Calling and holding meetings

Legal information for West 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 Western 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 2015 (WA) (AI Act) and the IA’s rules (sometimes called the ‘constitution’). Some IAs draft their own rules; others use the model rules set out in Schedule 2 to the Associations Incorporation Regulations 2016 (WA) (model rules).

Related resource
Visit the Government of Western Australia Department of Mines, Industry Regulation and Consumer Protection website to access the model rules.

Caution
The Associations Incorporation Act 2015 (WA) (AI Act) commenced on 1 July 2016. The AI Act provides that an IA’s rules must meet the requirements set out in the Act. New model rules have been drafted that are compliant with the AI Act. These are contained in Schedule 2 of the Associations Incorporation Regulations 2016 (WA). If your IA’s rules are based on the repealed Associations Incorporation Act 1987 (WA) and the model rules under that legislation, you must have updated your rules by 1 July 2019 to comply with the new Act.
The rules and procedures for calling and holding meetings for an IA will depend on the type of meeting, but typically include rules and procedures about:

- when the meeting must be held
- when and how members are to be notified of the meeting
- how the meeting should be run and who is in charge of the meeting
- what business is to be addressed at the meeting
- voting at the meeting, and
- taking and keeping meeting minutes (notes) of the meeting

Note

Your IA should make sure it complies with all applicable rules and procedures when holding a meeting. If a meeting is not called or held in accordance with the rules, any resolutions made in the meeting may not be valid.

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, with the exception of the first ever AGM, every calendar year. The AGM is an important meeting for IAs, because it is one where all members are invited to attend, and at which certain topics of business need to be addressed, including:

- the presentation of the IA’s financial statement to members, and
- if required, new committee members and office bearers are elected

Often, the AGM will also address other general business of the IA and address any issues relevant to members.

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

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

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

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 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 (refer to section 51 of the AI Act). Under the AI Act, members entitled to vote on the proposed resolution must be given written notice as required under the IA’s rules (for example, if you are using the model rules they require that members are given at least 21 days’ notice - refer to rule 52).

Additionally, the AI Act states notice must:

- specify the time and place of the general meeting at which the resolution will be voted on, and
- state in full the wording of the proposed special resolution.

A special resolution will only be passed if:

- it is passed at a general meeting of the organisation
- not less than 75% of the members who cast a vote at the meeting vote in favour, and
- any further requirements in the IA’s rules are met

**Note**

Your IA’s rules may place additional conditions on the passing of a special resolution. By way of example, under the AI Act, ‘cast a vote at the meeting’ can include voting by postal vote or proxy if an association’s rules allow for those methods of voting. See below for more information on proxies.

Importantly, if a special resolution does not occur in accordance with the AI Act and your IA’s rules, it will be invalid.

### 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 22 of the AI Act requires that an IA’s rules must specify the quorum for a general meeting. The IA must notify the Commissioner of the quorum requirement (refer to section 7(4) of the AI Act).

**Tip**

If your IA has adopted the model rules, you must select the number of members who represent the quorum of general meetings and the number of committee members who represent the quorum of committee meetings. You will need to insert the quorum into the rules.

The IA’s rules should set out what will happen if there is no quorum at a general meeting, For example, model rule 55 provides that:

- no item of business may be conducted at the meeting unless a quorum is present, and
- if, within 30 minutes after the time set for the start of the meeting, a quorum is not present, then either:
  - if the meeting is a special general meeting - the meeting lapses, or
  - in the case of an AGM - the meeting is adjourned to the same time and day the following week

Model rule 55 says that if a quorum is not present within 30 minutes of the rescheduled AGM, then, if there are at least two ordinary 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 two members are personally present.

