

Calling and holding meetings

Legal information for ACT incorporated associations

This fact sheet covers:

- rules and procedures for calling and holding the annual general meeting
- rules and procedures for calling and holding special general meetings
- rules and procedures for calling and holding committee meetings, and
- rules for meetings at which there will be a special resolution.

Incorporated associations in the ACT may hold a number of different types of meetings in order to conduct their business. This can include general meetings (including the annual general meeting and special general meetings) and committee meetings.

There are rules and procedures for calling and holding each type of meeting. These rules and procedures are contained in the *Associations Incorporation Act 1991 (ACT) (Act)*, the *Associations Incorporation Regulation 1991 (ACT) (Regulations)* and the organisation's rules (sometimes also termed the constitution). Some incorporated associations have drafted their own rules, and others use the model rules as set out in the Regulations (**Model Rules**).

The rules and procedures for calling and holding meetings for an incorporated association will depend on the type of meeting, but typically include rules and procedures about:

- when the meeting must be held
- when and how members are to be notified of the meeting
- how the meeting should be run and who is in charge of the meeting
- what business is addressed at the meeting
- voting at the meeting, and
- taking and keeping meeting minutes (notes).

This fact sheet summarises the key requirements for calling and holding each type of meeting in table form below.

Your organisation should make sure that it complies with all applicable rules and procedures when holding a meeting. If a meeting is not called or held in accordance with the rules, any resolutions arising from the meeting may not be valid.

TIP

Some of the rules and procedures for calling and holding meetings are set out in the Act. However, your organisation's rules may set out further and additional requirements. It is important that your organisation follows both the rules and procedures set out in the Act and its own rules. Members of an incorporated association are entitled to request a copy of the rules from their association. To do so, contact the organisation's secretary.



General meetings

A general meeting of an incorporated association is a 'catch-all' term for a meeting of the members that is held in accordance with the Act and the association's rules. General meetings may be:

- annual general meetings (**AGM**)
- special general meetings (**SGM**)

Each type of general meeting, and the rules and procedures for calling and holding them are explained below.

Annual general meetings

The Act requires that an association must hold its first AGM within 18 months of its date of incorporation. After that, all incorporated associations must hold an AGM every year.

An AGM is an important meeting for incorporated associations, because it is one where all members are invited to attend, and in which some topics of business need to be addressed, including:

- the presentation to members of the audited statement of the association's accounts, auditor's report and committee members' report (under section 73(1) of the Act), and
- if required, new committee members and office bearers are elected.

Often, the AGM will also address other general business of the organisation and any issues relevant to members.

A 'quick guide' to the requirements for calling and holding AGMs is on below.

Special general meetings

A SGM is a meeting of the members of an incorporated association that is not an AGM or a disciplinary appeal meeting. Typically, an incorporated association will hold a special general meeting to address specific business that has arisen and which should not wait until the next AGM.

A 'quick guide' to the requirements for calling and holding SGMs is below.

! CAUTION

Where an AGM or special general meeting includes a special resolution (discussed below), additional requirements may attach to the calling and holding of the meeting.

Committee meetings

Committee meetings are meetings of an incorporated association's governing body – the committee. Your organisation may alternatively call these meetings 'board meetings.' Committee meetings are less formal than general meetings, and tend to have less formal requirements around the giving of notice.

A 'quick guide' to the requirements for calling and holding committee meetings is below.

Common meeting terminology

There is some special terminology associated with the holding of meetings by incorporated associations, which is referred to in the below 'quick guide' tables. You should familiarise yourself with the terminology as it may assist you to make sure that your association's meeting is held in accordance with the Act and its rules.

Resolutions

A resolution is a proposal put forward at a meeting seeking that a decision be made or some action done. You may also hear people refer to 'motions', which is a term sometimes given to resolutions that have not yet been voted on. In the Regulations, the term resolution is used whether the resolution has been voted on or not, and whether it has failed or succeeded. The procedure for putting forward a resolution will typically require:

- notice of the resolution
- a member moving the resolution at the meeting
- another member seconding the resolution at the meeting, and
- the members at the meeting who are entitled to vote, voting on the resolution.

