



Community Sector Secretaries Course

Session one: Organisational compliance

Presenter: Annabel Rattigan, ICDA

A little bit
about
me....

Annabel
Rattigan

- 20+ years' experience in community sector
- Current board member and former board Secretary
- Facilitator of ICDA, Diploma of Governance
- ICF accredited ADHD coach



Program approach

Session 1: Organisational compliance

Session 2: Keeping the board on track

Session 3: Supporting inclusion and accessibility

Community of Practice

Use the chat function in zoom

Swap details in breakouts

Set up your own whatsapp group

[Join the Not-for-profit Happy Hour](#)

[Facebook Group](#)

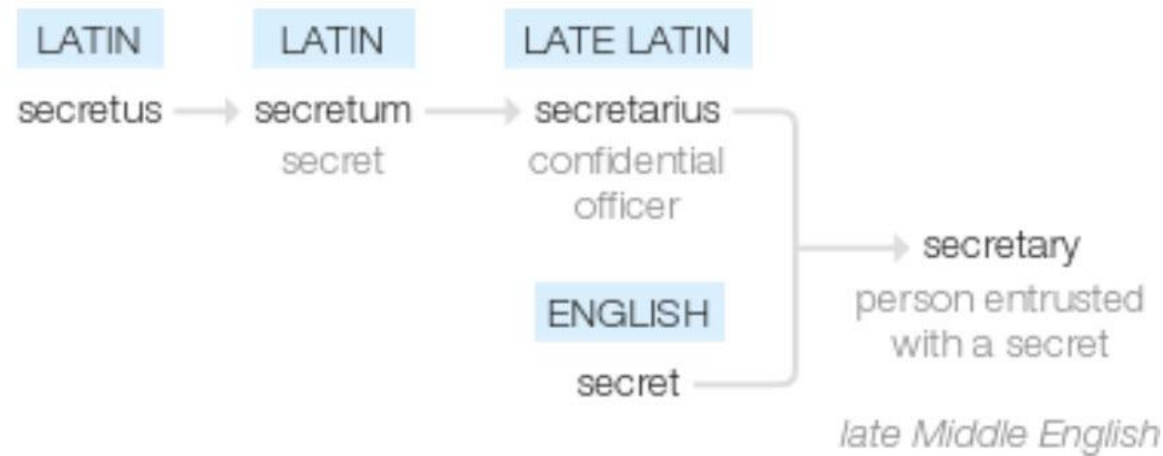


Based on Allan, B. (2008). Knowledge creation within a community of practice



A walk through secretarial history .. In the western world at least!

Origin



late Middle English (originally in the sense ‘person entrusted with a secret’): from late Latin *secretarius* ‘confidential officer’, from Latin *secretum* ‘secret’, neuter of *secretus* (see secret).

The modern(ish) secretary



sec·re·tary

['sekɹɪ(ə)ri]

noun

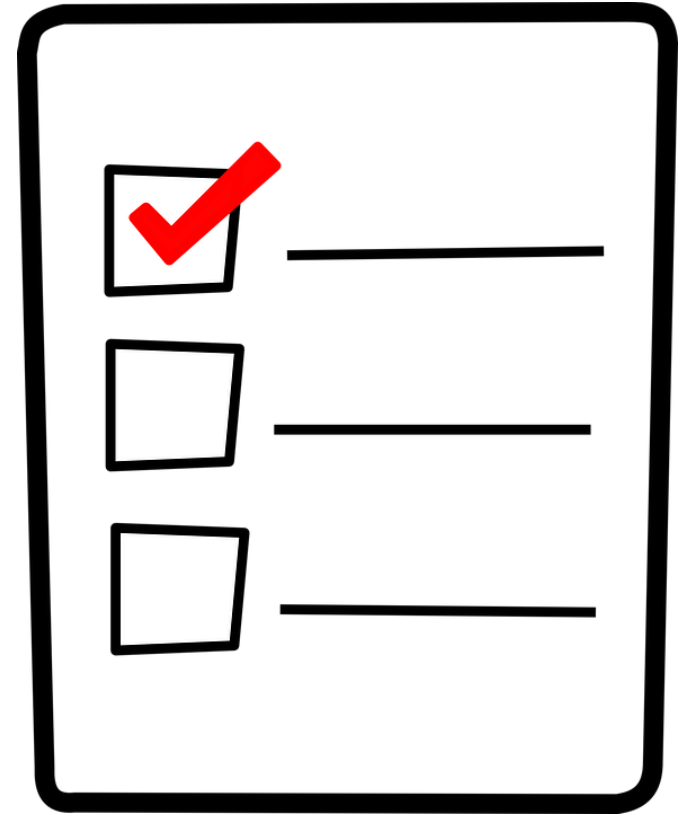
a person employed by an individual or in an office to assist with correspondence, make appointments, and carry out administrative tasks:

an official of a society or other organization who conducts its correspondence and keeps its records:

the principal assistant of a UK government minister or ambassador:

An ideal secretary...

- Understands governance obligations
- Is good at admin
- Is organised and prepared
- Has a good memory and isn't afraid to use it
- Can multitask

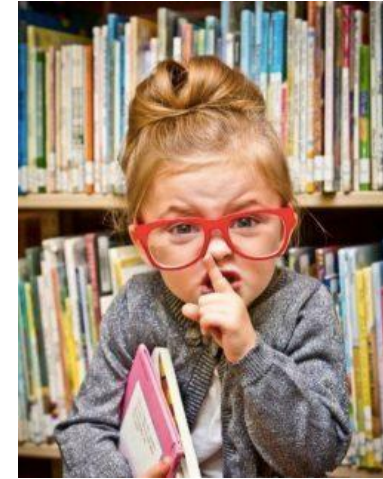


Introductions and name your group

Introduce yourselves,
your organisation
and answer 'why this
course?'



Secretaries Skillset



Your role as secretary

Responsibilities include:

Governance and compliance

- ASIC
- ACNC
- ORIC
- State based regulator

Communicate with and support the CEO

- Communication flow
- Effective info to the board
- Timely direction from the board

Prepare the board pack

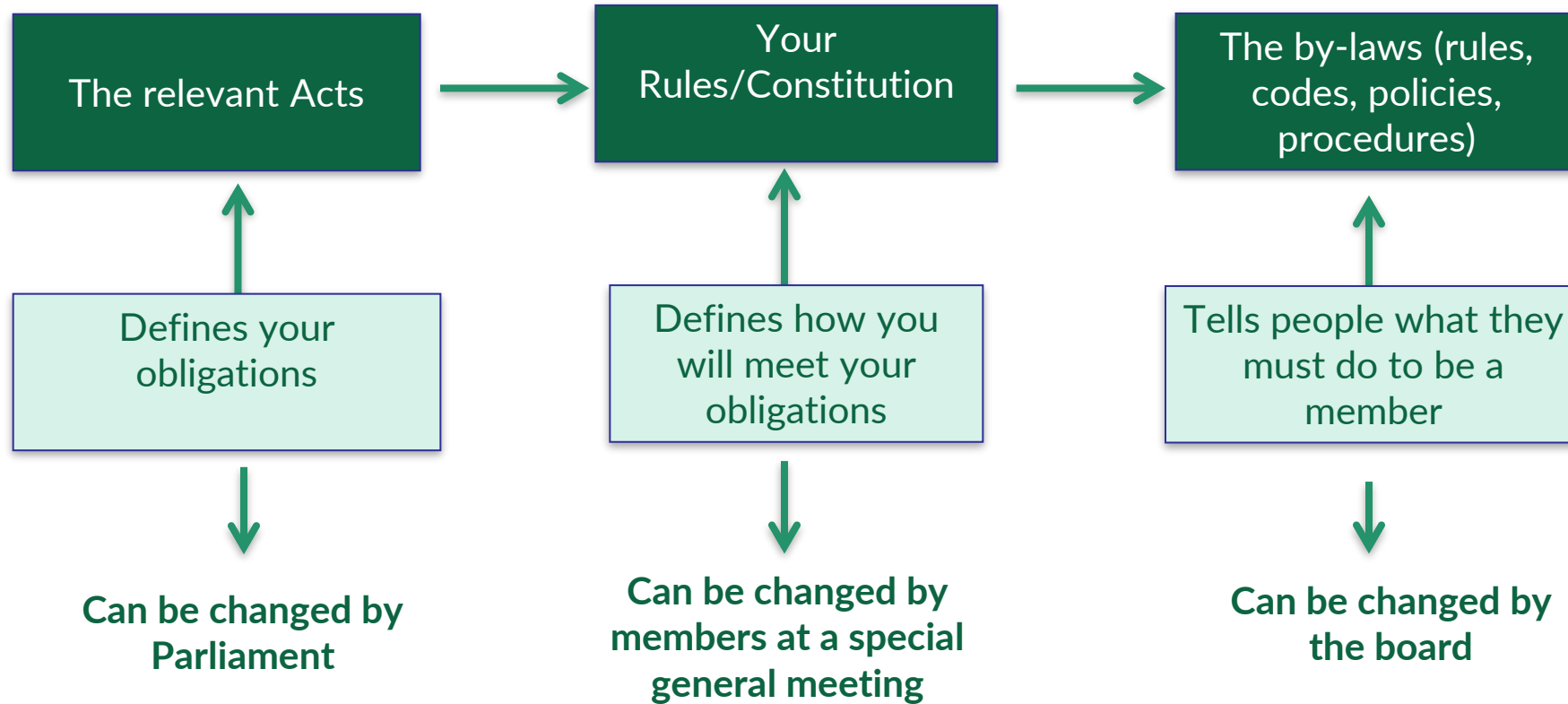
- Prioritise and minimise papers
- Accessibility
- Strategic focus



