

## Company Secretary Services

Irish Company Law requires every company to have a company secretary. KB Associates provides a dedicated corporate secretarial service to investment companies and management companies (“Companies”), both UCITS and non-UCITS. KB Associates provides company secretarial services to all Irish entities including DACs, PLCs, and ICAVs.

In addition to the Irish legislative requirements, the Irish Funds’ Corporate Governance Code for Collective Investment Schemes and Management Companies requires Companies to implement a robust governance framework.

The increased focus on corporate governance requires that a board of directors is composed of highly experienced members and also, that the company secretary is equally as skilled. An essential part of the governance framework is the regular holding of formal board meetings. The company secretary ensures that meetings are operated in accordance with applicable legislation and regulation and documented to the board’s satisfaction.

The KB Associates company secretarial team have particular experience of the Irish funds industry and focus on providing bespoke professional services to a portfolio of clients.

### Company Secretarial Services

The company secretarial services provided by KB Associates to both investment companies and management companies include;

- Issuance of board minutes within ten business days following each boardmeeting;
  - Issuance of draft action points within five business days following each boardmeeting;
  - Ensuring all action points are addressed by actively engaging with the responsible party and are fully completed ten business days prior to each board meeting;
  - Maintaining and making available for inspection, the company’s statutory registers on behalf of the directors, including the register of directors and secretaries and register of directors’ and secretary’s interests;
  - Filing documents with the Companies Registration Office / Central Bank within the specified time frames of the Companies Act 2014 / ICAV Act 2015;
  - Providing administrative support to directors;
  - Preparing ad hoc board written resolutions and circulating for board approval and signing;
  - Arranging General Meetings including assisting with drafting forms of notice and proxy forms, receipt and collation of proxies forms for the quorate holding of the General Meeting;
  - Provision of the Registered Office address of the Company;
  - Dealing with company correspondence as instructed;
  - Provision of board room and other support facilities for meetings of the Company and its directors; and
  - Custody of the company seal.
- Preparation and issuance of board meeting materials, including preparation of the board meeting agenda, at least five business days prior to each board meeting;
  - Arranging and taking minutes of Board, Committee and General Meetings;



## Elaine Cudlipp

Elaine has been active in the fund services industry since 2002. She is focused on the provision of company secretarial services. She is responsible for regulatory filings and advice on matters of corporate governance and aspects of Irish company law.

Prior to joining KB Associates, Elaine provided corporate secretary and fiduciary services to a range of alternative investment fund clients at The Harbour Trust Co. Ltd. and Vistra in the Cayman Islands. Prior to that, she spent eight years as a fund accountant with CIBC Bank and Trust Company (Cayman) Limited. She commenced her career as an auditor at Deloitte, Dublin.

Elaine is a Fellow of the Chartered Accountants in Ireland (FCA), a Chartered Alternative Investment Analyst (CAIA) and an Accredited Director from The Chartered Governance Institute (Acc. Dir). She received her BSc(Hons) in Business from the Dublin Institute of Technology. **Email:** [elaine.cudlipp@kbassociates.ie](mailto:elaine.cudlipp@kbassociates.ie)



## Hazel Holliday

Hazel has been active in the fund services industry since 2018. She has experience in the provision of company secretarial services with a focus on investment funds.

Prior to joining KB Associates, Hazel was a company secretary in the asset management department of Matheson. Previously she has worked in Maples Group as a senior company secretarial administrator. She has experience in corporate governance, regulatory compliance and corporate administration.

Hazel holds a Master of Laws in International Commercial Law from the University of Limerick and has completed a Certificate in Company Secretarial Law and Practice from the Law Society of Ireland. **Email:** [hazel.holliday@kbassociates.ie](mailto:hazel.holliday@kbassociates.ie)



## Emily Murphy

Emily has been a company secretary since 2016.

Prior to joining KB Associates Emily was with Deutsche Bank and following the completion of the acquisition of their Corporate Services business, Vistra Alternative Investments (Ireland) Limited. In this role Emily gained valuable experience as a Company Secretary for a diverse and complex portfolio of Special Purpose Vehicles which specialised in various structures such as Structure Finance Transactions, Aircraft Leasing, and Investment Funds. Emily is currently pursuing an MSC in Management and Corporate Governance from Ulster University. **Email:** [emily.murphy@kbassociates.ie](mailto:emily.murphy@kbassociates.ie)



## Shauna Wosser

Shauna has been active in the legal profession since 2017 and has a diverse background working as both a Legal Secretary and Assistant Company Secretary in leading law firms in Ireland.

Prior to joining KB Associates, Shauna worked at Pinsent Masons as an Assistant Company Secretary in their Company Secretarial services department. Shauna has experience with both funds and corporate clients advising them of their initial and ongoing maintenance and filing requirements to ensure compliance with all relevant local regulatory obligations and ongoing day to day support. Shauna has completed the Foundation Programme for the Institute of Chartered Secretaries and Administrators ("ICSA") and is currently studying Part 1 of the ICSA qualifying programme. **Email:** [shauna.wosser@kbassociates.ie](mailto:shauna.wosser@kbassociates.ie)