



# ORIC Oracle

February 2018

## Managing your membership

Knowing exactly who your members are, and how to contact them, is essential to a healthy corporation. This issue of the Oracle is a reminder that records of membership—and members themselves—are vital to your operation.

### Registers of members

Corporations need to keep two types of member registers: a register of members and a register of former members. They can be separate or combined in one document.

If your membership is small, your register might be handwritten in a book. For larger memberships, registers are best maintained on a spreadsheet or in a database. A template for a register is available on the ORIC website. See also the fact sheet *Registers of members and former members*.

### Register vs list—what's the difference?

A **register** of members is a living document, kept by the corporation. The corporation must update the register within 14 days whenever a new member joins or an existing membership ceases. Membership officially starts on the date of entry in the register of members.

A **list** of members on the ORIC website is a copy of the register of members at one moment in time. Each year, as part of their general report, corporations lodge a list of current members. It's a snapshot from the time the general report was lodged. Some corporations only provide this list once a year, but you can lodge an update to your list at any time. Lists of members are published on [oric.gov.au](http://oric.gov.au) among each corporation's records.

### Who's a member?

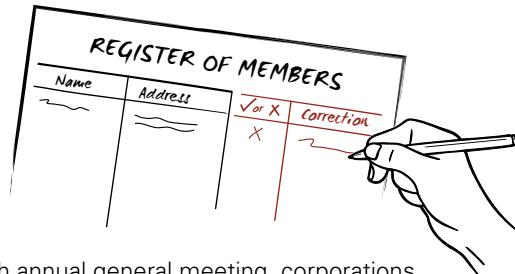
To be sure of the current membership of a corporation, you need to inspect its register of members.

It's the corporation's responsibility to maintain the registers of members and former members. And it's the corporation who must provide a copy of the register of members to anyone who asks—including the Registrar.

### Keeping the registers up-to-date

It's vital that the registers are up-to-date, because they can be used as legal evidence of who is and isn't a member.

It's a member's responsibility to let their corporation know if ever their information in the register is incorrect or when their details change. If your contact details are wrong, you might miss out on communications and opportunities to participate.



At each annual general meeting, corporations must also provide an opportunity for members to check the register of members and if needed, update their name, address and any other details. So it's a good idea, as the first step in preparing your AGM, to ensure your register of members has been updated with all the changes your members have told you about.

### Ins and outs

#### Membership is never automatic

No one automatically becomes a member of a corporation. To become a member, you must apply in writing. It is no different for registered native title bodies corporate (RNTBCs, also known as PBCs). If a person is a native title holder (also called a common law holder) and wants to become a member of an RNTBC, the person must apply in writing.

### Application forms

If your corporation's rule book does not include a membership application form, you can find a template on the ORIC website. It includes a section at the bottom for directors to record all the tasks in the application process.

APPLICATION FOR MEMBERSHIP	
Application received	Date:
Application tabled	Date:
Applicant is eligible	Yes/No
Directors approve	Yes/No
Added to register	Date:
Applicant notified	Date:



# Far West Coast

## Aboriginal corporation RNTBC

Far West Coast Aboriginal Corporation RNTBC (FWCAC) has 1669 members who are all common law holders of native title for the far west coast of South Australia.

The corporation is diligent in keeping its register of members up-to-date. They use an efficient database. To ensure notices are received, FWCAC urges members to advise it of any updates to their email or postal address—by phone, visiting the office in person, or using a secure form on the FWCAC website at [fwcac.org.au](http://fwcac.org.au). In 2017, FWCAC lodged no fewer than five updates to its members list to ORIC.

FWCAC also takes great care in its communications with current and prospective members. The corporation's website has a membership page, where it lists all membership-related rules and provides a downloadable form for prospective members to apply to join.

Like all well-governed corporations, FWCAC strives to maximise its value to members, offering a range of accessible programs and services.

Above: the FWCAC board. Front row, left to right: Brian Queama, Georgina Stockfisch, Peter Miller, Sue Haseldine, Keith Peters. Middle: Wayne Haseldine, Gavin Peel, April Lawrie, Maryanne Clements. Back: Edward Roberts, Duane Edwards, Barry 'Jack' Johncock.

# The FWCAC membership card

In 2015 FWCAC introduced a membership card, so that each member could identify themselves as a common law holder of native title for the far west coast. The cards include the person's name and the following statement:

*I have native title rights and interests to use and enjoy these lands and waters in accordance with my traditional laws and customs. My right to practice my culture is protected by section 211 of the Native Title Act 1993.*

The purpose of the cards is not to verify membership at corporation meetings. Rather, their purpose is to give some extra assurance to members that they have, and always will have, the right to use and enjoy their traditional lands. The FWCAC board of directors state:

*Having the card is a confidence boost for our members when they're on country. It validates what they already have as common law holders of native title, which is a right to use and enjoy their ancestral lands and waters. The membership card brings pride and reinforces our cultural identity.*

The membership cards affirm and strengthen traditional ownership. They add value to membership of the corporation and—because members are its foundation—they strengthen the corporation itself.



