



## TERMS OF REFERENCE

**Position: Company Secretary, Corporate Head Office.**

**Reports to:** Chief Executive Officer (CEO) for administrative reporting and to the Board for functional reporting.

**1) Overall Responsibilities:**

The Company Secretary manages Board affairs and serves as a crucial link between the company, Board of Directors, shareholders, and regulatory bodies. He/She ensures adherence to board procedures and maintains a distance from the Board. The Company Secretary ensures compliance with the GMC Companies Act and other laws, providing governance support for transparency, accountability, and corporate administration.

**2) Specific Responsibilities:**

The Company Secretary shall carry out the following responsibilities:

**a. Board Affairs**

- i) Prepare Board Meeting agenda in consultation with the Chairman and Chief Executive Officer of the Company,
- ii) Coordinate and attend Board Meetings as Secretary to the Board and Board sub-committees;
- iii) Draft, finalize, and maintain record of the Board Meeting Minutes.
- iv) Communicate the Board decisions to concerned division/unit heads and report actions taken on Board decisions to the next Board for additional directives/further deliberation/to update the status;
- v) Act as the focal person to coordinate any Board-related events. Among others, identify capacity development needs of the Board Directors and act as a focal point for Corporate Governance resources;

**b. Compliance Requirements**

- i) Meet the compliance requirements under the Corporate Governance Code;
- ii) Meet the statutory compliance requirements under the GMC Companies Act and update other important documents required for Company's business as a going concern from the regulatory authorities.
- iii) Maintain statutory registers of the Company;
- iv) Act as custodian of the important documents of the Company including:

- The Constitution of the company;
- Articles of Incorporation;
- Certificate of Incorporation;
- Company Seal;
- Statutory registers of the Company;
- Share certificates of the company;
- Business license;



- Shareholders Agreements;
- Memorandum of Understanding;
- Maintain record of the original minutes of the Board Meetings and the Board;
- Committee Meetings.

**c. Legal services**

- i) Represent the company in any lawsuit or legal process;
- ii) Provide the Board and Management with legal advice on any matters asked by the Board and the Management.
- iii) Provide basic legal advisory services on laws, regulations and policies that apply to the company in consultation with the supervisor/s and any other law-enforcing agencies of the Government.
- iv) Review agreements/contracts, letters of undertaking, and memorandum of understanding, etc upon references when required.

**d. Any other responsibilities**

- i) Any other work assigned by the Board and the CEO from time to time, including functional responsibilities and special projects; and
- ii) Maintaining confidentiality over personal and business information including procedures and documentation while handling sensitive tasks;
- iii) Any other matters not covered by these terms of reference will be as per the decision of the Management or the Board, if required.

**3) Education & Experience Criteria:**

At least a Bachelor's degree in LLB., and PGDNL or law graduate from Jigme Singye Wangchuck School of Law with an aggregate score of 60% and a minimum score of 55% in Class X and XII in the best four subjects including English and Dzongkha. Preference shall be given to candidates with experience and a good track record.

**4) Personal Specifications, Attributes & Competencies:**

- i) Excellent Interpersonal skills;
- ii) Strong verbal and written communication in English and Dzongkha Language;
- iii) Proficiency in Microsoft Office Software (Word, PowerPoint, Excel)
- iv) Possesses excellent time-management and organizational skills;
- v) Acceptable to work beyond working hours to meet the deadline.



**5) Other requirements:**

- a. BDFL application forms duly filled, indicating clearly the post applied for
- b. Curriculum Vitae (CV) clearly indicating requirements with reference to Section 4.
- c. Copies of:
  - i) Class X, XII and Degree certificates and transcripts (marksheets)
  - ii) Valid Security Clearance Certificate (online)
  - iii) Citizenship Identity Card (CID)
  - iv) Valid Medical Fitness Certificate
  - v) No Objection Certificate from the parent organization, if employed
  - vi) Any other relevant documents

**6) Employment type:** Regular

**7) Salary and other benefits:**

- a. BDFL Grade – 8
- b. Pay scale - Nu. 20,230-505-30,330
- c. In addition to the basic pay, the incumbent will be eligible for the following:
  - i) Monthly Lumpsum Pay (MLP) – Nu. 12,225
  - ii) House Rent Allowance (HRA) - 20% of the basic pay
  - iii) Performance-Based Variable Incentives (PBVI) as per the annual performance compact.
  - iv) Other benefits and allowances as per BDFL Service Rule.