



**Stronger organisations  
Working together**

**Being A Great Minute  
Taker, Secretary or  
Contact Person.**

## Key words and concepts

**Agenda** A list or outline of what will be talked about in a meeting.  
Topics are listed in the order in which they will be discussed.  
The list may be numbered so agenda items can be referred to by their number.

**Apology** Telling the organisers or other Directors you cannot get to a meeting.

**CATSI Act** The Corporations (Aboriginal and Torres Strait Islanders) Act, 2006.

A Law passed by the Commonwealth of Australia. The law created the Office of the Register of Indigenous Corporations (ORIC) and regulates Aboriginal and Torres Strait Islander Corporations.

**Minutes** Short notes that give a written record of what was discussed at a meeting.

Minutes start with the name of the meeting, where it is, the date and time, who is present and any apologies. Minutes then give an overview of each topic discussed and the decisions taken.

Minutes do not normally give names of who said what during discussion. They do record names of people who move and second “motions”, & people who ask to withdraw or abstain from a discussion or decision.

**Motion** A proposal put to a Board or Committee for discussion and decision by vote in a formal manner. One person must propose the motion, and a second person must “second” it. After discussion there is a formal vote.

If no-one seconds a motion it is invalid and lapses.

Boards and committees can also make general decisions by agreement or consensus. These may not need a mover, seconder and formal vote.

**Proxy or Alternate Member** A person who is given full right to be at a meeting and to vote and make decisions on behalf of someone else.

Some corporations need a signed form to recognise a person’s proxy vote or alternate member right. This is kept with the minutes.

**Objectives or Purpose** The Rule Book of a Corporation or Association starts with a statement of the Corporations name, then the rules say what the Corporation is set up to do. These statements summarise the objectives or purpose of a Corporation.

**ORIC** Office of the Register of Indigenous Corporations. This Office supports and regulates Indigenous Corporations. The ORIC website [www.oric.gov.au](http://www.oric.gov.au) provides information and advice on how to start and run a corporation. ORIC also provides training workshops and webinars to Indigenous Corporations and their Directors.

**Rule Book or Constitution** All registered Aboriginal Corporations and Incorporated Associations have a book of rules the Corporation will follow. A copy of Aboriginal Corporations’ registered Rule Book is on the ORIC website.

**Small, medium or large corporation** - The ORIC rules describe Aboriginal Corporations as small, medium or large depending on the amount of money they receive, how many staff they have or the value of the assets they own. More detail is given at the end of this handout.

### Minutes and agenda papers

Unless an Aboriginal Corporation's rule book gives specific directions **any 1 or more** directors can:

- Call a meeting
- Prepare an agenda
- Send out papers before a board meeting
- Keep minutes and records either in writing or as a recording

**Minutes must be stored at the registered office of a large Aboriginal Corporation or at the document access address of a small or medium Aboriginal Corporation.**

### Contact person and secretary

For a small or medium Aboriginal Corporation the **Contact Person** is the formal contact point for the organisation. The contact person should pass all communications (letters, emails, phone calls and messages) to at least 1 director within 14 days of receiving them.

- There are no other formal expectations of the contact person.
- A contact person is usually not considered an "officer" of the Corporation.
- The contact person does not have to be a director. However, if ORIC cannot contact the contact person the Registrar can decide that a director is the contact person.
- The contact person must be over 18 years old.

Large Aboriginal Corporations have a **Secretary**. A secretary has greater legal responsibilities and is considered an "officer" of the corporation. A secretary's duties are to:

- a) Be the formal contact point, and pass all communications (letters, emails, phone calls and messages) to the directors within 14 days of receiving them.
- b) Have a registered office
- c) Lodge with ORIC
  - copies of any rule changes
  - any change of name details
  - change of address of registered office
  - Director and Secretary details (name, address etc.)
  - Copies of annual reports – general, financial and Directors' annual reports

The Secretary or Contact Person does not need to be a Director. It can be an organisation like KLC. Some organisations register their Manager or CEO as contact person.