**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.

### Related Not-for-profit Law resources

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

- Financial reporting obligations
- Changes to an organisation's constitution or rules
- Members’ rights

### Summary table – AGMs for West Australian 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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</thead>
<tbody>
<tr>
<td><strong>When must the AGM be held?</strong></td>
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<tr>
<td>An AGM must be held:</td>
<td>AI Act section 50 Model rule 50</td>
<td>An IA that has a financial year that ends on 30 June must hold its second and all subsequent AGMs before 31 December each year.</td>
<td>Check your IA’s rules because they may have further requirements for the conduct of the AGM, including date, time and place for the AGM.</td>
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<td>• at least once in each calendar year, and</td>
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<td>• within 6 months of the end of each financial year</td>
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<tr>
<td>Note – an IA may hold its first ever AGM at any time within 18 months after its incorporation. A penalty of $5,000 applies for a failure to hold the AGM within the required timeframe.</td>
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<tr>
<td><strong>What happens if the AGM is not held on time?</strong></td>
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<tr>
<td>You should lodge an application for extension of time with the Department of Mines, Industry Regulation and Consumer Protection. A fee applies. Note - the application for an extension of time should be lodged as soon as possible after the IA becomes aware that it will not be able to comply with its obligations.</td>
<td>AI Act section 50(3)(b)</td>
<td>Access the extension of time document online</td>
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</tbody>
</table>
### Who must be notified of the AGM? How and when should notice be given?

| **Under the AI Act, the rules of your IA must stipulate the time and manner for the giving of notice.** |
| **Notice of meetings (containing ordinary resolutions only)** |
| For AGMs not proposing a special resolution, the IA’s rules will determine how and when the notice is to be given. This can include the method of giving notice (for example 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 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. |

If your IA has adopted the model rules, the committee must decide the date, time and place of the AGM (provided the date is within 6 months of the end of the IA’s financial year). At least 14 days’ notice must be given. The content of the notice is prescribed in model rule 52(2)(a) - (c). If your IA has adopted the model rules, 21 days’ notice should be given. In addition to the prescribed content requirements in model rule 52(2)(a) - (c), the notice must:

- set out the wording of the proposed resolution
- state the intention to propose the resolution as a special resolution
- state that the member can appoint a proxy, and
- attach a copy of the proxy form

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. 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 rules 55 and 56 |
| 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 56 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 your IA’s rules and customs. Generally, the larger the group, the more formal the AGM procedures. You should review your IA’s rules and follow the requirements for: |
| • the agenda for the AGM |
| **AI Act sections 22(3), 51, Schedule 1 Division 1 and Division 2** |
| **Model rules 50 - 52** |
| A typical AGM agenda might include: |
| • welcome |
| • apologies |
| • confirmation of minutes of the previous AGM and |
| 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... |
The following rules apply to voting at an AGM:

- each member has only 1 vote, and
- votes must be given personally or by proxy

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 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 IA’s rules) are not official under the AI Act until they have been approved by the Commissioner (refer to section 31 of the AI Act).

Depending on the type of decision, you may need to...
### Calling and holding meetings (WA)

notify the Commissioner of the special resolution.
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

Your IA must keep a book of meeting minutes.

Laws (such as defamation and privacy) may apply to the minutes kept by the IA.

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

<table>
<thead>
<tr>
<th>Act</th>
<th>Schedule</th>
<th>Division</th>
<th>Model rule</th>
</tr>
</thead>
<tbody>
<tr>
<td>AI</td>
<td>Act 22</td>
<td>1</td>
<td>60</td>
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</table>

If your IA uses the model rules, meeting minutes will need to be entered into the minute book within 30 days of the AGM. The minutes must be checked and signed as correct by the chairperson of the meeting or the succeeding meeting.

The usual matters included in meeting minutes are:
- the date, place and opening time of the meeting
- the name of the chairperson and the members present and anyone else attending
- the names of those who have sent apologies for not attending
- 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

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.

### 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 the Commissioner. Depending on the resolutions passed, you may need to notify The Department of Mines, Industry Regulation and Safety of the resolution.

IAs must submit financial statements to the Commission in accordance with the requirements of the *AI Act*.

