



# Corporate Governance Checklist

## July 2009

Requirement	Name of Source	Description of Obligation	Specific References	Explanatory Notes	Timing Specified	Sanction Specified	Compliance Impact		Person Responsible for Compliance
							Documentation	Process/System	
<b>Applicable to Companies Limited by Guarantee – Corporations Act 2001 (Cth.)</b>									
1	<b>Appointment of Directors and Secretaries</b>	<i>Corporations Act 2001 (Cth.)</i>	<b>1.1 Minimum number of directors</b> <ul style="list-style-type: none"> <li>A public company must have at least 3 directors (not including alternate directors).</li> <li>At least 2 directors must ordinarily reside in Australia.</li> </ul>	Section 201A				<input type="checkbox"/> Appointment of minimum number of Directors	Person responsible:  Review date:
		<b>1.2 Who can be a director</b> <ul style="list-style-type: none"> <li>Only a person who is at least 18 may be appointed as a director.</li> <li>For public companies, a resolution passed at a general meeting appointing or confirming the appointment of 2 or more directors is void unless:               <ul style="list-style-type: none"> <li>the meeting has resolved that the appointments or confirmation may be voted on together; and</li> <li>no votes were cast against the resolution.</li> </ul> </li> </ul>	Sections 201B and 201E				<input type="checkbox"/> Process for appointment of Directors	Person responsible:  Review date:	

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		<p><b>1.3 Consent to act as director</b></p> <ul style="list-style-type: none"> <li>A company contravenes this section if a person does not give the company a signed consent to act as a director of the company before being appointed.</li> <li>The company must keep the consent.</li> </ul>	Section 201D			This is a strict liability offence: 10 penalty units or imprisonment for 3 months or both.	<input type="checkbox"/> Consent to act	<input type="checkbox"/> Process for giving consent to act	Person responsible:  Review date:
		<p><b>1.4 Minimum number of secretaries</b></p> <ul style="list-style-type: none"> <li>A public company must have at least 1 secretary. At least 1 of them must ordinarily reside in Australia.</li> </ul>	Section 204A			This is a strict liability offence: 5 penalty units.		<input type="checkbox"/> Appointment of minimum number of Secretaries	Person responsible:  Review date:
		<p><b>1.5 Who can be a secretary</b></p> <ul style="list-style-type: none"> <li>Only an individual who is at least 18 may be appointed as a secretary of a company.</li> </ul>	Section 204B					<input type="checkbox"/> Process for appointment of Secretaries	Person responsible:  Review date:

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		<p><b>1.6 Consent to act as secretary</b></p> <ul style="list-style-type: none"> <li>A company contravenes this section if a person does not give the company a signed consent to act as a secretary of the company before being appointed.</li> <li>The company must keep the consent.</li> </ul>	Section 204C			This is a strict liability offence: 5 penalty units.	<input type="checkbox"/> Consent to act	<input type="checkbox"/> Process for giving consent to act	Person responsible:  Review date:
		<p><b>1.7 Resignation or retirement of director or secretary</b></p> <ul style="list-style-type: none"> <li>If a director, secretary or alternate director retires or resigns, they may give ASIC written notice of the retirement or resignation. The notice must be in the prescribed form.</li> <li>To be effective, a notice of resignation must be accompanied by a copy of the letter of resignation given to the company.</li> </ul>	Section 205A					<input type="checkbox"/> Board awareness <input type="checkbox"/> Systems to notify ASIC	Person responsible:  Review date:

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		<p><b>1.8 Notice of details of directors and secretaries to ASIC</b></p> <ul style="list-style-type: none"> <li>A company must lodge with ASIC a notice of the personal details of a director or secretary within 28 days after they are appointed. The notice must be in the prescribed form and include the following personal details:                             <ul style="list-style-type: none"> <li>– their given and family names; and</li> <li>– all of their former given and family names; and</li> <li>– their date and place of birth; and</li> <li>– their address.</li> </ul> </li> <li>The company must lodge with ASIC notice of any change in the personal details of a director, alternate director or secretary within 28 days after the change. The notice must be in the prescribed form.</li> <li>If a person stops being a director, alternate director or secretary of the company, the company must lodge with ASIC notice of the fact within 28 days. The notice must be in the prescribed form.</li> </ul>	Section 205B		28 days after appointment	This is a strict liability offence: 10 penalty units or imprisonment for 3 months or both.	<input type="checkbox"/> Prescribed form	<input type="checkbox"/> Board awareness <input type="checkbox"/> Systems to notify ASIC	Person responsible:  Review date:

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2 Directors Duties	Corporations Act 2001 (Cth.)	<p><b>2.1 Care and diligence</b></p> <ul style="list-style-type: none"> <li>A director or other officer of a corporation must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise if they:                             <ul style="list-style-type: none"> <li>were a director or officer of a corporation in the corporation's circumstances; and</li> <li>occupied the office held by, and had the same responsibilities within the corporation as the director or officer.</li> </ul> </li> <li>There is an exception to the above duty – <i>the business judgment rule</i>. This rule states that a director or other officer who makes a <i>business judgment</i> is taken to have complied with the above requirements if they:                             <ul style="list-style-type: none"> <li>make the judgment in good faith for a proper purpose; and</li> <li>do not have a material personal interest in the subject matter of the judgment; and</li> <li>inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and</li> <li>rationally believe that the judgment is in the best interests of the corporation.</li> </ul> </li> <li>A 'business judgment' is any decision to take or not take action in respect of a matter relevant to the business operations of the corporation.</li> </ul>	Section 180(1)  Section 180(3)  Section 180(2)			This is a civil obligation and as such civil penalties apply: A Court may make a declaration of contravention and impose a penalty of up to \$200,000 if the contravention materially prejudices the interests of the corporation or its members; or the corporation's ability to pay its creditors; or is serious.	<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness	Person responsible:  Review date:
		<p><b>2.2 Good faith</b></p> <ul style="list-style-type: none"> <li>A director or other officer must exercise their powers and discharge their duties:                             <ul style="list-style-type: none"> <li>in good faith in the best interest of the corporation; and</li> <li>for a proper purpose.</li> </ul> </li> <li>A person who is involved in a contravention of the above also contravenes this duty.</li> </ul>	Section 181(1)			This is a civil obligation and as such civil penalties apply – see above.	<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness	Person responsible:  Review date:

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		<p><b>2.3 In the special case director of a corporation that is a wholly-owned subsidiary of a body corporate – if you believe that a decision you took was taken in good faith, does the following apply?</b></p> <ul style="list-style-type: none"> <li>• (a) the constitution of the subsidiary expressly authorises you to act in the best interests of the holding company; and</li> <li>• (b) you acted in good faith in the best interests of the holding company; and</li> <li>• (c) the subsidiary is not insolvent at the time you acted and did not become insolvent because of the act.</li> </ul>	Section 187						
		<p><b>2.4 Use of position</b></p> <ul style="list-style-type: none"> <li>• A director, secretary, other officer or employee of a corporation must not improperly use their position to:                             <ul style="list-style-type: none"> <li>– gain an advantage for themselves or someone else; or</li> <li>– cause detriment to the corporation.</li> </ul> </li> <li>• A person who is involved in a contravention of the above also contravenes this duty.</li> </ul>	Section 182			This is a civil obligation and as such civil penalties apply – see above.	<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness	Person responsible:  Review date:
		<p><b>2.5 Use of information</b></p> <ul style="list-style-type: none"> <li>• A person who obtains information because they are, or have been, a director or other officer or employee of a corporation must not improperly use the information to:                             <ul style="list-style-type: none"> <li>– gain an advantage for themselves or someone else; or</li> <li>– cause detriment to the corporation.</li> </ul> </li> <li>• A person who is involved in a contravention of the above also contravenes this duty.</li> <li>• <b>Note this duty continues after the person stops being an officer or employee of the corporation.</b></li> </ul>	Section 183			This is a civil obligation and as such civil penalties apply – see above.	<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness	Person responsible:  Review date:

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		<p><b>2.6 Good faith, use of position and use of information – criminal offences</b></p> <ul style="list-style-type: none"> <li>• A director or other officer of a corporation commits an offence if they:                             <ul style="list-style-type: none"> <li>– are reckless; or</li> <li>– are intentionally dishonest, and fail to exercise their powers and discharge their duties:                                     <ul style="list-style-type: none"> <li>– in good faith in the best interest of the corporation; or</li> <li>– for a proper purpose.</li> </ul> </li> </ul> </li> <li>• A director, other officer or employee of a corporation commits an offence if they use their position dishonestly:                             <ul style="list-style-type: none"> <li>– with the intention of directly or indirectly gaining an advantage for themselves, or someone else, or causing detriment to the corporation; or</li> <li>– recklessly as to whether the use may result in themselves or someone else directly or indirectly gaining an advantage, or in causing detriment to the corporation.</li> </ul> </li> <li>• A person who obtains information because they are, or have been, a director or other officer or employee of a corporation commits an offence if they use the information dishonestly:                             <ul style="list-style-type: none"> <li>– with the intention of directly or indirectly gaining an advantage for themselves, or someone else, or causing detriment to the corporation; or</li> <li>– recklessly as to whether the use may result in themselves or someone else directly or indirectly gaining an advantage, or in causing detriment to the corporation.</li> </ul> </li> </ul>	Section 184			2,000 penalty units or imprisonment for 5 years, or both.	<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness	Person responsible:  Review date:

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		<p><b>2.7 Responsibility of secretaries and directors for certain contraventions</b></p> <ul style="list-style-type: none"> <li>• A secretary of a company contravenes the Act if the company contravenes:                             <ul style="list-style-type: none"> <li>– the requirement for companies to have a registered office; or</li> <li>– the requirement for a registered office of a public company to be open to the public; or</li> <li>– the requirement to respond to extract of particulars; or</li> <li>– the requirement to respond to return of particulars; or</li> <li>– the requirements relating to lodgement of notices with ASIC; or</li> <li>– the requirement to give notice of change of principal place of business; or</li> <li>– the requirement to give notice of change to member register (proprietary companies only); or</li> <li>– the requirement to give notice of change to share structure (proprietary companies only); or</li> <li>– the requirement to give notice of issue of shares; or</li> <li>– the requirement to lodge financial reports; or</li> <li>– the requirement to give notice of changes to ultimate holding company (proprietary companies only).</li> </ul> </li> <li>• If the company is a <i>proprietary company</i> and does not have a secretary, each director contravenes the Act if they do not comply with the above.</li> <li>• However, a person does not contravene the above if they show that they took all reasonable steps to ensure that the company complied with the section.</li> </ul>	Section 188			This is a strict liability offence: 5 penalty units.	<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness	Person responsible:  Review date:



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		<p><b>2.9 Responsibility for actions of delegate</b></p> <ul style="list-style-type: none"> <li>Unless the company's constitution provides otherwise, the directors may delegate any of their powers to:                             <ul style="list-style-type: none"> <li>a committee of directors; or</li> <li>a director; or</li> <li>an employee of the company; or</li> <li>any other person.</li> </ul> </li> <li>If the directors delegate a power, a director is responsible for the exercise of the power by the delegate as if the power had been exercised by the directors themselves.</li> <li>However, a director is not responsible for the actions of a delegate if:                             <ul style="list-style-type: none"> <li>the director believed on reasonable grounds at all times that the delegate would exercise the power in conformity with the duties imposed on directors of the company by the Act and the company's constitution; and</li> <li>the director believed:                                     <ul style="list-style-type: none"> <li>on reasonable grounds;</li> <li>in good faith; and</li> <li>after making proper inquiry if the circumstances indicated the need for inquiry, that the delegate was reliable and competent in relation to the power delegated.</li> </ul> </li> </ul> </li> </ul>	Sections 190 and 198D				<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness	Person responsible:  Review date:
		<p><b>2.10 Material personal interests</b></p> <ul style="list-style-type: none"> <li>A director who has a material personal interest in a matter that relates to the affairs of the company must give the other directors notice of the interest.</li> <li>The notice must:                             <ul style="list-style-type: none"> <li>give details of the nature and extend of the interest and the relation of the interest to the affairs of the company; and</li> <li>be given at a directors' meeting as soon as practicable after the director becomes aware of their interest in the matter.</li> </ul> </li> <li>The details must be recorded in the minutes of the meeting.</li> <li>A director has to give notice of a material personal interest unless:</li> </ul>	Section 191			This is a strict liability offence: 10 penalty units or imprisonment for 3 months, or both.	<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness  <input type="checkbox"/> Process for giving notice of interest	Person responsible:  Review date:

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		<ul style="list-style-type: none"> <li>- the interest:                             <ul style="list-style-type: none"> <li>o arises because the director is a member of the company and is held in common with the other members of the company; or</li> <li>o arises in relation to the director's remuneration as a director of the company; or</li> <li>o relates to a contract the company is proposing to enter into that is subject to approval by the members and will not impose any obligation on the company if it is not approved by the members;</li> <li>o arises merely because the director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the company; or</li> <li>o arises merely because the director has a right of subrogation in relation to a guarantee or indemnity referred to above; or</li> <li>o relates to a contract that insures, or would insure, the director against liabilities the director incurs as an officer of the company (but only if the contract does not make the company or a related body corporate the insurer); or</li> <li>o relates to any payment by the company or a related body corporate in respect of an indemnity permitted under section 199A or any contract relating to such an indemnity; or</li> <li>o is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the director is a director of the related body corporate; or</li> </ul> </li> <li>- the company is a proprietary company and the other directors are aware of the nature and extent of the interest and its relation to the affairs of the company; or</li> <li>- all the following conditions are satisfied:                             <ul style="list-style-type: none"> <li>o the director has already given notice of the nature and extent of the interest and its relation to the affairs of the company;</li> <li>o if a person who was not a director of the company at the time when the notice was given is appointed as a director of the company—the notice is given to that person;</li> </ul> </li> </ul>							

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		<ul style="list-style-type: none"> <li>○ the nature or extent of the interest has not materially increased above that disclosed in the notice; or the director has given a standing notice of the nature and extent of the interest under section 192 (see below) and the notice is still effective in relation to the interest.</li> </ul>							
		<p><b>2.11 Director may give other directors standing notice about an interest</b></p> <ul style="list-style-type: none"> <li>• A director who has an interest in a matter may give the other directors standing notice of the nature and extent of the interest. The notice may be given at any time and whether or not the matter relates to the affairs of the company at the time the notice is given.</li> <li>• The notice must:                             <ul style="list-style-type: none"> <li>– give details of the nature and extent of the interest; and</li> <li>– be given:                                     <ul style="list-style-type: none"> <li>○ at a directors' meeting (either orally or in writing);or</li> <li>○ to the other directors individually in writing.</li> </ul> </li> </ul> </li> <li>• The director must ensure that the nature and extent of the interest disclosed in the standing notice is recorded in the minutes of the meeting at which the standing notice is given or tabled.</li> <li>• The standing notice takes effect as soon as it is given and ceases to have effect if a person who was not a director at the time which the notice was given is appointed as a director or when the nature or extent of the interest materially increases above that disclosed in the notice.</li> </ul>	Section 192				<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness <input type="checkbox"/> Process for giving standing notice	Person responsible:  Review date:

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		<p><b>2.12 Restrictions on voting – directors of public companies only</b></p> <ul style="list-style-type: none"> <li>• A director of a public company who has a material personal interest in a matter that is being considered at a directors' meeting must not:                             <ul style="list-style-type: none"> <li>– be present while the matter is being considered at the meeting; or</li> <li>– vote on the matter.</li> </ul> </li> <li>• However, a director may be present and vote if directors who do not have a material personal interest in the matter have passed a resolution that:                             <ul style="list-style-type: none"> <li>– identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the company; and</li> <li>– states that those directors are satisfied that the interest should not disqualify the director from voting or being present.</li> </ul> </li> <li>• The director may also be present and vote if they are entitled under a declaration or order made by ASIC.</li> </ul>	Section 195			This is a strict liability offence: 5 penalty units.	<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness  <input type="checkbox"/> Procedure for participation of director with approval of other directors	Person responsible:  Review date:
		<p><b>2.13 Is the company acting as a trustee?</b> If the company has incurred a liability as a trustee, are there sufficient assets to cover that liability [if not, the director may be personally liable]</p>	Section 197						Person responsible
		<p><b>2.14 Has the company exempted or indemnified an auditor or officer from liability?</b> (limited exemptions for legal costs)</p>	Section 199A Section 199C						Person responsible
		<p><b>2.15 Has the company agreed to pay insurance premiums for liability for willful breaches against the company or misusing information?</b></p>	Section 199B Section 199C						Person responsible
		<p><b>2.16 Have all termination payments to officers been given on proper authority?</b></p>	Section 200A-J						Person responsible
		<p><b>2.17 If you are a director, have you given a signed consent to be a director before appointment?</b></p>	Section 201D						Person responsible

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		<b>2.18 If you are no longer a director have you resigned in writing to the company? (and ensured that the resignation has been filed at ASIC)</b>	Section 203A Section 205A						Person responsible
		<b>2.19 Do you receive mail at the addresses notified to ASIC?</b>	Section 205D						Person responsible
		<p><b>2.20 Director's duty to prevent insolvent trading</b></p> <ul style="list-style-type: none"> <li>• A director has a duty to prevent the company from trading whilst insolvent.</li> <li>• A director contravenes this duty if:                             <ul style="list-style-type: none"> <li>– the company is insolvent at the time, or becomes insolvent by incurring that debt, or by incurring at that time debts including that debt; and</li> <li>– at that time, there are reasonable grounds for <i>suspecting</i> that the company is insolvent, or would become insolvent; and</li> <li>– a reasonable person in a like position in a company in the company's circumstances would be so aware.</li> </ul> </li> <li>• A person commits an offence if:                             <ul style="list-style-type: none"> <li>– a company incurs a debt at a particular time; and</li> <li>– at that time, a person is a director of the company; and</li> <li>– the company is insolvent at that time, or becomes insolvent by incurring that debt, or by incurring at that time debts including that debt; and</li> <li>– the person <i>suspected</i> at the time when the company incurred the debt that the company was insolvent or would become insolvent as a result of incurring that debt or other debts; and</li> <li>– the person's failure to prevent the company incurring the debt was dishonest.</li> </ul> </li> <li>• However, it is a defence to a contravention of this duty if:                             <ul style="list-style-type: none"> <li>– at the time when the debt was incurred, the person had reasonable grounds to expect, and did expect, that the company was solvent and would remain solvent even if it incurred that debt and any other debts that it incurred at that time; or</li> <li>– if the person had reasonable grounds to believe, and did believe:</li> </ul> </li> </ul>	Section 588G, 588H, 588J and 588K			<p>For committing an offence: 2,000 penalty units, or imprisonment for 5 years, or both.</p> <p>A Court may also order compensation for both contraventions and offences.</p>	<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness	Person responsible:  Review date:

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		<ul style="list-style-type: none"> <li>○ that a competent and reliable person was responsible for providing to the director adequate information about whether the company was solvent; and</li> <li>○ that the other person was fulfilling that responsibility; and</li> </ul> <p>expected, on the basis of information provided to the director by the other person, that the company was solvent at that time and would remain solvent even if it incurred that debt and any other debts that it incurred at that time; or</p> <ul style="list-style-type: none"> <li>– if the director, because of illness or for some other good reason, he or she did not take part at that time in the management of the company; or</li> <li>– if the director took all reasonable steps to prevent the company from incurring the debt, taking into consideration any action the person took with a view to appointing an administrator, and when that action was taken, and the results of that action.</li> </ul>							
<b>3 Meetings</b>	<i>Corporations Act 2001 (Cth.)</i>	<b>3.1 AGMs of public companies</b> <ul style="list-style-type: none"> <li>• A public company must hold an annual general meeting (AGM) within 18 months after its registration.</li> <li>• A public company must hold an AGM at least once in each calendar year and within 5 months after the end of its financial year.</li> </ul>	Section 250N			This is a strict liability offence: 10 penalty units or imprisonment for 3 months or both.		<input type="checkbox"/> Board and Executive Awareness <input type="checkbox"/> Process for calling AGMs	Person responsible:  Review date:

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		<p><b>3.2 Minutes</b></p> <ul style="list-style-type: none"> <li>A company must keep minute books in which it records within 1 month:                             <ul style="list-style-type: none"> <li>proceedings and resolutions of meetings of the company's members; and</li> <li>proceedings and resolutions of directors' meetings (including meetings of a committee of directors); and</li> <li>resolutions passed by members without a meeting; and</li> <li>resolutions passed by directors without a meeting.</li> </ul> </li> <li>The company must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting.</li> <li>The company must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.</li> <li>A company must keep its minute books at:                             <ul style="list-style-type: none"> <li>its registered office; or</li> <li>its principal place of business in this jurisdiction; or</li> <li>another place in this jurisdiction approved by ASIC.</li> </ul> </li> <li>A company must ensure that the minute books for the meetings of its members and for resolutions of members passed without meetings are open for inspection by members free of charge.</li> </ul>	Sections 251A and 251B			This is a strict liability offence: 10 penalty units or imprisonment for 3 months or both.		<input type="checkbox"/> Process for keeping minutes	Person responsible:  Review date:
4	Related Party Transactions	Corporations Act 2001 (Cth.)	<p><b>4.1 Need for member approval for financial benefit to related party</b></p> <ul style="list-style-type: none"> <li>For a public company to give a financial benefit to a related party of the public company:                             <ul style="list-style-type: none"> <li>it must obtain the approval of the members and give the benefit within 15 months after that approval; or</li> <li>the benefit must fall within one of the following exceptions:                                     <ul style="list-style-type: none"> <li>the parties are dealing at arms length; or</li> <li>the benefit is remuneration to an officer or employee; or</li> <li>the benefit is reimbursement for expenses incurred; or</li> </ul> </li> </ul> </li> </ul>	Sections 208-216			<input type="checkbox"/> Board policy guidance	<input type="checkbox"/> Board awareness  <input type="checkbox"/> Process for giving financial benefit to related party	Person responsible:  Review date:

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		<ul style="list-style-type: none"> <li>○ the benefit is an indemnity, exemption or insurance premium (or an agreement to give any of those things) in respect of a liability incurred as an officer of the company, and to give the benefit would be reasonable in the circumstances; or</li> <li>○ the benefit is payment in respect of legal costs; or</li> <li>○ the benefit is to a director or his or her spouse and the amount does not exceed \$2,000; or</li> <li>○ the benefit is to a member of the company and giving the benefit does not discriminate unfairly against the other members of the public company; or</li> <li>○ the benefit is given under an order of a court.</li> </ul>							

Requirement	Name of Source	Description of Obligation	Specific References	Explanatory Notes	Timing Specified	Sanction Specified	Compliance Impact		Person Responsible for Compliance
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<b>Applicable to Incorporated Associations – Associations Incorporation Act 1981 (Vic.) – Associations Incorporation Regulations 1998 (Vic.)</b>									
7	Rules Of Incorporated Associations	<p><i>Associations Incorporation Act 1981 (Vic.)</i></p> <p><i>Associations Incorporation Regulations 1998 (Vic.)</i></p>	<p><b>7.1 Rules of association</b></p> <ul style="list-style-type: none"> <li>• The rules of an incorporated association ('association') must make provision for, whether by the adoption of model rules or otherwise, the following matters:                             <ul style="list-style-type: none"> <li>– the qualifications (if any) for membership of the association;</li> <li>– the register of members of the association;</li> <li>– the entrance fees, subscriptions, and other amounts (if any) to be paid by members of the association</li> <li>– the name, constitution, membership and powers of the committee of management or other body having the management of the association and:                                     <ul style="list-style-type: none"> <li>○ the election or appointment of members of the committee;</li> <li>○ the terms of office of members of the committee;</li> <li>○ the grounds on which, or reasons for which, the office of a member of the committee shall become vacant;</li> <li>○ the filling of casual vacancies occurring on the committee;</li> <li>○ the quorum and procedure at meetings of the committee.</li> </ul> </li> <li>– the quorum and procedure at general meetings of members of the association and whether members are entitled to vote by proxy at general meetings;</li> <li>– the time within which, and manner in which, notices of general meetings and notices of motion are to be given, published or circulated;</li> <li>– the sources from which the funds of the association are to be or may be derived;</li> <li>– the manner in which the funds of the association are to be managed and, in particular, the mode of drawing and signing cheques on behalf of the association;</li> <li>– the intervals between general meetings of members of the association and the manner of calling general meetings.</li> </ul> </li> </ul>	Section 6 and schedule 1	'Relevant documents' means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of an association, including membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the association.			<input type="checkbox"/> Rules of the association <input type="checkbox"/> Rules make provision for required matters <input type="checkbox"/> Rules divided into paragraphs which are numbered or alphabetically designated	Person responsible:  Review date:



Requirement	Name of Source	Description of Obligation	Specific References	Explanatory Notes	Timing Specified	Sanction Specified	Compliance Impact		Person Responsible for Compliance
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		<p><b>7.3 Alteration of rules</b></p> <ul style="list-style-type: none"> <li>An association may, by special resolution, alter its statement of purposes or its rules.</li> <li>Such an alteration does not take effect until it is approved by the Registrar.</li> <li>An application for the approval of an alteration must:                             <ul style="list-style-type: none"> <li>be made by the public officer;</li> <li>be made in the form approved by the Registrar;</li> <li>be accompanied by the prescribed fee;</li> <li>be made within 28 days after the alteration was passed by special resolution;</li> <li>give notice of the special resolution and set out particulars of the alteration;</li> <li>be accompanied by a declaration signed by at least 2 members of the committee of the association to the effect that the special resolution was passed in accordance with the Act;</li> <li>in the case of an alteration of the rules, be accompanied by a consolidated copy of the rules of the association, including the alteration.</li> </ul> </li> </ul>	Section 22	'Registrar' means the registrar of incorporated associations		Application must be made within 28 days of passing of special resolution		<input type="checkbox"/> Awareness of process for making application to alter rules	Person responsible:  Review date:
		<p><b>7.4 Rules to be made available to members</b></p> <ul style="list-style-type: none"> <li>An association must make a copy of its rules available for inspection at any reasonable time by a member at the request of that member.</li> </ul>	Section 22A					<input type="checkbox"/> Process for making rules available to members on request  <input type="checkbox"/> Nominated person to deal with a request	Person responsible:  Review date:
		<p><b>7.5 Vesting of property</b></p> <ul style="list-style-type: none"> <li>Where property has vested in an association upon the incorporation of an association, the association must not, except as provided by the Act, deal with the property contrary to the provisions of any trust affecting the property immediately before the incorporation of the association.</li> </ul>	Section 8				<input type="checkbox"/> Register of trust deeds of property vested in association	<input type="checkbox"/> Process for ensuring vested property dealt with in accordance with trust deed	Person responsible:  Review date:

Requirement	Name of Source	Description of Obligation	Specific References	Explanatory Notes	Timing Specified	Sanction Specified	Compliance Impact		Person Responsible for Compliance
							Documentation	Process/System	
8 Name And Registered Address	<i>Associations Incorporation Act 1981 (Vic.)</i> <i>Associations Incorporation Regulations 1998 (Vic.)</i>	<p><b>8.1 Name of association</b></p> <ul style="list-style-type: none"> <li>An incorporated association shall have the word 'Incorporated' as the last word in its name, whether or not within brackets.</li> <li>However, the description of an association shall not be deemed inadequate or incorrect by reason only of the use of the abbreviation 'Inc.'</li> </ul>	Section 12				<input type="checkbox"/> Name of association has 'Incorporated' or 'Inc' as last word		Person responsible:  Review date:
		<p><b>8.2 Name to appear on business documents</b></p> <ul style="list-style-type: none"> <li>'Business document' means any document that is issued, signed or endorsed by or on behalf of the association and is:                             <ul style="list-style-type: none"> <li>a business letter, statement of account, invoice or order for goods or services;</li> <li>bill of exchange, promissory note, cheque or other negotiable instrument;</li> <li>a receipt or letter of credit issued by the association; or</li> <li>a document of a class prescribed.</li> </ul> </li> <li>The name of an association must appear in legible characters:                             <ul style="list-style-type: none"> <li>on its common seal (if any); and</li> <li>in all notices, advertisements and other official publications of the association; and</li> <li>in all its business documents.</li> </ul> </li> <li>The registration number of an association specified in its certificate of incorporation must appear in legible characters:                             <ul style="list-style-type: none"> <li>in all notices, advertisements and other official publications of the association; and</li> <li>in all its business documents.</li> </ul> </li> </ul>	Section 12A			5 penalty units	<input type="checkbox"/> Name appears on common seal  <input type="checkbox"/> Name appears in all notices, advertisements and other official publications  <input type="checkbox"/> Name appears in all business documents  <input type="checkbox"/> Registration number appears on all required documents		Person responsible:  Review date:
		<p><b>8.3 Change of name</b></p> <ul style="list-style-type: none"> <li>An association may by special resolution and with the approval of the Registrar, change its name.</li> <li>Where an association has passed a special resolution for the change of its name, the public officer of the association may make application to the Registrar for approval to the change of name.</li> </ul>	Section 13 and regulations 5D, 6 and 16	'Registrar' means the registrar of incorporated associations		Application must be made within 1 month of meeting passing special resolution			Person responsible:  Review date:

Requirement	Name of Source	Description of Obligation	Specific References	Explanatory Notes	Timing Specified	Sanction Specified	Compliance Impact		Person Responsible for Compliance
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		<ul style="list-style-type: none"> <li>An application must be made within one month after the date of the meeting of the association at which the special resolution was passed.</li> <li>An application must be accompanied by such verification of the application as is prescribed and must be accompanied by the prescribed fee.</li> <li>An application shall be in the form approved by the Registrar and containing the following particulars:                             <ul style="list-style-type: none"> <li>the name of the association;</li> <li>the registration number of the association;</li> <li>the proposed new name of the association;</li> <li>a statement made by the public officer declaring that the special resolution for the change of name was passed at a general meeting of the association;</li> <li>the date of the general meeting of the association;</li> <li>the name and address of the public officer;</li> <li>the signature of the public officer.</li> </ul> </li> </ul>							
		<p><b>8.4 Registered address of incorporated association</b></p> <ul style="list-style-type: none"> <li>An association must have a registered address which may be the address of the public officer.</li> <li>An association that changes its registered address must notify the Registrar in the form approved by the Registrar no later than 14 days after that change.</li> </ul>	Section 13A	'Registrar' means the registrar of incorporated associations	Notify Registrar of change of registered address within 14 days	The association and each committee member is guilty of an offence and is liable to a penalty not exceeding 5 penalty units.		<input type="checkbox"/> Committee awareness  <input type="checkbox"/> Process for notifying Registrar of change of registered address	Person responsible:  Review date:

Requirement	Name of Source	Description of Obligation	Specific References	Explanatory Notes	Timing Specified	Sanction Specified	Compliance Impact		Person Responsible for Compliance
							Documentation	Process/System	
9 Management	<i>Associations Incorporation Act 1981 (Vic.)</i> <i>Associations Incorporation Regulations 1998 (Vic.)</i>	<p><b>9.1 Public officer</b></p> <ul style="list-style-type: none"> <li>Where the office of public officer becomes vacant, the committee must, within 14 days after the vacancy arises, appoint a person to fill the vacancy.</li> <li>A person is incapable of being appointed as a public officer unless he or she is at least 18 years of age and is resident in Victoria.</li> <li>The public officer must, within 14 days after his appointment, give notice in writing in the form approved by the Registrar to the Registrar of his appointment and of his or her full name and address in Victoria, together with the prescribed fee (if any).</li> <li>The public officer must also notify the Registrar of the following:                             <ul style="list-style-type: none"> <li>the name of the association;</li> <li>the registration number of the incorporated association;</li> <li>the telephone number of the public officer;</li> <li>the date of appointment of the public officer;</li> <li>the signature of the public officer</li> </ul> </li> </ul>	Sections 25 and 28 Regulation 5E	'Registrar' means the registrar of incorporated associations		Fill vacancy within 14 days	<input type="checkbox"/> Notice to Registrar of appointment  <input type="checkbox"/> Register of notices to Registrar	<input type="checkbox"/> Process for appointing a public officer within 14 days of a vacancy  <input type="checkbox"/> Process for giving written notice to Registrar of appointment	Person responsible:  Review date:
		<p><b>9.2 Duties of committee members</b></p> <ul style="list-style-type: none"> <li>A member or former member of the committee of management an association must not knowingly or recklessly make improper use of information acquired by virtue of his or her position in the association so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person, or so as to cause a detriment to the incorporated association.</li> <li>A member of the committee of management of an association must not knowingly or recklessly make improper use of his or her position in the association so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person or so as to cause detriment to the association.</li> </ul>	Section 29A			60 penalty units  Court may order person to pay a penalty to the association as compensation	<input type="checkbox"/> Committee awareness	Person responsible:  Review date:	



Requirement	Name of Source	Description of Obligation	Specific References	Explanatory Notes	Timing Specified	Sanction Specified	Compliance Impact		Person Responsible for Compliance
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10 General Meetings	<i>Associations Incorporation Act 1981 (Vic.)</i> <i>Associations Incorporation Regulations 1998 (Vic.)</i>	<b>10.1 Special resolutions</b> <ul style="list-style-type: none"> <li>A special resolution is passed in accordance with the Act if:                             <ul style="list-style-type: none"> <li>of the entitled members of the association who vote in person or (if proxies are allowed) by proxy at the meeting, not less than three quarters vote in favour of the resolution; and</li> <li>the additional requirements of the rules of the association relating to the passing of a special resolution have been met.</li> </ul> </li> <li>A resolution is not considered to have been passed by special resolution unless no less than 21 days notice has been given in accordance with the rules to all of the entitled members specifying the intention to propose the resolution as a special resolution.</li> </ul>	Section 29	'Entitled member' means a member who is entitled under the rules of the association to vote.	21 days notice must be given to members of intention to propose special resolution		<input type="checkbox"/> Register of special resolutions	<input type="checkbox"/> Committee awareness <input type="checkbox"/> Process for notifying members of proposed special resolution	Person responsible:  Review date:
		<b>10.2 Annual General Meeting</b> <ul style="list-style-type: none"> <li>An association must, at least once in each calendar year, convene an annual general meeting (AGM) of its members.</li> <li>The second subsequent AGM must be held within 5 months after the end of the financial year of the association.</li> </ul>	Section 30 and regulation 5F	'Financial year' in relation to an association means a period of 12 months or other period not exceeding 18 months as the association resolves, commencing on the date of incorporation of the association; and each subsequent period thereafter.	AGM to be held each year within 5 months of end of financial year	In addition to the penalties listed below, where an association fails to comply with this section, the association and each member of the committee is guilty of an offence and liable to a penalty not exceeding 5 penalty units.	<input type="checkbox"/> Register of statements and certificates	<input type="checkbox"/> Process for convening AGM	Person responsible:  Review date:

Requirement	Name of Source	Description of Obligation	Specific References	Explanatory Notes	Timing Specified	Sanction Specified	Compliance Impact		Person Responsible for Compliance
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11 Offences Of Incorporated Associations	<i>Associations Incorporation Act 1981 (Vic.)</i> <i>Associations Incorporation Regulations 1998 (Vic.)</i>	<p><b>11.1 Offence - Failing to comply with requirements of inspector</b></p> <ul style="list-style-type: none"> <li>A person must not refuse or fail, without reasonable excuse, to comply with a requirement of an inspector to produce relevant documents or to give reasonable assistance to the inspector.</li> <li>A person must not:                             <ul style="list-style-type: none"> <li>give information to an inspector that the person knows to be false or misleading in a material particular; or</li> <li>produce a document that the person knows to be false or misleading in a material particular without indicating the respect in which it is false or misleading and, if practicable, providing correct information.</li> </ul> </li> <li>A person must not, without reasonable excuse, obstruct or hinder an inspector exercising functions under the Act.</li> </ul>	Section 37L			60 penalty units  60 penalty units  60 penalty units		<input type="checkbox"/> Committee and staff awareness	Person responsible:  Review date:
		<p><b>11.2 False or misleading statements</b></p> <ul style="list-style-type: none"> <li>A person who makes or authorises the making of a statement that to his knowledge is false or misleading in a material particular (or omits or authorises the omission of any matter or thing without which the document is to his knowledge misleading in a material respect) in:                             <ul style="list-style-type: none"> <li>a document required for the purposes of the Act or lodged with or submitted to the Registrar; or</li> <li>a declaration made under the Act or in a document submitted to a general meeting of members is guilty of an offence.</li> </ul> </li> <li>A person who does the above without having taken reasonable steps to ensure that the statement was not false or misleading or to ensure that the statement did not omit any matter or thing without which the document would be misleading, as the case may be, is guilty of an offence.</li> </ul>	Section 49	'Registrar' means the Registrar of Incorporated Associations		60 penalty units  60 penalty units		<input type="checkbox"/> Staff and committee awareness	Person responsible:  Review date:

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		<p><b>11.3 Incorporated association not to trade etc.</b></p> <ul style="list-style-type: none"> <li>• An incorporated association must not:                             <ul style="list-style-type: none"> <li>– trade;</li> <li>– secure pecuniary profit for its members; or</li> <li>– as trustee, trade or secure pecuniary profit for persons who are members of the incorporated association.</li> </ul> </li> <li>• A member of an incorporated association who aids, abets, counsels or procures or by act or omission is in any way directly or indirectly knowingly concerned in or party to the commission of an offence by the association against the above shall be deemed to have committed that offence and is punishable accordingly.</li> <li>• The above prohibition does not apply to an association that:                             <ul style="list-style-type: none"> <li>– the predominant purpose of which is charitable; and</li> <li>– the rules of which contain provisions precluding any distribution of its assets in the event of winding up or dissolution, otherwise than for a charitable purpose (and the association must not alter such a provision without the consent of the Minister if the rules as altered would be inconsistent with this paragraph); and</li> <li>– the rules of which contain provision authorising trading by the association in accordance with this section of the Act (and the association must not alter such a provision without the consent of the Minister).</li> </ul> </li> <li>• The above prohibition also does not apply to an association that is declared by Order of the Governor in Council to be an association to which the prohibition against trading does not apply.</li> </ul>	Section 51			60 penalty units		<input type="checkbox"/> Committee awareness	Person responsible:  Review date:

Requirement	Name of Source	Description of Obligation	Specific References	Explanatory Notes	Timing Specified	Sanction Specified	Compliance Impact		Person Responsible for Compliance
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**Schools are Obligated to Comply with other Legislation, Including:**

- *Equal Opportunity Act 1995 (Vic)*
- *Occupational Health and Safety Act 2004 (Vic)*
- *Children's Services and Education Legislation (Anaphylaxis Management) Amendment Act 2008*
- *Income Tax Assessment Act 1936 and 1997 (Cth)*
- *Trade Practices Act 1974 (Cth)*
- *Privacy Act 1988 (Cth.)*
- *Privacy Amendment (Private Sector) Act 2000 (Cth.)*
- *Fair Trading Act 1999 (Vic)*
- *Environmental Protection Act 1970 (Vic)*
- *Whistleblowers Protection Act 2001*
- *Superannuation Legislation.*