If a resolution is approved or 'carried' in the vote, it becomes a resolution of the association. A resolution is binding on the association. Depending on whether a resolution is put forward to be an ordinary or a special resolution, the rules for voting on and passing the resolution will differ. The requirements for a special resolution are outlined below.

Special resolutions

Special resolutions are important resolutions that are put to an association's members at a general meeting. Some types of resolution must be put to members as special resolutions, including:

- the incorporation of the association or its amalgamation with another association
- changes to the association's name, and
- changes to the association's rules.



TIP

Section 70 of the Act outlines the procedure for passing a special resolution. If you are unsure of the legal requirements, you may wish to review this section

The Act contains a number of requirements for calling a special resolution. Under the Act, members entitled to vote on the proposed resolution must be given at least 21 days' notice (or more if the association's rules require it), and the notice must:

- specify the time, date and place of the general meeting at which the resolution will be voted on
- state in full the proposed resolution, and
- state that it is intended to be a special resolution.

A special resolution will only be passed if:

- 75% of the members voting at the meeting vote in favour, and
- any further requirements in the organisation's rules are met.

Your organisation's rules may place additional conditions on the passing of a special resolution.

Quorum

The 'quorum' of a meeting is the minimum number of people that need to be present at a meeting for that meeting to proceed. If a decision is made at a meeting where quorum was not met, the decision will have no effect.

Your organisation's rules must specify the quorum for general and committee meetings. If your association has adopted the Model Rules, Model Rule 25 specifies that the quorum for a general meeting is 5 members present in person who are entitled to vote, and for a committee meeting 3 committee members (Model Rule 18). Another option is to set the quorum as a percentage of members.

Proxy

A proxy is a person who is appointed by a member to vote on their behalf at a meeting (that is, be the member's proxy). Whether or not proxy voting is allowed by your organisation will depend on the rules. There is no right to appoint a proxy under the Act, but the rules must address whether or not a proxy can be appointed. You should also check to see if there are any other requirements for appointing a proxy. For example, some associations specify a deadline for when a proxy form must be received, or specify whether a proxy can be appointed generally to vote on behalf of a member, or can only be appointed for a particular meeting. Model Rule 30 provides that each member is entitled to appoint another member as a proxy for a meeting by giving written notice to the secretary no later than 24 hours before the meeting.

RELATED RESOURCES

You can find out more about topics related to the calling and holding of meetings for your association in the following NFP Law fact sheets:

- [Changes to an organisation's constitution or rules](#)
- [Members rights](#)



Quick guide - AGMs

	Quick explanation	Model Rules (if applicable)	Example	Top tips
When must it be held?	<p>An AGM must be held annually.</p> <p>The first AGM must be held within 18 months of the association being incorporated. After that, your organisation must hold its AGM within 5 months of the end of each financial year.</p>	Model Rule 21	An association that has a standard financial year that ends on 30 June and starts on 1 July must hold its AGM before 30 November each year.	<p>Check your organisation's rules because they may have further requirements about the date, time and place of the AGM.</p> <p>Remember, an association needs to give advance notice of the time and place of an AGM to all its members.</p>
What happens if it is not held on time?	You should apply in writing for extension of time with Access Canberra. The granting of an extension of time is at the discretion of Access Canberra.	N/A		
How to notify members	<p>Under the Act, you must give notice to each member who is entitled to vote at the AGM, although your organisation's rules may specify that the notice be provided to a broader membership base.</p> <p>For AGMs not involving a proposed special resolution, the rules of the organisation will determine how notice is to be given. This can include the method of giving notice (for example given to each member in person, posted or sent via email, etc.), and the length</p>	Model Rule 24	<p>If your organisation has adopted the Model Rules, 14 days' notice should be given by post and the committee can decide the date, time and place of the AGM.</p> <p>If a special resolution is proposed for an AGM the notice given must not be less than 21 days and must specify the intention to propose the resolution as a special resolution.</p>	<p>Notice of a AGM will typically include the date, time and place of the meeting and the nature of business to be transacted. The secretary of the incorporated association is usually responsible for preparing and giving out notices of meetings including the AGM. This is an important job - If the notice is not properly prepared and given to members, the AGM may be invalid and the decisions made at it void (of no legal effect).</p> <p>Even if your organisation's rules provide that notice may be given by putting the notice up on a notice</p>

