



PREPARING AND GIVING NOTICE OF MEETINGS

Part 5 – Guide for Public Officers and Secretaries

PREPARING AND GIVING NOTICE OF MEETINGS

This Part of the [Guide for Public Officers and Secretaries](#) covers preparing and giving notice of meetings of an incorporated association in Victoria.

Key Points

1. What is a notice of meeting (and notice of motion)?

A notice of *meeting* is a written notice that a meeting is to take place at a specified time. A notice of *motion* is a notice, given by a member of the organisation, that proposes some decision or action be discussed and voted on at the next meeting.

2. What are the legal requirements for notices of meetings?

Depending on the type of notice and the type of meeting, laws may regulate the content of the notice, the time and method of giving it, who the notice is to be given to, and what to do if the meeting (or motion) is adjourned to another time and place.

3. Notice of a general meeting

This Part sets out requirements for notices of general meetings of the organisation's members. A sample notice and checklist tools are provided.

4. Notice of an annual general meeting

There are special notice requirements for an annual general meeting.

5. Extra requirements for special resolutions and removing an auditor

There are extra notice requirements for general meetings where certain types of decisions are proposed to be made.

6. Notice of a management committee meeting

This Part discusses requirements for notice of management committee meetings. A sample notice and checklist tools are provided.

7. What if a notice of meeting may be invalid?

There are ways your organisation may be able to overcome a possible defect in a notice.

Note:

This Part of the Guide deals with tasks that are usually carried out by the *secretary* of an incorporated association. The secretary of your organisation may (or may not) also be the public officer. Check [Important Background Information](#) in this Guide for more information and to find out which parts of this Guide apply to your situation.

1. What is a notice of meeting (and notice of motion)?

What is a notice of meeting?

A “notice of meeting” is a written notice that a meeting is to take place at a specified time. A notice of meeting should set out information (such as the date, time, place, and what is proposed to be done) so that those invited to the meeting know what it’s about and can decide whether to attend.

The contents of a notice of meeting may vary significantly from organisation to organisation, depending on the type of organisation, how formal the meeting is, what is proposed to be done at it, and whether it is a:

- general meeting of the organisation’s members, or
- a meeting of the management committee (sometimes called the “board”).

In some cases, there are particular notice requirements under the AI Act before certain resolutions can be passed at a meeting (see below, [5. Extra notice requirements for special resolutions and removing an auditor](#)).

What is a notice of motion?

A “notice of motion” is a notice, given by a member of the organisation, which proposes some decision or action be discussed and voted on at the next meeting. Commonly the member gives a notice of motion to the secretary, either at the previous meeting (usually at the end) or a specified time before the next meeting. The motion is then included as an item of business for the next meeting (usually under a heading such as “motions on notice”).

A notice of motion gives the other members an opportunity to consider the member’s motion before the meeting takes place. A notice of motion is generally only given if the matter proposed by the member is an important decision for the organisation. A notice of motion may also be required by your organisation’s rules, and your organisation may have policies about when a notice of motion should be given. You need to check.

For information about voting on motions in meetings, see [Procedures for Meetings](#) in this [Guide for Public Officers and Secretaries](#).

Important:

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). See further below, [7. What if a notice of meeting might be invalid](#) (defective)?

2. What are the legal requirements for notices of meetings?

Depending on the type of notice and meeting, there may be legal requirements about:

- when the notice must be given
- the content of the notice

- how notice must be given
- who the notice must be given to, and
- what to do if the meeting is adjourned.

Terminology:

The words “service” and “serving” are often used to describe legal requirements for giving notice of a meeting. “Service” simply means the process of giving a notice to someone who is invited to a meeting. For example, your rules may state that a notice must be “served on” (given to) a person by post, email or in person.

You need to consider:

- any requirements imposed by:
 - the *Associations Incorporation Act 1981* (Vic) (the **AI Act**)
 - the *Associations Incorporation Regulations 2009* (Vic) (the **Regulations**)
 - the law developed by the courts (that is, “judge-made law”)
- your organisation’s rules (sometimes called the “constitution”), and
- any policies your organisation has about this issue.

Remember!

Check your organisation’s rules for requirements about notices of meetings. Does your organisation use its own rules or does it use the model rules?

Make sure you have the most up-to-date version of the rules, including any changes that the organisation’s members and Consumer Affairs Victoria (**CAV**) have approved.

If you are confused about which rules apply and whether the copy you have is up-to-date, the best thing to do is to contact CAV and request a copy of your organisation’s rules and purposes.

To download the current version of the model rules, go to CAV’s website:

www.consumer.vic.gov.au > [Incorporated Associations](#)

The checklists in [Tool 1\(a\): Checklist for notice of general meeting of members](#), [Tool 1\(b\): Checklist for notice of *annual general meeting*](#), [Tool 1\(c\): Checklist for notice of *general meeting proposing a special resolution*](#) and [Tool 1\(d\): Checklist for notice of *management committee meeting*](#) will help you to prepare notices of particular types of meetings discussed in this Part.

