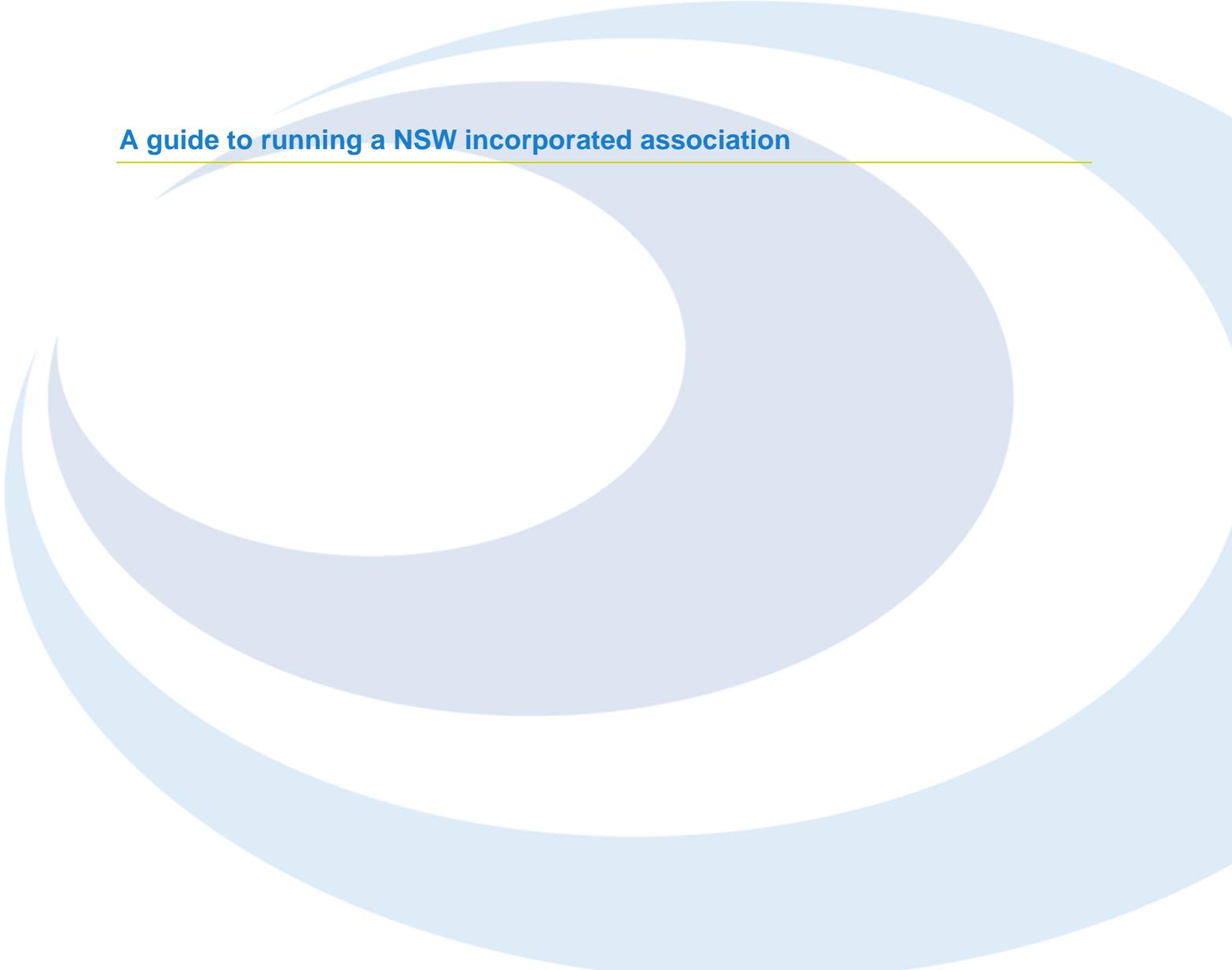


PART 7: COMMITTEE MEETINGS

A guide to running a NSW incorporated association



COMMITTEE MEETINGS

This Part of the [Guide to running a NSW incorporated association](#) covers preparing for, conducting and minuting committee meetings of an incorporated association in New South Wales. It includes legal requirements, (under the AI Act, AI Regulation and under a typical constitution, such as the Model Constitution) and suggested "good governance" procedures and steps.

Key Points

1. What is a committee meeting?

A committee meeting is a meeting of the association's committee. Sometimes these are called board meetings.

2. What is a notice of committee meeting?

A notice of *committee meeting* is a written notice that a committee meeting is to take place at a specified time and place.

3. Giving notice of a committee meeting

This Part sets out the requirements for notices of committee meetings of the association. A sample notice and checklist tools are provided.

4. Procedures for a committee meeting

The legal requirements and common procedures at meetings of the committee are set out in this Part.

5. Voting methods

There is a range of ways in which votes at committee meetings are taken. A variety of voting methods are set out in a tool in this Part.

