



**Aamal Company Q.P.S.C.**

**Terms of Reference for the Board Secretary**

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## 1 INTRODUCTION

### 1.1 Introduction

- 1.1.1 The board secretary assists the chairman and all board members in conducting their duties. His/her principal role is advising the board and the chairman on governance matters affecting the company's operations.
- 1.1.2 The Terms of Reference ('**ToR**') for the board secretary (referred to as the '**secretary**') is intended to identify the specific responsibilities of the board secretary to enhance coordination and communication between the board of directors and the senior management in Aamal Company Q.P.S.C. (referred to as '**Aamal**' or '**the company**').
- 1.1.3 These ToR are also applicable to the secretary of the Audit Committee who shall adhere to the terms outlined here, as applicable.

### 1.2 Complementary to law and articles

- 1.2.1 The responsibilities of the board secretary identified are to be carried out consistently with the Articles of Association and Memorandum of Association (together, the '**Articles of Association**' or the '**AoA**') of the company, the Commercial Companies Law No. (11) of 2015 and its amendment No. (8) of 2021 (the '**Companies Law**'), and the provisions of the Governance Code for Companies and Legal Entities Listed in the Main Market (the '**Code**') issued by the Qatar Financial Markets Authority ('**QFMA**' or the '**Authority**') under decision No. (5) of 2016 and other governance documents.

### 1.3 ToR online

- 1.3.1 These ToR for the secretary are posted on the company's website

## 2 APPOINTMENT AND REMOVAL

### 2.1 Appointment by the board

- 2.1.1 The board shall appoint the board secretary for a term of 3 years.
- 2.1.2 The appointment will be coterminous with the director's term of appointment.
- 2.1.3 The board secretary is an officer of the company.

### 2.2 Reappointment

- 2.2.1 Before reappointing the secretary, the board must carefully consider his/her past performance.

### 2.3 Removal

- 2.3.1 The board may remove and replace the secretary of the board by resolution. The secretary may withdraw from the position by written notification to the board.

## 3 REPORTING LINES AND AUTHORITY

### 3.1 Reporting lines

- 3.1.1 The board secretary is accountable to the board through the chairman of Aamal.
- 3.1.2 All board members may go to the board secretary for advice, or use his/her services.
- 3.1.3 It is good practice for the board secretary to also serve as the secretary to board committees, except for the Audit Committee.

### **3.2 Authority**

- 3.2.1 The board secretary has the authority to authenticate documents or proceedings of the board and its committees and, the signature of the secretary on a written resolution/minutes of meeting, is evidence of the proceedings.
- 3.2.2 The secretary may request for the assistance of any employee of the company to perform its duties upon the approval of the chairman.

## **4 DUTIES AND RESPONSIBILITIES**

### **4.1 Duties**

- 4.1.1 The board secretary assists the chairman and all board members in conducting their duties.

### **4.2 General responsibilities**

The general tasks and responsibilities of the board secretary include:

- 4.2.1 Coordinating between the chairman and the members, among members themselves, as well as between the board and the related parties and stakeholders in the company, including shareholders, management, and employees.
- 4.2.2 Enabling the chairman and the members to have timely access to all information, documents and data pertaining to the company.
- 4.2.3 Providing advice to the chairman and directors on matters of governance, as well as reviewing and promoting strong corporate governance practices throughout the company.
- 4.2.4 Advising and assisting directors with respect to their duties and responsibilities.
- 4.2.5 Safekeeping of the board members' 'Independence and Conflict of Interest Declaration' (to be developed by Aamal) pursuant to the law and the provisions of the code.

