



GOVERNANCE VS MANAGEMENT

Quarter Three Synthesis: A Meetings and Decision-Rights Audit

Ten articles, one working audit for how your board actually governs in practice

This quarter began with a single boundary, governance versus management, and worked outward from it to every practical mechanism that boundary depends on: how authority is delegated, how the chair and chief executive actually work together, and how meetings, elections and records either protect that boundary or quietly erode it. This closing piece is a single working audit drawn from the ten articles before it.

Which rules apply to your association?

The law depends on how your association is set up. A **company limited by guarantee** follows the Corporations Act 2001 (Cth) and its constitution. An **incorporated association** follows its state or territory associations Act and its rules. A **registered charity** also follows the ACNC Act and the ACNC Governance Standards, and some Corporations Act rules are replaced for charities that are companies. Check your own governing documents, and get advice before decisions with legal consequences.

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The Governance And Management Boundary

- Can every director articulate, in practice not just in theory, where governance ends and management begins in your organisation? (Article 23)
- If your organisation has hired its first chief executive, or is approaching that transition, has the board documented in writing exactly what it is handing over, before recruitment rather than after? (Article 24)

Delegated Authority And The Chair-Executive Partnership

- Does your delegations of authority document set tiered, role-based thresholds, exclude the matters that should always remain with the board, and get reviewed on a fixed cycle? (Article 25)
- Is the chair-chief executive relationship actively built through regular, protected contact and a no-surprises standard, rather than left to develop informally? (Article 26)

Member Rights At General Meetings

- Does your board know the actual thresholds and valid categories for member-proposed resolutions, and can it explain, in writing, why any declined resolution falls outside them? (Article 27)

- Has your organisation replaced an unminuted 'general business' item with a clearly labelled open forum that makes no claim to producing binding resolutions? (Article 28)

A board that can answer every question in this audit honestly has done something most associations never quite achieve: built a meetings and decision-rights architecture where every part reinforces every other part, rather than working against it.

Elections, Quorum And The Meeting Itself

- Where your constitution allows it, do your board elections run on a pre-AGM timeline, nominations, candidate information, and voting all completed before the meeting, rather than conducted live from the floor? (Article 29)
- Is your quorum threshold a number your organisation can reliably achieve given its current scale and engagement levels, reviewed periodically rather than inherited from an earlier, smaller version of the organisation? (Article 30)

Records And Meeting Format

- Are your minutes recorded and signed within the time required by your governing Act and constitution, and do they capture decisions, reasons and dissenting votes rather than either a bare outcome or a full transcript? (Article 31)
- Does your board understand that minutes and connected drafts are broadly discoverable rather than confidential, and does it treat every meeting-related document accordingly? (Article 31)
- Does your constitution expressly address wholly virtual meetings, or does it only support the hybrid format the general law now makes available by default? (Article 32)

Running The Audit

As with the two quarterly syntheses before it, treat this as one structured board conversation rather than a document to file away. The questions in this quarter connect more tightly to each other than in either previous quarter: a delegations document without board reporting recreates the inner board risk discussed earlier in this series; an AGM run on unminuted general business undermines the very member rights the meeting exists to protect; a quorum threshold set too high threatens the validity of every other decision this quarter has carefully protected. Working through these questions together, rather than one at a time, is where the real value of this audit sits.

The final quarter of this series turns to stewardship, risk and the contemporary governance environment, financial oversight, conflicts of interest, and the regulatory and technological pressures shaping association governance. Everything covered across the first three quarters, constitutional architecture, board composition, and now the mechanics of governance in practice, is the foundation that final quarter will be built on.

This is one of the practical governance topics built into our Board Director course, alongside the papers, tools and frameworks that turn the principle into your board's actual practice. [Explore the course](#)

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BOARDROOM ACTION WORKSHEET

Quarter Three Synthesis: A Meetings and Decision-Rights Audit

Turn the resource into evidence, a decision and an accountable next step. Keep the completed record in your association's approved board records system.

1 What is the issue or decision?

State the governance question in one clear sentence.

2 What evidence do we already have?

Record the facts, source documents and stakeholder evidence available now.

3 What evidence is still needed?

Identify the legal, regulatory, financial, member or operational information still required.

4 What is the agreed next action?

Capture the owner, timeframe and how the matter will return to the board.

Action owner	Review date	Board decision or resolution

General education, not legal, financial, tax, clinical or governance advice. Confirm specifics at the relevant primary source or with your own qualified adviser. Nexus Leadership is operated by Lipstick Consulting Pty Ltd · ABN 15 619 120 482.

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