6. What are "minutes"?

Minutes are a written record of what was discussed and decided at a meeting. One of the key legal tasks of the secretary of an association is to make sure that accurate minutes of committee meetings are taken, and that these are kept in a safe place.

Both the AI Act, AI Regulation and an association's Constitution contain requirements for the minutes of meetings of the association. Those requirements are discussed in this Part.

7. Preparing and keeping minutes

This Part sets out what should be included in the minutes and how they should be kept. It also contains tips and tools for drafting minutes, including "action lists" which summarise people's responsibilities arising from a committee meeting.

8. Confirming and verifying minutes

The secretary should ensure at each committee meeting that the members pass a resolution confirming the minutes of the previous committee meeting, and that the chairperson signs a copy of the confirmed minutes. This Part explains this procedure and has a tool to help you.

1. What is a committee meeting?

A committee meeting is a meeting of the association's governing body. Committee meetings are usually less formal than general meetings, so the notice requirements are often less formal. In fact, many committee meetings of small associations are held in a relaxed way around a kitchen table with cups of coffee!

Many associations' Constitutions specify that the committee:

- must meet a certain number of times per year, and
- can convene additional committee meetings as they see fit.

Some associations' Constitutions allow the committee (and any subcommittees) to specify their own notice requirements for their meetings. Usually, the committee or a subcommittee will do this by passing a resolution to adopt the requirements. The AI Act also permits, where your association's Constitution allows, committee meetings to be held at 2 or more venues using any technology that gives each committee member reasonable opportunity to participate (see section 30 of the AI Act).

Remember!

Make sure you have the most up-to-date version of your Constitution, including any changes that the association's members and NSW Fair Trading have approved.

If you are confused about which rules apply to you and whether the copy you have is up-to-date, the best thing to do is to contact NSW Fair Trading and request a copy of your association's rules and purposes.

2. What is a notice of meeting?

A "notice of meeting" is a notice that a meeting is to take place at a specified time. A notice of meeting should set out information (such as the date, time, place, and what is proposed to be done) so that committee members can know what the meeting is about. This notice may be delivered orally or in writing (see for example rule 20(3) of the Model Constitution) however your association's Constitution may provide a specific means of delivery and most associations will require written notice to be given.

The contents of a notice of meeting may vary significantly from association to association, depending on the type of association and how formal the committee's processes are.

3. Giving notice of a committee meeting

The checklist in [Tool 1: Checklist for notice of committee meeting](#) will help you to prepare a notice for a committee meeting.

When to give notice of a committee meeting

Your association's Constitution may set out when members of the committee should receive notice of a committee meeting. For example, rule 20(3) of the Model Constitution says that committee members should receive the notice at least 48 hours before the time appointed for the meeting.

Tip:

Even if your rules do not require it, it is good practice to give at least one week's notice of a committee meeting, so that members have time to read the papers and prepare properly. In many associations, the dates of *all committee meetings for the year* are set at the first meeting of the year. This helps people to plan their availability.

If urgent matters arise, additional meetings with shorter notice can be arranged.

Your association's Constitution may have special notice requirements for a committee meeting which is being held for a particular purpose. .

What information should be included in a notice of committee meeting?

A notice of committee meeting should specify the general nature of the business to be dealt with at that meeting (see rule 20(4) of the Model Constitution). Urgent business may also be discussed at the meeting, provided that all members present at the meeting unanimously agree to treat such business as urgent (see rule 20(4) of the Model Constitution). The AI Act also requires that all notices include the name of the association to be clearly legible (section 46 of the AI Act). Check your association's Constitution and policies for any special requirements. See [Tool 1: Checklist for notice of committee meeting](#) for the types of details that are usually included in a notice of committee meeting.

A notice of committee meeting is usually sent together with documents which provide background information on the matters to be discussed at the meeting, such as:

- the minutes of the last meeting
- reports prepared by staff, volunteers or subcommittees
- financial reports, and
- important correspondence.

Tip:

It may be helpful to categorise the documents sent to committee members, to help them prepare for the meeting effectively. For example, you may wish to mark documents as “for information only”, “for discussion”, or “for action”.

How to give notice of a committee meeting

Your association’s Constitution and policies may also specify how a notice of a committee meeting is to be given. For example, rule 46 of the Model Constitution provides different methods for the delivery of notices which includes; in person, by post or electronic transmission.

Most associations have rules similar to those for giving notice of a general meeting (see, Giving notice of a special general meeting in [Part 5: Special General Meetings](#) of this Guide).

Who should be given notice of a committee meeting?

All members of the committee and all Office Bearers should be given notice of a committee meeting and it would be good practice to give notice to the Chief Executive Officer (if you have one), and any other person you wanted to ask to the meeting, such as an accountant or auditor, if they are not members of the committee themselves). Check your association’s Constitution and policies for any special requirements.

