



JOB PROFILE

A. POSITION INFORMATION	
Job Title	COMPANY SECRETARY & LEGAL ADVISOR
Department	Office of the Chief Executive Officer
Division / Unit	Company Secretary and Legal Advisory Services
Duty Station	Windhoek
Reports to Position	Chief Executive Officer
Number of Direct Reports	One (1)
Job Description Completion Date	March 2024
PATERSON GRADING OUTCOME	

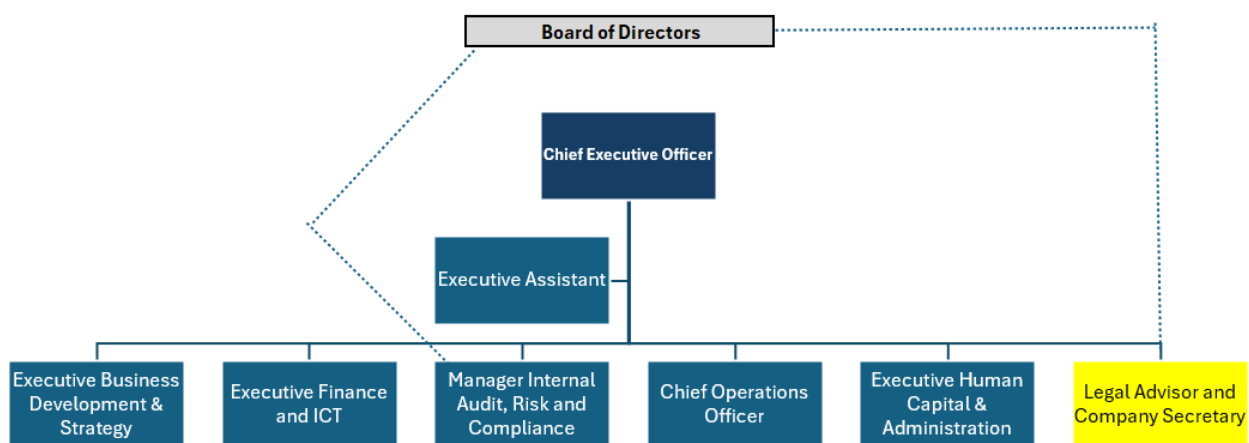
B. PRIMARY PURPOSE OF THE JOB
<p>Provide effective and specialist legal advice to the CEO, Board of Directors, Management and the agency's employees on matters that impact the operations of the agency and to ensure the legal soundness of such operations. Further, to support the CEO in the identification and management of legal risks to the agency.</p> <p>To oversee the provision of legal services by providing sound legal advice and make sound legal decisions that protects, defends, and ensure the integrity of regulatory decisions and uphold the statutory integrity of AMTA.</p> <p>To provide company secretarial service to AMTA group of company's management and Board of Directors on Corporate Governance, legislation, regulations and Board procedures.</p>

C. ORGANISATIONAL STRUCTURE	
Incumbent's Superior (1 Level)	Chief Executive Officer
Incumbent's Job title	Company Secretary and Legal Advisor
Incumbent's Subordinates (Level 1) [Title/-s and Number/-s per Position]	Administrative Assistant: Company Secretary (1)



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D. POSITION IN THE ORGANISATIONAL STRUCTURE



E. JOB SPECIFICATIONS

Minimum Academic Qualification	Bachelor of Law / LLB) and admission as a Legal Practitioner of the High Court of Namibia
NQF Level (1-10)	NQF Level 8
Minimum Experience Required	Indicate number of years in relevant categories hereunder: Indicate highest level of experience.
• Executive / Senior Management	1 Year
• Middle Management	3 years' experience.
• Supervisory	
• Training	



