



Corporate Secretary

Professional Services Package



Package Application

The «Corporate Secretary» Professional Services Package has been designed for:

- Founders and participants of corporations (joint stock companies, limited liability companies) and cooperative societies
- Supervisory Board Chairmen and Company Directors
- Persons who require development and implementation of corporate documents which regulate company's internal activities and its participants' interrelations



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Services

- Preparation of corporate documents in compliance with existing legislation, including Ukrainian Law “On joint-stock companies”, existing court practice and corporate management best practices
- Analysis and optimization of existing corporate documents, with due consideration of company peculiarities
- Representation of shareholders (participants) in sittings held by company governing bodies
- Exercise (by professional lawyers) of company board members’ functions for the benefit of company participants
- Crisis management of corporate conflicts



The Package Involves the Elaboration of the Following Documents:

- ✓ Company Charter (joint-stock company, limited liability company, supplementary liability company, cooperative society, etc);
- ✓ Regulation on Supervisory Board of JSC and LLC;
- ✓ Regulation on Audit Commission of JSC and LLC;
- ✓ Regulation on Board of Directors or General Director of JSC and LLC;
- ✓ Regulation on internal financial control and audit;
- ✓ Regulation on committees of Supervisory Board (for audit, corporate management, appointment and remuneration, etc.);
- ✓ Regulation on remuneration of Board of Directors and Supervisory Board members;
- ✓ Regulations of General Meeting of Shareholders (or participants of LLC, SLC, etc.);
- ✓ Regulation on both commercial secret and procedure of its disclosure to officers of company or cooperative society;
- ✓ Draft resolutions of general meetings of shareholders (participants):
 - ✓ - on increase (decrease) of authorized capital;
 - ✓ - on repurchase of stock (shares in authorized capital of LLC);
 - ✓ - on additional issue of shares;
 - ✓ - on foundation of legal entities in Ukraine and abroad;
 - ✓ - on issue of bonds and other securities;
 - ✓ - on reorganization, including mergers and acquisitions;
- ✓ Draft resolutions of Boards of Directors and Supervisory Boards;
- ✓ Draft contracts with company managers and workers

