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Governance Handbook – Section 10 Members

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Legal Stuff

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While the authors have used their best efforts in preparing this handbook and the resources contained within it, they make no representations or warranties with respect to the accuracy or completeness of this document.

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Due to the dynamic nature of the internet, certain links and website information contained in this publication may have changed. The authors make no representations to the current accuracy of the web information shared.

In Queensland, as an incorporated association, most organisations will be subject to the Associations Incorporations Act and its Regulations. The relevant Government regulator is known as the Office of Fair Trading. There is substantial information available on their website about the legal aspects of both the Act and its Regulations and during the service of this guide, it is possible that some information may change to reflect changes in the legislation. We have added some important links here for you to easily remain up to date.

HELPFUL LINKS

[Incorporated Associations Smart Business Guide](#)

(A must for your association, on the laws and how they apply to you in simple to understand terms)

[Associations Incorporations Act 1981](#) (For rules about running an association)

[Office of Fair Trading Queensland](#) (For information about your responsibilities)

[Australian Charities & Not-for-profits Commission](#) (For those who are registered charities)

[Australian Taxation Office](#) (To keep up to date with changes in tax law)

[Department of Justice OFT Fundraising](#) (For information on raffles & donations)

[Australian Consumer Law](#) (What claims you make in advertising and to “sell” membership & activities)

[Workplace Health & Safety Queensland](#) (For your obligations to members, staff & volunteers)

[Fair Work Ombudsman](#) (When volunteers are bullied)



Introduction

Good Governance - two little words full of meaning that should be at the heart of all the work undertaken by your board/committee and your subcommittees.

The Good Governance Health Check guides users through the essential concepts, principles and activities needed to ensure a healthy and productive organisation.

Most incorporated Associations are small, volunteer-driven organisations, with limited resources and in need of practical guidance to meet the many challenges of the modern not-for-profit environment.

The Health Check contained within this Handbook will give you a snapshot of your Association's governance health status and will identify areas where improvement is needed. Levels of understanding and familiarity will vary amongst your board members according to the purpose, structure, scale and sophistication of your organisation, but the Health Check can be applied to any incorporated entity.

And - to help you work smarter not harder - we've included a Toolbox full of simple tips, techniques, templates and examples to help your organisation on its governance journey.

How does it work?

It's simple. The Handbook is divided into 11 sections, starting with the big picture and moving through the detail of specific areas of operation. Each section contains Questions and Toolbox tips, techniques and examples.

Carefully read each question and the explanation. If you can confidently answer "yes", then tick the box. If the answer is "no" or you don't know, then leave it blank for now. You'll get most value from the Good Governance Health Check if you're completely honest. Most questions are objective - they ask for evidence of something factual or tangible.

When the question asks if you have a particular plan or policy or procedure, only say yes if you can actually put your hands on an example or on the finished item. Some questions are subjective - they ask for an opinion or perception. Glossing over problem areas puts your organisation at further risk and means you miss out on important opportunities to diagnose issues and work out solutions. And - hey - it means you're wasting your time and your money - and that's never smart. Honesty is the best policy!

After you've answered all the questions for that section, review your answers. If you find blank check boxes then you have the start of your Good Governance To Do list. It's simple! Good Governance is complex, but the step-by-step Health Check breaks it down into bite size chunks and makes it do-able.

At the end of each section you'll find the Toolbox. It contains tips, techniques and examples relevant to that particular topic. You can work through the Checklist and Toolbox one section at a time or you can come back to the Toolbox after you've answered all the questions in all sections.

Work through all of the sections. You can do this at your own pace - take all the days, weeks or months that you need. The speed isn't important - but achieving continued forward progress is. It's all about having a strategy and the right tools to achieve genuine continuous improvement.

Good luck and good governing!

SECTION 10

Members

For many Associations, members are the reason they exist. People with a profession or trade in common, people with a cause in common, people with an interest in common come together and form Associations to do collectively what they can't do alone. So members and their needs must remain central to the purpose and activity of your organisation for it to remain vibrant and relevant.