How to measure time for giving notice

Calculating the number of days’ notice can be confusing. The model rules do not have any provisions about how time is to be measured. However, your organisation may have its own rules about measuring time. If so, you must follow them.

When counting days for the purpose of calculating a notice period, it is generally good practice to exclude both:

- the day on which the notice is sent, and
- the day on which the meeting is to be held.

See section 44 of the *Interpretation of Legislation Act 1984* (Vic).

If the notice is sent by post, the commonly accepted rule is that the notice period begins the day after the letter would have been delivered “in the ordinary course of post” (section 49 of the *Interpretation of Legislation Act 1984* (Vic)). You can ask Australia Post for information about ordinary delivery times. For example, it usually takes one business day for a letter to reach an address in metropolitan Melbourne, and longer for remote or interstate addresses.

Example:

Most organisations have a rule (similar to model rule 12(1)) that a notice of general meeting should be sent to members at least 14 days before the meeting is held.

If a notice is personally delivered to a member on **1 January**, you would count 14 days from 2 January. That makes **16 January** the earliest date for holding the meeting.

Tip:

When calculating the number of days notice that needs to be given, to be safe, you should allow a couple of extra days, especially if the notice is sent by post.

3. Notice of a general meeting of members

What is a general meeting?

A general meeting is a meeting of the members of an incorporated association which is convened using the procedures for general meetings in the organisation’s rules. If your organisation uses the model rules, a general meeting is either an “annual general meeting” or a “special general meeting”.

An organisation will have its own rules and procedures for giving members notice of a general meeting.

Important:

There are special requirements under the AI Act for giving notice of particular types of general meetings. These are:

- an *annual* general meeting
- a meeting proposing a *special resolution*, and
- a meeting proposing to *remove an auditor*.

The requirements for these are discussed later in this Part (see [4. Notice of the annual general meeting](#) and [5. Extra notice requirements for special resolutions and removing an auditor](#)).

When to give notice of a general meeting

The rules of an incorporated association must set out the time within which notices of general meetings (and notices of motion) are to be given, published or circulated.

Many organisations have a rule (similar to model rule 12(1)) that members should receive notice of a general meeting at least 14 days before the meeting, unless a special resolution is proposed – see below, [Notice of a proposed special resolution](#).

Remember!

Check your rules to see what they say — your organisation may have adopted the model rules or it may have changed the model rules to suit its own particular circumstances.

Your organisation may have also supplemented its rules with policies about the time for giving notice of general meetings. You should check whether any such policies exist and if so, whether they specify a different notice period.

What information should be in a notice of general meeting?

A notice of a general meeting should:

- be sufficiently clear and detailed so that any ordinary person who receives the notice and scans it quickly can know what is proposed to be done at the meeting and can then decide whether to attend
- be a full and fair disclosure of the matters to be discussed at the meeting, and
- not mislead any member of the organisation.

These legal requirements have been developed by the courts to help establish good and fair procedures. To meet these requirements, it is desirable that an organisation's rules specify what details must be included in a notice of general meeting.

See [Tool 1\(a\): Checklist for notice of general meeting of members](#) for the details that are usually included in a notice of general meeting, including what is required by model rule 12.

For information about a notice of *annual* general meeting, see below, [4. Notice of the annual general meeting](#).

For an example of a notice of *special* general meeting (under the model rules, this is any general meeting which is not an annual general meeting) see [Tool 2: Sample notice for \(special\) general meeting](#).

Remember!

If your organisation uses the model rules, or has a rule similar to model rule 12(3), the only matters that can be discussed and voted on at a general meeting are the ones set out in the notice of meeting. This means that the secretary must be very careful to include in the notice of general meeting *all* items of business to be dealt with. Extra things can't be added at the meeting.

Remember to check your organisation's own rules and procedures, as they may have different requirements.

Tip:

Commonly, agendas for meetings 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).

However, the meeting 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 organisation to convene a further meeting (with sufficient notice to members) to consider the issues properly, and vote on any resolutions.

Your organisation may also have policies about the content of notices of general meetings. For example, it may be your organisation’s policy to specify who authorised the notice.

The notice is usually sent together with documents which provide background information on the matters to be discussed at the meeting, such as:

- the minutes of the last meeting
- reports prepared by the management committee, staff or volunteers, and
- financial reports.

How to give notice of a general meeting

The rules of an incorporated association must set out the way in which notices of general meetings (and notices of motion) are to be given, published or circulated.

Many organisations have a rule (similar to model rule 12(2)) that notice of a general meeting may be sent:

- by post to each member’s address, or
- if a member requests — by fax, email or other form of electronic transmission.

Check your own organisation’s rules. The way in which notice must be given varies greatly, depending on the type of organisation and the formality of meetings. Some organisations’ rules require a notice to be posted to each paid-up member; others require notice by an advertisement in a local newspaper; others may place a notice in their regular newsletter or on a club notice board.

Your organisation may have supplemented its rules with policies about how to give notice of a general meeting. You need to check.