#### Why the difference between small and large corporations?

ORIC guidelines say that a large Corporation is likely to need help and a dedicated person to meet its legal responsibilities. While in small or medium Corporations the Directors should be able to meet their Corporation's responsibilities.

## For Incorporated Associations

Some organisations are incorporated under WA State law rather than the CATSI Act. Locally, these include Wunan Foundation Inc., EKJP Inc., or the Halls Creek Basketball Association Inc. These organisations are known as Incorporated Associations.

The Secretary has a very different role in Incorporated Associations.

### Secretary

Unless an association's rule book gives other specific directions, the Secretary is an elected Board member whose duties are to

- a. deal with the Association's correspondence.
- b. consult with the chairperson about the agenda for committee meetings and general meetings.
- c. prepare and send out meeting notices and agenda papers.
- d. maintain the register of members, and record in the register changes in the membership.
- e. maintain an up-to-date copy of the association's rules.
- f. maintain a record of committee members and persons authorised to act on behalf of the Association.
- g. ensure the safe custody of the records of the Association, other than financial records, financial statements & financial reports.
- h. **maintain full and accurate minutes of committee meetings and general meetings.**
- i. carry out any other duty given to the secretary under the organisation's rules or by the committee.

The Secretary can delegate some of these tasks to employees – often the Manager or CEO. But the Secretary remains responsible to check that all these tasks are properly done.

### **Why the difference between Aboriginal Corporations and Associations?**

No reason. It is just the way things are. The CATSI Act comes under the Federal Government. Associations Regulations are under the WA Government. The Regulations are different.

## Keeping records of meetings

Aboriginal Corporations and Incorporated Associations have the same requirements for keeping meeting records.

Meeting records should include	Aboriginal Corporations	Incorporated Associations
The corporation's name and corporation number	●	●
Description of type of meeting – directors, general, AGM	●	●
Notice of meeting	●	●
Agenda	●	*
Date, time and place of meeting	●	●
Attendance and apologies	●	●
Name of chairperson (and secretary if appointed at meeting)	●	●
Name of any proxy or alternative directors attending	●	●
Business matters discussed	●	●
Personal or conflict of interests Directors disclose	●	●
Review of previous minutes and follow up actions taken	●	●
Correspondence received and actions taken	●	●
Reports tabled	●	●
Decisions made	●	●
Resolutions adopted	●	●
Decision on next meeting date, time, venue	●	●

**Incorporated Associations** this is the responsibility of the Secretary.

**Aboriginal Corporations** records must be kept at the registered contact address. But who keeps the records depends on the rules of each Corporation, or a decision of its Directors or Chairperson. Sometimes different people are asked to take records at each meeting.

## Other records you should keep

There are many other records that Aboriginal Corporations and Incorporated Associations must keep.

In general members have a legal right to access

- the register of members,
- record of office holders and the
- Rules or Constitution of the organisation.

Members have right of access to minutes of general meetings. All Directors have right of access to Board minutes.

Other records that should be kept	Aboriginal Corporations	Incorporated Associations
Certificate of Incorporation (and ABN if you have one)	●	●
A copy of your rule book (1)	●	●
Register of members and former members (1)	●	●
Details of your directors, secretary &/or contact person (1)	●	●
Minutes of meetings – including agenda & briefing paper	●	●
Financial records and bank reconciliations (for 7 years)	●	●
Copies of contracts & legal documents	●	●
Copies of reports lodged with ORIC.	●	
If you have employees – employment records	●	●
Register of assets (If you have assets)	●	●

The registered name of your corporation or Association and your ICN/ACN should be on all public documents, formal documents, correspondence and financial reports.

