



## GLOSSARY

**Key words and abbreviations – Guide for Public Officers and Secretaries**

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**AGM** refers to an annual general meeting.

**AI Act** refers to the *Associations Incorporation Act 1981* (Vic).

**Annual statement** is a document that the public officer of an incorporated association must lodge with Consumer Affairs Victoria within one month of each annual general meeting (unless an extension is granted).

**ATO** refers to the Australian Taxation Office.

**Auditor** is an accountant (who is independent from the organisation) whose job is to check and confirm the accuracy of the organisation's financial records (commonly, once a year). The auditor provides a set of audited accounts for the organisation and an auditor's report. Some organisations are required to have their accounts audited, either under the *Associations Incorporation Act 1981* (Vic) ("prescribed associations") or for other reasons, such as funding agreements.

**Ballot** is a method of voting in elections for office bearers and members of the management committee of an organisation (like voting in an election for government). A ballot is often conducted confidentially, in which case it is called a "secret ballot".

**Bankruptcy** is a legal status that offers a person protection from further action against them by creditors (that is, people to whom the person owes money).

**CAV** refers to Consumer Affairs Victoria, which is the government agency responsible for regulating incorporated associations in Victoria.

**Committee members** are members of the management committee of an incorporated association – commonly, the office bearers and a small group of other people (often called "ordinary committee members"). Management committee members may or may not be members of the organisation (depending on the organisation's rules).

**Committee of management** is another way of saying **management committee**.

**Common law** means the law developed by the courts, or judge-made law (as opposed to legislation or statutes, which is law made by Parliament).

**Constitution** is another word for the **rules** of an incorporated association.

**Convene** means “arrange” or “call people together” – for example, the chairperson of an incorporated association may convene a meeting of the management committee.

**Fiduciary duties** are special legal obligations that have been developed by common law (judge-made law). They arise because of the position of trust that certain people (such as a secretary) hold within an organisation. Fiduciary duties require a person to exercise their powers in good faith for the benefit of others (in a secretary’s case, on behalf of the organisation and the members as a whole).

**Financial statement** is a document (or set of accounts or reports) submitted to members of an incorporated association at the annual general meeting, as required by section 30 of the *Associations Incorporation Act 1981* (Vic). The financial statement contains particular information about the financial activities of the organisation in its previous financial year.

**General meeting** is a meeting of the members of the incorporated association which is convened using the procedures for general meetings in the association’s rules. These procedures will include giving notice of the meeting to members. General meetings can include “annual” and “special” general meetings.

**Legislation** means laws that have been enacted by Parliament. A piece of legislation is called an Act. The names of all Victorian Acts include the year the law was passed and the letters “(Vic)” – for example, the *Associations Incorporation Act 1981* (Vic).

**Management committee** is the governing body of an incorporated association, sometimes called the “board of management”, “council” or simply the “committee”. The management committee is responsible for overseeing the running of the organisation.

**Minutes** are a formal written record of the matters discussed and decisions made at a meeting.

**Model rules** are the sample rules set out in Schedule 4 of the *Associations Incorporation Regulations 2009* (Vic) that can be adopted (in whole or part) by an organisation when it first incorporates (registers), or at a later date. The model rules may be modified over time by legislation (ie. changes to Schedule 4 of the *Associations Incorporation Regulations 2009* (Vic)) and/or by the organisation.

**Motion** is a proposal that a member puts at a meeting, so that some action is taken or decision made about an issue. Technically, when a member “moves” a motion, another member must “second” it. (Sometimes a member then moves to change (amend) the motion, and it is up to another member to second the amendment.) Once the wording of the motion is settled, a vote is taken and, if passed, the motion becomes a resolution.

**OCS** refers to the Office of the Community Sector, which is an office established within the Victorian Government to help strengthen community organisations and develop policy for the not-for-profit sector.

**Office bearer** or **officer** means a person who is appointed to a special position on the management committee. The office bearers of most organisations are the chairperson (or president), deputy chairperson (or vice-president), secretary and treasurer.

**Organisation** means, broadly, a group (whether incorporated or not). Specifically, in this Guide, the word “organisation” refers to a Victorian incorporated association.

**Prescribed association** is a large incorporated association (that is, one that has a gross annual revenue over \$200,000 in any financial year, gross assets over \$500,000, or has been prescribed by regulation). Prescribed associations must comply with special accounting procedures and have their accounts audited each year by an auditor.

