

Calling and holding meetings

Legal information for New South Wales 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 New South Wales (NSW) 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 2009* (NSW) (**Act**) and the association's rules (sometimes also termed the constitution) of the organisation. Some incorporated associations have drafted their own rules, and others use the model rules as set out in the *Associations Incorporation Regulations 2010* (NSW) (**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:

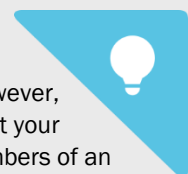
- when the meeting must be held
- when and how members are to be notified of the meeting
- how the meeting should be run and who is in charge of the meeting
- what business is addressed at the meeting
- voting at the meeting, and
- taking and keeping meeting minutes (notes).

This fact sheet summarises the key requirements for calling and holding each type of meeting in table form (from page 6 of this fact sheet onward).

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 follow both the rules and procedures set out in the Act and their own rules. Members of an incorporated association are entitled to request a copy of the rules from their association.



CAUTION

Schedule 1 of the Act sets out matters that must be addressed in an association's rules. If your organisation drafts its own rules or makes changes to the model rules, you should check to ensure that all matters listed in Schedule 1 are addressed in your rules. If your rules do not address a matter from schedule 1, the model rules will form a part of your organisation's rules in respect of that matter.



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 all incorporated associations to hold an annual general meeting or 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 of the association's financial statement to members, and
- if required, new committee members and office bearers are elected.

RELATED RESOURCES

You can read more about the preparation of an association's financial statement and its financial reporting obligations on our Information Hub page [Annual reporting to government](#).

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

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

Motions and resolutions

Motions and resolutions are related, but do have different meanings. They can sometimes be confused.

A motion is a proposal put forward at a meeting seeking that a decision be made or some action done. The procedure for putting forward a motion will require:

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

If a motion is approved or passed in the vote, it becomes a resolution of the association. A resolution is binding on the association. Depending on whether a motion 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

The business of an incorporated association is frequently put to the members or committee to vote on. Where this business is put to the vote, and the vote is in favour, the business becomes a 'resolution.'

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 resolution, 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.

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 that it is intended to be a special resolution.

The text of the proposed special resolution should also be included.

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 the 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 there is no quorum, it will have no effect.

Your organisation's rules must specify the quorum for AGMs and other types of meetings. If your association has adopted the model rules, model rule 27 specifies that the quorum for general meetings is 5 members entitled to vote present at the meeting. If your organisation uses the model rules, under model rule 20, three committee members present at the meeting is a quorum.

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.

RELATED RESOURCES

Section 39 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.

TIP

The Act now permits meeting attendance by technology (eg. phone or video conferencing) where the association's rules provide for it. The quorum of a meeting for your incorporated association may be reached without members needing to be physically present at the meeting.

There is no right to appoint a proxy under the Act, however whether or not a proxy is appointed must be addressed in the association's rules. You should also check to see if there are any other requirements attaching to 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. Under the model rules, proxy voting is not permitted at general meetings.

RELATED RESOURCES

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

- [Keeping documents, records and registers](#)
- [Changes to an organisation's constitution or rules](#)
- [Members rights](#)



Quick guide – AGMs for NSW incorporated associations

	Quick explanation	Model rules (if applicable to your association)	Example	Top tips
When must it be held?	An AGM must be held annually. The first AGM must be held within 18 months of the association being incorporated. After that, your organisation must hold its AGM within 6 months of the end of each financial year.	Model rule 23	An association that has a standard financial year that ends on 30 June and starts on 1 July must hold its AGM before 30 December each year.	Check your organisation's rules because they may have further requirements about the date, time and place of the AGM. Remember, an association needs to give advance notice of the time and place of an AGM to all its members. If the organisation's rules allow it, annual general meetings to be conducted at two or more locations using technology.
What happens if it is not held on time?	You should hold the AGM as soon as possible. The timing of the AGM may affect the timing of the lodgement of the association's financial documents with the regulator.	N/A	You can read more in our fact sheet Financial Powers and Reporting Obligations .	
How to notify members	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. 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	Model rule 26	If your organisation has adopted the model rules, 14 days' notice should be given and the committee can decide the date time and place of the AGM. If a special resolution is proposed for an AGM the notice given must not be less than 21 days and must contain information about the proposed	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). Even if your organisation's rules provide that notice may be given by putting the notice up on a notice board, it is good practice to give each member of