## Writing the minutes

- a) Use simple clear language.
- b) Record who is present, and any apologies.
- c) A motion is a formal decision. If not clear what to write, ask the chairman and the directors to repeat what was said or discuss further. Record both the mover and the seconder, and any changes moved by others.
- d) Less formal resolutions and decisions can be recorded by writing "*it was agreed that*" or "*It was decided that...*"
- e) Record the names of the people responsible for acting on a decision. If you don't there is a risk nothing will happen, or you will have to do it.
- f) When reviewing the minutes of the last meeting, do not re-open the discussions from the last meeting or try to change a decision. Just review the accuracy of the minutes.

## ORIC requirements for keeping minutes

- a) An Aboriginal Corporation can keep minutes **in writing** (handwriting or typed) or **using an audio or video recording**. If an audio or video recording each person attending must state their name on the recording.
- b) Minutes can be kept electronically or on paper or both. A printed copy should be in the Corporation's Minute Book.
- c) The minutes do not need to be in English. Use the language of your choice. But if a member asks, they must be translated into English.
- d) The minute taker drafts the minutes. The chairperson reviews the minutes and signs them to show they are a true record before they are put in the "minute book". If minutes are recorded the chairperson still confirms the minutes.
- e) At the next meeting all the directors or members present review the minutes and confirm they are a correct record of the meeting. Any changes need to be recorded or included in the written minutes.
- f) Directors have access to all minutes of Director's meetings.
- g) Members have access to all minutes of General meetings.
- h) Access by anyone else depends on the rules of the Corporation.

What is expected of Incorporated Associations is similar. However, for associations the minutes must be in writing and must be in English.

Corporation / Association Name

ICN or ACN

**Date:**

**Place you will meet:**

**Time meeting starts:** *Write time*

Agenda item 1: Welcome, attendees and apologies

Agenda item 2: Declaration of directors' interests or any conflict of interest.

Agenda item 3: Confirm Minutes of previous meeting and report on actions and business arising from the previous meeting.

Agenda item 4: Confirm any decisions made by Directors outside of a meeting.

Agenda item 5 – Corporation reports -

- CEO or Chairman to update to the Board on activities since the last meeting.
- Financial reports.
- Operational reports

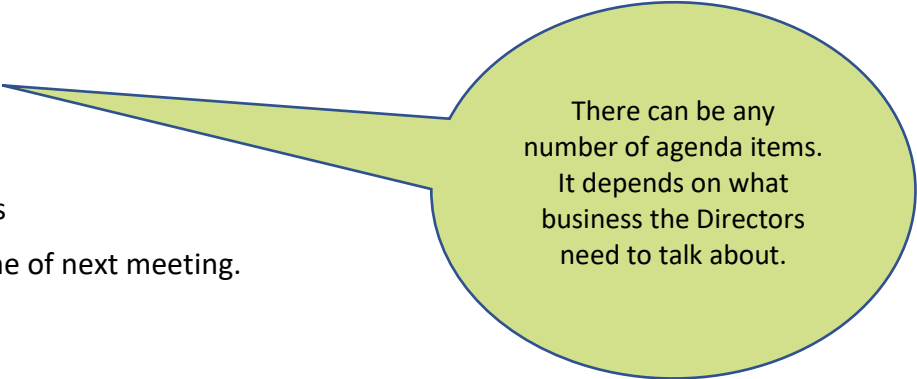
Agenda item 6. ....

Agenda item 7. ....

Agenda item 8. ....

Agenda item X. Any other business

Agenda item X Date, place and time of next meeting.



There can be any number of agenda items. It depends on what business the Directors need to talk about.



Corporation / Association Name

ICN or ACN

Date:

Place of meeting:

Time meeting started:

Chairperson:

Minute taker:

Agenda item 1: Welcome, attendees and apologies

<b>People Present</b>	In person:  Over phone or internet:
<b>Apologies</b>	
<b>Alternate members or proxies</b>	<i>Name and who they are representing. Collect any signed proxy forms.</i>
<b>Invited guests</b>	

<b>Agenda item 2: Conflicts of interest noted</b>	
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<b>Agenda item 3: Agree on Agenda</b>	<i>Record any changes to agenda.</i> Agreement to the agenda Moved: <i>name</i> Seconded: <i>name</i> Agreed or not?
<b>Agenda item 4: Review and confirm minutes of previous meeting</b>	<i>Changes noted.</i>  Minutes confirmed a true record of the meeting on <i>date</i> . Moved: <i>name</i> Seconded: <i>name</i> Agreed or not?

