

Quick guide: annual general meetings

for Victorian incorporated associations

Changes to the law for Victorian incorporated associations:

New laws for Victorian incorporated associations came into effect on 26 November 2012. This information sheet reflects these new laws known as the *Associations Incorporation Reform Act* (Vic) (**AIR Act**). The new laws include new model rules for incorporated associations.

There is a transition period until 26 November 2013, where associations using the old model rules can elect to transfer to the new model rules. On 26 November 2013, all associations still using the old model rules will automatically be transferred to the new model rules. This information sheet includes references to both the old and new model rules.

Associations with their own rules can continue to use their own rules, but where their rules do not address matters required by the new laws, the new model rule that deals with that matter will automatically apply to that association.

For more information on the transition period and the new laws, go to PilchConnect's [Transitional Guide](#) and PilchConnect's [resource page](#) on the new laws.

An annual general meeting (**AGM**) is a meeting of the members of an incorporated association that must be held each year, which must be convened in accordance with laws and using the procedures in the organisation's rules (so long as they are consistent with the law).

Procedures for AGMs of incorporated associations in Victoria can vary considerably between organisations, depending on the type of organisation, who is attending and what is being discussed. However, the law sets out mandatory minimum rules for giving notice of and conducting an AGM. It is also important for all organisations to take accurate minutes of an AGM and to keep them in a secure place.

This information sheet provides a quick guide to AGMs for Victorian incorporated associations. For more detailed information about meeting your legal requirements, please see the Part 5 of the [Secretary's Satchel: A Guide for Secretaries](#).

Quick Guide to AGMs for Victorian incorporated associations

	Quick explanation	Example	Top Tips
When it must be held	<p>An association must hold an AGM within 5 months of the end of the association's financial year, each year.</p> <p>When an association first incorporates, it must hold its first AGM within 18 months of incorporating.</p>	An association that has a standard financial year that ends on 30 June and starts on 1 July must hold its AGM before 30 November each year.	<p>Your organisation should check its own rules for any requirements about the specific date, time and place of the organisation's annual general meeting. Many organisations have a rule (similar to old model rule 9 and new model rule 30 in the <i>Associations Incorporation Reform Regulations</i>) that the committee may decide these details.</p> <p>Remember, an association needs to give advance notice of the time and place of an AGM to all its members.</p> <p>The AIR Act permits annual general meetings to be conducted using technology, provided every person can hear and be heard.</p>
What happens if it is not held on time	You can apply to CAV for an extension of time. There is a small fee and CAV has discretion about whether they will grant the extension or not.	For example your organisation may have had several key board members resign, and may need extra time to prepare for its AGM. For an extension of time form, go to CAV's website .	<p>It is a good idea to inform the treasurer and relevant staff or volunteers that deal with the finances of the organisation so that they have plenty of time to prepare the financial statement before the AGM. For more information, see Running the organisation > Financial reporting.</p> <p>Planning ahead for your AGM is key!</p>

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How to notify members	<p>You should notify members in accordance with your association's rules, and legal requirements. Beware – if you do not follow the notice requirements in your association's rules then the meeting may be invalid.</p> <p>There are certain items of business that must be covered in an AGM notice of meeting, including the:</p> <ul style="list-style-type: none"> ▶ date ▶ time, and ▶ place of the meeting. <p>Most organisations have a requirement that the meeting be identified as an 'annual general meeting' in the notice.</p> <p>The notice should list the ordinary business of the AGM (normally contained in an organisation's rules) as well as any special business to be dealt with at the meeting.</p>	<p>For example, if you use the model rules, old model rule 12 and new model rule 33 require that members receive notice at least 14 days before the meeting, and at least 21 days before the meeting if a special resolution is proposed.</p> <p>For more help, see, Tool 1 Checklist for notice of AGM and Part 5 Tool 2: Sample notice for AGM in Part 5 of the Secretary's Satchel: A Guide for Secretaries.</p>	<p>The secretary of an incorporated association is usually responsible for preparing and giving notice of meetings under the organisation's rules. This is an important job. If a notice of meeting is not correctly prepared and given, the meeting may be invalid and decisions made at it may be void (of no legal effect).</p> <p>If your association uses the old or new model rules, the only matters that can be discussed and voted on at an AGM are the ones set out in the notice of meeting. All items of business should be set out in the notice. Check your organisation's own rules and procedures, as they may have different requirements.</p>

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What is the usual procedure at an AGM	<p>Your association can deal with ordinary business, plus any other business ('special business') listed in the notice to members.</p> <p>An association's rules may specify the ordinary business to be conducted at the AGM, and may also specify rules for the 'special business' to be conducted at the end of the AGM.</p> <p>You should prepare your AGM agenda based on your rules.</p>	<p>A typical AGM agenda might include: welcome, apologies, confirmation of minutes of the previous AGM, business arising from the minutes, correspondence, Chairperson's report, Treasurer's report and presentation of financial statement (audited if required), election or appointment of committee members (and secretary), General business, Guest speaker, date of next general meeting, close and refreshments.</p> <p>For more help see, Tool 3: Sample agenda AGM (with explanatory notes) in Part 5 of the Secretary's Satchel: A Guide for Secretaries.</p>	<p>Commonly, notices for (and then agendas for) 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 meeting (such as setting a time and place for the next meeting) without needing to have provided advanced notice.</p> <p>It can be a good idea to include a meeting agenda with the notice of meeting.</p>

