



GOVERNANCE RISK & OPERATIONS

Casual Board Vacancies: A Provisional Appointment, Not a Final Decision

Depending on your constitution, a board-filled vacancy may need member confirmation or may end at the next AGM. Diarise the step, don't assume it

A board filling a sudden director vacancy between meetings is not making a final decision. It is making a provisional one, and an easily overlooked procedural step determines whether that appointment holds or quietly lapses.

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 Provisional Nature Of A Board-Filled Vacancy

Where a director departs before their term naturally expires, resignation, death, or disqualification, the remaining board can often appoint a replacement directly, if the constitution allows it, without waiting for a general meeting. This appointment is provisional, however, and what happens next depends on your constitution and entity type. For a company limited by guarantee using the Corporations Act replaceable rule, members must confirm the appointment at the next AGM, or the person stops being a director at the end of that AGM, regardless of how well they have performed in the role. Many incorporated association rules instead say the appointee holds office until the next AGM and may then stand for election. A board that fills a vacancy and simply moves on, without diarising the step its own rules require at the next AGM, risks discovering the appointment quietly lapsed without anyone noticing.

The Term This Appointment Actually Covers

Depending on the constitution, a director appointed to fill a casual vacancy may hold office until the next AGM or for the rest of the departing director's term, not a fresh full term of their own. Confirm which applies before announcing the appointment. This connects directly to the succession and term limit discipline discussed earlier in this series: a casual vacancy appointment is a bridge to the next scheduled election, not a way to sidestep the ordinary election process entirely. An appointment made to fill a casual vacancy exists on borrowed time by design. It carries the same authority and the same duties as any other director appointment while it lasts. If it lapses, the person stops being a director from that point, although the lapse does not by itself undo decisions made while they held office.

The Distinction Most Boards Blur: Casual Vacancy Versus Ordinary Expiry

A casual vacancy specifically means the office was vacated before the term's ordinary expiry. A director simply reaching the natural end of their term, through retirement by rotation or the standard election cycle, is not a casual vacancy at all, and may not be fillable by board appointment, depending on what your constitution allows. This distinction matters because the specific grounds constituting a vacancy, resignation, a defined period of unexplained meeting absence, or disqualification, need to be clear from the association's own constitution and governing Act, connecting directly to the constitutional discipline discussed throughout this series.

- Confirm your constitution specifically defines what constitutes a casual vacancy, distinct from ordinary term expiry, and sets out the precise grounds triggering one.
- Diarise whatever step your constitution requires for a board-filled vacancy at the next AGM, whether member confirmation or a fresh election, treating this as a procedural necessity rather than an assumed formality.
- Confirm whether a casual vacancy appointment runs to the next AGM or for the balance of the departing director's term under your constitution, rather than assuming a fresh term, connecting directly to the succession discipline discussed earlier in this series.
- Notify the right regulator of any director appointment or departure within its deadline: the ACNC for registered charities (including charities that are companies), ASIC for other companies, and your state or territory regulator where its Act requires it.
- Brief and induct the appointee straight away, remembering they are a full director with full duties from appointment, even while the appointment awaits the step your constitution requires.

Filling a sudden board vacancy well protects an association's continuity during a disruptive moment. Filling it correctly, with the step your constitution requires and the constitutional grounds both in order, protects the appointment itself from quietly unravelling before the association even realises what happened. 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

Casual Board Vacancies: A Provisional Appointment, Not a Final Decision

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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