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<p>Specific Industry / Area of Expertise (Law and 5 Years)</p>	<ul style="list-style-type: none"> • At least three (3) years' experience in understanding and drafting of legal instruments, implementation of laws and other regulatory instruments. • Sound knowledge and experience in Commercial and Administrative Law • Sound knowledge and experience of corporate governance principles and the implementation thereof. • At least three (3) years' experience as a Legal Officer and/or Company Secretary. • Experience in management or supervision of a legal function in a corporate environment, inclusive of corporate litigation • Good knowledge of law and regulations that affect AMTA. • Excellent presentation and written skills so that concise and persuasive advice/reports can be produced as necessary in the discharge of this role. • Experience of minuting board meetings and ensuring effective implementation of Board resolutions and follow up of actions emerging from these meetings. •
<p>General Work</p>	<ul style="list-style-type: none"> • Maintain/strengthen sound corporate governance practices • Company secretarial duties and responsibilities • Focus on Board Effectiveness/Independence • Social Productivity: Ethical culture/compliance culture • Maintain/Strengthen Ethics/Values – culture audit: Board's working style, handling recession/downturn. • Improve Shareholder communications –communicate governance practices in integrated report. • Manage conflicts of interest • Compliance; statutory reporting • Legislation • Risk management • Mediation • Drafting and reviewing of contracts and other legal documents • Ensure legal representation through ongoing engagement with legal panel
<p>Legal / Professional Requirements / Licenses</p>	<p>Valid Driver's License. Certification as a Chartered Secretary or equivalent will be an added advantage; Admission as a Legal Practitioner of the High Court of Namibia (mandatory)</p>



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F. CORE COMPETENCIES		
Knowledge	Skills	Behaviour
Knowledge of AMTA impacting prevailing laws, rules, policies and regulations	Ability to read and comprehend legal terminology.	Team collaboration.
Knowledge of all related Acts and Corporate Governance Legislations	Ability to analyse alternative approaches to legal issues.	Social intelligence.
Knowledge of legal procedures and process.	Ability to represent the CEO, Board and AMTA administration in a confidential relationship.	Emotional intelligence.
Knowledge of government, constitutional and statutory provisions relating to AMTA.	Ability to prepare cases for mediation and to present materials clearly and logically in oral and written form.	High stress tolerance / Grit.
Knowledge of AMTA departmental and office policies and procedures.	Ability to manage and prioritise multiple projects and meet deadlines.	Integrity.
To be “right-hand man” of Chairperson	Excellent organising skills	Innovative.
Add value –keep Chairperson informed –follow up tasks delegated by Board.	Skill in oral communication as needed to explain policies and procedures, answer questions and make referrals.	Pragmatic.
Design the Board agenda to be relevant and pertinent to company’s business imperatives.	Skill in written communication as needed to compose correspondence, prepare minutes, resolutions and public notices.	Inter-cultural intelligence.
Knowledge about the laws applicable in the agro-business industry	Communication skills	
Knowledge about the product and services offered in the industry	Persuasion and negotiation skills	
Knowledge about the principles of contract drafting	Interpretation of statutes and subordinate legislation applicable to the financial services industry.	
Working knowledge about the litigation process	To assist business to arrive at a decision weighing up the need of business and regulatory imperatives	
Knowledge on commercial transactions	To be able to objectively consider two viewpoints and arrive at an informed decision or resolution	

G. PRIMARY FACTORS OF POSITION	
Working Conditions.	Indicate % hereunder - to add up to 100%
• Office	80%
• Technical Workshop	



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• Classroom	
• Travelling / Field Work	20%
• Other (Specify)	
Degree of Supervision Required (autonomy).	Indicate official reporting to direct supervisor hereunder. Select only one and indicate with [X].
• Daily	
• Weekly	
• Monthly	100%
• Quarterly	
Work Pressure to Make Decisions.	Indicate pressure to make independent decisions, without reference to a supervisor, under normal conditions. Select only one and indicate with [X].
• Low (<30% in KPA's)	
• Medium (30-60% KPA's)	X
• High (>60% in KPA's)	
Forward Planning Required to execute KPA's.	Select only one and indicate with [X]. However, if more than one is applicable, indicate % forward planning for each relevant category; to add up to 100%.
• Daily	
• Weekly	
• Monthly	10%
• Quarterly/Annually	40%
• 3-5 Years Ahead	50%
Relevant Decision Making of Position.	Indicate % next to each level. Provide examples.
• Strategic Decision Making.	
• Operational Decision Making.	100%
• Routine Decision Making.	