	<p>of time before the AGM that notice must be given.</p> <p>The Act includes additional requirements for giving notice of a special resolution which all incorporated associations must comply with.</p>			<p>board, it is good practice to give each member of the association an individual notice. This prevents members claiming they were unaware of the AGM.</p>
<p>What is the usual procedure at an AGM?</p>	<p>The procedure for the conduct of the AGM will depend on the rules and customs of your association. This can include:</p> <ul style="list-style-type: none"> • the agenda for the AGM • the quorum required (that is, the minimum number of members who must be present) • how resolutions are passed • the voting methods (such as by a show of hands, or by a poll) • whether proxy voting is allowed, and • how meetings can be adjourned. 	<p>Model Rule 22 Model Rule 25 (Quorum)</p>	<p>A typical AGM agenda might include:</p> <ul style="list-style-type: none"> • welcome • apologies • confirmation of minutes of the previous AGM • business arising from the minutes • correspondence • chairperson's report • treasurer's report • presentation of the financial statement (audited if required) • election or appointment of committee members and secretary • general business • guest speaker • date of next general meeting, and • close and refreshments. 	<p>Commonly, notices for (and the agendas of) AGMs include a catch-all item such as 'any other business' or 'general business.' This allows members to discuss any additional matters which arise at the next meeting (such as setting a time and place for the next meeting) without needing to have provided advance notice.</p> <p>It can be a good idea to include a meeting agenda with the notice of meeting.</p>
<p>Voting at an AGM</p>	<p>If a member at an AGM wants to make a decision about a matter, resolution or amendment, it is usual for each member to cast a vote – usually in favour (for) or against.</p> <p>The procedure for voting will be set out in your organisations rules.</p>	<p>Model Rule 29 (Voting)</p>	<p>Under the Model Rules, the following rules apply to voting at an AGM:</p> <ul style="list-style-type: none"> • each member has only 1 vote • votes must be given personally or by proxy (but no member may hold more than 5 proxies), and • if there is a tied vote, the chairperson may vote again to decide the vote (sometimes called the casting vote). 	<p>The usual procedure for voting at an AGM is that the chairperson will:</p> <ul style="list-style-type: none"> • clearly state the resolution to be put to the meeting • take a vote from those present and entitled to vote (including those present by proxy) • determine the result, and • announce the result of the vote. <p>Some decisions passed by special resolution (for example, changing the organisation's name) are not official under the Act until they have been approved</p>

				<p>by the registrar-general. Depending on the type of decision, you may need to notify Access Canberra of the special resolution and seek approval for the change.</p> <p>Members may wish or be required to ‘abstain’ from voting (e.g. if they have a material personal interest in the motion), or may oppose a motion and request that their opposition is noted.</p>
Taking minutes	<p>Minutes are generally entered into a minute book and should be retained as members can request access. Other laws (such as defamation and privacy) may be applicable too.</p> <p>The minutes of an AGM must record particular information about the financial records and their presentation to the AGM.</p> <p>The accuracy of minutes should be confirmed at the next meeting by way of a resolution, and the chairperson of the AGM or the next meeting must verify the accuracy of the confirmed minutes, for example by signing them.</p>	<p>Model Rule 35 (Secretary to retain control of all records, books and documents relating to the association)</p> <p>Model Rule 36 (Inspection by members)</p>	<p>The usual matters included in meeting minutes are:</p> <ul style="list-style-type: none"> • The date, place and opening time of the meeting • The name of the chairperson and the members present and anyone else attending • The names of those who have sent apologies for not attending • Confirmation of the previous meeting’s minutes • Records of motions, resolutions and amendments • Names of the people who move and second motions • Summaries of the debates on motions • The method of voting on motions, and details of any proxies or direct voting • The results of voting • Details of documents tabled • Details of next meeting • Closing time • List of tasks arising 	<p>Experience shows that it is best to write up the first draft of minutes as soon as possible after the AGM. Memory is fresh and the task can be done more quickly and efficiently than by leaving it until just before the next meeting! The minutes are an official historical record of the organisation, so it is good practice to record in the minutes the name and position of office bearers (chairperson, secretary, treasurer) as well as names of members and any other people present (such as observers). It is useful for the secretary to circulate draft minutes with an “action list” to the people or sub-committees who have been given specific tasks at the AGM.</p>

