

Job Description Secretary – WISTA Ltd.

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The Secretary of WISTA Ltd. (WISTA) is a member of WISTA's Executive Committee (ExCo). The WISTA Secretary is responsible for ensuring that WISTA's governing documents are kept up-to-date and available for review. The WISTA Secretary is also responsible for noticing and distributing materials in accordance with WISTA's Articles of Association (Articles) in advance of WISTA meetings and is the main point of contact with the National WISTA Associations (NWAs).

Please note that there are several other Protocols related to the WISTA Secretary's responsibilities, including the following – Annual General Meeting (AGM), Conference, Presidents' Round Table Discussion, and Nominations Committee, among others, which should also be reviewed.

Focus / Area Responsibility / Critical Issues

Articles of Association, Protocols and Minutes

1. Make sure copies of the up-to-date Articles and Protocols are uploaded on WISTA's Website Knowledge Bank.
2. Take the Minutes of the ExCo Meetings, AGMs, and Extraordinary General Meetings (EGMs) or ensure they are taken.
3. Send the Minutes of the relevant meetings to the ExCo members (past and present if applicable) for review, comment and approval. Maintain an electronic copy of the Minutes in the Knowledge Bank and distribute the Minutes to the NWA Presidents/Representatives.

ExCo Meetings

Confer with ExCo members about their availability and then send by email to ExCo members a Notice of ExCo meetings (in person and telephone meetings) with the date, time, venue and agenda.

EGMs

On obtaining from the WISTA President a notice of the purpose of a proposed EGM, along with an agenda, and details of the date, time, and venue of the meeting, send this information by email to the NWA Presidents/Representatives and to the ExCo members, along with any related documents.

AGMs

1. Agree on the date, time and venue of the AGM and Presidents' Round Table Discussion in consultation with ExCo and the International Conference organizer.
2. Obtain from the WISTA President, the WISTA Treasurer and the other ExCo members any agenda items for the AGM, in addition to those prescribed under the Article 7.6, which are:
 - date, timeline and location of the AGM;
 - identification of voting members and proxies;
 - matters arising under the previous Minutes;
 - approval of the Annual Report, including the past year's activities;
 - approval of the financial statements, including the administrative budget for the forthcoming year;
 - recommendation and approval of Membership fees and funding of international initiatives/projects for the next financial year;
 - details of international initiatives/projects to be arranged in the future for furthering the aims and objectives of WISTA as set out in the Articles;
 - election of the ExCo as specified by the Articles;
 - election of members of the Nominations Committee every two years (in even number years);
 - election of a Company Auditor (an accountant who is member of a body mentioned in Article 1.1 of the Articles and who will report on WISTA's financial statements);
 - proposals received; and
 - any other business.
3. Obtain from the WISTA President, WISTA Treasurer, other ExCo members and the Nominations Committee the following documents:
 - Annual Report, including the past year's activities;
 - Treasurer's Report;
 - previous year's accounts;
 - Company Auditor's report;
 - administrative budget for the forthcoming year;
 - recommendations for Membership fees for the forthcoming year;
 - details on and funding for international initiatives/projects for the upcoming year;
 - a list of nominations for positions received from the Nominations Committee;
 - notices of the Nominations Committee of the person(s) put forward, together with a brief CV of that person(s) and the signed confirmation of each nominee that she is willing to serve in the position; and
 - formal ballot paper(s) when a secret ballot vote has to be taken.

4. Obtain from the WISTA Treasurer confirmation which NWAs are in good standing, *i.e.*, have paid their dues to WISTA in full for the current year, or that any special arrangements have been made for late payment of dues.

National WISTA Associations (NWAs)

1. Make sure there is available an up-to-date list of all NWA Presidents/Representatives and their contact details.
2. Make sure there is available an up-to-date list of the NWA Boards and their contact details.
3. In addition to the materials required for the ExCo Meetings, AGMs and EGMs, send to the NWA Presidents/Representatives:
 - newsletters and all other ExCo communications; and
 - approved Minutes of the AGMs, EGMs, Presidents' Round Table Discussion and ExCo meetings.

WISTA Ltd.