H. Key Performance Areas	Critical Tasks	Key Performance Indicators
1. Company Secretarial Effectiveness	<ul style="list-style-type: none"> Provides a full company secretarial service to AMTA involving statutory administration, preparation of and attendance at meetings of the Board, its committees by: preparing annual reports, agenda, Chairperson's notes and minutes for Board and Annual General meetings co-ordinating arrangements for holding Board, Board Committees and Annual General 	<ul style="list-style-type: none"> % Achievement on Strategic Imperatives. % Increase in market share.



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H. Key Performance Areas	Critical Tasks	Key Performance Indicators
	<p>meetings, in consultation with senior staff in AMTA and external bodies</p> <ul style="list-style-type: none"> – attending meetings and providing guidance on matters relating to legislation, regulation and board procedure/s – preparing statutory returns in compliance with the Companies Act and associated regulations. – updating of shareholder/s register and complete share transfer documentation, as required. – Ensures that the company and its officers both conform and comply with the highest levels of conduct and accepted practices in their governance of the company and implements appropriate corrective measures, as required. <ul style="list-style-type: none"> • The main duties in ensuring AMTA complies with its governance framework and legislation are: <ul style="list-style-type: none"> – To act as custodian of AMTA governing documents and policies. – To ensure AMTA pursues its objects as defined in its governing document. – To ensure that AMTA applies its resources exclusively in pursuance of its objects. – To ensure that AMTA complies with any other requirements as dictated by the relevant legislation. – Ensures that AMTA complies with all legal requirements. As necessary, the Company Secretary must seek independent advice and act as appropriate. – Issues relating to Company Law and the legality of Directors' actions may require the Company Secretary to act independently. In these situations, the Company Secretary will consult with the CEO of AMTA. 	



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H. Key Performance Areas	Critical Tasks	Key Performance Indicators
	<ul style="list-style-type: none"> • Ensures that AMTA Directors have information to enable them to make informed decisions and fulfil their responsibilities. • Ensures that Quarterly Board Meetings and Extraordinary Committee Meetings are run effectively and in accordance with the provisions of AMTA's governance framework. • Ensures that that agendas and minutes of Board are circulated timeously. • Ensures that the Chairperson is supported in the smooth functioning of the Board are (either personally or by delegation). • Ensuring effective meeting administration by: • Facilitating Board meetings in compliance with AMTA's governance framework. • Receiving agenda items from other Directors/staff, ensure appropriate agenda items circulated and tabled at Board meetings. • Taking accurate and timely minutes which are circulated to the relevant parties. • Ensuring the signing off on Board minutes as well as resolutions and copies filed and kept at AMTA. • Effectively communicating Board resolutions for implementation. • The main duties in ensuring the day-to-day management of AMTA are: • Contributes actively to the Board's role in giving firm strategic direction to AMTA, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets. • Ensures the effective and efficient administration of AMTA through audits. • Safeguards the good name and values of AMTA. • Advises on the protection and management of AMTA's property and to ensure the proper investment of the AMTA's funds. 	
2. Legal Advisor Functions	<ul style="list-style-type: none"> • Provide expert advice to business on various legal and technical matters in line with legal framework and best practice. 	



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H. Key Performance Areas	Critical Tasks	Key Performance Indicators
	<ul style="list-style-type: none"> • Manage litigation related matters to enable a consistent approach and mitigate risk. • Represent AMTA in matters before the Labour Court • Provide the business executive leadership with a view of legal issues and status of risks and provide expert opinion on any matters arising from this forum. • Ensure that all legal execution documents are executed in accordance with relevant industry legislation and requirements. • Provide legal advice to all stakeholders on any corporate legal related matters to ensure soundness of commercial operations enabling business to achieve its objectives. • Advise, assist or lead on legal negotiations, including the reviewing and drafting of all legal documentation. • Provide legal advice on client and supplier contractual matters to business stakeholders. • Review and ensure that all relevant client and supplier contractual documents are in line with business and legal requirements. • Review, anticipate and guard against legal risks facing the company in projects and transactions. • Update and educate the business on changes or amendments to business laws and advise how this may affect the business and provide plans to address changes. • Maintain the organisation's legal files and ensuring that the working practices are in accordance with its policies and regulations. • Conduct legal analysis and research legal matters in the changing legislative framework. • Draft legal opinions, memoranda, and briefing documents. • Monitor the implementation of the legal clauses both in contracts, regulatory environment and from the shareholder. 	



