Calling and holding meetings

Legal information for Queensland incorporated associations

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 Queensland 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 Incorporation Act 1981 (Qld) (AI Act) and the association’s rules (sometimes called the ‘constitution’). Some IAs draft their own rules; others use the model rules as set out in Schedule 4 to the Associations Incorporation Regulation 1999 (Qld) (Model rules).

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

Caution
Under section 47 of the AI Act, if your rules don’t provide for a matter that is addressed in the model rules, the relevant provisions of the model rules will apply to your IA. You should carefully consider whether your rules deal with matters relating to calling and holding meetings.

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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 AI 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 AI 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.
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 AI 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 an SGM). Some types of resolution must be put to members as special resolution, including:
• the IA’s amalgamation with another association
• changes to the IA’s name, and
• changes to the IA’s rules

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

Under the AI 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.

Related resource
Section 3 of the AI Act outlines the procedure for passing a special resolution. If you are not sure of the legal requirements, you may wish to review this section.

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

Under section 57A of the AI Act, the quorum for a general meeting is:
• at least the number of members of the organisation’s management committee at the close of the IA’s last general meeting plus 1, or
• where all members of the IA are members of the committee, the quorum is the total number of members less 1

The quorum for a committee meeting must be set out in the IA’s rules (refer to section 63 of the AI Act). Under the model rules, the quorum for a committee meeting is the majority of the committee members holding office (who must be present personally – whether in person or through technology).

Tip
Your IA’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.

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 AI Act. You should also check to see if there are any 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 Queensland IAs

<table>
<thead>
<tr>
<th>Explanation</th>
<th>Relevant law (and model rules if they apply to your IA)</th>
<th>Example</th>
<th>Top tips</th>
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<tbody>
<tr>
<td><strong>When must the AGM be held?</strong></td>
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<tr>
<td>An AGM must be held annually within 6 months after the end date of the IA’s ‘reportable financial year. Section 58 of the AI Act sets out the requirements for an IA’s first ever ‘reportable financial year. Refer to section 58 to work out the timeframe for holding the first ever AGM. Subject to the requirements of the AI Act, the committee may decide the specific date, time and place to hold the AGM.</td>
<td>AI Act sections 55 and 58 Model rule 30 Model rule 31</td>
<td>An IA that has a financial year that ends on 30 June must hold its AGM before 31 December 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. The AI Act allows AGMs to be conducted at two or more locations using technology, provided every person can hear and be heard (refer to section 56 of the AI Act).</td>
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<tr>
<td><strong>What happens if the AGM is not held on time?</strong></td>
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<tr>
<td>IAs must present certain financial documents to the AGM. IAs must then lodge their financial statements with the ‘chief executive’, being the relevant appointee of the Queensland Government within the timeframe prescribed by the AI Act. Penalties apply to failures to comply with the statutory requirements. There is no provision in the AI Act to apply for an extension of the period for holding an AGM.</td>
<td>AI Act sections 59, 59A and 59B</td>
<td></td>
<td>Refer to section 59 of the AI Act for further details regarding the submission of financial statements to the chief executive.</td>
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<tr>
<td><strong>Who must be notified of the AGM? How and when should notice be given?</strong></td>
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<tr>
<td>The AI Act does not prescribe any requirements for providing notice to members of the AGM. Refer to your IA’s rules for the requirements for providing notice of the AGM, including who must be notified, the manner in which notice must be given and the period of notice required.</td>
<td>Model rule 35</td>
<td>If your IA has adopted the model rules, at least 14 days’ notice must be given. The committee can decide how the notice is to be given, however the notice must state the business to be conducted at the meeting. Notice of the following meetings must be given in writing: • a meeting called to hear and decide the appeal of a person against the</td>
<td>Check your IA’s rules because they will include the rules for giving notices. The IA’s secretary is usually responsible for preparing and giving out notices of meetings including the AGM (this is the case under the model rules). This is an important job - If the notice is not properly prepared and given to members, the AGM may be invalid and the decisions made at it void (of no legal effect). Even if your IA’s rules provide that notice may be</td>
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*Note: AI Act refers to the Australian Financial Corporations Act.*
### Calling and holding meetings (Qld) 2019

