

# Calling and holding meetings

Legal information for Northern Territory 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 Northern Territory (NT) 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 Act (NT) (Act)* and the association's rules (also termed the constitution) of the organisation.

In this fact sheet, we refer to the 'constitution' of an incorporated association. Some incorporated associations have drafted their own constitution, and others use the model constitution as set out in Schedule to the *Associations (Model Constitution) Regulations (NT) (model constitution)*.

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:

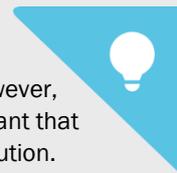
- when the meeting must be held
- when and how members are to be notified of the meeting
- how the meeting should be run and who is in charge of the meeting
- what business is addressed at the meeting
- voting at the meeting, and
- taking and keeping meeting minutes (notes).

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 constitution, 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 constitution 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 constitution. Members of an incorporated association are entitled to request a copy of the constitution 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 constitution. 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

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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

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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 constitution.

## 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 such as an application to transfer the organisation structure to a corporate structure under section 57 of the Act.

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 constitution requires 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 constitution are met

Your organisation's constitution 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.

Under the model constitution, the quorum for GMs (including AGMs and SGMs) is the number specified by the association in its constitution. The quorum for a Committee meeting is one half of the committee members.

### RELATED RESOURCES

Section 37 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

Your organisation's constitution may permit meeting attendance by technology (eg. phone or video conferencing). If technology is permitted, the quorum of a meeting for your incorporated association may be reached without members needing to be physically present at the meeting.

## 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 constitution. If you have adopted the model constitution, a member will be entitled to vote by proxy at general meetings, provided the proxy is appointed in writing. 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.

## 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 NT incorporated associations

	<b>Quick explanation</b>	<b>Model constitution (if applicable to your association)</b>	<b>Example</b>	<b>Top tips</b>
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 5 months of the end of each financial year.	Model rule 44	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.	Check your organisation's constitution 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.
What happens if it is not held on time?	Incorporated associations must present certain financial documents to the AGM, after which there is a time deadline for lodging the financial statement with the Commissioner. If the financial statement is not lodged in time, penalties may apply.	N/A		
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 constitution may specify that the notice be provided to a broader membership base.  For AGMs not involving a proposed special resolution, the constitution 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,	Model rule 15 Model rule 46	If your organisation has adopted the model constitution, the secretary must give members 30 days' notice of the AGM. The notice must specify when and where the meeting is to be held, what business will be discussed, and the order of that discussion.  If a special resolution is proposed for an AGM the notice given must contain information about the	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 constitution provide that notice may be given by putting the notice up on a notice board, it is good practice to give each member of the association an individual notice. This

	<p>posted or sent via email, etc.), and the length of time before the AGM that notice must be given.</p> <p>Where a special resolution is proposed for the AGM, the Act requires that notice of at least 21 days be given, and the notice must specify that the intention is that the resolution be a special resolution.</p>		<p>proposed special resolution:</p> <ul style="list-style-type: none"> <li>• that it is proposed to be a special resolution, and</li> <li>• the text of the proposed special resolution.</li> </ul> <p>Notice must be given to members either personally or by posting it to them (at the address listed in the member's register).</p>	<p>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"> <li>• the agenda for the AGM</li> <li>• the quorum required (that is, the minimum number of members who must be present)</li> <li>• how resolutions are passed</li> <li>• the voting methods (such as by a show of hands, or by a poll)</li> <li>• whether proxy voting is allowed, and</li> <li>• how meetings can be adjourned.</li> </ul> <p>Incorporated associations have financial reporting obligations. There is a requirement that the financial statement and audit report be presented to members and be available for inspection by members at the AGM.</p>	<p>Model rule 49-50 (Quorum)</p>	<p>If your organisation has adopted the model constitution, the order of business will be:</p> <ul style="list-style-type: none"> <li>• first – the consideration of the accounts and reports of the committee</li> <li>• second – the election of new committee members, and</li> <li>• third – any other business to be considered.</li> </ul> <p>Any other business should be set out in the meeting notice, and addressed in the order set out in the notice.</p> <p>The quorum for general meetings, including the AGM must be chosen by the association and inserted into Schedule 1 of the model constitution.</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>Voting at an AGM</p>	<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.</p> <p>The procedure for voting will be set out in your organisation's constitution.</p>	<p>Model rule 14 (Voting) Model rule 50 (Quorum)</p>	<p>Under the model constitution, each member has only 1 vote and a member is not eligible to vote until 10 working days after their membership application has been accepted.</p>	<p>The usual procedure for voting at an AGM is that the chairperson will:</p> <ul style="list-style-type: none"> <li>• clearly state the motion to be put to the meeting</li> <li>• take a vote from those present (including via technology) and entitled to vote (including those present by proxy)</li> <li>• determine the result, and</li> <li>• announce the result of the vote.</li> </ul> <p>Members may wish or be required to 'abstain' from</p>

