



PROCEDURES FOR MEETINGS

Part 6 – Guide for Public Officers and Secretaries

PROCEDURES FOR MEETINGS

This Part of the [Guide for Public Officers and Secretaries](#) sets out the legal requirements for meeting procedures, focusing particularly on the role of the secretary of an incorporated association in Victoria.

Key Points

1. Establishing meeting procedures

Meeting procedures for incorporated associations can vary, depending on the type of organisation, the type of meeting, and the organisation's policies, practices and culture. As long as the legal requirements are met, the meeting can be as formal or relaxed as the situation allows.

2. Procedures for a general meeting

The legal requirements and common procedure at general meetings is set out in this Part.

3. Procedures for an annual general meeting

At an annual general meeting, certain matters must be considered by members and elections of the management committee may be held. A sample agenda, with guidance for the secretary, is provided in this Part.

4. Procedures for management committee meetings

The legal requirements and common procedure at meetings of the management committee are set out in this Part.

5. Voting methods

There are a range of ways in which people who are entitled to vote at a meeting can do so. A variety of voting methods are set out in a tool in this Part.

6. Proxy voting

Some organisations allow members who are not actually present at a meeting to vote by proxy – that is, by appointing someone else to attend the meeting and vote on their behalf. A flowchart tool is provided to assist you to review proxies.

7. Direct voting

An alternative to proxy voting is to allow members who are not actually present at a meeting to cast a direct vote prior to the meeting. Information about direct voting and how to amend your organisation's rules to allow direct voting is provided in this Part.

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.

1. Establishing meeting procedures

Procedures for meetings of incorporated associations in Victoria can vary considerably, depending on the type of organisation, type of meeting, the people who are attending and what is being discussed. For example, an annual general meeting of a large organisation is usually very formal, while many management committee meetings of small organisations are held in a relaxed way around a kitchen table with cups of coffee.

Generally, the larger the group, the more formal the meeting procedures (so that order is maintained and the meeting can deal with its business efficiently).

The person who chairs the meeting (usually called the chairperson or president) guides the style. As long as the legal requirements are met, the chairperson may run meetings in as relaxed or formal a style as the particular situation allows.

In establishing meeting procedures, 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**), and
- your organisation's rules (sometimes called "the constitution").

Tip:

Some customs and practices are intentionally designed to promote efficiency of time and effort, to focus on certain key meeting issues, or for other strategic purposes.

For example, an organisation may table certain reports and take them as read (that is, the meeting does not deal in detail with the report, but members may ask questions).

Remember! Check your own organisation's rules for procedures for 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 members and Consumer Affairs Victoria (**CAV**) have approved.

If you are confused about which rules apply, and whether your copy of the rules 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](#)

Each organisation also develops its own customs, practices and "culture" over time. These may not be formally reflected in the rules of the organisation. So it is important to ask about your organisation's policies and procedures (written and unwritten), as well as the rules, to find out how your organisation usually conducts meetings.

What is the role of the secretary?

The role of the secretary is discussed in detail in [Secretary's Role, Powers and Duties](#) in this Guide. In particular, for meetings, the secretary is usually responsible for the following tasks:

- preparing and distributing any reports or documents to people who are invited to the meeting (see [Preparing and Giving Notice of Meetings](#) in this Guide)
- dealing with any correspondence
- assisting in and recording the outcome of any votes taken, and
- taking minutes of the meeting (or arranging for someone else to take them) (see [Minutes of Meetings](#) in this Guide).

2. Procedures for a general meeting

A general meeting is a meeting of the members of the incorporated association, which has been convened using the procedures for general meetings set out in the organisation's rules.

In addition to basic procedures for all general meetings, there are specific requirements for particular types of general meetings, including:

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

Check your organisation's rules for the requirements (if any) about:

- the agenda for the meeting
- the "quorum" for the meeting (that is, the minimum number of members who must be present)
- how resolutions are passed
- voting methods, and
- how meetings can be adjourned.

These matters are now discussed in more detail.

Agenda for a general meeting

The agenda for a general meeting should include all business to be considered at the meeting (this should be included in the notice of meeting – see [Preparing and Giving Notice of Meetings](#) in this Guide).

Some items of business are usually listed on the meeting agenda and dealt with at every general meeting, such as:

- attendance and apologies, and
- confirming the minutes of the last meeting.

If the meeting has been convened to consider and decide a particular matter (called a "special" general meeting under the model rules), the agenda should clearly set out the issues to be determined.

If the meeting is the annual general meeting, see below, [3. Procedures for the annual general meeting](#). See also [Tool 1: Sample agenda for annual general meeting \(with explanatory notes for the secretary\)](#)

How many people need to be at a general meeting?

Before you can deal with any business at a general meeting, there must be a minimum number of the organisation's members present. This number is called the "quorum".

Your organisation's rules must specify the quorum for general meetings (item 5 of the Schedule of the AI Act). Many organisations have a rule (similar to model rule 13(2)) that the quorum for the conduct of business at a general meeting is five members, all of whom must be entitled to vote and be personally present. That is, any members present "by proxy" are not counted (see below, [6. Proxy voting](#)). Check your own organisation's rules for the quorum number. You must follow your rules.

What happens if there is no quorum?

If there is no quorum at a general meeting, your organisation's rules should set out what will happen. For example, model rule 13 provides that:

- no item of business may be conducted at the meeting unless a quorum of members entitled to vote is present when the meeting is considering that item
- if, within half an hour after the time set for the start of the meeting, a quorum is not present, then either:
 - if the meeting has been convened at the request of members — the chairperson must cancel the meeting, or
 - in any other case — the chairperson must adjourn (reschedule) the meeting to the same time on the same day in the next week and at the same place (unless another place is specified by the chairperson at the time they adjourn the meeting or by notice to members before the date of the rescheduled meeting).

