Calling and holding meetings

Legal information for Victorian 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 Victoria 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.

Incorporated associations (IAs) in Victoria 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.

There are rules and procedures for calling and holding each type of meeting. These rules and procedures are set out in the Associations Incorporation Reform Act 2012 (Vic) (AIR Act), Associations Incorporation Reform Regulations 2012 (Vic) (Regulations) and the IA’s rules (sometimes called the ‘constitution’). Some IAs draft their own rules; others use the model rules as set out in 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

Related Not-for-profit Law resource
This fact sheet provides a quick guide to the requirements for calling and holding meetings for IAs in Victoria. More comprehensive information can be found in Not-for-profit Law’s Secretary’s Satchel – Guide for Secretaries of Victorian IAs. Chapter 5 of the Secretary’s Satchel addresses annual general meetings. Chapter 6 addresses special general meetings and Chapter 7 addresses committee meetings.
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.

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

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 or a ‘disciplinary appeal meeting’. 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 ‘disciplinary appeal meeting’ is held for the purpose of a member (who has been subjected to disciplinary action by the committee) appealing the committee decision. This fact sheet does not deal with disciplinary appeal meetings.

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

![Caution](image)

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 AIR 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 a special resolution, including:

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

The AIR Act contains a number of requirements for calling a special resolution.
Under the AIR Act, members entitled to vote on the proposed resolution must be given at least 21 days' notice (or more if the 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 64 of the AIR 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.

The IA’s rules should set out what will happen if there is no quorum at a general meeting. For example, model rule 36 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 is considering that item, and
- if, within half an 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 chairperson must cancel the meeting, or
  - in any other case, the chairperson must adjourn (reschedule) the meeting

Model rule 36 says that if a quorum is not present by the end of the first half hour of the rescheduled meeting, then, if there are at least three members present, those members shall be a quorum. This means that the rescheduled AGM will be able to deal with the items of business, so long as at least three members are personally present.

**Tip**

The AIR Act now permits meeting attendance by technology (for example, phone or video conferencing). The quorum of a meeting for your IA 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 AIR 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 attached 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

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### Summary table – AGMs for Victorian 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 the AGM be held?</td>
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<tr>
<td>An AGM must be held:</td>
<td><em>AIR Act section 63 Model rule 30</em></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. The <em>AIR Act</em> permits annual general meetings to be conducted at two or more locations using technology, provided every person can hear and be heard (refer to <em>AIR Act</em> section 62).</td>
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<tr>
<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>Subject to the requirements of the <em>AIR Act</em>, the committee may decide the specific date, time and place to hold the AGM.</td>
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<tr>
<td>What happens if the AGM is not held on time?</td>
<td><em>AIR Act section 104</em></td>
<td>Access the extension of time document online</td>
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<tr>
<td>The <em>AIR Act</em> provides for an IA to lodge an application for an extension of time with Consumer Affairs Victoria (CAV) using the prescribed form. A fee applies. The granting of an extension of time is at the discretion of CAV.</td>
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<tr>
<td>Who must be notified of the AGM? How and when should notice be given?</td>
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<tr>
<td>Under the <em>AIR Act</em>, 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. The IA’s rules must prescribe the manner in which the notice is to be given (eg. in writing, by email, in person)</td>
<td><em>AIR Act section 60 and 64 Model rule 33</em></td>
<td>If your IA has adopted the model rules, at least 14 days’ notice must be given. The committee can decide the date, time and place of the AGM provided the date is within 5 months of the end of the IA’s financial year. If a special resolution is proposed for an AGM, check your IA’s rules because they will contain the rules for giving notices. 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.</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</td>
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</tbody>
</table>

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is to be given. This can include the method of giving notice (eg. given to each member in person, posted or sent by email), and the length of time before the AGM that notice must be given.

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

The *AIR 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.

at least 21 days’ notice must be given and the notice must:
• specify the date, time and place of the meeting
• state in full the proposed resolution, and
• state the intention to propose the resolution as a special resolution

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?**

<table>
<thead>
<tr>
<th>The meeting should be adjourned (and rescheduled) in accordance with your IA’s rules.</th>
<th>Model rules 36 and 37</th>
<th>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.</th>
<th>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 37 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.</th>
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</thead>
</table>

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

<table>
<thead>
<tr>
<th>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:</th>
<th>Model rule 30 Model rule 36 (quorum)</th>
<th>A typical AGM agenda might include:</th>
<th>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.</th>
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</thead>
<tbody>
<tr>
<td>• the agenda for the AGM</td>
<td></td>
<td>• welcome</td>
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<td>• the quorum required</td>
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<td>• apologies</td>
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<td>• how resolutions are passed</td>
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<td>• confirmation of minutes of the previous AGM and any general meeting held since</td>
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<td>• the voting methods (eg. by a show of hands, or by a poll)</td>
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<td>• business arising from the minutes</td>
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<td>• whether proxy voting is allowed, and</td>
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<td>• correspondence</td>
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<tr>
<td>• how meetings can be adjourned</td>
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<td>• chairperson’s report</td>
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<tr>
<td>IAs have financial reporting obligations. There’s a requirement that the financial statement and audit report (if applicable), prepared in accordance with these reporting obligations, be presented to members at the AGM for adoption.</td>
<td></td>
<td>• treasurer’s report</td>
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<td>• presentation of the financial statement (audited if required)</td>
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<td></td>
<td></td>
<td>• election or appointment of committee members and secretary</td>
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<td></td>
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<td>• general business</td>
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<td>• guest speaker</td>
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<td></td>
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<td>• date of next general meeting, and</td>
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</tbody>
</table>
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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 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)

Model rule 38 (Voting) Model rule 12(4)

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 AGM should not pass resolutions on important matters which have not been previously notified to members. If additional matters of business are raised at the meeting, it is best for the IA to convene a special general meeting (with sufficient notice to members) to consider the issues properly, and vote on any resolutions.

