

# **Roles and Responsibilities – Secretaries**

## **Brisbane City Council**



*Dedicated to a better Brisbane*

February 2022

## Introduction

---

### Welcome!

Thank you for both your attendance at today's webinar and for your commitment to your organisation and community through your work as the Secretary (or your interest in taking on this role!).

This resource is designed to complement the webinar and provide you with information on what the main roles and responsibilities of the secretary of an incorporated association in Queensland are, as well as what practical activities need to be undertaken to fulfil these.

## Legal requirements

---

### What does the law say?

The *Associations Incorporation Act 1981* allocates the following responsibilities to secretaries:

**S24 and 87 Duty to notify registrar of titles of land or interest in land etc.:** If you own land, the secretary must notify the Titles Office of the details of this upon incorporation (S24) or whenever it is acquired after incorporation (S87).

**S48 Changing the rules / constitution:** The secretary must sign a statutory declaration stating that the changes comply with the *Associations Incorporation Act*.

**S53 Making the rules / constitution available:** The secretary must make the constitution available to any member who asks, as soon as practicable after the request (you are allowed to ask for a payment to cover the reasonable costs of printing prior to providing the constitution).

**S54 The form in which the Constitution is kept:** The secretary must ensure that the Constitution is maintained in a printed legible form and, if it is not in English, the Secretary must arrange to have it translated and certified that it is a correct translation, before given to someone who requests it.

**S57B Inspection of minutes:** Within 28 days of the request being made, the secretary must give access to or provide a copy of the minutes to a member.

**S59 Sending financial reports to the Office of Fair Trading:** If, within a month of the AGM, the financial reports have not been sent to the OFT, the secretary (along with the president and treasurer) are considered to have committed an offence and may attract a penalty of 4 Penalty Units (a Penalty Unit is currently \$137.85, so this would be a \$551.40 fine for each)

**S68 Notifying the OFT of changes to office bearers:** The secretary must advise the OFT of changes to the president, secretary or treasurer within a month of the change. They must also notify them of any change to the secretaries address. Failure to do so could incur 2 Penalty Units.

**S69A Functions of the Secretary:** This is the core of your work. It is required that you:

- **Call meetings** (i.e. advise members / management committee members of the date time, and place of any meetings), including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- **Keep minutes** of each meeting; and
- **Keep copies of all correspondence and other documents** relating to the association; and
- **Maintain the members' register**

In addition, the Act (S66) sets out requirements to ensure that the association has an “appropriate individual” as its secretary. These requirements include:

- The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border; and
- They must be (a) a member of the incorporated association elected by the association as secretary; **or** (b) a member of the incorporated association’s management committee appointed by the committee as secretary; **or** (c) appointed by the management committee as secretary (whether or not the individual is a member of the incorporated association).

The *Associations Incorporation Regulation 1999* creates the following responsibilities for secretaries:

- S9 Advising new membership applicants in writing “as soon as practicable” of the management committee decision to accept their membership or not. If not, the reasons must also be given in writing.
- S10 Notifying a membership in writing if their membership is terminated
- S11 Calling a meeting within a month of receiving notification of a terminated member’s request to appeal their termination
- S12 Refunding the membership fee of any member whose membership is terminated
- S14 Notifying the OFT within 2 months of a decision to cancel incorporation
- S26 and S41 Taking full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting (S26) or general meeting (S41) and entering them in a minute book.
- S26 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.
- S35 and S39 Providing at least 14 days’ notice to members of a general meeting
- S39 Calling a special general meeting within 3 months of being requested by the management committee or members

## Putting it into practice

---

### Meeting coordination / preparation

#### Committee meetings

At a minimum you are required to:

- With the President / Chair, prepare the agenda in advance of each Management Committee meeting.
- Organise meeting papers for distribution before the meeting. These may include
  - Financial reports
  - Reports from the various areas of the organisation

Your responsibilities in preparing for Committee meetings may also include booking the venue and / or arranging for light refreshments (budget permitting!)