**“** Your corporation belongs to its members. They own it. So you absolutely need to know who and where those members are for effective communication. **”**

—Directors, FWCAC

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Directors make the decision on whether applications are approved or denied. The ORIC website has example letters for notifying an applicant about the directors' decision.

Remember, the membership application form is an important record that the corporation should keep as evidence of its good governance.

## Cancellations

When a person's membership stops, the corporation must update the register of members and register of former members within 14 days. Memberships officially cease on the date the entry is made in the register of former members.

The reasons for ending a membership may be the member:

- passes away
- writes to the corporation to say they resign
- has their membership cancelled by members passing a special resolution—only in cases where the member is not contactable for two years, is not Aboriginal or Torres Strait Islander or misbehaves
- has their membership cancelled by the directors—only in cases of ineligibility, not paying membership fees (if applicable), or due to another rule in the corporation's rule book.

For more information on membership rules and processes, including cancellations, see the ORIC fact sheet *Becoming a corporation member*.

## Communications

When your register of members is up-to-date, you can reach your whole membership to notify them of upcoming meetings and any other matters that may be important to them. Many corporations produce a newsletter for members and other interested parties to stay in touch. Some use their website or social media channels to share information.

Clearly, some members need to hear the news through the post or in person, so the corporation needs to have a communication strategy that works for everyone. However you do it, keeping your members well-informed is important both for their satisfaction and to ensure the smooth operation of the corporation.

# Avoiding common pitfalls

Corporations that fail to manage their memberships well leave themselves vulnerable to all kinds of trouble and disputes about who is a member and has rights to participate in corporation business. Here are some of the risks, each of which comes with an easy mitigation.



## Process applications quickly—or let people know the process might be slow

People who apply to join your corporation may have an idea they want to put to a vote. Or they may just want to vote on a proposal they heard about. After they confirm their eligibility and complete the paperwork to become a member, they will be keen to hear back from the board of directors with the outcome of their application.

If many weeks go by with no response—and especially if corporation meetings are announced in that time—the prospective member may become anxious or annoyed. Let prospective members know how long the process will take. Even if your directors are unable to commit to a short turnaround, applicants will prefer to know that there may be a delay than to have no idea what's going on.

Where directors fail to deal with applications in a reasonable time, ORIC may check to see if a breach of directors' duties has occurred (such as to act in the best interests of the corporation).



## Remember when you can and can't add new members

Another reason it's important to process applications in good time is that as soon as you call a general meeting, you can't accept any new memberships until after the meeting is held. So if a member has applied well before a general meeting is called, they might be keen to participate—and upset if they cannot.



## Double-check the spelling of names and addresses

Spelling errors are very easy to make, either when you're transcribing from voice to text or copying details from one place to another. For postal addresses, your mail might find its way despite errors in the address. For email addresses, if there's a spelling error, an extra space, or a comma that should be a dot, the email will never arrive.

So in all cases, it's best to double-check that members' details are written correctly. It's also important to include other names people may be known by, so you can be sure it's the same person.



## Make sure you can contact all your members

To give everyone a chance to take an active part in your corporation, it's absolutely essential to keep your register of members and former members updated. New members must be added, along with the date that any former members ceased to be members. People also change their names and contact details. All this information must be accurate so you can ensure members will receive your messages.



## Make sure your member directors are actually members

Your directors must be members of the corporation unless your rule book has a rule that says people who are not members are eligible to become a director (such as independent directors with specialist skills). If the corporation appoints a person who is not a member as a director (that is, someone who does not meet the eligibility requirements for a directorship) their appointment may be invalid which may, for example, invalidate decisions they have participated in making.



## Ensure that only members are involved in voting

Becoming a member has certain benefits and rights, such as entitlement to ask questions and vote at meetings. It's a good idea when members come to meetings to check their names off the register of members when they arrive. That way, you can ensure that only members are involved in key decisions for the corporation.



## Overdue reports?

**Reports were due on 31 December 2017.** The Registrar may take legal action against your corporation if you do not lodge your reports. Make sure you are not on the list of corporations in breach of 2016–17 reporting requirements. Lodge right now at [online.oric.gov.au](http://online.oric.gov.au).

If you need help with reports call **1800 622 431** (not free from mobiles).