**Committee Member, Advisor and Sub-committee Roles and Responsibilities**

**1. Committee Members**

**1.1 Committee member’s role: what you can do**

Committee members act as both the management (ie. chief executive) and governance board for CMCF. Individually, committee members have limited authority, except office bearers (chair, vice chairs, treasurer and the secretary), but collectively, and/or when authorised by the committee to act on their behalf, you have a great deal of authority and responsibility.

You can:

* + propose, plan, promote, organise/manage, host and/or deliver CMCF activities, events and projects with agreement from the committee
  + propose and/or develop rules, policies or procedures that apply to meetings, membership, projects or activities, communication, advisors or subcommittees, and government policies or lobbying
  + be asked to act as a CMCF representative for a project, event, board, group or other activity
  + work with one or more advisors and/or committee members to coordinate, organise or lead a CMCF activity, event or draft a CMCF submission
  + propose that a committee meeting be held
  + suggest the establishment of, and/or lead or participate in, a sub-committee
  + be asked to report back on a representational role, project, activity, event, and/or sub-committee as and when decided by the committee
  + be acknowledge for your contribution to CMCF or to a specific activity or event
  + be provided reasonable reimbursement, if approved by the committee, in relation to costs of coordinating, organising or leading a CMCF activity or event.

**1.2 Committee member’s responsibility: what you should do**

You should:

* + as a highest priority, attend annual general meetings and general meeting of CMCF
  + attend, make suggestions, and actively participate in CMCF committee meetings and sub-committee meetings
  + advise the committee, or another committee member, if you cannot attend a meeting, particularly if you will be absent for several meetings
  + follow the agreed procedures at meetings
  + progress action items that you have responsibility for, as a result of a committee meeting
  + make suggestions, and actively participate in CMCF events, activities, projects and/or fora, this includes taking the lead and/or managing specific activities
  + provide feedback on CMCF plans, documents, policies and projects when requested by the committee
  + develop documents, policies and submissions, in consultation with the committee, using CMCF letterhead/stationary
  + seek direction and/or approval from the committee in relation to a representational role, hosting/attending a specific activity or event, undertaking a project or activity, and/or proposing expenditure
  + seek guidance from the committee on CMCF’s policy stance on specific issues, events, and/or activities
  + keep receipts and seek reimbursement for costs of coordinating, organising or leading a CMCF project, activity or event, as agreed by the committee.

**1.3 Requirements of committee members: what you have to do**

These requirements are based on *Associations Incorporation Act* 1991 the CMCF constitution and other key documents. You must:

* + abide by the *Associations Incorporation Act* 1991, other relevant legislation, the CMCF constitution and any rules and procedures approved by the committee
  + not act in a way that is inconsistent with the objects of CMCF
  + do whatever is necessary or desirable for the proper conduct, control and management of CMCF
  + ensure that the assets and income of CMCF are applied solely to further its objects
  + abide by any requirements that apply to CMCF, in relation to relevant funding/grant agreements, venue hire conditions, insurance and/or other contracts
  + seek approval from the committee in relation to a budget for a specific event, activity, and/or project
  + follow directions resulting from committee decisions (eg: comply with directions in relation to the use of funds or report back on progress of a project)
  + not make any financial commitments on behalf of CMCF without first obtaining committee approval
  + acknowledge that you are representing CMCF when you attend an event, participate in a board/ group or undertake other spokesperson activities
  + not make public announcements, issue media releases or act as a public spokesperson for CMCF, without agreement from the committee
  + declare any potential conflicts of interest
  + not seek to use your role with CMCF to obtain personal benefit or profit
  + advise the committee of a change in your contact details
  + advise the committee of a change in your circumstances relevant to your eligibility to be a committee member, such as a declaration of bankruptcy.

**2. Advisors/sub-committee members**

**2.1 About Advisor/sub-committee members**

To be an advisor[[1]](#footnote-1) or sub-committee member[[2]](#footnote-2), you:

* + must be a member of CMCF, but you cannot already be a committee member or office holder
  + can be nominated to be an advisor or part of a sub-committee by member organisation or a committee member of CMCF
  + be appointed for a period determined by the committee, which may be the life of the committee or the length of a project.