Organisational Legal Structures

Structure	Focus	Owners	Regulator
Unincorporated association	NFP	Individuals	None
Incorporated association	NFP	Members	State/territory government departments eg. Consumer Affairs
Co-operative	NFP/Profit	Members	State/territory government departments
Company limited by guarantee	NFP	Members	ASIC (and ACNC if a charity)
Indigenous Corporation	NFP/Profit	Members/shareholders	ORIC
Statutory organisation	NFP	Parliament (state/federal)	Parliament

One organisation, three governing instruments



Did you know? The Secretary....

- must consent to being appointed
- must be at least 18 years of age
- must be resident in Australia
- doesn't have to be a member of the board, although in small NFPs that's the norm
- can be the CEO, if the constitution allows it, or another employee
- in a company limited by guarantee, the company secretary can even be someone hired in from outside

47(2) The Secretary must—

maintain the register of members in accordance with rule 18; and

keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and

subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

perform any other duty or function imposed on the Secretary by these Rules.

What do we mean by
compliance?

Name _____

Signature _____

Date _____

Internal compliance

- Maintaining and enforcing the constitution
- Supporting good governance
- Maintaining accurate records
- Monitoring internal controls
- Ensuring alignment with the mission



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External compliance

- Manages statutory reporting
 - ACNC
 - State regulators
 - ASIC
- Keeps registers current Monitors legal obligations
- Supports funding accountability
- Coordinates audits
- Ad hoc reporting to regulator

COMPANY ANNUAL
REPORTS



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Legal tasks

The main tasks and legal obligations of the secretary are contained in:

- the Act and the Regulations for CLG or Incorp Assoc
- the rules/constitution
- the organisation's policies and procedures and
- other legislation (eg OHS, child safety laws etc)
- the ACNC Act (if a registered charity, CLG PBI etc)

Same as other board members:

- Duty to act in best interests
- Duty to exercise powers for proper purposes
- Duty of care and diligence



Breakout rooms: Understanding Your Rules

**Choose someone to:
Facilitate
Take notes and report
back**

Discuss your rules/constitution:

- Who can be a secretary?
- Do we have to have one?
- Do they have to be on the board – check your rules
- How are they appointed?
- Can they be removed?