Members Checklist



<p>Do you have an up-to-date register of members?</p>	<p><i>It is another requirement of the Act that accurate records of members be kept. Generally, this is the responsibility of the Secretary and modern databases make keeping records of members and their contact details relatively simple. Membership renewal or other member mailouts are good opportunities to ensure records are updated. A more sophisticated database may also include other information such as activity or interest and this can be very useful as you plan and develop programs and services.</i></p>	<input type="checkbox"/>
<p>Are different classes of membership clearly defined and relevant to the organisation?</p>	<p><i>Associations will often have various categories of membership. These may include ordinary members, life members, student members and corporate members. The rights and requirements of each category of membership should be clearly defined and reviewed regularly to ensure all categories remain relevant.</i></p>	<input type="checkbox"/>
<p>Is an Annual General Meeting held each year?</p>	<p><i>It is a requirement of the Act that all Associations hold an Annual General Meeting and both the Act and your Constitution will specify the business to be transacted at that meeting. This will generally include receiving the Annual Report (including audited financial statements) and appointment of auditor. The election of the governing body may also be held at the meeting or prior to the meeting and results announced.</i></p>	<input type="checkbox"/>
<p>Are all members provided with a notice of the Annual General Meeting in accordance with the Constitution?</p>	<p><i>The Annual General Meeting is often the only opportunity for all members to attend an Association meeting each year. Not only must all members receive notice of the meeting and the business to be discussed (agenda) in accordance with the notice requirements of your Constitution, it's a great opportunity to engage with your membership; celebrate your achievements; and, where appropriate, ask for guidance.</i></p>	<input type="checkbox"/>

Cont...



Do you know the minimum number of members required for the meeting to be valid?	<i>Your Annual General Meeting will require a minimum number of members attending - the quorum - to be valid. Often this minimum number is either in person or by proxy so it's important to distribute proxy forms as required by your Constitution in addition to the notice of meeting.</i>	<input type="checkbox"/>
Are you clear on the election procedure for Committee members?	<i>Your Constitution will specify the process for electing Committee members. If you receive more nominations than there are positions available, then an election will be held. If not, the vacant positions can be simply declared at the Annual General Meeting to have been filled.</i>	<input type="checkbox"/>
Do you publish an Annual Report?	<i>Your Constitution and the Act require a number of reports to be provided to members at the AGM, including the financial report. An Annual Report will contain all the required reports in a single document that can also be used to promote your association and its activities to your members and other stakeholders.</i>	<input type="checkbox"/>
Do you have a member engagement strategy?	<i>Knowing what your members want and need and engaging effectively with them is essential for a member-based organisation. But sometimes a division (either real or perceived) can develop between the Committee leading the Association and its members. Recognising the importance of member engagement and developing strategies to ensure that your organisation remains relevant and effective is essential.</i>	<input type="checkbox"/>



SECTION N 10

Tips & Techniques

Membership Register
Classes of Membership
What Members Need To Know
Engaging Members





TIPS & TECHNIQUES

Membership Register

Every organisation needs to know who its members are and how to contact them for all sorts of reasons. The relevant Act requires Secretaries to keep certain information. In Queensland you must keep a register of members.

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

There's always some limitations on how you can share information about your members with others. Most non profit organisations in Australia that are purely volunteer based will not meet the financial limits for Privacy Act complications (for those organisations that deal with people's health information you need to be even more careful about what information you may and will share!).

For most groups though, you have permission to communicate with your members but not pass their information on to others without their express approval.

- (1) A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

Membership registers can include only the information required by law, however this is the perfect opportunity to increase your chances of securing volunteers by asking relevant information when members join and by taking the chance to talk to them about your expectations around volunteering!

There's many different examples of online or computer based systems that you can use to help you keep track of members and communicate with them. Known as CRM's or Customer Relationship Managers, some of these systems have a free to use option with limited versions that can still make your life much easier. If your organisation has access to Office 365 or other document suits, they probably also contain Access Databases or similar that you can use to keep membership information up to date.

There's no reason now why organisations should be keeping hard copy membership lists, either in the office or on a non-networked, stand alone computer. All cloud based services have a free option with limited storage where membership records can be securely and safely kept.



TIPS & TECHNIQUES

Classes of Members

For many organisations who have incorporated with a constitution based on the “model rules” or a template from another source, the various classes of members and their voting rights may not be clear. It’s vital to understand exactly who can vote, when and how many times.

