



GOVERNANCE ROLES IN THE CO-OPERATIVE

Directors • Secretary • Treasurer • Committees

Working Together to Support Good Governance

Our co-op depends on a team of Directors, Committees, and Office Holders to run smoothly, follow the law, and uphold our shared values.

All members share responsibility for supporting governance. When we contribute positively and respectfully, we help maintain a safe, fair, and thriving community.

BOARD OF DIRECTORS

Role

The Board manages the co-op on behalf of all members, making sure the co-op runs legally, follows its rules, and works toward shared goals.

Key Responsibilities

- Aim for one Board Meeting between General Meetings
- Ensure financial health and monitor co-op projects
- Follow the Co-operatives National Law (CNL) and local regulations
- Oversee co-op operations and keep plans on track
- Uphold co-op rules and policies with Policy Committee support

Legal Duties Under Co-operative National Law (CNL)

- Act in good faith – make honest decisions in the co-op's best interest
- Avoid conflicts of interest – declare any personal interests
- Be careful and informed – stay up to date on finances and operations
- Don't misuse your position – no secret deals or personal gain
- Prevent debt problems – don't approve spending the co-op can't afford

Compliance Requirements

The **Secretary** supports the Board with compliance by:

- Acting as point of contact for legal or government matters
- Ensuring co-op follows its rules and legal obligations
- Helping to submit reports and annual returns on time
- Helping to organise board and general meetings

- Helping to prepare agendas and taking minutes
- Helping to keep directors on track with legal duties and deadlines
- Keeping official records - minutes, rules, registers
- Keeping contact details up to date
- Maintaining and storing all required registers
- Notifying NSW Fair Trading of changes to directors, or rules within 28 days
- Sharing important updates with members
- Supporting onboarding of new members
- Tracking decisions and ensuring follow-up

The **Treasurer** supports the Board with compliance by:

- Ensuring bills are paid and levies are collected
- Ensuring annual reports are ready within 5 months of year-end
- Keeping accurate financial records
- Monitoring income, spending, and bank accounts
- Planning for long-term projects e.g. maintenance, infrastructure
- Presenting clear financial reports to the board and members
- Supporting the Secretary with annual return lodgement
- Supporting the Finance Committee to prepare annual budgets
- Tracking actual spending vs. budget
- Working with the Secretary to store reports securely

Committees

Committees support the board and help manage day-to-day matters.

They provide opportunities for more members to be involved in day-to-day running and practical tasks. The **Membership Committee**, for example;

- Welcomes new members fairly, legally, and in line with co-op values
- Reports clearly to the board and members
- Respects confidentiality and openness

All committee members must:

- Act fairly, without bias
- Declare conflicts of interest
- Maintain trust and accountability

Protection for Office Holders

The co-op holds **management liability insurance** for Directors and Office Holders.

Further information

- **Co-operatives National Law (CNL)**: Sections 190–196
- **Justice Connect**: www.nfplaw.org.au/runningtheorg
- **NSW Fair Trading**: fairtrading.nsw.gov.au

Board Nomination Example
Nomination for Director (2025–2026)
Date:

To: Goolawah Co-operative Secretary

I would like to nominate myself for the role of Director for the 2025–2026 term.

Qualifications

I am an active member of the Co-operative and enjoy contributing to all aspects of community life.

Note: Rule 10b – Active Membership requires a member to pay their accounts by the due date.

My Experience

- I have been a member of the Co-operative for ____ years.
- During this time, I have been involved in....*briefly describe key involvement e.g. working bees, committees, events.*
- Other relevant experience includes *e.g. professional roles, volunteering, or community involvement.*

Goals

I am nominating for the Director role to...*a brief statement of goals.*