Calling and holding meetings

Legal information for incorporated associations in the Northern Territory

This fact sheet covers:
► calling and holding the annual general meeting
► calling and holding special general meetings
► rules for general meetings where there will be a special resolution
► calling and holding committee meetings

Incorporated associations (IAs) in the Northern Territory (NT) hold different types of meetings to conduct their business. This includes general meetings (including the annual general meeting and special general meetings) and committee meetings.

This fact sheet summarises the key requirements for calling and holding each type of meeting.

There are rules and procedures for calling and holding each type of meeting. These rules and procedures set out in the Associations Act 2003 (NT) (Act) and the IA’s rules (sometimes called the ‘constitution’). Some incorporated associations have drafted their own constitution, and others use the model constitution as set out in Schedule to the Associations (Model Constitution) Regulations 2004 (NT) (model constitution).

The rules and procedures for calling and holding meetings for an IA 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 to be addressed at the meeting
• voting at the meeting, and
• taking and keeping meeting minutes (notes) of the meeting

Note

Your IA should make sure 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 made in the meeting may not be valid.

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General meetings

A general meeting of an IA is a ‘catch-all’ term for a meeting of the members that is held in accordance with the Act and the IA’s rules. General meetings may be:

• annual general meetings (AGM), or
• 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 IAs to hold an AGM, with the exception of the first ever AGM, every calendar year.

The AGM is an important meeting for IAs, because it is one where all members are invited to attend, and at which certain topics of business need to be addressed, including:

• the presentation of the IA’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 IA and address any issues relevant to members.

A summary table of the requirements for calling and holding AGMs is below.

Special general meetings

An SGM is a meeting of the members of an IA that is not an AGM. Typically, an IA will hold a special general meeting to address specific business that has arisen and which should not wait until the next AGM.

A summary table of the requirements for calling and holding SGMs is below.

Tip

Some of the rules and procedures for calling and holding meetings are set out in the Act. However, your IA’s rules may set out further additional requirements. It’s important that your IA follows both the rules and procedures set out in the Act and its own rules.

Members of an IA are entitled to request a copy of the rules from their association. To do this, the member should contact the association’s secretary.

Related Not-for-profit Law resource

You can read more about preparing an association’s financial statement and the association’s financial reporting obligations in our resources on annual reporting to government.

Caution

Where an AGM or SGM includes a special resolution (discussed below), additional requirements apply to the calling and holding of the meeting.
Committee meetings

Committee meetings are meetings of an IA’s governing body – the committee. Your IA may alternatively call these meetings ‘board meetings’.

A summary table of the requirements for calling and holding committee meetings is below.

Common meeting terminology

We use terminology associated with the holding of meetings by IAs in the summary tables below. You should familiarise yourself with the terminology to help you make sure your IA’s meeting is held in accordance with the Act and its rules.

Motions and resolutions

Motions and resolutions are related, but 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 voting for or against the motion

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

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 statutory requirements for a special resolution are outlined below. Your IA’s rules may also impose additional requirements (for example, a requirement to include certain extra information about the proposed special resolution in the notice of meeting), but can’t reduce or increase the 75% provision in respect of the number of votes required to pass the resolution.

Special resolutions

The business of an IA 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 IA’s members at a general meeting (ie. at the AGM or a SGM). Some types of resolution must be put to members as special resolution such as an application to transfer the IA structure to a corporate structure under section 57 of the Act.

The Act contains a number of requirements for calling a special resolution.

Under the Act, members entitled to vote on the proposed resolution must be given at least 21 days’ notice (or more if the IA’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:

• not less than 75% of the members voting at the meeting (whether in person or by proxy, if permitted) vote in favour of the resolution, and
• any further requirements in the IA’s rules relating to the passing of a special resolution have been met

Your IA’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.

If your IA has adopted the model constitution the quorum for:

- general meetings (including AGMs and SGMs) is the number or proportion of members specified in the Schedule to the model constitution; and
- or committee meetings is one half of the committee members, unless the IA has specified otherwise (in the Schedule to the Model constitution).

In the Northern Territory, there are a number of details in the Model constitution that may be replaced or inserted by the IA (see Part 2 of the Schedule to the Model constitution), including the quorum for committee meetings and the quorum for general meetings. If these details are not replaced, the default position set out in the relevant clause of the rules will apply.

If your IA has drafted its own rules, it will specify the quorum for general meetings and committee meetings.