What if a committee meeting is adjourned to a later date?

If a meeting is adjourned, you may need to provide further notice of the date, time and place of the adjourned meeting. Check your association’s Constitution for any specific provisions about this. If in doubt, it is best to send out a new notice. In the Model Constitution if a quorum cannot be reached at a committee meeting then the meeting will stand adjourned to the same place and time the following week (rule 20(6) of the Model Constitution).

Subcommittee meetings

In larger associations, subcommittees may be established to consider and make recommendations to the committee on the direction of particular areas of operation of the association. Subcommittees, such as finance or audit subcommittees, are usually created under an association’s Constitution, but do not have to be. For example, the rules may give the committee the power to set the “terms of reference” or scope of a subcommittee as it sees fit and decide which members will form the subcommittee.

The Committee may also delegate certain powers and functions to the subcommittee. Generally, a subcommittee acting with a delegated power can make any and all decisions necessary to exercise that power, and an exercise of that power will have the same effect as if it were exercised by the main committee (see for example rule 23(5) of the Model Constitution). Check your association’s Constitution for information about the role and powers of subcommittees in your association.

Although the committee “delegates” power to the subcommittee to look at certain matters within its terms of reference, the ultimate responsibility for the governance of the association still sits with the committee.

Your association's Constitution may deal with how notice of a subcommittee meeting is to be given and what is to be included in the notice. As a general rule, subcommittee meetings are notified more informally than committee meetings and members of the subcommittee are free to raise any item of business related to the terms of reference at the meeting. For example, the Model Constitution gives the power to set and adjourn meetings to the subcommittees to exercise as they see fit (see rule 23(7) of the Model Constitution).

3. Procedure for committee meetings

What is the usual procedure?

The AI Act requires the Constitution of your association to set out the procedure at committee meetings (Item 7(e) of Schedule 1 of the AI Act). Many associations' Constitutions specify that the committee:

- must meet a certain number of times per year, and
- may hold additional meetings.

Your association's Constitution may set out a procedure for committee meetings that includes some of the procedures for general meetings. However, generally, the procedure for committee meetings is less formal than for general meetings – mainly because of the smaller number of people involved and the need to meet more often.

Nevertheless, the committee should be careful to:

- clearly record their decisions and actions (usually this is the secretary's task);
- note any conflicts of interest (see [Part 3: Public Officer's Legal Role, Powers and Duties](#) in this Guide) and details of how the meeting dealt with voting on contracts or matters to which these conflicts of interest relate (see section 31 of the AI Act)
- carefully consider the association's financial position, and
- approve or ratify any expenditure for the association.

Check your association's Constitution, policies and practices for any special requirements.

How many people need to be at a committee meeting?

The AI Act requires the rules of your association to provide for the quorum (minimum number of people) at committee meetings (item 7(e) of Schedule 1). Many associations have a rule (similar to rule 20 in the Model Constitution), which provides that:

- any 3 members of the committee constitute a quorum for a meeting of the committee
- no business can be conducted unless a quorum is present, and
- if a quorum is not present within half an hour of the time appointed for the meeting, then:
 - the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week, and
 - if at the adjourned meeting a quorum is not present the meeting is to be dissolved.

Check your association's Constitution carefully.

Adjourning committee meetings

Your association's Constitution may include specific provisions about how and when committee meetings can be adjourned (for example, see above for where there is no quorum). However, there may also be other circumstances where adjourning the meeting is appropriate. Check your association's Constitution.

Subcommittee meetings

Subcommittee meetings (which may involve fewer people than committee meetings) are usually conducted on a less formal basis than committee meetings. However, each subcommittee should take care to record clearly their conclusions, actions and recommendations.

The secretary is usually responsible for ensuring that records of subcommittee meetings are properly maintained by the association. If the secretary is not present at a subcommittee meeting, they should arrange for someone else to take minutes, and for that person to give a copy of the minutes to the secretary.

4. Voting methods

There are various ways in which votes can be taken at a committee meeting. The most common methods are voting by show of hands or by poll (that is, a vote in writing).

Carefully check your own association's Constitution and policies about voting methods. Your Constitution may require certain methods and not allow others.

Abstaining from voting

Some committee members may decide not to vote at all (that is, "abstain from voting") and they may wish to have the secretary record their names in the minutes as having abstained.

In circumstances where a committee member has an interest in a matter, that member is not permitted to participate in discussions about or vote on the matter (see section 31 of the AI Act), unless the committee otherwise determines. For more information on conflict of interests – see [Part 3: Public Officer's Legal Role, Powers and Duties](#) in this Guide.

Other members may oppose the motion and request that their opposition be noted.

What if a vote is tied?

If a vote is tied, it is normal for the person presiding over the committee meeting to cast a second and determinative vote (see rule 24(2) of the Model Constitution).

What if a committee member is unable to attend a committee meeting and vote in person?