**2.3 Advisor/sub-committee member’s role: what to expect**

You can:

* + attend, observe, make suggestions, and actively participate in, committee meetings, but not move motions or vote on items
  + jointly plan, promote, organise/manage, host and/or deliver a CMCF activity with agreement from, and participation by, the committee
  + be appointed to act as a CMCF representative for a project, event, board, group or other activity
  + work with one or more advisors or committee members to coordinate, organise or lead a CMCF activity, event or draft a CMCF document
  + seek direction and/or approval from the committee in relation to your role, hosting/attending a specific activity or event, or proposed expenditure
  + be asked to report back on your role, project or activity, as and when decided by the committee
  + ask for guidance from the committee on any matter, including seeking advice regarding CMCF’s policy stance on specific events, activities and/or issues
  + be acknowledge for your contribution to CMCF or to a specific activity or event
  + be provided reasonable reimbursement, if approved by the committee, in relation to costs of coordinating, organising or leading a CMCF activity or event.

**2.3 Requirements of advisors/sub-committee members: what you have to do**

These requirements are based on *Associations Incorporation Act* 1991, the CMCF constitution and other key documents. You must:

* + abide by the *Associations Incorporation Act 1991*, other relevant legislation, the CMCF constitution and any rules and procedures developed by the committee
  + declare any potential conflicts of interest
  + follow directions issued by the committee (eg: comply with delegations or directions in relation to the use of funds and/ or the budget for a specific event)
  + acknowledge that you are representing CMCF when appointed to act as our representative for a project, event, board, group or other activity
  + abide by any requirements that apply to CMCF, in relation to relevant funding/grant agreements, venue hire conditions, insurance and/or other contracts
  + not make public announcements, issue media releases or act as a spokesperson for CMCF, without prior agreement from the committee
  + not make any financial commitments on behalf of CMCF without first obtaining committee approval in writing
  + not seek to use your role with CMCF to obtain personal benefit or profit.

**Relevant Extracts of CMCF Constitution**

**Part 3: Objects, Name and Powers of Association**

6. As a non-profit organisation, the assets and income of the Association shall be applied solely to further its objects, and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

Part 5: Executive Committee

Powers of the Executive Committee

35. The Executive Committee, subject to the Act, the regulation, these Rules and any resolutions passed by the Association in general meeting:

35.1 shall control and manage the affairs of the Association;

35.2 may exercise all the functions that may be exercised by the Association other than those functions that are required by these Rules to be exercised by the Association in general meeting;

35.3 has power to perform all acts and do all things that appear to the Executive Committee to be necessary or desirable for the proper conduct, control and management of the Association and its affairs and in particular the Executive Committee may regulate:

35.3.1 the admission of members to membership of the Association;

35.3.2 the procedures at meetings of the Executive Committee and general meetings of the Association;

* + 1. the formation of any sub-committees including the composition, terms of reference and other related matters for the organisation of an event agreed by the Association;
    2. the duties and conduct of any persons appointed by the Association at the time in force to speak/ represent on behalf of the Association;
    3. the appointment of advisors;
    4. the procedures for responding to government policies, programs and related matters and media communication;
    5. all such matters as are commonly the subject matters for the proper conduct of the Association and are not expressly dealt with in these Rules.

Composition of Executive Committee

36. The Executive Committee shall consist of:

36.1 the Office Bearers of the Association; and

36.2 the Ordinary Committee Members which shall consist of no more than seven (7) members each of whom must be elected in accordance with these Rules.

36.3 The Office Bearers of the Association are:

36.3.1 the Chair;

36.3.2 two Deputy-Chairs, one of whom must be a woman;

36.3.3 the Treasurer,

36.3.4 the Secretary.

Secretary

47. The Secretary must keep minutes of:

47.1 all elections and appointments of Office Bearers and Ordinary Committee Members; and

47.2 the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting; and

47.3 all proceedings at Executive Committee meetings and general meetings.

48. Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

Treasurer

49. The Treasurer must:

49.1 collect and receive all amounts owing to the Association and make all payments authorised by the Association; and

49.2 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

Vacancies

51. For these Rules, a vacancy in the office of a member of the Executive Committee happens if the member:

51.1 dies; or

51.2 ceases to be a member of the Association; or

51.3 resigns the office; or

51.4 is removed from office pursuant to these Rules or the Act; or

51.5 becomes bankrupt under the Bankruptcy Act or insolvent under administration within the meaning of the Corporations Act; or

51.6 suffers from mental or physical incapacity; or

51.7 is disqualified from office under the Act; or

51.8 is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 months; or

51.9 has, in the opinion of the Executive Committee, a conflict of interest in acting as a member of the Executive Committee.

Removal of Executive Committee members

52. The Association in a general meeting may by resolution, subject to the Act, remove any member of the Executive Committee from the office of member of the Executive Committee before the end of the member’s term of office.

Executive Committee meetings

53. The Executive Committee must meet at least 3 times in each calendar year at the place and time that the Executive Committee may decide.

54. Additional meetings of the Executive Committee may be called any member of the Executive Committee.

55. Oral or written notice of a meeting of the Executive Committee must be given by the Secretary to each member of the Executive Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.

56. Notice of a meeting given under Rule 55 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Executive Committee members present at the meeting unanimously agree to treat as urgent business.

57. Any five (5) members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

58. No business may be transacted by the Executive Committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

59. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

60. At meetings of the Executive Committee:

60.1 the Chair or, in the absence of the Chair, the Deputy-Chair chosen by the Executive Committee presides; or

60.2 if the Chair and the Deputy-Chairs are absent or decline to preside, one of the remaining members of the Executive Committee may be chosen by the members present to preside.

Delegation by Executive Committee to sub-committee

61. The Executive Committee may, in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the Executive Committee considers appropriate) the exercise of the functions of the Executive Committee that are specified in the instrument, other than:

61.1 this power of delegation; and

61.2 a function that is a function imposed on the Executive Committee by the Act, by any other Territory law, or by resolution of the Association in general meeting.

62. A function, the exercise of which has been delegated to a sub-committee under these Rules may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

63. A delegation under these Rules may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, which may be specified in the instrument of delegation.

64. Despite any delegation under these Rules, the Executive Committee may continue to exercise any function delegated.

65. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under these Rules has the same force and effect as it would have if it had been done or suffered by the Executive Committee.

66. The Executive Committee may, in writing, revoke wholly or in part any delegation under these Rules.

67. A sub-committee may meet and adjourn, as it considers appropriate.

Voting and decisions

68. Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee are decided by a majority of the votes of members of the Executive Committee or sub-committee present at the meeting.

69. Each member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

70. Subject to Rule 57 above, the Executive Committee may act despite any vacancy on the Executive Committee.

71. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment of any member of the Executive Committee or sub-committee.

Disciplining of members

25. Where the Executive Committee is of the opinion that a member:

25.1 has persistently refused or neglected to comply with the Rules; or

25.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or

25.3 has been involved in conduct, derogatory to or contrary to the interests of the Association; or

25.4 has furnished false or misleading information in the member’s application for membership;

25.5 the Executive Committee may, by resolution:

25.5.1 expel the member from the Association; or

25.5.6 suspend the member from the rights and privileges of membership of the Association for such a period as the Executive Committee may decide.

26. A resolution of the Executive Committee is of no effect unless the Executive Committee, at a meeting held not earlier than 14 days and not later than 28 days after serving the member of a notice under these Rules, confirms the resolution in accordance with this Rule.

27. Where the Executive Committee passes a resolution under these Rules, the Secretary must, as soon as practicable, serve a written notice on the member by “certified mail” to the address of the member as it appears in the register of members:

27.1 setting out the resolution of the Executive Committee and the grounds on which it is based; and

27.2 stating that the member may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and

27.3 stating the date, place and time of that meeting; and

27.4 Informing the member that the member may do either or both of the following:

27.4.1 attend and speak at that meeting;

27.4.2 submit to the Executive Committee at or before the date of that meeting written representations relating to the resolution.

28. At a meeting of the Executive Committee mentioned in Rule 27 above, the Executive Committee must:

28.1 give to the member an opportunity to make oral representations; and

28.2 give due consideration to any written representations submitted to the Executive Committee by that member at or before the meeting; and

28.3 by resolution decide whether to confirm or to revoke the resolution of the Executive Committee made under Rule 27 above.