<b>Reports on business arising from the minutes of the previous meeting?</b>	<i>Directors &amp; staff report on progress on decisions made at the last meeting</i>	<i>Follow-up actions. By whom?</i>
<b>Agenda item 5: Corporation Reports Received (If any)</b>	<i>Depends on the organisation. There might be a CEO's Report, a Financial Report, a Project Report etc.</i>	

**New Business**

<b>Discussion/outcomes</b>	<b>Person responsible for action/follow up</b>	<b>Due date</b>
<u>Agenda item</u>  Action/Decision  If formal motion: <i>Moved: name Secoded: name Agreed or not?</i>		
<u>Agenda item</u>  Action/Decision  If formal motion: <i>Moved: name Secoded: name Agreed or not?</i>		
Date and time of next meeting		

Members absent for part of the meeting or who left early	
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Time meeting closed:

Confirmation of the minutes as a true record of the meeting

.....  
(signature)

.....  
(name)

.....  
(date)

**An Aboriginal Corporation's Board appoints a Contact Person or Secretary**

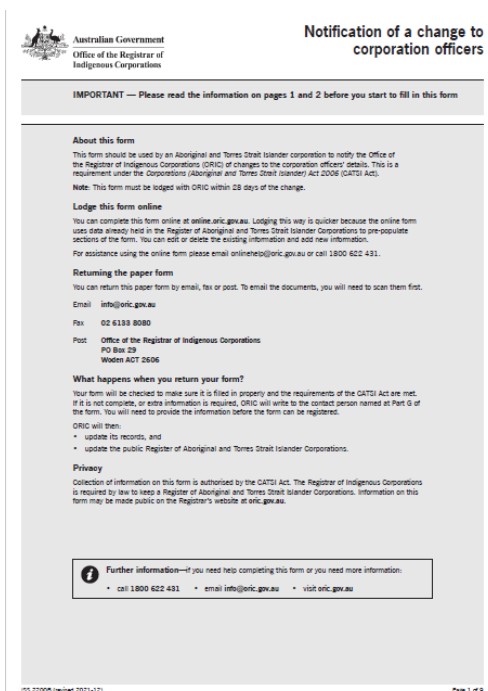
If a contact person or secretary resigns the Corporation is to inform ORIC within 28 days.

The Board is responsible to appoint a new contact person or secretary.

- Any new person must give the Corporation a signed consent form before they can be appointed.
- ORIC must be advised of the new appointment within 28 days.

There are 2 ways to advise ORIC of change of contact person or secretary

1. Use ORICs online portal <https://online.oric.gov.au/UserLogin.aspx?ReturnUrl=%2f> . To do this you must be a Director and have a user name and password to register to use the portal.
2. Post ORIC a signed “Notification of a change to corporation officers” form.
3. Phone ORIC if you need advice on filling up the form. **1800 622 431**—This is not a free call from mobiles!



The image shows a form titled "Notification of a change to corporation officers" from the Australian Government Office of the Registrar of Indigenous Corporations. The form includes sections for "About this form", "Lodge this form online", "Returning the paper form", "What happens when you return your form?", and "Privacy". It also provides contact information for ORIC, including email, fax, and postal address. A footer note indicates the form was revised in 2021.

**Australian Government**  
Office of the Registrar of  
Indigenous Corporations

**Notification of a change to  
corporation officers**

**IMPORTANT** — Please read the information on pages 1 and 2 before you start to fill in this form

**About this form**  
This form should be used by an Aboriginal and Torres Strait Islander corporation to notify the Office of the Registrar of Indigenous Corporations (ORIC) of changes to the corporation officers' details. This is a requirement under the Corporations (Aboriginal and Torres Strait Islander) Act 2008 (CATSI Act).  
Note: This form must be lodged with ORIC within 28 days of the change.

