



## **ROGERS AND COMPANY LIMITED**

### **POSITION STATEMENT OF THE COMPANY SECRETARY**

1. Ensures that the organisation complies with its constitutive documents and all relevant statutory and regulatory requirements, Code of Ethics and internal policies approved by the Board.
2. Guides the Board on how their responsibilities should be properly discharged in the best interests of the organisation.
3. Develops the agenda of the Board and Committee meetings, as well as Notice of Annual Meeting of Shareholders, in consultation with the Chairman and the CEO.
4. Circulates agendas and any supporting papers as part of a Board pack in good time to the Board and its committees.
5. Ascertains that quorum of meetings is present.
6. Takes minutes of Board and Committee meetings and circulating the draft minutes in a timely manner to all relevant members.
7. Ensures that meetings and resolutions of the Board and Annual Meeting of Shareholders are properly convened, held and passed in accordance with the Company's constitutive documents as well as relevant statutory and regulatory requirements.
8. Maintains interest register, conflict of interest register and related party transactions register.
9. Ensures that the procedure for the appointment of directors is properly carried out.
10. Assists in the proper induction of directors and assesses the specific training needs of directors/executive management.
11. Provides comprehensive practical support and guidance to directors.
12. Devises relevant timelines, checklists and any compliance documents with regard to ad-hoc projects of the organisation.
13. Liaises with relevant regulatory bodies as and when required.
14. Drafts reports as required by law, including corporate governance report to include in the Annual Report of the organisation.
15. Communicates with shareholders and ensure that due regard is paid to their interests.
16. Acts as a primary point of contact (often via the share registrar) for all shareholders and proxy voting / corporate governance adviser.