



SEE-Change Inc

Committee Handbook

Approved by SEE-Change Inc Committee January 2014

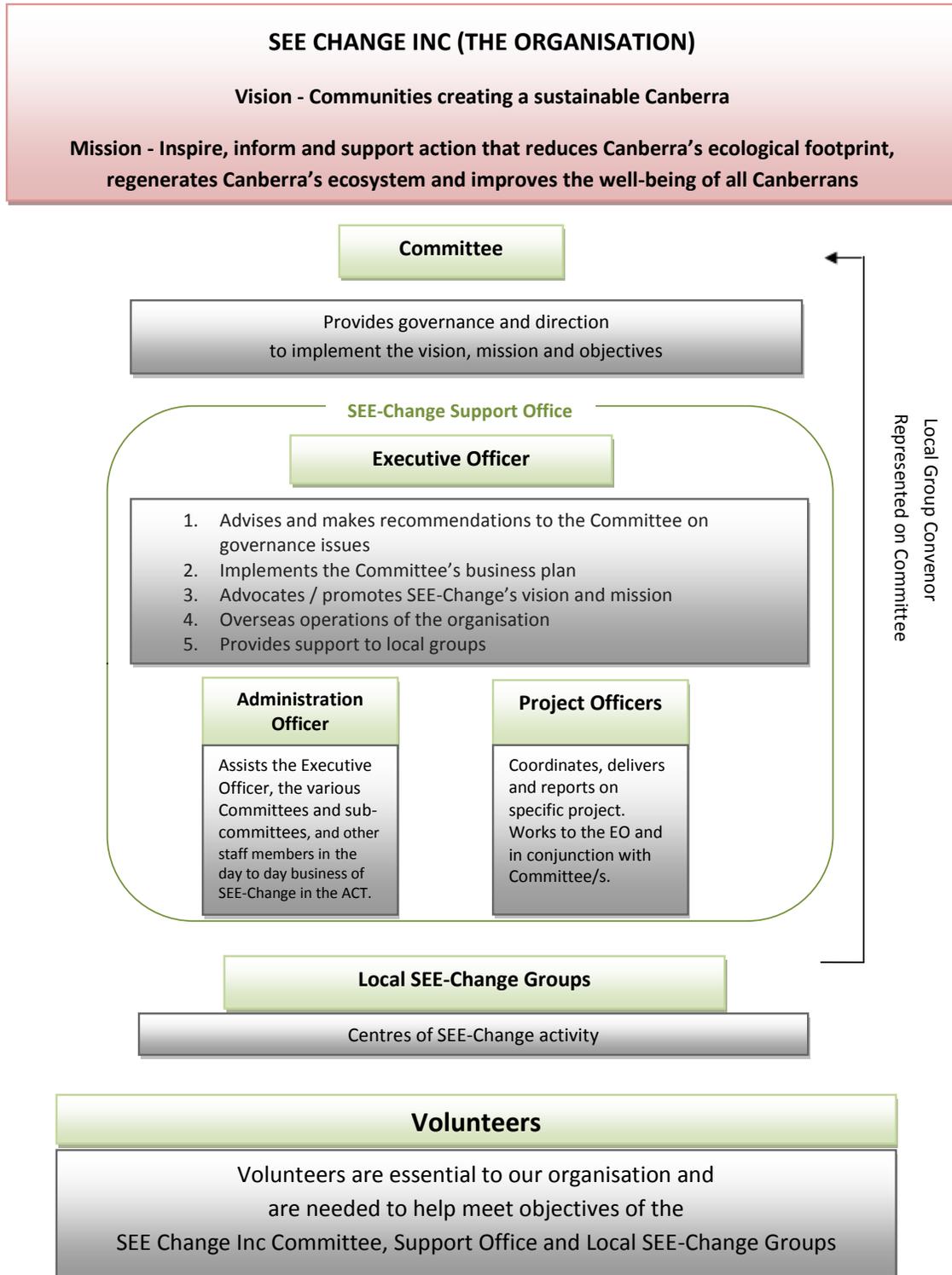


Figure 1: Organisational Chart

CONTENTS

BRIEF HISTORY	4
VISION, MISSION, GUIDING PRINCIPLES AND OBJECTIVES OF SEE-CHANGE.....	6
COMMITTEE MEMBERS' CODE OF CONDUCT.....	7
COMMITTEE ROLES AND RESPONSIBILITIES	8
SEE-CHANGE INC COMMITTEE (THE COMMITTEE).....	8
THE ROLE OF THE COMMITTEE'S CHAIR	10
THE ROLE OF THE COMMITTEE'S DEPUTY CHAIR	10
THE ROLE OF THE COMMITTEE'S TREASURER	11
THE ROLE OF THE COMMITTEE'S SECRETARY	11
THE ROLE OF THE COMMITTEE'S PUBLIC OFFICER	12
THE ROLE OF ORDINARY COMMITTEE MEMBERS	12
THE ROLE OF THE ORGANISATION'S EXECUTIVE OFFICER	13
SEE-CHANGE LOCAL GROUPS.....	13
RELATIONSHIP BETWEEN SEE-CHANGE LOCAL GROUPS AND THE COMMITTEE	13
SEE-CHANGE SUPPORT OFFICE ROLES AND RESPONSIBILITIES	14
QUICK DECISION-MAKING PROCESS.....	15
APPENDIX 1: THE LEGAL OBLIGATIONS OF COMMITTEE MEMBERS	16



AIM OF THIS HANDBOOK

This Handbook has been brought together by SEE-Change Inc to assist everyone in understanding and appreciating the relationships, roles and responsibilities of all those who are involved, or engage, with SEE-Change. This Handbook should be read in conjunction with the *SEE-Change Local Groups Handbook* and the *SEE-Change Business Plan*.

BRIEF HISTORY

The 'SEE' in SEE-Change stands for Society, the Environment and the Economy.

SEE-Change first got its name in 2006, but its origins go back years before that. Professor Stephen Boyden, a much-admired ANU academic, spent much of his working life researching the nature of human-Earth relations. In retirement he founded a local organisation called the Nature & Society Forum, with the vision "Healthy People on a Healthy Planet". Stephen also wrote about the potential for community centres – 'Life Centres' – in which citizens of all ages and backgrounds could work together to learn from each other and create a 'bio-sensitive' society. These early invisible foundations took years, and much patient and dedicated thinking and writing.

