

## General Counsel & Corporate Secretary Services

**RA DR. MATTHIAS MALZER, DIPL.-KFM.**

**RECHTSANWALT \* CONSULTANT \* MANAGER AD INTERIM \* INDEPENDENT  
DIRECTOR**

[www.dr-mm.eu](http://www.dr-mm.eu)

# GenCo: Role & Responsibilities

## Role<sup>1</sup>

*“A General Counsel is the chief lawyer [CLO] of a ... company...*

*Their duties involve ... overseeing and identifying the legal issues in all departments and their interrelation, including engineering, design, marketing, sales, distribution, credit, finance, human resources, production, as well as corporate governance and business policy.*

*This would naturally require in most cases reporting directly to the owner or CEO overseeing the very business on which the CLO is expected to be familiar with and advice on the most confidential level.*

*General Counsels often have broad roles encompassing crisis management, compliance, reporting management and public policy advocacy.”*

<sup>1</sup> “General Counsel”, [https://en.wikipedia.org/wiki/General\\_counsel](https://en.wikipedia.org/wiki/General_counsel), 11/2018.

<sup>2</sup> Judgemental selection based on a Google-research performed in 11/2018.

## Responsibilities: The GenCo should<sup>2</sup> ...

... provide accurate **legal guidance and advice** to the executive staff on all matters that may affect the company, including changes in legislation. More concretely, the GenCo should:

- negotiate, write, execute and administer **agreements and contracts**;
- monitor the work of **outside counsels** and deal with external parties (e.g. regulators, auditors, etc.);
- anticipate issues and estimate risks strategically and **draft agreements and policies accordingly**;
- ensure that the company is in **compliance** with all current business process laws;
- perform **pre-litigation** work to minimize risks and maximize legal rights;
- review **advertising and marketing materials** to ensure compliance with legal requirements.

# GenCo: Dr. Malzer's profile match

## Requirements<sup>1</sup>

- **Master's degree in Law** required (J.D. preferred) and overall broad practical legal knowledge (corporate law, litigations, labor law, etc.; 6 years +);
- Relevant industry knowledge and **proven counselling experience** in a business environment;
- Ability to develop legal strategy and objectives, to anticipate legal issues or risks and to “see around the corner”;
- Excellent **judgement and analytical skills**;
- First class interpersonal, communication and organizational skills;
- MA or BSc in Business Administration will be considered an asset;
- Experience working on matters of corporate governance and with a board of directors.

## Match with requirements: Dr. Malzer...

- ☑ ... **holds a master's degree in Law** and is Dr. iur. He has >9 years of practical legal experience in corporate law, litigations, tax and civil law;
- ☑ ... has >13 years' experience in the Luxembourg financial sector and **proven counselling experience** in that sector (e. g. as Senior Manager Advisory FSO EY Luxembourg);
- ☑ ... has excellent **judgement and analytical skills**, proven over the last 13 years;
- ☑ ... holds a master's degree in Business Administration;
- ☑ ... has first class interpersonal, communication and organisational skills and has proven experience working on matters of corporate governance and working with a board of directors as General Counsel at HSBC Trinkaus and Anoa Capital/ Dare Holdings.

<sup>1</sup> Judgemental selection based on a Google-research performed in 11/2018.

# CoSec: Role & Responsibilities ...

## Role ...<sup>1</sup>

*„A company secretary is a senior position in a private sector company or public sector organization.*

*The company secretary is responsible for the efficient administration of a company, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the board of directors are implemented.*

*Despite the name, the role is not clerical or secretarial. The company secretary ensures that an organization complies with relevant legislation and regulation, and keeps board members informed of their legal responsibilities. It is also their responsibility to register and communicate with shareholders ... to maintain company records, such as lists of directors and shareholders, and annual accounts.“*

<sup>1</sup> “Corporate Secretary”, [https://en.wikipedia.org/wiki/Company\\_secretary](https://en.wikipedia.org/wiki/Company_secretary), 11/2018.