29. When the Executive Committee confirms a resolution under these Rules, the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member’s right of appeal.

30. A resolution confirmed by the committee under Rule 29 above does not take effect:

30.1 until the expiration of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or

30.2 where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with these Rules.

Right of Appeal of Disciplined Member

31. A member may appeal to the Association in general meeting against a resolution of the Executive Committee within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

32. On receipt of a notice under Rule 31 above, the Secretary must notify the Executive Committee, which must call a general meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.

33. At a general meeting of the Association convened under Rule 32 above:

33.1 no business other than the question of the appeal may be transacted; and

33.2 the Executive Committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

33.3 the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

34. If the meeting passes a special resolution in favour of the confirmation of the resolution made under Rule 29, that resolution is confirmed and is final.

**Relevant Extracts of**

**Part 4: Management**

**57 Public officer**

(1) An incorporated association must have a public officer.

(2) A person is not eligible to be the public officer of an incorporated association unless the person resides in the ACT and is at least 18 years of age.

(3) The public officer of an incorporated association may, unless the rules of the association otherwise provide, hold any office of the association in addition to the office of public officer.

(4) An act of the public officer of an incorporated association is not taken to be invalid only because—

(a) there is a defect in the public officer’s appointment; or

(b) the public officer was not eligible to be the public officer under subsection (2); or

(c) the office of the public officer was, at the time of the act, taken to be vacant under section 64 (2).

**60 Committee**

(1) An incorporated association must have a committee of at least 3 members of the association.

(2) The committee of an incorporated association has the management of the association.

**62 Notice of changes in committee**

(1) If—

(a) a person becomes a member (other than an inaugural member) of the committee of an incorporated association; or

(b) the office of a member of the committee of an incorporated association becomes vacant; or

(c) a member of the committee of an incorporated association changes the member’s address;

the association must, not later than 1 month after the occurrence of the event referred to in paragraph (a), (b) or (c), lodge with the registrar-general notice of the occurrence.

Maximum penalty: 1 penalty unit.

(2) If a member of the committee of an incorporated association changes the member’s address the member must, within 1 month after the change occurred, notify the association of the change.

Maximum penalty: 1 penalty unit.

**63 Disqualification from office––convictions or bankruptcy**

(1) A person who has been convicted, whether in or outside the ACT, of—

(a) an indictable offence in relation to the promotion, formation or management of a body corporate; or

(b) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more;

must not, within the period of 5 years after the person was convicted or released from imprisonment for the offence, whichever is later, without leave of the Supreme Court, accept an appointment or act as the public officer or a member of the committee of an incorporated association.

Maximum penalty: 50 penalty units, imprisonment for 6 months or both.

(2) A person who is bankrupt or personally insolvent must not, without leave of the Supreme Court, accept an appointment or act as the public officer or a member of the committee of an incorporated association.

Maximum penalty: 50 penalty units, imprisonment for 6 months or both.

(3) A person referred to in subsection (1) may apply to the Supreme Court for leave to accept an appointment or to act as the public officer or a member of the committee of an incorporated association.

(4) A person referred to in subsection (2) may apply to the Supreme Court for leave to accept an appointment or to act as the public officer or a member of the committee of an association.

(5) A person intending to make an application under subsection (3) or (4) must lodge with the registrar-general at least 21 days notice of intention to make the application.

(6) On hearing an application under subsection (3) or (4), the Supreme Court may grant or refuse to grant the applicant leave to accept an appointment or to act as the public officer or a member of the committee of an incorporated association, and may, when granting leave, make the grant subject to any conditions or limitations the court thinks fit.

(7) On the application of the registrar-general, the Supreme Court may revoke or vary leave granted to a person by the court under subsection (6).

(8) A person must not contravene the requirements of any conditions or limitations included in a grant of leave under subsection (6).

Maximum penalty: 50 penalty units, imprisonment for 6 months or both.

