

## INFORMATION SHEET

# Annual General Meetings and COVID-19

Many sporting organisations in Tasmania are incorporated and are required to comply with the *Association's Incorporation Act 1967* (the Act). This includes the conduct and timing of Annual General Meetings, and the submission of Annual Returns.

As a result of the COVID-19 restrictions currently in place for public gatherings, some associations may find it difficult to comply with the legislative requirements to hold an Annual General Meeting (AGM).

### What does the organisation's constitution say about AGMs?

Sporting organisations should check whether the constitution allows alternate ways to fulfil its legislative obligations. Specifically, the constitution may allow:

- A 'virtual' or remote AGM either online or via teleconferencing. This may include a hybrid AGM where there is a physical location and online facilities.

- Delaying the holding of the AGM to a later date.

### What if the constitution does not detail alternative options?

If an organisation has drafted its own constitution, rather than adopting the Model Rules, and the constitution is silent on a topic, the constitution may adopt what the Model Rules state for that situation. The only exception is if the organisation's constitution specifically excludes the Model Rules or if the provision within it is inconsistent with the Model Rules.

#### Delayed AGMs:

Section 13, Subsection 2 of the Model Rules outlines that an AGM is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the committee determines.

#### Virtual AGMs

The Model Rules do not include specific information on virtual or remote AGMs. The Model Rules includes guidelines for holding an AGM in Sections 13 through 22. If an organisation can meet these guidelines in a virtual or remote format, the organisation may hold a virtual or remote AGM. Note that under the Model Rules organisations are unable to vote on special resolutions using technology.



### **What happens if an organisation's constitution does not allow for a virtual AGM and there is no option to delay?**

If the organisation is unable to hold its AGM due to COVID19 restrictions, it should contact Consumer, Building and Occupational Services (CBOS) immediately to discuss its specific circumstances.

### **How to hold a virtual AGM**

If the organisation holds a 'virtual' AGM, it should adhere to good governance practices. Virtual AGMs must be held in accordance with the Constitution and/or the Model Rules. This includes the provision of notice to members, calling for notices of motion, having a quorum and in the procedures adopted at the AGM itself.

It is important that all attendees at your AGM can participate in real time, and that everyone can hear and participate in the conversation as it occurs. Ensure that participants are given plenty of opportunity to ask questions.

There are many tools available to hold virtual or hybrid meetings. Clubs should contact their State or National Sporting Organisation who may have tools and platforms available for conducting virtual meetings. Digital Ready Tasmania also provides information on various video conferencing tools: <https://digitalready.tas.gov.au/>

If the organisation is using a new platform it should test the technology before the meeting to ensure it works as anticipated. Send all attendees a clear agenda and instructions on how to join the meeting.

### **Will an organisation be penalised for delayed lodgement of its annual return?**

Under the Act, annual returns should be lodged within six months of the end of an organisation's

financial year, otherwise an organisation may receive a penalty.

If an organisation believes it may not be able to lodge its annual return in accordance with the Act, the organisation should contact CBOS prior to the reporting deadline.

### **Where can I get more information?**

Consumer, Building and Occupational Services is responsible for regulating Incorporated Associations in Tasmania. For more information or for specific enquiries about an organisation phone 1300 65 44 99 or visit the website at [http://www.consumer.tas.gov.au/registrations/incorporated\\_associations](http://www.consumer.tas.gov.au/registrations/incorporated_associations)

Not-for-Profit Law is running several webinars and has resources relevant to COVID-19, including a COVID-19 and AGMs. Webinar. For more information visit:

<https://www.nfplaw.org.au/covid19>