## Responsibilities: The CoSec should ...<sup>2</sup>

- ... ensure the company’s compliance with its **Law statutes and bye-laws**;
- ... set-up of a **Corporate Calendar**;
- ... **prepare and attend meetings** of the board of directors/ shareholders in order to ensure the fulfillment of legal requirements/ correct record;
- ... implement the decisions of the board of directors and **follow up** on actions from meetings;
- ... act as **adviser** to the directors of the company;
- ... **liaise with auditors**, lawyers, tax advisers, bankers and shareholders;
- ... maintain the company’s **registers** and its **signatory**.

<sup>2</sup> Judgemental selection based on a Google-research performed in 11/2018.

# CoSec: Dr. Malzer's profile match ...

## Requirements ...<sup>1</sup>

- ... to be able to **analyze and solve problems**;
- ...**management and organizational skills**;
- ... **discretion** when dealing with confidential information;
- ... **understanding of the legal system** as it affects business;
- .... good **communication and interpersonal skills**
- ... a sound grasp of **corporate governance** issues;
- ... attention to detail and a **well-organized** approach to work.

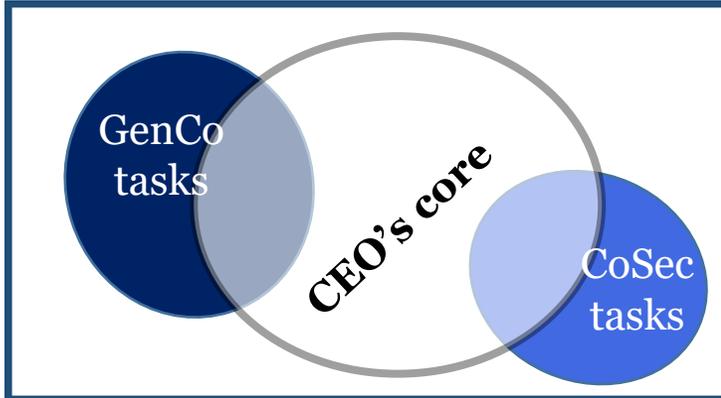
## Match with requirements: Dr. M. ...

- ☑ ... **is a highly analytical problem solver**;
- ☑ ...with proven management and organizational skills;
- ☑ ... has excellent **judgement and analytical skills**;
- ☑ ... holds a master in Business Administration as well in law;
- ☑ ... has first class interpersonal, **communication and organizational skills** and proved his experience working on matters of **corporate governance and with a board of directors** as Chief Legal Officer with HSBC Trinkaus and Anoa Capital/ Dare Holdings.

<sup>1</sup> Judgemental selection based on a Google-research performed in 11/2018.

# Why choose Dr. Malzer as your GenCo/ CoSec? (1/2)

## Concentrate on core



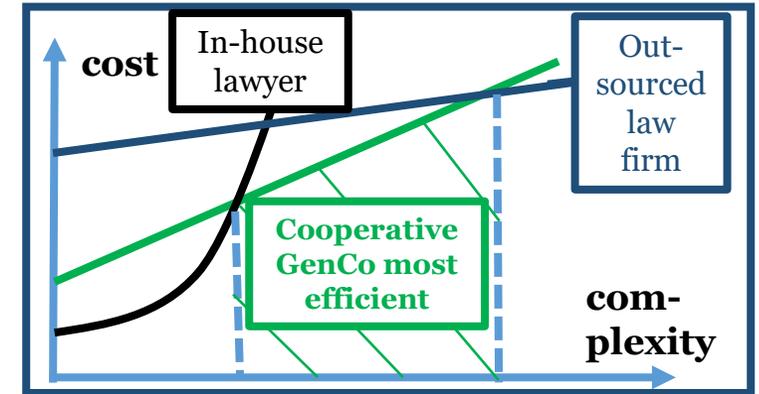
CEOs should concentrate on steering the company. Of course, there are also “administrative” tasks at top level (e.g. preparation of important contracts, drafting of policies, etc). However, these can – and should! – be delegated to an experienced and trustworthy General Counsel – such as “**Dr. MM**”.