<table>
<thead>
<tr>
<th>What happens if there is no quorum at the AGM or the meeting can’t otherwise be held as scheduled?</th>
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<tbody>
<tr>
<td><strong>The meeting should be adjourned (and rescheduled) in accordance with your IA’s rules.</strong></td>
<td><strong>Al Act section 57A</strong>  &lt;br&gt; <strong>Model rules 36</strong>  &lt;br&gt; <strong>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.</strong>  &lt;br&gt; <strong>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, Model rule 36 provides that if a meeting is adjourned for 30 days or more, then a notice of the rescheduled meeting must be given in accordance with the rules for notices of general meetings.</strong></td>
</tr>
</tbody>
</table>

### What is the usual procedure at an AGM?

| The procedure for the conduct of the AGM will depend on the rules and customs of your IA. You should review your IA’s rules and follow the requirements for:  <br> - the agenda for the AGM  <br> - the quorum required  <br> - how resolutions are passed  <br> - the voting methods (eg. by a show of hands, or by a poll)  <br> - whether proxy voting is allowed, and  <br> - how meetings can be adjourned  | **Model rules 32-34 (business)**  <br> **Model rule 37 (procedure)**  <br> **Model rule 36 (quorum)**  <br> **A typical AGM agenda might include:**  <br> - **welcome**  <br> - **apologies**  <br> - **confirmation of minutes of the previous AGM and any general meeting held since**  <br> - **business arising from the minutes**  <br> - **correspondence**  <br> - **chairperson’s report**  <br> - **treasurer’s report**  <br> - **presentation of the financial statement (audited if required)**  <br> - **election or appointment of committee members and secretary**  <br> - **general business**  <br> - **guest speaker**  <br> - **date of next general meeting, and**  <br> - **close and refreshments**  | **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 | **Model rule 38 (voting)**  <br> **Under the model rules, the following rules apply to voting at an AGM:**  | **The AGM should not pass resolutions on important matters which have not** |

Committee’s decision to reject an application for membership or terminate a person’s membership, and  <br> - a meeting to hear and decide a special resolution 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.
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The rules of an IA should include provisions about keeping accurate minutes. Other laws (such as defamation and privacy) may be applicable too.

Minutes are generally entered into a minute book and should be retained as under section 57B of the _AI Act_, a member can request access to, and copies of, the minute book.

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.

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

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.
meeting must verify the accuracy of the confirmed minutes, for example by signing them.

- 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
- details of next meeting
- closing time
- list of tasks arising

If your IA has adopted the model rules, the chairperson of the meeting or the next meeting must sign the minutes to verify their accuracy.

What to do after your AGM

The president or treasurer of the IA must sign a copy of the financial documents that were presented to the AGM.

Within one month of the AGM, the secretary must lodge the signed documents with the chief executive. Some decisions passed (such as changes to the constitution) are not official under the Act until they have been approved by the chief executive.

AI Act sections 36, 55 and 59AB

Read more in our fact sheets on financial reporting obligations

Summary table – SGMs for Queensland IAs

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<tr>
<td>When must a SGM be held?</td>
<td></td>
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</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</td>
<td>Model rule 39</td>
<td>Examples of when an SGM will be held include:</td>
<td>Remember, an IA needs to give advance notice of the time and place of a SGM to all its members.</td>
</tr>
</tbody>
</table>
members of the committee or in respect of a matter raised by the members (where the SGM is requested by members).

- to remove a committee member from office
- to make changes to the IA’s constitution
- vote on an issue raised at the AGM under ‘other business’, or
- to propose to remove an auditor

If your IA has adopted the model rules, an SGM must be convened by the secretary if the management committee directs it or a certain 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 Queensland 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 Queensland 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.

|-------------|--------------------------------|------------------------|--------------------------|

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 rules, the only matters that can be discussed are those set out in the notice.

