
Rotary Australia World Community Service Ltd
POSITION DESCRIPTION – COMPANY SECRETARY

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	<ul style="list-style-type: none">• Ensuring that the Company complies with its statutory obligations under relevant laws and regulations• Maintain statutory records<ul style="list-style-type: none">○ 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<ul style="list-style-type: none">○ half-yearly and annual accounts○ annual return○ change in Directors, secretaries• Ensuring compliance with the 'continuous disclosure' requirements of the CA• Board meetings<ul style="list-style-type: none">○ 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	<p>The company secretary</p> <ul style="list-style-type: none">• 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
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- 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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