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Voting at an AGM	<p>When voting on resolutions, your organisation needs to follow its rules, and any requirements in the Act.</p> <p>All associations (regardless of what their rules say) must pass a special resolution (requiring at least 75% of members present and eligible to vote to vote in favour of a resolution) for certain types of resolutions such as changing an association's rules.</p> <p>Associations' rules may set out procedures for proxy voting, direct voting, and voting methods. Voting methods may be:</p> <ul style="list-style-type: none"> ▶ show of hands ▶ poll (a vote in writing), or ▶ secret ballot. <p>Also see, Tool 4 Table of voting methods and Tool 6 Sample wording for allowing direct voting in your rules in Part 5: Annual General Meetings of the Secretary's Satchel: A Guide for Secretaries.</p>	<p>If a vote is tied, most organisations' rules say that the chairperson has a second (or "casting") vote to decide the matter. This is the position in both the old and new model rules.</p> <p>Commonly, the chairperson will exercise this casting vote to maintain the existing situation (so that a controversial resolution will not be passed).</p>	<p>The usual procedure for voting at an AGM is that the chairperson will:</p> <ul style="list-style-type: none"> ▶ clearly state the motion to be put to the meeting ▶ take a vote from those present and entitled to vote (including those present by proxy, see the section on Proxy Voting on page 5.17 and Tool 5 Flowchart for reviewing proxies in Part 5: Annual General Meetings of the Secretary's Satchel: A Guide for Secretaries.) ▶ determine the result, and ▶ announce the result of the vote. <p>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.</p>

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Taking minutes	<p>An association must take minutes of its AGM.</p> <p>You will need to make sure the meeting minutes are kept securely for approval at the next AGM, where they should be confirmed as an accurate record or the meeting and verified by the chairperson.</p>	<p>See Tool 7 Checklist for contents of minutes, and Tool 8 Conventions for drafting minutes, and Tool 9 Flowchart for confirming and verifying minutes in Part 5: Annual General Meetings of the Secretary's Satchel: A Guide for Secretaries.</p>	<p>Experience shows that it is best to write up the first draft of minutes as soon as possible after the AGM. Memory is fresh and the task can be done more quickly and efficiently than leaving it until just before the next meeting!</p> <p>The minutes are an official historical record of the organisation, so it is good practice to record in the minutes the name and position of office bearers (chairperson, secretary, treasurer) as well as names of members and any other people present (such as observers).</p> <p>It is 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.</p>

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What you need to do after AGM	<p>A committee member must certify that the financial statement was presented at the AGM, and that they were present at the AGM.</p> <p>Within 1 month after your AGM, your secretary must lodge the financial statement that was presented at the AGM with CAV with a fee and some other documents, and notify CAV if the details of the secretary have changed.</p>	<p>For more information about financial statements and certification, go to Financial Reporting.</p> <p>Also see, Tool 1: Flowchart for preparing and lodging the annual statement and Tool 2: Sample annual statement form in Part 5: Annual General Meetings of the Secretary's Satchel: A Guide for Secretaries.</p>	<p>Some decisions passed by special resolution (for example, changing the organisation's rules) are not official under the AIR Act until they have been approved by CAV. Depending on the type of decision, you may need to notify CAV of the special resolution and seek approval for the change.</p>

Important:

If your organisation's rules do *not* cover any of the matters in Schedule 1 of the AIR Act, the provisions of the model rules that address those matters will apply to your organisation automatically.

Resources

PILCHConnect resources

The PilchConnect web portal is: www.pilch.org.au/legal_info/.

- ▶ [Part 5: Annual General Meetings](#) in, A Secretary's Satchel – Guide for Secretaries, which includes tools and checklists, and more detailed information.
- ▶ [Running the organisation](#)
- ▶ [When things change](#)
- ▶ [Financial reporting](#)

Legislation

- ▶ [Associations Incorporation Reform Act 2012 \(Vic\)](#)
This is the Act that regulates Victorian incorporated associations. Part 5 - sections 60-66 deal with annual general meetings.
- ▶ [Associations Incorporation Reform Regulations 2009 \(Vic\)](#)
This link is to the Regulations, which set out some of the detail of the legal requirements for Victorian incorporated associations. The Model Rules are in the regulations at Schedule 4.

Consumer Affairs Victoria (CAV)

- ▶ [Application form for extension of time to hold an Annual General Meeting](#)
On this page under 'Annual General Meeting', CAV provides basic information about AGMs and a link to the form to apply for an extension of time to hold an association's AGM. Online filing is available.
- ▶ [Model Rules](#)
Some Victorian organisations use these rules. However, you should check your association's rules to determine the requirements for your incorporated association.