

## JOB HIGHLIGHTS PACK

<b>Role:</b>	<b>Company Secretary</b>
<b>Department:</b>	Executive Services
<b>Reports to:</b>	General Counsel
<b>Direct Reports:</b>	Governance Officer, Yawuru Memberships Officer
<b>Location:</b>	55 Reid Rd, Broome WA
<b>Contract Type:</b>	Fixed-term, full-time

### ORGANISATIONAL CONTEXT

*“Making mabu liyan real for all, always”  
People, land, culture, prosperity*

Nyamba Buru Yawuru (NBY) means ‘This is the place of Yawuru’. NBY is the operational company of the Yawuru Native Title Holders Aboriginal Corporation. NBY manages the day to day business of Yawuru and is engaged in a diverse range of projects which help to provide social, cultural, environmental and financial sustainability for the future of Yawuru people.

### PRIMARY FUNCTION

NBY's Company Secretary is responsible for:

- ensuring the Yawuru Corporate Group and its related subsidiary companies comply with their obligations under the *Corporations Act 2001 (Cth)*, the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*, *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)* and any other relevant laws and regulations;
- facilitating and developing corporate group governance processes; and
- ensuring that board processes run efficiently and effectively.

Please see the attached Position Description at the end of this pack for detailed key responsibilities and outcomes of this position.

### ESSENTIAL SELECTION CRITERIA

1. Demonstrated experience in a Company Secretary or Senior Governance role or similar and extensive knowledge of governance, commercial, property, land, corporate, tax and native title law
2. Demonstrated ability to quickly analyse, research and provide succinct and accurate plain language advice
3. Highly efficient time management skills, including an ability to identify priorities and deliver multiple projects to agreed specifications for time, cost and scope
4. Advanced interpersonal skills, including the ability to engage, influence, negotiate, and facilitate effectively with management, team members, board directors and members of the Yawuru community
5. Demonstrated ability to identify and implement strategic responses to reoccurring problems.
6. Demonstrated skills and the ability to work effectively in a team environment

### DESIRABLE SELECTION CRITERIA

1. Knowledge and understanding of Aboriginal and Torres Strait Islander people, cultures and issues effecting them
2. Experience working in culturally diverse workplaces

## BENEFITS OF WORKING FOR NYAMBA BURU YAWURU



Contribute to the success of Broome's Traditional Owner Group



Generous salary packaging



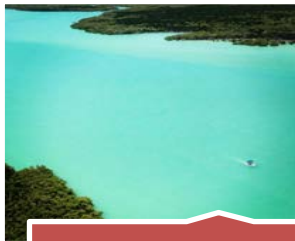
Active Social 'Binda Binda' (Butterfly) Club



Professional and Inspiring Workplace



Live in the Kimberley; one of the last great wildernesses in the world



Work/Life Balance



Work with a fun and committed team



Learn Yawuru Language



Work with Yawuru Traditional Owners



Involvement with Community at Community Events



Diversity of Projects/ Work Opportunities



Unlimited access to Lynda.com online training

## LOCATION

Our office is located in Broome in the Kimberley region of Western Australia. Known for its' pearling history and tourism, Broome is a culturally diverse town, with a tropical climate and stunningly beautiful surrounds.

The permanent population is estimated at 15,857, growing to over 45,000 during the tourist season (May – October).

For more information:

<http://www.yawuru.com/>

<http://www.lonelyplanet.com/australia/western-australia/broome>

<http://www.visitbroome.com.au/>

<http://www.australia.com/en/places/broome.html>





## APPLICATION PROCESS

Applications should be sent electronically to [recruitment@yawuru.org.au](mailto:recruitment@yawuru.org.au) and addressed to:

General Counsel  
Nyamba Buru Yawuru  
PO Box 425  
Broome, WA 6725

Please include the following in your application:

1. Completed NBY Application for Employment Form (found on NBY website)
2. Cover Letter
3. Resume/ CV
4. Statements addressing the selection criteria

Should you require further information relating to this position or process, we welcome your call on (08) 9192 9609.

Applications for this position close **COB Friday, 10<sup>th</sup> May 2019.**

POSITION	LOCATION	REPORTING RELATIONSHIP
Company Secretary	Broome, Western Australia	Reports to the General Counsel

#### ORGANISATIONAL CONTEXT

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Nyamba Buru Yawuru (NBY) means ‘This is the place of Yawuru’. NBY is the operational company of the Yawuru Native Title Holders Aboriginal Corporation. NBY manages the day to day business of Yawuru and is engaged in a diverse range of projects which helps to provide social, cultural, environmental and financial sustainability for the future of Yawuru people. In 2018 the organisation won the Indigenous Governance Awards, Category A Incorporated Organisations.

#### PRIMARY FUNCTION

NBY's Company Secretary is responsible for:

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- facilitating and developing corporate group governance processes; and
- ensuring that board processes run efficiently and effectively.