Professor Bob Douglas, former director of ANU's Centre for Epidemiology & Population Health, knew Stephen's work well and decided to make Life Centres a reality. In 2006 he gathered a small team of people who knew and admired Stephen's work and they ran a roundtable discussion with representatives from community, academic, government and business sectors in Canberra. The roundtable yielded an agreement to go ahead with a pilot project and a committee willing to coordinate it, and so SEE-Change was formed (this name was created by Maureen Hartung).

Stephen had envisaged physical centres, buildings in suburbs in which people could meet, share knowledge, and house a shared collection of useful resources to help citizens change their lifestyles. Such venues are not yet a part of SEE-Change (although the central office in Downer is a start), but suburb-based activities have always been at the core of SEE-Change.

From the beginning SEE-Change has resisted a centralised top-down organisational structure, choosing instead for a flat structure in which a central coordinating committee has a role of service rather than direction. This decision reflected a strongly felt belief that the organisation was about helping people find their own voice and act upon it, not be that voice for them. The role of SEE-Change was seen as one of enabling groups of citizens to work together on projects that mattered to them – not one of lobbying, advocacy or telling people what to do.

The first SEE-Change incorporated entities were the Jamison and Woden groups, which formed to reduce ecological footprints through a series of suburb-based projects. In Jamison a strong interest in solar technology became apparent, and one of their most influential projects was to coordinate a solar bulk buy which saw around 60 homes in Cook, Aranda and Macquarie install new solar photovoltaic or solar hot water systems on their roofs.



