

Calling and holding meetings

Legal information for Western Australian incorporated associations

This fact sheet covers:

- ▶ calling and holding the annual general meeting
 - ▶ calling and holding special general meetings
 - ▶ calling and holding committee meetings
 - ▶ meeting terminology including motions and resolutions, special resolutions, quorum and proxy
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Incorporated associations 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.



Note

This fact sheet provides general information about calling and holding incorporated association meetings in Western Australia. This information is intended as a guide only and is not legal advice. If you or your organisation has a specific legal issue, you should seek legal advice before deciding what to do.

Please refer to [the full disclaimer](#) that applies to this fact sheet.

There are rules and procedures for calling and holding each type of meeting.

Where can you find the rules and procedures for calling and holding meetings?

These rules and procedures are set out in:

- the *Associations Incorporation Act 2015 (WA)* (**AI Act**), and
- the incorporated association's rules (sometimes called the constitution)

Some incorporated associations draft their own rules, while others use the model rules set out in Schedule 2 to the *Associations Incorporation Regulations 2016 (WA)* (**model rules**).



More information

The Government of Western Australia Department of Mines, Industry Regulation and Consumer Protection has published [the model rules](#).

The rules and procedures for calling and holding meetings for an incorporated association will depend on the type of meeting, but typically include rules and procedures about:

- when and where the meeting must be held
- whether the meeting can be held using virtual meeting technology
- the quorum (minimum number of participants) for the meeting
- when and how members are to be notified of the meeting
- how the meeting should be run and who oversees the meeting
- what business is to be addressed at the meeting
- voting at the meeting (including proxies), and
- taking and keeping meeting minutes (notes) of the meeting



Note

Your incorporated association 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 incorporated association's rules may set out further additional requirements. It's important that your incorporated association follows both the rules and procedures set out in the AI Act and its own rules.

Members of an incorporated association 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 incorporated association is a 'catch-all' term for a meeting of the members that is held in accordance with the AI Act and the incorporated association's rules. General meetings may be:

- annual general meetings (**AGM**), or
- special general meetings (**SGM**) (sometimes referred to as extraordinary general meetings).

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 incorporated associations to hold an AGM every calendar year, except for the first AGM which may be held at any time within 18 months after incorporation.

After the first AGM, each incorporated association must hold its AGM:

- within six months after the end of the association's financial year, or
- within such longer period as permitted by the Commissioner

The AGM is an important meeting for incorporated associations, because it's one where all members are invited to attend, and at which certain topics of business need to be addressed, including:

- if applicable, confirming the minutes of the last AGM
- the presentation of the incorporated association's financial statement to members
- discussing and voting on any proposed special resolutions, and
- if required, new committee members and office bearers are elected

Often, the AGM will also address other general business of the incorporated association and any issues relevant to members provided notice has been given to the members.

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



More information

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

A SGM is a meeting of the members of an incorporated association that is not an AGM. Typically, an incorporated association will hold a SGM to address specific business that has arisen and which should not wait until the next AGM (such as changes to the association's name, rules or objects and other matters specified by the incorporated association's rules).

A summary of the requirements for calling and holding SGMs is in the table 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 incorporated association's governing body – the committee. Your incorporated association may alternatively call these meetings 'board meetings'.

A summary of the requirements for calling and holding committee meetings is in the table below.

Common meeting terminology

We use terminology associated with the holding of meetings by incorporated associations in the summary tables below. Familiarise yourself with the terminology to help you make sure your incorporated association'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 that a member puts forward at a meeting seeking that a decision be made or some action be taken on an issue. 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 incorporated association. A resolution is binding on the incorporated association.

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 model rules provide that an ordinary resolution is passed if a majority of the ordinary members present at a general meeting vote in favour of the motion.

The statutory requirements for a special resolution are outlined below. Your incorporated association'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). However, your incorporated association's rules cannot reduce or increase the 75% provision in respect of the number of votes required to pass the special resolution.

Special resolutions

The business of an incorporated association 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 incorporated association's members at a general meeting (ie. at the AGM or a SGM).

