



Company Name

Position Description – Company Secretary

Company Secretary's Full Name: _____

Title	Company Secretary
Reports to	Chair
Major Purpose	Facilitating the company's corporate governance processes and holding primary responsibility for ensuring that the board processes run efficiently and effectively.
Duties & Responsibilities	<p>The company secretary holds office on terms and conditions as the Directors determine. The tasks of the company secretary can be categorised into meetings and minutes, compliance, and governance administration:</p> <p>Meetings and Minutes</p> <p>In relation to meetings and minutes, the company secretary is responsible for:</p> <ul style="list-style-type: none">• Notifying the directors in writing in advance of a meeting of the board as specified in the constitution;• Ensuring the agenda and board papers are prepared and forwarded to directors prior to the board meeting as set out in the board charter and any associated policies;• Recording, maintaining, and distributing the minutes of all board and board committee meetings as required;• Maintaining a complete set of board papers at the company's main office;• Preparing for and attending all annual and extraordinary general meetings of the company; and• Recording, maintaining, and distributing the minutes of all general meetings of the company. <p>Compliance</p> <p>With respect to compliance, the company secretary is responsible for:</p> <ul style="list-style-type: none">• Overseeing the company's compliance program and ensuring all company legislative obligations are met;• Development, implementation, communication, and maintenance of compliance policies, processes, and procedures;• Ensuring all requirements of ASIC, the ATO, and any other regulatory body are fully met;• Providing counsel on corporate governance principles and director liability.



Governance Administration

The company secretary is responsible for the following governance administration tasks:

- Maintaining the Register of Ongoing Conflicts of Interest and the Register of Related Party Transactions;
- Maintaining a Register of Company Policies as approved by the board;
- Maintaining, updating, and ensuring that all directors have an up-to-date copy of the Board Charter and associated governance documentation;
- Maintaining a complete list of the Delegations of Authority;
- Reporting at each board meeting the documents executed under a power of attorney, documents executed in accordance with s 127 of the Corporations Act, and reporting on the use of the Seal Register; and
- Any other services the Chair or board may require.

Specific Responsibilities under the Corporations Act

- To maintain a registered office, and notify ASIC of any change in address within 28 days (s 142)
- To keep the registered office open to the public during certain hours (s 145)
- To notify ASIC of a change to the principal place of business (s 146)
- To lodge notices with ASIC regarding personal details of directors and secretaries (s 205B)
- To notify ASIC of share issues (s 254X)
- To lodge reports with ASIC (s 319(1))

Director Performance	Key Result Area	Key Performance Indicator
	Compliance with all duties and responsibilities	All duties and responsibilities are undertaken / completed All areas of compliance are completed as required, within the specified timeframe.

Accepted and Signed: _____
(Chair's Signature)

Date: _____