There will be a range of clauses in your constitution that relate to members. For those who state only “ordinary” members, it can become complicated. For example an ordinary member over 18 can vote, where an ordinary member under 18 cannot. The best solution is to include a clear outline in your rules about how your members are defined and what their rights are.

Membership categories may need to be included for both individuals and corporations. While this examples shows some members may vote and others may not, your own constitution should define who you wish to vote.

Classes of Members

The membership of the association consists of ordinary members in the following categories:

Membership Category	Definition	Voting Rights At General Meeting
Caregiver Member	A nominated representative of each family who has other family members involved with or serviced by the association.	Yes
Representative Member	A person representing an organisation with an interest in the activities and services of the association.	No
Active Life Members	A person who has been accepted at an AGM under the conditions of the current By-Laws and who has volunteered or attended a general meeting in the past two years.	Yes
Non Active Life Members	A person has been accepted at an AGM under the conditions of the current By-Laws and who has not volunteered or attended a general meeting in the past two years.	No
Honorary Member	Person or organisation invited to membership by the management committee in the interest of the association for such a period as may be deemed.	No
Volunteer Member	A member of the management committee or a volunteer working with the association (must be over 18 years of age)	Yes

Remember also that while your constitution will certainly say something about a member’s financial status in relation to whether they can maintain their rights, the moment of membership is not when they apply, nor when they pay membership. A member does not become a member until they have been formally accepted through the process outlined in your constitution. A typical clause would say ...

Admission and rejection of new members

(1) The management committee must consider an application for membership at the next committee meeting held after it receives—

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

This means that it is not possible for anyone to join your organisation at the AGM or any other general

meeting and claim their right to vote.



TIPS & TECHNIQUES

What Members Need To Know

There's usually a lot of things you would like your members to know about what your organisation is doing, how they can be involved and if you need help. There's also sometimes when you must advise your members and other times when you may not have to but should.

On Joining

Members must be advised of the level of public liability (broadform) insurance that is held by the association. The relevant Act will prescribe what level the association must meet. In Queensland, based on the assets or turnover of the association (whichever is greater) ...

Level	Annual Turnover or Assets	Public Liability
3	Under \$20,000	Not required
2	\$20,000 - \$100,00	Not required
1	\$100,000 & Over	Mandatory

Of course your membership information should also include key contact information, organisational information and anything else they will need.

On Meeting

Members have to be advised (usually by the Secretary) of dates and times for general meetings. Some constitutions may even prescribe the amount of notice. Either way, you want your members to come to your general meetings, so the more time you can give them, the better.

If you decide to keep the right to proxy voting in your constitution, don't forget you must send a proxy form to each member (or make one available to them) prior to every general meeting.

During Participation

While not formally required by law, it's a good idea (and a key part of your risk management) to advise your members of any insurance that covers them and any conditions on that insurance that may make them ineligible to access it (Eg some insurers define "volunteers" quite narrowly or relate it to age). Since most senior volunteers will also be workers, it will be important for them to understand any risks they take if injured.

Training that is job related is also a vital thing to let your members know about. Workplace Health & Safety legislation around Australia now covers volunteers and places further responsibilities on those organisations with employees to include volunteers and members in their induction and training programs.

Of course there are certain things that only the members can decide on or ratify at a general meeting. Usually any decision that has been made by the membership can only be reviewed or changed by the membership, even if they really weren't required to vote on it.

On Elections

Most relevant legislation now requires the association to notify members running for election to the management committee of the amount of public liability insurance currently held (see above).



TIPS & TECHNIQUES

Engaging Members

If it feels like 90% of your membership don't care about what you are doing, who is doing it or would you need from them, it's statistically correct! Engaging members in the activities of the association is becoming more difficult and success in getting your messages out and hearing their responses has become a bit of a science.

It might be helpful to consider different strategies for different kinds of members. There's really no "one size fits all" and while email blasts or mobile texts work some of the time, the best outcomes will be where you've identified what type of members you have and developed a system to engage them all.

The Seemingly Disengaged

They come to you, but it's hard to get them to engage with other members. These members are also not likely to participate in a Q&A or share their opinions in a group setting, but they obviously support the cause because they keep attending your events, rain or shine.