Some types of resolutions must be put to members as a special resolution, including:

- the incorporated association's amalgamation with another association
- amendments or changes to the incorporated association's objects or constitution
- voluntarily winding up the incorporated association
- changes to the incorporated association's name, and
- changes to the incorporated association's rules

The AI Act contains a number of requirements for calling a meeting at which a special resolution is to be proposed.

Notice of the special resolution

Under the AI Act, members entitled to vote on the proposed resolution must be given written notice as required under the incorporated association's rules. For example – if you are using the model rules, they require that members are given at least 21 days' notice (rule 52).

In addition, under the AI Act 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.

Providing notice

Depending on the association's rules, notice may be:

- provided in person
- sent by post to each member's address, or
- sent by fax, email or other form of electronic transmission

Passing a special resolution

A special resolution will only be passed if:

- notice has been given to all members of the incorporated association in accordance with the above requirements
- it is passed at a general meeting of the association
- not less than 75% of the members who cast a vote at the meeting vote in favour, and
- any further requirements in the incorporated association's rules have been met.



Note

Your incorporated association's rules may place additional conditions on the passing of a special resolution.

For 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 incorporated association's rules, it will be invalid.

Quorum

The 'quorum' of the meeting is the minimum number of relevant 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 AI Act, an incorporated association's rules must specify the quorum for a general meeting and a quorum for a committee meeting. The incorporated association must notify the Commissioner of the quorum requirement.



Tip

If your incorporated association 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. Consider setting the quorum as a percentage of the membership rather than a fixed number to allow for changing membership numbers.

The incorporated association'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 SGM, the meeting lapses, or
 - in the case of an AGM, the meeting is adjourned to the same time and day the following week and the same place unless the chairperson specifies otherwise, or written notice of another place is given to the members before the day to which the meeting is adjourned.

Under model rule 55, 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.



Tip – attendance by technology

Attending meetings by technology (for example, phone or video conferencing) is permitted. The quorum of a meeting for your incorporated association may be reached without members needing to be physically present at the meeting.



More information – attendance by technology

See regulations 44 and 54 of the [Associations Incorporation Regulations 2016 \(WA\)](#) which say:

- attendance at general meetings and committee meetings need not be in person and the meetings may be conducted by the attendees being simultaneously in contact by telephone or other means of instantaneous communication, and
- where a member attends a meeting by telephone or other means of instantaneous communication, they are considered to be present at the meeting, and if they vote at the meeting, they are taken to have voted in person

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 a proxy is appointed must be addressed in the incorporated association's rules. So, whether proxy voting is allowed by your incorporated association will depend on the rules.

For example, if you are using the model rules, rule 53 provides that:

- an ordinary member may appoint an individual who is an ordinary member as their proxy to vote and speak on their behalf at a general meeting
- an ordinary member may only be appointed as the proxy for no more than five other members
- the proxy appointment must be in writing and signed by the appointing member, and
- the appointing member may give specific directions as to how the proxy should vote

Also check if any requirements attach to appointing a proxy – for example, some incorporated 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



More information

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

- [Financial reporting obligations](#)
- [Changes to an organisation's constitution or rules](#)
- [Members' rights](#)



Summary table – AGMs for Western Australian incorporated associations

When must the AGM be held?

An AGM must be held:

- at least once in each calendar year, and
- within six months of the end of each financial year

For example, an incorporated association that has a financial year that ends on 30 June must hold its second and all subsequent AGMs before 31 December each year.

Note – an incorporated association 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 calendar year.

See section 50 of the AI Act and model rule 50 (if the model rules apply to your incorporated association)

Tips:

- Check your incorporated association's rules because they may have further requirements for the conduct of the AGM, including date, time and place for the AGM.

What happens if the AGM is not held in time?

Lodge an application for extension of time with the Government of Western Australia 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 incorporated association becomes aware that it will not be able to comply with its obligations.

