Calling and holding meetings

Legal information for Tasmanian 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 Tasmania 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 1964 (Tas) (AI Act), Associations Incorporation Regulations 2017 (Tas) (Vic) (Regulations) and the IA’s rules (sometimes called the ‘constitution’). Some IAs draft their own rules; others use the model rules set out in Schedule 1 to the Regulations (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 16 of the AI Act, to the extent that the model rules are not inconsistent with, are excluded from or are modified by your IA’s rules, the model rules will apply to your IA in the same way and to the same extent as if they were part of your IA’s rules.

Accordingly, where a matter is not provided for in your rules, you should check the model rules. And you should consider carefully whether your IA’s rules are sufficient to exclude the operation of the model rules where this is desired or intended.
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 model rules require an IA to hold an AGM each 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.
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 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 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 14 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 and (to the extent that they apply to your organisation) the model rules may place additional conditions on the passing of a special resolution.

Related resource
Section 23 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.

Under the model rules, the quorum for general meetings (including annual general meetings and special general meetings) is 5 members who are entitled to vote. For committee meetings, the quorum is six committee members.

The IA’s rules should set out what will happen if there is no quorum at a general meeting. For example, model rule 16 provides that:

• no item of business may be conducted at the meeting unless a quorum of members entitled to vote is present when the meeting considers that business, and
• if, within 1 hour after the time set for the start of the meeting, a quorum is not present, then either:
  – if the meeting has been convened at the request of members — the meeting is dissolved, or
  – in any other case — the meeting is adjourned to the same day and time in the next week.

Model rule 16 states that if a quorum is not present within 1 hour of the rescheduled meeting, the meeting is dissolved.

Tip
Your IA’s rules may allow meeting attendance by technology (for example, phone or video conferencing). The quorum of an IA meeting 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. And at common law (judge made law) there is no right to appoint another person to act and vote on a person’s behalf.

This means - whether your IA allows proxy voting depends on your IA’s rules. So a member will only be allowed to appoint a proxy if this is provided for in the IA’s rules. The model rules don’t provide for the appointment of proxies and require that all votes be made personally.

If your rules do allow for proxies, for example, in the passing of resolutions at general meetings (see the caution below for the passing of special resolutions) you should also check to see if there are any other requirements attaching to appointing a proxy, for example, some associations specify a deadline for when a proxy form must be received, or specify whether a proxy can be appointed generally to vote on behalf of a member, or can only be appointed for a particular meeting.
### Caution

Under section 23 of the *AI Act*, to vote on a special resolution a voter must be 'present in person'. Not-for-profit Law considers that this requirement means that proxies can’t be used to vote on special resolutions.

### 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 Tasmanian 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>
</tr>
</thead>
<tbody>
<tr>
<td><strong>When must the AGM be held?</strong></td>
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<tr>
<td>For IAs on the model rules, an AGM must be held annually, not later than three months after the end of the financial year.</td>
<td>Model rule 13</td>
<td>An IA that has a financial year that ends on 30 June must hold its AGM before 30 September 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.</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>You should give notice to each member who is entitled to vote at the AGM in accordance with your IA’s rules.</td>
<td><em>AI Act</em> section 23</td>
<td>If your IA has adopted the model rules, the notice must be given at least 14 days before the meeting. We recommend that in addition to publishing the meeting notice in a newspaper that the public officer also personally notify members of the meeting. If a special resolution is proposed for an AGM, the notice must:</td>
<td>Check your IA’s rules (and the model rules to the extent that they apply to your IA) because they will include the rules for giving notices. The IA’s public officer 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 the AGM 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</td>
</tr>
<tr>
<td>Notice of meetings (containing ordinary resolutions only)</td>
<td><em>Model rule 15</em></td>
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<tr>
<td>Under the model rules, an IA must publish a notice of the place, day and time of the AGM and the business to be transacted at the meeting. The notice may be published:</td>
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• in at least one newspaper circulating in Tasmania
• on the IA’s website, or
• by being sent to each member

**Notice of meeting (containing special resolutions)**
The *AI Act* sets out the requirements for a notice of a general meeting 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.

In addition to the notice requirements for a special resolution, the IA’s public must lodge a notice of the passing of the special resolution with the Commissioner within 1 month after passing of the resolution. The special resolution does not take effect until registered by the Commissioner (refer to section 23(3) of the *AI Act*).

Good practice to give each member of the association an individual notice. This prevents members claiming they were unaware of the AGM.

For the purpose of determining the notice period, the day on which notice is given (being the date on which the recipient receives the notice) and the day of the meeting should be excluded. Where notice is given by mail you should also factor into the notice period the postal delivery periods.

### 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 16 | 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, Model rule 18 provides that if a meeting is adjourned for 14 days or more, then a notice of the rescheduled meeting must be given in accordance with the rules for notices of general meetings. |

### 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: | Model rule 13 | If your IA has adopted the model rules, the ordinary business of the meeting 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. |
| - the agenda for the AGM | - to confirm the minutes of the last preceding AGM and of any general meeting held since that meeting | - to elect the IA’s officers and ordinary committee members | - whether proxy voting is allowed, and |
| - the quorum required | - to receive from the committee, auditor and servants of the IA reports on the transactions of the IA during the last preceding financial year | - to determine the remuneration of any employees | - how resolutions are passed |
| - how resolutions are passed | - to appoint the auditor and determine their remuneration, and | | - the voting methods (eg. by a show of hands, or by a poll) |
| - the voting methods (eg. by a show of hands, or by a poll) | - to determine the remuneration of any employees | | - whether proxy voting is allowed, and |
| - whether proxy voting is allowed, and | | | - how meetings can be adjourned |
| - how meetings can be adjourned | | | IAs have financial reporting obligations. There’s a requirement that the financial |
| IAs have financial reporting obligations. There’s a requirement that the financial | | | |
Calling and holding meetings (Tas) 2019

statement and audit report (if applicable), prepared in accordance with these reporting obligations, be presented to members at the AGM for adoption.

