



Governance for Football NSW Clubs & Associations



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What is the aim of this course?

The aim of this course is to consider the role and responsibilities of Committee Members and its various Associations and relevant Governance expectations.



What are the objectives of this course?

The **objectives** of this course are to:

- Outline the duties and responsibilities of Committee Members and the Management Committee of Incorporated Associations – **how you fit into the puzzle.**
- Review the responsibilities of the Committee Members .
- Examine **what rules govern the behaviour of Committee Members of Incorporated Associations.**
- Provide insight into the statutory duties of organisations in relation to **membership, meetings and minutes.**
- Discuss topical issues affecting Management Committees and such as the management of risk and **conflicts of interests**, strategic planning, and ethics and communication.
- Provide an understanding of the expected behaviour of **Committee Members.**

The Plan for Today

- Governance
- 1. Incorporated Associations – What are they?
- 2. Management Committee – What does it do?
- 3 Committee Members
- 4 Protocols
- 5. Meetings, Minutes, Agendas (AGM) etc
- 6. Communication

Governance Framework



3 Why is governance important?

Organisations with good governance:

- provide control and structure
- instill **ethical values** in volunteers and train them in proper procedures
- exhibit behaviour at the board and management levels that the rest of the organisation **want to** emulate
- reinforce good corporate governance and compliance as the primary force behind reputation management

1. Incorporated Associations – Not Companies



Club Constitution & Associations

Incorporation Act

- These have the rules by which you should operate.
- Have you seen or read your organisation's Constitution?
- Does your organisation have a maximum/minimum number of Committee Members?
- What is the quorum for a valid committee and general meeting and therefore valid decisions?
- How is the Chair/President appointed/elected?
- What is the stated purpose of your organisation? This should guide all your decisions.
- Who are the general “voting” members?
- AGM.

2 The role of the Management Committee



What is a Management Committee

The Management Committee is the group responsible for:

- acting as the organisation,
- ensuring that the organisation is accountable for its actions and performance.

Law sets out minimum requirements for the composition of a Management Committee depending on the entity type and legal structure, such as incorporated associations, **which are controlled by the Associations Incorporation Act (NSW) – not the Corporations Act (Cwth).**

The role and responsibilities of the Management Committee

The responsibilities

- determine the organisation's **strategic objectives** and methods of achieving these
- monitor the performance of the organisation, including **compliance** with legal and regulatory obligations
- ensure there is a system of internal controls and reporting over **risk management** and regulatory matters
- ensure proper **stewardship** in the organisation's financial affairs
- receive reports on the organisation's progress; and
- ensure statutory obligations are met.

3 Duties of Office Bearers and Committee Members



Appointment to a Management Committee

Appointment of the Management Committee

Consents and disclosures

Appointment of the governing body such as the Management Committee and Office Bearers, such as secretary, president and treasurer, is **governed by the organisation's constitution or rules**.

The mechanism for election of Committee Members includes:

- Organisation's members elect the Committee Members at the Annual General Meeting – **the famous one step back volunteers**

Associations Incorporation Reg Duties of Committee Members

This means You!

**Associations
Incorporation
Regulation
2016 (NSW)**

Key duties for Committee Members:

Duty 1: The duty to act in good faith and for a proper purpose

Duty 2: The duty to act with reasonable care, skill and diligence

Duty 3: The duty not to misuse information or position

Duty 4: The duty to disclose and manage conflicts of interest

https://www.nfplaw.org.au/sites/default/files/media/Duties_Guide_Cth.pdf

Duties of Committee Members – common law, equity and Corporations Act

Duty to act in good faith

The law obliges Committee Members to act in good faith in the best interests of the company and for a proper purpose.

Proper purpose

It is not sufficient for a Committee Member to act honestly and believe a decision is in the best interests of the company if, measured against an objective standard, the purpose is not proper.

Duty of care and diligence

The duty of care is an objective standard – refers to the degree of care and diligence expected by an ordinarily prudent person in the same circumstances