A penalty of \$2,750 applies for a failure to hold the AGM within the required timeframe, being within six months after the end of the incorporated association's financial year or within such longer period as allowed by the Commissioner.

For example, an incorporated association that has a financial year that ends on 30 June must hold its second and all subsequent AGMs before 31 December each year. If it can't meet this obligation, the incorporated association should lodge an application for extension of time to avoid penalty.

See section 50(3)(b) of the AI Act

Tips:

- Access the extension of time document online through the [Associations Online portal](#) on the Government of Western Australia Department of Mines, Industry Regulation and Consumer Protection website.

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

Under the AI Act, the rules of your incorporated association must stipulate the time and manner for the giving of notice. All members of the incorporated association must be notified of the AGM.

Notice of meetings (containing ordinary resolutions only)

For AGMs not proposing a special resolution, the incorporated association'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. This includes that written notice of the proposed special resolution and the time and place of the meeting must be given to each member of the incorporated association.

An incorporated association must comply with these requirements in addition to the standard notice requirements for the AGM set out in the incorporated association's rules.

For example:

If your incorporated association has adopted the model rules, the committee must decide the date, time and place of the AGM (provided the date is within six months of the end of the incorporated association's financial year). The notice should indicate the general nature of each item of business to be considered at the meeting and include the names of members who have nominated for election to the committee.

At least 14 days' notice must be given unless a special resolution is to be proposed, and at least 21 days' notice should be given if a special resolution is to be proposed.

In addition to the prescribed content requirements in the model rules, 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



See sections 22(3), 51, Schedule 1 Division 1 and Division 2 of the AI Act and model rules 50-52 (if the model rules apply to your incorporated association).

Tips:

- Check your incorporated association's rules because they will contain the rules for giving notices.
- Even if your incorporated association's rules provide that notice may be given by putting the notice on a notice board, it's good practice to give each member of the incorporated association an individual notice. This prevents members claiming they were unaware of the AGM.
- To determine 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 incorporated association's rules. No business should be conducted at a general meeting unless the quorum is present.

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.

For example, model rule 55 provides that if a quorum is not present within 30 minutes after the notified start time of a general meeting:

- for a SGM, the meeting lapses, and
- for an AGM, the meeting is adjourned to the same time and day in the following week and the same place, unless the chairperson specifies otherwise, or written notice of another place is given to the members before the day to which the meeting is adjourned

See model rules 55 and 56 (if the model rules apply to your incorporated association).

Tips:

- If a meeting is adjourned, you will need to consider whether a new notice is required. Check your incorporated association'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 incorporated association's rules and customs. Generally, the larger the group, the more formal the AGM procedures. You should review your incorporated association's rules and follow the requirements for:

- the agenda for the AGM
- the quorum required
- how resolutions are passed
- the voting methods (such as by a show of hands, secret ballot or by a poll)
- whether proxy voting is allowed, and
- how meetings can be adjourned

For example, a typical AGM agenda might include welcome, attendance, apologies, confirmation of minutes of the previous AGM and any general meeting held since, business arising from the minutes, correspondence, committee's annual report, chairperson's report, treasurer's report, presentation of the financial statement (audited if required), election or appointment of committee members and secretary, confirm or vary amounts (if any) to be paid by members, general business, guest speaker, date of next general meeting, and close and refreshments.

Incorporated associations have financial reporting obligations. The financial statement and audit report (if applicable), prepared in accordance with these reporting obligations, must be presented to members at the AGM for adoption. Obligations relating to the preparation of financial statements and reports vary depending on whether the incorporated association is considered a tier 1, tier 2 or tier 3 association.

See sections 22(3), 70, Schedule 1 Division 1 of the AI Act and model rules 50, 54, 55 – 58 (if the model rules apply to your incorporated association).

Tips:

- Commonly, notices for (and the agendas of) AGMs include a catch-all item such as 'any other business' or 'general business.' This allows members to discuss any additional matters which arise at the next meeting (such as setting a time and place for the next meeting) without needing to have provided advance notice.
- It can be a good idea to include a meeting agenda with the notice of meeting.



