Calling and holding meetings

Legal information for South Australian 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 South Australia 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 are set out in the Associations Incorporation Act 1985 (SA) (AI Act), the Associations Incorporation Regulations 2008 (SA) (Regulations) and the IA’s rules (sometimes called the ‘constitution’). Some IAs draft their own rules, and others use the example rules drafted by Consumer and Business Services (CBS).

The rules and procedures for calling and holding meetings for an 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

Some IAs (called ‘prescribed associations’ by the AI Act) have additional financial reporting obligations. A prescribed association is one which had gross receipts in the previous financial year in excess of $500,000.

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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Tip
Some of the rules and procedures for calling and holding meetings are set out in the *AI 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 *AI 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.

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 every 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.

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.

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.

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 \emph{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.

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, including:

- the IA’s amalgamation with another association
- changes to the IA’s name, and
- changes to the IA’s rules

The \emph{AI Act} sets out the requirements for calling a meeting at which a special resolution is to be proposed.

Under the \emph{AI Act}, members entitled to vote on the proposed resolution must be given at least 21 days’ notice. The notice should clearly set out:

- the time, date and place of the general meeting at which the resolution will be voted on
- the proposed resolution (in full), and
- 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.
Section 23A of the *AI Act* requires that an IA’s rules deal with the calling of and procedures at general meetings. Accordingly, your IA’s rules should specify the quorum required for a general meeting. If your IA has adopted the example rules prepared by CBS:

- the quorum of a general meeting is 10 members (present personally or by proxy), and
- the quorum of a committee meeting is half of the committee

**Proxy**

A proxy is a person who is appointed by a member to vote on their behalf at a meeting (that is, be the member’s proxy). There is no right to appoint a proxy under the *AI Act*, however whether or not a proxy is appointed must be addressed in the IA’s rules. So, whether proxy voting is allowed by your IA will depend on the rules.

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.

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

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### 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](#)

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### Summary table – AGMs for IAs in SA

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<th>Explanation</th>
<th>Relevant law (and example rules if they apply to your IA)</th>
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<tr>
<td><strong>When must the AGM be held?</strong></td>
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<tr>
<td>An AGM must be held annually. The first AGM must be held within 18 months of the IA being incorporated. After that, your IA must hold its AGM within 5 months of the end of each financial year. A ‘relevant prescribed associations’ (defined by section 33 of the <em>AI Act</em>) must hold its AGM within 6 months of the end of its financial year.</td>
<td><em>AI Act</em> section 39 Example rule 8.1</td>
<td>An IA that has a financial year that ends on 30 June must hold its AGM before 30 November each year.</td>
<td>Check your IA’s rules because they may have further requirements about the date, time and place of 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><strong>What happens if the AGM is not held on time?</strong></td>
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<td>The <em>AI Act</em> allows an IA to lodge an application for an extension of time with the Commission. The granting of an extension of time is at the discretion of the Commission.</td>
<td><em>AI Act</em> section 39(4)-(5)</td>
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For prescribed associations, the IA’s financial records must be presented at the AGM or within five months of the end of the financial year. Failure to do so may result in a fine.

Who must be notified of the AGM? How and when should notice be given?

Under the AI Act your IA’s rules must address the calling of meetings (including giving notice of meetings to members).

**Notice of meetings (containing ordinary resolutions only)**

For AGMs not proposing a special resolution, the IA’s rules will 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), and the length of time before the AGM that notice must be given.

**Notice of meeting (containing special resolutions)**

Under the AI Act members must be given at least 21 days’ notice of a general meeting at which a special resolution is proposed. IAs must comply with these requirements in addition to the standard notice requirements for the AGM as set out in the IA’s rules.

### Who must be notified of the AGM?

- **Members:** All IA members have a right to attend the AGM and vote (except in prescribed associations).
- **Guests:** They may be invited by the IA to attend an AGM, but must be notified in advance. They do not have voting rights.
- **Absent members:** If they are unable to attend, they can appoint a proxy to vote on their behalf.

### How and when should notice be given?

The procedure for the conduct of meetings to members.

**The procedure for the conduct of meetings.**

The procedure for the conduct of meetings will depend on your IA’s rules and customs. This can include:

- the agenda for the AGM
- the quorum required (that is, the minimum number of members who must be present)
- how resolutions are passed
- the voting methods (such as by a show of hands, or by a poll)
- whether proxy voting is allowed, and
- how meetings can be adjourned

If your IA is a prescribed association (defined above), the IA’s committee must put the following things before the members at the AGM:

- **Notice of meeting (containing ordinary resolutions only):**
  - The calling of and procedures at general meetings.
  - Any other business.
  - The agenda for the AGM.
  - The quorum required.
  - The voting methods.
  - Whether proxy voting is allowed.
  - How meetings can be adjourned.

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  - The calling of and procedures at general meetings.
  - Any other business.
  - The agenda for the AGM.
  - The quorum required.
  - The voting methods.
  - Whether proxy voting is allowed.
  - How meetings can be adjourned.

**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 an important job - If the notice is not properly prepared and given to members in accordance with the AI Act requirements and your IA’s rules, the notice may be deemed invalid resulting in decisions made at the meeting being 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 IA member an individual notice. This prevents members claiming they were unaware of the AGM.

