



## Meetings

Meetings are an essential part of ensuring good corporate governance. To make sure members can exercise their rights in running their corporations, meetings must be held according to the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (the CATSI Act). But sometimes holding meetings can be very difficult for corporations in remote parts of Australia, especially if members are located over a large area. The CATSI Act was designed to be flexible to accommodate the needs of these sorts of corporations.

This fact sheet will explain how to hold and run meetings under the new law, and **identify which parts of the law can be altered by a corporation's rule book**. Make sure you check your rule book.



### General meetings

General meetings must be held for a proper purpose (such as to pass a resolution, to change the constitution etc.) and at a reasonable time and place. A new corporation must hold its first general meeting within three months of registration. Other than this, rules for calling a general meeting are as follows:

A director can call a general meeting.

**The corporation's rule book may change this.**



Members can ask a director to call a general meeting. The table explains how many members must make the request based on the number of members in a corporation. It must be in writing and signed by those members making the request. It must also state any resolution that is to be proposed at the meeting and be given to the corporation.

No. of members in corporation	No. of members required to ask for a general meeting
2 to 10	1 member
11 to 20	3 members
21 to 50	5 members
51 members or more	10 per cent of members

The Registrar may call a general meeting if:

- the corporation has called a general meeting and it has not been held for 14 days after the day it was scheduled or
- the required number of people has asked for it (see table above)
- the corporation has not held a general meeting within three months of its registration or
- the Registrar is satisfied in all the circumstances that there needs to be a general meeting.

A general meeting called by the Registrar can be for any purpose, and is to be chaired by the Registrar or someone authorised by the Registrar.

### Notices

Three weeks (21 days) notice of a meeting is required, although that period can be reduced if 95 per cent of the members agree beforehand. The period cannot be reduced if the removal of a director or auditor, or the appointment of a replacement director is proposed.

A director can deny a request from the members for a general meeting by applying to ORIC within 21 days of the original request explaining why they believe the meeting is either pointless, unreasonable or would be against the interests of the members.

Notice of a general meeting must be given to:

- the directors
- the members
- the corporation secretary or contact person
- any observers entitled to attend
- the auditor (if there is one).

Notice may be sent through the post, by fax, personally (by informing someone directly), or through other electronic means (e.g. email). **The corporation's rule book may also authorise other methods of notice.**

If notice is sent through the post, it is taken to be given three days after it is posted.

If it is sent by fax or other electronic means then notice is taken to be given on the business day after it is sent.

## What kind of information must notice of a meeting contain?

A notice of a meeting must contain information about:

- the place, date and time for the meeting
- the general nature of the meeting's business
- the intention to propose a special resolution (if any) and the words of the resolution.

If proxies are allowed the notice must contain information about:

- whether a member is entitled to appoint a proxy (if proxies are allowed then the rules regarding the appointment of proxies, and who may be a proxy, must also be included).

A meeting may be held at two or more venues, by using technology such as video or teleconference.

## Annual general meetings

A corporation must hold an AGM each year within five months after the end of the financial year. Corporations with only one member are not required to hold an AGM.

A corporation may lodge an application with the Registrar to extend the period within which an AGM is required to occur. If the corporation applies before the end of that period, the Registrar may write to the corporation, extending the period.

If the corporation still hasn't held its AGM within the five months or the extended period, the Registrar may call it. An AGM called by the Registrar is to be chaired by the Registrar or someone authorised by the Registrar.

For the purposes of the CATSI Act, an AGM is a type of general meeting held on a yearly basis, and therefore most of the general meeting rules about quorums, notices, minutes etc. apply.

## Directors' meetings

The rule book of a corporation must specify how often directors' meetings are to be held. ORIC recommends that directors meet at least every three months. A directors' meeting may be called by a director giving reasonable notice to every other director individually. The directors may elect the chair of a meeting from their ranks. **The corporation's rule book may change this.**



Resolutions at a directors' meeting must be passed by a majority of the votes cast by directors entitled to vote. The chair has a casting vote, if necessary.

## Auditors at general meetings

Auditors are entitled to attend any general meeting of the corporation. The auditor is entitled to be heard on any part of the business of the meeting that concerns the auditor, even if they retire at the meeting or are removed from their position at the meeting. An auditor may authorise in writing a person to speak at the meeting as their representative.

## Chairing

Usually the directors elect an individual to chair general meetings. However, the members of a general meeting must elect someone to chair the meeting if:

- the directors haven't already elected a chair or
- the previously elected chair is not available or declines to act.

**The corporation's rule book may change this.**



If the vote is drawn or tied, the chair has a casting vote. Members may demand a poll if they disagree with the decision announced by the chair.

**The corporation's rule book may change this.**



## Minutes of meetings

A corporation must keep minute books in which it records within one month:

- proceedings and resolutions passed at general meetings and/or directors' meetings
- resolutions passed by members without a meeting
- resolutions passed by directors without a meeting
- if the corporation has only one director—the making of declarations by the director.

