



Minutes of meetings

Whether it is a directors' meeting or a general meeting, every meeting of a corporation is important. This is because decisions are made at meetings that affect not only the daily operations of the corporation but also its long-term future.

The minutes provide an essential record of these decisions and written evidence to support why they have been made.

Corporations are required by the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) to keep proper minutes of meetings.



Rules for keeping minutes

Corporations can not change the rules about keeping minutes of meetings. They must follow the CATSI Act.

All corporations must keep minute books.

Corporations must make a record in their minute books within one month of:

- a directors' meeting
- a meeting of a committee of directors
- resolutions passed by directors without a meeting
- a general meeting
- an annual general meeting (AGM)
- resolutions passed by members without a meeting.

Who takes the minutes?

The CATSI Act does not say who should take the minutes. Usually the chairperson of a meeting will decide who is to take the minutes of a meeting.

Format of the minutes

Minutes of a meeting can be kept in writing or by using an audio or video recording.

If an audio or video recording is used, each person attending the meeting must state his or her name on the recording.

The format of the minutes should closely follow the format of the agenda. It is also easier to record the minutes if the meeting follows the agenda.

The minutes are generally taken down at the meeting in a rough format then later written or typed properly and fully, unless the meeting has been recorded.

The minutes do not need to be in English but, if requested by a member, they must be translated into English.

What goes in the minutes?

Minutes of meetings should include:

- the corporation's name and ICN
- the type of meeting—directors', general or AGM
- a copy of the notice for the meeting
- the agenda that was issued before the meeting
- the date, time and place of the meeting
- the name of the chairperson
- the names of all people at the meeting
- apologies (names of people who could not make the meeting)
- proxy appointments, if allowed (general meetings only)
- the time the meeting was opened and closed.

The minutes should also:

- say if the minutes from the previous meeting were approved by all the directors/members (depending on the type of meeting) or provide details of corrections made
- note any matters arising from the previous minutes and related actions
- describe the business discussed and any decisions made (resolutions) for each agenda item in the meeting. For each item record:
 - who presented/proposed the resolution
 - who seconded the resolution
 - whether the resolution was a special resolution
 - main points of any discussion—this helps explain why a decision was made
 - the words of the resolution (if one was proposed)
 - the result of the vote
 - any action required and who is responsible for this.



For directors' meetings also include:

- any declarations from directors about a material personal interest or other conflict of interest, and how the matter was handled—for example, whether or not the director left the meeting while the matter was discussed and whether or not the director voted on the matter
- the date, time and place of the next meeting.

Note: the final minutes need to be signed by the chairperson of the meeting or the chairperson of the next meeting within a reasonable time after the meeting.

Reviewing and approving minutes

It is a good idea to develop a process to review and approve the minutes of each meeting. For example:

1. The minute taker drafts the minutes.
2. The chairperson of the meeting (or chairperson of the next meeting) reviews the draft minutes and makes changes if needed.
3. The chairperson then signs the minutes and they are entered in the corporation's minute book. (The entry in the minute book must happen within one month of the meeting.)

Note: if the minutes are an audio or video recording, the chairperson of the meeting (or chairperson of the next meeting) must sign a declaration that identifies the recording, says if the recording is of the whole meeting or part of it, and that the recording is taken to be the minutes.

4. At the next meeting all the directors (or members, depending on the type of meeting) should review the minutes of the previous meeting.
 - If there are no changes they formally approve the minutes and this is written in the minutes of the next meeting.
 - If changes are needed they should be written down in the minutes of the next meeting.

Where are the minute books kept?

A corporation registered as 'large' must keep the minute books at its registered office.

A corporation registered as 'small' or 'medium' must keep the minute books at its document access address.

For more information on the registered size of corporations, see the fact sheet *Corporation size and reporting* on the Registrar's website at www.oric.gov.au.



Who can see the minute books?

The minutes taken at directors' meetings or the resolutions of directors passed without meetings are usually restricted to only the directors because the minutes may contain confidential information.

The minutes taken at general meetings or AGMs must be made available to members for inspection free of charge. A large corporation must provide access for its members at its registered office from at least 10 am to 12 noon and from at least 2 pm to 4 pm each business day. A small or medium corporation must provide access for its members at its document access address within seven days of receiving a written request from a member.

A member can also ask for a copy of the minutes of general meetings, an extract of them, or a resolution passed without a general meeting. The corporation may charge a fee of no more than \$0.50 per page for providing a copy of the minutes.

The CATSI Act does not provide for people who are not members of the corporation to have access to the minute books. These people can ask a corporation for access. It is up to the directors to decide if access should be granted.

Helpful resources

There are a number of free templates available on the Registrar's website: www.oric.gov.au that can help corporations with meetings. See the *Healthy corporation checklist*. Some relevant templates for taking minutes at meetings include:

- minutes of annual general meeting
- minutes of directors' meeting
- minutes of general meeting.



CONTACT ORIC

freecall **1800 622 431**
(not free from mobiles)

email info@oric.gov.au

website www.oric.gov.au

NOTE: This fact sheet is not a substitute for legal advice. It is intended as a quick overview of the topic. For more detail see the CATSI Act or consult a lawyer.