

AUSTRALIA TIBET COUNCIL

Position Description: Company Secretary

Primary responsibilities

The Company Secretary's primary responsibilities are to ensure that the Board processes run efficiently and effectively and to facilitate ATC's compliance and corporate governance processes.

Duties and tasks

The Secretary's work falls into three broad categories: meeting administration, corporate governance and compliance.

Meeting administration

The Secretary is responsible for:

- Notifying the Directors in writing in advance of a meeting of the Board;
- Ensuring that Board meeting agendas and meeting papers are prepared and forwarded to Directors prior to the Board meeting;
- Recording, maintaining, and distributing the Minutes of all Board meetings;
- Maintaining a complete set of Board papers on ATC's shared document drive;
- Preparing for and attending all ATC's Annual and Special General Meetings; and
- Recording, maintaining, and distributing the Minutes of all ATC's general meetings.

Corporate Governance

The Secretary is responsible for:

- Advising the Board on corporate governance principles, including ATC's adherence to ACNC and ASX corporate governance principles;
- Providing advice to the Board on the application of ATC's Constitution to the way in which the Board discharges its duties, \holds meetings and makes decisions.

Compliance

The Secretary is responsible for:

- Ensuring all requirements of the Australian Charities and Not-for-profits Commission (ACNC) are fully met including:
 - lodging notices with ACNC regarding and of any changes to ATC's address for service, ATC's governing document and personal details of Directors, Secretary and Primary Contact; and
 - lodging the Annual Information Statement with ACNC.
- Developing, implementing and maintaining compliance policies and procedures.

It is an offence if the Secretary is reckless or intentionally dishonest; or fails to discharge his/her duties in good faith in ATC's best interests, or for a proper purpose (*Corporations Act 1988*: 184).

Reporting

The Secretary reports to, and is required to work closely with, the Chair of the Board. All Directors may seek the Secretary's advice on meeting administration, corporate governance and compliance.

Appointment

The Board appoints, and may remove, the Secretary. The Secretary must provide the Board with a signed consent to act as Secretary before the term of office commences (ATC Constitution: 57.2).

The Secretary holds office on terms and conditions, including remuneration, as the Directors determine (Constitution 57.3).