Model rule 13(4) says that if a quorum is not present by the end of the first half hour of the rescheduled meeting, then, if there are at least three members present, those members shall be a quorum. This means that the rescheduled meeting will be able to deal with the items of business, so long as at least three members are personally present.

You must check your organisation's own rules. They may be different to model rule 13. Your organisation may also have particular quorum requirements for the annual general meeting.

Motions and resolutions

The words "motion" and "resolution" are often (incorrectly) used as if they mean the same thing. They don't. They have separate, but related, meanings.

What is a motion?

A motion is a proposal that a member puts at a meeting in order that some action be done or decision made about an issue. The technical procedure is that:

- a member moves the motion, and then
- another member seconds the motion.

Sometimes, members may wish to change the wording of the motion, and if so then:

- a member moves an amendment to the motion, and then
- another member seconds the amendment.

Example:

The XYZ Club calls a general meeting at which a motion is put forward by a member "that this meeting approve the lodgment of a zoning application for the association's Club House with the Melbourne City Council". Another member seconds the motion.

Then the meeting can vote to approve or pass the motion (or not).

What is a resolution?

A resolution is a motion that the meeting has approved or passed. A resolution is therefore the result of a motion (or an amended motion) put before, and approved by, the meeting. Once the resolution is passed, the meeting has made a binding decision.

There are two main types of resolutions:

- ordinary resolutions (often simply called a “resolution”), and
- special resolutions.

The requirements for passing ordinary and special resolutions are discussed in more detail below.

For information about drafting motions and resolutions, see [Minutes of Meetings](#) in this Guide.

Example:

The XYZ Club meeting votes to approve the motion “that this meeting approve the lodgment of a zoning application for the association’s Club House with the Melbourne City Council”. The motion then becomes a resolution that legally binds the XYZ Club and its members.

But, if necessary, the organisation can change or cancel its decision by passing another resolution to override the previous one.

How is an ordinary resolution passed?

Unless your rules say otherwise, an ordinary resolution is passed by a “simple majority” of members who vote at a meeting. A simple majority is when more than half of the members present and voting at the meeting, vote “in favour of” (for) the resolution.

For example, if there were 20 members voting on a motion, you would need 11 (or more) members voting in favour to pass an ordinary resolution.

Check your organisation’s rules for any particular requirements for passing resolutions (either ordinary or otherwise). For example, the rules may require a majority of all members *entitled* to vote (rather than a majority of members who actually vote) to pass a resolution.

How is a special resolution passed?

A special resolution must be passed in accordance with the requirements in section 29 of the AI Act. Special resolutions are required under the AI Act for certain important decisions, such as changing the organisation’s name or rules. Your organisation’s rules may specify other situations, or types of decisions, which require a special resolution.

To pass a special resolution at a meeting, the AI Act requires that:

- not less than three quarters (that is, 75% or more) of members who are both:
 - entitled to vote, and
 - who actually do vote at the meeting, either in person, or by proxy if allowed (see below, [6. Proxy voting](#))

must vote “in favour of” (for) the special resolution (section 29(2)(a))

- any additional requirements in the organisation’s rules about passing special resolutions must be met (section 29(2)(b)), and
- not less than 21 days’ notice of the special resolution must have been given to members (section 29(3)), and the notice must contain the complete wording of the proposed resolution (see [Preparing and Giving Notice of Meetings](#) in this Guide).

Your organisation’s rules can impose additional requirements (for example, a requirement to include certain extra information about the proposed special resolution in the notice of meeting), but cannot reduce or increase the 75% provision.

If it would be too difficult (impracticable) for your organisation to pass a special resolution in the way required by section 29(2)(a), you can ask CAV for approval to pass a special resolution in another way (section 29(2A) and (2B)). CAV has advised that an organisation may get approval if, for example, it needs to pass a motion to wind up (end) the organisation but there is a problem with the organisation’s records and it is difficult to identify all the members of the organisation, or how to contact them (for the purposes of giving notice of the meeting).

Remember!

Some decisions passed by special resolution (for example, changing the organisation’s rules or statement of purposes) are not official under the AI 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.

How is a resolution to remove an auditor passed?

There are special requirements if a resolution to remove an auditor is proposed to be passed at a general meeting (section 30C of the AI Act and see [Preparing and Giving Notice of Meetings](#) in this Guide). One of these requirements (section 30C(6)) is that, unless CAV orders otherwise, the auditor must be allowed to:

- attend the meeting at which resolution to remove them is to be considered, and
- talk to the meeting before the vote on the proposed resolution is taken.

Voting at general meetings

If members at a general meeting want to make a decision about a matter, a motion or an amendment, it is usual for each member to cast a vote — generally “in favour” (for) or “against.”

Check your organisation’s rules for any requirements about voting procedures. For example, model rule 16 provides that:

- each member has only one vote
- all votes must be given personally or by proxy (see below, [6. Proxy voting](#))
- a member is not entitled to vote unless they have paid their annual membership fees (not including the fee payable for the current financial year), and

- if there is a tied vote (that is, an equal number of votes “for” and “against”), the chairperson may vote again to decide the matter (sometimes called the “casting vote”).

For information about voting methods see below, [5. Voting methods](#).

Adjourning general meetings

Check your organisation’s rules for any provisions about adjourning (rescheduling) general meetings.