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H. Key Performance Areas	Critical Tasks	Key Performance Indicators
3. Operational Excellence	<p>Perform a range of sundry legal matters and administrative responsibilities which facilitates and supports the achievement of AMTA's goals by:</p> <ul style="list-style-type: none"> • attending to legal matters, including vetting agreements and making recommendations regarding content and alterations in the interest of the company • co-ordinating preparation of correspondence with external parties and liaising with attorneys, as necessary • scrutinising Government Gazettes, highlighting legislation, ascertaining the law pertaining to a variety of questions and advising management accordingly, • keeping abreast of all major political, operational, capital and marketing developments affecting AMTA's interests • attending meetings and providing guidance on matters relating to legislation, regulation and Board procedure. • Drafting and reviewing the Agency's contracts. • Maintaining a contracts diary and ensuring that there is a proper contracts management system within the institution. 	<p>% Compliance with Governance Scorecard.</p> <p>% Risks Mitigated.</p> <p>% Compliance with Policies.</p> <p>% Statutory Compliance</p>
4. Corporate Governance	<p>Provides expertise and recommendations to AMTA's executive on the steps necessary to implement and comply with the generally accepted principles of Corporate Governance, by:</p> <ul style="list-style-type: none"> • identifying exposure (general and specific) to statutory and regulatory requirements and the consequential effect and impact of non-compliance • reviewing mechanisms and processes to ensure that and appropriate policies, procedures and controls are in place ensuring compliance to standards and procedures and initiating action to correct deviations. • Analyses, advises and gives direction to CEO and Board on all legal and regulatory matters. 	<p>% Asset Utilisation</p> <p>Efficiency Index</p> <p>% Adherence to Standard Operating Procedures.</p> <p>% Compliance with policies.</p> <p>% Achievement on Quality Assurance Standards.</p> <p>Number of Environmental, Safety and/or health incidents.</p>



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H. Key Performance Areas	Critical Tasks	Key Performance Indicators
	<p>Advises AMTA on pending litigation and liaises with attorneys.</p> <ul style="list-style-type: none"> • Prepares and drafts legal contracts, MoUs, agreements, etc. as per instruction • Provides opinions on variety of legal standing on requests from management and Board. • Conduct Board performance evaluations and create Board skills training programme. • Facilitate Board and Management induction. 	
I. DEGREE OF SUPERVISION AND WORK CLASSIFICATION:		
<p>A Manager of self, with functional company secretarial reporting the AMTA Board of Directors.</p> <p>Whilst much of the Company Secretary role is administrative as opposed to managerial, the function of this officer is important given his/her extensive duties and responsibilities. The Company Secretary is the key to the efficiency and effectiveness of the Board and to the smooth running of the company and must keep up to date with relevant legal, statutory and regulatory requirements in AMTA itself. This role plays a major liaison role with local and internal stakeholders and industry role players.</p> <p>The Company Secretary is responsible for drafting the minutes of Board meetings. This is a very important role as minutes are a legal requirement under the Companies Act and may have to be relied upon in a court of law. The Company Secretary needs to be an effective and involved member of the Board and should be included in informal functions outside the Boardroom. At the same time it must be made clear that s/he has no deliberation or decision-making function or vote on Board matters.</p> <p>The Legal Advisor must be able to translate complex legal documents for all parties involved. They must also have great attention to detail to identify minor clauses and understand their meaning. The Legal Advisor performs legal analysis and research legal matters. They provide guidance and draft memoranda, opinions and briefing documents to present their cases. S/he remains the sounding board of all legal decisions and implications within the Agency and thus plays a vital role in the decision-making of the institution.</p>		
II. CAREER PROGRESSION PLAN		
<ul style="list-style-type: none"> i. Senior Management/Exco Level (7 Years) ii. Management 10 Years 		



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H. Key Performance Areas	Critical Tasks	Key Performance Indicators		
I. JOB DESCRIPTION SIGN-OFF				
NAME		SIGNATURE		DATE
Incumbent		Incumbent		
Chief Executive Officer		Chief Executive Officer		

Job Description Disclaimer: The statements included in this document are intended to describe the general nature and level of work being performed by employees assigned to this classification. They are not intended to be construed as an exhaustive list of all responsibilities, duties and/or skills required of all personnel so classified.