## **Annual General Meetings (AGMs)**

Duties here are driven primarily by your Constitution and may include:

- Booking the venue and arranging catering
- Sending out notices of the AGM
- Calling for nominations for positions
- Advising members of nominations received
- Preparing voting slips, if required
- Managing proxies
- Checking that there is a quorum before the meeting opens
- Ensuring only those eligible to vote do so
- Assisting the chair through the meeting

## **Meeting agendas**

The standard items that are on most Committee meeting agendas include:

- Meeting opened
- Apologies
- Acceptance of the minutes of the previous meeting
- Business arising from the previous meetings
- Financial reports
- Other reports
- General business – It is recommended that any items required for General Business be listed so that the Chair can manage time effectively.

The standard items on an Annual General Meeting agenda include:

- Meeting opened
- Apologies
- Acceptance of the minutes of the previous meeting
- Business arising from the previous meeting
- Financial reports
- Other reports
- Election of office bearers
- General business – It is recommended that any items required for General Business be listed so that the chair can manage time effectively. Only matters required to be dealt with by members should be on the agenda for a general meeting. Other matters should go to a Committee meeting.

## Minute taking

### Purpose of minutes

There are probably two main purpose of minutes in your organisation:

1. They are a historical record of the organisation, what it is about and what it has done. Under record keeping and corporate legislation they are to be retained in perpetuity, so they are an excellent source of information about how the organisation has evolved and, to a degree, the thinking behind decisions that are made.
2. They are a legal record of what has been decided and agreed to. Should any dispute arise about the intentions, plans or actions made by a corporation or non-profit organisation, the minutes are the only sure and accurate guide, and certainly the only one admitted in a court of law.

### Minute format

The formats of minutes are as diverse as the organisations themselves and the people who are on their Committees.

Your organisation may already have a set format, however if they don't or they are wanting to change, these are some things to consider when developing a new format:

- **Formal versus informal:** Certain organisations such as non-profits, public companies, local governments, and schools are required by law to create formal meeting minutes. Since these types of meeting minutes are required for compliance, they generally must follow a specific format. If you don't fall into these categories, you may be able to really take a creative approach!
- **Level of detail:** Some organisations make it obligatory for meeting minutes to include actual debates, including who took which side of the discussion; others simply record decisions and discussions. Other organisations do not permit the inclusion of Committee / Board members' names along with their input. Whatever your organisation's style, you can learn it by reading the past meeting minutes or by talking to your colleagues on the Committee or Board.
- **Tables versus straight text:** Many people find it easier to ready minutes that are written in a table rather than as straight text. Tables allow the various agenda items to be separated and shown more clearly. This allows people to find the information that they may be looking for more easily / quickly. Whilst tables are good, think carefully before doing your minutes in Excel – some people love it but lots of people hate them!

### Minutes content

Regardless of the format utilised, it is the content of the minutes that will determine if they are "just right" or not.

The *Associations Incorporation Regulation 1999* (S26(1)) says that

*The secretary must ensure **full and accurate** minutes of all **questions, matters, resolutions and other proceedings** of each management committee meeting are entered in a minute book. (bold added)*

The continuum for what is acceptable to include in the content probably ranges from *enough information that someone who was not there would be able to know what happened at the meeting* through to *just the decisions made and actions allocated*.

It may be worth spending some time as a Committee or Board deciding exactly what the purpose is of your

minutes is as this will dictate to some extent what content is included. However, as a general principle a good starting point is:

*All decisions made and actions allocated, with a sufficient summary of the discussion to justify or explain the decision or allocated action.*

The minutes would normally include:

- details of the day, date and place of the meeting and the time of commencement
- the names of those present and details of any apologies received
- that the chairperson announced a quorum was present and that the meeting was duly constituted
- a reference to minutes of the previous meeting and the signing of them as a correct record
- details of every resolution put to members and whether they were passed with the required majority
- details of members voting against a motion or abstaining from voting, if those members request that this be recorded
- overview of discussions concerning decisions made at the meeting
- decisions made at management committee meetings
- the date and time for the next meeting if this is determined during the meeting
- the time that the meeting closed

A useful way of ensuring that people remember the actions that they have agreed to undertake is to keep a rolling action list at the end of the minutes. This becomes the content for your “Business arising...” agenda item and stops items dropping off the agenda as they become forgotten.