As discussed above, the rules of an incorporated association will usually require the chairperson to adjourn a general meeting if there is no quorum present after a specified time. For example, model rule 15 provides that:

- if a majority of the members present consent, the chairperson may adjourn the meeting to another time and place
- at the rescheduled meeting, the only business that may be dealt with is the unfinished business from the meeting that was adjourned, and
- 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.

Some organisations’ rules allow for a general meeting to be adjourned in other circumstances as well. You need to check what your rules say.

3. Procedures for the annual general meeting

The procedures for general meetings, discussed above, also have general application to an annual general meeting. However there are some extra considerations for the annual general meeting – these are now discussed in more detail.

Agenda for the annual general meeting

The agenda for the annual general meeting is different to the agenda for other general meetings because the business dealt with at the annual general meeting is different to the business of other types of general meetings.

Your organisation’s rules may specify the ordinary business to be conducted at the annual general meeting. For example, model rule 9(3) says that the ordinary business of the annual general meeting is:

- to confirm the minutes of the previous annual general meeting, and of any general meeting held since that meeting
- to receive reports from the management committee about the transactions of the organisation during the last financial year
- to elect officers of the organisation and the ordinary members of the management committee, and
- to receive and consider the annual (financial) statement of the organisation under section 30(3) of the AI Act.

Check your own organisation's rules to find out whether any other business (often called "special" business) can be conducted at an annual general meeting, and the type of notice required. For example, model rule 9(4) says that the annual general meeting may also conduct special business, so long as notice has been received in accordance with the rules.

For a sample agenda for an annual general meeting, see Tool 1: Sample agenda for annual general meeting (with explanatory notes for the secretary). Note this document is a guide only. You should adapt the document to suit your organisation's own rules and requirements.

Remember!

An organisation's financial statement must, by law, be considered by members at the annual general meeting. See "Preparing and lodging the annual statement" in [Reporting to Consumer Affairs Victoria](#) in this Guide.

Elections at general meetings

It is common for an organisation's office bearers (such as the chairperson, treasurer and secretary) and other members of the management committee, to be elected at the annual general meeting. However, your organisation's rules may be different.

Check your organisation's rules to find out how members of the management committee are to be nominated and elected. For example, model rule 23 says that:

- nominations must be made in writing, and signed by two members of the organisation as well as the member being nominated
- nominations must be delivered to the secretary at least 7 days before the annual general meeting
- if there are not enough nominations to fill all the positions on the management committee, additional nominations can be received at the annual general meeting, and
- if there are more people nominated than there are positions available on the management committee, a ballot must be held (see below for information about [Polls and ballots](#)).

4. Procedure for management committee meetings

What is the usual procedure?

The AI Act requires the rules of your organisation to set out the procedure at management committee meetings (item 4(e) of the Schedule). Many organisations' rules specify that the management committee:

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

Your organisation's rules may set out a procedure for management committee meetings that is essentially the same as for general meetings. However, generally, the procedure for management

committee meetings is less formal than for general meetings – mainly because of the smaller number of people involved and the need to meet more often.

Nevertheless, the management 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 (see [Secretary's Role, Powers and Duties](#) in this Guide) and details of how the meeting dealt with voting on contracts or matters to which these relate
- carefully consider the organisation's financial position, and
- approve or ratify any expenditure for the organisation.

Check your organisation's rules, policies and practices for any special requirements.

How many people need to be at a management committee meeting?

The AI Act requires the rules of your organisation to provide for the quorum at management committee meetings (item 4(e) of the Schedule). Many organisations have a rule (similar to model rule 27), which provides that:

- the quorum for a management committee meeting is any four members of the management committee
- no business can be conducted unless a quorum is present, and
- if a quorum is not present within half an hour of the time for the start of the meeting, then:
 - if the meeting is a special committee meeting — it lapses (that is, the meeting does not happen at all), or
 - if the meeting is an ordinary committee meeting — it is adjourned to the same place, time and day in the following week.

Check your organisation's rules carefully.

Adjourning management committee meetings

Your organisation's rules may include specific provisions about how and when management committee meetings can be adjourned (for example, see above for where there is no quorum). However, there may also be other circumstances where adjourning the meeting is appropriate. Check your organisation's rules.

Sub-committee meetings

Sub-committee meetings (which may involve even fewer people than management committee meetings) are also usually conducted on a less formal basis than general meetings, or even management committee meetings. However, each sub-committee should take care to record clearly their conclusions, actions and recommendations.

The secretary is responsible for ensuring that records of sub-committee meetings are properly maintained by your organisation. If the secretary is not present at a sub-committee meeting, they should arrange for someone else to take minutes, and for that person to give a copy of the minutes to the secretary.

5. Voting methods

There are various ways in which votes can be taken at a meeting. The most common methods are voting by show of hands or by poll (that is, a vote in writing). These and other methods (such as voting by voices) are discussed in more detail in [Tool 2: Table of voting methods](#).

Check carefully your own organisation's rules and policies about voting methods. Your rules may require certain methods and not allow others. They may also require different methods of voting at different types of meetings.

Tip:

The usual procedure for voting at a meeting is that the chairperson will:

- clearly state the motion to be put to the meeting
- take a vote from those present and entitled to vote
- determine the result, and
- announce the result of the vote.

How to vote on a special resolution

Voting on a special resolution should be conducted as required or permitted by your organisation's rules. The AI Act says that a special resolution is passed if the chairperson declares it has been passed, unless a member of the organisation demands a poll be taken (section 29(4), see also the following about polls).