**Lodge this form online**  
You can complete this form online at [online.oric.gov.au](https://online.oric.gov.au). Lodging this way is quicker because the online form uses data already held in the Register of Aboriginal and Torres Strait Islander Corporations to pre-populate sections of the form. You can edit or delete the existing information and add new information.  
For assistance using the online form please email [onlinehelp@oric.gov.au](mailto:onlinehelp@oric.gov.au) or call 1800 622 431.

**Returning the paper form**  
You can return this paper form by email, fax or post. To email the documents, you will need to scan them first.  
Email: [info@oric.gov.au](mailto:info@oric.gov.au)  
Fax: 02 6133 8080  
Post: Office of the Registrar of Indigenous Corporations  
PO Box 29  
Woden ACT 2606

**What happens when you return your form?**  
Your form will be checked to make sure it is filled in properly and the requirements of the CATSI Act are met. If it is not complete, or extra information is required, ORIC will write to the contact person named at Part G of this form. You will need to provide the information before the form can be registered.  
ORIC will then:  
• update its records, and  
• update the public Register of Aboriginal and Torres Strait Islander Corporations.

**Privacy**  
Collection of information on this form is authorised by the CATSI Act. The Registrar of Indigenous Corporations is required by law to keep a Register of Aboriginal and Torres Strait Islander Corporations. Information on this form may be made public on the Registrar's website at [oric.gov.au](http://oric.gov.au).

**Further information**—if you need help completing this form or you need more information:  
• call 1800 622 431 • email [info@oric.gov.au](mailto:info@oric.gov.au) • visit [oric.gov.au](http://oric.gov.au)

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**General Tip # 1: Good minute takers are good listeners**

To be a good minute taker you must be a good listener. It can be hard to focus on the minutes if you are talking a lot. Similarly, if you are distracted by phones or something happening outside, you might miss something you need to write down.

### General Tip # 2: Ask the Chairman to help

It can be hard to know what to write if there are 2 or 3 people talking at the same time. You cannot listen to several conversations. You might not know which is the correct one to report. This is where the Chairman is important.

The Chairman manages the meeting. The Chairman should make sure

- the meeting follows the agenda,
- that only one Director talks at a time, and
- that Directors and members don't start talking about other things during the meeting.

This is not easy. It can be hard (personally and culturally) to ask some people to stop talking. Any time you do not know what to record, ask the Chairman to explain OR to call the meeting to order.

### Tip # 3: Keep a summary of important decisions

Keep a summary of important policy and decisions made in meetings. The summary

- helps avoid going over the same issues again and again
- helps you check on and remember decisions made in earlier meetings.
- helps to brief new Directors joining the Board.

I use a table a bit like this ....

Topic	Issue or Decision made	Meeting date	Who is responsible?
Finance	Authorised \$100 petty cash on a Post Office Everyday Cash Card	15 Oct 2021	Treasurer Jenny
Membership	Everyone applying for membership must provide a family tree	15 Dec 20	Whole Committee
Membership	Membership fee lifted to \$25 per year	23 April 2019	Chairperson to tell all members

### Tip # 4: Safely storing your documents & computer files

A box of minutes and records is one filing option. It has weaknesses. It gets lost when people move house or go to Perth for a few months. Cockroaches, kids, dogs can get to them. This year's Directors forget to pass the box to next year's Directors.

If you have a registered office or your contact person has space, a filing cabinet is better.

Saving minutes on a computer is good, but it is important to have backups in case the computer dies.

If you have good internet access the modern option is to store a copy in the "internet cloud". Microsoft OneDrive, Google Drive or Dropbox are a couple of common internet based file storage spaces. Maybe your smart phone already stores your photos in the "internet cloud".