The central committee formally separated from the Nature & Society Forum and incorporated in its own right ('SEE-Change Inc') in 2008. This was in order to provide shared infrastructure for the growing number of local groups. SEE-Change Inc is now funded by the ACT government, which allows an office to be maintained in Downer and employment of an Executive Officer and Administrative Officer. SEE-Change Inc also coordinates annual reviews, webpage services, financial services, a membership system, a newsletter and annual student internships.

What continues to make SEE-Change unique is that SEE-Change local community groups are the main heart of SEE-Change activity. How SEE-Change local groups decide to achieve the SEE-Change Mission and Vision is open to creativity and the interests/needs of those involved. The SEE-Change governance structure is designed to provide organisation-wide cohesion while at the same time fostering this diversity and independence in the local groups.

Mirroring the name, change is an ever-present part of the organisation. The organisation is evolving rapidly and already in its short life there has been significant shifts – groups wax and wane, people come and go, and priorities and activities change. Such flexibility and adaptability is the lifeblood of an organisation like SEE-Change if it is to remain responsive to community needs. For example, much of SEE-Change's membership sees advocacy as a vital part of community action, and SEE-Change now takes a more active advocacy role.

SEE-Change is only a small part of a rich ecosystem of community groups in Canberra and collaborating with other groups is considered to be just as important as forging ahead with SEE-Change specific initiatives. For example, SEE-Change has gratefully collaborated with the Nature & Society forum who hosted the earliest beginnings, the Canberra Environment Centre who provided the first office space, and as SEE-Change moved into more active advocacy roles, SEE-Change collaborated with the highly innovative and energetic Canberra Loves 40% group.



VISION, MISSION, GUIDING PRINCIPLES AND OBJECTIVES OF SEE-CHANGE

VISION

Communities creating a sustainable Canberra.

MISSION

Inspire, inform and support action that reduces Canberra's ecological footprint, regenerates Canberra's ecosystem and improves the well-being of all Canberrans.

GUIDING PRINCIPLES

- We are committed to SEE-Change Inc's vision and mission
- We will treat all people with dignity and respect
- Our governance and work practice will promote equity and reflect the diversity of our community
- We will commit to continuous improvement
- We will approach our work with flexibility and innovation
- We will strive for sustainability in all our activities
- We will be accountable and professional
- We will have fun and be supportive

OBJECTIVES

- To promote processes and development of groups in local Australian communities that are broadly inclusive and open to people of all ages and from all societal groups in the local area.
- To provide access through these processes and groups to accurate and valid information about the relationship between the environment, humans, and their health, including issues relating to ecological sustainability. This is in recognition of the fact that humans and their health are strongly connected with their environment. However, this object is in the context of a focus on the environment, rather than a focus on health issues.
- To foster the development of supportive local networks of people that are built on respect, friendship and a shared understanding of the challenge of sustainability and the need to take democratic action to improve society in ways that are enjoyable, cross-generational and build community cohesion
- To encourage and support people through these groups and processes to take practical actions in their daily lives which can reduce the size of their ecological footprints.
- To promote exchange of information on these matters across the various processes and groups.
- To establish and maintain a public fund to be called the SEE-Change Fund for the specific purpose of accepting gifts and donations to support and further the above environmental objects.
- To promote such things as are incidental to the attainment of one or more of the above objectives.