				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.
Taking minutes	<p>Legal requirements apply to both:</p> <ul style="list-style-type: none"> <li>• the preparation of minutes, and</li> <li>• the keeping of minutes.</li> </ul> <p>Under the Act, the accuracy of minutes should be confirmed at the next meeting, 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>Other laws (such as defamation and privacy) may be applicable too.</p> <p>Minutes are generally entered into a minute book and should be retained as members can request access. See our fact sheet <a href="#">Keeping and Accessing Documents, Records and Registers</a> for more information about the requirements for storing the minute books. If your organisation has adopted the model constitution, the secretary will be responsible for keeping meeting minutes.</p>	N/A	<p>The usual matters included in meeting minutes are:</p> <ul style="list-style-type: none"> <li>• The date, place and opening time of the meeting</li> <li>• The name of the chairperson and the members present and anyone else attending</li> <li>• The names of those who have sent apologies for not attending</li> <li>• Confirmation of the previous meeting's minutes</li> <li>• Records of motions, resolutions and amendments</li> <li>• Names of the people who move and second motions</li> <li>• Summaries of the debates on motions</li> <li>• The method of voting on motions, and details of any proxies or direct voting</li> <li>• The results of voting</li> <li>• Details of documents tabled</li> <li>• Details of next meeting</li> <li>• Closing time</li> <li>• List of tasks arising</li> </ul>	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.
What to do after your AGM	Within 28 days of the AGM, the association must lodge the signed documents with the Commissioner.	N/A		

# Quick guide – Special general meetings for NT incorporated associations

	<b>Quick explanation</b>	<b>Model constitution (if applicable to your association)</b>	<b>Example</b>	<b>Top tips</b>
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 45	<p>Examples of when a SGM will be held include:</p> <ul style="list-style-type: none"> <li>• to remove a committee member from their office</li> <li>• to make changes to the organisation's constitution, or</li> <li>• to propose to remove an auditor.</li> </ul> <p>If your organisation has adopted the model constitution, a SGM must be convened by the secretary if the management committee directs it or a certain number of members sign a written request.</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 constitution.	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	If a meeting is adjourned, you will need to consider whether a new notice is required. Check your organisation's constitution for any specific provisions about this. If in doubt its best to send out a new notice.

			not all business can be addressed within a reasonable time).	
How to notify members	<p>Notice of a SGM must be given to all members of the when and where the meeting will be held and the particulars and order of the business to be transacted.</p> <p>Any requirements in the association's constitution 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, regardless of the notice period under an association's constitution, 21 days' notice must be provided of a SGM where a special resolution is proposed,</p>	<p>Model rules 15</p> <p>Model rule 45</p>	<p>21 days' notice is required under the model constitution.</p> <p>Notice must be given to members either by being personally handed the notice or having it posted to them (at the address listed in the member's register).</p>	<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	<p>You should follow the procedures set out in your organisation's constitution.</p>	<p>Model rule 45 (business)</p> <p>Model rules 49-50 (Quorum)</p>	<p>If your organisation has adopted the model constitution, a SGM should address the business set out in the meeting notice in the order set out in the notice.</p> <p>A typical agenda might include:</p> <ul style="list-style-type: none"> <li>• Welcome</li> <li>• Apologies</li> <li>• Confirmation of minutes of previous SGM</li> <li>• Clearly set out the issues to be determined</li> <li>• Vote on resolutions</li> <li>• Close meeting</li> </ul> <p>If your association has adopted the model constitution, 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 constitution.	Model rule 51	If a vote is tied, most organisations' constitutions state 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>The usual procedure for voting at an SGM is that the chairperson will:</p> <ul style="list-style-type: none"> <li>• clearly state the motion to be put to the meeting</li> <li>• take a vote from those present (including via technology) and entitled to vote (including those present by proxy)</li> <li>• determine the result, and</li> <li>• announce the result of the vote.</li> </ul> <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 Chief Executive. Depending on the type of decision, you may need to notify the Chief Executive of the special resolution and seek approval for the change.</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	<p>Under the Act, the accuracy of minutes should be confirmed at the next meeting, 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>Other laws (such as defamation and privacy) may be applicable too.</p> <p>Minutes are generally entered into a minute book and should be retained as members can request access. If your organisation has adopted the model constitution, the secretary will be responsible for keeping meeting minutes.</p>	N/A	The meeting minutes should address the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.	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 NT incorporated associations