Minutes may be kept in writing, audio or audio-visual form.

*In audio or audio-visual form:* each person at the meeting must state on the recording their name and the name of any proxies they hold. The chair of this meeting or the next meeting must sign a declaration confirming they are an accurate account.

*In written form:* the chair of this meeting or the next meeting must sign the minutes.

Certain books and registers of large corporations must be available for inspection by members at the corporation's registered office every business day from at least 10 am–12 pm and 2 pm–4 pm.

Small and medium sized corporations must make certain books and registers available within seven days of a member's written request for inspection.

## Resolutions

Notice of a resolution proposed by members must be in writing, and it must be signed by at least the required number of members as described in the table below.

No. of members in corporation	No. of members required to pass a resolution
2 to 10	1 member
11 to 20	3 members
21 to 50	5 members
51 members or more	10 per cent of members

Notice of the resolution proposed by members must be given to all members, in the same way as notice is given of the meeting itself. The corporation must bear the cost of giving members notice of the resolution.

After notice of a members' resolution has been given to a corporation, it can be considered at the next general meeting, as long as it occurs more than 28 days after the notice is given.

Notice of a resolution need not be given if the resolution is defamatory. This protects the corporation from having to publish anything that might expose it to risk of legal proceedings.

A corporation may pass a resolution without a general meeting. All the members entitled to vote on it must sign a document stating they are in favour of the resolution. A resolution is passed when the last member signs.


Corporations with one member may pass a resolution by the member recording it and signing the record.

## What is a quorum?

A quorum is the minimum number of members required at a meeting.

Under the CATSI Act, the following numbers apply.

No. of members in corporation	No. of members required for quorum
20 or fewer	2 members
21 to 30	3 members
31 to 40	4 members
41 to 50	5 members
51 to 60	6 members
61 to 70	7 members
71 to 80	8 members
81 to 90	9 members
91 members or more	10 members

The corporation's rule book may change this. 

Proxies or body corporate representatives are counted in a quorum; however, if a member has multiple proxies, only one of their proxies should be counted.



## Voting

Each member has one vote, both on a show of hands and at a poll—**this can be changed by the corporation's rule book**. The chair has a casting vote and, if also a member, a vote as a member.



Generally, a resolution put to the vote at a general meeting is decided on a show of hands unless a poll is demanded. Polls can be demanded on any resolution by:

- at least five members entitled to vote on the resolution
- members with at least five per cent of the votes that can be cast on the resolution
- the chair.

**The corporation's rule book may change this.**



A poll can be demanded immediately after voting results on a show of hands are declared, and the chair can direct how it is to be taken. The corporation's rule book can change some of these requirements.

Before the vote is taken, the chair must inform the meeting whether there are any proxy votes and how they are to be cast. On a show of hands, the chair can declare the result, as long as it accurately reflects the votes and proxies. The result needs to be recorded, but the numbers of votes each way do not.

An objection or challenge to the right to vote can only be made at the meeting, and must be determined by the chair, whose decision is final.

## What is a proxy?

A proxy is a person who has been given the power to vote or attend a meeting on behalf of another member.

Any member of a corporation who is entitled to attend and vote at a general meeting may appoint a person as proxy to attend and vote. The proxy may be an individual or a body corporate. **The corporation's rule book may change this.**



For the appointment of a proxy to be valid, it must be in writing and signed by the member making the appointment. It must contain:

- the member's name and address
- the corporation's name
- the proxy's name or the name of the office held by the proxy
- the meetings at which the appointment may be used.

For the appointment of a proxy to be effective the corporation must receive the proxy's appointment and, if legal confirmation of an appointment is required, the authority under which the appointment was signed or authenticated. The corporation must receive both 48 hours before the meeting.

A person can be a proxy for a maximum of three people.

**A corporation's rule book may change some of the rules relating to proxies.**



## Exemptions

A corporation can apply to the Registrar requesting that it be exempt from the provisions described in chapter five (Meetings) of the Act. An application must:

- specify the relevant provision
- be authorised by a resolution of the directors
- be in writing and signed by a director
- be lodged with the Registrar.

The request may be subject to conditions and can be indefinite or limited to a specified period.

The Registrar may, in writing, revoke, vary or suspend a decision to exempt a corporation. The Registrar must give the applicant written notice within 28 days of altering the conditions or validity of the decision.



## REMEMBER these dates

**Between 1 July and 30 November every year—**  
hold your AGM.

**Between 1 July and 31 December every year—**  
send ORIC your reports

### Further information

freecall: 1800 622 431  
(not free from mobiles)

email: [info@oric.gov.au](mailto:info@oric.gov.au)

website: [www.oric.gov.au](http://www.oric.gov.au)