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. Check your IA’s organisation’s rules to see if there is a procedure for voting.

It’s usually the chairperson’s role 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).

Model rule 20

Under the model rules, the following rules apply to voting at an AGM:

• each member has only 1 vote
• votes must be given personally or by proxy, and
• if there is a tied vote, the chairperson may vote again to decide the vote (sometimes called the casting vote)

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
• determine the result, and
• announce the result of the vote

After some decisions passed by special resolution (for example, changing the IA’s rules), the public officer must lodge a notice with the Commissioner within one month of the special resolution to advise them of the change. Access the form here

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

The model rules provide that minutes of the AGM are to be kept in the 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 meeting must verify the accuracy of the confirmed minutes, for example by signing them.

Model rules 13(5)(a) and 13(7)

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

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.
• 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

Summary table – SGMs for Tasmanian 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 a SGM be held?</strong></td>
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<tr>
<td>SGMs are held when required, to give members the opportunity to deal with specific business of an organisation, raised by members of the committee. A general meeting may also be requested by members however, the AI Act provides that a general meeting may be called by not less than 10% of members entitled to vote.</td>
<td><em>AI Act section s22A</em></td>
<td>Examples of when an SGM will be held include:</td>
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<td></td>
<td><em>Model rule 14</em></td>
<td>• to remove a committee member from office</td>
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<td></td>
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<td>• to make changes to the IA’s constitution, or</td>
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<td></td>
<td></td>
<td>• to propose to remove an auditor</td>
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<td>If your IA has adopted the model rules, a SGM</td>
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<td></td>
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<td>must be convened by the committee if at least</td>
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<td>10 members make a written request. The SGM</td>
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<td>must be convened within 21 days of the request</td>
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<td>being deposited at the registered office</td>
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<td>of the association.</td>
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<td>An IA must give advance notice of the time and</td>
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<td></td>
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<td>place of an SGM to all its members. If a special resolution will be put to members at the SGM, the IA must comply with the notice requirements under section 23 of the AI Act (refer to the ‘Summary table – AGMs for Tasmanian IAs - Who must be notified of a SGM? How and when should notice be given?’ above).</td>
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</tbody>
</table>

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

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

Refer to the ‘Summary table – AGMs for Tasmanian IAs - Who must be notified of a SGM? 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 16

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 Tasmanian IAs - Voting at an AGM’ above

Model rule 20

Taking minutes

Your IA’s rules may include provisions about the accurate keeping of meeting minutes for SGMs and allowing members to access these.

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 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 (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 Tasmanian 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>
</tr>
</thead>
<tbody>
<tr>
<td>When must a committee meeting be held?</td>
<td></td>
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</tr>
<tr>
<td>Committee meetings must be held in accordance with the IA’s rules.</td>
<td>Model rule 26</td>
<td>If your IA has adopted the model rules, your</td>
<td></td>
</tr>
</tbody>
</table>
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. Committee must meet at least once a month. The committee president or any 4 members of the committee may convene a meeting at any time.

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

<table>
<thead>
<tr>
<th>Follow the procedure set out in your IA’s rules.</th>
<th>Model rule 28</th>
<th>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. Under the model rules, if a quorum (being 6 members of the committee) is not present at an ordinary committee meeting within 30 minutes of the notified commencement time, the meeting is adjourned to the same time on the same day at the same place the next week. In the case of a special committee meeting, the meeting is dissolved.</th>
</tr>
</thead>
<tbody>
<tr>
<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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</tbody>
</table>

### How to notify committee members

<table>
<thead>
<tr>
<th>Notice of committee meetings should be provided to committee members in accordance with the IA’s rules.</th>
<th>Model rule 28(3) and 28(12)</th>
<th>If your IA has adopted the model rules, committee members must receive written notice of all committee meetings at least the day before the meeting. Where the meeting is a special committee meeting, the notice must specify the general nature of the business to be transacted at the special meeting and only that business may be transacted at the special meeting.</th>
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</thead>
<tbody>
<tr>
<td>It’s 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.</td>
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</table>

### What is the usual procedure for running a committee meeting?

| Your IA may set out a procedure for committee members 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 | Model rule 26 | A typical agenda might include:  
- welcome  
- apologies | The committee should be careful to:  
- clearly record their decisions and actions (usually this is the secretary’s task) |
| --- | --- | --- | --- |
smaller number of people involved and tendency to meet more frequently.

- confirmation of minutes of the previous meeting
- reports prepared by staff volunteers or sub-committees financial reports, and
- important correspondence, proposals and resolutions
- 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

<table>
<thead>
<tr>
<th>Your incorporated association should keep accurate meeting minutes of each committee meeting.</th>
<th>Meeting minutes should address the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.</th>
<th>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.</th>
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</thead>
</table>

### 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 28(9) – 28(12)) | If your IA has adopted the model rules voting is to occur by way of a show of hands, unless a poll is demanded. Each committee member has one vote, and the chairperson of the committee has a deciding (casting) vote. | 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.

Tasmanian Government

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

Legislation

► Associations Incorporation Act 1964
► Associations Incorporation Regulations 2017
► Associations Incorporation (Model Rules) Regulations 2017