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 those present (including via technology) and entitled to vote (including those present by proxy)
- determine the result, and
- announce the result of the vote

Section 65(3) of the AIR Act provides that in respect of a special resolution where the chairperson declares the resolution passed by a show of hands or the voices of those present, a member can demand that each vote be counted.

Some decisions passed by special resolution (for example, changing the organisation’s name) are not official under the AIR Act until they have been approved by the Registrar (refer to section 24 of the AIR Act). Depending on the type of decision, you may need to notify CAV of the special resolution and seek approval for the change.

Members may wish 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
Under the *AIR Act*, an IA’s rules must include provisions about keeping accurate minutes. Other laws (such as defamation and privacy) may apply too.

Finalised minutes are generally entered into a minute book and should be kept as members have a legal entitlement to inspect and copy the minutes.

The AGM minutes must record particular information about the financial records and their presentation to the AGM. (See Part 7 of the *AIR Act* for more information).

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).

**AIR Act s47 Model rule 41**

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
- 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, meeting minutes for an AGM will need to address all matters specified in rule 41.

**What to do after your AGM**

As soon as practical after the AGM, a committee member must certify that the committee member attended the AGM and the financial statement was presented at the AGM.

Within one month of the AGM, the secretary must lodge the financial statement with the Registrar at CAV, along with an audit report (if required for your IA under the *AIR Act*).

Some decisions passed (such as changes to the constitution, change of name) are not official under the *AIR Act* until they have been

**AIR Act Part 7, section 102**

Read more in our fact sheets on financial reporting obligations

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.
approved by Registrar. Depending on the resolutions passed, you may need to notify CAV of the resolution.

### Summary table – SGMs for Victorian IAs

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<td><strong>When must a SGM be held?</strong></td>
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</table>
| 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 members (where the SGM is requested by members). An IA must not hold a SGM unless each member of the IA who is entitled to vote at the meeting is given notice of the date, time and place of the meeting in the manner set out in the IA’s rules. | Model rule 31 Model rule 32 (member request for SGM) *AIR Act section 60* | Examples of when an SGM will be held include:  
- 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 if a request is made in accordance with model rule 32 by at least 10% of members. | 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, the IA must comply with the notice requirements under section 64 of the *AIR Act* (refer to the ‘Summary table – AGMs for Victorian IAs - What happens if it’s not held on time?’ above). |
| **What happens if there is no quorum at a SGM or the meeting can’t otherwise be held as scheduled?** | | | |
| Refer to the ‘Summary table – AGMs for Victorian 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 Victorian 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 30 Model rule 36 (quorum) | A typical agenda might include:  
- welcome  
- apologies  
- confirmation of minutes of previous SGM  
- clearly set out the issues to be determined | 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 |
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- 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.
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 Victorian IAs - Voting at an AGM’ above

Taking minutes

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.

AIR Act section 47 and Schedule 1
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 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 Victorian IAs

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<td>When must a committee meeting be held?</td>
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<td></td>
</tr>
<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>AIR Act</td>
<td>If your IA has adopted the model rules, your committee will need to meet four times per year, and may also hold special committee meetings and urgent committee meetings where required.</td>
<td>Under section 79 of the AIR 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</td>
</tr>
</tbody>
</table>
### Calling and holding meetings (Vic)

It cheaper and easier for committees to meet.

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

| Follow the procedure set out in your IA’s rules. | AIR Act section 47, section 81 and Schedule 1 | 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. | 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. |

### How to notify committee members

| 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. A committee meeting notice doesn’t usually need to specify all the business to be dealt with, and any business raised by committee members can generally be considered at the committee meeting. However, important business not specified in the committee meeting notice may not be considered at the committee meeting until all committee members are present and they all agree to consider that item of business. Check your IA’s rules and policies for any special requirements. | Model rule 59 | If your IA has adopted model rule 59, a committee meeting notice must be given to each committee member no later than seven days before the meeting date. For urgent meetings, as much notice as is reasonably practical should be given to committee members. | 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 in the dates for all required committee meetings at the first meeting of the year. This helps the committee members to plan ahead to be available. |

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

| The AIR Act requires that the rules of your IA set out the procedure to be followed at committee meetings. | AIR Act section 47 and Schedule 1 | Model rule 61 | 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
### Calling and holding meetings (Vic) 2019

**The AIR Act requires an IA to prepare and keep accurate minutes of committee meetings**

**AIR Act section 47 and Schedule 1**

Model rule 66

If your IA has adopted the model rules, the meeting minutes must 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).

**AIR Act section 47 and Schedule 1**

Model rule 64 (voting)

Model rule 63 (Quorum)

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 rule 64(4) of the model rules. Commonly, the chairperson will exercise this vote to maintain the existing situation (so that a controversial resolution will not be passed using this power).

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.

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

Consumer Affairs Victoria

► Meetings- Incorporated Associations
Consumer Affairs Victoria (CAV) is the regulator of IAs in Victoria. This page on CAV’s website outlines the different types of meetings an IA will need to hold.

Legislation

► Incorporations Association Reform Act 2012 (Vic)
► Incorporations Association Reform Regulations 2012 (Vic)