



Club-IQ
**Committee
responsibilities**



**Queensland
Government**

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The information presented in this guide:

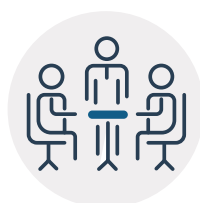
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The committee

Is a group of people who are elected to govern the club on behalf of everybody else.

A management committee must comprise at least three people, with one being the president and another being the treasurer. Your club will also have a secretary, but there are some cases where this role is not actually a member of the committee.



President
The leader



Secretary
The administrator



Treasurer
The financial overseer

You can also elect other committee positions, for example:

Vice president: The assistant leader
or **general committee members**

While your club can choose to include additional positions on your committee, you certainly don't need to do so. For small clubs, a committee of 3 or 4 people is usually sufficient. In larger clubs, the committee may grow to around 7 members. It's generally a good idea to limit the size of the management committee to no more than 9 members, otherwise decision-making can become inefficient and it can be difficult to achieve a quorum for meetings.

Apart from the committee, a club should also involve other volunteers and/or staff. A volunteer doesn't have to be a member of the management committee. For instance, you may allocate operational roles to volunteers, such as a registrar and canteen coordinator. Such operational positions do not need to be mentioned in your constitution and if they are not members of the management committee, they do not need to be elected, but can simply be appointed.

Check the constitution for committee positions

Your constitution may prescribe all of the positions on your management committee. If this is the case, that is, there is a complete list of all of the positions, if you want to change the size or composition of your committee you would first need to amend your constitution. (See the resource, *The benefits of reviewing your constitution* for guidance when updating your constitution.)

To allow you greater control over the number of positions and specific roles on your management committee in the future, your constitution could use adaptable language, such as:

“The management committee shall comprise at least five members and no more than seven members, including:

- a. president;
- b. treasurer; and
- c. any other members elected at a general meeting.”

Remember, while flexibility is beneficial, always maintain clarity and transparency to ensure the smooth operation of the club and avoid any ambiguity at the time of elections.

Subcommittees are typically established to focus on specific operational areas or tasks, allowing for more detailed attention and expertise. A club might have subcommittees for events, fundraising or facilities. These subcommittees are usually tasked with managing their specific areas, making recommendations to the management committee and sometimes making decisions within delegated authority.

Members of a subcommittee can include management committee members, but subcommittees can also involve other club members or even non-members who have specific skills or knowledge.

Subcommittees can help a club's committee manage its workload, draw on a wider range of expertise and make well-considered decisions. However, because it is the management committee that is accountable for all of the club's decision making, it is important for management committee members to oversee the work of subcommittees and ensure that they are contributing to the club's goals.

The role of the secretary

Committee or non-committee?

The secretary role stands out among key positions in Queensland's incorporated associations due to its flexibility. The secretary can be a management committee member or can operate outside of the committee. Unlike the roles of president and treasurer, the secretary can either be elected or appointed.

In most community sports clubs, secretaries serve on the management committee, contributing their insights and taking part in decision-making. Such secretaries are elected similarly to other committee members.

There are times when a management committee might choose to appoint a secretary based on specific skill sets or have a staff member, such as an administrator or CEO, fill the position. While these secretaries can be paid or unpaid roles, they don't hold voting rights in committee meetings.

Merging roles?

Clubs sometimes merge roles like treasurer and secretary. While this reduces the number of people required to fill the roles, given the different demands on each committee role, it's usually best to have the main roles of president, treasurer and secretary filled by different people. Keep in mind that a single person cannot hold both the president and treasurer positions.

The management committee is elected to govern the club. But committee members themselves shouldn't be solely responsible for the club's operations. The most successful clubs are those that know how to properly separate their governance from their operations.

Governance

The most important duties of the committee are to focus on planning, strategy and informed decision making.

Operations

It's vital that the management committee is supported by additional volunteers and paid staff (where appropriate) to deliver on the committee's decisions.