Who should be given notice of a general meeting?

Unless your rules say otherwise, you should give notice of a general meeting to all members listed on the organisation’s register of members. (The secretary usually has responsibility for maintaining the members register – see [Keeping Registers, Records and Documents](#) in this Guide).

Some organisations may specify in their rules that only paid-up members or some other special membership class are required to receive notice of general meetings. Your organisation may also have “life members” (that is, people who are given membership for the rest of their lives, often because of many years of loyal service to the organisation). Check your organisation’s rules.

Your organisation may have supplemented its rules with policies about who should be given notice of a general meeting. While these policies cannot override the AI Act requirements or your organisation's rules, they may specify extra requirements. You need to check.

What if a general meeting (or a motion) is adjourned to a later date?

Sometimes, a general meeting may be adjourned to a later date – for example, if there are not enough members at the meeting to make decisions for the organisation (see [Procedures for Meetings](#) in this Guide).

And sometimes, even though the meeting goes ahead, a motion – of which notice has been given – may need to be adjourned to another general meeting.

In such cases, you will need to consider whether a new notice of meeting (or notice of motion) is required. For example, model rule 15(3) states that if a meeting is adjourned for 14 days or more, a fresh notice must be served. Check your organisation's rules for any specific provisions about this.

4. Notice of the annual general meeting

The AI Act requires an incorporated association to hold its first annual general meeting within 18 months of being incorporated (section 30(2) of the AI Act). After that, your organisation must hold an annual general meeting within five months after the end of each financial year (section 30(2A)).

Many organisations have a rule (similar to model rule 9(1)) that the management committee may decide the specific date, time and place to hold the annual general meeting.

Example:

If your organisation operates on a calendar financial year (1 January to 31 December 2011), your annual general meeting must be held by **31 May 2011**.

If your organisation operates on a business financial year (1 July 2011 to 30 June 2012), your annual general meeting must be held by **30 November 2011**.

The organisation's financial statement must be submitted to members at the annual general meeting (section 30(3)). For more information about the financial statement see [Reporting to Consumer Affairs Victoria](#) in this Guide.

When to give notice of an annual general meeting

Check your own organisation's rules and any policies for any special procedures about when to give notice of the annual general meeting. Unless your organisation's rules have other requirements, the notice period will be the same as for other general meetings (see above,

[When to give notice of a general meeting](#)).

What information should be included in the notice?

Check your organisation's rules for any special requirements for the content of the notice of annual general meeting. For example, most organisations have a rule (similar to model rule 9(2)) that the notice must identify the meeting as an "annual general meeting".

The rules of some organisations also specify the “ordinary business” which must be dealt with at an annual general meeting (for example, see model rule 9(3), see also [Procedures for Meetings](#) in this Guide). If your organisation’s rules specify items of ordinary business for an annual general meeting, these should be included on the notice, as well as any other (or “special”) business to be dealt with at the meeting.

See [Tool 1\(b\): Checklist for notice of annual general meeting](#) and also [Tool 3: Sample notice for annual general meeting](#).

How to give notice of the annual general meeting

The rules of an incorporated association must provide for the way in which notices of general meetings (and notices of motion) are to be given, published or circulated. See discussion above, [How to give notice of a general meeting](#)

Tip:

When giving notice of an annual general meeting, it is good practice to give each member of the association an individual notice (rather than, for example, putting up a notice on the club notice board). This prevents a claim by a member that they were unaware of an annual general meeting.

With large organisations this may be expensive. Therefore some organisations’ rules may allow for other methods of providing notice to members (for example, by email).

Who should be given notice of the annual general meeting?

All members of the incorporated association should be given notice of an annual general meeting.

What if the annual general meeting is adjourned to a later date?

If the annual general meeting is adjourned, you will need to consider whether a new notice of meeting (or notice of motion) is required. See the discussion above, [What if a general meeting \(or a motion\) is adjourned to a later date?](#).

If the adjournment would mean that the organisation’s annual general meeting will be held more than five months after the end of the last financial year, the organisation must apply to CAV for an extension of time to hold the annual general meeting. To apply for an extension of time, the public officer can either:

- download the "Application for Extension of Time" form from CAV’s website: www.consumer.vic.gov.au > Incorporated Associations > All incorporated associations forms and publications and select Application for Extension of Time. Complete this form and then deliver it in person or post it to CAV
- apply online at online.justice.vic.gov.au and click on “Business Registration”, or
- CAV also accepts completed and signed forms scanned (PDF format) and sent by email.

Your organisation must pay a fee when applying for an extension of time.

5. Extra notice requirements for special resolutions and removing an auditor

As explained above, there are extra notice requirements if particular types of decisions are proposed to be made at a general meeting of members. These are discussed below.

Notice of a proposed special resolution

Special resolutions are required under the AI Act for an organisation to make certain decisions (such as changing the organisation's name, rules or statement of purposes, or winding up the organisation). See [Procedures for Meetings](#) in this Guide for information about passing a special resolution at a meeting (and then seeking approval from CAV, where applicable).

