
Volunteer Role Description

Role:	Company Secretary
Reports to:	Chair of the THNSW Board
Location:	THNSW Head Office / Hybrid
Date:	March 2025

PRIMARY PURPOSE

The Company Secretary plays a key role in contributing to the governance of THNSW, supporting the Chair of the THNSW Board, the Board and the CEO to achieve THNSW's vision, mission and strategic objectives as set out in THNSW's Strategic Plan.

The Company Secretary is appointed by the THNSW Board to facilitate corporate governance processes and support the operation of the Board. Activities by the Company Secretary include those as described within THNSW's Constitution, legal and regulatory duties and obligations relating to the Company, advising the Chair, the Board and the CEO and monitoring compliance of the Board and its Subcommittees with the law, its constitution, other THNSW governing documents and its internal policies.

The Company Secretary is expected to give impartial advice and act in the best interests of the company at all times. The Company Secretary will report directly to the Chair for all matters relating to the proper function of the Board and to the CEO for management issues.

Key to the success of this role will be the ability to establish and maintain strong, positive working relationships with the Chair, Board Directors and the CEO and relevant senior managers; a friendly positive personal style; good communication skills; a process-orientated approach, passion for compliance, attention to detail, a very organised approach to tasks and way of working, along with the ability to resolve problems quickly and positively; and a strong 'safety first, but can do' attitude.

DUTIES

The duties of the Company Secretary include both legal and regulatory duties and obligations and additional responsibilities specific to THNSW's organisational context.

As Company Secretary, the core duties for this volunteer role include:

- **Constitutional Compliance** – ensuring that the company complies with the provisions of its Constitution.
- **Statutory Compliance** – ensuring that THNSW complies with its statutory obligations; preparing and completing the timely and proper lodgment of required ASIC/ACNC returns, notifications and ensuring that THNSW's company information, including Directors' information, is up-to-date and correct at all times.
- **Board Meetings** – convening board meetings, coordinating board minutes and papers, advising the Chair of procedural requirements.
- **General Meetings** – organising members' meetings such as THNSW's Annual General Meeting each year and Extraordinary General Meetings from time to time, including issuing Notice of General Meetings, coordinating general meeting minutes and papers, proxies and postal votes, and the conduct of elections.
- **Company Registers** – ensure the keeping and maintaining of the register of THNSW's members and any other register required under legislation from time to time.
- **Company Governance Recordkeeping** – maintain on behalf of the Board key governance documents and records such as the register of Directors' interests; ensure that there is a regular review of THNSW's Constitution, the Board Charter and the terms of reference of the Board's Sub-committees.

The Company Secretary may also be required to attend Board Sub-committees and Working Groups regularly or from time-to-time to advise the Chair of that Committee or Working Group on procedural requirements.

The Company Secretary is also expected to comply with the duties that apply to Board Directors, with the four main legal duties being:

- Act in good faith and for a proper purpose
- Act with reasonable care, skill and diligence

- Not to improperly use information or position
- Disclose and manage conflicts of interest

COMMITMENT REQUIRED

The Company Secretary role requires an average commitment of in the range of approx. 6 to 20 hours per month subject to meeting schedules, as well as other required activities and timelines, and will need to be flexible in terms of availability.

The THNSW Board typically meets after hours and Board Sub-committees and Working Groups meet during a mixture of normal business hours and after hours.

It is important to note that as Company Secretary you can be held personally legally liable for a contravention of certain provisions under the Corporation Act.

SELECTION CRITERIA

Essential

1. Familiar with the Corporations Act and all other applicable legislation, regulation, rules and any regulator prescribed prudential standards such as those provide by APRA General awareness, understanding and interest in what safety and environmental management means for an organisation such as THNSW.
2. Very good interpersonal and communications skills.
3. Attention to detail and accuracy, and a flexible and practical approach to problem solving.
4. Demonstrated ability to work with a diverse range of people and build strong positive working relationships grounded in mutual respect.
5. A high degree of diplomacy and discretion and be able to maintain confidentiality.
6. Formal tertiary-level qualifications (ideally in business administration, commerce, accounting, economics or law)
7. Formal governance qualifications from either the AICD or the GIA, ideally Director qualifications and Company Secretary training, plus have the ability to obtain and maintain a Director Identification Number (director ID).
8. Sound computer knowledge across the Microsoft suite, including Word, Excel and Outlook.
9. As a THNSW Team member you must have the ability to pass any Police, Working with Children, or other required checks relevant THNSW's operating context with volunteers, youth, children and the public.

Not Essential, but desired

1. Prior experience as a Company Secretary or directly supporting a Company Secretary.
2. Ideally be a member of the AICD or GIA.
3. Experience or awareness of the requirements of working in, and an enthusiasm for, heritage, cultural tourism, regional attraction management sectors, not for profit or start up organisation environments.

ORGANISATIONAL ENVIRONMENT

Transport Heritage NSW Ltd (THNSW) is a not-for-profit, registered charity, member and volunteer-based company limited by guarantee, principally funded by the NSW Government.

THNSW is committed to delivering and continuously improving heritage transport experiences, events, attractions and asset management across NSW, proudly fostering our specialty in collecting, preserving and presenting rail transport heritage.

THNSW operates the NSW Rail Museum at Thirlmere and the Valley Heights Locomotive Depot Heritage Museum in the Blue Mountains, as well as offering heritage passenger rail experiences on its Thirlmere Heritage Railway (Loop Line) as part of the NSW Rail Museum, as well as throughout NSW and Australia.

THNSW requires adaptable, resourceful and flexible people with a desire to be part of this growing, dynamic and customer-focused organisation. THNSW has a core team of paid staff roles and active and growing volunteer base, along with its passionate membership base, all dedicated to pursuing our vision of *bringing transport heritage to life!*