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 IA will depend on the rules. If your IA has adopted the model constitution, a member will be entitled to vote by proxy at general meetings, provided the proxy is appointed in writing. You should also check to see if there are any other requirements attaching to appointing a proxy, for example some IAs 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 Not-for-profit Law resources

You can find more information about topics related to the calling and holding of meetings for your IA in our fact sheets:

- Financial reporting obligations
- Changes to an organisation’s constitution or rules
- Members’ rights
## Summary table – AGMs for Northern Territory IAs

<table>
<thead>
<tr>
<th>Explanation</th>
<th>Relevant law (and model constitution rules if they apply to your IA)</th>
<th>Example</th>
<th>Top tips</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>When must the AGM be held?</strong></td>
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<tr>
<td>An AGM must be held:</td>
<td>Act sections 35 and 26, Model rule 44</td>
<td>An IA that has a financial year that ends on 30 June must hold its second and all subsequent AGMs before 30 November each year.</td>
<td>Check your IA’s rules because they may have further requirements for the conduct of the AGM, including date, time and place for the AGM. Remember, an IA needs to give advance notice of the time and place of an AGM to all its members.</td>
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<td>• at least once in each calendar year, and</td>
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<td>• within 5 months of the end of each financial year</td>
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<td>An IA may hold its first ever AGM at any time within 18 months after its incorporation.</td>
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<tr>
<td><strong>What happens if the AGM is not held on time?</strong></td>
<td>Act section 5</td>
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<td>The Act provides for an IA to lodge an application for extension of time with the Commissioner. A fee may apply. The granting of an extension of time is at the discretion of the Commissioner.</td>
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<tr>
<td><strong>Who must be notified of the AGM? How and when should notice be given?</strong></td>
<td>Act section 37, Model rules 15 and 46</td>
<td>If your IA has adopted the model constitution, the secretary must give members 30 days’ notice of the AGM unless otherwise provided in the Schedule. The notice must specify when and where the meeting is to be held, what business will be discussed, and the order of that discussion. If a special resolution is proposed for an AGM the notice given must contain information about the proposed special resolution:</td>
<td>Check your IA’s rules because they will contain the rules for giving notices. The secretary of the IA 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 in accordance with the requirements of the Act and your IA’s rules, the notice may be deemed invalid resulting in the decisions made at it void (i.e. having no legal effect). Even if your IA’s rules provide that notice may be given by putting the notice up on a notice board, it’s good practice to give each member of the IA an individual notice. This prevents members claiming they were unaware of the AGM. For the purpose of determining the notice</td>
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<tr>
<td>Under the Act, an IA must give notice of the date, time and place of the AGM to each member who is entitled to vote at the AGM.</td>
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<tr>
<td>Notice of meetings (containing ordinary resolutions only)</td>
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<tr>
<td>For AGMs not proposing a special resolution, the IA’s rules will determine how and when the notice is to be given. This can include the method of giving notice (e.g. given to each member in person, posted or sent by email), and the length of time before the AGM that notice must be given.</td>
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<tr>
<td>Notice of meeting (containing special resolutions)</td>
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<tr>
<td>The Act sets out the requirements for a notice of an AGM at which a special resolution will be proposed. An IA must comply with these requirements in addition to the standard notice requirements for the AGM set out in the IA’s rules.</td>
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</table>
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What happens if there is no quorum at the AGM or the meeting can’t otherwise be held as scheduled?

| The meeting should be adjourned (and rescheduled) in accordance with your IA’s rules. | Model rule 50 | 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. | If a meeting is adjourned, you will need to consider whether a new notice is required. Check your IA’s rules for any specific provisions about this. For example, rule 50(5) of the Model constitution provides that if a meeting is adjourned for 30 days or more, then a notice of the rescheduled meeting must be given as if it were a fresh meeting. |

What is the usual procedure at an AGM?

| The procedure for the conduct of the AGM will depend on your IA’s rules and customs. You should review your IA’s rules and follow the requirements for: | Act section 43 (presentation of statements at AGM) Model rule 46(3) (order of business), Model rules 49-50 (Quorum) | If your IA has adopted the model constitution, the order of business will be: | 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. It can be a good idea to include a meeting agenda with the notice of meeting. |

Voting at an AGM

| If members at an AGM want 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. There are different ways in which votes can be taken at an AGM. The most common methods are voting | Model rules 14 and 51 (voting) Model rule 50 (quorum) Model rule 52 (proxies) | Under the model constitution, each member has only 1 vote and a member is not eligible to vote until 10 working days after their membership application has been accepted. | The usual procedure for voting at an AGM is that the chairperson will: |

- clearly state the motion to be put to the meeting
- take a vote (usually by show of hands) from
by show of hands or by poll (that is, a vote in writing).
The procedure for voting will be set out in your IA’s rules.
Voting on special resolutions should be conducted as required or permitted by the association’s rules.

