Annual General Meetings

This Factsheet has been prepared to assist Outside School Hours Care services in New South Wales that are operated as part of an Incorporated Association, plan their Annual General Meeting. This Factsheet must not be relied on as legal advice. For specific information about this topic, refer to the Department of Fair Trading.

For the purposes of this Factsheet it is assumed that the Approved Provider is the management committee.

HOW OFTEN MUST AN ANNUAL GENERAL MEETING BE HELD?

An association’s management committee must ensure that an annual general meeting (AGM) is held within 6 months after the close of the association’s financial year. The association’s constitution must specify its financial year, for example, the financial year may run from January to December, or it may run from July to June.

In the case of a new association, the first annual general meeting must be held within 18 months from the date of incorporation.

HOW IS AN AGM CALLED?

The constitution for the association should state the manner of calling an AGM and the manner in which notice of the AGM is to be given. The notice convening the meeting should specify that the meeting is the Annual General Meeting and not an ordinary meeting.

The committee must notify each member of the association of the place, date and time of the meeting and the nature of the business, including the fact that it is the AGM. The notice must be given not less than 14 days before the date set for the meeting. However, notice of any special resolution to be discussed at the meeting must be given to members not less than 21 days before the AGM.

WHAT BUSINESS IS CONDUCTED AT AN AGM?

The business of an AGM is normally to:

★ Confirm the minutes of the last AGM and of any special general meeting held since that meeting

★ Receive reports on the activities of the association during the last financial year. The committee may also require the nominated supervisor to present a report to the meeting

★ Elect office bearers and ordinary members of the committee

★ Receive the association’s financial statements; and

★ Conduct other business of which notice has been given to the members.

PREPARATION FOR THE AGM

The AGM is usually organised by the Secretary, with assistance from the rest of the organisation, but this can be altered if someone else volunteers. It is important, though, that everybody in the organisation knows who is responsible. In preparation for the AGM:

★ Check your constitution to clarify when the meeting needs to be held, e.g. 14 days or 21 days prior to the meeting

★ Decide on a date, time and place for the meeting to be held. Where possible plan this to ensure that as many members as possible can attend

★ Advertise the AGM to all members, giving the appropriate number of days notice as per the constitution

★ Confirm which of the current members and office bearers (Chair, Deputy Chair, Secretary, Treasurer) will be re-nominating for the coming year and who will be retiring. Check your constitution to see if anybody is ineligible to stand for a position on the committee. If there are vacancies, make sure that you have approached people who are willing to fill them and remember that there may be people who come forward at the meeting itself. Most importantly, try to ensure that you have enough nominations to fill the available positions. If people are to be nominated in their absence, have them sign a document saying that they are willing to stand

★ If more than one person nominates for any office, or if there are more nominations than there are places on the committee, there must be an election. An election can take place through a show of hands or by secret ballot. Decide how the voting will be handled and consider getting
nominations in writing prior to the meeting for record keeping purposes. Have ballot papers prepared in case the need for a vote is required.

- Prepare copies of the minutes of the last AGM, the current Annual Report, Financial Statement and any other document that will be distributed. Make sure there are sufficient copies for all attendees and anyone else who might request them. Have a copy of the constitution available at the meeting.

- Ensure that the financial records are given to the Auditor well in advance of the meeting to ensure a financial statement can be prepared and presented at the meeting. Provide the auditor with the date, time and place of the AGM in writing. Have a nomination ready for the position of next year’s auditor from somebody you have approached and who is willing to act (this could be the current auditor).

- Allocate responsibilities for managing the meeting, for example, Chair, Minute-taker, persons who will be presenting Reports, Returning Officer, etc.

**Financial Statement**

Associations are required to present their financial statement for the previous financial year to the members at the annual general meeting. The financial statement must give a true and fair view of the association’s affairs and must include an income and expenditure statement and a balance sheet that sets out the sources of income and expenses, assets and liabilities.

It is recommended that an accredited auditor, who is independent of the association, prepare the financial statement and where possible, this person should be present at the AGM to answer any questions in relation to the financial statement.

If an incorporated association fails to hold an annual general meeting or to submit financial statements to members, then each member of the committee of the association will be guilty of an offence and liable to a penalty.

**Returning Officer**

The role of the Returning Officer is to conduct the election of the Committee members. The Returning Officer is usually some one who is not a member. This could be an ex-committee member, school principal, or other local community member.

Information relating to the responsibilities of the Returning Officer can be downloaded at:


**Sample AGM Agenda**

1. Welcome by chairperson
2. Apologies
3. Confirmation of minutes of the previous AGM
4. Business arising from the previous minutes
5. Chairperson’s report – written and a verbal summary of the previous years activities
6. Nominated Supervisor/Coordinator Report - written and a verbal summary of the previous years activities
7. Treasurer’s report and presentation of audited financial statement
8. Election of Management Committee members for the coming year
9. Special resolutions (if any)
10. General business
11. Guest speaker (if any)
12. Date of next meeting (if known)
13. Close

**After the AGM**

- Make sure that the minutes are written up as soon as possible after the meeting and filed securely for the next AGM.

- Ensure that you send any necessary documentation, to the Department of Fair Trading and to the Regulatory Authority (see below).

- Retiring office bearers must hand over the operations to the new person, together with all documents, seal of incorporation, bank details, etc. Retiring officers should also give their successors briefings describing key processes and current priorities and challenges.

- If any of the people who are retiring from the committee are signatories to the organisation’s bank account, have the necessary forms on hand so that the new signatories can be authorised after the meeting.
Documentation to be submitted to the Department of Education and Communities (DEC) – the Regulatory Authority:

- Form PA08 – Notification of Change to Information About Approved Provider

This form must be submitted within 14 days following the appointment or removal of a person with management or control of the service. This form can also be used to notify the Regulatory Authority of change of contact details.

This form can be downloaded from the ACECQA website at:

Documentation to be submitted to Department of Fair Trading:

- Form A9 - Notice of appointment of public officer and Notice of change of association address
This form must be lodged by the public officer of the association within 28 days after taking office as the public officer or within 28 days of a change in the official address of the association.

- Form A12 - Annual summary of financial affairs
The public officer is required to lodge an annual summary of financial affairs within one month after the holding of the AGM and not later than 7 months after the end of the financial year of the association, whichever is earlier, unless an extension of time for holding an AGM or to lodge and annual summary is allowed by the Director-General.

These forms can be downloaded from the Department of Fair Trading website at:
http://www.fairtrading.nsw.gov.au/About_us/Our_services/Forms/Associations_forms.html