



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?

Contact persons act as mail boxes for their corporation—they are the central contact point. They must 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?

Secretaries are also the central contact point for their corporation but in addition they must make sure their corporation:

- lodges a copy of any rule changes with the Registrar
- lodges a copy of 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.

Note: the Registrar means the Office of the Registrar of Indigenous Corporations (ORIC).

Contact person or secretary?

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

Small and medium corporations have a contact person and large corporations have a secretary (see fact sheet *Corporation size and reporting* at www.oric.gov.au).

The distinction is because 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. It is therefore reasonable that the directors have assistance in meeting them.

Corporation size and position appointed

SMALL

Appointee: **Contact person**

A small corporation will have at least TWO of the following in a financial year:

- consolidated gross operating income of less than \$100 000
- consolidated gross assets valued at less than \$100 000
- fewer than five employees.

MEDIUM

Appointee: **Contact person**

A medium corporation will have at least TWO of the following in a financial year:

- consolidated gross operating income between \$100 000 and \$5 million
- consolidated gross assets between \$100 000 and \$2.5 million
- between five and 24 employees.

LARGE

Appointee: **Secretary**

A large corporation will have at least TWO of the following in a financial year:

- consolidated gross operating income of \$5 million or more
- consolidated gross assets valued at \$2.5 million or more
- more than 24 employees.

Who can be a contact person or secretary?

Both a contact person and a secretary must be at least 18 years old. They must also usually live in Australia.

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. If the person has been disqualified by the Registrar or the Australian Securities & Investments Commission (ASIC) the Registrar can consider providing the person permission. If the person has been disqualified by the court, only the court can provide permission.

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, \$170 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. (At the time of writing, \$170 equals one penalty unit.)

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

Appointing a contact person or secretary

Directors are in charge of appointing the contact person or secretary. The 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 are happy to accept the position. Corporations must keep a copy of this consent as part of their records.

Did you know?

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

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. The Registrar's office has a form for doing this which is available at www.oric.gov.au or it can be completed online at <https://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.

Quick checklist: when and what to do

When:	Make sure:
• the directors appoint a new contact person or secretary	• the corporation tells the Registrar within 28 days
• a contact person or secretary changes their first or last name, or their home address	• they tell their corporation within 14 days • the corporation tells the Registrar within 28 days
• a person stops being a contact person or secretary	• the person gives the corporation notice in writing • the corporation tells the Registrar within 28 days



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NOTE: This fact sheet is intended as a quick overview of contact persons and secretaries. For more detail see the CATSI Act and your rule book.