Polls and ballots

A "poll" is a method of voting in writing on a motion (and any amendments) at a meeting. It is usually the role of the chairperson to direct the conduct of the poll and to supervise the counting of the written votes. The way in which individual members voted in the poll is not usually disclosed. When a poll is validly demanded, the result on the poll will override a vote on a show of hands.

In many organisations the rules also allow a member to request a poll. Commonly, a poll may be requested by:

- a member who questions the result of a particular vote count (for example, if the meeting is large and there is a close vote on a show of hands), or

- a member who believes that any proxies held may alter the outcome of the vote (because a holder of several proxies has only one vote in a show of hands).

Sometimes a poll must be conducted, if a certain number of members request it. For example, model rule 17 requires a poll if three or more members demand one on any issue.

A “ballot” is a method of voting for elections of office bearers and management committee members. A ballot is usually confidential, in which case it is referred to a “secret ballot”. In a secret ballot, the name of the voter is not disclosed, compared to a poll where the voter’s name is usually written on the voting paper so the voter’s right to vote can be checked (for example, that they are a paid up member).

Contested elections at an annual general meeting (that is, if there is more than one person nominated for a position) are often conducted by secret ballot.

For more information about how to conduct a poll and ballot, see Tool 2: Table of voting methods.

Abstaining from voting

Some members may decide not to vote at all (that is, “abstain from voting”) and they may wish to have the secretary record their names in the minutes as having abstained.

Other members may oppose the motion and request that their opposition be noted.

What if a vote is tied?

If a vote is tied, most organisations’ rules say (as does model rule 16) that the chairperson has a second (or “casting”) vote to decide the matter. Commonly, the chairperson will exercise this vote to maintain the existing situation (so that a controversial resolution will not be passed).

What if a member is unable to attend a meeting and vote in person?

If a member of an organisation is unable to attend a meeting to cast their vote in person, that member may, depending on the rules of their organisation, transfer their voting rights to another person (commonly called a proxy) or they may appoint another person to have “power of attorney” to vote on their behalf. For more information about these forms of “absentee” voting see below, 6. Proxy voting.

As an alternative, an organisation may, if its rules permit, implement a system of direct voting to allow members who will be absent from a meeting to cast their own vote by completing and lodging a voting form prior to that meeting. More information about direct voting, including how an organisation can amend its rules to implement a system of direct voting is provided below, [7. Direct voting.](#)

6. Proxy voting

What is “proxy voting”?

If a member of an organisation is unable to attend a meeting and vote on an issue personally, that member may be able to appoint another person to cast a vote on their behalf (that is, “vote by proxy”) at the meeting.

Terminology:

When talking about proxies, it is important to know the following definitions:

- the “donor” is the member of the organisation who appoints another person to vote on their behalf
- the “proxy holder” or “proxy” is the person who is appointed to vote on behalf of the absent member, and
- the “proxy form” is the document by which the donor appoints the proxy.

What are the legal requirements for proxy voting?

A member of an incorporated association has no general legal right to appoint a proxy (but see below, [Proxy votes and powers of attorney](#)). The power or right to appoint a proxy can be given only by the organisation's rules.

The AI Act requires the rules of an incorporated association to specify whether or not absent members are allowed to vote by proxy (item 5 of the Schedule of the AI Act). Check your organisation's rules carefully for any provisions about proxy voting.

The rules of some organisations specify a deadline for the secretary to receive proxy forms before the meeting. For example, model rule 19 says that, for a member to appoint another member as their proxy, they must give a completed (and signed) proxy form to the secretary at least 24 hours before the start of the meeting. Having a deadline in your rules avoids the secretary having to receive many proxy forms at a meeting, which can slow progress and frustrate the chairperson's attempts to deal efficiently with business.

The rules of some organisations may also allow:

- non-members to act as proxies
- a general proxy (which gives a member the right to appoint another to vote as they see fit on all aspects of the organisation's business for a certain period of time)
- a specific proxy (which allows a person to cast a vote only at a particular meeting in a particular way), and/or

- the chairperson to hold the general proxies of many absent members (and therefore enable the chairperson to exercise the proxy in any manner they see fit).

Tip:

See [Tool 3: Flowchart for reviewing proxies](#). Be sure to check the flowchart against your organisation's rules and policies before relying on it. If your rules are different, adapt the tool to suit your own circumstances.

What if the donor attends the meeting themselves?

If the donor attends a meeting for which they have appointed a proxy then, if the donor votes on an issue, the proxy holder may not vote on their behalf. However this does not mean the proxy holder has no power at all. The proxy holder may continue to act in accordance with the proxy form to vote on subsequent matters (so long as the donor does not vote).

Is the chairperson required to exercise the proxies they may hold?

If the chairperson has been appointed a proxy holder by a number of absent members, there is no broadly applicable rule about whether the chairperson *must* vote on behalf of these donors. It will depend on the wording of the document that appoints them as proxy.

It is good practice for the proxy form to set out whether the chairperson *must* vote in a particular way or whether the chairperson *may* (or may not) vote in a particular way on the resolution. If the chairperson *may* vote but does not have to, this means they have a “discretion” about exercising the proxy. If a donor appoints the chairperson as their proxy to vote on a resolution in a particular way, the chairperson must vote in that way.

Cancelling a proxy

Generally, a donor may cancel (or “revoke”) a proxy before it is exercised by:

- giving both the proxy holder and the organisation a written notice of revocation (which becomes effective as soon as it is received and which, strictly, must be received by the organisation before the meeting at which the proxy was to be used)
- granting a subsequent and superseding (overriding) proxy to the same or another person, or
- resigning from the organisation.

