



**KALAHARI HOLDINGS  
(PTY) LIMITED**

Kalahari Holdings (Pty) Limited is a private company established in 1989 in terms of the Company Act, 1973 (as amended). The Company is wholly owned by the SWAPO Party and is a diverse and dynamic investment holding Company playing an active role in the development of Namibia.

## **Vacancy: Company Secretary**

The purpose of the job is to provide comprehensive company secretarial and legal advisory services on matters of Corporate Governance, Compliance and leadership in the development of legal instruments and strategies that will guide the Kalahari Holdings Board of Directors and subsidiary companies. The job oversees the group of company's engagements on all legal and regulatory matters, contracts, and leads any litigations or disputes handling process needed to ensure the engagements are legally sound.

### **KEY PERFORMANCE AREAS:**

#### **Board Administration Support and Company Secretarial Duties**

- Serve as Board and Board committees secretary and Legal Advisor of Kalahari Holdings and its subsidiaries.
- Develop and implement the Kalahari Holdings and its subsidiaries Legal strategies.
- Ensure that the Board and Board committees charters and terms of reference are kept up to date.
- Ensure proper compilation and timely circulation of the Board and Board committees yearly plans.
- Establish effective arrangements for the induction, orientation, ongoing training and education of Board and Board committees members, including assessing the specific training needs in their fiduciary and other governance responsibilities.
- Provide advice and support regarding the discharge of the Board statutory duties, matters of good governance and changes in legislation.
- In consultation with the Chairperson and CEO, arrange and prepare agendas, reports and the subsequent minutes for meetings of the Board of Directors and Board committees.
- Arrange meetings of the Board of Directors, Board committees and the shareholders and ensure proper notices of meetings, and circulation of relevant Board packs are done in a timely manner.

- Organises and manages all logistical arrangements for Board meetings, ensuring that all necessary materials are available and the meeting environment is conducive to practical discussion.
- Take minutes of Board, Board committees and Shareholders meetings and document feedback on action taken.
- Manage information requirements of the Board and Board committees meetings efficiently and reliably.
- Advise the Chairperson of the Board and the Chief Executive Officer in the effective planning and execution of the Board of Directors and Board committees roles and functions.
- Engage the Chairperson of the Board before meetings to ensure he/she is sufficiently prepared for the upcoming meetings.
- Ensure that Board committees meeting reports from each committees Chairperson are provided to the Board.
- Provide the Board and Executives with guidance with their fiduciary duties, responsibilities, powers and ensure good information flow.
- Prepare resolutions and ensure that they are communicated and implemented as per the decisions.
- Report actions taken on important Board decisions at the next Board meeting for additional directives/further deliberation/ to update the status.
- Finalise and distribute minutes in a timely manner.
- Maintain records of original minutes of the Board Meetings, Board committees Meetings, and Management Meetings.
- Ensure Board sitting and retainer fees are paid correctly and timely.
- Act as an advisor on technical and procedural aspects of good governance to the CEO and the Board as well as the focal person to coordinate any Board related events.

## **Compliance and Internal Controls**

- Provide specialist advice and guidance to the Board of Directors on all matters of governance, legality, risk, compliance and business conduct and manage and reconcile conflicting views in relation to governance issues.
- Ensure the company remains compliant with applicable standards of corporate governance, the Companies Act and other relevant legislation.
- Ensure the necessary disclosure on corporate governance and the workings of the Board and its Committees are included in the annual report.
- Maintain the company's statutory registers or books i.e register of present and past directors and secretaries, registers of directors declaration of interest, gift registers, registers of any changes on the company's assets, minutes of general meetings and Board meetings, filling of annual company and auditors reports and financial statements.
- Ensure the statutory compliance requirements under the Companies Act and other relevant laws including business as a going concern from the regulatory authorities such as the Business and Intellectual Property Authority (BIPA) and the Namibia Competition Commission.
- Forming and Registration of Companies.

- Allotment and transfer of shares.
- Updating of statutory records.
- Filling and following up on outstanding documents.
- Assist the Board in accessing, interpreting and understanding relevant corporate governance documentation.

