



POSITION DESCRIPTION

Company Secretary

We find ways to enhance life in Tasmania.
Our Values: Integrity, Courage, Fairness, Resourcefulness, Caring, Vibrancy

PURPOSE OF POSITION

- 1) To support the RACT Group and joint venture entities as required in meeting their corporate governance legal and regulatory obligations.
- 2) To implement and administer a Contract Management Framework and Policy for RACT.

KEY RESPONSIBILITIES

Perform the duties and responsibilities of a Company Secretary as required by the Corporations Act (CA), the Company's Constitution, - and any other relevant legislation or regulation by:

- Ensuring that the Company complies with its statutory obligations under any relevant laws and regulations
- Statutory records:
 - maintain registers
 - ensure requisite retention of documents and records
- Ensuring completion and lodgement of statutory forms/returns and reporting under the CA and other relevant legislation/regulation, including:
 - annual accounts
 - annual returns
 - change in Directors, secretaries
- Ensuring compliance with the 'continuous disclosure' requirements of the CA (if an unlisted Disclosing Entity)
- Board meetings:
 - arrange/co-ordinate
 - set agenda
 - compile and circulate papers to Directors prior to meetings
 - take minutes
 - initiate and direct action to give practical effect to decisions
- Recording (and advise ASIC where necessary) declarations/conflicts of interest of Directors, including in relation to securities held in the Company
- Having custody of the Common Seal and record usage
- Assisting with/attend to signing of contracts and other documentation in connection with administrative matters
- Ensuring adherence with the Company's Constitution
- Carrying 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
- Carry out other duties related to the corporate administration of the Company including:
 - Establishing a timetable of corporate actions required during the year pursuant to CA prepare a company secretarial report to the Board of Directors' meetings covering such areas as:
 - share/shareholder statistics
 - disclosure reports/ASIC filings
 - Directors' interests
 - usage of Common Seal
 - changes in applicable laws/regulations

- Corporate governance:
 - prepare charters for committees
 - write briefing papers
 - arrange meetings
 - take minutes
- Annual accounts:
 - assist with compilation
 - provide information for Directors' Reports & Notes
- Ensure timely lodgement with ASIC
- Annual report:
 - prepare sections covering ASIC requirements
 - generally assist with compilation
 - ensure timely lodgement with ASIC and arrange distribution to shareholders
- General meetings:
 - arrange AGM (and any other extraordinary general meetings)
 - give due notice
 - prepare agenda
 - compile briefing notes for Chairman to conduct meeting
 - manage proxy votes, corporate representatives
 - take minutes
- Advise Board and support Directors through election process
- Provide guidance to Directors, joint venture Boards, CEO and management on various matters (to the extent not otherwise provided by professional advisers) including but not limited to:
 - trade practices/consumer laws
 - environmental matters
 - workplace, health and safety
 - employment laws
 - superannuation
- Maintaining a corporate governance/policy manual for Directors/ management
- Providing first line/basic legal advice and liaising with Company lawyers as required
- Liaising with accountants, auditors and other professional advisers in relation to various corporate matters
- Maintaining Member and share/options registries and arranging issuance, allotment, notification under CA of shares & issues pursuant to option plans where required
- Managing dividend payments as required.
- Member and Shareholder relations/enquiries .

Contract Management:

Management of a centralised RACT contract management system and register.

Understand RACT's WH&S policy and procedure framework and ensure compliance within your work area to operate with a safety focus at all times.

Actively contribute to a vibrant, collaborative team focused environment

KEY RESULT AREAS

Key Result Area	Performance Standard
Internal and External Customers	<p>Act as a brand ambassador by modelling the RACT values in every interaction with members, colleagues and general public.</p> <ul style="list-style-type: none"> • Contribute to the performance of the team by displaying a positive and enthusiastic attitude, showing support and involvement in all activities. <p>Ensure all member feedback is recorded and monitored to support our continuous improvement culture.</p>
People	<ul style="list-style-type: none"> • Actively contribute to team work through participation in staff meetings and by actively supporting colleagues. • Demonstrate behaviours which reflect the RACT vision and values. <p>Understand your responsibilities in relation to the Model Workplace Health and Safety Act 2012. As a worker your Workplace Health & Safety responsibilities are to:</p> <p>Take reasonable care for the health and safety of yourself and others; Follow safe/standard operating procedures; Control and/or report hazards, incidents and near misses as soon as practicable to do so;</p>

	Keep tools and equipment in a safe condition. Acting responsibly and performing your work in accordance with safety standards applied and directions given by your Manager, the Regulations, or relevant codes of practice.
Business Activity	<ul style="list-style-type: none"> • Provision of accurate, timely and well-written reports as required. • Ensure key stakeholders including CEO, CFO and RACT Board members are well briefed on relevant issues. • Ensure compliance with all legislative and company processes and policies. • Maintenance of a Company contract register and system that ensures contractual obligations are met.
Profitability	Ensure business plans are achieved on time and within budget. Operate within agreed budget parameters whilst achieving outcomes. Support the RACT's commitment to the prevention and detection of fraud, corruption and theft by complying with all applicable laws and internal practices.

MAJOR ACTIVITIES (TIME)

This position is considered a full time role

Indicative Activity	%
Company Secretary duties for RACT and joint venture entities	75%
RACT contract and compliance oversight	25%
TOTAL	100%

RELATIONSHIPS

Reports to:

RACT Chief Executive Officer

Internal:

Build and maintain strong professional relationships with internal business partners, most notably:

RACT Leadership Team

RACT and Joint Venture Board Members

External:

Build and maintain strong professional relationships with RACT's external service providers and business partners including but not limited to:

Internal and External Auditors

Corporate legal relationships

DELEGATION LEVELS

Financial:

Nil

Staffing:

Nil

Policy:

Nil

SELECTION CRITERIA

Essential Criteria *(required for entry into a position)*

Knowledge, Skills & Abilities

- Ability to actively promote and role model RACT's values
- Excellent leadership and influencing skills
- High-level stakeholder management skills
- Strong research skills
- Strong written and oral communication skills
- Well-developed skills in the Microsoft Office suite of programs
- Strong organisational and time management skills
- Demonstrated desire to be part of a Tasmanian organisation that actively engages with and supports our community.

Qualifications, Education & Training Requirements

- A tertiary qualification in Law or Business
- Proven experience as a Company Secretary or in a similar governance role.

Desirable Criteria

- Post graduate Diploma or equivalent in Applied Corporate Governance.
- Appreciation of mutual / member-based organisations
- An understanding of the RACT, its brand and products/services, and its position in the Tasmanian Corporate landscape
- Experience using Microsoft Sharepoint as a document management system.

PERSONAL ATTRIBUTES

- Good personal presentation, mature style and strong interpersonal skills
- Ability to manage multiple tasks concurrently
- Deadline driven
- Ability to achieve outcomes with minimal direct supervision
- Able to build trust and show integrity by being genuine, taking straight and keeping promises
- Be courageous by being accountable, proactive and innovative
- Show care by listening carefully, seeking feedback and being community minded
- Ability to solve problems by being collaborative, creative and analytical
- Demonstrate fairness by treating people with dignity and taking a balanced view of circumstances
- Contribute to a vibrant environment by being energetic, enthusiastic and engaged in everything you do
- Ability to adapt in a changing environment

CONDITIONS OF SERVICE

Special requirements: Some intrastate travel may be required
Flexible work arrangements to meet requirements of the position