<p>What to do after your AGM</p>	<p>An association must lodge an annual return with Access Canberra within 6 months of the end of the most recently ended financial year which includes:</p> <ul style="list-style-type: none"> • An audited statement of the association's accounts • A copy of the auditor's report in relation to those accounts, and • a completed annual return form. <p>This form must be signed by two current members of the committee and the public officer. This certifies that the association has complied with the provisions of the Act.</p> <p>Some decisions passed (such as changes to the constitution) are not official under the Act until they have been approved by registrar-general. Depending on the resolutions passed, you may need to notify Access Canberra of the resolution.</p>	<p>N/A</p>		
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Quick guide – Special general meeting

	Quick explanation	Model Rules (if applicable)	Example	Top tips
When it must be held	SGMs are held when required, to give members the opportunity to deal with specific business of an organisation, raised by members of the committee.	Model Rule 23	<p>Examples of when an SGM will be held include:</p> <ul style="list-style-type: none"> to remove a committee member from their office to make changes to the organisation’s constitution, or to propose to remove an auditor. <p>If your organisation has adopted the Model Rules, an SGM must be convened if a request is made in accordance with Model Rule 23 by at least 5% of members.</p>	Remember, an association needs to give advance notice of the time and place of an SGM to all its members. If a special resolution will be put to members at the SGM, extra requirements will need to be met.
What happens if an SGM is not held as scheduled	You should adjourn (and reschedule) SGMs in accordance with your association’s rules.	Model Rule 27	Usually the chairperson is required to adjourn the meeting if there is no quorum present after a specified time. There may also be other circumstances where adjourning the meeting is appropriate (such as if the venue is double booked, or other circumstances affect holding a functional meeting, or if not all business can be addressed within a reasonable time).	If a meeting is adjourned, you will need to consider whether a new notice is required. Check your organisation’s rules for any specific provisions about this. If in doubt it’s best to send out a new notice.
How to notify members	Notice of an SGM must be given to all members of the date, time and place of the SGM.	Model Rule 24	If your organisation has adopted the Model Rules, 14 days’ notice should be given by post and the committee can decide the date, time and place of the AGM.	Notice of an SGM will typically include the date, time and place of the meeting and the nature of business to be transacted. The secretary of an incorporated association is usually responsible for preparing and giving notice of meetings. This is an

