

Customised  
solutions for the  
corporate world.



BOARDWORX

# Who are we?

Boardworx was established with the single-minded focus of forming a strong working partnership with company executives and boards to ensure that their governance and compliance obligations are being met. As the corporate regulatory environment in Australia becomes more complex, we can offer bespoke Company Secretarial services to meet the specific needs of a wide range of organisations... be they start-ups or established, private or public, small or large.

Our engagement with your organisation is designed to be totally flexible, with a range of specialist services tailored to suit different needs and budgets. To this end, we partner with companies in a range of ways including being appointed to the statutory position of Company Secretary, working on fixed term or ad-hoc projects, by assisting existing Company Secretaries or Chief Financial Officers or by covering a role when staff are on leave. Whatever the circumstances, our aim is to offer trusted advisory services to the Board and key executives in your organisation and a focal point for Director liaison and communication.

Today more than ever before, the management, governance and compliance of companies is being scrutinised at every level. That's why Boardworx can offer company directors complete peace of mind knowing that their responsibilities are being fulfilled, the business is protected and their reputation is maintained.

# Our Values

## Our values

We conduct our business with a genuine commitment to our core values of excellence, integrity and dependability – a partner in your business. After all, your business is our business.

### Our core values include:

- a personal commitment to our clients and the development of a long-term relationship.
- practical application of, and effective solutions to, what can often be complex laws, regulations and principles.
- assurance that the work will be done with quality, competence and in a timely fashion.

# How we work

We bring our professional expertise to the complex and escalating obligations of compliance and governance, through both internal and external roles.

In an internal role, areas where Boardworx can assist businesses include but are not limited to the following:

- Appointment to the statutory position of Company Secretary
- Co-ordination of and attendance at Board Meetings and Committee Meetings including preparation of Minutes and Action Items
- Preparation of Circular Resolutions, as required
- Project management, advice on and attendance at shareholder meetings including preparation of all required documentation and resolutions
- Draft, review or advice on charters, policies and procedures
- Director induction packs
- Facilitation of 360 Board and Committee reviews
- Preparation of Remuneration Report and Corporate Governance Statement
- Administration, maintenance and reporting of company Option and Share Plans
- Compliance around the practical application of documents such as loan documentation, company constitution and shareholder agreement

Additional areas where we provide both internal and external facing roles for ASX Listed Entities include:

- Ensuring compliance with the ASX Listing Rules, including continuous disclosure obligations, and lodging of notices and appendices as required.

- Compliance or explanations of non-compliance, with the ASX Corporate Governance Principles.
- Liaison with the ASX.
- Liaison with other stakeholders including the company share registry.

## Company Secretarial Administrative Work

From an external viewpoint, Boardworx can look after the substantial amount of administrative compliance work that needs to be completed and maintained for a company. Whilst this can be burdensome, it is crucial that this be conducted with professional expertise to ensure a solid governance foundation for your business.

Areas where Boardworx can assist you with this administrative work include:

- Maintenance of all company statutory registers
  - Preparation, circulation and maintenance of all directors' resolutions
  - Setup and maintenance of an Officers register with all relevant information, including interests in contracts, related party information and director share trading for listed company's
  - ASIC compliance, including annual reviews and lodgement of all other forms as required
  - Appointment as local agent for foreign registered companies
  - Business name, ABN, TFN & GST registrations
  - Appointment as ASIC registered agent
  - Company incorporations and de-registrations
- Boardworx recognise that every entity is different,

# Expertise for every organisation.

with a varied range of requirements that need to be met. With this in mind, we are skilled at tailoring customised solutions designed to meet the specific corporate needs of each business.

Examples of the practical application of our varied experience across entity types and industries include:

## **'Start-up' Companies and Private Equity Investee Companies**

Boardworx has assumed Company Secretarial roles and assisted in various growth phases of a number of new businesses. We have also been appointed to roles within investee companies for private equity groups. Services provided in these circumstances, include:

- Board and shareholder meetings
- Capital raisings and restructuring
- Company constitution changes
- Company name changes
- Company conversions
- Share capital maintenance – share consolidations, share splits, share transfers
- Option and share plan maintenance
- Trusted advisor to executives and the board
- Project management of Annual Report and Half Yearly Report preparation
- Liaison with auditors and R&D advisors
- Director Reports in Annual Reports, including Remuneration Reports

## **Share Placements**

Boardworx has experience in project managing ASX listed, unlisted public and private share transfers and placements, including:

- Entitlement issues for listed companies.
- The management of a share transfer of a parcel of shares equating to 2% of a listed company to a consortium of buyers.
- The management of share purchase plans of a listed company.
- The management of rights issues.
- Capital raisings involving the co-ordination of mail-outs to existing and targeted investors, compilation of responses, board updates and resulting share issues.

## **Share Reductions**

Boardworx has been involved in the following types of share reductions:

- Private company share reductions and share buy-backs.
- ASX listed company Unmarketable Parcel programs.
- Share consolidation for ASX listed companies.

# Expertise for every organisation.

## Share / Option Plan

We have applied our professional services to the establishment, maintenance and reporting to and liaising with recipients of many share and option plans, including:

- ASX listed company's employee performance option plan.
- Public unlisted company employee share option plan.
- Private company share and option plans.

## Acquisitions / Divestments

Boardworx has been involved with many acquisitions, mergers and divestments of companies and businesses, including:

- Involvement in mergers via Schemes of Acquisitions.
- Project management of acquisitions of minor acquisitions.
- Involvement in numerous acquisitions with lawyers on both sides of transactions.
- Involvement in IPO process.

## Subsidiary Companies

Boardworx can assume the administrative responsibility for:

- Management of subsidiary companies.
- Overseas subsidiary entities – dealing with international subsidiaries, corporate agents, acquisitions and closures.

## Dual Listed Companies

We can assume the statutory position of Company Secretary for foreign companies dual listed on the ASX.

## Governance & Other Affiliations

We can use our extensive resources to stay abreast of all relevant company requirements and issues, including:

- ASX Corporate Governance Principals
- Development of relevant and applicable governance policies and procedures
- Liaison with Risk consultants to ensure compliance with Australian & International standards.
- Liaison with AFSL consultants to ensure compliance obligations with ASIC are adhered to.
- Liaison with Insurance brokers for business insurance solutions.
- Liaison with a range of commercial lawyers where required.
- Liaison with liquidation and change-management experts.
- Access to corporate advisory and business services experts

# Who we work with

hyro™

The **mayogroup**  
products·programmes·partnerships

MASON  
STEVENS

 synergy

**raise**  
THE YOUTH  
MENTORING  
FOUNDATION

**KOON**

**dd**  
dickerdata

**AVOKA**

**REDBUBBLE**

**KULA  
GOLD**

**GPS**  
alliance

**australian  
RUGBY**

  
Fresh Produce Group

  
Ingenia  
COMMUNITIES

 taggle

  
Lantern  
hotels

  
invigor  
group

  
ADAVALE  
RESOURCES

# Contact Boardworx



We would be delighted with the opportunity to meet you personally and discuss how we can work as part of your team to best assist you in moving your business forward.

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