10 min screen break



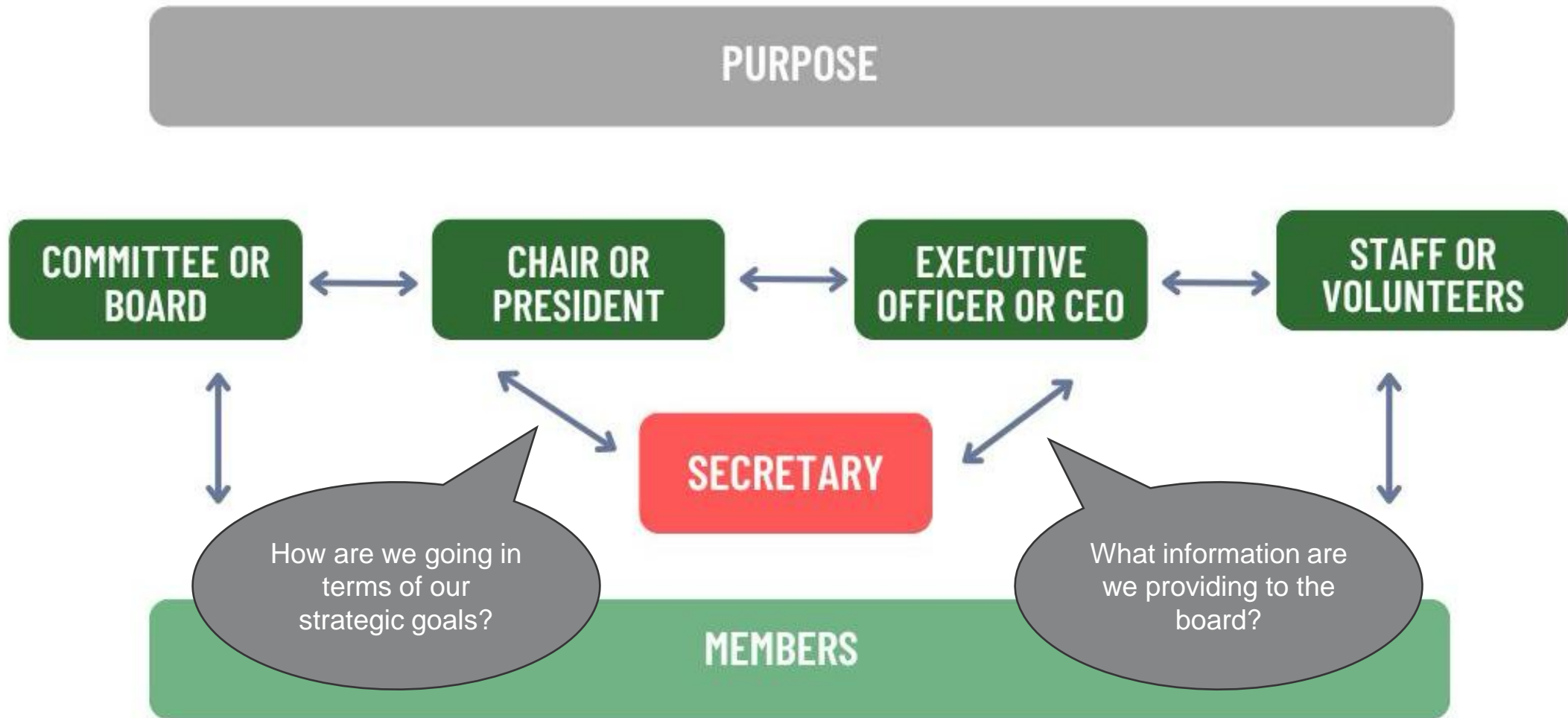
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Group discussion

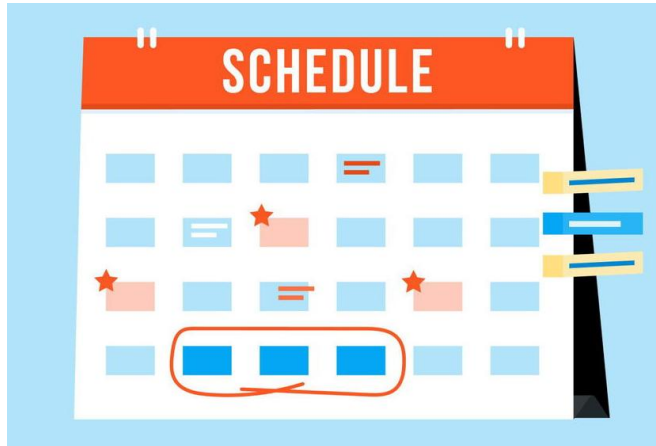
How can secretaries support the chair in leading the organisation?

How can secretaries support the CEO in leading the organisation?

Share your examples or strategies



Being an effective secretary



Breakout room discussion

Choose someone to
Facilitate
Take notes and report
back



Share ideas on how to be an
effective secretary.

Consider the categories

1. Checklists and schedules
2. Knowing the rules
3. Planning your agenda

Wrap up session 1



Today's resources

[Annual Board & Compliance Calendar](#)

[Legislative Compliance Policy](#)

[ICDA Policy Bank](#)

[Damn Good Advice for Board Members](#)