### **4.3 Responsibilities regarding the board meetings and the General Assembly**

The board secretary is responsible for organizing and assisting in board/board committee meetings, Ordinary General Assembly Meetings and Extraordinary General Assembly Meetings. His/her role includes:

- 4.3.1 Issuing notice of meetings and agenda to directors and board committee members at least 1 week prior to the specified meeting date, and receiving members' requests to add one or more item(s) to the agenda with a submission date.
- 4.3.2 Issuing notice of meetings and agenda to shareholders.
- 4.3.3 Attending the board/board committee meetings, Ordinary General Assembly Meetings and Extraordinary General Assembly Meetings.
- 4.3.4 Ascertaining, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 4.3.5 Marking attendance and ensuring quorum is met.
- 4.3.6 Ensuring that voting rights are exercised correctly.
- 4.3.7 Recording the minutes of meetings setting out the names of the attending and absent members and the meeting discussions, and prove members objections to any decision issued by the board, the committee or General Assembly.

- 4.3.8 Recording the board/board committee's decisions in the relevant register, as per issuance date.
- 4.3.9 Recording the meeting held by the board/board committees in the relevant serial-numbered register arranged as per the holding date, setting out names of the attending and absent members, the meeting discussions and the members objections, if any.
- 4.3.10 Safekeeping the board/board committees meetings' minutes, decisions, reports, all board records and correspondence, and its writings in paper and electronic records.

#### **4.4 Responsibilities regarding the compliance**

The secretary shall:

- 4.4.1 Understand and interpret the requirements of the AoA of the company and Commercial Companies Law No. (11) of 2015 and its amendment No. (8) of 2021, and ensure compliance with the statutes.
- 4.4.2 Understand and interpret the requirements of the QFMA code and ensure compliance.
- 4.4.3 Review the company's AoA and any bylaws as required to ensure their continued adequacy and relevance, and provide recommendations to the board on necessary revisions.

#### **4.5 Responsibilities regarding circulation**

The secretary shall:

- 4.5.1 Receive and distribute official correspondence received by the company at its registered office.
- 4.5.2 Circulate the minutes of meetings within 10 working days after the meeting, for comments and approval by the members. The minutes are to be signed by the chairman of the meeting and the secretary.
- 4.5.3 Arrange the distribution of company's Annual Report to shareholders.

#### **4.6 Responsibilities regarding the statutory records**

The secretary shall:

- 4.6.1 Maintain the statutory registers of the company.
- 4.6.2 Maintain custody and monitor use of the corporate seal.
- 4.6.3 Ensure that statutory forms are filed promptly.

#### **4.7 Responsibilities regarding communications**

The secretary shall:

- 4.7.1 Act as a channel of communication and information for executive, non-executive and independent directors.
- 4.7.2 Maintain communication with shareholders through circulars.

#### **4.8 Orientation and training**

The secretary shall:

- 4.8.1 Facilitate the orientation and ongoing education of directors and maintain record of directors training held:
  - Put in place an induction program for newly-appointed board members in order to ensure that, upon their election, board members are made fully aware of their responsibilities, and have proper understanding of the manner in which the company operates.
  - Put in place an appropriate formal training process to continuously enhance board member's skills and knowledge.
  - Conduct an annual general governance orientation, including financial training in liaison with the senior management.
  - Maintain a register of the trainings conducted, including arranging for the training, maintaining Board training schedules etc.

- Provide an induction manual to all new directors which includes the items listed in the board induction and Training Program Policy.

#### **4.9 Performance assessment**

- 4.9.1 The board secretary supports the Nomination and Remuneration Committee regarding the performance assessment of the board/board committee members and reports the results to the board.

## **5 PERFORMANCE STANDARDS**

- 5.1 Performance standards for the secretary position are attained when the following are accomplished:
- non-occurrence of exceptions to compliance with various internal and external regulatory frameworks
  - efficient and effective planning, organization and recording of board/board committees' activities
  - timely communication with relevant parties, i.e. board/board committees and shareholders.

## **6 QUALIFICATIONS AND EXPERIENCE**

- 6.1 Priority for the position will be given to any person who holds a university degree in law or accounting from a recognized university or equivalent, with at least 3 years experience in handling the affairs of a listed company.

## **7 AMENDMENTS**

- 7.1 These ToR for the board secretary shall be reviewed on a regular basis, or at least every 3 years.