Voting at an SGM

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

Taking minutes

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.
Your IA’s rules must include provisions about the accurate keeping of meeting minutes for general meetings and allowing members to access these. If your IA’s rules don’t address keeping minutes, the model rules will automatically apply.

Model rule 41

If your IA uses the model rules, 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 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 SGM.

Summary table – committee meetings for Victorian IAs

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<tbody>
<tr>
<td>When must a committee meeting be held?</td>
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<td></td>
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<tr>
<td>Section 57 of the AI Act provides that committee meetings must be held at least once in every 4 months. A quorum for management committee meetings is prescribed by the rules. Section 28 of the AI Act provides for resolutions to be passed by written resolution signed by each committee member without the need to hold a committee meeting. The rules of an IA 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, or that they can hold additional (special) meetings as required.</td>
<td>AI Act sections 27 and 57 Model rules 23 and 25</td>
<td>If your IA has adopted the model rules, your committee will meet as it considers appropriate, and must meet at least once every four months. If 33% of committee members send a written request to the secretary, a special committee meeting must be called.</td>
<td>Under section 63 of the AI Act, committee meetings 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 to meet.</td>
</tr>
<tr>
<td>What happens if there is no quorum or the meeting can’t be held as scheduled?</td>
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<tr>
<td>Follow the procedure set out in your IA’s rules.</td>
<td>Model rule 24</td>
<td>The chairperson is usually required to adjourn a committee meeting if there is no</td>
<td>If a meeting is adjourned, you will need to consider whether a new notice is required. Check your IA’s</td>
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quorum present after a specified term. There may be other circumstances where it is appropriate to adjourn the meeting.

rules for any specific provisions about this. If in doubt, it’s better to send out a new notice.

### How to notify committee members

<table>
<thead>
<tr>
<th>Provide notice in accordance with the IA’s rules. The notice should provide an outline of the general business to be discussed at the meeting.</th>
<th>Model rule 23</th>
<th>If your IA has adopted model rule 23, notice of a committee meeting is to be given in the manner provided by the management committee.</th>
</tr>
</thead>
</table>

Even if your IA’s rules provide for a shorter notice period, it’s good practice to give at least a week’s notice of a committee meeting so that committee members have 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 *AI Act* requires that the rules of your IA set out the procedure to be followed at committee meetings.

| Model rule 23 | 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

The *AI Act* requires that the secretary be responsible for keeping meeting minutes, including of committee meetings. Under the model rules, the secretary must ensure full and accurate minutes of the committee 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. It’s good practice to record the name and position of office bearers (chairperson,
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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 minute are secure, and easily identifiable.

Voting

| 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 show of hands or by poll (that is, a vote in writing). | Model rule 23 | If your IA has adopted the model rules, on any question arising, each member present at the meeting have one vote, and the chairperson has a second or casting vote. Note that under the model rules – unlike the position at general meetings proxy voting is not permitted at committee meetings. However members are permitted to participate through technology (meaning they do not need to be physically present at a committee meeting). | Some IAs permit the committee to pass resolutions in the absence of a meeting, provided it’s agreed in writing by all committee members. Committee members may want 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. |

| Voting | Model rule 23 | If your IA has adopted the model rules, on any question arising, each member present at the meeting have one vote, and the chairperson has a second or casting vote. Note that under the model rules – unlike the position at general meetings proxy voting is not permitted at committee meetings. However members are permitted to participate through technology (meaning they do not need to be physically present at a committee meeting). | Some IAs permit the committee to pass resolutions in the absence of a meeting, provided it’s agreed in writing by all committee members. Committee members may want or be required to ‘abstain’ from voting (eg. if they have a material personal interest in the motion), or may oppose a motion and request that their opposition is noted. |
Resources

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.

Queensland Fair Trading

► **Meetings - Incorporated Associations**
  Fair Trading is the regulator of incorporated associations in Queensland. This page on their website outlines the different types of meeting an incorporated association will need to hold.

Legislation

► **Associations Incorporation Act 1981 (Qld)**
► **Associations Incorporation Regulation 1999 (Qld)**