

Calling and holding meetings

Legal information for Victorian 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 Victoria 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 Reform Act 2012* (VIC) (**AIR Act**) and the association's rules (sometimes also termed the constitution) of the organisation. Some incorporated associations have drafted their own rules, and others use the model rules as set out in the *Associations Incorporation Reform Regulations 2012* (VIC) (**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).

RELATED RESOURCES

This fact sheet is intended to provide a 'quick guide' to the requirements for calling and holding meetings for incorporated associations in Victoria. More comprehensive information can be found in Not-for-profit Law's [Secretary's Satchel – Guide for Secretaries](#).

Within the Secretary's Satchel, chapter 5 addresses AGMS, Chapter 6 addresses Special General Meetings and Chapter 7 addresses Committee Meetings.



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 AIR 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 AIR 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 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 AIR 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 AIR 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.

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](#).

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 AIR 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
- changes to the association's name, and
- changes to the association's rules.

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

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

A special resolution will only be passed if:

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

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

Quorum

The 'quorum' of the meeting is the minimum number of people that need to be present at a meeting for that meeting to proceed. If a decision is made at a meeting where there is no quorum, it will have no effect.

Your organisation's rules must specify the quorum for AGMs and other types of meetings. If your association has adopted the model rules, Model rule 36 specifies that the quorum is 10% of members entitled to vote present physically or by proxy.

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 AIR Act, however whether or not a proxy is appointed must be addressed in the association's rules. You should also check to see if there are any other

RELATED RESOURCES

Section 64 of the AIR Act, which outlines the procedure for passing a special resolution. If you are unsure of the legal requirements, you may wish to review this section.

TIP

The AIR Act now permits meeting attendance by technology (e.g. 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

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:

- Financial powers and reporting obligations
- Changes to an organisation's constitution or rules
- Members rights



Quick guide - AGMs

	Quick explanation	Model rules (if applicable to your association)	Example	Top tips
When must it be held?	An AGM must be held annually. The first AGM must be held within 18 months of the association being incorporated. After that, your organisation must hold its AGM within 5 months of the end of each financial year.	Model rule 30	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 rules because they may have further requirements about the date, time and place of the AGM. Remember, an association needs to give advance notice of the time and place of an AGM to all its members. The AIR Act permits annual general meetings to be conducted at two or more locations using technology, provided every person can hear and be heard.
What happens if it is not held on time?	You should lodge an application for extension of time with CAV. A fee applies. The granting of an extension of time is at the discretion of CAV.	N/A		You can access the extension of time document here: https://www.consumer.vic.gov.au/clubs-and-not-for-profits/incorporated-associations/running-an-incorporated-association/meetings
How to notify members	Under the AIR Act, you must give notice to each member who is entitled to vote at the AGM, although your organisation's rules may specify that the notice be provided to a broader membership base. For AGMs not involving a proposed special resolution, the rules of the organisation will	Model rule 33	If your organisation has adopted the model rules, 14 days' notice should be given and the committee can decide the date time and place of the AGM. If a special resolution is proposed for an AGM the notice given must not be	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>determine how notice is to be given. This can include the method of giving notice (for example given to each member in person, posted or sent via email, etc.), and the length of time before the AGM that notice must be given.</p> <p>The AIR Act includes requirements for giving notice of a special resolution which all incorporated associations must comply with when a special resolution is proposed as part of the business at an AGM, above and beyond the standard notice requirements for the AGM as set out in the organisation's rules.</p>		<p>less than 21 days and must contain information about the proposed special resolution:</p> <ul style="list-style-type: none"> • that it is proposed to be a special resolution • the text of the proposed special resolution, and • the time, date and place of the general meeting. 	<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>
<p>What is the usual procedure at an AGM?</p>	<p>The procedure for the conduct of the AGM will depend on the rules and customs of your association. This can include:</p> <ul style="list-style-type: none"> • the agenda for the AGM • the quorum required (that is, the minimum number of members who must be present) • how resolutions are passed • the voting methods (such as by a show of hands, or by a poll) • whether proxy voting is allowed, and • how meetings can be adjourned. 	<p>Model rule 30 Model rule 36 (quorum)</p>	<p>A typical AGM agenda might include:</p> <ul style="list-style-type: none"> • welcome • apologies • confirmation of minutes of the previous AGM • business arising from the minutes • correspondence • chairperson's report • treasurer's report • presentation of the financial statement (audited if required) • election or appointment of committee members and secretary • general business • guest speaker • date of next general meeting, and • close and refreshments. 	<p>Commonly, notices for (and the agendas of) AGMs include a catch-all item such as 'any other business' or 'general business.' This allows members to discuss any additional matters which arise at the next meeting (such as setting a time and place for the next meeting) without needing to have provided advance notice.</p> <p>It can be a good idea to include a meeting agenda with the notice of meeting.</p>
<p>Voting at an AGM</p>	<p>If a member at an AGM wants to make a decision about a matter, motion or amendment, it is usual for each member to cast a vote – usually in favour (for) or against.</p>	<p>Model rule 38 (Voting) Model rule 12(4)</p>	<p>Under the model rules, the following rules apply to voting at an AGM:</p> <ul style="list-style-type: none"> • each member has only 1 vote • votes must be given personally or 	<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