### Summary table – SGMs for West Australian IAs

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<td><strong>When must a SGM be held?</strong></td>
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</tbody>
</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). Under section 60 of the *AI Act*, the Commissioner has the power, in certain circumstances, to direct an IA to convene a general meeting. | *AI Act* section 60 Model rule 51 | 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 within 28 days where a request is made by members in accordance with model rules 51(2) and 51(3). If this time is not met, the members can convene their own meeting and be reimbursed for costs of holding the SGM. | 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 additional requirements. |

| **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 West Australian IAs - What happens if it’s not held on time?’ above | Model rule 56 | |

| **Who must be notified of a SGM? How and when should notice be given?** | | | |
| | | | |
What is the usual procedure for running a SGM?

Follow the procedures set out in your IA’s rules.  

<table>
<thead>
<tr>
<th>Model rule 51</th>
</tr>
</thead>
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<tr>
<td>A typical agenda might include:</td>
</tr>
<tr>
<td>• welcome</td>
</tr>
<tr>
<td>• apologies</td>
</tr>
<tr>
<td>• confirmation of minutes of previous SGM</td>
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<tr>
<td>• clearly set out the issues to be determined</td>
</tr>
<tr>
<td>• vote on resolutions</td>
</tr>
<tr>
<td>• close meeting</td>
</tr>
<tr>
<td>If your IA has adopted the model rules, the only matters that can be discussed are those set out in the notice.</td>
</tr>
</tbody>
</table>

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 West Australian IAs - Voting at an AGM’ above

Taking minutes

Refer to the ‘Summary table – AGMs for West Australian IAs – Taking minutes’ above

**Summary table – committee meetings for West Australian IAs**

<table>
<thead>
<tr>
<th>Explanation</th>
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</table>

**When must a committee meeting be held?**

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.  

Model rule 41  

If your IA has adopted the model rules your committee will need to meet three times a year, and may also hold special committee meetings and urgent committee meetings where required.  

Your rules may specify that the committee meeting may be held through technology, and committee members may participate in committee meetings by using technology.

**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. The model rules are silent on this issue. Your IA should consider whether to draft a rule addressing this issue.

Model rule 45

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.

Model rule 42

Under the model rules, notice must be given to each committee member at least 48 hours before the time of the meeting.

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.

What is the usual procedure for running a committee meeting?

Under the *AI Act* the 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 meeting – mainly because of the smaller number of people involved and tendency to meet more frequently.

*AI Act* section 22 and Schedule 1 Division 1 Model rule 43

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

Under the Model rules, the procedure and order of business for committee meetings is determined by the members present at the meeting.

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

An IA must prepare and keep accurate minutes of committee meetings

Model rule 47

Meeting minutes must record:
- the names of the committee members in attendance at the meeting
- the name of any other person attending the meeting (i.e. persons invited to attend)
- the business considered at the meeting

It’s best to write up the first draft of minutes as soon as possible after the committee meeting. Your memory will be fresh and the task can be done more quickly and efficiently than leaving it until just before the next meeting. The minutes are an official historical record of the IA. It’s good practice to record the name and position of office bearers (chairperson, secretary, treasurer) as well as names of members and
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- any resolution on which a vote is taken and the result of the vote, and
- any material personal interest disclosed

Note - section 42(6) of the AI Act requires details of the disclosure of a committee member’s material personal interest in a matter being considered at a meeting to be recorded in the minutes of the meeting.

Any other people present (such as observers) in the minutes.

It’s useful for the secretary to circulate draft minutes with an action list to the people or sub-committees who have been given specific tasks at the committee meeting. Make sure the official meeting minutes are secure, and easily identifiable.

### 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 46 | 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 46 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.

**WA Consumer Protection**

- **Model Rules**
  This page contains a link to the model rules for incorporated associations.

- **Running an incorporated association**
  The Department of Mines, Industry Regulation and Safety is the regulator of incorporated associations in WA. This page on the regulator’s website sets out guidelines for running an incorporated association.

**Legislation**

- **Associations Incorporation Act 2015 (WA)**
- **Associations Incorporation Regulations 2016 (WA)**