If a committee member is unable to attend a committee meeting to cast their vote in person, that member may, depending on the rules of their association, transfer their voting rights to another committee member (commonly called a proxy). For more information about forms of “absentee” voting, see Voting methods in [Part 6: Special General Meetings](#) in this Guide.

An association may, under its Constitution, permit direct voting to allow committee members who will be absent from a committee meeting to cast their own vote by completing and lodging a voting form prior to that meeting. The Model Constitution does not explicitly permit direct voting at committee meetings. For more information about direct voting, including how an association can amend its rules to implement a system of direct voting, see, Voting methods in [Part 6: Special General Meetings](#) in this Guide.

5. What are “minutes”?

The word “minutes” has been used for centuries to mean a summary of the proceedings of an assembly or committee. Today, minutes are a formal written record of the matters discussed and the decisions made at a meeting.

Generally one of the main tasks of the secretary of an incorporated association is to make sure that:

- minutes are taken of each meeting (including committee meetings) of the association
- minutes are confirmed as an accurate record of the meeting, and
- the minutes of all meetings are kept safely by the association for future reference.

The legal requirements for preparing and keeping minutes of committee meetings come from section 50 of the AI Act, regulation 14 of the AI Regulation and the association’s Constitution. Your association may also have other policies and practices for taking and keeping minutes.

There are other laws which you should be aware of when preparing and distributing minutes, including defamation and privacy laws. These are discussed briefly in this Part.

AI Act and Regulation requirements

Section 50 of the AI Act requires the association to keep minutes of all committee meetings and general meetings. Regulation 14 of the AI Regulation requires that minutes and records are kept for no less than 5 years, and provides for records and minutes to be kept in written or electronic format. If records and minutes are kept in electronic format, they must be convertible into hard copy so that they can be made available within a reasonable time to a person who is entitled to inspect them.

Your association's Constitution may also make provision for the keeping and inspection of minutes. Refer to your association's Constitution for further information, however it is important to remember that failure to keep minutes can incur a penalty under the AI Act.

In addition, NSW Fair Trading may issue a notice on the association requiring the production of documents connected with the affairs of the association (section 85(1)(b) of the AI Act). Any request for documents may include minutes of meetings held by the association. NSW Fair Trading may use these powers to make sure that your association is complying with the AI Act and Regulations. It is therefore

extremely important that the secretary makes sure that accurate minutes are taken of committee meetings and that they are kept in a safe place.

Your association's Constitution

Section 50 of the AI Act requires associations to keep minutes of proceedings at committee and general meetings. The Constitution of your association may also provide additional rules about preparing and keeping accurate minutes of meetings.

For example under the rule 16 of the Model Constitution, the secretary must make sure that minutes are taken of all its meetings. The minutes must record who was at the meeting and the proceedings at the committee meeting (rule 16(2) of the Model Constitution). Minutes of the meeting must generally be signed by the chairperson of the meeting or the chairperson of the next meeting (see for example rule 16(3) of the Model Constitution).

Your association's Constitution must contain rules about who can gain access to committee meeting minutes, if permitted (Item 15 of Schedule 1 of the AI Act). The Model Constitution provides an example of how an association's Constitution may address the inspection of minutes. Rule 40 of the Model Constitution requires that documents, including minutes of committee and general meetings, are to be open for inspection free of charge by any member of the association at any reasonable hour of the day. Check your association's Constitution for rules on what documents can be inspected, by who and how these documents may be accessed.

Your association's policies

Check your association's policies and practices about taking and keeping minutes. If you don't have any, your association may choose to create policies, using this Guide for assistance.

6. Preparing and keeping minutes

The form of minutes varies depending on the type of association and the type of activities it undertakes.

Tip:

Experience shows that it is best to write up the first draft of minutes as soon as possible after the committee meeting. Memory is fresh and the task can be done more quickly and efficiently than leaving it until just before the next meeting! To this end, notes can also be taken during the meeting.

Minute books

While some small associations still use handwritten minute books, many associations create and store minutes electronically and distribute them by email.

However it can be difficult to keep track of the “official” version of the minutes when they are created and stored electronically, and it is relatively easy for someone to tamper with the minutes (or replace them with substitute minutes) if they are stored in a loose-leaf binder. For these reasons you should take precautions to make sure the official minutes of meetings are secure, and easily identifiable.

Tip:

Your association can take the following steps to keep the minutes more secure:

- lock the minutes document from editing and/or add a password to the document
- print the minutes out and paste them into an official minute book (and number each page of the minute book consecutively)
- get the chairperson to sign each page of the minute book to confirm official minutes
- number each meeting sequentially (for example, “Minutes of Committee Meeting No. 3 of 2012 of XYZ Club Inc”)
- distribute the minutes electronically in PDF form rather than in an editable form, and
- clearly mark the minutes as “confidential” if they contain sensitive, confidential or personal information.