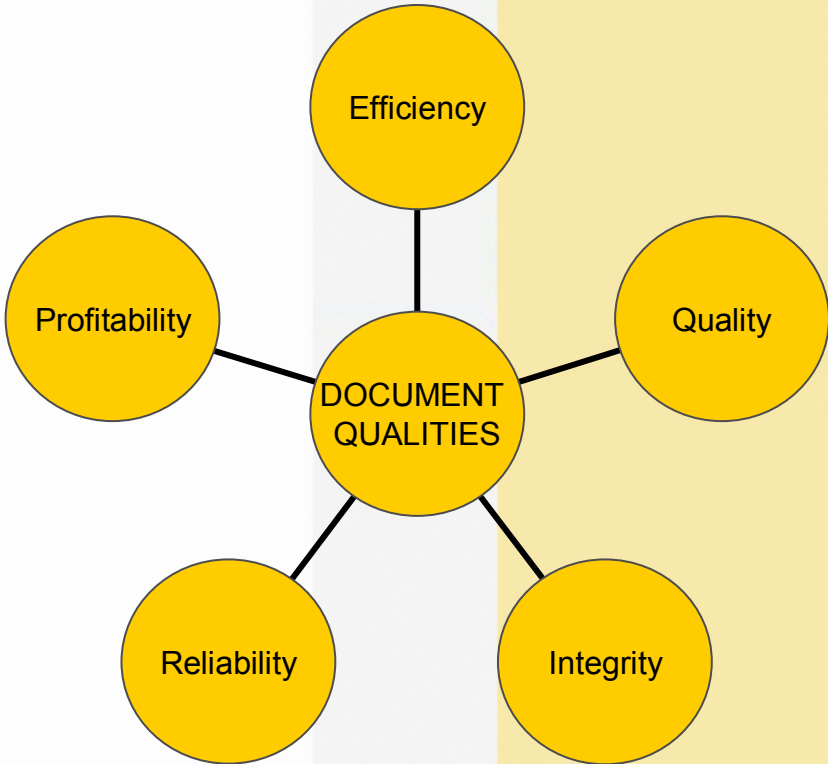


Drawbacks of Corporate Documents - 11 TYPICAL PROBLEMS

- ☹ Damages to property rights of company participants due to wrongly formulated powers for Company managers;
- ☹ Lack of objective financial control over hired managers' activities;
- ☹ Considerable reduction of investment attraction and sale price of a Company;
- ☹ Inability for a Company to obtain necessary licenses and permits to conduct business;
- ☹ Chosen business legal structure does not correspond to Company founders' interests and business plans;
- ☹ Company participants cannot assign in a fast and simple way their shares to other persons, or to quickly leave a company;
- ☹ When leaving a company, a participant cannot receive a consideration for its share;
- ☹ Meetings and sittings of company governing bodies are conducted without neither a proper registration of results nor a clear allocation of its participants' roles and functions;
- ☹ Company's trade secret is practically not protected;
- ☹ Share amount in authorized capital can be altered without the knowledge or consent of a participant;
- ☹ Majority participants ignore or breach the rights of minority participants, including the right to regularly receive dividends of a part of income proportional to its share in authorized capital.



What Document Qualities Does the Client Need to Avoid the Stated Problems?



- ☞ RELIABILITY
- ☞ QUALITY
- ☞ INTEGRITY
- ☞ EFFICIENCY
- ☞ PROFITABILITY



Conformity to Requirements

The “Corporate Secretary” Professional Services Package has been specially elaborated by practicing lawyers in order to satisfy the following Client’s demands:

- ↪ **Quality** – long-term and clear regulation of participants’ relations and governing body operating procedure
- ↪ **Integrity** – obtainment of regulating documents adjusted with and complement each other
- ↪ **Reliability** – control of company managers and protection of assets in case of unfriendly mergers and acquisitions
- ↪ **Profitability** – most effective spending of money on documents preparation
- ↪ **Efficiency** – availability of documents with the shortest possible delay



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Main Advantages

- ☑ Corporate documents are elaborated not only in accordance with existing legislation, including Ukrainian Law “On Joint-Stock Companies”, but also in accordance with existing court practice, corporate management practice and practice of protection against unfriendly takeovers
- ☑ Optimization of existing corporate documents is performed in accordance with Client’s individual peculiarities: area of business, maintenance of balance of interests of shareholders (participants), management structure, corporate management style, scope of financial control over management activities, degree of assets protection, etc.
- ☑ Elaboration and optimization of any required corporate document is accomplished in the shortest possible time



Main Advantages

- ☑ Documents shall be prepared by highly skilled corporate law experts
- ☑ Since we are focused on a long-term cooperation, the Client can independently specify a required scope of “Corporate Secretary” elements – from one document up to a complete support of all company’s corporate matters
- ☑ Interests of shareholders (participants) in governing body’s sittings shall be represented by highly skilled lawyers who are qualified in corporate conflict resolution



Analysis of Expenses

- ☺ Client pays in full only for the first 10 hours of representation
- ☺ If we have spent more than 10 hours when representing the client, a total cost of services shall be reduced by 10%
- ☺ Client shall pay in full only when ordering 1 document
- ☺ If a Client orders to elaborate 2 or more documents at once within the limits of the services package, a total cost of services shall be reduced by 10%
- ☺ If a Client orders to elaborate 10 or more documents (except resolution drafts), a total cost of services shall be reduced by 15%
- ☺ If the total amount of documents elaborated for one Client exceeds 10 documents (except resolution drafts) within the limits of the services package, a cost of elaboration of each consecutive document (starting from the 11th) shall be reduced by 10%
- ☺ When introducing amendments and additions in documents elaborated within the limits of the services package, a cost of services shall be reduced by 10%



What is the Financial Benefit?

When using the “Corporate Secretary” Professional Services Package, you obtain the following opportunities:

- \$ Price for qualitative services is flexible and easily predicted**
- \$ Since you can directly address our experts, you don't need to perform a long and expensive search for third-party lawyers to resolve your problems**
- \$ No time expenditures to search for new ways of a problem solution are needed, as it is possible to use our professional best practices with guaranteed positive result;**
- \$ Your in-house lawyers shall not be overloaded with work in addition to their current duties which will influence the quality of documents they prepare.**



Further Steps

Please contact the Law Firm “YUST UKRAINE” offices to clear up any details and order the “Corporate Secretary” Professional Services Package:

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Best Wishes!