If a donor dies, the proxy is automatically revoked.

Check your organisation's rules carefully for any provisions about revoking proxies. For example, some organisations' rules require a donor wishing to cancel a proxy to give notice to the organisation by a certain deadline before the meeting.

If the donor has appointed a proxy for a specific meeting (see discussion of “specific proxies” above), it will only be valid for that meeting.

Proxy votes and powers of attorney

What is a “power of attorney”?

A person can appoint another person (or more than one) to have “power of attorney” for them — that is, to make decisions on their behalf, either indefinitely or for a specified period of time. This must be done in writing, signed and dated.

For more detailed information on powers of attorney, and sample forms, see the Office of the Public Advocate website: www.publicadvocate.vic.gov.au > Powers-of-attorney.

Terminology:

When talking about powers of attorney, it is important to know that:

- the “donor” is the person who appoints another person to make decisions on their behalf
- the “attorney” is the person who is appointed by the donor, and
- the “power of attorney” is both the document by which the attorney is appointed, and the actual grant of power.

A donor may cancel (revoke) a power of attorney.

Attorney may sometimes appoint a proxy or be a proxy holder

Sometimes a power of attorney gives a person the power to act on the donor's behalf on all matters (this is a “general” power of attorney). So, in this situation, the attorney would have the authority to appoint a proxy, or to be a proxy holder.

If a person says they have power of attorney to act on behalf of a member of your organisation, it is good practice to:

- ask that person for a written declaration that they have the powers they claim, and
- request to see, and then carefully read, the original copy of the power of attorney to:
 - confirm that the power exists
 - make a note of the extent of the power granted to the attorney, and
 - make a note of the period of time (if any is specified) that the power operates.

7. Direct voting

What is “direct voting”?

Direct voting is a method of voting which enables members to exercise their voting rights without having to either attend the meeting, or give their right to vote to someone else (ie. a proxy or attorney). With direct voting, members exercise their vote by submitting a binding voting form to the organisation before the meeting, in an approved manner.

Why is direct voting beneficial?

Direct voting makes it easier for a member to vote (and have their vote counted) when they cannot attend a meeting. In contrast to proxy voting (whereby a person gives the proxy their power to vote at a meeting – but does not necessarily *oblige* that person to attend the meeting and vote on their behalf), with direct voting an absent member can simply lodge their vote in writing before the meeting. Direct voting can therefore foster greater member participation in decision-making – and also avoids a situation where, for example, a proxy holder falls ill on the day of a meeting and cannot attend.

Direct voting does not necessarily replace the proxy system. It can sit alongside it. Direct voting simply provides an additional voting option to members who know they cannot attend a meeting.

Implementing direct voting

Direct voting is not available to members unless your organisation’s rules provide for it.

Remember! Check the voting provisions in your organisation’s rules. If your organisation uses rules that *do not* allow for direct voting (such as the model rules), you will need to change your organisation’s rules to implement direct voting procedures.

If your organisation’s rules do not currently allow for direct voting, you will need to change the rules to implement direct voting. In this context, you will need to consider how you want the procedure to work. For example, do you want your rules to outline the form and process for direct voting, or leave it to the committee of management to determine this form and process in the future as it sees fit?

Chartered Secretaries Australia (**CSA**) has released a [‘guide to implementing direct voting’](#). Although the Guide is designed for companies (and refers to shareholders rather than members), it contains some useful information about direct voting, [To see the CSA’s Guide, go to their website: www.csaust.com > News and Advocacy > Discussion Papers > 2007 CSA’s Guide to implementing direct voting](#) .

Note: The CSA Guide is designed for companies rather than incorporated associations. However, it may still be useful if your organisation is considering implementing direct voting. If you decide to use CSA's guide, remember to make sure the terminology is appropriate for your organisation (for example change references to 'shareholders' to 'members' of your group).

For sample wording of a new rule to allow direct voting, see Tool 4 of this Part.

Remember!

In order to change your rules, a special resolution must be passed in accordance with the requirements of section 29 of the AI Act. See 2. Procedures for a General Meeting above for more information on the specific requirements for passing a special resolution.

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 > holding meetings](#) and [Running the organisation > holding annual general meetings](#), for summary information about meeting procedures.

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 incorporated associations in Victoria.

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.

The Office of the Public Advocate has information and publications on powers of attorney. See www.publicadvocate.vic.gov.au > Powers-of-attorney

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: Sample agenda for annual general meeting (with explanatory notes for the secretary)

Note: The agenda and notes here relate to formal requirements and procedures for an annual general meeting. However, for some organisations, the annual general meeting is also a time to celebrate the organisation's achievements, and may include, for example:

- a guest speaker
- awards for volunteers, and/or
- DVD presentation of the organisation's activities.

Annual General Meeting to be held in the XYZ clubhouse, at 123 Frank Street, Motown, 1 November 2010 at 7.00pm

1. Business

The secretary is responsible for either taking, or ensuring that another person (for example, an employee of the organisation) takes, accurate minutes of what is discussed and decided on at the meeting.

2. Chairperson's welcome

The chairperson, who normally acts as chair of the meeting, calls the meeting to order and welcomes any new members and guests.

3. Apologies & attendance

The chairperson asks the secretary whether any apologies (that is, the name of any person who is unable to attend and has asked that this be noted) have been received, then asks if any member has an apology to record. These apologies are recorded in the minutes. The secretary also records the names of the people present, or circulates a book for them to record their own names (ask them to print their name clearly).