Content of the minutes

For detailed information about the usual matters to include in the minutes of meetings, see [Tool 2: Checklist for contents of minutes](#).

Importantly, the minutes should record the motions moved and resolutions made at the committee meeting.

Drafting the content - generally

The format and style of minutes vary considerably among associations. Some minutes are very brief and precise, and record the bare minimum of information. Other minutes include “blow by blow” summaries of the debate. Check your own association’s Constitution, policies and practices.

Despite variety in the form of minutes, there are some commonly accepted drafting conventions – see [Tool 3: Conventions for drafting minutes](#).

Tip:

The minutes are an official historical record of the committee and the association, so it is good practice to record in the minutes the name and position of all committee members and office bearers (chairperson, secretary, treasurer) present.

Drafting motions and resolutions

The exact wording of the motion should appear in the minutes. If there is a problem with the wording of a resolution (that is, a motion which is passed at the committee meeting), this will have to be corrected

at a later meeting. Once the minutes have been confirmed, the secretary has no power to alter the motion in order to correct the mistake.

The wording of the motion must comply with your association's Constitution, including its purposes — it cannot recommend any action outside the scope of your association's powers and activities. The motion must also be allowed to be made by the committee meeting, especially if the meeting has been called for a specific purpose.

Tip:

If a motion is proposed verbally at a meeting, the secretary may find it helpful to:

- write the motion down on a board or flip chart and show it to the meeting during the debate, or
- require the motion to be given to them in writing by the member proposing it.

This way, any corrections to the wording of the motion can be made before voting on the matter it also gives the secretary a chance to draft the motion in a way which can be suitably recorded in the minutes.

For each motion, the minutes should record:

- the names of people who move and second the original motion and any amendments
- the method of voting (for information about voting methods, see [5. Voting methods](#) in this Guide), and
- whether the motion was passed (in which case it becomes a resolution), rejected, or adjourned (that is, put off until another meeting).

See [Tool 3: conventions for drafting minutes](#).

Tip:

It is useful for the secretary to circulate draft minutes with an “action list” to the people or subcommittees who have been given specific tasks at the committee meeting.

Drafting minutes of difficult meetings

Sometimes committee meetings get heated and the participants resort to personal attacks, walk-outs, threats and inappropriate remarks. In many instances, the chairperson may require such remarks to be withdrawn (therefore the remarks are not recorded). In other cases, it is sufficient to record that “a robust discussion ensued” rather than a blow-by-blow account in the minutes.

See [Tool 3: conventions for drafting minutes](#).

Tip:

For difficult meetings, the secretary could consider:

- asking the chairperson for specific help to draft the minutes (in any case, it is good practice for the secretary to always check the minutes they have drafted with the chairperson before distributing them to others)
- unless a motion was made and/or resolution passed, omitting the controversial material altogether. The minutes will have to be approved at the next meeting and, if it is considered necessary to include more detail, it can be agreed on then, and
- marking the minutes as “confidential” to make it clear that access to them is intended to be limited.

Defamation

Sometimes a secretary will have to deal with potentially defamatory matters in the minutes of committee meetings. A chairperson should challenge any defamatory statements at the time they are made in a committee meeting and have them withdrawn. The statements will then not be recorded in the minutes.

If an association has published defamatory statements in the minutes of a meeting, the defence of “qualified privilege” may be available. However, the association should seek specific legal advice.

Generally a “defamatory statement” about a person is one that:

- exposes the person to hatred, contempt or ridicule
- tends to lower them in the opinion of other people
- harms their reputation (for example in their profession), or
- causes them to be shunned or avoided by others.

Remember!

The law of defamation is complex. If a secretary is concerned about any potential defamatory matters when drafting the minutes, they should seek legal advice before finalising and distributing the minutes to anyone.

7. Confirming and verifying minutes

It is good practice for the secretary of an incorporated association to:

- make sure that the accuracy of the minutes is “confirmed” at the next committee meeting, and
- make sure that the chairperson of the meeting (or the chairperson of the next meeting) has “verified” the accuracy of the confirmed minutes, for example by signing them.

An example of how an association may deal with confirming and verifying minutes is given in the Model Constitution rule 16(3), where the Chairperson of that meeting or the Chairperson of the next meeting must sign the minutes. Except for rule 16(3) of the Model Constitution, the AI Act and Regulations do not prescribe any obligations or procedures for confirming and verifying minutes. However you should check the Constitution of your association for any special provisions about confirming and verifying minutes. See [Tool 4: Flowchart for confirming and verifying minutes](#).

Further information

Not-for-profit Law resources

The Not-for-profit Law Information Hub contains a variety of resources and fact sheets for community associations – go to www.nfplaw.org.au.

- See Running the organisation at www.nfplaw.org.au/runningtheorg for more information about positions in an incorporated association, governance, changes to rules or constitution, holding meetings, and documents and records.
- See Changing or ending your organisation at www.nfplaw.org.au/changingorending for information about changing your legal structure and winding up.

