

11 May 2026

Mr Brendan Thomas
Chief Executive Officer
Australian Transaction Reports and Analysis Centre (AUSTRAC)
PO Box H226
Australia Square NSW 1215

By email: contact@austrac.gov.au
CC_industry_engagement@austrac.gov.au

Dear Mr Thomas,

Request for Clarification — Application of Table 6 and Associated Compliance Obligations to Administrative Governance and Company Secretarial Services

Who we are

Governance Institute of Australia is the only fully independent professional association dedicated to the advancement of governance and risk practice in Australia. Our internationally recognised qualifications equip a diverse professional network of business leaders to make good decisions for the benefit of Australia's economy and society. With a history dating over 100 years, Governance Institute is Australia's leading and trusted voice of governance. Our fully accredited education and training is tailored to meet the needs of governance professionals across public listed, unlisted, and private companies, as well as the public sector and not-for-profit organisations.

Governance Institute is committed to independent, evidence-based advocacy that is focused on strengthening the governance capability of Australian organisations. We believe that good governance is the foundation of organisational resilience, productivity, and public trust.

1. Introduction

We are writing on behalf our members to seek AUSTRAC's guidance on the application of Table 6 of subsection 6(5B) of the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (AML/CTF Act), as amended by the *Anti-Money Laundering and Counter-Terrorism Financing Amendment Act 2024* (Amendment Act), to members who provide governance and secretarial services that are administrative in nature..

This letter raises questions arising from two related but distinct service delivery scenarios, which are described in Section 2. In brief:

- Scenario A – a governance professional provides services that are secretarial in character on a consulting or project basis, without holding a formal appointment as company secretary of the entity; and
- Scenario B – a governance professional is formally appointed as company secretary of an entity, but the services they provide are administrative in nature and their engagement does not include any involvement in transactions that give rise to AML/CTF risk, such as equity or debt financing, or structural changes to the entity.

Across both scenarios, the questions in this letter concern the application of Table 6 to services that are administrative in character – attending meetings, recording minutes, maintaining statutory registers, lodging regulatory notifications, preparing governance framework documents and lodging market announcements. These services do not, in themselves, involve the execution of any transaction, the management of client funds or property, or the creation or transfer of any legal or beneficial interest.

Our members accept that a person formally appointed as company secretary is providing a designated service under Table 6 Item 7 and is required to enrol with AUSTRAC and comply with the AML/CTF Act from 1 July 2026. The questions we raise are directed at understanding the scope and content of those obligations – in particular, the circumstances in which the compliance obligations associated with a designated service are engaged – and at clarifying whether administrative secretarial services provided without a formal appointment also constitute designated services.

We seek AUSTRAC's guidance on these questions **in advance** of the 1 July 2026 commencement date.

2. The Two Service Delivery Scenarios

Scenario A — Services of a secretarial character provided without a formal appointment as company secretary

A common and important service delivery model in the governance profession involves a practitioner providing services that are secretarial in nature — such as guidance on governance structures and associated documentation (including charters, policies and procedures), meeting support, statutory filings and regulatory lodgements — on a consulting or engagement basis, without holding the formal office of company secretary and without being named in any ASIC record or company register as the company secretary.

This model is widely used, particularly for smaller entities, especially not-for-profits and charities, and in circumstances where a client does not require or cannot justify a full-time or formally appointed company secretary. In many cases the engagement is limited to discrete, recurring administrative tasks, with the governance professional not being involved in the entity's financing or transactional activities.

In Scenario A, the applicable question under Table 6 is whether providing these services without a formal appointment constitutes a designated service at all – and, if it does, under which item and in what circumstances. We also note that many of our members provide these types of services to not-for-profits and charities on a pro-bono basis.

Scenario B — Formal appointment as company secretary, administrative services only

Even where a governance professional holds a formal appointment as company secretary, the scope of services they provide may be entirely administrative. This is particularly common in engagements with ASX-listed entities, where the company secretary's role is focused on meeting support, statutory and exchange filings, and governance administration, and where the company secretary is not involved in the entity's equity or debt financing, capital raisings, acquisitions or other transactions.

In the case of ASX-listed entities, a number of features of the regulatory framework provide inherent transparency about the nature, identity and purpose of transactions:

- The identity and details of directors and officers are publicly disclosed on the ASIC register and subject to continuous disclosure obligations under the ASX Listing Rules.
- Beneficial ownership of 5% or more is publicly disclosed through substantial holding notices lodged with ASX under Part 6C.1 of the *Corporations Act 2001* (Cth).
- Material transactions are subject to continuous disclosure obligations and are announced to the market through the ASX Market Announcements Platform, so the purpose of any transaction is transparent.

