

Calling and holding meetings

Legal information for Tasmanian 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 Tasmania 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 1964 (Tas) (Act)*, *Associations Incorporation Regulation 2007 (Tas)* 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 Schedule 4 to the *Associations Incorporation (Model Rules) Regulation 2007 (TAS) (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).

CAUTION

To the extent that they are not inconsistent with, or not excluded or modified by your organisations rules, the model rules, the model rules will apply to your organisation.

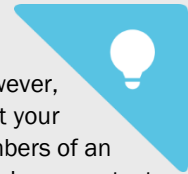
You should carefully consider whether your organisation's rules are sufficient to exclude the operation of the model rules where this is intended.



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. To do so, contact the organisation's 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 should 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.

! 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. Your organisation's rules may

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

RELATED RESOURCES

Section 23 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.

- 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 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 present and 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.

Under the Act, the quorum for GMs (including AGMs and SGMs) is 15 members who are entitled to vote. For committee meetings, the quorum is six committee members.

Proxy

A proxy is a person who is appointed by a member to vote on their behalf at a meeting (that is, be the member's proxy). There is no right to appoint a proxy under the Act. At common law (judge made law) there is no right to appoint another person to act and vote on a person's behalf. This means whether or not proxy voting is allowed by your organisation will depend on your organisation's rules, so a member will only be allowed to appoint a proxy if this is provided for in the organisation's rules.

If your rules do allow for proxies, for example, in the passing of resolutions at general meetings (see caution above for the passing of special resolutions) 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.

TIP

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

CAUTION

Under the Act, to vote on a special resolution a voter must be 'present in person'. Not-for-profit Law considers that this requirement means that proxies **cannot** be used to vote on special resolutions.

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:

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



Quick guide – AGMs for Tasmanian 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, not later than three months after the end of the financial year.	Model rule 11	An association that has a standard financial year that ends on 30 June and starts on 1 July must hold its AGM before 30 October 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> <p>The Act permits annual general meetings to be conducted at two or more locations using technology, provided every person can hear and be heard.</p>
How to notify members	<p>You should give notice to each member who is entitled to vote at the AGM in accordance with your organisation's rules.</p> <p>For AGMs involving a proposed special resolution, the meeting notice must state the intention to propose the resolution as a special resolution.</p>	<p>Model rule 13</p> <p>Model rule 11</p>	<p>If your organisation has adopted the model rules, at least 14 days before the meeting, the public officer must publish in at least one Tasmanian newspaper notice of the day, place and time of the meeting. The notice must specify the purpose of the meeting (other than the ordinary business – discussed below)</p> <p>We recommend that in addition to publishing the meeting notice in a newspaper that the public officer also personally notify members of the</p>	<p>The public officer of the incorporated association is usually responsible for preparing and giving out notices of meetings including the AGM. This is an important job - If the notice is not properly prepared and given to members, the AGM may be invalid and the decisions made at it void (of no legal effect).</p> <p>Even if your organisation's rules provide that notice may be given by putting the notice up on a notice 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>

			meeting.	
What is the usual procedure at an AGM?	<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 (remember, proxy voting cannot be used to pass a special resolution), and • how meetings can be adjourned. <p>Incorporated associations have financial reporting obligations. There is a requirement that the financial statement and audit report (if applicable) as prepared in accordance with these reporting obligations be presented to members at the AGM for adoption.</p>	<p>Model rule 11(5)</p> <p>Model rule 15</p>	<p>If your organisation has adopted the model rules, the ordinary business of the meeting will be:</p> <ul style="list-style-type: none"> • to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; • to receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association; • to elect the officers of the Association and the ordinary committee members; • to appoint the auditor and determine his or her remuneration, and • to determine the remuneration of any employees. 	<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>
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. You should check your organisation’s rules to see if there is a procedure for voting.</p>	<p>Model rule 14</p> <p>Model rule 18</p>	<p>Under the model rules, the following rules apply to voting at an AGM:</p> <ul style="list-style-type: none"> • each member has only 1 vote • votes must be given personally, and • if there is a tied vote, the chairperson may vote again to decide the vote (sometimes called the casting vote). 	<p>The usual procedure for voting at an AGM is that the chairperson will:</p> <ul style="list-style-type: none"> • clearly state the motion to be put to the meeting • take a vote from those present • determine the result, and • announce the result of the vote. <p>After some decisions passed by special resolution (for example, changing the organisation’s rules), the public officer must lodge a notice with the Commissioner within one month of the special resolution to advise them of the change. You can access the form here: http://www.consumer.tas.gov.au/forms_and_fees Members may wish or be required to ‘abstain’ from</p>