**63A Disqualification from office––noncompliance with Act**

(1) This section applies if the registrar-general is satisfied that––

(a) a person is, or has been, the public officer or a committee member of an incorporated association; and

(b) the person or the association has failed to comply with this Act.

(2) The registrar-general may apply to the ACAT for an order to disqualify the office-holder.

(3) On application under subsection (2), the ACAT may make an order disqualifying the person from being the public officer or a committee member of an incorporated association for the period the ACAT considers appropriate if satisfied that––

(a) either—

(i) the person has failed to comply with this Act; or

(ii) while the person was the public officer or a committee member of an incorporated association, the association failed to comply with this Act; and

(b) having regard to the extent of the noncompliance, the disqualification is justified.

(4) The ACAT may revoke the order on the application of the person against whom the order was made.

**65 Disclosure of committee member’s interest**

(1) If a member of the committee of an incorporated association has any direct or indirect pecuniary interest in a contract or proposed contract to which the association is or may be a party, the committee member must—

(a) as soon as the interest becomes apparent to the member, disclose the nature and extent of the interest to the committee; and

(b) disclose the nature and extent of the interest at the next general meeting of the association.

Maximum penalty: 20 penalty units.

(2) A member of the committee of an incorporated association who has an interest in a contract or proposed contract referred to in subsection (1) must not take part in making any decision in relation to the contract or proposed contract, but may, subject to this section and section 66, participate in any deliberations of the committee in relation to the contract or proposed contract.

Maximum penalty: 20 penalty units.

(3) Subsection (1) does not apply in relation to a member of the committee of an incorporated association in relation to an interest in a contract or proposed contract that arises only because the committee member is an employee of the association.

(4) If a member of the committee of an incorporated association discloses an interest in a contract or proposed contract in accordance with subsection (1), or has an interest in a contract or proposed contract of the kind referred to in subsection (3)—

(a) the contract is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the committee member and the association; and

(b) the committee member is not liable to account for any profits derived by the member from the contract or proposed contract.

(5) A person who contravenes a provision of this section is liable to the association for any profit made by that person or any other person, and any damage or loss suffered by the association, as a result of that contravention.

**Part 5: Accounts, audit and annual returns**

**71 Accounting records**

An incorporated association must—

(a) keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the association; and

(b) keep its accounting records in such a way that—

(i) true and fair accounts of the association can be prepared from time to time; and

(ii) a statement of the accounts of the association can conveniently and properly be audited in accordance with this part; and

(c) retain its accounting records for at least 7 years after the transactions to which they relate were completed.

**Part 9: Offences and related matters**

**108 Offences by officers of associations etc**

(1) A member of the committee of an incorporated association who knowingly fails to take all reasonable steps to ensure that the association has complied or is complying with this Act or with a condition imposed on the association under this Act commits an offence.

Maximum penalty: 5 penalty units.

(2) An officer of an incorporated association, or an incorporated association, who or that contravenes a condition imposed on the association under this Act by the registrar-general or the Minister commits an offence.

Maximum penalty: 10 penalty units.

(3) Proceedings for an offence against this section may be instituted against an officer of an incorporated association, and the officer may be convicted of the offence, whether or not proceedings in relation to the offence have been instituted against the association or the association has been convicted of an offence related to the first mentioned offence.

(4) Nothing in this section is taken to affect the liability of an incorporated association in relation to an offence committed by the association against this Act.

**109 Offence—trade or pecuniary gain**

(1) An incorporated association must not, as trustee or otherwise, trade or secure pecuniary gain for its members.

Maximum penalty: 50 penalty units.

(2) Subsection (1) does not apply to an association incorporated under a declaration under section 15 (1).

**110 Liability of members**

If, under section 108 (1), a member or members of the committee of an incorporated association commit an offence in relation to a failure of the association to comply with section 109, the member or members is or are respectively liable, **or jointly and severally liable**, for any debt or liability incurred by the association because of the commission of the offence.

1. See section 35,3.5 of the CMCF Constitution, which provides for the Executive Committee to regulate and appoint advisors. [↑](#footnote-ref-1)
2. See section 35, 3.3 and 61-67 of the CMCF Constitution, which provides for the Executive Committee to regulate and delegate to a sub-committee. [↑](#footnote-ref-2)