- The entity itself is subject to ongoing regulation by ASX and ASIC, reducing the risk that the company secretary's administrative services could be used to obscure the identity of officers or the nature of transactions.

In Scenario B, the applicable question is not whether appointment as company secretary constitutes a designated service – it clearly does under Table 6 Item 7 – but rather what compliance obligations are engaged where the company secretary's services are limited to administrative functions, and how the risk-based approach under the AML/CTF Act applies where the ML/TF risk profile of the engagement is low.

3. Questions requiring clarification

The questions below apply across both Scenario A and Scenario B unless otherwise indicated.

Question 1 – Board, committee and general meeting support: attendance and minute-taking

Governance professionals frequently attend board meetings, committee meetings and general meetings (including AGMs) on behalf of a client – either to support an appointed company secretary or as the sole secretarial resource – and prepare or review draft minutes of those meetings. Where this service is provided under Scenario A, the member is engaged on a consulting basis and is not the appointed company secretary. Where it is provided under Scenario B, the member holds the appointment, but the meeting support is administrative in nature, with no involvement in any transaction being approved at the meeting.

We seek AUSTRAC's guidance on the following:

- Under Scenario A: whether attending board, committee or general meetings and taking minutes constitutes acting as a company secretary for the purposes of Table 6 Item 7, where the person performing that function is not formally appointed to the role.
- Under Scenario A and Scenario B: whether the answer changes depending on the nature of the meeting – specifically, where the board or meeting resolves to approve a transaction (such as a capital raising, acquisition or restructure) that would itself be a designated service – where the governance professional attending the meeting has no role in planning or executing that transaction.
- How AUSTRAC interprets the scope of Table 6 Item 7 in relation to the performance of secretarial functions in the absence of, or independently of, any involvement in a transaction.

Question 2 – ASIC filings, notifications and register updates lodged on behalf of a client entity

Governance professionals often lodge notifications with ASIC as an authorised lodger on behalf of client entities in connection with changes to company details – including changes to officer details (appointments and cessations), changes of address, and annual review matters. Members may also update or notify ASIC of changes to the register of members of a proprietary company, for example where shares have been transferred or allotted and the register must be amended to reflect the new shareholding. In all these cases, the member is acting as the client's agent for the purpose of the lodgement or register update. Under Scenario A the member is not the appointed company secretary; under Scenario B they are the appointed company secretary but are attending to the notification as an administrative function.

A particular question arises in relation to changes to the shareholder register that result from an equity or debt financing transaction or other material transaction – for example, where an investor acquires an interest of 25% or more in the entity. In such cases, the register change is a consequence of the underlying transaction, but the governance professional may have had no role in planning or executing that transaction and may be attending to the register update purely as an administrative step after the transaction has been completed between the parties.

We seek AUSTRAC's guidance on the following:

- Whether lodging ASIC notifications of officer appointments or cessations on behalf of a client entity constitutes a designated service under Table 6, and if so, under which item.
- Whether there is a material distinction between: (a) lodging a notification that records a change that has already occurred (such as the cessation of a director or the completion of a share transfer); and (b) lodging documentation that is a step in implementing a structural change that is in progress (such as appointing a new director as part of a corporate restructure).
- Whether updating the register of members of a proprietary company to reflect a completed transfer or allotment of shares constitutes a designated service under Table 6, and specifically whether the answer differs where the transaction results in an investor acquiring a material interest – including an interest of 25% or more – in the entity.
- Where a share transfer or allotment recorded in the register arises from an equity financing transaction that is itself a designated service under Table 6 Item 4, whether a governance professional who updates the register after the transaction has been completed – and who had no involvement in planning or executing the transaction – is providing a designated service, or whether the 'sufficiently linked' test requires a closer connection to the transaction itself.
- Whether AUSTRAC's 'sufficiently linked' test – applied in the context of determining whether an ancillary activity constitutes part of a designated service – is the applicable test for lodgements and register updates of this nature, and if so, how members should apply it in practice.

Question 3 – ASX announcement lodgements on behalf of listed entities

Some members assist ASX-listed clients with the preparation and lodgement of announcements through the ASX Market Announcements Platform. The member may be engaged to prepare and lodge announcements across a range of categories, including periodic reports, responses to ASX queries, and in some cases, announcements that are associated with or ancillary to a corporate transaction (such as a cleansing notice following a capital raising, or an announcement of a significant acquisition). This service arises under both Scenario A and Scenario B; in either case, the member's role is to lodge the announcement on behalf of the entity, and they may not be involved in the underlying transaction to which the announcement relates.