### **Minute taking process**

Some people find that the easiest way to take minutes and still be able to contribute to the discussion is to have a template prepared that has standard motions (e.g. those accepting reports, etc.) pre-written and just the names of the mover and seconder needing to be added.

Again, some people may do this directly onto a laptop or tablet, with just a ‘polish up’ required after the meeting, while others prefer to handwrite their notes and then type them up after the meeting.

Each of these comes down to personal preference and will depend on time available, comfort with technology, etc.

### **Decision making**

Many organisations, particularly those with a high degree of turnover of Committee members, find themselves guilty of making the same decisions repeatedly as they only keep the records of decisions made in the minutes. It is not always easy to go back to find decisions that were made 2 – 3 years previously.

You may wish to consider implementing a Decision Register. This Register only includes the “big” decisions (i.e. not those such as accepting the financials or calling the AGM), such as authorising use of a credit or debit card, using a particular supplier, etc.

Once you have implemented the register, it should be kept somewhere such as in the cloud or on a shared drive where it is easily accessible, particularly at meetings.

## Other record keeping

Besides the members' register, minutes and decisions made, secretaries are responsible for maintaining all of the records of the organisation. This can include:

- Incoming and outgoing correspondence (emails as well as hard copy letters)
- Management Committee contact details
- Usernames and passwords of any online platforms such as OFT portal, social media accounts, etc. These should be stored somewhere secure yet accessible by at least one other Committee member, with a clear policy about when and how these details are to be accessed.

Being organised with your processes and systems will aid considerably in the smooth running of the organisation's affairs. Some tips that can assist with staying organised include:

- Whether your filing system is electronic or digital (or a combination of both), use a logical system of folders rather than just dumping everything in together.
- Develop and use tools such as calendars (e.g. governance activities, compliance obligations, etc.) and checklists (Committee meeting preparation; AGM preparation; post-AGM actions; etc.)

## A final thought

Don't try and do it all on your own! While you are **responsible** for many things as the secretary, this does not mean that you have to be the one **doing** them. Consider finding a minute secretary to take the minutes (which you review, adjust and distribute) so that you can still contribute fully to the meeting discussion. Delegate some of the AGM preparation tasks, if necessary.

## Example Secretary Role Description

A Role Description for the Secretary of your group may look something like

Statutory duties (i.e. those specifically required by law) are given in <b>bold type</b>	
<b>Governance</b>	Ensure the preparation and adoption of appropriate Management Committee policies
	Know and understand the organisation's Constitution
	Ensure that appropriate standing orders are in place
<b>Meetings</b>	Organise the venue for Management Committee meetings
	With the Chair, prepare the agenda in advance of each Management Committee meeting
	Organise meeting papers for distribution before the meeting
	<b>Take minutes at each Management Committee meeting and circulate to Management Committee members</b>
	<b>Take minutes at each General Meeting and circulate to members of the organisation</b>
<b>Administrative and Management</b>	Serve on Management Committee Committees as required
	<b>Maintain a register of members</b>
	<b>Handle the procedures for the admission of new members</b>
	<b>Handle the procedures for the resignation of members</b>
	<b>Handle the procedures for the discipline, suspension and expulsion of members</b>
	<b>Organise General Meetings and notify members in advance</b>
	<b>Receive nominations for positions on the Management Committee</b>
	<b>Keep in their custody all books, documents and securities, and make them available to members as requested</b>
	Liaise with relevant regulators (Office of Fair Trading/Australian Charities and Not-for-Profits Commission)
	Personally carry out administrative duties as assigned by the Chair
<b>Media</b>	Ensure preparation and adoption of a Media policy
<b>Promotion</b>	Promote the organisation in the community as opportunities arise
<b>Negotiation</b>	Serve [as nominated by the Management Committee] in negotiation with other organisations
<b>Other duties</b>	As for Management Committee members (below)



