



Policy Title:	Role Description - Company Secretary		
Policy Number:	AACBT-POL-09.01	Process Owner:	Board
Authorised by:	National President		
Last Review Date:	August 2022	Next Review Date:	August 2025

Position Title	Company Secretary
Organisation	Australian Association for Cognitive and Behaviour Therapy (AACBT)
Position Purpose	Facilitate the corporate governance processes (along with the Executive Officer) and hold responsibility for ensuring that Board processes run efficiently and effectively
Reports to	National President
Remuneration	Nil, voluntary position <ul style="list-style-type: none"> Refer to Travel Policy for reimbursements
Term of Appointment	12 months, with option of renewal <i>As agreed with Board, via National President</i>
Governing Document	AACBT Constitution
Requirements	Essential: <ul style="list-style-type: none"> Demonstrated skills and experience relevant to advising a Board of Directors about the Corporations Act and Company Secretarial matters (eg completed company director course) Demonstrated high-level oral and written communication skills Demonstrated planning and time management skills Interest in health and mental health issues Strong analytical, critical thinking, and problem-solving skills Attendance at, and Chair of Annual General Meeting Attendance at Board meetings (biannual at minimum) Attendance at monthly Finance Committee Willingness and ability to be able to work remotely, via e-mail / phone / etc Time available to fulfil duties Preferred: <ul style="list-style-type: none"> Experience in working within the not-for-profit sector Demonstrated skills and experience relevant to advising a Board of Directors on managing and structuring financial systems in a not-for-profit organisation
Groups / Memberships	This position is a non-voting member of: <ul style="list-style-type: none"> National Board This position is invited and is welcome at: <ul style="list-style-type: none"> Finance Committee
Key Relationships	This position primarily interacts with: <ul style="list-style-type: none"> National President Executive Officer
Position Responsibilities	The company secretary holds office on terms and conditions as the Board determine. The tasks of the company secretary can be categorised into: <ol style="list-style-type: none"> Meetings and minutes Compliance Governance administration <p><i>Some tasks are completed predominately by the Executive Officer – marked (*).</i></p> Meetings and minutes <ul style="list-style-type: none"> Notify the Board in writing in advance of a meeting, as specified in the constitution (*)



- Ensure the agenda and board papers are prepared and forwarded to Directors prior to meetings (*)
- Ensure the Board has the information it needs to make informed decisions (for the Business Judgment Rule defence)
- Record, maintain, and distribute the minutes of all board and committee meetings of the company, as required (*)
- Maintain a complete set of Board papers (*)
- Prepare for, and Chair all annual and extraordinary general meetings
- Record, maintain, and distribute the minutes of all general meetings (*)

Compliance

- General oversight of the compliance program, ensuring all legislative obligations are met, for example:
 - Develop, implement, communicate, and maintain compliance policies, processes, and procedures
 - Counsel the Board on standards of ethical and corporate behaviour
- Organise Board performance reviews
- Ensure all requirements of ASIC, ATO, and any other regulatory body are fully met
- Provide advice and counsel on corporate governance principles and Board liability

Governance administration

- Supervise the maintenance all registers as required or directed, including Conflicts of Interest, Related Party Transactions, and policies, etc (*)
- Supervise the maintenance, update, and distribution of the constitution and associated governance documentation (*)
- Supervise the maintenance of the complete list of Delegations of Authority (*)
- Report as required the documents executed under a power of attorney, or executed in accordance with s127 of the Corporations Act
- Oversight / responsibility of other services as directed by National President or Board

Specific responsibilities under the Corporations Act

- Maintain a registered office, and notify ASIC of any change in address within 28 days (s142)
- Notify ASIC of a change to the principal place of business (s146)
- Lodge notices with ASIC regarding personal details of Directors and Secretaries (s205B)
- Lodge reports with ASIC (s319[1])
- To respond to extract of particulars, and to return of particulars (s346C, s348D)

General:

- Act in the best interests of AACBT and avoid any conflict of interest between their own interests and the interests of AACBT

Commitment Required

- 5 hours per month on average
Actual hours vary throughout year
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