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

**Section 23A of the AI Act requires that an IA’s rules deal with the calling of and procedures at general meetings.**

The procedure for the conduct of meetings to members will depend on your IA’s rules and customs. This can include:

- 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

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  - Any other business.
  - The agenda for the AGM.
  - The quorum required.
  - The voting methods.
  - Whether proxy voting is allowed.
  - How meetings can be adjourned.

**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.
• the audited accounts including the committee’s statement
• the auditor’s report on the accounts,
• the report of the committee
• close and refreshments

Voting at an AGM

Votes can be taken in different ways at an AGM. The most common methods are voting by show of hands or by poll (a vote in writing).

The procedure for voting will be set out in your IA’s rules.

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).

Example rules 8.5 and 8.9

Under the example rules, the following rules apply to voting at an AGM:
• each member has one vote, and
• voting is determined by a show of hands unless a poll is demanded by at least five persons

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 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 AI Act until they have been approved by the Corporate Affairs Commissioner.

Depending on the type of decision, you may need to notify CBS of the special resolution and seek approval for the change.

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.

Taking minutes

Legal requirements apply to both:
• the preparation of minutes, and
• the keeping of minutes

Under the AI Act, your IA must keep meeting minutes from the AGM and have those minutes confirmed by the members at a subsequent meeting.

Minutes are generally entered into a minute book and should be retained as members can request access.

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

AI Act section 51

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

It’s best to write up the first draft of minutes as soon as possible after the AGM. You 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 organisation, 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
meeting must verify the accuracy of the confirmed minutes 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 from the meeting

What to do after your AGM

Some decisions passed (such as changes to the constitution) are not official under the AI Act until they have been approved by Registrar. Depending on the resolutions passed, you may need to notify the Corporate Affairs Commissioner of them.

Around the time that your IA holds its AGM, it will also be required to lodge a periodic return outlining its financial position with the Corporate Affairs Commissioner. Certain IAs must lodge annual returns with the Commission (refer to section 36 of the Act).

Summary table – SGMs for IAs in SA

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<tr>
<td>When must a SGM be held?</td>
<td>SGMs are held when required by an IA to give members the opportunity to deal with specific business of an organisation, raised by members of the committee or in respect of a matter raised by the</td>
<td>Example rule 8.2 Examples of when a SGM will be held include: • to remove a committee member from office</td>
<td>An IA must 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</td>
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members (where the SGM is requested by members). If your IA has adopted the example rules, a SGM must be convened if a request is made in accordance with example rule 8.2 by at least 5% of members.

- to make changes to the IA’s constitution, or
- to propose to remove an auditor

**What happens if a SGM is not held as scheduled?**

You should adjourn (and reschedule) SGMs in accordance with your IA’s rules.

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

Refer to the ‘Summary table – AGMs for IAs in SA - 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. | Example rule 8.4 | 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 |

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 a SGM**

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

**Taking minutes**

Refer to the ‘Summary table – AGMs for IAs in SA – Taking minutes’ AGM’ above
## Summary table – committee meetings for IAs in SA

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<tr>
<td><strong>When must a committee meeting be held?</strong></td>
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<tr>
<td>Committee meetings must be held in accordance with the IA’s 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>Example rule 6.2</td>
<td>If your IA has adopted the example rules, your committee will need to meet at least monthly.</td>
<td>Holding your committee meetings on a regular day (e.g. the first Monday of every month) can help your board members plan to be available for meetings.</td>
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<tr>
<td><strong>What happens if a meeting isn’t held as scheduled?</strong></td>
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<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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<tr>
<td><strong>How to notify committee members</strong></td>
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<tr>
<td>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.</td>
<td>Under the example rules, there is no requirement to give notice of committee meetings, however committee meetings must be held at least once a month.</td>
<td>It can be a good idea to schedule the dates for all required committee meetings at the first meeting of the year. This helps committee members plan ahead to be available. It’s good practice to give at least a week’s notice of committee meetings (even if your IA’s rules provide for a shorter period of notice) so that committee members have time to properly prepare for the meeting and review all papers.</td>
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<tr>
<td><strong>What is the usual procedure for running a committee meeting?</strong></td>
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| Under the *AI Act* your IA’s rules must 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. | *AI Act* section 23A Example rule 6.3 | A typical agenda might include:  
- welcome  
- apologies  
- confirmation of minutes of the previous meeting  
- reports prepared by staff volunteers or | 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 |
and the tendency to meet more frequently.

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<th>sub-committees</th>
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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 an IA to prepare and keep accurate minutes of committee meetings

If your IA has adopted the example rules, meeting minutes must be entered into the minutes book within one month of the committee meeting

**AI Act** section 51

Example rule 9

Meeting minutes should address the business considered at the meeting, any resolution on which a vote is taken and the result of the vote. It is recommended that the minutes record:
- the names of the members attending 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

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, 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 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).

**Example rule 6.3b.**

If a vote is tied, most IAs’ constitution says that the chairperson has a second (or ‘casting’) vote to decide the matter. This is the position under example rule 6.3b.

Commonly, the chairperson will exercise this vote to maintain the existing situation (so that a controversial resolution will not be passed using this power).

**Example rule 6.3.**

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.

Consumer and Business Services

Legislation

- Associations Incorporation Act 1985 (SA)
- Associations Incorporation Regulations 2008 (SA)