When to give notice of a proposed special resolution

A notice of a meeting proposing a special resolution must be given to all members who are entitled to vote at least 21 days before the meeting (section 29(3) of the AI Act).

Otherwise, the resolution cannot be passed as a special resolution at the meeting.

What information should be included in the notice?

To pass a special resolution at a general meeting, the AI Act (section 29(3)) requires the notice to:

- set out the *actual wording* of the proposed special resolution in full, and
- state that it is intended to propose the resolution as a "special resolution".

Check your organisation's rules carefully for any extra requirements about notices of proposed special resolutions.

See [Tool 1\(c\): Checklist for notice of general meeting proposing a special resolution](#). And for an example of a notice with a proposed special resolution, see [Tool 2: Sample notice for \(special\) general meeting](#).

If the special resolution is proposing to *amalgamate* an organisation with other organisations (one or more), the notice must:

- include the terms of the amalgamation, and
- attach a copy of the statement of purposes and proposed rules of the amalgamated organisation.

Before an application to amalgamate can be approved by CAV (section 31(2)), all associations seeking to amalgamate must pass special resolutions approving the proposed terms of the amalgamation as well as the rules and purposes of the amalgamated organisation.

Why have extra requirements for special resolutions?

The policy reason for having extra requirements for a notice of a meeting proposing a special resolution is that special resolutions are used to make important decisions under the AI Act. So, it is important to give members more time and information about the matter so that they can consider it carefully before the meeting.

Remember!

If a special resolution is proposed for a meeting, your organisation must comply with the notice requirements in section 29(3) of the AI Act. Otherwise, the resolution cannot be passed as a special resolution at the meeting.

How should notice be given?

See discussion above, [How to give notice of a general meeting](#).

Who should be given notice?

The AI Act requires a notice of a meeting proposing a special resolution to be given to all members of the organisation who are entitled under the organisation's rules to vote on the resolution (section 29(3) of the AI Act).

Check whether your organisation has particular classes of members who are, or are not, eligible to vote on the matter.

Notice of proposal to remove an auditor**When to give notice of a proposal to remove an auditor**

Notice of a proposal to remove an auditor must be given to members of the association at least two months before the meeting at which the resolution is proposed to be passed (section 30C(2) of the AI Act). There are other steps which must be taken before a meeting proposing to remove an auditor can be held (section 30C and see below).

Why have a longer notice period?

This long notice period is designed to make sure that the organisation's members, the auditor and CAV have time to consider the proposal, and the auditor has time to prepare any response before the meeting at which the decision is to be made.

What information should be included in the notice?

The AI Act requires a notice proposing a resolution to remove an auditor to state the *actual wording* of the proposed resolution in full.

How should the notice be given?

The AI Act says that a notice may be given to members of the organisation personally, by post or in any other way that is allowed under the organisation's rules.

Who should be given notice?

Notice of a proposal to remove an auditor must be given to *every member* of the incorporated association. In addition, as soon as possible after the notice is given to members, the public officer of the organisation must give a copy of the notice to:

- the auditor, and
- CAV (section 30C(4)(a) and (b)). CAV has advised that this can be done in person, by post, or email (attaching the notice as a PDF).

The auditor may write to the secretary of the organisation about the proposed resolution and request that a copy of their letter be given to the organisation's members (section 30C(5)). Unless CAV orders otherwise:

- the secretary of the organisation must give a copy of the auditor's letter to all members of the organisation before the general meeting (section 30C(6)(a)), and
- the auditor must be allowed to attend the meeting and talk to the meeting before a vote on the resolution is taken (section 30C(6)(b)).

6. Notice of management committee meeting

A management committee meeting is a meeting of the organisation's governing body (sometimes called the "board"). Management committee meetings are usually less formal than general meetings, so the notice requirements are often less formal too.

Many organisations' rules specify that the management committee:

- must meet a certain number of times per year, and
- can hold additional ("special") meetings.

Some organisations' rules allow the management committee (and any sub-committees) to make their own notice specifications for their meetings. Usually, the management committee or a sub-committee will do this by passing a resolution. The rules of some organisations also permit telephone meetings.

When to give notice of a management committee meeting

Your organisation's rules may set out when members of the management committee should receive a notice of committee meeting. Many organisations have a rule (similar to model rule 26(1)) that management committee members should receive the notice at least two business days before the date of the meeting.

Tip:

It is good practice to give at least one week's notice of a management committee meeting, so that members have time to read the papers and prepare properly. In many organisations, the dates of *all management committee meetings for the year* are set at the first meeting of the year. This helps people to plan their availability.

If urgent matters arise, additional meetings with shorter notice can be arranged.

Your organisation's rules may have special notice requirements for a management committee meeting which is being held for a particular purpose – such as to discipline a member of the organisation. For example, model rule 7 requires a notice to be given to the member who is being disciplined between 14 and 28 days before the date of the management committee meeting. The notice must contain information set out in the rule.

What information should be included in a notice of management committee meeting?