Medium and Large Corporations will already be using cloud-based software that includes file storage and backups. For small organisations Google Drive, and Dropbox provide some storage space for free. If you have a Microsoft Office 365 license you get 1 TB Microsoft OneDrive storage as part of your software!

Whichever filing system you use, someone needs to do the filing. This is often the weak point.



### Tip # 5: Take a big picture look at your Corporation's governance

A corporation has a purpose (set out in its rules) and membership.

From time to time every Board should review itself and its organisation.

Is the organisation's purpose still relevant to your members? Have things changed?

Is the organisation achieving its purpose or are you distracted and just caught up in paperwork?

Is the Board committed to the organisation achieving its purpose?

Are the Corporation rules, policies and processes fit for purpose? What has changed? Is there a better way of doing things?

It is good to review, reflect and update every 2 years or so.



## Some key concepts


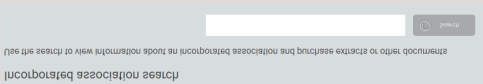
### Is it an Aboriginal Corporation, an Incorporated Association or a Corporation?

Western Australia Law	Commonwealth / Federal Law	
<b>W.A. Associations Incorporation Act 2015</b>	<b>Corporations (Aboriginal and Torres Strait Islander) Act 2006</b>	<b>Corporations Act 2001</b>
Incorporated Associations and Clubs	Aboriginal Corporations	Corporations Act
Wunan Foundation Inc. Halls Creek Community Care Inc. Kimberley Group Training Inc. EKJP Inc. Halls Creek Basketball Association Inc.	Thalngarr Ngarriny Aboriginal Corporation Jungarni-Jutiya Indigenous Corporation Nirrumbuk Aboriginal Corporation	Kimberley Aboriginal Medical Services Ltd Nirrumbuk Environmental Health and Services Pty Ltd Gelganyem Ltd
Name: Incorporated Letters after name: Inc Reference number: IARN or IA (Incorporated Association Reference Number)	Name: Aboriginal Corporation or Indigenous Corporation. Letters after name: AC Reference number: ICN (Indigenous Corporation Number)	Name: Limited or Proprietary Limited. Letters after name: Ltd Reference number: ACN (Australian Company Number)

### Size of an Aboriginal Corporation

Small Aboriginal Corporations	Medium Aboriginal Corporations	Large Aboriginal Corporations
At least 2 of the following <ul style="list-style-type: none"> <li>Income &lt; \$100,000 per year</li> <li>Gross assets &lt; \$100,000</li> <li>&lt;5 employees</li> </ul>	At least 2 of the following <ul style="list-style-type: none"> <li>income between \$100,000 and \$5 million</li> <li>gross assets between \$100,000 and \$2.5 million</li> <li>5 to 24 employees</li> </ul>	At least 2 of the following <ul style="list-style-type: none"> <li>Consolidated income &gt; \$5 million</li> <li>Gross assets &gt; \$2.5 million</li> <li>More than 24 employees</li> </ul>

## Where to find copies of your corporation's rules, office bearers & reports.

Aboriginal Corporations	Incorporated Associations
<p>Office of the Registrar of Aboriginal Corporations ORIC <a href="https://www.oric.gov.au/">https://www.oric.gov.au/</a></p>	<p><b>WA Department of Mines, Industry Regulation &amp; Safety</b> <a href="https://associations.commerce.wa.gov.au/associations/public/publicHomePage.jsp">https://associations.commerce.wa.gov.au/associations/public/publicHomePage.jsp</a></p>
<p>Halfway down the left-hand side of the screen</p>  <p>Enter your organisation's name and you can access a Corporation's Formal documents. These include the Rule Book, all the reports to ORIC, and forms submitted when changing Directors or Contact Person's details.</p>	<p>Near the bottom of the page is a search box</p>  <p>Note: the WA Government charges fees to download information, and a lot of information is restricted access.</p> <p>Not as easy as ORIC.</p>