

AGMs – Practical Guide for LSV Affiliated Clubs (general information only)

1. Annual General Meeting (AGM) requirement

The *Association Incorporation Reform Act 2012 (Vic)* (**AIR Act**) requires incorporated association (**Club**) to hold an annual general meeting (**AGM**) every year.

In light of recent events (e.g. COVID-19) and the potential risks in holding an 'in-person' AGM given our diverse group of volunteer members, LSV provides the following AGM guidance to its affiliated Clubs.

More general information from Surf Life Saving Australia is **attached**.

Practical Victorian and LSV specific guidance is set out below.

2. When does my Club need to hold its AGM?

The deadline to hold a Club AGM is usually set out in the Club's Constitution (e.g. within XYZ days/months after the end of your financial year).

If your Club constitution is silent on this, or your Club has adopted the 'Model Rules', then the Club must hold its AGM within 5 months of the end of each financial year.

If you are unable to hold your AGM within the required timeframe, Consumer Affairs Victoria (**CAV**) approval may be required (including payment of a fee).

You can apply for an extension of time to hold your AGM by filling out and submitting the form here:

<https://www.consumer.vic.gov.au/clubs-and-fundraising/incorporated-associations/running-an-incorporated-association/meetings> (part way down, under the heading "Apply for an extension of time to hold an annual general meeting").

3. Can my Club hold a virtual AGM? (e.g. via teleconference / video conference)

Subject to your Club constitution, generally yes.

The AIR Act permits AGMs to be conducted at two or more locations using technology, provided every person can hear and be heard. This can be via a combination of 'in-person' and 'virtual' means (e.g. teleconference/video conference, etc).

Consideration should be given to the practicalities of holding the meeting by teleconference/video-conference. See **attached** guidance from SLSA.

4. Notice of AGM / Agenda

Under the AIR Act, you must give notice to your members irrespective of how the AGM is to be held.

Your Club constitution should set out the specific requirement of this, such as:

- method of giving notice (e.g. email, post, in-person, etc);
- length of prior notice (e.g. 14/21/28 days, etc);
- details of the meeting (e.g. proposed date/time, venue, voting requirements, proxies, etc); and
- specific details/items to be considered (e.g. re-election of office bearers, special resolutions), etc.

Should you decide to hold a virtual AGM, clear details of how to join the meeting should also be provided, as well as a 'procedural' motion (See **attached**).

In addition to the official notice, it is suggested that you include a cover note advising that your Club Board/Committee will review and will formally notify the membership should anything change (e.g. postponement due to prevailing circumstances, etc).

5. Postponing a scheduled AGM

Closer to the day of the AGM, your Club Board/Committee should consider whether the AGM should still proceed in light of the prevailing circumstances.

Should your Club Board/Committee decide that the AGM be postponed, you should:

- Minute this decision, along with the reasons, in the Board/Committee meeting minutes (e.g. government guidance, current restrictions, high-risk members in membership, consideration or availability of virtual option, etc);
- Notify your membership of such, as well as the new date of the AGM, as soon as possible;
- If the postponement is outside of the AGM deadline, apply for an extension from CAV (see above).

6. What happens to named officeholders (e.g. President, Secretary, Treasurer, Committee Members, etc) if my AGM is postponed?

Your Club constitution usually specifies when an officeholder's position ends (e.g. the start of the next AGM, the end of the next AGM, etc).

If a meeting is postponed to a later date, an officeholder/s would usually hold office until that later date.

7. Meeting

At the AGM (whether in-person or virtual), usual meeting protocols and procedures continue to apply (e.g. quorum, voting, etc).

8. Post-Meeting

Following the AGM (whether in-person or virtual), usual post-meeting protocols continue to apply. E.g. timely preparation of minutes, actions, lodgement of financials, etc.

9. Further Information:

For further information, please refer to:

- **Justice Connect: Not-For-Profit Law:** Fact sheet: Calling and holding meetings (Legal Information for Victorian incorporated associations)

https://www.nfplaw.org.au/sites/default/files/media/Calling_and_holding_meetings_VIC.pdf

- **Consumer Affairs Victoria:** Meetings – incorporated associations

<https://www.consumer.vic.gov.au/clubs-and-fundraising/incorporated-associations/running-an-incorporated-association/meetings>

- **Australian Charities and Not-for-profit Commission:** Annual General Meetings and the ACNC

<https://www.acnc.gov.au/tools/other-resources/annual-general-meetings>

Should LSV affiliated Clubs require further information, please contact your LSV Volunteer Support Officer who can connect you with LSV's Governance Specialist.

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