COMMITTEE MEMBERS' CODE OF CONDUCT

- Maintain and understand the Vision, Mission, Guiding Principles and Objectives of SEE-Change Inc
- Act in good faith toward the organisation, its members and creditors
- Carry out activities in a lawful and ethical manner
- Be familiar with the organisation's constitution, policies and procedures, and the duties of directors as defined in the *Associations Incorporation Act 1991*(ACT)
- Make decisions in a collective, timely, fair and efficient manner
- Prepare for, attend and participate actively in monthly committee meetings
- Ensure decisions of the committee are based on the best evidence and information available
- Keep informed of the political and social environment in which SEE-Change Inc is working
- Immediately report any personal conflicts of interest or breaches of the law to the committee
- Make a minimum commitment of 12 months to the/their first committee term
- Be available to undertake appropriate training (e.g. board training)
- Publicly represent SEE-Change in a positive manner
- Not do anything that in any way denigrates SEE-Change Inc, harms or has the potential to harm its public image
- Agree to resign from the Committee after six consecutive years. A minimum period of one year is required for re-election of an office bearer.

COMMITTEE ROLES AND RESPONSIBILITIES

The SEE-Change Inc Committee (the Committee) includes:

- the office-bearers of the Association (see responsibilities below); and
- four or more ordinary committee members (preferably including a member from each local group);

The Committee members are elected in accordance with SEE-Change Inc's Constitution. The information provided in this document supports that provided in the Constitution.

SEE-CHANGE INC COMMITTEE (THE COMMITTEE)

The Committee's overall goals include:

- ensuring that SEE-Change Inc's objectives/mission are developed and sustained
- undertaking and implementing strategic planning
- ensuring SEE-Change Inc meets its contractual, ethical and legal obligations
- ensuring SEE-Change Inc's resources are sufficient and well managed
- planning and monitoring the achievements of SEE-Change Inc in relation to the objectives/mission
- ensuring the ongoing viability of SEE-Change Inc

The Committee achieves its goals by:

- understanding SEE-Change Inc's values, mission and objectives
- being organised, efficient and responsive
- understanding the programs and work of SEE-Change Inc
- contributing, individually and collectively, to the programs and work of SEE-Change Inc
- demonstrating inclusive and fair processes
- setting goals and priorities and monitoring progress of these
- identifying and managing risks
- ensuring the committee is diverse, relevant, skilled and representative of SEE-Change Inc's membership
- reviewing the organisation's projects and purpose on a regular basis

Specific duties of the Committee include:

- **Fiduciary duty:** the duty to act in the best interest of SEE-Change Inc
- **Duty to act honestly:** the duty to apply reasonable skills, act in good faith and in the best interests of SEE-Change Inc
- **Duty of care and diligence:** the duty to abide by the constitution of SEE-Change Inc and to know and comply with all legal requirements
- **Duty of confidentiality:** the duty to keep confidential all organisational and committee information as agreed by committee members
- **Duty to declare any conflict of interest:** the duty to inform the committee of any personal interest in any matter before it and to absent yourself from issues where there is the possibility of a perceived or real personal or financial conflict of interest
- **Duty to manage finances:** All members of the Committee are equally liable for the financial circumstances of the organisation



Specific responsibilities of the Committee members include:

- Showing leadership by:
 - providing organisational vision above all else
 - understanding their role within the organisation
 - being a trustee/owner not a volunteer/helper
 - being focussed on results
 - fostering communication and vision across Canberra and across local groups
- Having the discipline to:
 - focus on their governance role
 - be responsible for working effectively as a group
 - determine what information is needed for accountability
 - be responsible for the finances of the organisation
 - clearly and consistently communicate to paid staff
 - speak with one voice
- Fulfilling obligations to membership under the Associations Incorporation Act 1991, including to:
 - maintain the register of members
 - manage the funds
 - appoint the auditor and commission the annual audits
 - appoint a Public Officer
 - convene the Annual General Meeting
 - ensure elections are conducted as required
 - provide reports to the Annual General Meeting
 - lodge documentation with the Registrar General
- Employing the SEE-Change Inc Executive Officer and other paid staff

While some of these duties may be undertaken or assisted by paid staff, the Committee assumes overall responsibility.

A summary of the legal obligations of Committee members under the *Associations Incorporation Act 1991* is provided in Appendix 1.