## „Specialized Generalist“



Specialists are perfect in their niches – but in order to coordinate, you need a generalist. Even better is a “Specialized Generalist”: somebody who has enough specialised knowledge, but also understands the “big picture”. “**Dr. MM**” can serve as such a “**right-hand-man**” for every board of directors or managers.

## Efficient allocation



According to modern economics,<sup>1</sup> cooperation is situated between in-sourcing and outsourcing. “**Dr. MM**” is such a cooperative set-up and might prove the most efficient solution for small and medium-sized companies.

<sup>1</sup> Refer e. g. to R. Coase, The Nature of the Firm (1937); O. Williamson, The Economic Institutions of Capitalism (1985).

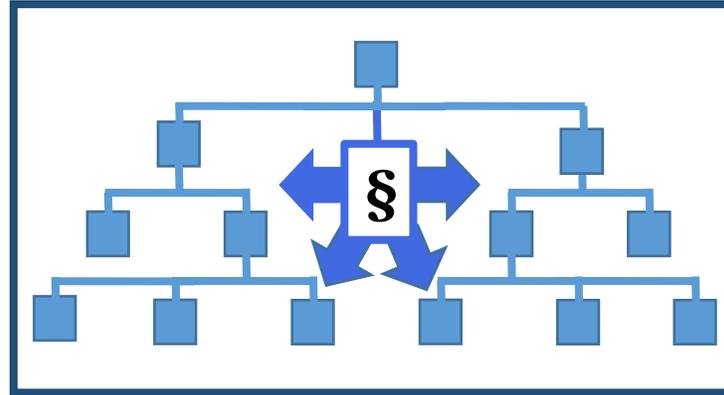
# Why choose Dr. MM as your GenCo? (2/2)

## Flexible peak-cutting



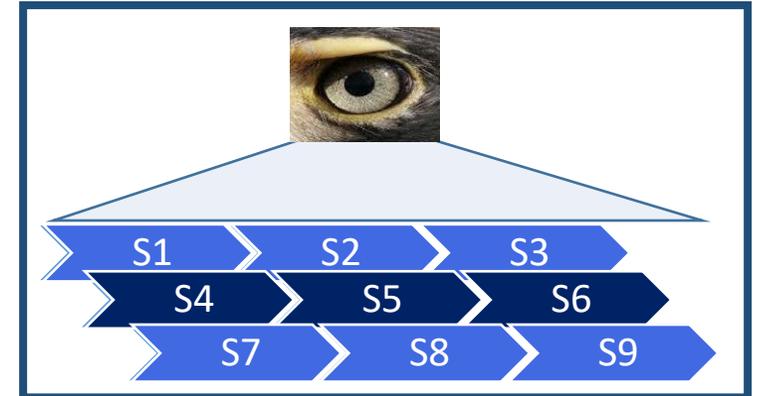
Every company needs qualified legal advice. However, not every company needs a full-time in-house lawyer. Others, with such in-house legal, may need a “helping legal hand” in phases of stress. For all these companies, the concept of **Dr. MM** offers a very flexible system of cutting peaks in legal workload.

## “Enriched organisation”



In smaller entities, there is normally nobody who could provide a deeper legal and organisational input. Why not “in-source” such function, without being formally bound to an employee? **Dr. MM** can provide such input (e. g. set-up of a company manual; fraud prevention program, ...) for the sake of the whole company.

## Eagle eye vs. frog view



Medium-sized companies often face a coordination problem. They are too large to provide the “big picture” to every employee, but too small to employ full-time coordinators.

**Dr. MM** can serve as an ideal independent project manager and organiser, controlling and enhancing the company's organisation.

# GenCo/CoSec<sup>1</sup> services are interesting to you, if ...

**Location**

... you are based in Luxembourg

**Size**

... you are small or small/medium-sized (0-250FTE<sup>1</sup> “on pay-roll”)

**Nature**

... you are regulated by the CSSF or you are an “investment/holding company” (PE/RE houses, SOPARFI or securitisation structure)

**Need**

... you don't (fully) maintain these roles internally in Luxembourg

<sup>1</sup> GenCo/ CoSec = General Counsel/ Corporate Secretary

<sup>1</sup> FTE = Full-time equivalent