A notice of management committee meeting does not usually need to specify all the business to be dealt with, and any business raised by management committee members may be considered at the meeting. However, check your organisation's own rules and policies for any special requirements.

Tip:

Some organisations have a rule (similar to model rule 26(2)) that a notice of a "special" management committee meeting (that is, a meeting that is out of the ordinary) must specify the general nature of the business to be conducted, and that no other business may be conducted.

See [Tool 1\(d\): Checklist for notice of management committee meeting](#) for the types of details that are usually included in a notice of management committee meeting.

A notice of management committee meeting is usually sent together with documents which provide background information on the matters to be discussed at the meeting, such as:

- the minutes of the last meeting
- reports prepared by staff, volunteers or sub-committees
- financial reports, and
- important correspondence.

Tip:

It may be helpful to categorise the documents sent to management 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".

How to give notice of a management committee meeting

Your organisation's rules and policies may also specify how a notice of a management committee meeting is to be given. You need to check.

Most organisations have rules similar to those for giving notice of a general meeting (see above, [How to give notice of a general meeting](#)). Many management committees pass a resolution allowing notice to be given to members by email.

Who should be given notice of a management committee meeting?

All members of the management committee should be given notice of a management committee meeting (plus usually the secretary and Chief Executive Officer, if they are not members of the management committee themselves). Check your organisation's rules and policies for any special requirements.

What if a management committee meeting is adjourned to a later date?

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.

7. What if a notice of meeting might be invalid (defective)?

If there is a defect with a notice of meeting (for example, it did not contain the details required by the AI Act), the notice may be “invalid”. If this happens, any actions taken and decisions made at the subsequent meeting may be void (that is, of no legal effect).

If a member of your organisation alleges that a notice of a meeting is invalid, it can be difficult to work out whether the alleged defect is something that would make the meeting void. The answer will depend on:

- the seriousness of the alleged defect
- the context of the meeting, and
- the importance of the proposed business to the members of the organisation.

Is it possible to waive any defects in a notice?

If all the members entitled to attend the meeting (not just those who actually attend) agree to “waive” a defect in the notice (that is, essentially to ignore it), the invalidity may be overcome. The courts have long recognised this as a way of “curing” defects in a notice.

Waiving a defect can be a good way to deal with a problem in a notice of a management committee meeting or an informal meeting. However it can become difficult for a meeting that is large or more formal (for example, an annual general meeting).

A defective notice of a meeting proposing a special resolution is unlikely to be cured by a waiver. This is because section 29(3) of the AI Act states that if 21 days notice has not been given to all members entitled to vote, the special resolution has not been passed (that is, it is void). If 21 clear days has not been given, you should seek legal advice. You may need to hold the meeting again or confirm the resolution at the next meeting (see below).

Is it possible to overcome alleged defects in any other way?

One method of overcoming any alleged defects in a notice is to continue to hold the (possibly) invalid meeting (if those present agree) and to keep records of the decisions made at the meeting. At the next validly convened meeting, a motion can be put adopting the decisions made at that earlier (possibly) invalid meeting.

Of course, until that subsequent meeting validates the decisions of the previous (invalid) meeting, the decisions of that previous meeting will have no legal standing or effect. This approach is therefore usually used only if there is likely to be no dispute about the previous decisions.

Tip:

If there is ever any concern about the validity of any notice, you should seek legal advice.

Further information

PilchConnect resources

The PilchConnect web portal contains a variety of resources and fact sheets for community organisations – go to www.pilch.org.au/legal_info/

- See [Running the organisation](#) for summary information about holding meetings and an annual general meeting
- See [When things change](#) for information about changing your organisation's rules, amalgamating your organisation and winding up.

Legislation

The [Associations Incorporation Act 1981](#) (Vic) is the legislation that regulates incorporated associations in Victoria.

The [Associations Incorporation Regulations 2009](#) (Vic) contain additional requirements.

Government

The Consumer Affairs Victoria website contains a variety of online resources, including online access for incorporated associations. See www.consumer.vic.gov.au > [Incorporated Associations](#)

Other links

See [Important Background Information](#) in this Guide for links to other organisations and online resources to assist you and your organisation.

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Tool 1(a): Checklist for notice of general meeting of members

Use this checklist to prepare a notice of a general meeting of the members of incorporated association, BUT see separate checklists (Tools (b) and (c) next pages) if the general meeting is:

- an annual general meeting, or
- a special resolution is proposed.