Responsibilities of Local Group Representatives on the Committee:

Acting as the liaison between the Committee (and Executive Officer) and their local group, including but not limited to:

- communicating to the Executive Officer the activities of their group, to allow the Executive Officer to provide an update to the Committee at each Committee meeting
- conveying local group suggestions and requests to the Executive Officer for approval, to allow the Executive Officer to seek Committee approval where required
- communicating back to their local group information on Committee activities, decisions and requests as appropriate

THE ROLE OF THE COMMITTEE'S CHAIR

As well as bearing all the general responsibilities of being a member of the Committee, the Chair also bears important responsibilities for leadership of the Committee. While SEE-Change Inc assigns specific roles and duties to the Chair in its Constitution, policies and through Committee resolutions, the Chair is also presumed to have a role in ensuring the overall health and functioning of SEE-Change Inc.

The duties of the Chair include:

- ensuring that the Committee operates within and is consistent with its own policies and rules and those legitimately imposed upon it from outside SEE-Change Inc
- chairing meetings of the Committee and the annual general meeting
- developing contacts and good relations with other organisations/agencies
- planning agendas and ensuring sufficient information has been given to Committee members
- making decisions in consultation with the SEE-Change Inc Committee and governance structures
- being the spokesperson or representative of the Committee to outside parties
- being the supervisor of the Executive Officer and providing the link between the Committee and staff through this relationship
- mediating or otherwise resolving conflict between Committee members or staff conflicts unable to be resolved by the Executive Officer

There are some legal precedents that have determined that the Chair has certain further responsibilities. This is particularly the case for organisations incorporated under the *Corporations Act 2001* and where the organisation is facing financial difficulty. Responsibilities include:

- being more active and vigilant with respect to SEE-Change Inc's financial circumstances, particularly in times of financial difficulty
- ensuring that the Committee are properly informed about all relevant matters, in particular, financial matters and issues concerning SEE-Change Inc's debtors and creditors and other information relevant to potential financial difficulties
- ensuring that the Committee adequately, properly and promptly understands and addresses serious financial concerns of SEE-Change Inc, if they arise
- personally assessing the quality, reliability and timeliness of information provided to the Committee, particularly where it concerns SEE-Change Inc's deteriorating financial position.

While some of these duties may be undertaken or assisted by paid staff, the Chair assumes overall responsibility.

THE ROLE OF THE COMMITTEE'S DEPUTY CHAIR

The Deputy Chair is required to work alongside the Chair of the Committee and to take responsibility of the Chair's duties when the Chair is absent.



THE ROLE OF THE COMMITTEE'S TREASURER

As well as bearing all the general responsibilities of being a member of the Committee, there are several tasks for which the Treasurer has responsibility.

The Treasurer is responsible for providing financial transparency and accountability to the Committee and ensuring that processes and reporting requirements are met openly and accountably. The Treasurer also provides an assurance of the ongoing financial viability of the organisation to the Committee.

The duties of the Treasurer for the Committee include:

- ensuring that the finances of SEE-Change Inc are managed appropriately
- making recommendations to the Committee about income and expenditure, investments and debts
- keeping records of all incoming and outgoing payments
- reviewing the annual profit and loss and balance sheets
- ensuring that the annual audit process is undertaken in a timely fashion according to legislative requirements
- providing regular financial statements to the Committee with a capacity to explain any details
- drawing up the annual budget in consultation with the executive officer and other Committee members
- ensuring that sufficient funds are available at all times to support the organisation's liabilities

While some of these duties may be undertaken or assisted by paid staff, the Treasurer assumes overall responsibility.

THE ROLE OF THE COMMITTEE'S SECRETARY

As well as bearing all the general responsibilities of being a member of the Committee the Secretary takes responsibility for certain administrative tasks which the Committee is required to carry out.