	<p>Any requirements in the association's rules must also be complied with.</p> <p>The Act includes requirements for giving notice of a special resolution which all incorporated associations must comply with when a special resolution is proposed as part of the business at an SGM, above and beyond the standard notice requirements for the SGM as set out in the organisation's rules.</p>		<p>If a special resolution is proposed for an AGM the notice given must not be less than 21 days and must specify the intention to propose the resolution as a special resolution.</p>	<p>important job - If the notice is not properly prepared and given to members, the SGM may be invalid and the decisions made at it void (of no legal effect).</p>
<p>What is the usual procedure for running an SGM</p>	<p>You should follow the procedures set out in your organisation's rules.</p>	<p>Model rule 25 (quorum)</p>	<p>A typical agenda might include:</p> <ul style="list-style-type: none"> • Welcome • Apologies • Confirmation of minutes of previous SGM • Clearly set out the issues to be determined • Vote on resolutions • Close meeting <p>If your association has adopted the Model Rules, the only matters that can be discussed are those set out in the notice.</p>	<p>Commonly, notices and agendas from SGMs include a catch-all item such as 'any other business' or 'general business'. This allows members to discuss any additional matters which arise at the meeting (such as setting a time and place for the next meeting) and could otherwise not be discussed.</p> <p>It can be a good idea to include a meeting agenda with the notice of meeting.</p>
<p>Voting at an SGM</p>	<p>You should follow the procedure set out in your rules.</p>	<p>Model Rule 28 Model Rule 29 (Voting)</p>	<p>If a vote is tied, most organisations' rules say that the chairperson has the second (or casting) vote to decide the matter. Commonly, the chairperson will exercise this to maintain the existing situation (so that a controversial resolution will not be passed).</p>	<p>The usual procedure for voting at an SGM is that the chairperson will:</p> <ul style="list-style-type: none"> • clearly state the motion to be put to the meeting • take a vote from those present and entitled to vote (including those present by proxy) • determine the result, and • announce the result of the vote. <p>Some decisions passed by special resolution (for example, changing the organisation's name) are not official under the Act until they have been approved by the registrar-general. Depending on the type of decision, you may need to notify Access Canberra of</p>

				<p>the special resolution and seek approval for the change.</p> <p>Members may wish or be required to ‘abstain’ from voting (e.g. if they have a material personal interest in the motion), or may oppose a motion and request that their opposition is noted.</p>
Taking minutes	<p>Minutes are generally entered into a minute book and should be retained as members can request access. Other laws (such as defamation and privacy) may be applicable too.</p> <p>The accuracy of minutes should be confirmed at the next meeting by way of a resolution, and the chairperson of the SGM or the next meeting must verify the accuracy of the confirmed minutes, for example by signing them.</p>	<p>Model Rule 35 (Secretary to retain control of all records, books and documents relating to the association).</p> <p>Model Rule 36 (Inspection by members)</p>	<p>Meeting minutes will need to address the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.</p>	<p>Experience shows that it is best to write up the first draft of minutes as soon as possible after the SGM. Memory is fresh and the task can be done more quickly and efficiently than by leaving it until just before the next meeting! The minutes are an official historical record of the organisation, so it is good practice to record in the minutes the name and position of office bearers (chairperson, secretary, treasurer) as well as names of members and any other people present (such as observers). It is useful for the secretary to circulate draft minutes with an “action list” to the people or sub-committees who have been given specific tasks at the SGM.</p>

Quick guide – Committee meetings

	Quick explanation	Model Rules (if applicable)	Example	Top tips
When it must be held	Committee meetings must be held in accordance with the association's rules. The rules may specify that the committee must meet a certain number of times per year, and/or that they can hold additional (special) meetings as required.	Model Rule 18	If your organisation has adopted the Model Rules, your committee will need to meet three times per year, and any committee member can call additional committee meetings.	Subject to your rules, committee meetings may be held through technology, and committee members may participate in committee meetings by using technology. Technology such as videoconferencing and conference calls can make it cheaper and easier for committees of incorporated associations to meet.
What happens if it is not held as scheduled	You should follow the procedure set out in your organisation's rules.	Model Rules 18(6) and 18(7)	If your organisation has adopted the Model Rules, if the quorum for a committee meeting (three committee members) is not met within half an hour, the meeting is adjourned to the same time at the same place the following week (model rule 18(6)). If quorum is not met at that adjourned meeting, the meeting is dissolved (model rule 18(7)). There may be other circumstances where it is appropriate to adjourn the meeting.	If a meeting is adjourned, you will need to consider whether a new notice is required. Check your organisation's rules for any specific provisions about this. If in doubt, it is better to provide a new notice.
How to notify members	Notice should be provided in accordance with the association's rules. The notice should provide an outline of the general business to be discussed at the meeting.	Model Rules 18(3) and 18(4)	If your organisation has adopted Model Rule 18(3), notice of a committee meeting must be given verbally or in writing to each committee member at least 48 hours before the meeting date (or any other period that may be	Even if your organisation's rules provide for a lesser period of notice, it is good practice to give at least a week's notice of a committee meeting so that committee members have time to properly prepare for the meeting. It can also be a good idea to schedule in the dates for all required committee meetings at the first

