



www.queerscreen.org.au

Position Description: Company Secretary

Queer Screen is looking for a Company Secretary to facilitate the company's corporate governance processes and support Board processes to run efficiently and effectively. The company secretary is a Volunteer position and is an Officebearer on terms and conditions as the Board determine and in accordance with the Constitution of Queer Screen. The tasks of the company secretary can be categorised into meetings and minutes, compliance, and governance administration:

Meetings and Minutes

In relation to meetings and minutes, the company secretary is responsible for:

- Notifying the directors in writing in advance of a meeting of the Board as specified in the constitution;
- Ensuring the agenda and board papers are prepared and forwarded to directors prior to the board meeting;
- Recording, maintaining, and distributing the minutes of all board and board committee meetings as required;
- Maintaining a complete set of board papers at the company's main office;
- Preparing for and attending all annual and extraordinary general meetings of the company; and
- Recording, maintaining, and distributing the minutes of all general meetings of the company.

Compliance

With respect to compliance, the company secretary is responsible to inform the Board of:

- The company's compliance program and advising the Board on all company legislative obligations;
- Development, implementation, communication, and maintenance of compliance policies, processes, and procedures;
- Advising on all requirements and expectations of ACNC, the ATO, and any other regulatory body;
- Providing counsel on corporate governance principles and director liability.

Governance Administration

The company secretary is responsible for the following governance administration tasks:

- Maintaining a Register of Company Policies as approved by the board;
- Maintaining a complete list of the Delegations of Authority;
- Reporting at each Board meeting the documents executed under a power of attorney, documents executed in accordance with s 127 of the Corporations Act, and reporting on the use of the Seal Register; and
- Any other services the Chair or Board may require.

- The company secretary is required to have a clear understanding of QS's Constitution and provisions of the law that affect QS
- record declarations of Interest
- Be aware of the procedure of meetings such as constitutions voting procedures. quorum requirements, proxy provisions and be able to advise the chairperson if needed.

Specific Responsibilities to the ACNC

- To maintain a registered office, and notify ACNC of any change in address within 28 days
- To notify ACNC of a change to the principal place of business
- To lodge notices with ACNC regarding personal details of directors and secretaries
- ensure all new Directors appointed have signed a consent to their appointment, which must be retained
- To lodge reports with ACNC.

Please forward all applications to Tiphanee Athans: secretary@queerscreen.org.au by 14 July 2017. A cover letter should be included in your application.