

ATTITUDE HOSPITALITY LTD (AHL)

POSITION STATEMENT - COMPANY SECRETARY

Box Office Ltd is a service company which provides corporate services to AHL (or the “Company”) and its subsidiaries.

Its partners are qualified secretaries from the Institute of Chartered Secretaries & Administrators.

The duties of Box Office Ltd as Company Secretary shall include but shall not be restricted to:

- Providing the Board of Directors (the “Board”) with guidance as to its duties, responsibilities and powers.
- Informing the Board of all legislation relevant to or affecting meetings of shareholders and directors.
- Ensuring that the filing of any documents required of the Company under the Companies Act (the Act) are effected timely.
- Assisting in the drafting of the agenda of Board and committee meetings in consultation with the Chairperson and the Chief Executive.
- Circulating agendas and any supporting papers to Directors in good time; Convening, attending and drafting of minutes of Board and Committee Meetings and Shareholders’ meetings.
- Checking that quorum of meetings is present at each meeting and ensuring that the meeting is duly constituted and inform the Chairperson accordingly.
- Taking reasonable steps to ensure that minutes of all meetings of shareholders and/or directors are properly recorded and kept in accordance the Company’s constitution and the Act.
- Circulating the draft minutes of Board meetings to all Directors and of Committee minutes to members.
- Ensuring that all statutory registers are properly maintained.
- Certifying in the annual financial statements/annual report of the company/group that the company has filed with the Registrar all such returns as are required of the company under the Act.
- Ensuring that the Company complies with its constitution and the Act
- Assisting in the drafting of the Corporate Governance Section of the Annual Report.
- Ensuring that a copy of the Company’s annual financial statements /annual report, are sent in accordance with sections 219 and 220 to every person entitled thereto and filed with the Registrar of Companies and Financial Reporting Council within prescribed delays.
- Ensuring that the Company’s annual licence is paid within prescribed delays.
- Assisting in the proper induction of directors.
- Communicating with the shareholders, as appropriate, and ensure that due regard is paid to their interests.
- Acting as point of contact (via the share registrar) for all shareholders.

The Company Secretary reports to the Chairperson or the Corporate Governance Committee Chairperson on all Board governance matters. This does not preclude the Company Secretary also reporting to the CEO on administrative matters, where appropriate.

It is the duty of the Board to ensure that the appointee is fit and proper and has the requisite attributes, experience and qualification to properly discharge his/her duties. The appointment and removal of the Company Secretary is the responsibility of the Board as a whole, and the remuneration of the Company Secretary is determined by the Corporate Governance that includes the Nomination and Remuneration Committee or by the Board.