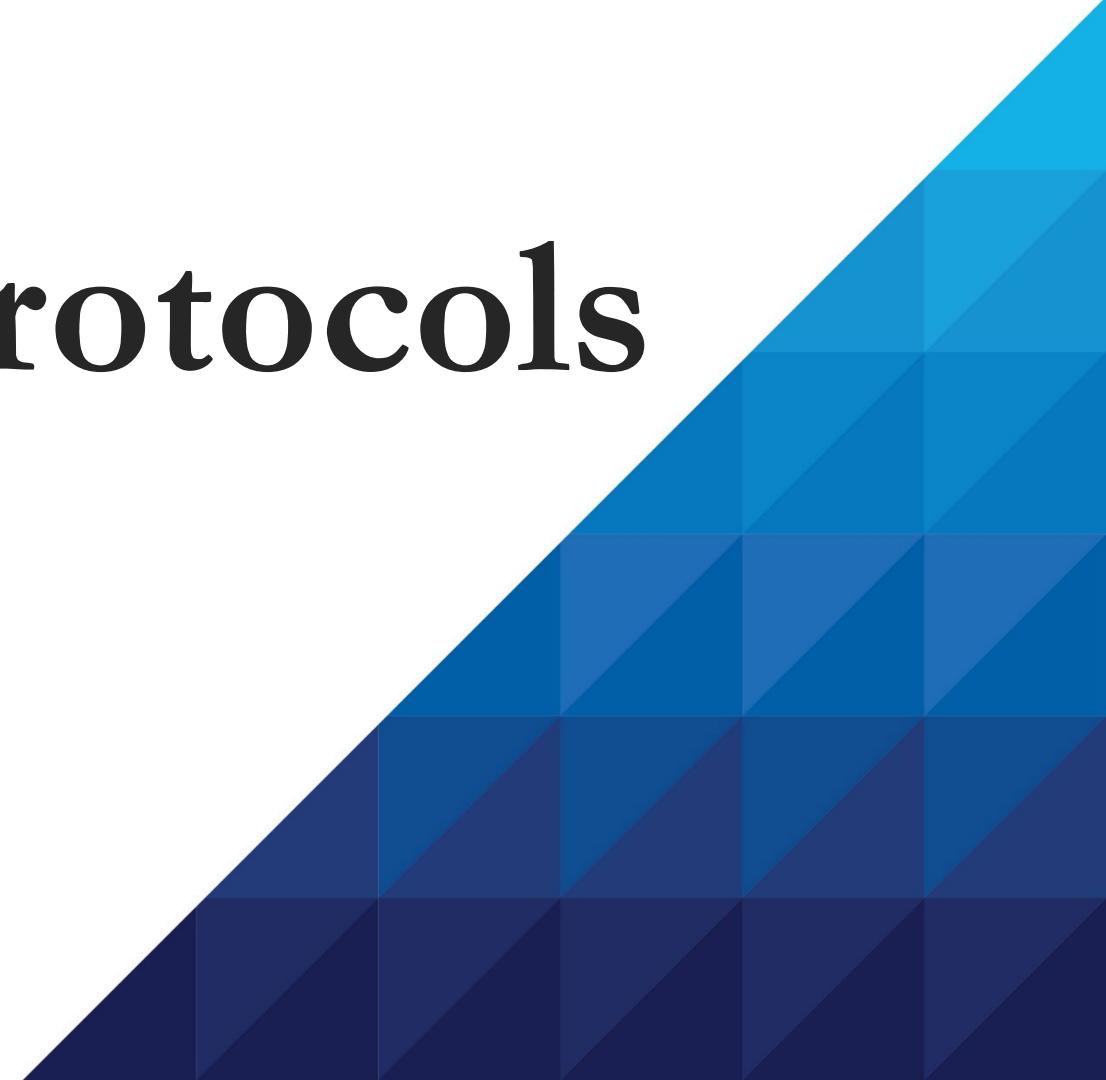
Duty to not misuse position or information

Committee Members, Office Bearers and employees are subject to general law duties and statutory duties not to misuse their position or the information that they obtain in that position.

Avoid conflicts of interest

Conflicts of interest arise when the interests of Office Bearers and Committee Members are incompatible, or in competition with, the interests of the organisation.

4 Management Committee Protocols



Management Committee Protocols

- There are accepted norms of behaviour for Committee Members which include:
 - Committee Members should **attend all meetings** where they are a member subject only to exceptional circumstance;
 - It is expected that even in **strong passionate** debate Committee Members will remain **respectful allowing all parties to speak without interruption**;
 - Committee Members will **respect** the Chair's determinations, in particular, if the Chair requests a Committee Member to "return to the topic at hand";
 - Committee Members are expected to have **fully prepared** for meetings – don't waste everybody's time;
 - **Say something** if you think you aren't getting the information you need to make reasoned decisions.

