

AGM GUIDANCE

for Queensland race clubs registered as incorporated associations

1. Purpose

The purpose of this document is to assist clubs with the preparation of their annual general meeting (“AGM”). While there are formal proceedings that must be conducted during the meeting, an AGM can also be a great way to celebrate the club’s successes, acknowledge the contribution of its volunteers and inform and engage with its members. This document aims to assist clubs in optimising the outcomes of their AGMs.

2. Overview

The AGM is an important event for every club. It gives the management committee an opportunity to provide an overview of the club’s direction and financial health to its members, and to confirm the club’s purpose. It is also a chance to revitalise the club by providing a platform for engagement between the management committee and the club’s members and, most importantly, by ensuring that members leave the meeting firmly committed to the club and its goals.

The *Associations Incorporations Act 1981* (the “Act”) requires a club to hold its AGM within 6 months after the end of the club’s financial year. Clubs must also ensure that their AGM is held within the timeframe outlined in their constitution.

3. Preparing for the Meeting

3.1. Timeline of Key Dates

Clubs may wish to consider preparing a timeline leading into their AGM that outlines key dates for providing notices, circulating proposed resolutions, accepting nominations for the committee, etc. This document can prove useful in assisting with the effective management of the AGM process.

SAMPLE KEY DATES

- **8 weeks before the AGM** - advise members of the date appointed for the AGM.
- **4 weeks before the AGM** - send out the club’s financial statements, call for nominations for committee positions and provide the due date for nominations to be received (including instructions on how to nominate), and confirm the venue for the meeting.
- **2 weeks before the AGM** - send out formal notice of the AGM, including the matters required to be included as provided in the club’s constitution.
- **1 week before the AGM** - send out the list of nominations for committee positions and ballot papers, the agenda for the meeting and the President’s/Treasurer’s report (if applicable).

3.2. Giving Notice of the Meeting

Clubs must ensure notice of their AGM is given to members in accordance with the requirements set out in their constitution. This notice is usually required to include:

- the date, time and place of the meeting;
- the names of any retiring committee members and those committee members offering themselves up for re-election;
- the closing date for nominations for committee positions to be lodged (usually 14 days prior to the AGM), and instructions on how to do so;
- the business to be conducted at the meeting including, if any business requires a special resolution:

- the proposed resolution (in full); and
- the intention to propose the resolution as a special resolution;
- whether the members have the right to appoint proxies and, if so, instructions on how to do so.

Local Rule 27(2) – Thoroughbred Clubs

When calling for nominations for committee positions, thoroughbred clubs should be aware of the requirements of Local Rule 27(2).

LR.27. Clubs

- (1) A club shall not conduct a Race Meeting unless registered by the Principal Racing Authority.
- (2) Unless with the permission of the Principal Racing Authority:
 - (a) the Committee of a Club shall not contain more than two Licensed persons as members; and
 - (b) a Licensed person shall not hold office as Secretary of a Club.

For the purposes of this sub-rule an owner-trainer shall not be deemed to be a Licensed person.

Racing Queensland will only grant permission for the committee of a thoroughbred club to contain more than two licensed persons in limited circumstances. Clubs are therefore encouraged to contact RQ in advance of their AGM to avoid electing committee members who may not be eligible.

3.3. Standard Items of Business

The business of any annual general meeting of an incorporated association in Queensland must include and be minuted:

- receiving the club's financial statement, and audit report or verification statement (as applicable under the Act), for the last reportable financial year;
- presenting the financial statement, and audit report or verification statement (as applicable under the Act), to the meeting for adoption;
- disclosure of the club's public liability insurance held;
- disclosure of remuneration paid and/or any benefits to management committee, senior staff and their relatives. This can be reported as the total amount of remuneration and benefits paid and the total number of people remunerated (eg. Bar and food tabs, ticket purchases);
- appointing an auditor, accountant or approved person (as applicable under the Act) for the present financial year;
- conducting the election of the management committee in accordance with the club's constitution.

The club's financial statement should include a statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the club for the last financial year.

3.4. Preparing the Agenda

The secretary is usually responsible for preparing the agenda for the AGM in consultation with the president.

A well drafted agenda helps members prepare for the meeting and acts as a guide for participants to get through the business to be conducted at the meeting in a timely fashion.

As members have given up their time to attend the AGM, clubs should make sure that they are conducting an informative yet efficient AGM. It may be helpful to include a list of set timeframes for each item on the agenda to ensure your club's AGM does not run overtime.

Most AGMs should aim to run for no more than 45 minutes. It is the role of the chairperson (usually the president) to ensure the meeting is conducted in a timely and efficient manner.



A sample 'AGM Agenda Template' has been attached to this document at **Annexure A**. Clubs may find this document useful in assisting to prepare for and conduct their AGMs.

