

Company Secretary

POSITION DESCRIPTION: COMPANY SECRETARY (VOLUNTEER)

Engagement: 5 hours (approx.) per month (voluntary) outside of Board Meetings
Includes flexibility for remote work

Commencement: July 2021

Location: 8 Phillimore Street, Fremantle WA or online

Reports to: Chair and as directed by the Board

Current board: <http://www.artsource.net.au/About/The-Board>

About The Artists' Foundation of Western Australia Limited

The Artists' Foundation of Western Australia Limited is an incorporated not for profit company and registered charity operating as a membership services organisation in the visual arts sector, is seeking a volunteer Company Secretary to join their team.

The Company Secretary may also be a director elected by the board after the AGM. The Company Secretary holds office on such terms and conditions, as to the remuneration and otherwise, as the Directors determine. The role of Secretary includes maintaining a register of the Company's members and maintaining the minutes and other records of general meetings (including notices of other meetings), Board meetings and circular resolutions.

ROLE RESPONSIBILITIES

1. The Company Secretary is responsible for
 - a. maintaining a registered office and to notify ASIC / ACNC of any change to this address within 28 days
 - b. keeping the registered office open to the public during certain hours
 - c. communicating with regulators on behalf of the board and completing timely and proper completion of any returns as well as all statutory filings.
 - d. notifying the ACNC of changes to the Company name or its Constitution
 - e. the coordination of all Board business, including agendas, board papers, minutes.
2. All Directors shall have direct access to the Company Secretary.

Board Meetings

3. The Company Secretary is responsible, in consultation with the Chair and the CEO for the conduct of all Board meetings. Required practices include:
 - a. The Secretary will consult with the Chair to draft the agenda and to prioritise and allocate matters requiring board decisions, discussion, or noting, and those that are in development or to be held over.
 - b. The Secretary must give notice to each director of the Board, at least five (5) business days prior, of a meeting of the board.
 - i. Notice must be written and state the place, date and time of the meeting and the agenda of the meeting and may be delivered by post or email.

- ii. Where possible, send reminders to Directors on the day and ensure they understand items in the agenda and board papers will be taken 'as read' in the meeting.
4. The Secretary must convene a meeting of the Board if requested at any time to do so by a Board Member. Special meetings of the Directors may be called by the Secretary or by any two directors of the Company.
5. The Company Secretary is responsible for keeping minutes in accordance with the Corporations Act including:
 - b. minutes of proceedings of general meetings.
 - c. minutes and resolutions of Board meetings.
 - d. minutes of circular resolutions.
 - e. a copy of the notice of each AGM; and
 - f. appointments of officers and persons ceasing to be officers of the Company.
6. The Company Secretary is responsible for
 - g. focusing on matters arising from the minutes and
 - h. monitoring following up on items in the actions register with respective board members
 - i. ensuring minutes are signed by the Chair of the meeting at which proceedings took place or by the Chair of the next succeeding meeting.
7. The Company Secretary will maintain a register of dealing in declarations of interest by Directors and report them to the Board as necessary.

Committee Meetings

8. Committee meetings may be requested by the Company Secretary.

Annual General meetings

9. The Secretary will ensure that notice of the Annual General meeting is appropriately advertised in accordance with the Corporations Act, 28 days prior to the meeting date.
10. Each member who is unable to attend the AGM is entitled to a proxy vote. The Secretary will receive the proxy form at least three days before the AGM.

Register of members

11. The Company Secretary is responsible for keeping the register of members which must contain:
 - a. For each current member:
 - i. name;
 - ii. address;
 - iii. any alternative address nominated by the Member for the service of notices; and
 - iv. date the Member was entered on to the register.
 - b. For each person who stopped being a member in the last 7 years:
 - v. name;

- vi. address;
 - vii. any alternative address nominated by the member for the service of notices; and
 - viii. dates the membership started and ended.
12. The register must be set out conveniently and be able to be used as an index of members.
13. The register of members must be kept safe and private and must be used solely for the objects of the company unless explicit permission is given to release personal information by the member concerned.

Notification of membership

14. The Secretary must write and advise the applicant if the Board refuses a membership application
15. The Secretary must as soon as possible enter a new member on the register of members, if the Board approves an application, and write to the applicant to tell them that their application was approved and the date their membership started.

Resignation of directors

16. The Secretary may accept 28 days written notice of the resignation of a Director may unless the notice specifies another time for the effectiveness of the resignation.