

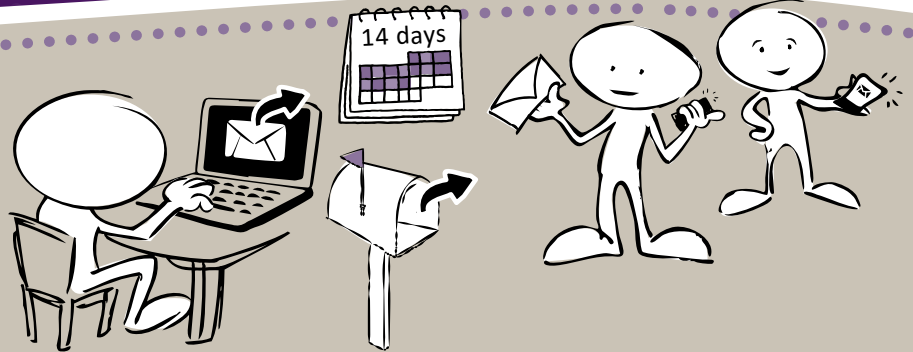


Australian Government

Office of the Registrar of Indigenous Corporations

Contact persons and secretaries

Under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) corporations either have a 'contact person' or a 'secretary', depending on the registered size of the corporation.



What do contact persons do?

A contact person acts as a mail box for their corporation—they are the central contact point. Their job is to pass on all communications (letters, emails, telephone calls and messages) to at least one of the directors of the corporation within **14 days** of receiving them.

What do secretaries do?

A secretary is also the central contact point for their corporation but in addition they must make sure their corporation:

- lodges any rule book changes with the Registrar
- lodges any change of name with the Registrar
- has a registered office and notifies the Registrar of any changes to it
- gives the Registrar a register of members or former members on request
- lodges details of directors and secretaries with the Registrar
- lodges reports (general, financial and directors') with the Registrar.

Contact person or secretary?

The size of your corporation determines whether it needs a **contact person** or a **secretary**.

Small corporation

Appointee: contact person

Medium corporation

Appointee: contact person

Large corporation

Appointee: secretary

Small and medium corporations have a contact person and large corporations have a secretary. For more information see the fact sheet *Corporation size and reporting* at oric.gov.au.

Why are there different roles?

Small and medium corporations are usually less complex than large ones and therefore it's reasonable that the directors deal with the corporation's legal obligations themselves.

Large corporations, on the other hand, usually have greater legal responsibilities and more administrative tasks to perform so it's reasonable that the directors have assistance in meeting them.

Who can be a contact person or secretary?

To be either a contact person or a secretary a person must be at least 18 years old. They must also usually live in Australia.

Did you know?

Large corporations can engage a professional 'company secretary' to perform the role of secretary.

Who can't be a secretary?

Generally speaking, a person who has been disqualified from managing a corporation can't be a secretary. A disqualified person may only fill this role if their appointment is made with the specific permission of the Registrar or the court. For more details see the fact sheet *Disqualification from managing corporations under the CATSI Act*.

Legal responsibilities

Contact persons

The contact person is usually not an 'officer' of the corporation. The role has few legal obligations. They must pass on communications to directors and keep their corporation informed of any changes to their own personal contact details.

Contact persons that fail to pass on communications to at least one director within 14 days of receiving them may be fined 10 penalty units. (At the time of writing, \$210 equals one penalty unit.)

Secretaries

Like directors, secretaries are officers of the corporation and have legal duties to:

- act with care and diligence
- act in good faith
- not misuse their position or information.

Secretaries also have a range of legal responsibilities such as lodging reports and documents with the Registrar.

Penalties can apply to secretaries who breach their duties under the CATSI Act, ranging from a fine of five penalty units to 200 penalty units or imprisonment for five years or both.

For more information see the fact sheet *Duties of directors and other officers* at oric.gov.au.

Appointing a contact person or secretary

Directors are in charge of appointing the contact person or secretary. Directors also decide the terms and conditions of the position (including remuneration, if this is applicable).

But before anyone can be appointed as either a contact person or secretary they must agree to take on the role. They must provide a signed consent to the corporation saying that they agree to accept the position. Corporations must keep a copy of this consent as part of their records. A template consent form is at oric.gov.au/cp

Informing the Registrar

For a **new corporation**, the name of the contact person or secretary must be inserted in the '**application for registration**' form which is submitted to the Registrar.

If no contact person is named in the application form the person who submits it (the applicant) becomes the contact person (this applies to small and medium corporations only).

In cases where **existing corporations** are looking to appoint a new contact person or secretary, the directors make the appointment at a directors' meeting. The corporation must tell the Registrar about the new appointment within 28 days of the decision. You can do that through online.oric.gov.au.

How does a contact person or secretary resign or retire?

A contact person or secretary must inform their corporation in writing if they resign or retire.

The corporation must then inform the Registrar within 28 days so that the Registrar can update the Register of Aboriginal and Torres Strait Islander Corporations.

What if the contact person can't be contacted?

If the Registrar has not been able to reach a contact person for 28 days or longer the Registrar can determine that a director is to be the contact person.



The fact that small and medium corporations are not required to have a registered office means it is very important that their contact person is available and contactable at all times.

Checklist: when and what to do

When:	Make sure:
directors appoint a new contact person or secretary	<ul style="list-style-type: none">• the appointee gives consent in writing• the corporation keeps a copy of their consent• the corporation tells the Registrar within 28 days
a contact person or secretary changes their name or home address	<ul style="list-style-type: none">• the person tells their corporation within 14 days• the corporation tells the Registrar within 28 days
a person stops being a contact person or secretary	<ul style="list-style-type: none">• the person gives the corporation notice in writing• the corporation tells the Registrar within 28 days



CONTACT ORIC

freecall 1800 622 431

(not free from mobiles)

email info@oric.gov.au

website oric.gov.au

NOTE: This fact sheet is not a substitute for legal advice. It is intended as a quick overview of the topic. For more detail see the CATSI Act or consult a lawyer.