1. Liaise with the Company Secretary to ensure that the Statutory books of WISTA are kept up-to-date and that WISTA remains in good standing with the UK Company Registry. This includes giving the Company Secretary details of:
 - all retiring and new ExCo members following the AGM elections and on all other occasions when a new ExCo member is appointed;
 - any changes in the membership of WISTA, which includes new NWAs formed or NWAs not in good standing; and
 - any accounting or other information of WISTA which is required to be lodged with the UK Company Registry, including any amendment to the Articles.
2. Ensure that the Annual Return for WISTA Ltd. (Company Number 5396872), along with the relevant filing fee, is returned to UK Companies Registry by 31 December of each year.
3. Ensure the Annual Report is lodged with UK Companies House by 10 April of each year.

Hand-Over Materials

It is the responsibility of the incoming and outgoing WISTA Secretaries to ensure that a handover is completed, relevant information and lessons learned are shared, and that all relevant records, hard copy and electronic, are in good order and accessible to the incoming Secretary, including:

- electronic copy of the Articles;
- electronic copy of the Protocols;
- electronic file containing Minutes, Annual Reports, newsletters and all related documents from past conferences and meetings;

- contact details of the Company Secretary;
- contact details of the Company Auditor (Independent Accountant) responsible for reporting on WISTA's financial statement;
- contact details of the NWA Boards and Presidents/Representatives;
- signed notices of each successful nominee, together with a brief CV of each nominee; and the signed confirmation of each nominee that she is willing to serve in the position; and
- up-to-date copies of the governing documents of the NWAs.

TIMETABLE

1. 3 months before the AGM:

- confirm with the International Conference Committee the date, time and venue of the AGM and of the Presidents' Round Table;
- confirm with ExCo the date time and venue of the ExCo Meeting and the agenda for the meeting;
- remind the WISTA President, WISTA Treasurer, ExCo Members and the Nominations Committee that within approximately 1 month the following will have to be ready to be sent out:
 - 1) agenda for the AGM;
 - 2) Annual Report, including reports of past year's activities;
 - 3) Treasurer's Report;
 - 4) previous year's accounts;
 - 5) WISTA Company Auditor's report (financial statements);
 - 6) administrative budget for the forthcoming year;
 - 7) recommendations for membership fees for the forthcoming year;
 - 8) details of international initiatives/projects for the forthcoming year; and
 - 9) list of nominations for positions received from the Nominations Committee, the signed notices of the Nominations Committee of the person(s) put forward together with a brief CV of that person(s), and the signed confirmation of each nominee that she is willing to serve in that position.
- Obtain from the WISTA Treasurer confirmation of which NWAs are in good standing, *i.e.*, have paid their subscriptions to WISTA in full for the current year, or that any special arrangements have otherwise been made for late payment of dues with the WISTA Treasurer.

2. 2 months before the AGM:

- ensure the WISTA Secretary is advised of the details of any retiring ExCo members and all new nominees;

- confirm the approved Minutes of the previous AGM and ExCo Meeting have been sent out to all NWA Presidents/Representatives and ExCo members;
 - send out to the NWA Presidents/Representatives and ExCo members Notice of the AGM, including its date, time and venue and of the Presidents' Round Table Discussion; and
 - send out to ExCo members Notice of the ExCo Meeting, including its date, time and venue.
3. **2 months before the ExCo Fall and Spring Board meetings:**
- give notice of the ExCo Meeting by email, including the agenda, time, date and venue to the ExCo members, with a copy to the NWAs;
 - send out by email relevant ExCo meeting papers if available; and
 - confirm the approved Minutes of the previous ExCo meeting have been sent to the NWA Presidents/Representatives and ExCo members.
4. **1 month before the AGM:**
- send out by email the following documents to ExCo and the NWAs
 - 1) agenda for the AGM, along with supporting documents and any proposals received by the NWAs;
 - 2) agenda for the ExCo meeting to ExCo members, along with supporting documents, with a copy to the NWAs;
 - 3) Annual Report, including reports of past year's activities;
 - 4) Treasurer's Report;
 - 5) previous year's accounts;
 - 6) Company Auditor's report (financial statements);
 - 7) administrative budget for the upcoming year;
 - 8) recommendations for Membership fee for the upcoming year;
 - 9) details of and funding for international initiatives/projects for the upcoming year;
 - 10) list of nominations for positions received from the Nominations Committee; and
 - 11) signed notices of the Nominations Committee of the person(s) put forward together with a brief CV of that person(s), the signed confirmation of each nominee that she is willing to serve in that position.
 - Confirm details of the 3 NWA Representatives that will attend the AGM.