Legislation

The *Associations Incorporation Act 2009 (NSW)* is the legislation that regulates incorporated associations in New South Wales.

The *Associations Incorporation Regulation 2016 (NSW)* contains additional requirements for incorporated associations in New South Wales, including the Model Constitution.

Government

The NSW Fair Trading website contains a variety of online resources for incorporated associations. See www.fairtrading.nsw.gov.au/ftw/Cooperatives_and_associations/Running_an_association.page.

Other links

See [Part 1: The Association in a Nutshell](#) in this Guide for links to other associations and online resources to assist you and your association.

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Tool 1: Checklist for notice of committee meeting

Use this checklist to prepare a notice of meeting of the committee or other governing body of the association.

Note: Committee meetings are usually less formal than general meetings and the committee may be able to make its own notice procedures under the association's Constitution (for example, notices may be allowed to be provided by email).

Order	Description	Done
1	Check your association's Constitution, resolutions and policies for specific requirements, such as how much notice to give, what information should be included, and who it should be given to	<input type="checkbox"/>
2	Content of notice:	
	<ul style="list-style-type: none"> the full name of the association 	<input type="checkbox"/>
	<ul style="list-style-type: none"> type of meeting (that is, committee meeting) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> date, time and place of meeting 	<input type="checkbox"/>
	<ul style="list-style-type: none"> if necessary, nature of business to be discussed at meeting (for example, if it is a "special" meeting, why meeting is being held) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> date of notice 	<input type="checkbox"/>
	<ul style="list-style-type: none"> directions to the meeting venue and disability access (optional) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> secretary's contact details (optional) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> notice "authorised by xx" (optional) 	<input type="checkbox"/>
3	If relevant, the notice may also include:	
	<ul style="list-style-type: none"> the wording of motions or resolutions to be considered at meeting 	<input type="checkbox"/>
	<ul style="list-style-type: none"> disclosure of the interest of any committee member in the business to be dealt with at meeting (for example, a conflict of interest – see Part 3: Public Officer's Legal Role, Powers and Duties in this Guide) 	
4	The notice should attach relevant background information and documents, such as:	
	<ul style="list-style-type: none"> minutes of the last committee meeting 	
	<ul style="list-style-type: none"> reports from staff, subcommittees or volunteers 	
	<ul style="list-style-type: none"> financial reports 	
5	Time for giving notice:	

Order	Description	Done
	<ul style="list-style-type: none"> check your association's Constitution, resolutions and policies for specific requirements. The Model Constitution requires a minimum of 48 hours' notice of a committee meeting or an alternative period where committee members unanimously agree (rule 20(3) of the Model Constitution). 	<input type="checkbox"/>
	<ul style="list-style-type: none"> if none, the time of service must be "reasonable" in the circumstances – good practice is at least one week 	<input type="checkbox"/>
	<ul style="list-style-type: none"> Note whether your Constitution has rules on how days are calculated (for example does the calculation of days only include business days) 	<input type="checkbox"/>
6	How to give notice:	
	<ul style="list-style-type: none"> check your association's Constitution, resolutions and policies for specific requirements, including use of technology. Note the AI Act permits the use of technology at committee meetings where your association's Constitution has also provided for this (see section 30(2) of the AI Act) 	<input type="checkbox"/>
7	Who to give notice to:	
	<ul style="list-style-type: none"> all committee members and all Office Bearers 	<input type="checkbox"/>
	<ul style="list-style-type: none"> usually also the Chief Executive Officer and the public officer (if they are not also committee members themselves) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> in special circumstances, others (for example, any invited guests, a member who is to be disciplined) 	<input type="checkbox"/>

Tool 2: Checklist for content of minutes

It is good practice to include the following in the minutes of a meeting:

Order	Description	Done
1	Name of your association and heading, ie, "Committee Meeting"	<input type="checkbox"/>
2	Date, place and opening time	<input type="checkbox"/>
3	Name of chairperson	<input type="checkbox"/>
4	Names of office holders present and other people present, if relevant, such as observers (or reference to separate attendance register)	<input type="checkbox"/>
5	Names of those people who have sent apologies (for not attending)	<input type="checkbox"/>
6	Confirmation of previous minutes	<input type="checkbox"/>
7	Record of motions, resolutions and amendments	<input type="checkbox"/>
8	Names of the people who move and second motions	<input type="checkbox"/>
9	Short summaries of the debates on motions	<input type="checkbox"/>
10	The method of voting on motions etc (for example, show of hands, poll) and the numbers of votes for, against and abstaining	<input type="checkbox"/>
11	Results of voting (for example, passed, rejected or adjourned, etc)	<input type="checkbox"/>
12	Titles (and any relevant details) of documents or reports tabled	<input type="checkbox"/>
13	(If relevant) cross references to previous minutes or policies of the association	<input type="checkbox"/>
14	Committee minutes should approve or ratify all the association's expenditure	<input type="checkbox"/>
15	Details of next meeting	<input type="checkbox"/>
16	Closing time	<input type="checkbox"/>
17	List of tasks arising from the minutes and name of person responsible for each	<input type="checkbox"/>
18	Chairperson may sign the minutes to verify their content and this may occur after minutes have been confirmed at the next meeting	<input type="checkbox"/>

Tool 3: Conventions for drafting minutes

Note: The table below is in two parts. The first deals with drafting minutes of *discussion* at meetings, the second deals with drafting *motions* discussed at meetings.