The tasks of the Secretary for the Committee include:

- convening meetings
- booking rooms
- dealing with correspondence
- preparing agendas for meetings (in consultation with the Chair)
- taking the minutes of meetings
- ensuring back-up information is available at meetings where the topics to be discussed require it
- care of the common seal

Note that, in respect of incorporated associations, the position of Secretary is not expressly referred to in the *Associations Incorporation Act 1991*. Hence, all members of the Committee may be liable for any action taken or breach of its responsibilities under the Act.

While many of these duties may be undertaken or assisted by paid staff, the Secretary assumes overall responsibility.



THE ROLE OF THE COMMITTEE'S PUBLIC OFFICER

The Public Officer is the only office bearer covered in detail in the *Associations Incorporation Act*.

The appointment of the Public Officer is different from other positions, in that they can be appointed indefinitely. It is an offence however if the Public Officer does not notify the Registrar General that the Public Officer has changed within one month of the appointment.

It is also an offence if the Public Officer fails to notify the Registrar General of his or her change of address within one month.

This Public Officer does not need to be a member of SEE-Change Inc.

In summary, the Public Officer:

- is the person with whom the Registrar General corresponds;
- is responsible for compliance with the Associations Incorporation Act;
- is the person on whom documents are served;
- has the power to sign documents on behalf of the Association; and
- may be an indefinite appointment.

To be appointed, the Public Officer must reside in the Australian Capital Territory and be at least 18 years of age.

The Act also restricts certain persons from being appointed to the position, including any person who:

- has been convicted of offences in the promotion, formation or management of a body corporate;
- has been convicted of offences involving fraud or dishonesty punishable by imprisonment of three months or more; or
- is insolvent under administration for the purposes of the Corporations Act 2001.

The position of Public Officer in an association is deemed to be vacant if the person:

- is removed from office by the association in general meeting;
- resigns from the office or dies;
- becomes insolvent under administration within the meaning of the Corporations Act 2001;
- suffers from a mental or a relevant physical incapacity (such that he or she is unable to carry out the functions and responsibilities of the office);
- has been convicted of an indictable offence involving the promotion, formation or management of a body corporate or an offence involving fraud or dishonesty; or
- ceases to reside in the Territory.

If the position of Public Officer becomes vacant for any reason, the Committee must appoint a replacement within fourteen days of the vacancy.

THE ROLE OF ORDINARY COMMITTEE MEMBERS

Ordinary Committee Members bear all the general responsibilities of being a member of the Committee.

THE ROLE OF THE ORGANISATION'S EXECUTIVE OFFICER

Tasks of the SEE-Change Inc Executive Officer includes but is not limited to:

- Advising the Committee
- Formulating policies and planning recommendations to the Committee
- Advocating / promoting SEE-Change's mission and vision
- Supporting and motivating SEE-Change employees and volunteers to implement SEE-Change's Vision and Mission
- Overseeing operations of the organisation
- Implementing the Committee's Business Plan
- Managing human resources
- Deciding or guides courses of action in operations by staff
- Assisting the Treasurer to develop the annual budget
- Managing day to day finances/budget
- Managing physical resources
- Ensuring staff and the Committee have sufficient and up-to-date information
- Looking to the future for change opportunities
- Interfacing between the Committee and employees/volunteers
- Interfacing between the organisation and the community
- Assisting in the selection and evaluation of Committee members
- Supporting the Committee during orientation and self-evaluation

Given current resource limitations of the organisation, the Executive Officer requires the support of volunteers and Committee members to meet his/her role.

SEE-CHANGE LOCAL GROUPS

As represented in Figure 1, the organisation comprises a series of SEE-Change local community groups. SEE-Change local groups are run by volunteers and are regularly the centres of SEE-Change activities. All new members assign themselves to a local group and 40% of their membership fee is then pooled for use by that group. More information on SEE-Change local groups is provided below and in the *SEE-Change Local Group Handbook*.

