

114

The voice of corporate governance
in Luxembourg

15
Years



KEY FUNCTIONS OF THE COMPANY SECRETARY IN LUXEMBOURG



DISCLAIMER

- ▶ This document is intended as a brief overview of common questions for Directors and Company Secretaries in Luxembourg. It gives an indication of the general framework, as well as market practice as at the date of drafting. Different types of vehicles have varying legal and regulatory requirements, not all of which can be covered here. The information provided is not intended as a substitute for legal or tax advice.
 - ▶ Whilst reasonable care has been taken in compiling this overview, ILA does not accept any responsibility and does not guarantee in any way that they will be appropriate for a particular structure, circumstance or vehicle. **Readers should take their own professional advice in order to clarify which rules and practices apply to their individual circumstances.**
 - ▶ Although this document reflects general consensus of discussions with various specialists, there exists a wide range of market practice.
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The Board is recommended to delegate these functions to the suitably qualified and experienced Company Secretary (or persons in similar function), who must be suitably and appropriately resourced.

IMPLEMENTING ON BEHALF OF THE BOARD

- ▶ Ensuring adherence with the company's articles of incorporation and statutory and regulatory obligations under relevant laws and regulations through proactive actions and appropriate reporting back to the Board

ADVISING AND FACILITATING

- ▶ Advising the Chair and Directors in the conduct of meetings and their directorial and governance obligations and responsibilities
- ▶ With respect to Board meetings / General Meetings / Annual General Meeting
 - ▷ Prepare agenda
 - ▷ Compile and circulate papers to Directors / members prior to meetings
 - ▷ Arrange/co-ordinate the conduct of meeting including voting

RECORDING AND FILING

- ▶ Taking minutes of the Board Meeting / General Meetings
- ▶ Recording declarations/conflicts of interest of Directors, including in relation to securities held in the Company
- ▶ Recording directors performance as per good corporate governance standards
- ▶ Ensuring completion of statutory forms/returns and its filing or reporting as per applicable legislation /regulation



COMPLIANCE

- ▶ Initiating and directing actions to give practical effect to decisions taken in Board meetings or General Meetings and
- ▶ Ensuring compliance with the 'continuous disclosure' requirements (when applicable)

ACTING AS THE PRINCIPAL OFFICER

- ▶ Assisting with/attend to signing of contracts and other documentation in connection with administrative matters Including certified documents as true copies
- ▶ Carrying out other functions, if any, required of the Company Secretary by the company's article of incorporation or rules
- ▶ "Keeper of secrets" – being the Chair's trusted adviser



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