

# Memorandum

<b>To:</b> SLSNSW Club Management Teams
<b>From:</b> Phil Ayres, Chief Operating Officer, Surf Life Saving NSW
<b>Date:</b> 26 March 2020
<b>Pages:</b> 3
<b>Subject:</b> Annual General Meeting Advice for Club Management Teams

## NOTES FOR SLS ENTITIES ON CONDUCT OF ANNUAL GENERAL MEETINGS (AGMS)

1. Associations incorporations acts in most jurisdictions address the timing of AGMs. This is generally within 3 to 6 months from the end of the association's financial year. The end of the financial year and the timing of the AGM should be set out in the constitution.
2. Some States' Associations legislation expressly acknowledge the use of technology for the purposes of association meetings. It may also be captured in an association's constitution. Such meetings may be held at two or more venues through technology that affords instantaneous communication and that a member participating thereby is taken to be present at the meeting and if the member votes at the meeting is taken to have voted in person.
3. Even in those States that do not have such express terms or those entities' constitutions do not provide for electronic meetings, **AGMs can still be held electronically**. Your SLS entity **will need to avail** itself of some form of electronic platform by which it can hold the meeting. Such platforms include Skype, Microsoft teams, Zoom or Redback connect. Depending on the number of members it could also be held by telephone. Note when looking at a platform seek one that registers attendees so you can track members and guests attending and have a clear record as to who is present in the electronic meeting room. Zoom for example does this and also allows persons in the meeting to raise an electronic hand (to vote) and to ask questions electronically. Your State Centre may be able to assist you with accessing an appropriate platform for your entity.

***For further support with video conferencing, please contact your local development officer - On the Ground staff or email [development@surflifesaving.com.au](mailto:development@surflifesaving.com.au)***

4. SLS entities should seek to apply the following steps:
  - (a) Ensure your AGM date is within the timeframe set by your Act and your constitution.
  - (b) Determine the latest possible time you can schedule your AGM to allow you more time to source a suitable electronic solution OR to fall within any relaxed meeting/public gathering directives in place at the time.
  - (c) If you believe you will be unable to hold your AGM within the required timeframe you may apply to the NSW Department of Fair Trading for an extension of time to

hold the AGM and/or lodge annual returns. Please ensure you make application well before the notice periods of your AGM (as per your Constitution).

[https://www.fairtrading.nsw.gov.au/\\_data/assets/pdf\\_file/0011/483662/Form-A11-Application-for-extension-of-time-for-holding-AGM-or-lodging-annual-summary-of-financial-affairs.pdf](https://www.fairtrading.nsw.gov.au/_data/assets/pdf_file/0011/483662/Form-A11-Application-for-extension-of-time-for-holding-AGM-or-lodging-annual-summary-of-financial-affairs.pdf)

- (d) Regardless of the date of your AGM, ensure all Financial Statements and returns are completed anyway.
- (e) If possible, given the nature and requirements for the AGM this year try NOT to have any special business at the AGM other than the statutory business required under the constitution and your Act.
- (f) Issue your notice for AGM as usual and in accordance with your constitution. **PLEASE ENSURE** the notice states that the meeting will be held electronically and also state the technological platform that will be used and that the relevant access will be sent to members or made available through the entity's website prior to the meeting.
- (g) Ensure the notice periods and other timeframes required in the Constitution are followed regardless of the format of the meeting
- (h) Regardless of the platform the meeting will need to ensure it meets the quorum requirements under your constitution. So, if you require 20 voting members present for a quorum you will need to ensure that you have these numbers and are aware who is present. As noted above some electronic platforms allow you to register attendees (so name) and whether they are a voting member or a guest. Some electronic platforms have a "raise hand" function which can be used to call for a vote.
- (i) The notice for and agenda of the business for the meeting should have the following procedural motion as the first item of business after the meeting is opened:
 

*"MOVED THAT the format and conduct of the meeting be accepted and that any challenge arising from any procedural irregularity in, or to, the conduct of the meeting be waived."*
- (j) This motion is an ordinary resolution and should be passed by an ordinary majority of voting members (50% + 1).
- (k) All reports and other documents to be considered at the meeting including the annual financial statements should be made available to members either by email or to a private link to the entity's website. This should be done as far in advance of the meeting as possible.
- (l) When the notice is sent and previous AGM minutes and the current reports are provided to members, members should be asked to submit any questions they have to a dedicated email address so answers to all questions received can be prepared and provided prior to the meeting. These questions can be referred to at the meeting if necessary.

- (m) Note the putting of resolutions at the meeting should be put in the negative first so the chairman should call for all votes against first. If none are received the positive can be put with the assumption that the members are in favour of the resolution.
- (n) The chair should follow the agenda and ensure it is clear when the meeting is moving to a new agenda item. See attached Tips for chairing electronic meetings.
- (o) Minutes should be recorded and prepared as normal. These will also state that the meeting was held electronically. It is important to know who was in attendance so these can be recorded in the minutes.
- (p) Please note that associations can also seek extensions in which to hold their AGMs and can also postpone the AGM. If the members do not want the meeting to proceed electronically it can also be adjourned (if opened).

## CHAIRING VIRTUAL MEETINGS

### PREPARATION

1. Ensure and test (directly, or via your entity administrator) your virtual meeting IT requirements (including ensuring all participants have access to dial-in details, IT Support, correct time, etc).
2. Ensure agenda sent out beforehand (including papers). Avoid distributing new papers during the meeting.

### AT THE MEETING

3. Maintain control of the meeting. Ensure meeting stays on track (as per the agenda), and participants do not become too unruly. Usual 'in-person' meeting techniques apply:
  - (a) Chair to intervene when a particular discussion has gone too far.
  - (b) Chair to stop arguments and ensure everyone has had opportunity to speak.
  - (c) Chair (directly, or via Company Secretary) should be able to mute participants, if required.
4. At start of meeting, conduct a role call (directly, or via Company Secretary), so everyone knows who is on the call, and lay down meeting protocols. During meeting, any late/new participants should be introduced.
5. At beginning and throughout meeting, establish and enforce key meeting protocols:
  - (a) Depending on platform ask attendees to mute themselves, to avoid background interference.
  - (b) Ask attendees to remain focused on the meeting (avoid multi-tasking / checking emails, etc) to avoid unnecessary repetition.
  - (c) Chair to be clear on which agenda item is being considered, and then invite Agenda Item lead to introduce item.
  - (d) Again depending on platform each attendee is to identify themselves before making comment. Comments to be succinct and prioritized.
  - (e) If more than one attendee wishes to comment, Chair to intervene and then invite each person to speak.
  - (f) At the end of each agenda item, Chair is to summarize the key actions/outcome
  - (g) If vote required, Chair to set out the motion, and Again depending on platform functionality then individually ask each attendees to confirm their vote for or against the item. (e.g. "the motion for agenda item 1 is that the meeting protocols be approved by the Board.
  - (h) At the end of meeting, Chair to ask each individual participant (by name) whether they have any other comments/questions, before formally closing the meeting.

**POST MEETING**

6. Ensure minutes / action items promptly distributed after meeting, and feedback promptly provided

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