RELATIONSHIP BETWEEN SEE-CHANGE LOCAL GROUPS AND THE COMMITTEE

All SEE-Change local groups have a formal representative (Convener) to represent their group's interest on the Committee. This representative acts as the liaison between their local group and the Committee, Executive Officer and other local groups. The Convenor role includes but is not limited to:

- communicating to the Executive Officer the activities of their group, to allow the Executive Officer to provide an update to the Committee at each Committee meeting
- conveying local group suggestions and requests to the Executive Officer for approval, to allow the Executive Officer to seek Committee approval where required
- communicating back to their local group information on Committee activities, decisions and requests as appropriate



What makes SEE-Change unique is that SEE-Change local community groups are the main heart of SEE-Change activity. How SEE-Change local groups decide to achieve the SEE-Change Mission and Vision is open to creativity and the interests/needs of those involved. The SEE-Change governance structure is designed to provide organisation-wide cohesion while at the same time fostering this diversity and independence in the local groups.

SEE-Change local groups are therefore encouraged to set their own agendas and to communicate about their proposed activities to the Executive Officer via their representative. The Executive Officer then ensures this information is communicated more broadly, including to the Committee and other local group conveners. This communication with the Executive Officer provides an opportunity to identify:

- ways the activity can be supported and what resources are required;
- potential opportunities for collaboration with other local groups, SEE-Change Inc or other organisations; and
- possible duplication, overlap or clashes with other planned projects or activities.

Local group activity proposals are reviewed at the monthly Committee meetings as part of the Executive Officer's Report, or may be considered outside of session at the discretion of the Executive Officer.

SEE-CHANGE SUPPORT OFFICE ROLES AND RESPONSIBILITIES

Some of the responsibilities of the SEE-Change support office (led by the Executive Officer) are described under *The Role of the Organisation's Executive Officer*. Additional responsibilities of the support office are:

- being the main point of contact for local group requests for support
- assisting local groups undertake their activities – including for example through provision of advice, connecting people/volunteers, providing resources where available (e.g. brochures), and providing tools/information to assist local group management
- providing administrative support including managing local group memberships and fees
- fostering collaboration and communication between groups which may include working with groups to arrange gatherings and events
- nurturing and developing skills within local groups
- discussing roles and responsibilities with local groups
- sponsoring the website, the SEE-Change newsletter and other communication avenues
- providing and managing insurance policies
- helping promote and garner support for local group activities
- communicating events and initiatives of interest to the membership
- seeking to form and nurture new local groups
- running periodic review workshops open to the entire membership.

Given current resource limitations of the organisation, the Executive Officer and Administrative Officer often require the support of volunteers and Committee members to meet the above.



QUICK DECISION-MAKING PROCESS

If a decision needs to be made quickly, the Executive Officer contacts the Chair and together they make the decision. If the Chair is unavailable, the Executive Officer contacts the Deputy Chair. If together the Executive Officer and Chair/Deputy Chair consider that the decision warrants it, all Committee members are to be contacted by email with the Executive Officer's & Chair's/Deputy Chair's advice for discussion and/or confirmation. The Chair/Deputy Chair then rings those who have not responded to get their input within the appropriate time frame.

APPENDIX 1: THE LEGAL OBLIGATIONS OF COMMITTEE MEMBERS

Note: The following information has been developed by ACTCOSS and has been included for information purposes only. ACTCOSS does not warrant or guarantee the currency, accuracy or completeness of information provided.

The *Associations Incorporation Act 1991* (ACT) places a number of specific obligations on members of the Committee of an incorporated association. These obligations are, in most cases, backed up by a penalty provision. These are summarised in the following Table.

