

## *Managing property properly*

### Keeping minutes of meetings

People often argue about what was said and done at a meeting. The purpose of minutes is to provide an **accurate and objective account of the proceedings of the meeting**, and more particularly to record the decisions made at the meeting. The minutes of a meeting are defined as the official, permanent record in writing, expressed in formal terms, of the business transacted at a meeting.

Prescribed Management Rule (“PMR”) 34 deals with minutes. The **trustees must take and keep minutes of the trustee meetings**. The trustees must also take minutes of all body corporate meetings and keep them in a special minute book kept for that purpose. In that minute book the trustees must include a record of every unanimous, special and other resolution of the body corporate.

These records are usually prepared after a meeting, from notes made at that meeting. Full and accurate notes should be taken and the **exact wording of any resolution should be recorded**. Details of those present, all topics discussed, the decisions taken by the meeting, and the number and value, if applicable, of all votes cast for and against each motion proposed, should appear in the minutes.

The minutes are **confirmed by adoption as correct at the next meeting when they are signed**. The minutes will need to be signed in conformity with PMR 27 which states that no document signed on behalf of this body corporate, shall be valid and binding unless it is signed by a trustee and the managing agent or by two trustees.

The trustees must keep all minute books in perpetuity. This means that the **trustees must keep all minute books for as long as the scheme remains registered**.

The minutes of a meeting are usually **distributed after they are confirmed as correct**. However, the trustees must make all minutes of their proceedings, and the minutes of the body corporate, available for inspection on the written application of any owner or registered mortgagee of a unit. In terms of PMR 49(2) the trustees must furnish any managing agent employed by the body corporate with copies of the minutes of their meetings.

The question that I am often asked is whether the minute books need to be physical books or whether the minutes can be kept electronically?

In an article written by Anton Kelly titled “[Tampering with the minutes of meetings? Believe it or not, it happens](#)”, this is addressed and states:

*“Modern legislation combined with modern technology provides a solution to this problem. The Electronic Communications and Transactions Act provides that information required to be in writing may be transmitted and stored in digital format. The digital record must be*

*secure and capable of being relatively easily accessed for reference. This satisfies the Sectional Titles Act's requirement that minutes be kept "in perpetuity". The most common types of documents used for this type of record include Microsoft Word documents and those in Adobe Portable Document Format (PDFs). Both can be secured by password protection, stored in more than one place and easily distributed when required."*

I am of the view that it is possible to keep minutes of meetings in an electronic format. However, it is important that I qualify this by stating that, in order for the requirement that the minutes be kept in a minute book, the **minutes will need to be capable of being printed**, to be distributed, and will need to be signed as correct in conformity with PMR 27. This can be achieved by the use of an electronic signature. If the minutes are kept in a Microsoft Word document, there is the risk that the minutes could be altered. It is for this reason I suggest that the minutes be contained in PDF format, as it is more difficult to change these documents. Furthermore, it is important that the minutes be **kept in a folder that is chronologically organised** and easy to access and use. Finally, the folder of minutes should be saved on various devices: external hard drive, cloud server, etc. so that the risk of the folder being lost is managed.

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