	<p>example given to each member in person, posted or sent via email, etc.), and the length of time before the AGM that notice must be given.</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 AGM, above and beyond the standard notice requirements for the AGM as set out in the organisation's rules.</p>		<p>special resolution:</p> <ul style="list-style-type: none"> • that it is proposed to be a special resolution, and • the time, date and place of the general meeting. 	<p>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 24 Model rule 27 (quorum)</p>	<p>If your organisation has adopted the model rules, the business of the AGM must include:</p> <ul style="list-style-type: none"> • to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting, • to receive from the committee reports on the activities of the association during the last preceding financial year, • to elect office-bearers of the association and ordinary committee members, • to receive and consider any financial statement or report required to be submitted to members under the Act. <p>Under the Act, there is a requirement for all incorporated associations to submit financial documents to members at the AGM.</p>	<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>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

				<ul style="list-style-type: none"> • close and refreshments.
Voting at an AGM	<p>If a member at an AGM wants to make a decision about a matter, motion or amendment, it is usual for each member to cast a vote – usually in favour (for) or against. The procedure for voting will be set out in your organisations rules.</p>	<p>Model rule 32 (Voting) Model rule 33</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 • a member is only entitled to at the AGM if the member is over 18 and all money due and payable to the association by the member has been paid, and • if there is a tied vote, the chairperson may vote again to decide the vote (sometimes called the casting vote). <p>Under the model rules, proxy votes are not permitted.</p>	<p>The usual procedure for voting at an AGM 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 (including via technology) 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 registered. Depending on the type of decision, you may need to notify Fair Trading 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>Under the Act, an association must keep minutes of the AGM (and other types of meetings).</p> <p>Legal requirements apply to both:</p> <ul style="list-style-type: none"> • the preparation of minutes, and • the keeping of minutes. <p>Other laws (such as defamation and privacy) may be applicable to the keeping of minutes, too. Minutes are generally entered into a minute book and should be retained as members can request access.</p>	<p>Model rule 16 Model rule 40</p>	<p>Under the model rules, the minutes must record the names of the members present at the meeting and the proceedings of the meeting, and must be signed by the chairperson of the AGM (or the chairperson of the association’s next AGM).</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 	<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 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>meeting's minutes</p> <ul style="list-style-type: none"> • 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>If your organisation has adopted the model rules, meeting minutes for an AGM will need to address all matters specified in rule 41.</p>	
What to do after your AGM	<p>If your organisation is not registered with the Australian Charities and Not-for-profits Commission (ACNC) it must provide its financial reports to Fair Trading within one month of the AGM (or 7 months of the end of the previous financial year, whichever occurs earlier),.</p> <p>For all associations (regardless of whether they are registered with the ACNC) some decisions passed (such as changes to the constitution) are not official under the Act until they have been registered with Fair Trading. Depending on the resolutions passed, you may need to notify Fair Trading of the resolution.</p>	N/A	<p>You can read more in our fact sheet Financial Powers and Reporting Obligations.</p>	

Quick guide – Special general meetings for NSW incorporated associations

	Quick explanation	Model rules (if applicable to your association)	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 25	<p>Examples of when a 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, a SGM must be convened if a request is made in writing by at least 5% of the total members.</p>	Remember, an association needs to give advance notice of the time and place of a 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 a SGM is not held as scheduled	You should adjourn (and reschedule) SGMs in accordance with your association's rules.	N/A	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 its best to send out a new notice.