4. Conducting the Meeting

4.1. Quorum

A quorum for a general meeting is the minimum number of members who must be present to conduct the meeting.

The quorum for a general meeting of an incorporated association in Queensland is "at least the number of members elected or appointed to the association's management committee at the close of the association's last general meeting plus 1" (*Associations Incorporation Act 1981, s57A*).

Clubs will need to ensure that a quorum is present at their AGM, otherwise the decisions made at that meeting will have no effect.

Clubs should refer to their constitutions for guidance on adjourning the meeting if they are unable to obtain a quorum at their AGM.

4.2. Voting

The chairperson of the meeting is responsible for supervising and administering the voting. Voting should be conducted in the manner set out in the club's constitution, which usually provides for a 'show of hands' or a 'written (or secret) ballot'.

A proposal put before a meeting for discussion and decision is known as a 'motion'.

Usually, a member (with the right to vote) may vote on a motion in person, by proxy, by attorney or by using any technology that allows the member to hear and take part in discussions as they happen.

A motion (other than a motion requiring a special resolution) is to be determined by a majority of the votes of members present and entitled to vote at the meeting.

A motion that is carried at a general meeting is known as a 'resolution'.

4.3. Special Resolutions

For a matter requiring a 'special resolution', the votes of at least three-quarters ($\frac{3}{4}$) of the members present and entitled to vote on the resolution is required.

Notice of any matters requiring a special resolution must have been given to the members in accordance with the club's constitution prior to the meeting.

Under the Act, the following matters require a special resolution:

- a change to the club's constitution;
- the decision to wind up the club; and
- the decision to give surplus assets to another entity on the winding up of the club.

Additional matters requiring a special resolution may also be provided in the club's constitution.

RQ approval may be required before the club considers passing a special resolution. Clubs are therefore advised to check with RQ before calling a relevant meeting.

4.4. Committee Election

At the AGM of a club, a committee election is to be conducted. Under the Act, the management committee must have at least 3 members, including a president and a treasurer (1 person cannot be both).

The club's constitution will outline the requirements for conducting committee elections. It may be that nominations for election to the committee must be received within a certain time prior to the AGM (this information should be provided to members in the AGM notice) and/or nominations may be received from the floor of the meeting.

When conducting committee elections, clubs should ensure candidates are eligible for election under the Act, the club's constitution, and any rules or policies of RQ.

It is also a good idea to appoint an independent person to be in charge of the election (sometimes called a returning officer) to make sure a fair election is held, and proper process is followed.

5. After the Meeting

5.1. Recording the Minutes

The secretary of the club is responsible for ensuring that all questions, matters, resolutions and other proceedings at the AGM are clearly recorded in the minutes of the meeting.

To ensure an accurate record of the AGM, the secretary of the club is encouraged to draft the minutes at or as soon as possible after the AGM and distribute these to all necessary parties for review prior to finalisation.

In most clubs' constitutions, the minutes are required to be signed by the chairperson of the meeting, or the chairperson of the next general meeting, to ensure their accuracy.

5.2. Changes to the Management Committee

Clubs should consider the following options to facilitate smooth transitions for incoming committee members:

- creating induction packs to consolidate incoming committee members' knowledge and understanding of club background, rules, roles and processes;
- providing a USB with key documents to incoming committee members or, alternatively, using of a 'committee portal' to facilitate a smooth handover;
- ensuring persons authorised to access club accounts and sign or approve club payments are amended to reflect the new composition of the committee; and
- retrieving club-owned equipment such as mobile phones or laptops from outgoing committee members and providing these to the incoming committee members.

5.3. Racing Queensland Compliance

As part of a club's compliance requirements to RQ, typed and signed minutes of the AGM must be submitted by January 31 in the next calendar year. The minutes should note:

- the election of committee members;
- acceptance of the financial statement, and audit report or signed statement (as applicable under Part 6, Division 2 of the Act), for the last reportable financial year.

National Police Certificates



All new executive officers of a club must provide a copy of a national police certificate (“NPC”) issued within the last 12 months to RQ. The ‘*executive officers*’ of a club include all members of the club’s management committee and other senior officers.

Some options for providers of NPCs are provided below:

- [Clear to Work](#)
- [Australia Post](#)
- [Queensland Police](#)

5.4. Office of Fair Trading (“OFT”) Compliance

Clubs should also be sure to send any forms required by the OFT within the required timeframes. There may be fees or penalties for late submissions.

For example, clubs need to submit an annual return to the OFT within 1 month of holding their AGM. The annual return must include a copy of the financial statement presented at the AGM (signed and dated by either the president or treasurer), and a copy of the signed audit report or verification statement.