#### LINE MANAGEMENT RESPONSIBILITIES

- Governance Officer
- Yawuru Membership Officer

#### COMMUNICATIONS AND ENGAGEMENT RESPONSIBILITIES

- NBY, PBC & MMY Boards
- Yawuru Holdings Company, Yawuru Properties, INDENT, NBY Technologies and YAPCO Boards
- CEO, Deputy CEO & CFO
- NBY Management team
- NBY Investment Audit and Risk Committees
- Internal NBY colleagues
- Yawuru community stakeholders
- Other NBY stakeholders, as required

#### KEY RESPONSIBILITIES of POSITION

##### COMPANY SECRETARIAT

##### 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 as set out in the board charter and any associated policies;
- 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 for:

- Overseeing the company's compliance program and ensuring all company legislative obligations are met;
- Development, implementation, communication, and maintenance of compliance policies, processes, and procedures;
- Ensuring all requirements of ASIC, the ATO, and any other regulatory body are fully met;
- Providing counsel on corporate governance principles and director liability.

#### **Governance Administration**

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

- Maintaining the Register of Ongoing Conflicts of Interest and the Register of Related Party Transactions;
- Maintaining a Register of Company Policies as approved by the board;
- Maintaining, updating, and ensuring that all directors have an up to-date copy of the Board Charter and associated governance documentation
- 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.

#### **Specific Responsibilities under the Corporations Act**

- To maintain a registered office, and notify ASIC of any change in address within 28 days (s 142)
- To keep the registered office open to the public during certain hours (s 145)
- To notify ASIC of a change to the principal place of business (s 146)
- To lodge notices with ASIC regarding personal details of directors and secretaries (s 205B)
- To notify ASIC of share issues (s 254X)
- To lodge reports with ASIC (s 319(1))

#### **Responsibilities to External Institutions**

##### **Australian Tax Office (ATO)**

- lodge tax returns (if a tax paying non-profit);
- lodge an annual refund of franking credits form (if receiving any franked dividends);
- lodge an FBT return claiming a rebate or exemption (where available to you);
- respond to any audit conducted by the ATO; and
- advise the ATO if either the objects clause of the constitution is changed; or the activities of the company change significantly; which has the effect of jeopardising the tax endorsements of the company.

##### **Funding bodies**

- Ensure NBY complies with all obligations, including reporting requirements of the funding contract

##### **Fundraising**

- Ensure NBY complies with all fundraising laws
- applying for a fundraising licence(s);
- reporting to the relevant government body administering the fundraising laws;
- ensuring compliance with the relevant fundraising guidelines.

#### **INDIVIDUAL COMMITMENT**

- Actively embrace and integrate NBY's vision, mission and values into the role, and model appropriate behaviours
- Work collaboratively with management and staff across the business in support of NBY's strategic objectives
- Maintain and demonstrate a professional approach in the workplace
- Abide by NBY's conditions of employment, code of conduct, and organisational policies and procedures

- Adhere to relevant legislative requirements including and not limited to the Fair Work Act, Workplace Health and Safety Act and the EEO Act
- Actively commit to identify and implement opportunities for improvement
- Undertake other tasks as requested by the CEO, Deputy CEO, or delegated representative and that are relevant to this position and commensurate with incumbent's skills, abilities and experience.

## KEY OUTCOMES OF THIS POSITION

### COMPANY SECRETARIAT

- Compliance with all duties and responsibilities are met as per requirements
- All duties and responsibilities are undertaken or completed
- All areas of compliance are completed as required, within the specified timeframe.

### INDIVIDUAL COMMITMENT

- NBY's vision, mission and values are incorporated into all activities, and appropriate behaviours are role modelled in line with organisational policies;
- All activities are subject to a demonstrated cycle of continual improvement

## ESSENTIAL QUALIFICATIONS, KNOWLEDGE, SKILLS AND ATTRIBUTES

1. Demonstrated experience in a Company Secretary or Senior Governance role or similar and extensive knowledge of governance, commercial, property, land, corporate, tax and native title law
2. Demonstrated ability to quickly analyse, research and provide succinct and accurate plain language advice
3. Highly efficient time management skills, including an ability to identify priorities and deliver multiple projects to agreed specifications for time, cost and scope
4. Advanced interpersonal skills, including the ability to engage, influence, negotiate, and facilitate effectively with management, team members, board directors and members of the Yawuru community
5. Demonstrated ability to identify and implement strategic responses to reoccurring problems.
6. Demonstrated skills and the ability to work effectively in a team environment

## DESIRABLE QUALIFICATIONS, KNOWLEDGE, SKILLS

1. Knowledge and understanding of Aboriginal and Torres Strait Islander people, cultures and issues effecting them
2. Experience working in culturally diverse workplaces

## PRE-EMPLOYMENT REQUIREMENTS

1. Current 'C' Class driver's licence
2. National police clearance