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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
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| **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
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| **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
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