



GOVERNANCE VS MANAGEMENT

Virtual and Hybrid General Meetings: Constitutional Readiness

Hybrid is the default the law makes easy. Fully virtual is a decision only your members can make

The Corporations Amendment (Meetings and Documents) Act 2022 permanently settled a question that spent much of the pandemic in legal doubt: whether Australian companies could hold meetings using technology at all. What it did not do is treat every meeting format the same way. There is a real, easy-to-miss distinction in how the law treats hybrid meetings versus wholly virtual ones, and an outdated constitution can leave an association legally able to do one but not the other. This article covers companies, including companies limited by guarantee. Incorporated associations should check their state or territory Act and constitution, which set different rules.

Which rules apply to your association?

The law depends on how your association is set up. A **company limited by guarantee** follows the Corporations Act 2001 (Cth) and its constitution. An **incorporated association** follows its state or territory associations Act and its rules. A **registered charity** also follows the ACNC Act and the ACNC Governance Standards, and some Corporations Act rules are replaced for charities that are companies. Check your own governing documents, and get advice before decisions with legal consequences.

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The Distinction That Actually Matters

Since these reforms took effect on 1 April 2022, companies can hold hybrid meetings, a physical venue combined with technology allowing remote participation, without needing express constitutional permission to do so. Wholly virtual meetings are treated differently. A company can only hold a meeting entirely online if its constitution expressly permits or requires this. This was a deliberate policy choice, made specifically so that the decision to allow fully virtual meetings sits with members themselves through their constitution, rather than being imposed by the board unilaterally.

The practical consequence is significant for exactly the kind of association this series has focused on. A board that assumes it can simply move its AGM entirely online, because hybrid meetings are now broadly permitted, may find its constitution is silent on wholly virtual meetings specifically, and silence here does not default to permission. Without an express clause, the wholly virtual option is not currently available, regardless of how sensible it would be for a geographically dispersed membership. In February 2025 the Government agreed in principle to the statutory review's recommendation to relax this for unlisted companies, so check whether the law has changed before amending your constitution.

The Standard That Applies Regardless Of Format

Whichever format a meeting takes, physical, hybrid, or wholly virtual, section 249S imposes the same underlying requirement: members entitled to attend must, as a whole, be given a reasonable opportunity to participate. This is deliberately broad rather than a fixed checklist, but the Act and ASIC's own

guidance identify specific elements it captures. The meeting must be held at a reasonable time. Where technology is used, that technology itself must be reasonable. And critically, members attending via virtual technology must be able to exercise, both orally and in writing, any right they have to ask questions and make comments, precisely the kind of engagement right this series has emphasised throughout its discussion of member voice.

Hybrid meetings are now the default the law makes easy. Wholly virtual meetings remain a member decision, one your constitution either makes or has never actually made, whether or not anyone realised that gap existed.

A Note For Registered Charities

Consistent with the charity carve-out discussed earlier in this series, ACNC-registered charities that are companies limited by guarantee are not required by the Corporations Act to hold an AGM, because section 111L switches that requirement off, but other meeting rules and their constitution may still apply. This is an area to check with qualified advice rather than assume, precisely because the underlying legal architecture for charities differs in ways this series has already flagged.

A Practical Constitutional Readiness Check

- Confirm whether your constitution expressly permits wholly virtual meetings. If it is silent, hybrid meetings remain available under the general law, but a fully virtual AGM is not, regardless of member convenience.
- If your organisation wants the option of a wholly virtual meeting, this requires a deliberate constitutional amendment, following the special resolution process discussed in the Foundations quarter of this series, not an administrative decision by the board.
- Test your chosen technology against the section 249S standard: members must be able to ask questions and comment orally and in writing, and vote, not just watch and listen.
- If your organisation is an ACNC-registered charity, confirm your specific position with qualified advice rather than assuming the general Corporations Act position applies without modification.

Meeting technology has moved decisively past the pandemic-era improvisation many associations adopted out of necessity. The law has now caught up and made much of that improvisation permanent. What it has not done is remove the need for a board to actually check whether its own constitution has caught up too.

This is one of the practical governance topics built into our Board Director course, alongside the papers, tools and frameworks that turn the principle into your board's actual practice. [Explore the course](#)

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BOARDROOM ACTION WORKSHEET

Virtual and Hybrid General Meetings: Constitutional Readiness

Turn the resource into evidence, a decision and an accountable next step. Keep the completed record in your association's approved board records system.

1 What is the issue or decision?

State the governance question in one clear sentence.

2 What evidence do we already have?

Record the facts, source documents and stakeholder evidence available now.

3 What evidence is still needed?

Identify the legal, regulatory, financial, member or operational information still required.

4 What is the agreed next action?

Capture the owner, timeframe and how the matter will return to the board.

Action owner	Review date	Board decision or resolution

General education, not legal, financial, tax, clinical or governance advice. Confirm specifics at the relevant primary source or with your own qualified adviser. Nexus Leadership is operated by Lipstick Consulting Pty Ltd · ABN 15 619 120 482.

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