We seek AUSTRAC's guidance on the following:

- Whether assisting with the preparation and lodgement of ASX announcements constitutes a designated service under Table 6, and if so, under which item.
- Whether the nature of the announcement is determinative – specifically, whether lodging routine continuous disclosure announcements (such as quarterly activity reports or material customer contracts) is distinguishable from lodging transaction-related announcements (such as a prospectus, offer document, share purchase plan notice or cleansing statement) for the purposes of Table 6.
- Where a member assists with a transaction-related ASX lodgement, whether this is appropriately analysed as acting on behalf of the client in connection with a transaction under Table 6 Item 2 (body corporate or legal arrangement) or Item 4 (equity or debt financing), even where the member has no role in planning or executing the underlying transaction itself.

Question 4 — Governance framework documentation: board charters, committee charters, policies and procedures

A significant component of the work performed by governance professionals – and a core element of good governance practice – involves drafting, reviewing and updating governance framework documents such as board charters, committee charters, delegation frameworks, codes of conduct, and governance policies and procedures. These documents record the rules and expectations under which a board and its committees operate; they do not create, transfer or restructure any legal or beneficial

interest in a body corporate or legal arrangement, and they do not involve the receipt, management or disbursement of any funds or property.

This work is administrative and advisory in character. The governance professional producing or reviewing a board charter or a conflicts of interest protocol is not acting on instructions to execute a transaction. The service has no transactional nexus and does not directly advance any matter that is in progress or will occur in the future for the purposes of Table 6.

We seek AUSTRAC's confirmation that:

- Drafting, reviewing or updating governance framework documents – including board and committee charters, delegation authorities, codes of conduct, whistleblower policies, and other governance policies and procedures – does not constitute a designated service under any item in Table 6, whether provided by an appointed company secretary (Scenario B) or by a governance professional without a formal appointment (Scenario A).
- The characterisation of this service does not change where the governance documents are being updated in connection with a broader governance review or board renewal process, provided the member is not also directly assisting in the planning or execution of any transaction in connection with that process.

We raise this question not because our members have material doubt about the answer, but because clarity from AUSTRAC on this point would assist the sector in understanding where the boundary lies between administrative and advisory governance services (which do not engage Table 6) and services that are sufficiently connected to a transaction or structural change to do so. Confirmation that governance documentation services fall outside the regime would also reinforce the important principle – reflected in AUSTRAC's own guidance – that Table 6 regulates transactional conduct, not the administrative and advisory functions that support an entity's ongoing governance.

Question 5 — Compliance obligation triggers: enrolment, customer due diligence and enhanced customer due diligence for administrative engagements

Accepting that a formal appointment as company secretary constitutes a designated service under Table 6 Item 7 (Scenario B), our members seek guidance on the scope and content of the AML/CTF compliance obligations that are engaged where their services are limited to administrative functions and they have no involvement in equity or debt financing, capital raisings, acquisitions, restructures or other transactions that give rise to AML/CTF risk.

In particular, we seek AUSTRAC's guidance on the following:

- Enrolment: A member formally appointed as company secretary must enrol with AUSTRAC as a reporting entity under Table 6 Item 7, regardless of the nature of the services they provide. We seek confirmation of this understanding and guidance on whether a member who provides administrative secretarial services without a formal appointment (Scenario A) is also required to enrol, and if so in what circumstances.
- Customer due diligence (CDD): Where a member's engagement is limited to administrative services with no involvement in transactions, how should the member assess the extent of CDD required? Specifically, for engagements with ASX-listed entities – where officer identity is publicly disclosed on the ASIC register, material transactions are subject to continuous disclosure, and beneficial ownership of 5% or more is publicly reported – does the inherent transparency of the regulatory framework satisfy or reduce the CDD obligations that would otherwise apply?
- Enhanced customer due diligence (ECDD): What are the circumstances that would require a governance professional providing administrative secretarial services to conduct enhanced CDD? In particular, does the absence of any involvement in equity or debt financing or structural transactions reduce the triggers for ECDD, and how should members assess ML/TF risk for engagements that are limited to administrative functions?

- Ongoing monitoring: Where an appointed company secretary's engagement is administrative only, and they become aware that the entity is undertaking a transaction that would constitute a designated service (such as a capital raising) in which they have no involvement, what are their obligations under the AML/CTF Act in relation to that transaction?

