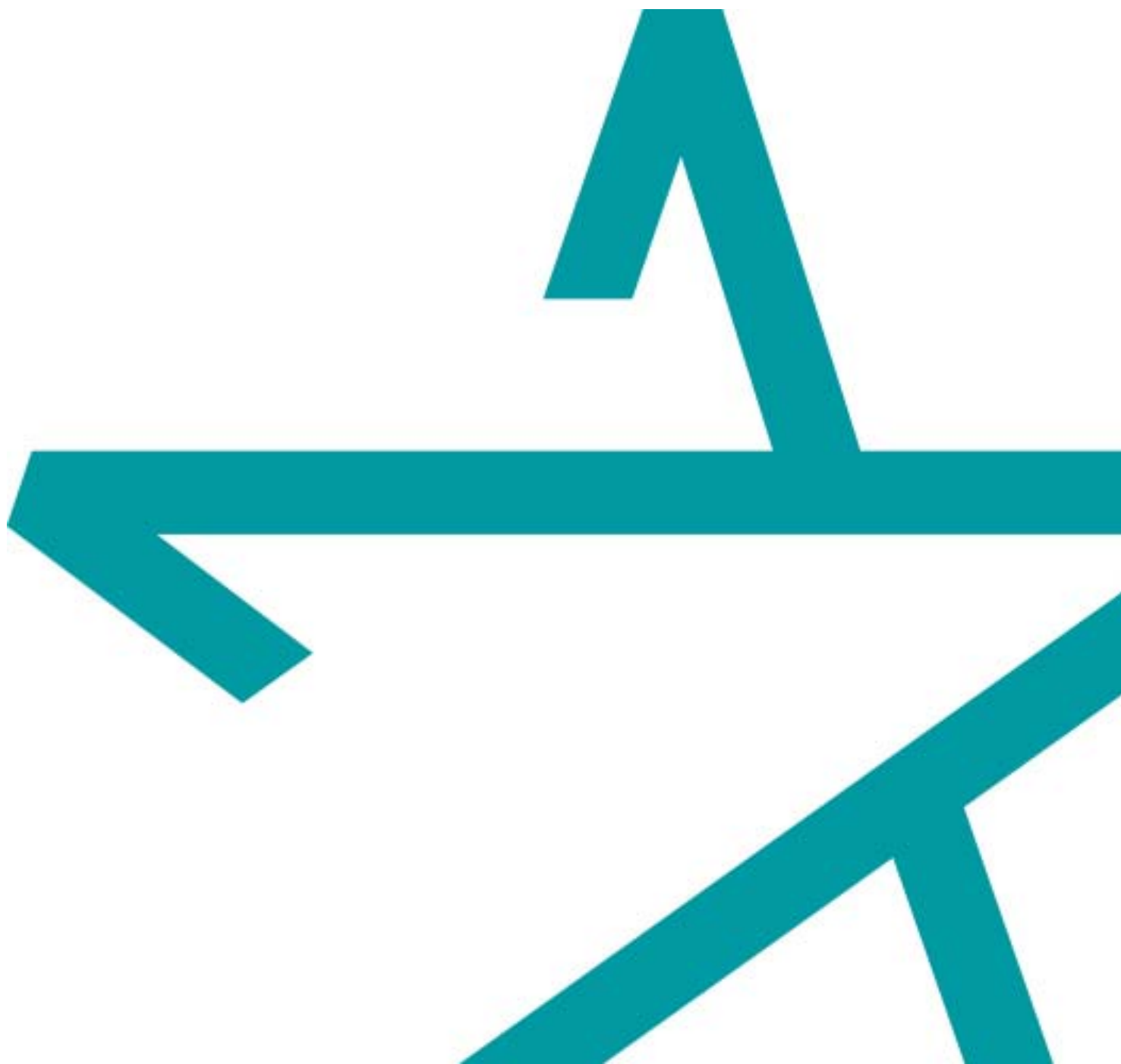


Job Description

Company Secretary



SECTION 1 – JOB IDENTIFICATION

JOB TITLE:	COMPANY SECRETARY
REPORTS TO:	COMPANY SECRETARIAL MANAGER
DEPARTMENT:	COMPANY SECRETARIAL
PERSONS TO BE SUPERVISED:	NONE

SECTION 2 – JOB DUTIES

BASIC FUNCTION:

Responsible for providing company secretarial service to a number of corporate clients of Estera Administration (UK) Limited and Estera International Fund Managers (Guernsey) Limited ("EIFG"), and acting as a Company Service Provider to Estera Fiduciary Services (Guernsey) Limited ("EFSG"). The role will include providing company secretarial services to support existing, new and prospective funds, working with the relevant listing authority, and ensuring the best practice delivery of corporate governance and company secretarial principles.

