

## **Terms of Reference of a Company Secretary**

### **Overall Job Description**

The Company Secretary shall be responsible to manage and coordinate the Board affairs including legal services of the company. He or she is expected to operate in line with the Board Charter, Company Secretary Manual and other relevant documents. He or she shall report directly to the Chairperson of the board of directors but administratively to the Chief Executive Officer.

### **A. Specific Responsibilities**

The specific responsibilities are given below:

#### **1. Board Affairs**

- a) Serve as a vital link between the company and the board of directors, shareholder and regulatory authorities.
- b) Prepare Board Meeting agenda in consultation with the Chairman and Chief Executive Officer of the Company, and coordinate and attend Board Meetings.
- c) Draft, finalize and maintain record of the Board Meeting Minutes.
- d) Communicate the Board decisions to concerned division/unit heads and report actions taken on important Board decisions to the next Board for additional directives/further deliberation/to update the status.
- e) Ensure board procedures are followed and regularly reviewed and provide guidance to the Chairperson and the directors on their responsibilities under various laws.
- f) Act as focal person to coordinate any Board related events.

#### **2. Compliance Requirements**

- a) Meet the compliance requirements under the Corporate Governance Code including Board Charter by the Board and the Company.
- b) Meet the statutory compliance requirements under the Companies Act and other relevant laws including renewal of business licenses and updating of other important documents required for Company's business as a going concern from the regulatory authorities.
- c) Provide, among other things, access to statutory registers of the Company and the minutes of the Board Meetings, and clarification

on Board related compliance issues, attend the Annual Audit Exit Meeting.

### **3. Legal services**

- a) Represent the company in any lawsuit or legal process;
- b) Provide the Board and Management with legal advice on any matters asked by the board and the management.
- c) Provide basic legal advisory services on laws, regulations and policies that apply to the company in consultation with the supervisor/s and other legal personnel of the Legal Unit or any other law enforcing agencies of the Government.
- d) Review agreements/contracts, forms, letters of undertaking, memorandum of understanding, letters of guarantee, etc. upon references.

### **4. Custodial Function**

- a. Act as custodian of the important documents of the Company including:
  - i. Articles of Incorporation;
  - ii. Certificate of Incorporation;
  - iii. Company Seal;
  - iv. Statutory registers of the Company;
- b. Maintain record of original minutes of the Board Meetings and Board Committee Meetings.

### **B.Education Qualification:**

- ✓ Minimum Bachelor's Degree in Law with aggregate marks of 65%, Class 12 with 60% (Eng + 4 best subjects)
- ✓ The candidates with Master's Degree in law shall be an advantage and given preferences.
- ✓ Relevant skills & work experience.

### **C. Personal Specification, Attribute & Competencies:**

- ✓ Should have good written and spoken Dzongkha and English.
- ✓ Should have sound analytical ability.
- ✓ Should have good coordination and organizing skills.

**D. Other requirements**

- 1) FMCL application form
- 2) Curriculum Vitae (CV)
- 3) Copies of
  - a. Certificates
  - b. Academic transcripts
  - c. Security Clearance Certificate (online)
  - d. Medical Fitness Certificate (Not older than 6 month)
  - e. Citizenship Identity Card (CID), and
  - f. No Objection Certificate, If employed.

**E. Employment type**

Regular

**F) Salary & Other benefits**

- a. FMCL Grade - 7
- b. Basic Pay: Nu. 17,145.00 (Negotiable based on working experiences)
- c. Pay scale: Nu. 17,145 - 430 - 25,745.00
- d. Corporate allowance 25% of the basic pay.
- e. Other benefits and allowances as per FMCL Service Rule

