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| **Rotary Australia World Community Service Ltd**  POSITION DESCRIPTION – COMPANY SECRETARY |

For an example of a “Position Description” please see DOCS No. 146070

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| **DATE** | 15 June 2020 |
| **POSITION TITLE** | Company Secretary |
| **REPORTS TO** | Chairman of the Board of Directors |
| **PURPOSE OF THE ROLE** | Fulfil the duties and responsibilities of Company Secretary as required by the Corporations Act (CA), the Company's Constitution, as applicable - and any other relevant legislation or regulations |
| **IS ACCOUNTABLE FOR** | * Ensuring that the Company complies with its statutory obligations under relevant laws and regulations * Maintain statutory records   + maintain registers of Members and Directors   + ensure requisite retention of documents and records * Ensuring completion and lodgement of statutory forms/returns and reporting to ASIC & ACNC   + half-yearly and annual accounts   + annual return   + change in Directors, secretaries * Ensuring compliance with the 'continuous disclosure' requirements of the CA * Board meetings   + arrange/co-ordinate   + set agenda in conjunction with the Chairman   + compile and circulate papers in conjunction with the National Administrator to Directors prior to meetings   + Scrutinise the minutes as recorded by the minute secretary. * Record declarations/conflicts of interest of Directors. * Assist with/attend to signing of contracts and other documentation in connection with administrative matters * Ensure adherence with the Company's Constitution * Assist the Chairman and Directors in the conduct of meetings and their directorial and governance obligations and responsibilities * Provide advice to the Chairman and Directors on governance matters * Assist the Chairman to improve Board processes and effectiveness |
| **PRINCIPAL DUTIES** | The company secretary   * Co-ordinate the board meetings and executive meetings. * Assists with the AGM * Signatory to Company Payments Via ComBiz * Updates ASIC and ACNC requirements and other government departments * Maintain board register and ASIC register |
| **ESSENTIAL SKILLS & KNOWLEDGE** | * Previous board experience desirable. * Secretarial experience in similar positions would be preferred. * Computer skills including Microsoft Word, Excel and PowerPoint desirable. * Must be a member of an Australian Rotary Club * Negotiating and interpersonal skills * Meets the requirement as a responsible person as per ACNC and ASIC regulations   **Responsibilities**   1. **Make sure that the Company complies with its statutory obligations under relevant laws and regulations**  * Maintain statutory records   + maintain registers   + ensure requisite retention of documents and records * Completion and lodgement of statutory forms/returns and reporting under the CA, ASIC, ACNC and other relevant legislation/regulation, including   + half-yearly and annual accounts   + annual return   + change in Directors, secretaries * Board meetings   + arrange/co-ordinate   + set agenda   + compile and circulate papers to Directors prior to meetings   + initiate and direct action to give practical effect to decisions * record declarations/conflicts of interest of Directors, * have custody of the Common Seal and record usage * assist with/attend to signing of contracts and other documentation in connection with administrative matters * ensure adherence with the Company's Constitution * carry out other functions, if any, required of the Company Secretary by the Constitution * assist the Chairman and Directors in the conduct of meetings and their directorial and governance obligations and responsibilities * assist the Chairman with communications to inform the Board of proceedings of the Executive Committee and to inform the Members of proceedings of the Board.   **2. Carry out other duties related to the corporate administration of the Company**   * corporate governance   + prepare Terms of Reference for committees   + arrange meetings * annual/half-yearly accounts   + assist with compilation   + As required provide information for Directors' Reports   + ensure timely lodgement with ASIC/ACNC * annual report   + prepare sections covering ASIC/ACNC requirements   + generally assist with compilation   + ensure timely lodgement with ASIC/ACNC and arrange distribution to members * general meetings   + arrange AGM (and any other extraordinary general meetings)   + give due notice   + prepare agenda   + manage proxy votes, * guidance to Directors and management on various matters such as  (to the extent not otherwise provided by professional advisers)   + CA rules   + New or amended ACNC requirements   + workplace, health and safety   + employment laws   + superannuation   + insurance * prepare a corporate governance/policy manual for Directors/ management * prepare and maintain a register of Board delegations * liaise with accountants, lawyers and other professional advisers in relation to various corporate matters * other matters as reasonably required by Directors from time to time |