How to Engage Them

It's important to remember that shy people are not necessarily introverts. Shy people may really want to engage with others, they just experience anxiety thinking about taking the first steps. This is where you can help in planning smaller, low-key introductions to help bring them out of their shells. Here are three great ways I've seen work well to engage shy members:

- Try kicking off some of your events a little earlier than planned with networking ice-breakers — fewer people in the room present could help your more reserved members feel more confident about opening up.
- If you are hosting a discussion, try breaking people into smaller groups. This allows individuals who may feel uncomfortable with public speaking interact with a handful of people right across the table from them.
- Pull the shy member aside and ask for a one-on-one, informal meeting to discuss a specific area that you know they are interested in. It's possible you may find a trove of remote volunteer power or a behind-the-scenes professional—like an accountant or computer programmer—willing to do some heavy lifting outside of a collaborative work group.

Remote Members

They can't or won't attend any events. You have never met them face-to-face, so you may not feel like they are as important as your local members. On top of this, if they are feeling disconnected, they are unlikely to let you know.

How to Engage Them

The key to keeping them hooked is through providing a platform for effective communication — e-newsletters, webinars, a private Facebook group, and online meeting or updates are just a few ways you can increase the number of touchpoints with remote non-profit members. In some ways, you may think about these members as "busy" people who don't have time to join you in person — so how can you make sure they feel included? It all comes back to how much effort you put into communicating with them. Here are five ways to increase communication with your remote members:

- In your online newsletter include info from members around the area, not just those who participate.
- Offer an online member directory and forum so they can stay engaged with other members (this is something you can easily do with social media).
- Personalize your website and social media so remote members can stay connected there as well. You could allow members to write blog posts, lead your Facebook page for a week, or submit ideas through online surveys. Engagement is a two-way street, so if you can get them to engage you, you're winning!
- Ask for input. Compelling content can encourage members to act wherever they are — whether that's by retweeting a post from your event or asking questions to get them to respond in the comments. Just because they can't engage in person doesn't mean they won't feel like they are part of the organization.



TIPS & TECHNIQUES

Engaging Members

Younger Members

Your events tend to be a sea of salt and pepper hair, but you know you have younger members hiding somewhere... Unfortunately many organizations focus on offering services geared towards their mature members, since they are their bread and butter, while neglecting the needs of their younger members.

How to Engage Them

Even if they aren't coming to your events or volunteering now younger members tend to be very active online. Check out the post [The Ultimate Guide to Connecting With And Recruiting Younger Members](#) for a wide range of tips to help better engage the 20-35 set. While these members may not seem as vital to your organisation now, they are your future volunteers or donors, and you should be engaging strongly with those on the upper end of that age bracket — perhaps even including them on your management committee — to help your organization avoid a generation gap.

- Stay active on social media — Facebook, Twitter, Instagram, and even Snapchat. Use pictures, tell real stories from your members, and share live video of what you are doing. To help keep your feeds current, utilize a program like Hootsuite or Social Oomph that will help you schedule posts. Another idea that can work well is to create a special group for younger members to interact with each other.
- Survey them to find out what topics they are most passionate about.
- Many organizations use a mentorship program to help bridge the gap between their older and younger members.
- Socials work well to engage people of all ages to get people more engaged and understanding of what you do.

Older Members

If you've updated your membership processes, you might have heard things from some of your older members like, "I don't want to have a Facebook account," or, "I don't want to pay online." What's happening is that updating processes creates a lot of change for your members who are used to doing things a certain way for a long time. It can cause them to feel disconnected with what's going on.

