

Calling and holding meetings

Legal information for South Australian 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 South Australia 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 1985 (SA)* (**the Act**), the *Associations Incorporation Regulations 2008 (SA)* 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 example rules drafted by Consumer and Business Services (**CBS**).

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).

Some associations (termed 'prescribed associations' by the Act) will have additional obligations in relation to financial reporting

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.

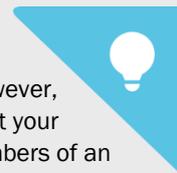


TIP

A prescribed association is one which had gross receipts in the previous financial year in excess of \$500,000.

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. To do so, write the organisation's secretary or public officer.



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.

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.

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](#).

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
- the winding up of the association, and
- changes to the association's rules.

The Act contains a number of requirements for calling a special resolution. Under the Act, all members must be given at least 21 days' notice of the special resolution.

So that it is clear to members, the notice of the special resolution should clearly set out:

- the time, date and place of the general meeting at which the resolution will be voted on
- the proposed resolution (set out in full), 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 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 should specify the quorum for general meetings. If your association has adopted the example rules:

- the quorum of a general meeting is 10 members, and
- the quorum of a committee meeting is half of the committee.

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 may be allowed by an association's rules. You should check your association's rules to see if proxies are allowed, and 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).

If your organisation has adopted the example rules, rule 8.8 allows for proxies, provided the person appointed as a proxy is themselves a member of the association.

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 SA incorporated associations

	Quick explanation	Example rules (if applicable to your association)	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>	Example rule 8.1	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?	<p>For prescribed associations, financial records of the association must be presented at the AGM at the AGM or within five months of the end of the financial year. A failure to do so may result in a fine.</p> <p>You should reschedule an AGM as soon as possible.</p>	N/A		
How to notify members	The Act requires that your organisation's rules address the 'calling' of meetings (which will include the provision of notice of meetings to members). 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	Example rule 8.3	<p>If your organisation has adopted the example rules, 14 days' notice should be given, and must set out when and where the AGM will be held, and the particulars of the business to be addressed at the AGM.</p> <p>If a special resolution is proposed for an AGM the notice given must not be</p>	<p>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</p>

	<p>person, posted or sent via email, etc.), and the length of time before the AGM that notice must be given.</p> <p>The Act requires that members be given at least 21 days' 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>less than 21 days and must include the text of the proposed resolution, and state the intention to propose the resolution as a special resolution</p>	<p>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 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. • if your organisation is a prescribed association (defined above), the committee of the association must put before the members at the AGM: <ul style="list-style-type: none"> • the audited accounts including the statement of the committee • the auditor's report on the accounts, and • the report of the committee. 	<p>Example rule 8.4</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, 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</p>	<p>Example rule 8.5</p> <p>Example rule 8.5</p>	<p>Under the example rules, the following rules apply to voting at an AGM:</p> <ul style="list-style-type: none"> • each member has one vote, and • voting is determined by a show of hands unless a poll is demanded by 	<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

	<p>organisations rules.</p> <p>For a special resolution, a member can demand a poll to confirm whether the resolution has passed (instead of the usual method of a show of hands).</p>		<p>at least five persons.</p>	<p>present by proxy</p> <ul style="list-style-type: none"> • 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 Corporate Affairs Commissioner. Depending on the type of decision, you may need to notify CBS 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>
<p>Taking minutes</p>	<p>Legal requirements apply to both:</p> <ul style="list-style-type: none"> • the preparation of minutes, and • the keeping of minutes. <p>Under the Act, your association must keep meeting minutes from the AGM and have those minutes confirmed by the members at a subsequent meeting.</p> <p>Minutes are generally entered into a minute book and should be retained as members can request access.</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>Example rule 9</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 	<p>You can read more about the requirements for meeting minutes in Not-for-profit Law's fact sheet on Keeping and accessing documents, records and registers.</p> <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>