	<b>Quick explanation</b>	<b>Model constitution (if applicable to your association)</b>	<b>Example</b>	<b>Top tips</b>
When it must be held	<p>The constitution of an association should address the frequency of committee meetings, and committee meetings must be held in accordance with the constitution.</p> <p>The constitution 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.</p>	Model rule 39	<p>If your organisation has adopted the model constitution, your committee will meet not less than 4 times a year (unless your association has nominated a different number of required meetings in the Schedule to the model constitution).</p> <p>Special committee meetings can be convened at any time by the chairperson or at least half the committee members.</p>	
What happens if it is not held as scheduled	The constitution of your organisation should address the notice requirements for committee meetings. You should follow the procedure set out in your organisations constitution.	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 constitution 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 constitution. If the constitution is silent (as the model constitution is), notice should be provided in writing a	N/A		Even if your organisation’s constitution provides for a lesser period of notice (or does not provide for notice), it is good practice to give at least a week’s notice of a committee meeting so that committee

	<p>reasonable period of time ahead of the meeting</p> <p>The notice should provide an outline of the general business to be discussed at the meeting.</p>			<p>members have time to properly prepare for the meeting.</p> <p>It can also be a good idea to schedule in the dates for all required committee meetings at the first meeting of the year. This helps the committee members to plan ahead to be available.</p>
<p>What is the usual procedure for CMs</p>	<p>The Act requires that the constitution of your organisation set out the procedure to be followed at CMs.</p> <p>Your organisation may set out 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.</p>	<p>Model rule 42 (order of business)</p> <p>Model rule 41 (Quorum)</p>	<p>Under the model constitution, the procedure and order of business are to be determined by the committee members.</p> <p>However, for a special committee meeting, the only business that can be considered is the business for which the meeting was convened.</p> <p>A typical agenda might include:</p> <ul style="list-style-type: none"> <li>• welcome</li> <li>• apologies</li> <li>• confirmation of minutes of the previous meeting</li> <li>• reports prepared by staff volunteers or sub-committees</li> <li>• financial reports, and</li> <li>• important correspondence, proposals and resolutions.</li> </ul>	<p>The committee should be careful to:</p> <ul style="list-style-type: none"> <li>• clearly record their decisions and actions (usually this is the secretary's task)</li> <li>• 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</li> <li>• carefully consider the organisation's financial position, and</li> <li>• approve or ratify any expenditure for the organisation.</li> </ul>
<p>Taking minutes</p>	<p>Under the Act, the accuracy of minutes should be confirmed at the next meeting, and the chairperson of the next meeting must verify the accuracy of the confirmed minutes, for example by signing them.</p> <p>Other laws (such as defamation and privacy) may be applicable too.</p> <p>Minutes are generally entered into a minute book and should be retained as members can request access. If your organisation has adopted the model constitution, the secretary</p>	<p>N/A</p>	<p>Under the model constitution, committee meeting minutes must record the following information:</p> <ul style="list-style-type: none"> <li>• the names of the members in attendance at the meeting</li> <li>• the business considered at the meeting</li> <li>• any resolution on which vote is taken and the result of the vote, and</li> <li>• any material personal interest</li> </ul>	<p>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</p>

	will be responsible for keeping meeting minutes.		disclosed by a committee member.	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 40	If your organisation has adopted the model constitution, on any question arising, each member present at the meeting have one vote, and the chairperson has a second or casting vote.	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 (eg. if they have a material personal interest in the motion), or may oppose a motion and request that their opposition is noted.

# Resources

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## Related Resources

The Not-for-profit Law Information Hub ([www.nfplaw.org.au](http://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 or constitution of an incorporated association and how changes can be made to them.

## Legislation

✔ [Associations Act \(NT\)](#)

✔ [Associations \(Model Constitution\) Regulations \(NT\)](#)

## Northern Territory Government

✔ [Incorporated associations – nt.gov.au](http://nt.gov.au)

Information about associations incorporated in the Northern Territory

A NFP Law Information Hub resource. Access more resources at [www.nfplaw.org.au](http://www.nfplaw.org.au)

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