	<p>The procedure for voting will be set out in your 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>by proxy, and</p> <ul style="list-style-type: none"> • if there is a tied vote, the chairperson may vote again to decide the vote (sometimes called the casting vote. 	<p>technology) and entitled to vote (including those 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 Registrar. Depending on the type of decision, you may need to notify CAV of the special resolution and seek approval for the change.</p> <p>Members may wish or be required to 'abstain' from voting (e.g. if they have a material personal interest in the motion), or may oppose a motion and request that their opposition is noted.</p>
Taking minutes	<p>Legal requirements apply to both:</p> <ul style="list-style-type: none"> • the preparation of minutes, and • the keeping of minutes. <p>Under the AIR Act, the rules of an incorporated association must include provisions about keeping accurate minutes. 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.</p> <p>The minutes of an AGM must record particular information about the financial records and their presentation to the AGM. See Division 7 of the AIR Act for more information.</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 41	<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>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 <p>If your organisation has adopted the model rules, meeting minutes for an AGM will need to address all matters specified in rule 41.</p>	
What to do after your AGM	<p>As soon as practicable after the conclusion of the AGM, a committee member must certify that the committee member attended the AGM and the financial statement was presented at the AGM.</p> <p>Within one month of the AGM, the secretary must lodge the financial statement with the Registrar at CAV, along with an audit report (if required for your particular association under the AIR Act).</p> <p>Some decisions passed (such as changes to the constitution) are not official under the AIR Act until they have been approved by Registrar. Depending on the resolutions passed, you may need to notify CAV of the resolution.</p>	N/A	<p>You can read more in our fact sheet Financial Powers and Reporting Obligations.</p>	

Quick guide – Special general meeting

	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 31 Model rule 32 (member request for SGM)	Examples of when a SGM will be held include: <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. If your organisation has adopted the model rules, a SGM must be convened if a request is made in accordance with model rule 32 by at least 10% of members.	Remember, an association needs to give advance notice of the time and place of a SGM to all its members. If a special resolution will be put to members at the SGM, extra requirements will need to be met.
What happens if a SGM is not held as scheduled	You should adjourn (and reschedule) SGMs in accordance with your association's rules.	N/A	Usually the chairperson is required to adjourn the meeting if there is no quorum present after a specified time. There may also be other circumstances where adjourning the meeting is appropriate (such as if the venue is double booked, or other circumstances affect holding a functional meeting, or if not all business can be addressed within a reasonable time).	If a meeting is adjourned, you will need to consider whether a new notice is required. Check your organisation's rules for any specific provisions about this. If in doubt its best to send out a new notice.
How to	Notice of a SGM must be given to all	Model rules		The secretary of an incorporated association is

notify members	members of the date, time and place of the SGM. Any requirements in the association's rules must also be complied with. The AIR 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.	31-33		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 30 Model rule 36 (quorum)	A typical agenda might include: <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 If your association has adopted the model rules, the only matters that can be discussed are those set out in the notice.	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. It can be a good idea to include a meeting agenda with the notice of meeting.
Voting at an SGM	You should follow the procedure set out in your rules.	Model rule 38	If a vote is tied, most organisation's rules say that the chairperson has the second (or casting) vote to decide the matter. Commonly, the chairperson will exercise this to maintain the existing situation (so that a controversial resolution will not be passed).	The usual procedure for voting at an SGM is that the chairperson will: <ul style="list-style-type: none"> • clearly state the motion to be put to the meeting • take a vote from those present (including via technology) and entitled to vote (including those present by proxy) • determine the result, and • announce the result of the vote. Some decisions passed by special resolution (for example, changing the organisation's name) are not official under the Act until they have been approved