Conducting a poll
It’s usually the role of the chairperson to determine whether a poll is required, to direct the conduct of the poll and to supervise the counting of the written votes.
The way in which individual members voted in the poll is not usually disclosed. In many IAs the rules allow a member to request a poll. Commonly, a poll may be requested by:

- a member who questions the result of a particular vote count (for example, if the AGM is large and there is a close vote on a show of hands), or
- a member who believes that any proxies held may alter the outcome of the vote (because a holder of several proxies has only one vote in a show of hands)

Taking minutes

Legal requirements apply to both:

- preparing minutes, and
- keeping minutes

Under the Act, the accuracy of minutes should be confirmed at the next meeting, and the chairperson of the AGM or the next meeting must verify the accuracy of the confirmed minutes, for example by signing them.

Other laws (such as defamation and privacy) may apply too.

Finalised minutes must be entered into a minute book and should be retained as members can request access.

If your IA has adopted the model constitution, the secretary will be responsible for keeping meeting minutes.

Act section 38
Model rule 36

The usual matters included in meeting minutes are:

- 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

Write up the first draft of minutes as soon as possible after the AGM. Your memory will be 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 IA, so it’s good practice to record the name and position of office bearers (chairperson, secretary, treasurer) as well as names of members and any other people present (such as observers) in the minutes.

It’s 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.
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- the results of voting
- details of documents tabled
- details of next meeting
- closing time
- list of tasks arising

What to do after your AGM

Within 28 days of the AGM, the IA must lodge the following signed documents with the Commissioner:

- audited statement of the IA’s accounts for the last financial year,
- a copy of the auditor’s report in relation to the accounts, and
- a report signed by 2 members of the committee stating in respect of the last financial year
  - the name of each committee member,
  - the principal activities and any significant change in the nature of the activities and
  - the IA’s net profit and loss

Act sections 43 and 45

Read more in our fact sheets on financial reporting obligations

Summary table – SGMs for Northern Territory IAs

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<tr>
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<th>Relevant law (and model constitution rules if they apply to your IA)</th>
<th>Example</th>
<th>Top tips</th>
</tr>
</thead>
<tbody>
<tr>
<td>When must a SGM be held?</td>
<td>Model rules 44 and 45</td>
<td>Examples of when an SGM will be held include:</td>
<td>An IA must give advance notice of the time and place of an SGM to all its members. If a special resolution will be put to members at the SGM, extra requirements will need to be met.</td>
</tr>
<tr>
<td>SGMs are held when required by an IA to give members the opportunity to deal with specific business of an IA, raised by members of the committee or in respect of a matter raised by the members (where the SGM is requested by members).</td>
<td></td>
<td>• to remove a committee member from office</td>
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<td></td>
<td></td>
<td>• to make changes to the IA’s constitution</td>
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<td></td>
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<td>• vote on an issue raised at the AGM under ‘other business’, or</td>
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<td></td>
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<td>• to propose to remove an auditor</td>
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<td></td>
<td>If your IA has adopted the model constitution, an SGM must be</td>
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<td></td>
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<td>convened if the management committee directs it or a certain</td>
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</table>
number of members sign a written request.

What happens if there is no quorum at the SGM or the meeting can’t otherwise be held as scheduled?

Refer to the ‘Summary table – AGMs for Northern Territory IAs - What happens if it’s not held on time?’ above

Who must be notified of a SGM? How and when should notice be given?

Refer to the ‘Summary table – AGMs for Northern Territory IAs - Who must be notified? How and when should notice be given?’ above

What is the usual procedure for running a SGM?

Follow the procedures set out in your IA’s rules. Model rule 45 (business) Model rule 49-50 (quorum) A typical agenda might include:
- welcome
- apologies
- confirmation of minutes of previous SGM
- clearly set out the issues to be determined
- vote on resolutions
- close meeting
If your IA has adopted the model constitution, 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

Refer to the ‘Summary table – AGMs for Northern Territory IAs - Voting at an AGM’ above

Taking minutes

Under the Act, the accuracy of minutes should be confirmed at the next meeting, and the chairperson of the SGM or the next meeting must verify the accuracy of the confirmed minutes, for example by signing them.
Other laws (such as defamation and privacy) may apply too.
Minutes must be entered into a minute book and should be retained as members can request access. If your IA has adopted the model constitution, the secretary will be

Act section 38 Model rule 36(b) If your IA uses the model constitution, meeting minutes must address the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

Write up the first draft of minutes as soon as possible after the SGM. Your memory will be 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 IA, so it’s good practice to record the name and position of office bearers (chairperson, secretary, treasurer) as well as names of members and any other
When must a committee meeting be held?

