**POSITION DESCRIPTION - SECRETARY**

**Purpose of Position:**

* To be a representative between the Australian Securities and Investment Commission (ASIC) and REACH Limited
* Implement the membership policies and procedures

**Responsible to:**

Members of REACH Limited, other Board Members, other stakeholders, Australian Securities and Investments Commission (ASIC)

**Roles & duties as set out below and reflected in the REACH Limited Policies and Procedures**

**Governance (Secretary)**

* The Secretary’s primary responsibility is to ensure that the requirements of the Australian Securities and Investment Commission (ASIC) Law are met. This includes the maintenance of all records of the Board and informing ASIC promptly of changes to the Board membership and office location upon necessary forms provided by ASIC.

Other responsibilities of the Secretary include:

* Notification of changes above to funding body;
* Ensuring that minutes of Board meetings are true and accurate and signed;
* To act as the principal signatory to the countersigning of legal documents affixing the common seal; and
* Ensuring that new members are approved, the register of members is kept up to date and available to members upon request.

**Membership**

* Take steps to attract new members when needed
* Address local community organisations
* Approach, at the direction of the Board, an individual with the desired skills to request they become a member
* Receive Membership Application Forms from individuals wishing to be members of REACH Limited and present them to the Board
* Within ten (10) days of receipt of an application, notify the applicant of receipt of the form along with a receipt for any application fee
* Prepare and collect nominations for the Board at the AGM

**Staff**

* Arrange induction for senior staff or delegate this to appropriate staff

**Volunteers**

* Arrange volunteer induction or delegate this to appropriate staff

**External Stakeholders**

* Network with external stakeholders as directed by the Board or as necessary in the performance of these duties

**Governance (All Directors)**

The Board is legally responsible and accountable for the overall direction of REACH Limited and the administration of its affairs, property and funds including:

* Strategic Planning;
* Approving budgets and financial reports;
* Ensuring obligations to legal bodies are met;
* Assuming legal and contractual responsibilities
* The appointment and management of senior staff;
* Delegating responsibility for tasks and monitoring and reviewing performance;
* Meeting the requirements of regulations;
* Acting in line with the code of ethics and code of conduct;
* Declaring individual conflicts of interest whether their own or others;
* Maintaining confidentiality where required and adhering to the privacy policy of REACH Limited;
* Attending meetings regularly, including sub-committees and special purpose if nominated to these committees;
* Attending annual planning events and other board activities as required;
* Positively representing REACH Limited to the broader community;
* Ensuring that staff conditions are fair and equitable;
* Committing to the values, principles and strategic directions of REACH Limited; and
* Upon election, participating in the Board induction process

**Roles and Duties**

* Have a clear understanding of our Constitution and Corporations Law provisions which affect REACH Limited
* Fulfil all constitutional requirements
* Ensure compliance with legal and financial responsibilities
* Be jointly responsible for the performance of the company
* Be aware of and observe the procedures of meetings (quorum requirements, voting procedures, proxy provisions)
* Identify with the aims and objectives of REACH Limited and work towards achieving them
* Follow lines of protocol and authority and not interfere with the daily operations of the organisation
* Actively and positively promote the organisation
* Actively encourage people to participate on the Board or in subcommittees
* Be a member of a subcommittee if required
* Keep informed of issues affecting the sector and the region

**Directors’ Rights and Responsibilities**

**Legal Responsibilities**

The legal responsibilities of Directors are to:

* Fulfil all legal requirements
* Act honestly
* Act with reasonable care and diligence
* Not improperly use information gained
* Not make improper use of the position of Director or Office Bearer
* Keep informed of REACH Limited activities
* Ensure that there are adequate funds for the operation of the organisation and that records are kept and accounted for in line with acceptable accounting principles
* Ensure that funds are not mismanaged

**Board members have the right to:**

* Timely access to information needed to make decisions
* Training in the position held in the company
* Confidentiality of Board discussions so that Directors can speak freely during meetings

**Relations with Staff and Volunteers**

The Board of Directors, acting as one body, represents REACH Limited stakeholders. Consequently, workers and volunteers are answerable to the Board as a body, not to individual Directors.

The REACH Limited Board seeks to lead leaders. This requires the strength to allow others to make decisions. This Board should never give the message, by intervening in every potential mistake, that to err is unacceptable. In dealing with staff and volunteers the Board seeks to promote success, rather than to place an emphasis on errors. Personnel management is not a Board issue.

Individual Directors will not interfere with the work of staff or other volunteers, or to exercise authority over the organisation, unless explicitly set forth in the policies or delegated to do so.

Directors may only attend the REACH Limited office:

* When engaged in Board activities;
* As a member of a standing or subcommittee; or
* In their role as a tenant

**Public Relations**

The Chairperson of the organisation has delegated authority to speak to the public, press, government representatives or other entities through the REACH Limited policies and procedures. The Chairperson can delegate this responsibility as required. The Chairperson is also expected to actively promote and defend the reputation of REACH Limited in their informal networks.

**Performance**

In the performance of their duties, Directors are expected to:

* Be committed to making a difference to the lives of tenants, the community and the organisation
* Work to ensure that the Board’s time, process and focus is in line with the company constitution, the mission and vision statements of the organisation
* Encourage and participate in debates and accept the diversity of views needed for success
* Focus on quality results
* Regardless of personal opinions, support the decisions of the Board and be bound by its directions
* Exercise powers for which they were conferred
* Exercise a degree of care, diligence and skill that a reasonable person would use

**Powers of Directors**

The governance of the company is to be managed by or under the direction of the Directors in line with the requirements of the constitution.

The Directors may exercise all the powers of the company, except any powers the law or the constitution requires the company to exercise in a general meeting.

No rule made or resolution passed by the company in a general meeting can invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.

The acts of a Director of the company are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

**Removal and Resignation of Directors**

Subject to the law, the company in a general meeting may by resolution remove a Director from office.

A Director may resign by giving a written notice of resignation to the company at its registered office.

In addition to any other circumstances in which the office of a Director becomes vacant under law, the office of a Director becomes vacant if the Director:

* Becomes bankrupt or suspends payments with his or her creditors
* Is charged in any way under the law relating to mental health
* Is absent from 3 consecutive meetings of Directors without special leave of absence from the Directors and the Directors declare his or her seat to be absent
* Ceases to be qualified as a Director under rule 23 of the constitution
* Is removed by resolution in accordance with rule 35 of the constitution