

## Quick Guide: Committee 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.

A committee meeting (**CM**) is a meeting of the committee members of an incorporated association to make decisions about the strategic direction of the organisation and other specific matters (in accordance with the organisation's rules and purposes).

Committee meetings are usually less formal than general meetings, so the notice requirements are often less formal too. In fact, many committee meetings of small organisations are held in a relaxed way around a kitchen table with cups of coffee. However, it is important to comply with the rules of your organisation, take accurate minutes of a CM and keep them in a secure place.

This information sheet provides a quick guide to CMs for Victorian incorporated associations. For more detailed information about meeting your legal requirements, please see Part 6 of the [Secretary's Satchel: A Guide for Secretaries](#).

## Quick Guide to MGMs for Victorian incorporated associations

	Quick explanation	Example	Top Tips
<b>When it must be held</b>	<p>Many organisations' rules specify that the committee:</p> <ul style="list-style-type: none"> <li>▶ must meet a certain number of times per year, and</li> <li>▶ can hold additional ("special" or "urgent") meetings.</li> </ul>	<p>Many organisations have a rule specifying that ordinary committee meetings should be held monthly.</p>	<p>The AIR Act permits committee meetings to be conducted using technology, provided every person can hear and be heard.</p>
<b>What happens if it is not held when scheduled</b>	<p>You should adjourn meetings in accordance with your association's rules.</p>	<p>For example, usually the chairperson is required to adjourn if there is no quorum present after a specified time.</p> <p>However, there may also be other circumstances where adjourning the meeting is appropriate.</p>	<p>If a meeting is adjourned, you will need to consider whether a new notice is required. Check your organisation's rules for any specific provisions about this. If in doubt, it is best to send out a new notice.</p>
<b>How to notify members</b>	<p>You should notify all committee members (plus usually the secretary and the CEO, if they are not members of the committee themselves), in accordance with your association's rules.</p>	<p>Many organisations have a rule (similar to old model rule 26 and new model rule 59) that committee members should receive the notice at least two business (old model rules) or 7 days (new model rules) before the date of the meeting.</p>	<p>It is good practice to give at least one week's notice of a CM, so that members have time to read the papers and prepare properly. In many organisations, the dates of <i>all committee meetings for the year</i> are set at the first meeting of the year. This helps people to plan their availability.</p>

	Quick explanation	Example	Top Tips
<b>How to notify members</b> <i>(continued)</i>	<p>A notice of a CM does not usually need to specify all the business to be dealt with, and any business raised by committee members may be considered at the meeting.</p> <p>Notice is usually sent along with documents which provide background information on the matters to be discussed at the meeting.</p> <p>Many committees pass a resolution allowing notice to be given by email.</p>	<p>Your organisation's rules may have special notice requirements for a CM which is being held for a particular purpose – such as to discipline a member of the organisation.</p> <p>Also see, <a href="#">Tool 1: Checklist for notice of management committee meeting</a> in Part 7 Management Committee Meetings of the <a href="#">Secretary's Satchel: A Guide for Secretaries</a>.</p>	<p>If urgent matters arise, additional meetings with shorter notice periods can be arranged.</p> <p>It may be helpful to categorise documents sent to committee members, to help them prepare for the meeting effectively. For example, you may wish to mark documents as “for information only”, “for discussion”, or “for action”.</p>
<b>What is the usual procedure for CMs</b>	<p>You may deal with any business that arises at the committee meeting. However, the AIR Act requires the rules of your organisation to set out the procedure for CMs.</p>	<p>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.</p>	<p>The committee should be careful to:</p> <ul style="list-style-type: none"> <li>▶ clearly record their decisions and actions (usually this is the secretary's task)</li> <li>▶ 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</li> <li>▶ carefully consider the organisation's financial position, and</li> <li>▶ approve or ratify any expenditure for the organisation.</li> </ul>

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<b>Taking minutes</b>	<p>Schedule 1 of the AIR Act requires that the rules of an incorporated association include provisions about:</p> <ul style="list-style-type: none"> <li>▶ preparing and keeping accurate minutes of CMs, and</li> <li>▶ providing members access to minutes of CMs (including accounting records and financial statements) if the association wishes to do so.</li> </ul> <p>In addition, an inspector from Consumer Affairs Victoria (CAV) may, with a Magistrates' Court order, require the organisation, or any person who is involved in the organisation's activities (which includes the secretary) to give the inspector specified relevant documents of the organisation.</p>	<p>See <a href="#">Tool 2 Checklist for contents of minutes</a>, and <a href="#">Tool 3: Conventions for drafting minutes</a> and <a href="#">Tool 4: Flowchart for confirming and verifying minutes</a> in Part 7 Management Committee Meetings of the <a href="#">Secretary's Satchel: A Guide for Secretaries</a>.</p>	<p>Experience shows that it is best to write up the first draft of minutes as soon as possible after the CM. 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. 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). 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 CM.</p> <p>You should make sure the official minutes of meetings are secure, and easily identifiable.</p>

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<b>Voting at a CM</b>	<p>Check carefully your own organisation's rules and policies about voting methods.</p> <p>There are various ways in which votes can be taken at an CM. The most common methods are voting by show of hands or by poll (that is, a vote in writing).</p> <p>Most organisations do not allow proxies for CM voting (this is the case in both the old and new model rules).</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 vote to maintain the existing situation (so that a controversial resolution will not be passed using this power).</p>	<p>Some organisations permit resolutions to be passed by the committee in the absence of a meeting, provided it is agreed in writing by all committee members.</p> <p>Committee 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>

#### 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.

#### Subcommittees

Your organisation may also have subcommittees. While these are less formal, you still need to follow any rules your organisation has about subcommittees. Also, certain AI requirements also apply to subcommittees, for example keeping accurate minutes.

## Resources

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### PILCHConnect resources

The PilchConnect web portal is: [www.pilch.org.au/legal\\_info/](http://www.pilch.org.au/legal_info/).

- ▶ Part 7 Committee Meetings in, [A Secretary's Satchel – Guide for Secretaries](#), which includes tools and checklists
- ▶ [Running the organisation](#)
- ▶ [Positions in an incorporated association](#)
- ▶ [When things change](#)

### Legislation

*Associations Incorporation Reform Act 2012 (Vic)*  
*Associations Incorporation Regulations 2012 (Vic)*

### Consumer Affairs Victoria

- ▶ [Consumer Affairs Victoria \(CAV\)](#)

The government agency responsible for regulating Victorian Incorporated Associations - Associations.