Protocols cont'd

- Dissenting Committee Members may ask to have their vote (against or abstain) recorded in the minutes – also relevant where abstaining due to conflict;
- All happenings at Management Committee or Committee meetings are presumed to be confidential subject to confirmation of the Chair for the of release information after the conclusion of a meeting;
- Committee Members should ensure that they concentrate on the matters at hand rather than checking personal emails and texting – **please mute your phone**;
- For long meetings, it is appropriate to allow breaks in the meeting;
- Management Committees should undertake evaluations of performance on an annual basis – this should include the quality of Management Committee papers and the appropriateness of agendas, are the Office Bearers being seen to do their jobs?;
- **Are there other protocols that you would include????**

5 Meetings, Minutes & Agendas



Committee meetings

Minutes of meetings

Minutes record:

- the date, time, and place of the meeting
- the names of the chair; those present, apologies for those absent
- reference to the reading and notation of minutes of the previous meeting and
- raising of relevant Committee Members' interests in the business of the meeting.
- Preparation is usually the responsibility of the Secretary and the Management Committee is responsible for approving them, drafted within 1-2 days , reviewed by chair and/or clarification from other Committee Members. All to avoid before spending time on this at the next meeting.
- The minutes are the record of business transacted, with the precise wording of every resolution passed.
- When ratified, minutes must not be altered.

Minutes of resolution

- Record the resolutions (decisions) made during the meeting
- Establish that Committee Members/Committee Members considered the matters sufficiently.
- **Accurately recording resolutions is critical**
- **Secretary or Chair should read out the resolution before voting**

Minutes of narration

- A verbatim record of the meeting, with much detail **- not useful in our situation**

Annual General Meeting

- Check your **Constitution** to determine:-
 - When you need to hold your AGM (Act requires it to happen within 6 months of end of financial year but there are other considerations)
 - What notice you need to give and to whom?
 - Number of Days
 - What form (paper, email or simply on your website)
 - The business to be conducted e.g.
 - Committee elections?
 - Who are the people allowed to vote?
 - What form of meeting – in person or virtual?

Legal Protection for Office Bearers and Committee Members

INSURANCES PROVIDED BY FOOTBALL NSW

Management Liability Insurance

Protects the Club and its Committee members, Directors and Officers against legal actions or civil proceedings resulting from an alleged wrongful act while undertaking their roles in an official capacity.

Public Liability & Product Liability Insurance

Protects the Club, players, officials, Committee Members, administrators and volunteers for legal liability in relation to third parties for:

- Personal injury
- Property damage
- Legal defence costs following a claim under the policy

Professional Indemnity Insurance

Provides coverage for administrators, officials, referees and coaches for their legal liability for personal injury or property damage resulting from a breach of professional duty as a result of an act, error or omission while fulfilling their official duties on behalf of the club.

Personal Accident Insurance

Personal accident cover for participants including Committee Members, directors, administrators, employees & volunteers for injuries arising out of participation in official sanctioned football and club activities and while travelling to or from training or games to a participant's place of residence, education or employment.

The information provided above is applicable to the 2026 Football NSW Insurance Program only and is subject to all relevant Policy Terms and Conditions.

OTHER INSURANCES TO CONSIDER

CYBER INSURANCE

Sporting Clubs and Associations face growing financial, operational, and reputational risks from cyber-attacks. Clubs that collect customer information or rely on websites and technology must protect sensitive data, maintain a high level of vigilance, and actively manage cyber risks. Cyber insurance helps cover both first- and third-party losses arising from data breaches, hacking, or the theft of customer information.

also condense the Property & Contents list to the following:

PROPERTY & CONTENTS

- Club buildings and structures including sheds, grandstands, storage containers.
- Sporting equipment and apparel (goals, nets, training gear, uniforms).
- Canteen stock and kitchen equipment (fridges, freezers, BBQs etc)
- Grounds maintenance and line marking equipment, electronic scoreboards.
- High-value medical equipment (e.g. defibrillators/AEDs).

Workers Compensation

If you are paying persons for work performed, they may be a 'deemed worker' under the relevant legislation which will require the employer to hold a Workers Compensation Insurance policy. For remunerated players, please refer to Football NSW for guidance in relation to the NSW Sporting Injuries Insurance.

Travel Insurance

Cover for players and officials while travelling overseas for illness, loss of baggage, money, loss of deposits, cancellation of travel, emergency assistance and repatriation.

The information provided is for guidance only. Clubs may require other types of insurance not listed depending on a Club's individual circumstances.

Fundraising

- The requirements of each state and territory for fundraising are significantly different.
- Fund raising is regulated on a State level basis.
- Responsible persons need to ensure fund-raising activities comply with the legislation in each jurisdiction.
- Compliance is not difficult.

6 Communication



The Management Committee's responsibility for communication

Decide **now** as to **who**, if anyone, talks to the press in the event of an issue. Have a protocol known to all Committee Members and Club or Association Officials.

Clubs are accountable to a wide range of stakeholders e.g. fund/grant providers (e.g. State and Federal Governments), participants/members, their Member Association, FNSW and Football Australia.