			unanimously agreed on by the members of the committee).	meeting of the year. This helps the committee members to plan ahead to be available.
What is the usual procedure for running a committee meeting?	The Act requires that the rules of your organisation set out the procedure to be followed at committee meetings. Your organisation may set out a procedure for committee meetings that is essentially the same as for general meetings. However, the procedure for committee meetings is generally less formal than for general meetings – mainly because of the smaller number of people involved and the tendency to meet more frequently.	Model Rule 18 (Quorum) Model Rule 20 (Voting)	A typical agenda might include: <ul style="list-style-type: none"> • welcome • apologies • confirmation of minutes of the previous meeting • reports prepared by staff volunteers or sub-committees financial reports, and • important correspondence, proposals and resolutions. 	The committee should be careful to: <ul style="list-style-type: none"> • clearly record their decisions and actions (usually this is the secretary’s task) • note any actual or potential conflicts of interest and details of how the meeting dealt with voting on contracts or matters to which these relate • carefully consider the organisation’s financial position, and • approve or ratify any expenditure for the organisation.
Taking minutes	The Act requires that an incorporated association makes provision for the custody of any books, documents or securities of the association. This would include minutes of meetings	Model Rule 35	The usual matters included in meeting minutes are: <ul style="list-style-type: none"> • the names of the members in attendance at the meeting • the business considered at the meeting • any resolution on which a vote is taken and the result of the vote, and • any material personal interest disclosed. 	Experience shows that it is best to write up the first draft of minutes as soon as possible after the committee meeting. Memory is fresh and the task can be done more quickly and efficiently than by leaving it until just before the next meeting. The minutes are an official historical record of the organisation. It is good practice to record in the minutes the name and position of office bearers (chairperson, secretary, treasurer) as well as names of members and any other people present (such as observers). It is useful for the secretary to circulate draft minutes with an “action list” to the people or sub-committees who have been given specific tasks at the committee meeting. You should make sure the official minutes of meetings are secure, and easily identifiable.
Voting at committee meetings	Check carefully your own organisation’s constitution and policies about voting methods. There are various ways in which votes can be taken at a committee meeting. The most common methods are voting by show of hands or by poll (that is, a vote in writing)	Model Rule 20 (Voting) Model Rule 18 (Quorum)	If a vote is tied, most organisations’ constitutions say that the chairperson has a second (or “casting”) vote to decide the matter. This is the position under rule 20 of the Model Rules which gives the person presiding at the meeting a	Some organisations permit resolutions to be passed by the committee in the absence of a meeting, provided it is agreed in writing by all committee members. Committee members may wish or be required to ‘abstain’ from voting (e.g. if they have a material personal interest in the motion), or may

			<p>second or casting vote. The person to preside at a meeting under Model Rule 18(8) is the president, or in his/her absence the vice-president, and if they are both absent, 1 of the remaining members chosen by the committee. Commonly, a person with a casting vote will exercise this vote to maintain the existing situation (so that a controversial resolution will not be passed using this power).</p>	<p>oppose a motion and request that their opposition is noted.</p>
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Resources

Resources

The Not-for-profit Law Information Hub (www.nfplaw.org.au) has information on the following related topics:

▀ [Keeping records](#)

This page outlines the requirements for keeping records of an incorporated association, including obligations to keep meeting minutes.

▀ [Rules or constitution](#)

This page explains the rules of an incorporated association and how changes can be made to them.

Legislation

▀ [Associations Incorporation Act 1991 \(ACT\)](#)

▀ [Associations Incorporations Regulation 1991 \(ACT\)](#)

▀ [Access Canberra](#)

Access Canberra is the regulator of incorporated associations in the ACT. This page on Access Canberra's website outlines the obligations of associations.

A NFP Law Information Hub resource. Access more resources at www.nfplaw.org.au

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