Section of Act	Nature of Obligation on Committee
s 60(2)	The committee of the incorporated association has the management of the association.
s 62(2)	A committee member must notify the association of a change of address within 1 month after the change occurred.
s 63	A person who has certain serious convictions or is an insolvent under administration must not be a member of a committee except with leave of the Supreme Court.
s 64(3)	Where a vacancy occurs in the office of the public officer ... the committee shall ... within 14 days after the vacancy occurred appoint a person to fill the vacancy.
s 65(1) and (2)	Where a member of the committee ... has any direct or indirect pecuniary interest in a contract or a proposed contract to which the association is or may be a party, the committee member shall disclose the nature and extent of the interest to the committee and at the next AGM. The committee member shall not take part in making any decision with respect to the contract but may participate in deliberations. (Penalty: 20 penalty units and the person is liable to the association for any profit gained or for any loss suffered by the association)
s 72	Before the end of the period within which (a) annual general meeting ... is required to be held pursuant to ss 68 or 69 ... the committee shall cause a statement of the association's accounts to be prepared. The accounts must not be misleading, etc.
s 73(1)	At each annual general meeting ... certain prescribed documents shall be presented by the committee for the consideration of the meeting.
s 74(1)	The committee ... shall take reasonable steps to ensure that the audit of the association's accounts is completed at least 14 days before the audited statement of the accounts is required to be presented at the annual general meeting.
s 74(3)	If an incorporated association has gross receipts or assets above the prescribed minimum or is a prescribed association the committee shall cause the association's accounts to be audited by a chartered or otherwise registered accountant.
s 78	An officer of an incorporated association shall not hinder or fail to provide information or access to the auditor.
s 103	The Registrar may require an officer or employee to produce books relating to the affairs of the association.
s 108	A committee member who knowingly fails to take all reasonable steps to ensure that the association has complied with the Act is guilty of an offence.
s 109	An offence is committed if an association trades or secures pecuniary gain for its members. Members and committee members may be liable for any debts or liabilities incurred by improper trading (s 110).
s 110	Improper use of a committee position for gain is an offence. (Penalty: 50 penalty units or 6 months imprisonment)
s 122	Former members of a committee have an obligation (for 2 years after leaving office) to bring to the attention of the committee any document addressed to the association which they receive.

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There are also a number of other obligations which are imposed on an "association" by the Act. In this case, the penalty or late fee for breach of the obligation is borne by the Association and not by individual committee members.

The "committee" of the Association is the Board, committee etc. There are often various forms of sub-committees of the committee specifically provided for in the organisation's Constitution.

By virtue of s 51 of the Act, the liability of members and committee members of an incorporated association is limited. This limitation of liability applies to members, Committee members and employees.

However, Board or committee members can become personally liable for the organisation's activities in certain circumstances:

- under the Associations Incorporation Act when one of the obligations listed above is breached. In some cases, a criminal penalty applies as a sanction;
- under the Corporations Law (now the Companies Act) in the event of a winding up of the Association under Part VII of the Act.

Liability can arise under the Corporations Law because s 91 of the Act applies Part 5.7 of the Corporations Law (with modifications and adaptations) to the winding up of an incorporated association (particularly a winding up forced by creditors).

Liability of directors (ie Board or Committee members) arises where:

- the directors continue to trade in circumstances where the association can no longer reasonably be regarded as solvent; or
- the directors act male fide or negligently in relation to the activities of the Association.

The test for negligence in relation to a particular director is based on what could reasonably be expected of that director, given:

- their state of knowledge of the affairs of the association, having made enquiries reasonable in the circumstances;
- their level of experience in commerce, law and management of an association; and
- the fraudulent or misleading actions of other parties.

Successful actions against negligent committee members of an ACT incorporated association are relatively unlikely unless the amount of creditors' loss is very high. An example of a high loss by a not-for profit company limited by guarantee which resulted in personal liability for the Directors was the National Safety Council of Victoria which had losses of \$80M+ as a result of management adventurism.

The financial risk for committee or Board members is relatively low because:

- liability is limited by s 51 of the Act;
- provided proper insurances are maintained, for most community organisations (other than very large ones), the level of financial exposure is reasonably low;
- Directors and Officers Insurance protects committee members against actions for negligence (but not in relation to their own fraudulent acts).