Question 6 — Engagement structure: employed practitioners, incorporated service entities, and personal capacity appointments

The questions raised in this letter arise in the context of three distinct engagement structures under which governance professionals and company secretaries deliver their services. These structures have direct implications for the question of who bears the AML/CTF compliance obligations where a designated service is being provided, and in particular who constitutes the 'reporting entity' for the purposes of the AML/CTF Act. The three structures are:

- Employed practitioner: the governance professional or company secretary is employed by a firm or corporate entity (a governance services firm, law firm, or other practice), and it is the employer entity that has the engagement with the client. The individual delivers the services as an employee of the service firm. In this structure, the employer entity is presumably the reporting entity that is providing the designated service.
- Practitioner via their own incorporated entity: the governance professional or company secretary operates through their own proprietary limited company or other incorporated entity, which holds the engagement with the client. The individual's own company contracts with the client to provide the services, and the individual delivers them as a director or employee of their own service entity. In this structure, the practitioner's incorporated service entity is presumably the reporting entity.
- Personal capacity appointment, no employment relationship: the governance professional, company secretary or director is formally appointed to the role in their personal capacity – their own name appears in the ASIC register as company secretary or director – but there is no employment contract between the individual and either the client entity or any service firm. This is a common structure for non-executive directors (NEDs) and for company secretaries who take personal appointments on a consultancy basis without an employment relationship. In this structure, it is unclear whether the individual themselves is the reporting entity, or whether the absence of an employment relationship affects the analysis.

We seek AUSTRAC's guidance on the following:

- Reporting entity identification: In each of the three engagement structures described above, who is the reporting entity for the purposes of the AML/CTF Act? In particular: (a) where the practitioner is employed by a service firm, is it the firm or the individual who is the reporting entity? (b) where the practitioner operates through their own incorporated service entity, is it the incorporated entity or the individual who is the reporting entity? (c) where the practitioner is appointed in their personal capacity without an employment relationship, is the individual themselves the reporting entity?
- Non-executive directors: An NED who is appointed to the board of a company in their personal capacity, without an employment contract, is 'acting as a director' for the purposes of Table 6 Item 7. We seek AUSTRAC's guidance on whether this means that every NED of an Australian company is individually a reporting entity required to enrol with AUSTRAC and maintain an AML/CTF program. If so, we seek guidance on how the obligations are calibrated for an individual NED who is not involved in the operational or financial activities of the entity and whose role is limited to board governance.
- Obligations across engagement structures: Do the AML/CTF compliance obligations - including enrolment, maintaining an AML/CTF program, conducting CDD and filing reports - apply differently depending on the engagement structure? For example, where an employed practitioner delivers services on behalf of their employer firm, is it the firm (and not the individual) that must enrol, maintain the program and conduct CDD? And where the same services are delivered by a

practitioner through their own incorporated entity, does the same analysis apply to the incorporated entity?

Guidance from AUSTRAC on these questions would have significant practical consequences for a large number of governance professionals and for the boards of Australian companies more broadly. The AUSTRAC guidance published to date does not appear to address the relationship between engagement structure and reporting entity status in the governance and company secretarial context, and our members would benefit greatly from clarity on this point in advance of the 1 July 2026 commencement date.

Question 7 — What is the intended scope of the AML/CTF Act in relation to incorporated associations?

Many of our members provide the services outlined in Questions 1, 3 (filings with State based regulators, rather than ASIC) and 4, frequently on a pro-bono basis to incorporated associations incorporated under the various State Acts. We have reviewed the Guidance and have not been able to determine whether it is intended that the Act applies to the services outlined above in relation to these entities.

We seek AUSTRAC's guidance on this issue.

4. Request

Governance Institute's members are committed to understanding and complying with their obligations under the AML/CTF Act. Guidance from AUSTRAC on these questions would materially assist members in calibrating their compliance programs appropriately and would help ensure that the sector's AML/CTF obligations are met in a manner that is proportionate to the actual ML/TF risk presented by different engagement types.

Governance Institute requests that AUSTRAC:

1. Provide written guidance on each of the questions set out in Section 3 above, addressing both Scenario A and Scenario B as applicable;
2. Consider issuing supplementary guidance directed specifically at the governance and company secretarial sector, to assist members in understanding the scope and content of their obligations under Table 6 where their services are administrative in nature – whether or not they hold a formal appointment as company secretary; and
3. Meet with representatives of the Governance Institute to discuss these matters at a time convenient to AUSTRAC.

Our members are actively preparing for the 1 July 2026 commencement date and are committed to meeting their obligations under the AML/CTF Act. The questions raised in this letter reflect genuine uncertainty about the application of Table 6, and the scope of the associated compliance obligations, in respect of administrative governance and secretarial services. A formal response from AUSTRAC would provide important clarity for the sector and would support consistent and proportionate compliance practices across the profession.

Please direct any queries regarding this letter to me or Catherine Maxwell, GM, Policy and Advocacy.

Yours sincerely,

(Sgd) Katrina Horrobin

CEO