Voting at an AGM

If members at an AGM want to decide a matter, motion or amendment, it is usual for each member to cast a vote – either in favour of or against the matter, motion or amendment (unless they are abstaining from the vote).

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

The procedure for voting will be set out in your incorporated association's rules.

For a special resolution, a member can demand a poll to confirm whether the resolution has passed (instead of the usual method of a show of hands). Your rules may also allow for a poll to be demanded for resolutions that are not special resolutions. Under the AI Act, a person is taken to have cast a vote on a special resolution if the person votes in person at the meeting or subject to the incorporated association's rules, if the person votes by proxy or postal vote.

Subject to the incorporated association's rules, a person is taken to be present at the meeting if the member attends through technology, telephone or other means of instantaneous communication. A member who participates and votes at a meeting using technology is taken to have voted in person.

For example, under the model rules, the following rules apply to voting at an AGM:

- each member has only one vote
- votes must be given personally or by proxy, and
- in the case of equality of votes, the chairperson of the meeting has a second or casting vote

At an AGM, an ordinary resolution is carried if a majority of the ordinary members present vote in favour of the motion.

A special resolution requires at least 75% of votes to be cast in favour of the motion to be passed.

See model rules 51, 54, 57 and 59 (if the model rules apply to your incorporated association)

Tips:

- 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 incorporated association to convene a SGM (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 incorporated association's rules) are not official under the AI Act until they have been approved by the Commissioner (section 31 of the AI Act).
- Depending on the type of decision, you may need to notify the Commissioner of the special resolution.
- Members may want or be required to 'abstain' from voting (for example, 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 incorporated association must keep a book of meeting minutes.

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

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.

For example, if your incorporated association uses the model rules:

- The meeting minutes will need to be entered into the minute book within 30 days of the AGM, and
- 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



- any proxy forms given to the chairperson of the meeting
- the results of voting
- any decisions made, who will be responsible for its implementation and when the decision is to be implemented by
- the financial statements, financial reports or auditor's report (if any) presented at the meeting
- details of documents tabled
- details of next meeting
- closing time
- list of tasks arising

See section 22, Schedule 1 Division 1 of the AI Act and model rule 60 (if the model rules apply to your incorporated association)

Tips:

- 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 incorporated association, 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.

Incorporated association's must submit financial statements to the Commission in accordance with the requirements of the AI Act.

The financial reporting responsibilities of an incorporated association depend on whether the incorporated association is a Tier 1, 2 or 3 incorporated association.

An incorporated association will need to determine the Tier it is captured under based on its annual revenue. For example:

- Tier 1: Less than \$250,000 annual revenue
- Tier 2: \$250,000 to \$1,000,000 annual revenue
- Tier 3: Over \$1,000,000 annual revenue.

See sections 31(4), (5), and section 64 of the AI Act

Read more in our fact sheets on [financial reporting obligations](#)

Summary table – SGMs for Western Australian incorporated associations

When must a SGM be held?

SGMs are held when required by an incorporated association 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 the AI Act, the Commissioner has the power, in certain circumstances, to direct an incorporated association to convene a general meeting.

A penalty of \$5,000 applies for a failure to convene a general meeting requisitioned by the Commissioner.

Examples of when a SGM will be held include:

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

If your incorporated association has adopted the model rules:

- a SGM must be convened where:
 - at least 20% of the members require it to be convened, and



- such request is done by written notice to the secretary. This notice must state the business to be considered at the meeting and must be signed by each member requiring the SGM.
- a SGM must be convened within 28 days where a request is made by members in accordance with the model rules. If this time is not met, the members can convene their own meeting and be reimbursed for costs of holding the SGM.