Order	Description	Done
1	Check your organisation's rules, resolutions and policies for specific requirements, such as how much notice to give, what information should be included, and who it should be given to.	<input type="checkbox"/>
2	Content of notice:	
	• as its heading, the word "notice"	<input type="checkbox"/>
	• name and registration number of the organisation	<input type="checkbox"/>
	• type of meeting (that is, a general meeting of the organisation's members)	<input type="checkbox"/>
	• date, time and place of meeting	<input type="checkbox"/>
	• nature of business to be discussed at meeting	<input type="checkbox"/>
	• any business that a member has requested the secretary in writing (including by fax or email) to be discussed at meeting (a notice of motion)	<input type="checkbox"/>
	• date of notice	<input type="checkbox"/>
	• directions to the meeting venue and disability access (optional)	<input type="checkbox"/>
	• the secretary's contact details (optional)	<input type="checkbox"/>
	• notice "authorised by xx" (optional)	<input type="checkbox"/>
3	If relevant, the notice of general meeting may also include:	
	• the text of motions or resolutions to be considered at meeting (if a special resolution is proposed, see Tool 1(c): Checklist for notice of general meeting proposing a special resolution)	<input type="checkbox"/>
	• any comments by the management committee on the business to be dealt with at the meeting	<input type="checkbox"/>
	• disclosure of the interest of any management committee member in the business to be dealt with at meeting (for example, a potential conflict of interest – see Secretary's Legal Role, Powers and Duties in this Guide)	<input type="checkbox"/>
	• if the rules allow proxy voting, an explanation of how / when to appoint a proxy, and attach a proxy form	<input type="checkbox"/>
	• if the rules allow direct voting, an explanation of how / when to vote directly before the meeting, and attach a direct voting form	<input type="checkbox"/>

Order	Description	Done
4	The notice should also attach background information and documents, such as:	
	<ul style="list-style-type: none"> minutes of the last general meeting 	<input type="checkbox"/>
	<ul style="list-style-type: none"> reports from committee of management, staff or volunteers 	<input type="checkbox"/>
	<ul style="list-style-type: none"> financial reports 	<input type="checkbox"/>
	<ul style="list-style-type: none"> where appropriate, relevant background correspondence 	<input type="checkbox"/>
5	Time for giving notice	
	<ul style="list-style-type: none"> check your organisation's rules, resolutions and policies for specific requirements (for example, 14 days before the meeting date). Note rules on how days are calculated 	<input type="checkbox"/>
	<ul style="list-style-type: none"> if a special resolution is proposed, see Tool 1(c): Checklist for notice of general meeting proposing a special resolution 	<input type="checkbox"/>
6	How to give notice	
	<ul style="list-style-type: none"> usually by post, but can be by email or fax – check your organisation's rules, resolutions and policies for specific requirements (for example, notice in local paper) 	<input type="checkbox"/>
7	Who to give notice to	
	<ul style="list-style-type: none"> usually all members of the organisation (check the members register) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> in special circumstances, others (such as Consumer Affairs Victoria and/or auditor) 	<input type="checkbox"/>

Tool 1(b): Checklist for notice of *annual general meeting*

Use this checklist to prepare a notice of annual general meeting of the members of incorporated association, BUT see separate checklists (Tool (a) previous page, and Tool (c) next page) if the general meeting is:

- another general meeting (*not* the annual general meeting), or
- proposing a special resolution.

Order	Description	Done
1	Check your organisation's rules, resolutions and policies for specific requirements, such as how much notice to give, what information should be included, and who it should be given to.	<input type="checkbox"/>
2	Content of notice:	
	• as its heading, the word "notice of annual general meeting"	<input type="checkbox"/>
	• name and registration number of the organisation	<input type="checkbox"/>
	• date, time and place of meeting	<input type="checkbox"/>
	• nature of business to be discussed at meeting, including for example:	<input type="checkbox"/>
	• confirming minutes of the previous annual general meeting and any other general meetings held since then	<input type="checkbox"/>
	• receiving the financial statement and other reports on activities of the organisation in the last financial year	<input type="checkbox"/>
	• electing the members of the management committee	<input type="checkbox"/>
	• if applicable, receiving the auditor's report on the financial affairs of the association for the last financial year	<input type="checkbox"/>
	• if applicable, presenting the audited financial report to the meeting for adoption	<input type="checkbox"/>
	• if applicable, appointing an auditor	<input type="checkbox"/>
	• date of notice	<input type="checkbox"/>
	• directions to the meeting venue and disability access (optional)	<input type="checkbox"/>
	• secretary's contact details (optional)	<input type="checkbox"/>
	• notice "authorised by xx" (optional)	<input type="checkbox"/>
3	If relevant, the notice of annual general meeting may also include:	
	• the wording of motions or resolutions to be considered at meeting (if a special	<input type="checkbox"/>