				<p>by the Registrar. Depending on the type of decision, you may need to notify CAV of the special resolution and seek approval for the change.</p> <p>Members may wish or be required to ‘abstain’ from voting (e.g. if they have a material personal interest in the motion), or may oppose a motion and request that their opposition is noted.</p>
Taking minutes	Your organisation’s rules must include provisions about the accurate keeping of meeting minutes for SGMs and allowing members to access these. If your organisation’s rules do not address the keeping of minutes, the model rules will apply automatically.	Model rule 41	If your organisation uses the model rules, meeting minutes will need to address the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.	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

	Quick explanation	Model rules (if applicable to your association)	Example	Top tips
When it must be held	Committee meetings must be held in accordance with the association's rules. The rules may specify that the committee must meet a certain number of times per year, and/or that they can hold additional (special) meetings as required.	Model rule 58	If your organisation has adopted the model rules, your committee will need to meet four times per year, and may also hold special committee meetings and urgent committee meetings where required.	Under the AIR Act, committee meeting may be held through technology, and committee members may participate in committee meetings by using technology. Technology such as videoconferencing and conference calls can make it cheaper and easier for committees of incorporated associations to meet.
What happens if it is not held as scheduled	You should follow the procedure set out in your organisations rules.	N/A	For example, usually the chairperson is required to adjourn a committee meeting if there is no quorum present after a specified term. There may be other circumstances where it is appropriate to adjourn the meeting.	If a meeting is adjourned, you will need to consider whether a new notice is required. Check your organisation's rules for any specific provisions about this. If in doubt, it is better to send out a new notice.
How to notify members	Notice should be provided in accordance with the association's rules. The notice should provide an outline of the general business to be discussed at the meeting.	Model rule 59	If your organisation has adopted model rule 59, notice of a committee meeting must be given to each committee member no later than seven days before the meeting date. For urgent meetings, as much notice as is reasonably practicable should be given to committee	Even if your organisation's rules provide for a lesser period of notice, it is good practice to give at least a week's notice of a committee meeting so that committee members have time to properly prepare for the meeting. It can also be a good idea to schedule in the dates for all required committee meetings at the first meeting of the year. This helps the committee members to plan ahead to be available.

			members.	
What is the usual procedure for CMs	The AIR Act requires that the rules of your organisation set out the procedure to be followed at 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.	Model rule 61	A typical agenda might include: <ul style="list-style-type: none"> • welcome • apologies • confirmation of minutes of the previous meeting • reports prepared by staff volunteers or sub-committees financial reports, and • important correspondence, proposals and resolutions. 	The committee should be careful to: <ul style="list-style-type: none"> • clearly record their decisions and actions (usually this is the secretary's task) • note any actual or potential conflicts of interest and details of how the meeting dealt with voting on contracts or matters to which these relate • carefully consider the organisation's financial position, and • approve or ratify any expenditure for the organisation.
Taking minutes	The AIR Act requires that an incorporated association prepares and keeps accurate minutes of committee meetings	Model rule 66	If your organisation has adopted the model rules, the meeting minutes must record: <ul style="list-style-type: none"> • the names of the members in attendance at the meeting • the business considered at the meeting • any resolution on which a vote is taken and the result of the vote, and • any material personal interest disclosed. 	Experience shows that it is best to write up the first draft of minutes as soon as possible after the 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 64 (voting) Model rule 63 (Quorum)	If a vote is tied, most organisations' constitution says that the chairperson has a second (or "casting") vote to decide the matter. This is the position under rule 64(4) of the model rules. Commonly, the chairperson will exercise this vote to maintain the existing situation (so that a controversial resolution will not be	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.

			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.

✔ [Secretary's satchel](#)

This is a comprehensive resource for Victorian incorporated association's that addresses the role and responsibilities of the company secretary in detail, including in relation to calling and holding meetings and keeping meeting minutes. For a more detailed explanation of all matters discussed in this fact sheet, please consult the secretary's satchel.

Legislation

✔ [Incorporations Association Reform Act 2012 \(Vic\)](#)

✔ [Incorporations Association Reform Regulations 2012 \(Vic\)](#)

Consumer Affairs Victoria

✔ [Meetings- Incorporated Associations](#)

Consumer Affairs Victoria (CAV) is the regulator of incorporated associations in Victoria. This page on CAV's website outlines the different types of meeting an incorporated association will need to hold.

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

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