How to Engage Them

The good news is that many organisations update processes and still appease their older members, and even get them to take part. Here are some of the things they do:

- Whenever you update a process, take a few extra moments to explain why you're doing it. For example, does the change save your organisation more time or money? Does it create a way for your organisation to grow, or communicate faster? Explaining the reasoning can help your older members feel more comfortable with accepting or making the change themselves.
- Make a list of all the concerns from your older members. Categorise them into groups and bring them up as an item of discussion at your next meeting. Ask the room for suggestions on how your organisation should operate. Sometimes people just have the need to know their voice is being heard and this is one great way to do so. Another benefit from this is that it gives your older and younger members a chance to voice their opinions about a topic and see both sides of the coin.
- Keep live events a priority. Since older members are more likely to have the time to attend and volunteer, have them take the lead in engaging with one another to help share information. Since live events also take a lot of work, ask some of these members to volunteer by taking minutes, organizing snacks, or setting up chairs.
- It can be easy to get caught up in the daily tasks of managing members, and sometimes long-time members can become forgotten. To solve this, simply create a VIP membership level, awarded to those members who've been at your organization for five years, ten years, or however long you determine. What this does is create a way to continuously recognize these members for their loyalty and service to your organization. Some organisations give their VIP members small perks like early access to purchasing event tickets, or special rewards and acknowledgements for service.
- One thing to remember — this age group is likely to be your most prominent financial backers, so do not let them slip through the cracks!



TIPS & TECHNIQUES

Engaging Members

The Already Super-Engaged Member

This member is already super-engaged, so there is no problem. They're showing up to events, responding to messages, volunteering when they can, engaging with other members, and advocating for the organization. These are the members you wish all your members would be like.

How to Engage Them

You don't need to do anything extra to engage these members, but there may be some ways they can help engage your other members, or even find new members. Here are six:

- Find out what made them super-engaged in the first place and do more of it. This will help turn more of your current members into the super-engaged members these people are.
- Find out where they came from. You may notice some commonalities in how these members found your organization. With this information, you can devote more resources into finding more members like these.
- Use them to build your 'ideal member' profile. This profile is a list of traits that your super-engaged members have which can help everyone in the organisation understand who to be on the lookout for. Then, when you see a new member who fits the profile, give them a special push to make a greater connection with the organisation.
- Pair them with volunteer opportunities they are excited about and check in regularly to see if they're ready for a change so you avoid burnout or boredom.
- You may also want to consider offering your biggest team player a spot on your board. They are already super committed to advocating on your behalf, why not make use of their excitement?
- Don't skip on the member/volunteer awards recognition ceremonies and gifts. These rockstars need to see how much they matter to the organisation, so be sure to show them!

One Last Thing to Keep in Mind

When thinking about member profiles, the most important thing to keep in mind is that there is never a "one size fits all" approach when it comes to keeping your members engaged. Take the time to dig deep into your members' motivators, opportunities, barriers, and characteristics to tailor your engagement strategies for success.

Make It Personal

Most of us are so inundated with information from so many sources, it is impossible to read everything we are sent and so incredibly difficult for organisations to get their message through, even when their members love them. Surprisingly, the most effective way to communicate is still to have a human conversation. That may be difficult when you have hundreds or thousands of members but wherever you can find an opportunity or technical solution, such as Youtube or Facebook streaming, try to take the time to speak directly to your members, giving them the messages you want to share and asking them to feedback to you as well.



Congratulations

You've worked the whole way through the Good Governance Health Check. Take a bow!

It doesn't matter how long it took you to get here - the important point is that you've taken the time and put in the effort to carefully consider how well your Association is performing.

By now you'll have a plan for continuous improvement (Organisation Development Plan - call it whatever you like, we're plain and simple so we like 'To Do List' - but whatever works for your Committee is fine by us).

You'll also have developed a much greater understanding of what good governance really means - in practice, not just in theory and we're confident you'll have a much greater appreciation of its value to any organisation.



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About Us

The original concept and development The Good Governance Handbook and the online Good Governance Health Check are the result of an original collaboration between Kate Hartwig and Kate Reynolds. Leisa Donlan & Adrian Hart from www.goodgovernanceconsultants.com.au have tailored this guide & updated the content specifically for your organisation and the regulatory framework you work in and added a few templates and other information.

We've all been working in the not-for-profit sector for most of our working lives (hooley dooley, that's about 120 years between us!) and we know what works and what doesn't. Our approach - as you can see with this Handbook - is plain and simple - we provide no-nonsense, proven, practical assistance with governance and organisational development.

We've pooled our good, bad and ugly experiences and some of the many publications, tools, tips and techniques we've developed over the years into one, easy to access Handbook. We hope you've found it useful.