

5. COMPANY SECRETARY

5.1 Key Tasks (Role)

- 5.1.1 Serve as chief administrative and compliance officer, ensuring SISEAP complies with the Corporations Act 2001 (Cth) and its Constitution.
- 5.1.2 Maintain statutory records, registers, and filings for ASIC, ACNC and ATO (Australian Tax Office).
- 5.1.3 Oversee notifications, member registers, returns, and ballots for accuracy and timelines.
- 5.1.4 Advise the Board on company secretarial and procedural matters.

5.2 Responsibilities

Governance & Compliance

- 5.2.1 Ensure full compliance with the Corporations Act, ASIC, ACNC, ATO, SISEAP Constitution and any other regulatory bodies are fully met .
- 5.2.2 Act as primary contact with regulators; lodge statutory documents and notify changes promptly.
- 5.2.3 Sign documents on behalf of the company in conjunction with a director of the company.
- 5.2.4 Maintain the Register of Members and accurate statutory records; ensure registered office is maintained.

Meetings & Records

- 5.2.5 Support Board and member meetings: prepare required filings, assist with minutes and records, and ensure documentation is current and accurate.
- 5.2.6 Organise electronic and circular ballots and support the Returning Officer with elections.
- 5.2.7 Ensure that the Record of Decisions is updated and placed on the website every month .

Registers & Documentation

- 5.2.8 Maintain and back up official registers, Director details, and conflict-of-interest records.
- 5.2.9 Securely store all company documents in Federation-approved digital systems.

Board Advice

- 5.2.10 Guide the Board on meeting procedures, filings, and compliance.
- 5.2.11 Help Directors understand their legal duties.

Communications and Systems

5.2.12 Use Company email and digital platforms for all official communications and record-keeping.

5.2.13 Follow agreed handover procedures at the end of term.

Role Review & Handover

5.2.14 Review the role description before term end and ensure smooth handover to the next Secretary.

5.3 Rights

5.3.1 The Company Secretary's role is defined by the Act and by the company's governing documents. When there is a conflict, the Act takes precedence unless the matter is covered by a "replaceable rule" in the Act.

5.3.2 The Company Secretary is entitled to attend all federation committee meetings with speaking rights and is entitled to vote as a working member of the Executive and Governance Committees

5.3.3 The Company Secretary is entitled to attend all meetings of the company, all meetings of the directors and any other company or federation general meetings and may speak on any matter but does not have a vote as Company Secretary

5.3.4 Under the Act, the company secretary may be a director. However, where the Act or the Constitution requires the secretary and a director to do or authorise any act or decision, it is not satisfied by the one person acting in both capacities. [Corporations Act s240(7)].

5.4 Administrative protocols & records

5.4.1 All role documents and outputs stored on the position holder's company Google Drive / shared drive.

5.4.2 Handover procedures for Google accounts and files must be followed at biennium end.

5.5 Outcomes Sought

5.5.1 Full legal, regulatory, and governance compliance.

5.5.2 Secure, accurate company records and filings.

5.5.3 Well-run, compliant meetings and robust administrative practices.

5.5.4 Reliable support for Board and officers on compliance and governance.

5.5.5 Effective succession planning and business continuity through shared knowledge, documented procedures, and mentoring of The Assistant to the Company Secretary.

5.6 Skills and Experience

5.6.1 Must be an Australian citizen, residing in Australia, age 18+ and legally eligible.

5.6.2 May be a Soroptimist.

5.6.3 Knowledge of the Corporations Act, ASIC, ACNC and ATO or willingness to learn.

- 5.6.4 Background in company secretarial work, governance, law, or senior admin.
- 5.6.5 Experience with digital record-keeping and governance processes.
- 5.6.6 Organised, detail-focused, discreet and able to work collaboratively with Federation leaders.

5.7 Personal Attributes

- 5.7.1 Integrity, trustworthiness, and responsibility for governance.
- 5.7.2 Meticulous documentation and deadline management.
- 5.7.3 Discreet, calm and professional under pressure.
- 5.7.4 Strong communicator and reliable team player.
- 5.7.5 Open to continuous learning in governance and compliance.

5.8 Rights and Tenure

- 5.8.1 **Commencement of tenure:** At the conclusion of the company Annual General Meeting
- 5.8.2 **Term of Office:** Ongoing, subject to performance and legal eligibility (must be an Australian citizen).

5.9 Appointment and Election

- 5.9.1 **Method of Appointment:** This position is an Appointed role
- 5.9.2 Appointed by the directors and such appointment will be ratified at the Annual General Meeting of the company.
- 5.9.3 If a vacancy occurs during the term of office the company directors may appoint a replacement without ratification by the members, to serve until the next Annual General Meeting.
- 5.9.4 Within 7 days of appointment must give written consent to act as Secretary, together with personal details. That consent must be retained by the company. The information contained in this Consent to Act will be submitted to ASIC/ACNC and will become public information.

The personal details required are: given and family names, all former given and family names, date and place of birth, current residential address.
- 5.9.5 Must notify the company and ASIC/ACNC of the appointment and any change of personal information within 28 days of that appointment/change.