			<ul style="list-style-type: none"> • Details of next meeting • Closing time • List of tasks arising 	
What to do after your AGM	<p>Some decisions passed (such as changes to the constitution) are not official under the Act until they have been approved by Registrar. Depending on the resolutions passed, you may need to notify the Corporate Affairs Commissioner of the resolution.</p> <p>Around the time that your organisation holds its AGM, it will also be required to lodge a periodic return outlining its financial position with the Corporate Affairs Commissioner. You can read more in our fact sheet Financial Powers and Reporting Obligations.</p>	N/A		

Quick guide – Special general meetings for SA incorporated associations

	Quick explanation	Example 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.	Example rule 8.2	<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 example rules, a SGM must be convened if a request is made in accordance with example rule 8.2 by at least 5% of 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	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.

			a reasonable time).	
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>	Example rule 8.4	<p>The same requirements apply for SGMs as apply for AGMs.</p> <p>If your organisation has adopted the example rules, 14 days notice must be provided of a SGM (except in the case of a SGM where a special resolution is proposed – 21 days notice will be required).</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).
What is the usual procedure for running a SGM	You should follow the procedures set out in your organisation's rules.	Example rule 8.4	<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>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 a SGM	You should follow the procedure set out in your rules.	Example rule 8.5 (voting) and Example rule 8.9 (proxies)	<p>If a vote is tied, many 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 example rules are silent on this matter. It is recommended that your organisation include a rule addressing what will happen when a vote is tied.</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 Corporate Affairs Commissioner. Depending on the type of decision, you may need to notify CBS</p>

				<p>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	Your organisation must keep meeting minutes of SGMs and must have those meeting minutes confirmed by the association’s members at a subsequent meeting.	Example rule 9	<p>Meeting minutes should address the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.</p> <p>It is recommended that the SGM minutes record at least:</p> <ul style="list-style-type: none"> • the names of the members in attendance at the meeting • the business considered at the meeting, and • any resolution on which a vote is taken and the result of the vote. 	<p>If you have adopted the example rules, meeting minutes must be entered into the minute book within one month of the 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.</p>

Quick guide – Committee meetings for SA incorporated associations

	Quick explanation	Example 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.	Example rule 6.2	If your organisation has adopted the example rules, your committee will need to meet monthly.	Holding your committee meetings on a regular day (eg. the first Monday of every month) can help your board members to plan to be available for meetings.
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 (if required). The notice should provide an outline of the general business to be discussed at the meeting.	N/A	Under the example rules, there is no requirement to give notice of committee meetings, however committee meetings must be held at least once a month.	It can 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. It is good practice to give at least a week's notice of committee meetings (even if your organisation's rules provide for a lesser period of notice) so that committee members have time to properly prepare for the meeting and review all papers.

<p>What is the usual procedure for CMs</p>	<p>The Act requires that the rules 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>Example rule 6.3</p>	<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>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.
<p>Taking minutes</p>	<p>The Act requires that an incorporated association prepares and keeps accurate minutes of committee meetings</p>	<p>Example rule 9</p>	<p>Meeting minutes should address the business considered at the meeting, any resolution on which a vote is taken and the result of the vote. It is recommended that the CM minutes record:</p> <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. 	<p>If your organisation has adopted the example rules, meeting minutes must be entered into the minutes book within one month of the committee 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.</p>
<p>Voting at CMs</p>	<p>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)</p>	<p>Example rule 6.3 Example rule 6.3</p>	<p>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 example rule 6.3.</p> <p>Commonly, the chairperson will exercise this vote to maintain the</p>	<p>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.</p>

			existing situation (so that a controversial resolution will not be passed using this power).	
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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 1985 \(SA\)](#)

✔ [Associations Incorporation Regulations 2008 \(SA\)](#)

Consumer and Business Services

✔ [Good governance checklist](#)

This checklist is prepared by CBS to assist associations in meeting their governance obligations, including in relation to holding meetings and preparing meeting minutes.

✔ [Example rules](#)

The example rules are prepared by CBS to assist associations with adopting workable rules. Organisations may adopt the example rules, or modify to suit their own purposes.

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

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