4. Minutes of the previous meeting

The secretary should have already prepared the minutes of the previous meeting. If the minutes have been distributed with the notice of meeting, the chairperson may ask the meeting if there is any objection to taking the minutes as read. Otherwise the secretary may read the minutes to the meeting.

The meeting should confirm that the minutes are an accurate record of the previous meeting. It is usual for a member who was at the previous meeting to propose this motion and for another to "second" the motion. The motion is simply, "I move that the minutes be confirmed as a true and

accurate record of the last meeting". All present may vote on the resolution, whether or not they were present at the last meeting. However, if the minutes are not correct in some aspect, a member may propose a motion to correct them. The members may vote on whether the minutes should be changed. This procedure is to agree on what was said at the previous meeting; not to re-open the debate or reverse previous decisions. The chairperson may sign a copy of the minutes (with any changes marked) and these are kept in the organisation's records.

5. Report from management committee on transactions in the previous year

The management committee (or office bearers such as the chairperson and/or the treasurer) present reports on the organisation's activities and transactions in the previous financial year. For example, the chairperson may report on matters that the management committee has dealt with in the previous year, as well as the organisation's significant achievements or milestones.

The treasurer's report usually includes details of receipts and expenditure for the previous financial year. This report may also show a comparison against a budget to date and other comments. If the financial affairs of the organisation are substantial, the treasurer should arrange for the report to be printed and distributed at the meeting (or, preferably, the report will already have been distributed with the notice of annual general meeting). The treasurer moves the adoption of the report. Then the members can discuss the report.

In large organisations with complex financial transactions, the detailed study of the budget and other financial matters has usually been delegated (by the management committee) to a finance sub-committee. The treasurer will have presented a summary report to that sub-committee, and the report from that sub-committee is presented to the annual general meeting. The treasurer and members of the sub-committee should be prepared to answer questions at the meeting.

6. Election of management committee members

If nominations for positions on the management committee have been received by the secretary before of the meeting, the chairperson (or secretary) reads the nominations aloud. If there are fewer nominations than there are positions available on the management committee, the chairperson may call for any additional nominations at the meeting.

If there is only one candidate for a position, the chairperson will state that the candidate has been elected (without a vote being taken). However if there are more nominations than there are positions available on the management committee, or if there is any opposition to a nomination (or if the organisation's rules require), a ballot is taken (usually, a secret ballot). For further information about ballots and other voting methods, see [Tool 2: Table of voting methods](#).

7. Annual Financial Statement submitted to members under section 30(3) of the *Associations Incorporation Act 1981 (Vic)*

The secretary will have already prepared the financial statement of the organisation containing the details required under section 30(3) of the *Associations Incorporation Act 1981 (Vic)* (**AI Act**) with the treasurer (and/or others with financial reporting skills). If the statement has been distributed with the notice of meeting, the chairperson may ask the meeting if there is any objection to taking the statement as read. Otherwise the secretary may distribute copies of the statement to the meeting, allow time for reading, and then the treasurer will usually summarise its key points.

It is good practice for the meeting to pass a resolution approving the statement as an accurate record of the organisation's financial position in its last financial year (and authorising the public officer to lodge the organisation's annual statement with Consumer Affairs Victoria after the meeting). It is common for a member of the management committee to propose this motion and for another to second the motion. The motion can be: "I move that the statement be confirmed as a true and fair record of the financial position of the incorporated association during and at the end of its last financial year, and that the public officer submit the statement to Consumer Affairs Victoria within one month of the date of this meeting." Then a vote may be taken. However, if a member has any concerns about the statement, or considers that its details are not correct in some aspect, a member may propose a motion to correct them. The members may vote on whether the statement should be changed.

The chairperson (or other management committee member) must sign a copy of the statement considered by members at the meeting (with any changes marked). The AI Act requires a member of the management committee (who attended the annual general meeting) to certify that the statement was presented to members. This certification, and the financial statement, must be kept by the organisation for 7 years.

8. Special business

Special business consists of matters placed on the agenda by the management committee or the secretary. Special business may also be a proposed special resolution or some other important matter to be discussed. Note: there may be particular procedures for giving members notice of special business under your organisation's rules, and there are special notice requirements under the AI Act for some matters (such as proposed special resolutions and resolutions to remove an auditor).

9. General business

At this stage of the meeting, any member may raise a question or an issue which has not yet been dealt with. These are usually minor matters, such as setting the date of the next meeting (which may be a regular yearly date, such as the first Monday in May, or another agreed date) or votes of congratulations, appreciation and/or farewells.

However, if a new resolution is proposed by a member, it should not be considered at that meeting because proper notice has not been given to all members. If additional matters of important 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. This is to avoid a situation where a member who didn't attend the meeting complains that they would have attended (and voted on the resolution) if they were aware it would be proposed.

Members who wish to raise complex issues should advise the chairperson of their intentions before the meeting, and provide a written copy of the motion they intend to move. (The rules of most organisations require this.)

10. Close

It is usual for the chairperson to close the meeting and thank members for attending. The chairperson may invite everyone for refreshments after the close of the meeting.

Tool 2: Table of voting methods

This table sets out a number of methods for voting. However the most common methods are:

- voting by show of hands
- voting by voice, and
- voting by poll (especially for important matters and/or to keep votes secret).