**Policy** is a particular way of dealing with an issue or area of activity which the organisation has agreed on. Policies are usually (but not always) written down. An organisation may have policies about, for example, recruitment of new management committee members, procedures for meetings or dispute resolution. Policies cannot override legal obligations in the *Associations Incorporation Act 1981* (Vic) or the organisation’s rules, but they can supplement them.

**Poll** is a method for voting on a motion at a meeting. Technically this is different to a ballot, which is for voting in elections, but sometimes people use these words as if they mean the same thing. A poll must be in writing. In a poll, members vote by filling out a voting paper and putting it in a box or container. These papers are then counted by those organising the poll, but not shown to other voters. When a poll is validly demanded, the result on the poll will override a vote on a show of hands.

**Proxy** is someone who is authorised to vote on behalf of another person at a meeting (if that person cannot attend the meeting personally). If proxies are allowed, there must be a provision in the organisation’s rules which sets out how proxies operate.

**Quorum** is the minimum number of people that need to be present at a meeting.

**Registrar** refers to the Registrar of Incorporated Associations within Consumer Affairs Victoria.

**Register** is essentially a list, or database, containing information about certain matters or documents.

**Register of Incorporated Associations** is the register which contains information about every incorporated association in Victoria. It is maintained by Consumer Affairs Victoria. Some parts of the register are available on the Consumer Affairs Victoria website, and you may purchase extracts from it about your organisation or others.

**Regulations** refers to the *Associations Incorporation Regulations 2009* (Vic).

**Resolution** is a decision that is made at a meeting. A resolution is the result of a motion (or an amended motion) put before, and passed by, the meeting.

**Rules** (or **constitution**) are the governing document of an incorporated association. The rules set out the procedures for running the organisation. An association can choose to adopt some or all of the model rules (in Schedule 4 of the *Associations Incorporation Regulations 2009* (Vic)) or write its own rules (which must be approved by Consumer Affairs Victoria). Every incorporated association must have rules which cover the matters listed in the Schedule of the *Associations Incorporation Act 1981* (Vic).

**Schedule** refers to a Schedule (and the items, or paragraphs, within it) of the *Associations Incorporation Act 1981* (Vic) or the *Associations Incorporation Regulations 2009* (Vic).

**Simple majority** is when more than half (50%) of the people present and voting on a motion at a meeting, vote for (or “in favour of”) passing a resolution.

**Special general meeting** is a type of general meeting, which is usually convened for a particular reason or purpose. Under the model rules (in Schedule 4 of the *Associations Incorporation Regulations 2009* (Vic)), any general meeting which is not an “annual” general meeting is a “special” general meeting.

**Special resolution** is a resolution passed in accordance with the procedures in section 29 of the *Associations Incorporation Act 1981* (Vic). This requires at least 21 days notice to be given to members. To pass the special resolution at least three quarters (75%) of members who are entitled to vote, and who actually *do* vote at the meeting (either in person or by proxy, if allowed), must vote in favour of the resolution. (This can be contrasted with a resolution passed by simple majority, which only requires more than 50%.) Special resolutions are required by the *Associations Incorporation Act 1981* (Vic) when an organisation makes certain important decisions, such as changing its name, rules or statement of purposes; amalgamating with one or more other organisations; winding up the organisation voluntarily or seeking cancellation by Consumer Affairs Victoria.

**Statement of purposes** is a document which sets out what the organisation has been established to do, and may also identify for whose benefit the organisation operates. An organisation must include a statement of purposes when it applies for incorporation. The statement of purposes (and any changes to it) must be approved by Consumer Affairs Victoria.

**Statutory duties** are responsibilities which are set out in particular legislation. For example, the members of the management committee of an incorporated association have statutory duties (relating to how they make decisions about the running of the organisation) under the *Associations Incorporation Act 1981* (Vic). (Contrast this with responsibilities that arise because of common law (judge-made law), such as “fiduciary duties”.)

**Statutory manager** is a person who is appointed to take over the running of an incorporated association, if there are concerns about how the organisation is being managed. Consumer Affairs Victoria can apply to the Magistrates Court to appoint a statutory manager. A statutory manager can be appointed if it is in the interests of the organisation's members, its creditors (those who the organisation owes money to), or the public to do so. This provision was introduced in 2009.

**Wind up** or **winding up** refers to the ending of an incorporated association – this can be done voluntarily by the organisation, or in certain circumstances by a court or Consumer Affairs Victoria. Once an incorporated association is wound up it ceases to exist.

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Address: PO Box 16013, Collins Street West, Melbourne 8007

Phone: 03 8636 4400

Fax: 03 8636 4455

Email: [connect@pilch.org.au](mailto:connect@pilch.org.au)

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