Responsibilities of the committee

Basic responsibilities of all committee members

- Read and be familiar with your constitution
- Understand the conditions under which the club operates as an incorporated association and how it is affiliated to your peak body
- Set the club's strategic, long-term direction
- Attend committee meetings and general meetings with members, including being prepared and making well-informed decisions
- Keep a close eye on the club's financial position at all times
- Engage proactively with members

Example of an incorporated association's general requirements to comply with the act:

- Have a registered office
- Ensure all documents show the association's name, including internal documents
- Have a bank account based in Queensland and keep all property in the club's name
- Lodge an annual return to the Queensland Office of Fair Trading (OFT)
- Notify any changes to OFT (e.g. changes of committee members)
- Ensure an AGM is held every year
- Keep minutes of meetings
- Keep financials (to be audited or verified as required for incorporated associations in Queensland) and present financial statements to members at the AGM
- Maintain insurances as required

Relationships and family connections on committees

Relationships and family ties within committees can present unique challenges. While it's not illegal for family members or related individuals to serve together, clubs should exercise caution and seek transparency in these situations. Here's what to keep in mind:

- A duo like a husband and wife on a 3-member committee can create an unintended power imbalance
- Related individuals in roles like president and treasurer can raise questions about financial transparency, especially if they are both signatories on club bank accounts
- Establish clear guidelines for managing and disclosing potential conflicts of interest
- Diverse committees bring varied perspectives, reducing the chance of groupthink and encouraging holistic decision-making. While family members might offer invaluable skills and commitment, it's important to ensure a balance of voices

There may be instances where having related individuals on a committee makes perfect sense due to their combined expertise, commitment or history with the club. In such cases, it's even more important to maintain transparency and open communication with the broader membership.

Duties of management committee members

Management committee members of incorporated associations are subject to duties established by law. In Queensland, this is the *Associations Incorporation Act 1981*, which includes the following duties for management committee members:

- Duty to act with care and diligence
- Duty to act in good faith and for a proper purpose
- Duty not to make improper use of position or information
- Duty to disclose and manage material personal interests
- Duty to prevent insolvent trading

These duties promote good governance and ensure that committee members act in the club's best interests, rather than their own interests. This list is a guide to placing the needs of the club at the forefront of your mind when making decisions.

Duty of care and diligence

What does it mean?

'Duty of care' to your club as a whole, not just a particular interest group within your member population.

Examples of 'acting with care'

- Understanding the importance of your role
- Considering the impact of the committee's decisions on the whole club
- Committing to your role as a committee member, including attending committee meetings and other important events and activities
- Applying your skills and experience to further the objectives of your club
- Making difficult, not reckless, decisions within the risk appetite of your club
- Ensuring that the financial affairs of your club are managed responsibly
- Seeking to deliver on what is best for the club and its members

Examples of 'acting with diligence'

- Actively seek out data and information to make informed decisions for the club. While it's essential to consider anecdotes, personal experiences and the perspectives of others, ensure decisions are grounded in verifiable facts and comprehensive insights
- Preparing thoroughly for committee meetings
- Following up between meetings on any tasks allocated to you
- Staying aware of the club's financial position
- Speaking up! If something makes you feel uncomfortable, your duty of diligence means you have an obligation to find out more information so that you can defend your decisions, remembering that the management committee's accountability means that you are answerable for those decisions

Duty to act in good faith and for a proper purpose

What does it mean?

Acting 'in good faith' means dealing honestly and fairly, so as to maintain the rights of other parties and with loyalty to your club. Simply knowing this definition of 'in good faith' makes it easy to comply with this part of the duty.

Acting for a proper purpose is also easy to understand, as your club's purpose will be spelled out in its governing documents, principally in the objects in your constitution.

Duty to not make improper use of position or information

What does it mean?

This duty requires you to not misuse any implied power or authority of your position as a committee member or any information you learn in your role. Similar to your duty to act in good faith, it requires you to be loyal to the club, not self-interest.

Examples

- Making improper use of your position may include coercing someone to do you a favour because you are a member of the management committee (e.g. seeking free drinks at an event) or making excessive or unreasonable demands of an operational volunteer
- Your duty to keep confidential information you learn in your role private applies equally while you are in office and once you leave the committee

Duty to disclose and manage material personal interests

What does it mean?

The duty to disclose and manage material personal interests, also known as conflicts of interest, is closely related to the duty not to improperly use your position or information. A conflict of interest arises when a committee member has an opportunity to use their position, or information they know from being in that position, for personal gain or the personal benefit of someone else.

Examples

- A committee member is also part of a business that may be able to supply goods or services to the club
- A committee member's child is being considered for a head coaching job at the club

To comply with this duty

A material personal interest can be declared at a committee meeting or in writing between meetings. If a conflict of interest is declared at a committee meeting, as well as being noted in the minutes, it should be entered into a register of declared interests, which is to be shared with members at each AGM.

