany - with an office in Brussels and Dubai, as well as representative offices in Alicante and Shanghai – Taylor Wessing LLP provides the full range of legal services to major corporations, financial and public institutions, growing enterprises and wealthy private clients.

Our services

- **Corporate** – M&A, IPOs, Private equity, Tax, commercial law, inward investment
- **Company secretarial** – Incorporation, administration, maintenance of register and corporate compliance
- **Finance & projects** – Banking, Structured finance, Major projects
- **Reconstruction & corporate recovery** – Restructuring, Work-outs, Formal insolvency
- **Financial services and Funds** – FSA, investment and fund management, private equity funds
- **Securities** – IPOs, takeovers, public company corporate actions
- **Insurance** – Lloyd's, commercial, broker, underwriter, insurance and reinsurance
- **Regulatory** – Financial services, insurance, public law
- **Employment & pensions** – Employee benefits, Human resources, Pensions, Pensions litigation
- **Private client** – International asset protection, Tax and succession planning
- **Real estate** – Investment, Development, Finance, Planning & environment
- **Intellectual property** – Patents, Copyright, Trade marks, Publishing
- **Dispute resolution** – Litigation, Arbitration, Mediation
- **Competition** – EC law and anti-trust.

For further information please contact:

Charlotte Kershaw

DDI +44 (0)20 7300 4671
E-mail c.kershaw@taylorwessing.com

Wendy Blakley

DDI +44 (0)20 7300 4673
Email w.blakley@taylorwessing.com

Shirley Tang

DDI +44 (0)20 7300 4789
Email s.tang@taylorwessing.com

Grant Wellcome

DDI +44 (0)20 7300 4096
Email g.wellcome@taylorwessing.com

Kerry Rowson

DDI +44 (0)20 7300 4799
Email k.rowson@taylorwessing.com

© Taylor Wessing LLP 2008

This publication is intended for general guidance only and no responsibility is accepted by Taylor Wessing LLP for any errors or omissions. The information in this publication should not be relied upon to replace professional advice on specific matters. Taylor Wessing LLP is a limited liability partnership registered in England and Wales, registered number OC322935, with its registered office at Carmelite, 50 Victoria Embankment, Blackfriars, London EC4Y 0DX.

Taylor Wessing LLP operates in combination with associated legal entities in other locations.