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Farm Machinery Corporation Limited

CHUNDUDINGKHA, PARO: BHUTAN

Post Box No: 131

"Making Agriculture Productive, Profitable and Prestigious (PPP)"



Terms of References (ToR) for Company Secretary

Position Title	: Company Secretary
Grade	: P2
Pay and allowances	: Nu. 30155-755-45255(Basic Pay) +20% HRA on basic pay : Nu. 15500(Fixed allowance) :Nu.1250 (LTC) : Other allowances and benefits as per the FMCL service rules
Employment Type	: Regular
Qualification and Experience	: Bachelor Degree in law (LLB) and with Bar council certificate, preferably with experience.
Background	: The Company Secretary shall be responsible to manage and coordinate the Board affairs. The Company Secretary shall serve as a vital link between the company and its Board of Directors, shareholders, government and regulatory authorities. He/she should ensure board procedures are followed, regularly reviewed, and maintain close professional relationship with the Board.
Accountabilities/Responsibilities	
The responsibilities are given below: <ol style="list-style-type: none">1. Preparing Board meeting agenda in consultation with CEO and Chairperson.2. Maintaining minutes of the meeting, monitoring and ensuring decisions of the Board are followed up and actions taken.3. Providing governance, administrative, technical and other information support to the Board.4. Responsible for supporting the Board, preparing and ensuring the Board agendas serve and reflect appropriate planning cycles, papers are received in advance and that the Board and its members are cognizant of their duties and responsible and for ensuring that the bank operates in line with good governance practice and in compliance of all Acts, Rules and Regulations in force.	



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5. Coordinate and attend Board Meetings as secretary to the Board and Board sub Committees.
6. Communicate the Board decision to the management of the company and report actions taken and important Board decision to the next Board for additional directives/further deliberation/to update the status.
7. Communicate Board decision to external agencies directly or through the relevant officials of the company.
8. Payment of Board sitting fees and proper accounting.
9. Meet the statutory compliance requirement 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.
10. Maintaining confidentiality over personal and business information including procedure and documentation while handling sensitive task besides demonstrating honesty, flexibility and sound work ethics of the company.
11. Any other work assigned by the Board and the CEO from time to time, including functional responsibilities and special projects;
12. Provide legal functions to the company
13. Represent the company in any lawsuit or legal process.
14. Provide the Board with legal advice on any matters asked by the board and management.
15. Act as a custodian of the important documents of company including Article of Incorporation, Certificate of Incorporation, and Statutory Register of the Company.
16. Any other matters not covered by these terms of references will be as per the decision of the Management or the Board, if required.
17. Managing Calendar of CEO, (Scheduling Appointment, meetings, travel and ensuring day to day engagement.
18. Coordinate Monthly and annual review and planning meetings
19. Maintain Annual Performance Compact (APA) and ensuring smooth implementation of the activities.



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