Internal communication

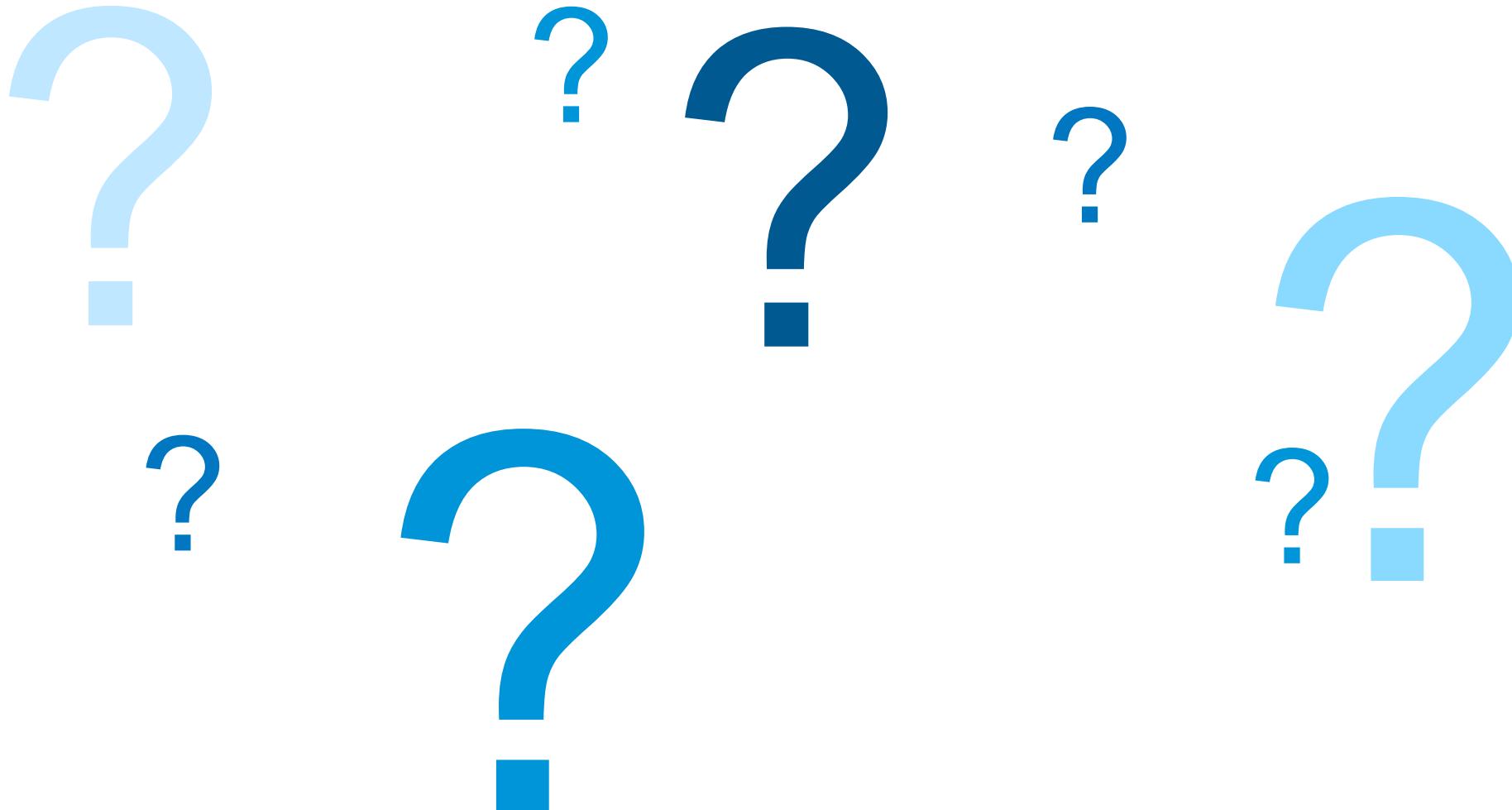
The Management Committee should ensure appropriate internal communication about operational matters including:

- **delegations** and authorisations for corporate responsibilities and accountabilities
- key legislation, e.g. **privacy**, WHS
- consequences of a breach of corporate policy
- internal policies, especially financial matters workplace conduct and values
- administrative changes, e.g. appointment of key personnel.

External communication

- Responsibility of Management Committee: quality and accuracy of communication to stakeholders
- Should agree on the wording and context of communications in relation to important decisions
- Ensure that members and key stakeholders are informed of important matters firstly by the organisation, not the media.
- Good news stories - important to donors and funders - reinforce the decision to support the organisation.

Questions?



Thank you

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