How to notify members	<p>Notice of a SGM must be given to all members of the date, time and place of the SGM.</p> <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>	Model rule 26	<p>If your organisation has adopted the model rules, 14 days' notice should be given 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 be provided at least 21 days before the proposed meeting and must contain information about the proposed special resolution:</p> <ul style="list-style-type: none"> • that it is proposed to be a special resolution, and • the time, date and place of the meeting. 	<p>The secretary of an incorporated association is usually responsible for preparing and giving notice of meetings. 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>
What is the usual procedure for running a SGM	You should follow the procedures set out in your organisation's rules.	Model rule 26 Model rule 27(quorum)	<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 SGM's 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>
Voting at an SGM	You should follow the procedure set out in your rules.	Model rule 32	<p>If a vote is tied, most organisation's 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 (including via technology) 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</p>

				<p>official under the Act until they have been approved by the Secretary, Fair Trading. Depending on the type of decision, you may need to register the change with Fair Trading.</p> <p>Members may wish or be required to ‘abstain’ from voting (eg. 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	Your organisation’s rules must include provisions about the accurate keeping of meeting minutes for SGMs and allowing members to access these. If your organisation’s rules do not address the keeping of minutes, the model rules will apply automatically.	Model rule 16 Model rule 40	Under the model rules, the minutes must record the names of the members present at the meeting and the proceedings of the meeting, and must be signed by the chairperson of the SGM (or the chairperson of the association’s next meeting).	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 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.

Quick guide – Committee meetings for NSW incorporated associations

	Quick explanation	Model rules (if applicable to your association)	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 20	If your organisation has adopted the model rules, your committee will need to meet at least three times in a 12 month period, and may also hold special committee meetings and urgent committee meetings where required.	Under the Act, committee meeting 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 organisations rules.	N/A	For example, usually the chairperson is required to adjourn a committee meeting if there is no quorum present after a specified term. 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 send out 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 rule 20	If your organisation has adopted model rule 20, notice of a committee meeting must be given to each committee member at least 48 hours before the time of the committee meeting (unless the committee members unanimously	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

			agree to a different period of notice),	meeting of the year. This helps the committee members to plan ahead to be available.
What is the usual procedure for CMs	Your organisation may address the procedure for committee meetings in its rules. You may wish to adopt a procedure for CMs that is essentially the same as for GM's. However, the procedure for committee meetings is generally less formal than for GM's – mainly because of the smaller number of people involved and tendency to meet more frequently.	Model rule 20	<p>A typical agenda might include:</p> <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. <p>If your organisation has adopted the model rules, the notice of the committee meeting should set out the business to be transacted at the meeting, and no other business is to be dealt with unless the committee members at the meeting unanimously agree to treat the business as 'urgent business'.</p>	<p>The committee should be careful to:</p> <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 prepares and keeps accurate minutes of committee meetings.	Model rule 16	Under the model rules, the minutes must record the names of the members present at the meeting and the proceedings of the meeting, and must be signed by the chairperson of the SGM (or the chairperson of the association's next meeting).	Experience shows that it is best to write up the first draft of minutes as soon as possible after the CM. Memory is fresh and the task can be done more quickly and efficiently than 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 CM. You should make sure the official minutes

				of meetings are secure, and easily identifiable.
Voting at CMs	Check carefully your own organisation's constitution and policies about voting methods. There are various ways in which votes can be taken at a CM. The most common methods are voting by show of hands or by poll (that is, a vote in writing)	Model rule 27 (voting) Model rule 26 (Quorum)	If a vote is tied, most organisations' constitution says that the chairperson has a second (or "casting") vote to decide the matter. This is the position under rule 27 of the model rules. Commonly, the chairperson will exercise this vote to maintain the existing situation (so that a controversial resolution will not be passed using this power).	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 oppose a motion and request that their opposition is noted.

Resources

Related Resources

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

▀ [Annual reporting to government](#)

This page outlines the financial reporting obligations of incorporated association, including requirements for the annual general meeting.

▀ [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 2009 \(NSW\)](#)

▀ [Associations Incorporation Regulation 2010 \(NSW\)](#)

NSW Fair Trading

▀ [Running an Association](#)

NSW Fair Trading is the regulator of incorporated associations in NSW. This page on their website contains information about running an association in NSW, including the different types of meeting an incorporated association will need to hold.

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

© 2016 Justice Connect. You may download, display, print and reproduce this material for your personal use, or non-commercial use within your NFP organisation, so long as you attribute Justice Connect as author and retain this and other copyright notices. You may not modify this resource. Apart from any use permitted under the *Copyright Act 1968* (Cth), all other rights are reserved.

To request permission from Justice Connect to use this material, contact Justice Connect at PO Box 16013 Collins Street West, Melbourne 8007, or email nfplaw@justiceconnect.org.au.