Order	Description	Done
	resolution is proposed, see Tool 1(c): Checklist for notice of general meeting proposing a special resolution	
	<ul style="list-style-type: none"> disclosure of interest of any management committee member in the business to be dealt with at meeting (for example, a conflict of interest – see Secretary's Legal Role, Powers and Duties in this Guide) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> if the rules allow proxy voting, an explanation of how / when to appoint a proxy, and attach a proxy form 	<input type="checkbox"/>
	<ul style="list-style-type: none"> if the rules allow direct voting, an explanation of how / when to vote directly before the meeting, and attach a direct voting form 	<input type="checkbox"/>
4	The notice should also attach background information and documents, such as:	
	<ul style="list-style-type: none"> minutes of the last annual general meeting (and any other general meetings held since then, if required) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> reports from staff, committees or volunteers 	
	<ul style="list-style-type: none"> financial reports (for example, the financial statement) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> where appropriate, relevant background correspondence 	<input type="checkbox"/>
5	Time for giving notice	
	<ul style="list-style-type: none"> annual general meeting must be held within five months after the end of your organisation's financial year 	<input type="checkbox"/>
	<ul style="list-style-type: none"> check your organisation's rules, resolutions and policies for specific requirements (for example, 14 days before the meeting date). Note rules on how days are calculated 	<input type="checkbox"/>
	<ul style="list-style-type: none"> if a special resolution is proposed, see Tool 1(c): Checklist for notice of general meeting proposing a special resolution 	<input type="checkbox"/>
6	How to give notice	
	<ul style="list-style-type: none"> usually by post, but can be by email or fax – check your organisation's rules, resolutions and policies for specific requirements (for example, notice in local paper) 	<input type="checkbox"/>
7	Who to give notice to	
	<ul style="list-style-type: none"> usually all members of the association (check the members register) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> in special circumstances, others (such as Consumer Affairs Victoria and/or auditor) 	<input type="checkbox"/>

Tool 1(c): Checklist for notice of *general meeting proposing a special resolution*

Use this checklist to prepare a notice of a meeting at which a special resolution is proposed – for example to:

- change the organisation’s name, rules (or “constitution”) and/or statement of purposes
- amalgamate with one of more other organisations, or
- wind up the association.

Order	Description	Done
1	Check your organisation’s rules, resolutions and policies for specific requirements, such as how much notice to give, what information should be included, and who it should be given to.	<input type="checkbox"/>
2	Content of notice:	
	• as the heading, the word “notice”	<input type="checkbox"/>
	• name and registration number of the organisation	<input type="checkbox"/>
	• type of meeting (for example, “special general meeting”)	<input type="checkbox"/>
	• date, time and place of meeting	<input type="checkbox"/>
	• nature of business to be discussed (for example, “to consider and vote on proposed special resolution”)	<input type="checkbox"/>
	• the exact wording of the special resolution	<input type="checkbox"/>
	• date of notice	<input type="checkbox"/>
	• directions to the meeting venue and disability access (optional)	<input type="checkbox"/>
	• secretary’s contact details (optional)	<input type="checkbox"/>
	• notice “authorised by xx” (optional)	<input type="checkbox"/>
3	If relevant, the notice may also include:	
	• disclosure of interest of any management committee member in the business to be dealt with	<input type="checkbox"/>
	• if the rules allow proxy voting, an explanation of how / when to appoint a proxy, and attach a proxy form	<input type="checkbox"/>
	• if the rules allow direct voting, an explanation of how / when to vote directly before the meeting, and attach a direct voting form	<input type="checkbox"/>
4	If necessary, attach background information to assist members to understand	

Order	Description	Done
	the proposed special resolution (such as reports from staff, committees or volunteers or, where appropriate, relevant background correspondence)	
5	Time for giving notice	
	<ul style="list-style-type: none">at least 21 days before the meeting date). Note rules on how days are calculated	<input type="checkbox"/>
6	How to give notice	
	<ul style="list-style-type: none">in accordance with your organisation's rules	<input type="checkbox"/>
	<ul style="list-style-type: none">if special resolution to remove an auditor, can be given personally, by post or in any other way allowed by the rules	<input type="checkbox"/>
7	Who to give notice to	
	<ul style="list-style-type: none">each member of the organisation entitled to vote on the resolution (check rights of any special groups of members, for example life members)	<input type="checkbox"/>

Tool 1(d): Checklist for notice of *management committee meeting*

Use this checklist to prepare a notice of meetings of the management committee or other governing body of the organisation (sometimes called the “board”).

Note: Management committee meetings are usually less formal than general meetings and the management committee may be able to make its own notice procedures under the organisation’s rules (for example, notices may be allowed to be given by email).

Order	Description	Done
1	Check your organisation’s rules, resolutions and policies for specific requirements, such as how much notice to give, what information should be included, and who it should be given to	<input type="checkbox"/>
2	Content of notice:	
	<ul style="list-style-type: none"> the name and registration number of the organisation 	<input type="checkbox"/>
	<ul style="list-style-type: none"> type of meeting (that is, management committee meeting) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> date, time and place of meeting 	<input type="checkbox"/>
	<ul style="list-style-type: none"> if necessary, nature of business to be discussed at meeting (for example, if it is a “special” meeting, why meeting is being held) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> date of notice 	<input type="checkbox"/>
	<ul style="list-style-type: none"> directions to the meeting venue and disability access (optional) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> secretary’s contact details (optional) 	<input type="checkbox"/>
	<ul style="list-style-type: none"> notice “authorised by xx” (optional) 	<input type="checkbox"/>
3	If relevant, the notice may also include:	
	<ul style="list-style-type: none"> the wording of motions or resolutions to be considered at meeting 	<input type="checkbox"/>
	<ul style="list-style-type: none"> disclosure of the interest of any committee member in the business to be dealt with at meeting (for example, a conflict of interest – see Secretary’s Legal Role, Powers and Duties in this Guide) 	
4	The notice should attach relevant background information and documents, such as:	
	<ul style="list-style-type: none"> minutes of the last management committee meeting 	
	<ul style="list-style-type: none"> reports from staff, sub-committees or volunteers 	
	<ul style="list-style-type: none"> financial reports 	
	<ul style="list-style-type: none"> important correspondence 	

