

# HOLIDAY BUNGALOWS LTD (HBL)

## POSITION STATEMENT

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### **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 responsibilities of the Company Secretary, as approved by the Boar of Directors (‘the Board’) are set out below:

#### **1. Compliance**

- Ensuring that the filing of any documents required of the Company under the Companies Act 2001 (“the Act”) are effected timely.
- Ensuring that all statutory registers including the share register in accordance with section 91 of the Companies Act 2001 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 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.
- Assisting in the drafting of the Corporate Governance Section of the Annual Report.

#### **2. Board Members**

- Ensuring that the Board follows correct procedures and that the Board complies with its obligations under the Companies Act and any statutory document;
- Informing the Board of all legislation relevant to or affecting meetings of shareholders and directors.
- assisting the Chairperson of the Board in organising the Board’s activities (including providing information, preparing an agenda, reporting of meetings, evaluations and training programs);

#### **3. Meetings of the Company**

- Circulating agendas and any supporting papers to Directors in good time;
- Checking that quorum of meetings is present at each meeting and ensuring that the meeting is duly constituted and inform the Chairperson accordingly.
- drafting of minutes of Board, Shareholders’ meetings and, if applicable, Committee Meetings.
- Circulating the draft minutes of Board meetings (and if applicable Committee meetings) to the Chairperson for review and thereafter to all Directors/Committee members.

#### **4. Communication with Shareholders**

- Communicating with the shareholders, as appropriate, and ensuring that due regard is paid to their interests.
- Acting as point of contact for all shareholders.

The Company Secretary reports to the Chairperson of the Board and/or the Corporate Governance Committee Chairperson (if sub committees are constituted) on all Board governance matters. This does not preclude the Company Secretary also reporting to the CEO/representative of the Management Company on administrative matters, where appropriate.

It is the duty of the Board to ensure that the appointed Company Secretary 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 Board or, if committees are constituted, to the Corporate Governance that shall include the Nomination and Remuneration Committee or by the Board.