				voting (eg. 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>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>	Model Rule 11(5)(a)	<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 (remember, proxy voting cannot be used to pass special resolutions) • 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 the chairperson of the meeting or the next meeting must sign the minutes to verify their accuracy.</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>

Quick guide – Special general meetings for Tasmanian 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 12	<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 by the committee if at least 10 members make a written request. The SGM must be convened within 21 days of the request being deposited at the registered office of the association.</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	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	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. In doubt its best to send out a new

scheduled			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).	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 13	<p>At least 14 days before the meeting, the public officer must publish in at least one Tasmanian newspaper notice of the day, place and time of the meeting. The notice must specify the purpose of the meeting</p> <p>We recommend that in addition to publishing the meeting notice in a newspaper that the public officer also personally notify members of the meeting.</p>	The public officer 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.	Model rule 14	<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 18	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	<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

			that a controversial resolution will not be passed).	<p>technology) and entitled to vote (including those present by proxy (but remember, proxy voting cannot be used to pass special resolutions)</p> <ul style="list-style-type: none"> • determine the result, and • announce the result of the vote. <p>After some decisions passed by special resolution (for example, changing the organisation's rules), the public officer must lodge a notice with the Commissioner within one month of the special resolution to advise them of the change. You can access the form here: http://www.consumer.tas.gov.au/forms_and_feesMembers 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	Your organisation's rules may include provisions about the accurate keeping of meeting minutes for SGMs and allowing members to access these.		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 Tasmanian incorporated associations

	Quick explanation	Model rules (if applicable to your association)	Example	Top tips
When it must be held	Committee meetings should be held in accordance with the rules of the association. 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 26	If your organisation has adopted the model rules, your committee will meet at least once a month The committee president or any 4 members of the committee may convene a meeting at any time.	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. Under the model rules, if a quorum is not present at an ordinary committee meeting, the meeting is	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.

			adjourned to the same time on the same day at the same place the next week.	
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 26	If your organisation has adopted model rule 26, written notice of committee meetings is to be given to each committee member during business hours the day before the meeting is to be held.	Even if your organisation's rules (like the Model 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 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 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. If your organisation uses the Model rules, a committee meeting can only transact business for which the meeting notice has specified.	Model rule 26	A typical agenda might include: <ul style="list-style-type: none"> • welcome • apologies • confirmation of minutes of the previous meeting • reports prepared by staff volunteers or sub-committees • financial reports, and • important correspondence, proposals and resolutions. 	The committee should be careful to: <ul style="list-style-type: none"> • clearly record their decisions and actions (usually this is the secretary's task) • note any actual or potential conflicts of interest and details of how the meeting dealt with voting on contracts or matters to which these relate • carefully consider the organisation's financial position, and • approve or ratify any expenditure for the organisation.
Taking minutes	Your incorporated association should keep accurate meeting minutes of each committee meeting.	N/A	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 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 26	If your organisation has adopted the model rules Voting is to occur by way of a show of hands, unless a poll is demanded. Each committee member has one vote, and the chairperson of the committee has a deciding 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 (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 1964](#)

✔ [Associations Incorporation Regulations 2007](#)

✔ [Associations Incorporation \(Model Rules\) Regulations 2007](#)

Tasmanian Government

✔ [Consumer Affairs and Trading – incorporated associations](#)

This page features information for Tasmanian incorporated associations including applying for incorporation, submitting annual returns, and deregistering an incorporated association.

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

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