Drafting minutes of discussions in meetings

Convention	Explanation	Example
Use simple sentences and simple words	This helps people understand what was discussed (especially if they were not at the meeting).	<p>Do not write:</p> <p>“Mr UB Sporty extrapolated that this fine sporting institution’s solar watt 500 water heating appliance with the white duco slimline control panel was performing consistently below its engineered benchmarks.”</p> <p>Do write:</p> <p>“Mr UB Sporty reported that the club’s hot water system needed urgent repairs.”</p>
Use active, rather than passive, voice	In the “active” voice, the subject of the sentence performs the action stated by the verb. In the “passive” voice, the subject of the sentence is acted upon. Generally, the passive voice can be more difficult for a reader to understand.	<p>Do not write (passive voice):</p> <p>“A computer was used by the secretary to write these minutes.”</p> <p>Do write (active voice):</p> <p>“The secretary used a computer to write the minutes.”</p>
	<p>However, it is acceptable to use the passive voice if:</p> <ul style="list-style-type: none"> • you want to soften an unpleasant message • you don’t know who did a particular thing recorded in the minutes, or • you want to shift the reader’s attention away from the person who did something to other information. 	<p>Do write (passive voice) in some circumstances:</p> <p>“Complaints were put in the suggestion box.”</p> <p>(That is, you do not want to specify who actually made the complaints.)</p>
Use only one tense	It is usually best to use the past tense in minutes.	<p>Do write:</p> <ul style="list-style-type: none"> • “Ms L Little <i>reported</i> that she had” • The committee <i>considered</i> that the hot water system <i>was</i>”

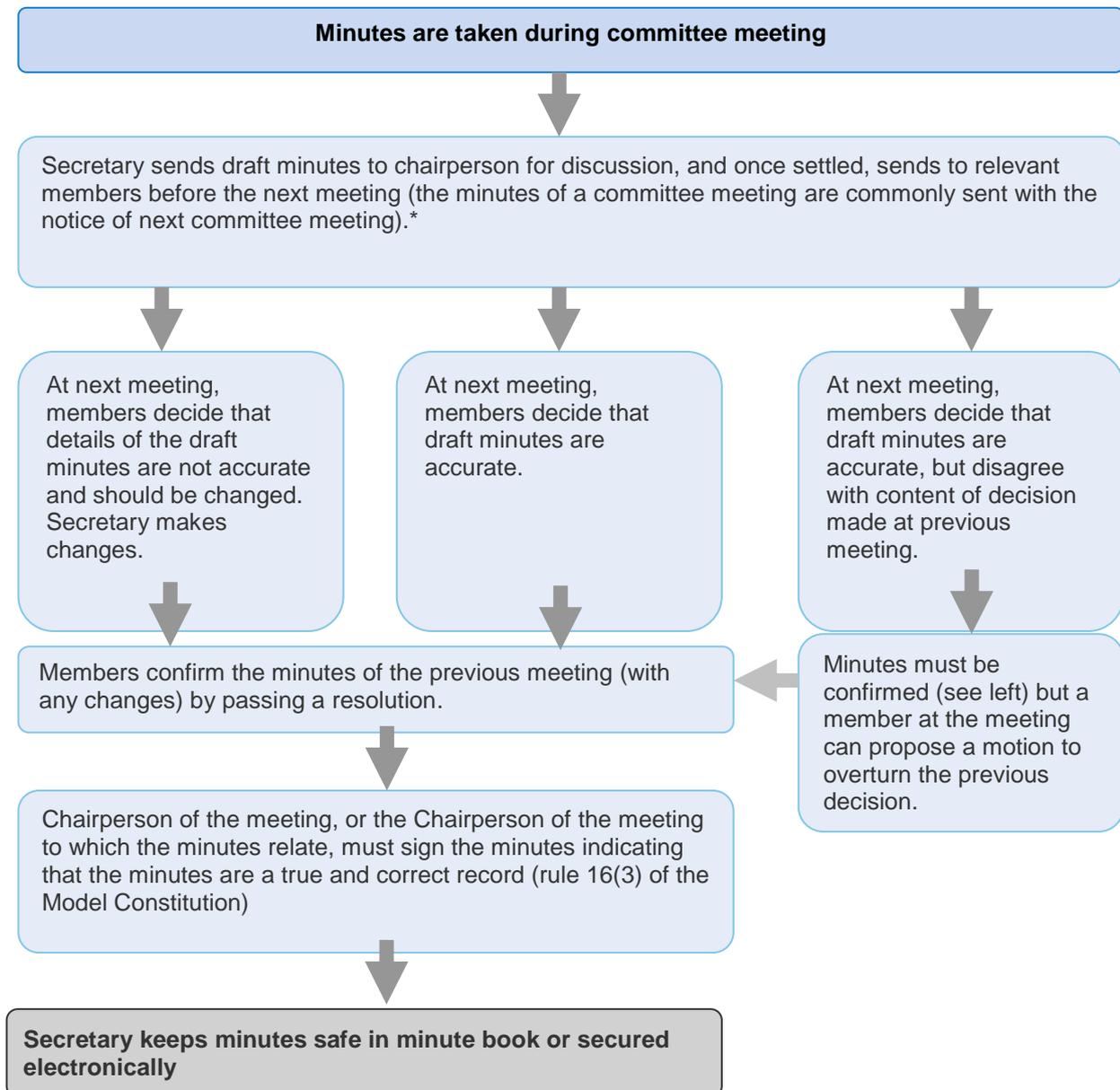
Avoid terms such as “he said” or “she stated” unless you quote their actual words	This is to avoid “putting words into a person’s mouth.”	<p>Do not write:</p> <p>“Mr S Fry said: ‘I got a letter from the Council about this. I reckon the Council is being stupid.’”</p> <p>Do write:</p> <p>“Mr S Fry reported that he had received a letter from the Council. He spoke critically of the Council’s position on this issue.”</p>
Avoid personal descriptions or attributes	This is to make sure the minutes are as “objective” or “impartial” as possible – the minutes should not include the minute-writer’s own personal opinions or reflections.	<p>Do not write:</p> <ul style="list-style-type: none"> • “The chairman announced <i>happily</i>...” • “The treasurer <i>meanly</i> said...” • “The club representative <i>slammed</i> the report.”
Be very careful not to defame anyone when recording matters, and also treat confidential details with care	See discussion of “Defamation” and “Confidential matters” in this Part of the Guide .	<p>Do not write:</p> <p>“Ms L Little reported that the builder engaged to renovate the club house has a history of stealing from associations and said he was a disgrace to his profession.”</p> <p>Do write:</p> <p>“Concern was expressed about the suitability of the builder for the task of renovating the club house.”</p>