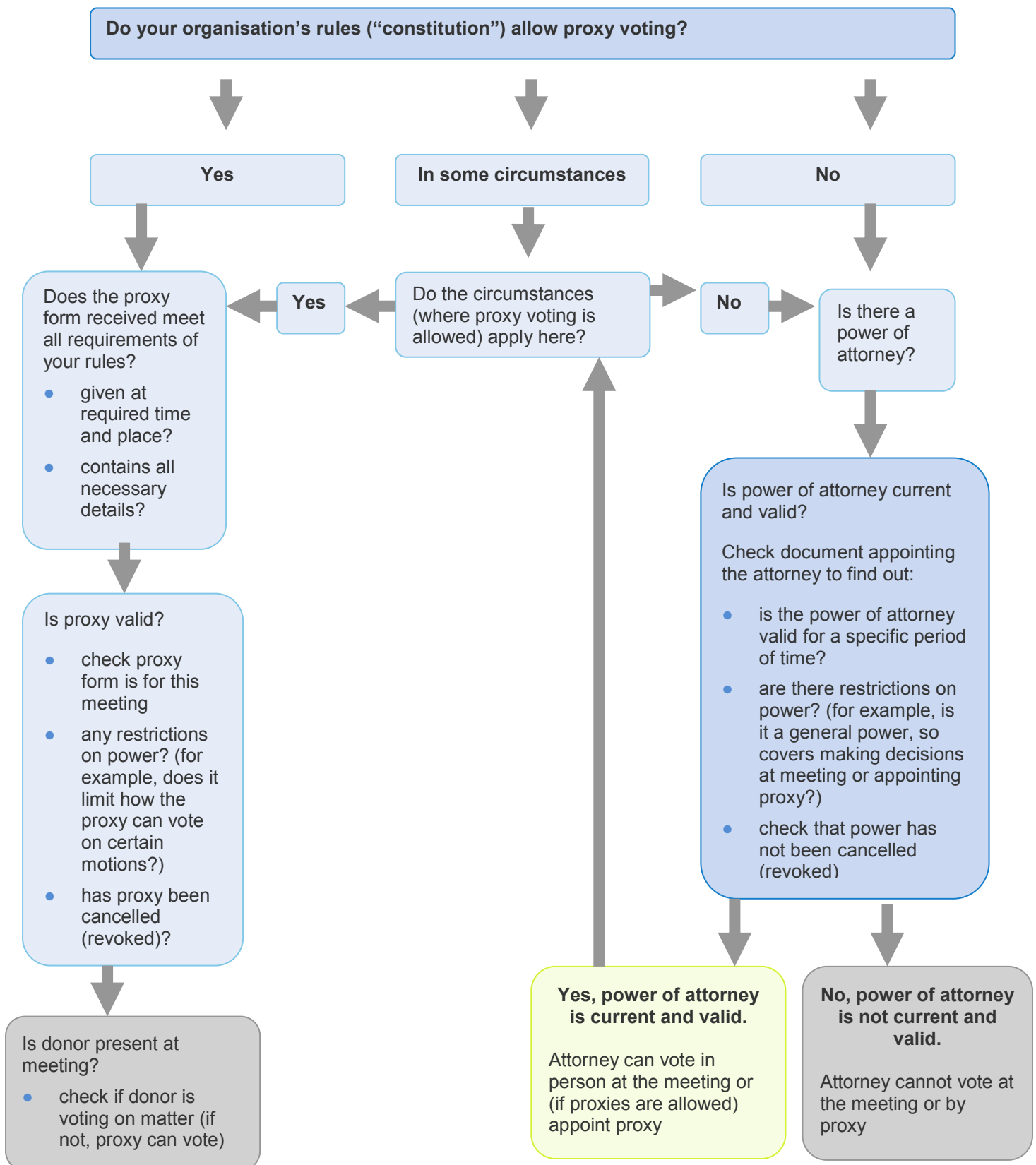
Method	How to conduct vote	How to count votes	Comments
Voting by show of hands	Chairperson requests those voting in favour of the motion to raise a hand. The procedure is repeated for those voting against the motion.	<p>Usually, chairperson (perhaps with help of secretary) counts the hands. Chairperson states whether or not the motion has been passed. Secretary records the result in the minutes.</p> <p>If the outcome of the vote is clear, it is unnecessary to count the hands. However, it is good practice to count the hands if the result of the vote will be close, and/or the result is likely to be challenged. It may also be necessary to count the hands if:</p> <ul style="list-style-type: none"> • the organisation's rules require a specific percentage majority for a motion to be carried, or • an issue must be determined by a certain minimum proportion of the members (for example, a special resolution). 	<p>Voting by show of hands is difficult to administer if there are a large number of people voting at the meeting. In these circumstances, the chairperson may ask for help (usually from the secretary) to count the votes. The chairperson may also appoint "tellers" (usually one from each voting "side" or perspective) and use those people (independently of each other) to determine the count on each vote. The tellers will help the chairperson ensure that no person raises two hands or votes for both "sides" of the motion.</p> <p>If necessary (that is, if a record is required), the chairperson can make a list of the names of people voting.</p>

Method	How to conduct vote	How to count votes	Comments
Voting by standing	A similar method to voting by show of hands. The members stand for the motion that they favour.	Usually, chairperson (perhaps with help of secretary) counts the people standing. Chairperson states whether or not the motion has been passed. Secretary records the result in the minutes.	Voting by standing can make the counting process easier and reduces the possibility of a vote being counted twice. If necessary, the chairperson can make a list of the names of people voting.
Voting by voice (or by applause)	Chairperson says, "All those in favour of the motion say 'Aye'" (or 'Yes'). After noting the volume of sound, chairperson continues "Those against say 'No'." Voting by applause is similar, except that members clap instead of saying "Aye" or "No." Voting by applause is usually for a vote of thanks.	Chairperson determines which of the "Ayes" or the "Nos" (or claps) made the more noise and states the conclusion by saying, "The 'Ayes' (or the 'Nos') have it". Secretary records the result in the minutes.	A problem with voting by voice or applause is a lack of documentation of individual votes. A written record of votes is useful if the decision is later disputed or if (as in the case of a special resolution) a three-quarters majority is required. So, if the particular matter to be voted on is contentious or if a special resolution is required, it is better to conduct a vote by show of hands, standing, or better still, by division or a poll (see below).
Voting by division	Chairperson places the motion before the meeting, saying "All those in favour, the 'Ayes', will pass to the right of the chairperson; those against, the 'No's', will pass to the left of the chairperson."	To record votes, members stand and walk past one side or other of chairperson, depending upon their vote. As each person passes, chairperson (or secretary) records their name.	Voting by division takes longer than the methods discussed above. However, it has the advantage of being accurate and straightforward to administer, as well as involving a more objective written record.