The secretary is also required to notify the OFT of any changes to the club’s president, treasurer and secretary within 1 month after it happens.

6. Useful Links and Reference Documents

More information and club resources can be found here:

- <https://www.racingqueensland.com.au/about/clubs-venues-wagering/club-compliance-licensing>
- <http://rqclubportal.com.au/club-management/committees/>
- [incorporated-associations-smart-guide.pdf \(publications.qld.gov.au\)](#)
- <https://www.qld.gov.au/law/laws-regulated-industries-and-accountability/queensland-laws-and-regulations/associations-charities-and-non-for-profits/incorporated-associations/running-an-incorporated-association/incorporated-association-management-committee/who-on-committee>
- <https://www.qld.gov.au/law/laws-regulated-industries-and-accountability/queensland-laws-and-regulations/associations-charities-and-non-for-profits/incorporated-associations/running-an-incorporated-association/incorporated-association-management-committee/who-on-committee>
- <https://www.qld.gov.au/law/laws-regulated-industries-and-accountability/queensland-laws-and-regulations/associations-charities-and-non-for-profits/incorporated-associations/financial-responsibilities-for-incorporated-associations>

ANNEXURE A - AGM AGENDA TEMPLATE

Please note, this document should be amended by a club as it considers appropriate to suit the club's particular circumstances. Priority must always be given to the club's constitution when determining the appropriate manner for conducting an AGM.

[Club Name], Annual General Meeting, Agenda

<i>Date:</i>	
<i>Time:</i>	
<i>Place:</i>	
<i>Item</i>	<i>Description</i>
<i>Meeting opening</i>	<ul style="list-style-type: none"> The chairperson (usually the president) opens the meeting and welcomes members and invited guests. The secretary notes members who are present.
<i>Apologies</i>	<ul style="list-style-type: none"> The secretary notes members who have submitted their apologies for not attending the meeting.
<i>Review of actions</i>	<ul style="list-style-type: none"> The secretary may provide a report on any relevant incoming and outgoing items. The management committee reports on the status of any actions arising out of the last general meeting and identifies any conflicts of interest disclosed at committee meetings since that meeting.
<i>Consideration of minutes of last general meeting</i>	<ul style="list-style-type: none"> Depending on the requirements of the club's constitution, the secretary submits the minutes of the last annual general meeting (or general meeting) to the members for review and adoption. Members consider whether the minutes are accurate and discuss any perceived anomalies. The chairperson signs and dates the minutes verifying their accuracy, ensuring that all resolutions of the meeting regarding their amendment are properly implemented beforehand. The secretary must ensure all resolutions of the meeting regarding the minutes of the previous general meeting are recorded in the minutes of the current meeting and corresponding amendments are made to all necessary documents.
<i>President's address</i>	<ul style="list-style-type: none"> The president updates the members on any matters the management committee has dealt with since the last general meeting, providing a progress report against the club's strategic objectives and detailing the number of financial members of the club ("president's report"). The president raises strategic objectives proposed for the upcoming financial year and discusses these with the members. The secretary must ensure all resolutions of the meeting regarding the president's report are recorded in the minutes and corresponding amendments are made to all necessary documents.
<i>Treasurer's address</i>	<ul style="list-style-type: none"> The treasurer submits a report to the member's outlining the financial position of the club and including the audited financial statements ("treasurer's report").



	<ul style="list-style-type: none"> • The treasurer moves for the report to be received, another member seconds the motion, and then the report can be discussed. • The secretary must ensure all resolutions of the meeting regarding the treasurer's report are recorded in the minutes and corresponding amendments are made to all necessary documents.
<i>General business</i>	<ul style="list-style-type: none"> • This part of the meeting should address any other items of business (including proposed resolutions) included in the notice of the meeting – including disclosure of public liability insurance held and remuneration of benefits to management committee/senior staff. • A club should refer to its constitution for any items of business which must be considered at their AGM. • Other items may include: <ul style="list-style-type: none"> ○ proposed amendments to the club's constitution (note: these require the prior approval of RQ and a special resolution of members); ○ any items of business submitted by a member to the secretary for consideration at a general meeting and included in the notice of the meeting.
<i>Committee election</i>	<ul style="list-style-type: none"> • The election of the management committee is to take place at the AGM. • Clubs should refer to their constitution to determine the appropriate method for electing the management committee (including executive officeholders). It may be that the election is to be conducted by secret ballot prior to the AGM, and in this case the results should be announced at the AGM. • Clubs must ensure a fair and transparent committee election is carried out. If required, clubs should arrange for someone to oversee the election (sometimes called a 'returning officer') to make sure a fair and ethical election is held.
<i>Meeting closure</i>	<ul style="list-style-type: none"> • The Chairperson closes the meeting (noting the time of such closure).