PRINCIPAL DUTIES AND RESPONSIBILITIES:

A) CLIENT ENTITIES

- To convene, attend and take minutes at board meetings, including Funds and Corporate entities, recording discussions and decisions, drafting minutes, liaising with client teams (all levels of staff) for comments prior to external circulation.
- To liaise with Board members and other relevant parties in respect of meeting arrangements and compliance with formalities.
- To manage the timely preparation of board minutes. (Each client has a Service Level Agreement stipulating required timeframes for agendas, minutes and action points arising from the meetings.)
- To provide company secretarial support for the set-up of corporate entities and LP's in various jurisdictions as well as maintaining company records, share and registrar functions and system maintenance.
- To ensure adherence to good corporate governance principles concerning all Company Secretarial matters.
- To make stock exchange announcements as and when required.
- To co-ordinate the preparation of agendas and board packs and their timely circulation and dispatch in conjunction with the fund administrators and other Company Secretarial team members.
- To prepare agendas, notices, proxies and other supporting documents for General Meetings, including liaison with relevant legal advisors.
- To ensure the timely dispatch and collation of proxies where the client entity does not use an external registrar and liaise with other staff members to ensure a quorum is obtained.
- To liaise with external Registrars in respect of the collation of proxies for relevant client entities.

- > To ensure that statutory filings (or other similar jurisdictional requirements) and payment of relevant fees are completed within statutory time frames.
- > To ensure that relevant resolutions are passed to comply with statutory requirements and to create corporate statutory records and set up on Viewpoint for all new entities or entities whose administration is transferred to the Estera Group.
- > To take an active role in maintaining the Meeting Planner and Company Secretarial calendar as well as maintaining own diary of outstanding client related items and ensuring outstanding items are co-ordinated appropriately.
- > To assist in co-ordinating Company Secretarial aspects of fund launches.
- > To ensure that the funds operate within their investment guidelines and meet their on-going statutory and regulatory requirements/ continuing obligations.
- > To provide other related support services as and when required.

B) SERVICE PROVIDER TO EFSG

- > To be familiar with general provisions of the Service Level Agreement between EFSG as Company Service Provider and the Estera Group Entities and to assist the Manager – Company Secretarial and the Directors and administrative staff of EFSG to ensure that the key tasks and services are carried out. These tasks may include some or all of the following:
 - a. Registration of directors;
 - b. Maintenance of registered office address;
 - c. Ensuring that all registers and records required to be held at the registered office are present and up to date and accurate and that the name is correctly displayed;
 - d. Ensuring share capital records are correct and up to date at all times and any changes to share capital are properly authorised and recorded;
 - e. Submission of annual validations in accordance with statutory deadlines;
 - f. Ensuring memorandum and articles of incorporation are accurate and up to date and any changes have been properly authorised and recorded;
 - g. Where applicable, to make applications to place entities into voluntary liquidation or to apply for voluntary strike off;
 - h. Ensuring that appropriate records are kept in accordance with the GFSC AML/CFT Handbook;
 - i. Where required to incorporate new entities;
 - j. Ensuring that audit and AGM waivers are applied for as required;
 - k. To oversee any corporate activity such as conversions, amalgamations and migrations are properly undertaken, where required;
 - l. To apply for a change of name, where required;
 - m. Ensuring that the provisions of the Companies (Guernsey) Law, 2008 ("the Law") as amended are complied with at all times and that any amendments to the Law are properly reviewed and complied with; and
 - n. Ensuring that any obligations as resident agent pursuant to the Law are fully complied with.
- > To plan and adapt or implement appropriate procedures in order to ensure best practice delivery of corporate governance and company secretarial principles within EFSG to Corporate clients and to provide sufficient continuing training and oversight of client teams (all levels of staff) in this respect.

SECTION 3 – JOB REQUIREMENTS

KNOWLEDGE, SKILLS AND EXPERIENCE REQUIRED:

- > At least 2 years experience working in a Company Secretarial area, fund administration or similar environment.
- > Qualified ICSA (or training toward this qualification) would be an advantage.
- > The ability to work under pressure and to deadlines.
- > The ability to gain a good knowledge and awareness of the professional services provided by EIFG, EAUk and the practicalities and nuances involved.
- > Very good working knowledge of Word and Excel.
- > Excellent communication skills and the ability to work well within a team as well as on own initiative.
- > The ability to keep clear and concise records and to add value to the Company Secretarial role.
- > Good experience of writing concise and accurate minutes.