Method	How to conduct vote	How to count votes	Comments
Voting by poll	<p>Secretary prepares voting paper containing all relevant details of the matter being voted on (for example, if the poll is to change the rules of the organisation, the text of the proposed special resolution). Secretary distributes the papers to all the people entitled to vote. (If direct voting is allowed, voting forms will be distributed to members before the meeting takes place, eg. with notice of meeting.) Secretary keeps a written record of:</p> <ul style="list-style-type: none"> names of the people to whom they distributed the voting papers, and how many voting papers were distributed to each person. <p>(This is because, for example, a proxy holder may vote on behalf of several people.)</p> <p>Chairperson explains to those voting the manner of voting required by the voting paper (for example, the poll may call for a “Yes” or “No” vote).</p> <p>People who are entitled to vote record their votes in writing on the voting paper. They usually also record their name on the paper.</p> <p>Tellers (people who count the votes) collect the papers. Scrutineers (people who examine the papers) generally supervise the process. (Tellers and scrutineers can be the same people. They may be appointed by resolution at the meeting or by the secretary.)</p> <p>If any votes are doubtful the scrutineer consults with the chairperson, who makes a ruling.</p>	<p>Chairperson checks that all voting papers distributed have now been collected.</p> <p>Tellers and scrutineers count votes and inform chairperson of the result (usually in writing) as soon as it has been determined. Chairperson announces the result to the meeting.</p> <p>If a large number of people are voting (and therefore the counting could take some time), chairperson can usually adjourn the business to after voting papers have been collected and checked.</p>	<p>Voting by poll takes longer to administer than other methods but the precautions that form part of the procedure are necessary to ensure a correct count.</p> <p>The advantages of poll voting are that:</p> <ul style="list-style-type: none"> the votes are made in writing all people entitled to vote have an opportunity to do so, (because, if the rules allow for proxies and/or direct voting, proxies are issued additional ballot voting papers and ‘direct votes’ are counted), and members with more than one vote each (that is, differential voting rights) have a say in proportion to their voting entitlement (which may help prevent an overbearing or noisy minority from influencing the vote).

Method	How to conduct vote	How to count votes	Comments
Voting by ballot (for election of management committee)	<p>Secretary prepares ballot paper containing all relevant details of the matter being voted on (for example, the names of all nominated candidates).</p> <p>As with a poll, secretary distributes the papers to all the people entitled to vote and keeps a written record of:</p> <ul style="list-style-type: none"> names of the people to whom they distributed the ballot papers, and how many ballot papers were distributed to each person. <p>Chairperson explains to those voting the manner of voting required by the ballot paper (for example, the ballot may require people to indicate their preference by placing the number 1 against their first preference and placing the number 2 against their second preference).</p> <p>As with a poll, tellers (people who count the votes) collect the papers, and scrutineers (people who examine the papers) generally supervise the process.</p> <p>If any votes are doubtful the scrutineer consults with the chairperson, who makes a ruling.</p>	<p>Chairperson checks that all ballot papers distributed have now been collected.</p> <p>Tellers and scrutineers collect and count votes and inform chairperson of the result (usually in writing) as soon as it has been determined. Chairperson announces the result to the meeting.</p> <p>If a large number of people are voting (and therefore the counting could take some time), chairperson can usually adjourn the business to after ballot papers have been collected and checked.</p>	<p>The benefits of a ballot are similar to those of a poll (see above).</p> <p>Ballot papers usually do not record the name of the voter (in which case it is a “secret ballot”). The secrecy of the process is designed to avoid voters being influenced by other people’s votes or feeling pressured to vote in a particular way.</p>

Tool 3: Flowchart for reviewing proxies



Tool 4: Sample wording for allowing direct voting in your rules

Below is a sample clause which could be included in an organisation's rules to allow 'direct voting' by members of the organisation. Read the wording carefully.

Consider whether this procedure is suitable for your organisation. Note that the wording gives the committee of management a *discretion* to allow direct voting at a general meeting – in other words, members do not have an *automatic* right to direct voting at every meeting.

You may like this wording, or you may need to adapt the clause or use different wording altogether, - it depends on your organisation's needs. If necessary, seek legal advice about changes to your rules.

“The committee of management may determine that at any general meeting of the Association, a member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution.

If the committee of management determines that votes may be cast by direct vote, the committee of management may specify the form, method and manner of casting a direct vote and the time by which a direct vote must be received by the Association in order for the vote to be valid.”



Address: PO Box 16013, Collins Street West, Melbourne 8007

Phone: 03 8636 4400

Fax: 03 8636 4455

Email: connect@pilch.org.au

Web: www.pilchconnect.org.au

Facebook: www.facebook.com/pilchconnect

Twitter: www.twitter.com/pilchconnect

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