Drafting motions

Convention	Explanation	Example
Commence the motion with the word “that”	<p>This is so all resolutions of the meeting are in the same format.</p> <p>Before the word “that”, imagine inserting the words, “The meeting passed a resolution...”</p>	<p>Do write:</p> <p>“<i>That</i> the treasurer’s recommendation be adopted.”</p>
Use the verb “be” rather than the word “is”	This is to be grammatically correct when the motion commences with the word “that” (see above).	<p>Do not write:</p> <p>“That the newspaper release <i>is</i> adopted.”</p> <p>Do write:</p> <p>“That the newspaper release <i>be</i> adopted.”</p>

Convention	Explanation	Example
<p>Express the motion in the positive</p>	<p>This means that a “yes” vote from the members results in the proposal being approved or supported.</p>	<p>Do not write:</p> <p>"That the doors <i>be not shut</i> during the meeting."</p> <p>Do write:</p> <p>"That the doors <i>be open</i> during the meeting."</p>
<p>If you cannot express the motion in one sentence, split it up into carefully written parts</p>	<p>Carefully construct a composite motion (one with a number of separate parts) so that the chairperson can split it up to enable the meeting to deal with each of its parts separately.</p>	<p>Do not write:</p> <p>"That in addition to any other motions proposed this meeting resolve to thank the members of the Town Hall including Ms T Bag for providing the refreshments and Mr B Room for making the accommodation available and instruct the secretary to send letters of thanks to Ms T Bag and Mr B Room with a copy to Mr S Visor."</p> <p>Do write:</p> <p>"That the meeting register its appreciation for Town Hall members generally, and specifically ask the secretary to:</p> <p>(a) send a letter of thanks to:</p> <ul style="list-style-type: none"> (i) Ms T Bag for providing the refreshments, and (ii) Mr B Room for making the accommodation available, and <p>(b) send a copy of these letters to Mr S Visor."</p>

Tool 4: Flowchart for confirming and verifying minutes This flowchart provides an example method of confirming and verifying minutes. Some of these steps are not required under the AI Act however they reflect good governance and good practice in maintaining accurate minutes. Consult your association's Constitution, policies and procedures to check what is required for your association.



* **Note:** If minutes were not sent out before the next meeting, allow time for people to read them or the secretary should read them aloud at the meeting.