See section 60 of the AI Act and model rule 51 (if the model rules apply to your incorporated association)

Tips:

- An incorporated association must give advance notice of the time and place of a SGM to all its members.
- If a special resolution will be put to members at the SGM, the incorporated association 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 Western Australian incorporated associations - What happens if it's not held on time?' above

See model rule 56 (if the model rules apply to your incorporated association)

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

Refer to the 'Summary table – AGMs for Western Australian incorporated associations - Who must be notified? How and when should notice be given?' above

See sections 22(3), 51, Schedule 1 Division 1 and Division 2 of the AI Act and model rules 51 - 52 (if the model rules apply to your incorporated association)

What is the usual procedure for running a SGM?

Follow the procedures set out in your incorporated association's rules.

For example, a typical agenda might include welcome, attendees, apologies, confirmation of minutes of previous SGM, clearly set out the issues to be determined, vote on resolutions, and close meeting.

If your incorporated association has adopted the model rules, the only matters that can be discussed are those set out in the notice.

See model rule 51 (if the model rules apply to your incorporated association)

Tips:

- 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 an SGM

Refer to the 'Summary table – AGMs for Western Australian incorporated associations - Voting at an AGM' above

See model rules 51, 54, 57 and 59 (if the model rules apply to your incorporated association)

Taking minutes

Refer to the 'Summary table – AGMs for Western Australian incorporated associations – Taking minutes' above

See section 22, Schedule 1 Division 1 of the AI Act and model rule 60 (if the model rules apply to your incorporated association)

Summary table – committee meetings for Western Australian incorporated associations

When must a committee meeting be held?

Committee meetings must be held in accordance with the incorporated association'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.

For example, if your incorporated association 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.



See model rule 41 (if the model rules apply to your incorporated association)

Tips:

- 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 incorporated association's rules.

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

Note – your incorporated association rules may provide that the presence of a committee member at a committee meeting need not be in person. The person may attend by connecting with each other committee member at the meeting using telephone or other means of instantaneous communication.

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.

See model rule 44 and 45 (if the model rules apply to your incorporated association)

Tips:

- If a meeting is adjourned, you will need to consider whether a new notice is required. Check your incorporated association'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 incorporated association's rules.

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

The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

See model rule 42 (if the model rules apply to your incorporated association)

Tips:

- 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 to be available.

What is the usual procedure for running a committee meeting?

Under the AI Act, the incorporated association's rules must set out the procedure to be followed at committee meetings.

Your incorporated association 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.

For example, a typical agenda might include welcome, attendance, 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.

See section 22 and Schedule 1 Division 1 of the AI Act and model rule 43 (if the model rules apply to your incorporated association)

Tips:

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 incorporated association's financial position, and
- approve or ratify any of the incorporated association's expenditure

Taking minutes

An incorporated association must prepare and keep accurate minutes of each committee meeting.

Meeting minutes must record:

- the names of the committee members in attendance at the meeting



- the name of any other person attending the meeting (ie. persons invited to attend)
- the business considered at the meeting
- any motion or resolution on which a vote is taken and the result of the vote, and
- any material personal interest disclosed.

Note – under the AI Act (section 42(6)), details of the disclosure of a committee member's material personal interest in a matter being considered at a meeting must be recorded in the minutes of the meeting.

If your incorporated association has adopted the model rules, the minutes of a committee meeting must be entered in the incorporated association's minute book within 30 days after the meeting is held.

The committee meeting minutes must be reviewed and signed by the chairperson of the meeting or the chairperson of the next committee meeting.

See model rule 47 (if the model rules apply to your incorporated association)

Tips:

- 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 incorporated association. 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 minutes are secure, and easily identifiable.

Voting

Check your incorporated association'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).

For example, if your incorporated association has adopted the model rules:

- each committee member has one vote on any question arising at the committee meeting
- a member who participates in a committee meeting by telephone or other means of instantaneous communication is taken to be present and if voting, the person is taken to have been voted in person, and
- voting may take place by secret ballot if the committee determines this is needed (the chairperson of the meeting must decide how the ballot is to be conducted)

If a vote is tied, most incorporated associations' 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).

See model rules 44 and 46 (if the model rules apply to your incorporated association)

Tips:

- Some incorporated associations 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 (for example, if they have a material personal interest in the motion) or may oppose a motion and request that their opposition is noted.