

**Role of Company Secretary Template**

**April 2018**

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PURPOSE OF THIS TEMPLATE

This document has been prepared by the NSW Office of Sport as a guide for New South Wales State Sporting Organisations (**SSOs**) to assist with an SSO’s governance. IT IS A TEMPLATE ONLY. This document should be read in context with the NSW Office of Sport’s Sports Governance Capability Framework and in particular paragraph 1.12.

INSTRUCTIONS

The document has been designed specifically for sport and seeks to take into account the issues which an SSO might need to consider; for example, Sport must deal with the impact of drugs; Sport is affected by child protection legislation; and Sport operates under a national system where the national body can make rulings and set policy that will flow through the Sport and affect those playing at Club level.

All levels of an SSO and all persons within a Sport should work together for the advancement of the Sport and the SSO through sharing common purposes, structures, policies and procedures. This will hopefully improve the governance and delivery of a Sport and hopefully make it easier to address issues of joint concern, to share information and to maximise the sport’s marketability.

Finally, with the increasing amount of legislation affecting sport, Sports must enact consistent and complementary policies and strategies that address areas of governance and common risk that flow through the organisation.

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# Role of Company Secretary

A Company Secretary's role can encompass:

### keeper of 'secrets' related to the confidential business of the company and matters discussed 'around the Board table';

### confidant of the Board; provider of guidance in directorial duties & responsibilities;

### fill the position required by statute under the Corporations Act for public companies (and desirable for all other companies) or Secretary/Public officer

### Chief administrative officer in the company

### Undertake duties, responsibilities and obligations as required by the Corporations Act (CA) and Regulations, the company's Constitution and other applicable legislation and common law

### Ensure that the company carries out its statutory functions and obligations

### Maintain the company's books, records & registers

# Duties & Responsibilities

## Perform the duties and responsibilities of a Company Secretary as required by the Corporations Act (CA) and any other relevant legislation or regulation

### ensure 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

### ensure completion and lodgement of statutory forms/returns and reporting under the CA and other relevant legislation/regulation, including

#### half-yearly and annual accounts

#### annual return

#### change in Directors, secretaries

### ensure compliance with the 'continuous disclosure' requirements of the CA (if an unlisted Disclosing Entity) and the ASX Listing Rules (when applicable)

### 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

### record (and advise where necessary) declarations/conflicts of interest of Directors, including in relation to securities held in the Company

### have custody of the Common Seal and record usage

### assist with/attend to signing of contracts and other documentation in connection with administrative matters

### ensure adherence with the Company's Constitution

### carry out other functions, if any, required of the Company Secretary by the Constitution

### assist the Chair 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

### establish a timetable of corporate actions required during the year under the CA prepare a company secretarial report to the Board of Directors' meetings covering such areas as

#### member 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/half-yearly 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 as required

### general meetings

#### arrange AGM (and any other extraordinary general meetings)

#### give due notice

#### prepare agenda

#### compile briefing notes for Chair to conduct meeting

#### manage proxy votes, corporate representatives

#### take minutes

### guidance to Directors and management on various matters such as (to the extent not otherwise provided by professional advisers)

#### CA

#### competition/consumer laws

#### workplace, health and safety

#### employment laws

#### insurance

### prepare a corporate governance/policy manual for Directors/ management

### maintain CA required registers

### assist with compilation and lodgement of quarterly and other periodic financial reports with the ASX

### other matters as reasonably required by Directors from time to time