Order	Description	Done
5	Time for giving notice	
	<ul style="list-style-type: none">• check your organisation's rules, resolutions and policies for specific requirements (for example, if the meeting is being held to discipline a member of the organisation)	<input type="checkbox"/>
	<ul style="list-style-type: none">• if none, the time of service must be "reasonable" in the circumstances – good practice is at least one week.	<input type="checkbox"/>
	<ul style="list-style-type: none">• Note rules on how days are calculated	<input type="checkbox"/>
6	How to give notice	
	<ul style="list-style-type: none">• check your organisation's rules, resolutions and policies for specific requirements, including use of technology.	<input type="checkbox"/>
7	Who to give notice to	
	<ul style="list-style-type: none">• all management committee members	<input type="checkbox"/>
	<ul style="list-style-type: none">• usually also the Chief Executive Officer and secretary (if they are not also management committee members themselves)	<input type="checkbox"/>
	<ul style="list-style-type: none">• in special circumstances, others (for example, any invited guests, a member who is to be disciplined)	<input type="checkbox"/>

Tool 2: Sample notice for (special) general meeting

Note:

Special general meetings are, under the model rules, 'all general meetings other than the annual general meeting.' A special general meeting is usually convened for a particular purpose – in the example below, to consider and vote on a special resolution to change the organisation's name.

XYZ Club Inc (Registration No A00003333)

Notice of Special General Meeting

Notice is given that a Special General Meeting of the members of XYZ Club Inc will be held on [date], at [time] at [address].

The meeting will be for the purpose of considering and, if thought appropriate, passing the following special resolution:

That the name of XYZ CLUB INC. be changed to ZYX CLUB INC.

Note: This is proposed as a special resolution and must be passed by three quarters of the members who are present at the meeting and entitled to vote (in person or by proxy) on the resolution, and who do vote, in accordance with section 29 of the *Associations Incorporation Act 1981* (Vic).

Comment by Management Committee: The Management Committee unanimously believes that a change of the club's name is in the best interests of all members. This is to prevent the club from being mistaken for another well known club in the eyes of the public.

T. Bag, Secretary, [date of notice]

by authority of the Management Committee

Proxies

A member entitled to attend and vote at the special general meeting may appoint a person to attend and vote at the meeting as the member's proxy. A proxy must be a member of XYZ Club Inc.

A proxy may be appointed by returning the proxy form (attached) to the secretary at the club's registered office at [address], 24 hours before the commencement of the meeting.

Inquiries

All inquiries should be directed to the Secretary, Ms T Bag, XYZ Club Inc, 123 Frank Street, Motown, telephone (03) 3333 0000, fax (03) 3300 3300, email t.bag@xyz.org.au

Attached

- Proxy Form

Tool 3: Sample notice for annual general meeting

Note:

This notice of annual general meeting is for organisations that have their financial accounts audited by an independent auditor. Not all incorporated associations are required to have their accounts audited. For more information see [Reporting to Consumer Affairs Victoria](#) in this Guide.

XYZ Club Inc (Registration No A00003333)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the XYZ Club Inc will be held on *[date]*, at *[time]* at *[address]*.

The ordinary business of the meeting will be:

1. To confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting
2. To receive from the Management Committee reports upon the transactions of the Association during the last preceding financial year
3. To elect officers of the Association and the ordinary members of the committee
4. To receive and consider the statement submitted by the Association to members in accordance with section 30(3) of the *Associations Incorporation Act 1981 (Vic)*.

The special business of the meeting will be:

5. To receive and consider the Auditor's Report and Audited Accounts on the financial affairs of the association for the last financial year
6. To consider any other business.

T. Bag, Secretary, *[date of notice]*

by authority of the Management Committee

Proxies

A member entitled to attend and vote at the annual general meeting may appoint a person to attend and vote at the meeting as the member's proxy. A proxy must be a member of XYZ Club Inc.

A proxy may be appointed by returning the completed proxy form (attached) to the secretary at the club's registered office at *[address]*, 24 hours before the commencement of the meeting.

Inquiries

All inquiries should be directed to the Secretary, Ms T Bag, XYZ Club Inc, 123 Frank Street, Motown, telephone (03) 3333 0000, fax (03) 3300 3300, email t.bag@xyz.org.au

Attached

- Minutes of Previous Annual General Meeting held on *[date]*
- Chairperson's Report
- Treasurer's Report
- Auditor's Report and Accounts
- Audited Financial Statement
- List of Nominees for Positions on the Management Committee
- Proxy Form



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The Place To Be