<table>
<thead>
<tr>
<th>Explanation</th>
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<th>Top tips</th>
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<tbody>
<tr>
<td>The IA’s rules should address the frequency of committee meetings, and committee meetings must be held in accordance with the rules. The rules may specify that the committee must meet a certain number of times per year and that they can hold additional (special) meetings as required.</td>
<td>Model rule 39</td>
<td>If your IA has adopted the model constitution, your committee will meet not less than 4 times a year (unless your IA has nominated a different number of required meetings in the Schedule to the model constitution). Special committee meetings can be convened at any time by the chairperson or at least half the committee members. A special committee meeting may also be convened to deal with an appeal by a member against suspension of membership or expulsion from the IA.</td>
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What happens if there is no quorum or the meeting can’t be held as scheduled?

<table>
<thead>
<tr>
<th>Explanation</th>
<th>Example</th>
<th>Top tips</th>
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</thead>
<tbody>
<tr>
<td>Follow the procedure set out in your IA’s rules.</td>
<td>The chairperson is usually 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.</td>
<td>If a meeting is adjourned, you will need to consider whether a new notice is required. Check your IA’s rules for any specific provisions about this. If in doubt, it’s better to send out a new notice.</td>
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</table>

How to notify committee members

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<th>Explanation</th>
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<th>Top tips</th>
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<tbody>
<tr>
<td>Provide notice in accordance with the IA’s rules. If the rules are silent (as the model constitution is), notice should be</td>
<td></td>
<td>It’s good practice to give at least a week’s notice of a committee meeting so that committee members have</td>
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</table>
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provided in writing a reasonable period of time ahead of the meeting.
The notice should provide an outline of the general business to be discussed at the meeting.

time to prepare properly for the meeting.
It can also be a good idea to schedule 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.

### The usual procedure

| The Act requires that your IA’s rules set out the procedure to be followed at committee meetings. Your IA may set out a procedure for committee meetings that is essentially the same as for general meetings. However, the procedure for committee meetings is generally less formal than for general meetings – mainly because of the smaller number of people involved and tendency to meet more frequently. | Act section 21(1)(e) Model rule 42 (procedure and order of business) Model rule 41 (quorum) | Under the model constitution, the procedure and order of business are determined by the committee members. However, for a special committee meeting, the only business that can be considered is the business for which the meeting was convened. Under the model constitution, the default quorum for committee meetings is half the committee members (unless your IA has nominated a quorum different from the Schedule to the model constitution).

A typical agenda might include:
- 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:
- 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 IA’s financial position, and
- approve or ratify any of the IA’s expenditure |

### Taking minutes

| Under the Act, the accuracy of minutes should be confirmed at the next meeting, and the chairperson of the next meeting must verify the accuracy of the confirmed minutes, for example by signing them. Other laws (such as defamation and privacy) may apply too. Minutes are generally entered into a minute book and should be retained as members can request | Act section 38 Model rule 36 | If your IA has adopted the model constitution, the meeting minutes must record:
- the names of the members attending the meeting
- the business considered at the meeting | It’s best to write up the first draft of minutes as soon as possible after the committee meeting. Your memory will be 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 IA. |
access. If your IA has adopted the model constitution, the secretary will be responsible for keeping meeting minutes.

- any resolution on which a vote is taken and the result of the vote, and
- any material personal interest disclosed

It’s good practice to record the name and position of office bearers (chairperson, secretary, treasurer) as well as names of members and any other people present (such as observers) in the minutes.

It’s 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 committee meeting.

Make sure the official meeting minutes are secure, and easily identifiable.

<table>
<thead>
<tr>
<th>Voting</th>
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<tbody>
<tr>
<td>Check your IA’s rules and policies about voting methods carefully. There are different ways in which votes can be taken at a committee meeting. The most common methods are voting by <strong>show of hands</strong> or <strong>by poll</strong> (that is, a vote in writing).</td>
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Resources

Not-for-profit Law resources

► **Annual reporting to government**
  This page outlines an IA’s financial reporting obligations, including requirements for the annual general meeting.

► **Keeping records**
  This page outlines the requirements for an IA’s record keeping, including obligations to keep meeting minutes.

► **Rules or constitution**
  This page explains an IA’s rules and how they can be changed.

Northern Territory Government

► **Incorporated associations – nt.gov.au**
  Information about associations incorporated in the Northern Territory

Legislation

► **Associations Act 2003 (NT)**
► **Associations (Model Constitution) Regulations 2004 (NT)**