Duty to prevent insolvent trading

What does it mean?

Insolvency means an organisation is not able to pay its debts as and when they fall due.

Examples

- Insolvency occurs if the money that the organisation has, has access to or has coming (i.e. accounts receivable) is insufficient to pay the money that it owes
- As a committee member, you have a duty to ensure that the club does not incur any further debts if you know, or reasonably suspect, that the club doesn't have the ability to repay its debts as and when they fall due

To comply with this duty

- Keep yourself informed about the club's financial position at all times, as well as how it is tracking against its budget. This might include at least read-only access to the club's accounting software and online banking for all committee members - not only the treasurer
- Do not incur further debts and, if required, cease trading

Case Study

A committee is discussing a project requiring a carpenter. One of the committee members works part time in their family carpentry business. This committee member should declare their material personal interest. E.g. "I have a conflict of interest in this matter because my family runs a carpentry business and I work there part time. We could submit a quote for this job."

The interest is noted in the minutes of the meeting and entered in the club's register of declared interests. The other committee members must then determine how to manage the conflict of interest.

In many cases, the rest of the committee will simply ask the member to leave the room and not take part in the discussion, debate or voting on the matter. In this case however, the other committee members could decide that because the member has a good understanding of carpentry from their role in their family business, they would like the member to stay and contribute to the discussion about the work required. However, when it comes time to vote on the preferred contractor to complete the work, and should the committee member with the interest intend for their family business to quote for the work, the other committee members should determine that the member will need to leave the meeting and not vote on the matter.

As an incorporated association, the committee is required to disclose all entries on the register of declared interests at a general meeting of members, such as the AGM.

Consequences for breaching duties

As your duties as a committee member are based on sound judgement, it is rare that breaches lead to serious consequences. Breaches that are likely to lead to legal action would typically involve serious and deliberate wrongdoing or gross negligence, not simply mistakes or minor lapses.

If the committee makes careful decisions (i.e. decisions that fall within the above duties) and one of those decisions leads to an unexpected negative outcome (e.g. an event or program that was expected to generate a profit was unsuccessful and lost money instead), committee members won't necessarily be personally responsible for that outcome. Further, as your club is an incorporated association, the members are not personally liable for the debts of the club (unless of course they stole money, committed fraud or similar).

As further motivation for always monitoring and appropriately discharging your duties as a management committee member appropriately, it is important to know that if you are found to have breached a legal duty, likely to be because of deliberate wrongdoing or gross negligence, you can be held personally liable for that breach.

Consequences for breaches may include:

- Court-ordered fines
- Compensating the organisation for losses experienced as a result of the breach
- Being disqualified from sitting on a board or being a responsible person of a charity
- In extreme cases, criminal penalties or imprisonment

Being an effective management committee member comes down to doing the right thing, in the best interest of your members.



Rights of committee members

While it's important to know your duties and obligations, you also have rights as a committee member.

Indemnity

- As an incorporated association, all committee members are protected against damages and losses (including legal costs) for which you may become liable to any third party as a consequence of acting in good faith exercising the club's functions
- This indemnity would not apply to any loss or damage resulting from wilful misconduct

Attend and actively participate in meetings

- Committee members have the right to attend all meetings of the committee and to be able to participate in constructive debate on all committee matters and decisions
- This includes formal committee meetings, as well as other meetings of the committee for activities like developing the strategic plan and setting policies

Information

- Because committee members are expected to discharge the powers of, and be accountable to, the club, they have a right to access all reasonable information that they would be expected to know, to be able to make well informed decisions and defend those decisions to regulators

- You should therefore have information including financial reports and records, past meeting papers and minutes, committee reports, annual reports and all information on which the decisions of the committee could rely. Some information may be reasonably withheld or documents partly redacted for reasons of protection of privacy
- If you feel that you do not have access to all relevant information that you need to make an informed decision, ask! As examples, you may request information regarding:
 - The constitution and bylaws
 - A calendar of committee meetings for your term in office, as well as other events of which you should be aware
 - Details of subcommittees
 - Previous reports and meeting minutes
 - Policies and procedures
 - Strategic plan
 - Insurance claims and legal proceedings against the club

Insurance

It is recommended that committee members have access to insurance against liability that they incur as committee members of an incorporated association. This can include liability for legal costs.