### **Policy development and formulation**

- Revise Terms of Reference for Executive Management, Board and Board Committees.
- Ensure that the Executive Management, Board and Board Committees are properly constituted and operate according to their Terms of Reference.
- Develop the compliance management policy and ensure alignment with the relevant regulatory and legal governance framework for Kalahari Holdings and its subsidiaries.
- Ensure that Kalahari Holdings and its subsidiaries internal policies, ethical codes of conduct, guidelines, and management procedures comply with the relevant legislations.
- Collaborate with relevant Kalahari Holdings departments and subsidiaries to identify and recommend legal measures for improvement.
- Provide guidance on compliance with applicable laws and statutory that govern all department operations.
- Ensure that all codes of conduct/ethics and other relevant statutory regulations governing conduct are in place and adhered to by all KH departments and subsidiaries.

### **Management of Legal Expenses**

- Directs and oversees the execution of the Legal financial and budget activities in line with the company operations.
- Provide advice on and coordinating various litigation matters including debt collection.

### **Legal Support**

- Provide legal advice to Kalahari Holdings and its subsidiaries to ensure that the interests of the companies are protected.
- Advises Board and management on the potential legal impact of business decisions including entering into major contracts with external third parties.
- Draft, review and negotiate contracts, agreements, MOU's and other legal documents to protect the company's interest and mitigate risks.
- Ensure all Kalahari Holdings and its subsidiaries contracts and agreements are concluded in compliance with general legal requirements.
- Scrutinizes all contracts and agreements proposed by external parties.
- Liaises with external legal service providers and ensures that legal correspondences and instructions are accurate and in accordance with the Kalahari Holdings requirements.
- Ensures that service providers and tenants meet the contractual obligations stipulated in the agreements.
- Oversee the development, review and implementation of all relevant policies, procedures and protocols.

- Provide expert legal advice to Kalahari Holdings and its subsidiaries on dispute resolutions and labour /employee relations matters and ensuring high-quality advice and support.
- Represent Kalahari Holdings and its subsidiaries at arbitration/conciliation and or similar matters.
- Maintaining custody of all legal documents, contracts and security documentation for the organisation.
- Act as the primary advisor on lawful business conduct, conflict of interest and corporate planning and strategy development.

### **Leadership and Management of Human Resources**

- Identify training and development opportunities for the Board of Directors.
- Monitor own career development as per Individual Development Plan(IDP) and discuss performance with the CEO on a quarterly basis.
- Updates job knowledge by participating in educational opportunities, reading professional publications, maintaining personal networks, and participating in professional organisations.
- Maintain clear communication platforms and share legal updates in the company, subsidiaries, and business units to ensure open communication.
- Resolve high-level queries, problems and conflict situations as required, within organizational guidelines and behavioral code of conduct and apply the disciplinary procedure and other internal Human Resources policies and procedures accordingly.
- Provide good management, direction, planning and organizing of the company secretarial and legal advice function.
- Coordinate Board evaluations, governance and legal audit.
- Provide business reports as and when required and in line with company requirements.
- Provide corporate governance advice by coordinating regular reviews, workshops, and assisting directors in understanding corporate governance principles.
- Keep abreast of new governance frameworks and legislation on how they impact the company and how to mitigate such impact.
- Liaise with external stakeholders and ensure appropriate support and collaboration.
- Undertake other duties as may be reasonably required from time to time.

### **Minimum Requirements:**

- LLB Degree with admission as a legal practitioner in Namibia.
- Postgraduate qualification in Law and certification in company secretarial practice shall be an added advantage.
- A minimum of 5 years relevant managerial working experience in a Corporate Legal environment.
- A thorough understanding of the investment industry.
- Comprehensive understanding of best practices in corporate governance.
- Knowledge of Labour Legislation, Regulations, Policies and Procedures.
- Membership in relevant professional bodies is an advantage.
- Valid Code B driver's license.

Suitably qualified Namibians are encouraged to apply and submit their applications at Kalahari Holdings Offices, Human Capital Department or email a cover letter, updated CV (not longer than 2 pages) and copies of the latest relevant qualifications to [hr@kalahariholdings.com](mailto:hr@kalahariholdings.com)

The closing date for applications: **Friday, 21 February 2025**

Please be advised that only shortlisted candidates will be contacted and no documents will be returned.

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**Kalahari Holdings**  
(Pty) Limited

*Vision: Inspiring prosperity and advancing the well-being of the nation.*

*Core Values:*

					
<b>Wellness</b>	<b>Empowerment</b>	<b>Loyalty</b>	<b>Accountability</b>	<b>Teamwork</b>	<b>Honesty</b>

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