

Job title	<i>Board Director- Secretary and Legal Counsel</i>
Reports to	<i>Chairman of the Board of Directors</i>

Role of Director

The Board of Directors legally represents Cycling Without Age Singapore Ltd's (the company) stakeholders' interests. These stakeholders can be anyone from beneficiaries to donors and being the representatives of these people, the Board of directors has the responsibility of guiding, establishing and assessing the way the company should tread.

The Board of Directors provides entrepreneurial leadership, and set strategic objectives, which should include appropriate focus on value creation, innovation and sustainability;

Ensures that the necessary resources are in place for the company to meet its strategic objectives;

Establishes and maintains a sound risk management framework to effectively monitor and manage risks, and to achieve an appropriate balance between risks and company performance;

Constructively challenges management and review its performance;

Instils an ethical corporate culture and ensures that the company's values, standards, policies and practices are consistent with the culture; and

Ensures transparency and accountability to key stakeholder groups.

The Secretary and Legal Counsel will be recruited for a 3 year term and is mostly responsible for achieving the mission of the company.

She/He generally has to detect the key to the company's success and advise the chairman in assigning the employees duties sufficient enough to realize these goals.

Scope of Duties

1. The Secretary of the Board will ensure that members are notified of Annual General Meetings, Extraordinary General Meetings. The Secretary will also ensure that there is a Quorum for an AGM , EGM or an Executive Committee Meeting.

2. Ensures that the proceedings and decisions of board meetings are minuted and circulated to the whole board as soon as practicable. The Secretary will also sign board minutes to attest to their accuracy.

3. Ensures that records are maintained of board and committee meetings and any resolutions passed by the appointed Company Secretary. He/she will also oversees the maintenance of membership lists, provide safekeeping of all the official contracts and records of the company and publish notices of scheduled meetings as required by the law.

4. The Secretary of the Board will be aware of his/her duties at law, which includes acting in good faith and the best interests of the company; exercising due care, skills and diligence; and avoiding conflicts of interest.

She/ he will also put in place policies, structures and mechanisms to ensure compliance with legislative and regulatory requirements, establish appropriate tone-at-the-top, desired organisational culture and standards of ethical behaviour.

5. Should be familiar with the business and stay informed of the activities of the company; constructively challenge management and help develop proposals on strategy; review the performance of management in meeting agreed goals and objectives; and participate in decisions on the appointment, assessment and remuneration of the Executive Director (ED) and key management personnel generally.

6. Should make every effort to attend all the Board Meetings. However on occasions where the Secretary of the Board is not able to attend meetings , minutes should be reviewed and familiarized with to stay abreast of the company’s updates and activities.

7. Provides legal advice and guidance on matters of law for the company.

8. Performs fiduciary duties effectively through competent oversight and sound structures and processes.

9. Get to know other sub - committee members and builds a collegial working relationship that contributes to consensus.

10. Where the director faces a conflict of interest, he or she should disclose this and recuse himself or herself from meetings and decisions involving the issue.

11. In the absence of the Chairman and Vice Chairman, the Secretary of the Board will Chair the Board Meeting. The Secretary will also sign official documents of the company as and when required.

Qualifications

A Bachelor’s degree or equivalent is necessary. Awareness about the community trends in the world of aging/seniors is highly imperative. Must have affinity with the vision and mission of the company.

Physical requirements

There are no specific physical requirements for this position.

Approved by:	<i>Aaron Yeoh (Chairman)</i>
Date approved:	<i>May 2021</i>
Reviewed:	<i>May 2022</i>

Ideally, a job description should be reviewed annually and updated as often as necessary.