## Example General Committee Member Role Description

### Roles and Responsibilities of all Management Committee Members

<b>General</b>	On being elected to the Management Committee, undertake induction and training procedures as provided by the Management Committee
<b>Governance</b>	Consider, debate, and vote on issues before the Management Committee on the basis of the best interests of the organisation only
	Comply with the rules, policies, and procedures of the organisation
<b>Planning</b>	Review and approve the organisation's Strategic Plan, and other consequential arrangements (Business Plan, Marketing Plan, etc)
<b>Meetings</b>	Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence
	Where Management Committee papers are circulated in advance of the meeting, read papers and consider issues before the meeting
	Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate
<b>Administrative and Management</b>	Serve on Management Committee Sub-Committees as required
	Review and approve the organisation's systems for financial control and risk management
	Undertake administrative duties as required
	Understand the organisation's finances (including solvency)
<b>Media</b>	Make comments to the media only as provided in the organisation's Media Policy
<b>Promotion</b>	Promote the organisation in the community as opportunities arise
<b>Fundraising</b>	Participate enthusiastically in any fundraising approved by the Management Committee
<b>Legal and Ethical</b>	<b>Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation</b>
	<b>Avoid making any improper use of any information acquired by virtue of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation</b>
	<b>If they have any direct or indirect material personal interest in any contract with the organisation, inform the Management Committee immediately</b>
	<b>If they have any direct or indirect material personal interest in any contract with the organisation, not vote in the Management Committee on that issue</b>
	If they have any non-material personal conflict of interest in any matter before the Management Committee, or believe that the perception of such a conflict might arise, inform the Management Committee immediately and follow the Management Committee's rulings as to proper procedure
	At all times conduct Management Committee business politely and with consideration for others, without ill feeling, improper bias, or personal animus

## Additional Useful Resources

---

**Institute of Community Directors Australia** - <https://communitydirectors.com.au/tools-resources/home> A range of tools and resources such as tips for effective meetings, managing conflict, etc.

**Australian Institute of Company Directors** – *Good Governance Principles and Guidance for Not-for-profit organisations* <https://www.companydirectors.com.au/~media/cd2/resources/director-resources/nfp/pdf/nfp-principles-and-guidance-131015.ashx>

**Governance Institute of Australia** – Their NFP Resource Centre has many example documents such as Board Protocols, example meeting agendas, etc.

**Justice Connect / NFP Law** - <https://www.nfplaw.org.au/governance>. A wide range of resources providing information on the legal duties and responsibilities of Boards / Management Committees. They also have a Secretaries' Guide at <https://www.nfplaw.org.au/tags/secretarys-guide>

**QUT's Developing Your Board Project** - <https://wiki.qut.edu.au/display/CPNS/DYB+Home>. This wiki contains lots of information on developing and strengthening boards and governance processes. While it is a little dated (it was written in 2008), their *Developing Your Organisation Manual* contains a lot of useful information - <https://wiki.qut.edu.au/display/CPNS/Developing+Your+Organisation+Manual>

**Ourcommunity.org.au** - The "Boards" section includes information on governance issues in not-for-profit community organisations.

**Australian Indigenous Governance Institute** - <https://toolkit.aigi.com.au/> They have developed a Governance Toolkit which includes useful case studies as well as clear and concise information.

## Action plan from today's webinar

Webinar Topic	Action(s)	Who	When

Webinar Topic	Action(s)	Who	When