



<b>Policy Title:</b>	<b>Role Description - Company Secretary</b>		
<b>Policy Number:</b>	AACBT-POL-09.01	<b>Process Owner:</b>	Board
<b>Authorised by:</b>	National President		
<b>Last Review Date:</b>	May 2020	<b>Next Review Date:</b>	May 2021

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



- 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 attend all annual and extraordinary general meetings
- Record, maintain, and distribute the minutes of all general meetings (\*)

#### Compliance

- Oversight of the compliance program, ensuring all legislative obligations are met
- 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

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**Commitment Required**

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