

MEETING PROCEDURES

BACKGROUND & RATIONALE

(adapted from <https://www.commerce.wa.gov.au/books/inc-guide-incorporated-associations-western-australia/meeting-procedures>)

General requirements for a meeting

Formal meetings of an association need to be properly convened in accordance with the association's rules.

Members should be notified of:

1. the type of meeting being held;
2. the place, date and time of the meeting; and
3. the business to be considered at the meeting, including the text of motions to be put to members at the meeting.

When the meeting has commenced, it should be established that there is a quorum to satisfy the requirements in the association's rules.

If there are not enough members present at the meeting, it will be invalid and any motions passed may not be effective.

If there is a quorum, then all voting and passing of resolutions must be carried out in accordance with the rules and recorded accurately in the minutes.

Incorporated associations are intended to be run in a democratic manner.

The way in which meetings are conducted can have a major effect on members' perceptions of whether their association is democratic, whether it's achieving its objectives and whether they have a role in that achievement.

The **chairperson** is responsible for implementing the following to assist in this regard:

- ensuring a list of correspondence to and from the association is tabled at the meeting. Members in attendance should be given the opportunity to read the documents in full, if desired;
- making sure everyone at the meeting gets a say. People who tend to dominate should be stopped and quieter people encouraged to voice their opinion;
- keeping the meeting to a reasonable time - no one wants to spend long hours at meetings. If there are a lot of people who want to speak in relation to the matters under discussion, it is useful to limit the amount of time each member has to speak; and
- ensuring there are clear decisions and that everyone understands the matters being discussed. It is especially important that the person taking the minutes has the opportunity to write down what is agreed. It can be a good idea to sometimes stop and check that everyone approves what has been recorded as the resolution passed.

Notice and agenda of meeting

The purpose of a notice of meeting is to inform the members of when and where the meeting will be. The agenda informs the members of what is to be discussed and done at the meeting so that the members can decide:

- whether or not they want to attend the meeting; and
- if proxy voting is allowed and they do not propose to attend in person, how to cast their proxy vote.

The agenda should be attached to or combined with the notice so members are informed of all the necessary details at once. Agenda, confirmation of meeting details and any reports should be sent out/published in advance to allow people time to read the documents. Where proxy voting is allowed, proxy forms or voting slips should also be sent/published at this time.

The minimum time a notice may be sent before a meeting is set out in the rules of the association, and must be strictly adhered to. Inadequate notice of a meeting may result in the meeting being invalid.

Notice periods vary in accordance with the type of meeting to be held. For example, a committee meeting requires fewer days' notice than the AGM.

Note: all members who are entitled to attend a meeting must be given proper notice in accordance with the rules. And, all members are entitled to be invited to attend a special general meeting.

A typical agenda briefly sets out what matters will be covered and in what order.

If members are notified of the business to be conducted at the meeting, then the meeting should be confined to dealing with those particular matters. The chairperson should ensure any new agenda items raised during the meeting are put on the agenda for the next meeting and not voted on at the current meeting. This allows members time to consider matters properly and avoids disadvantaging members who have already voted by proxy (where allowed).

A sample agenda:

Notice of Meeting

A special meeting of the DSRA will be held at the **Swansea Court House Room** on **12 February 2019** from **10.00am to 12.00pm**.

Agenda

- Welcome
 - Apologies
 - Minutes of previous meeting
 - Matters arising
 - Correspondence
 - Reports President
 Treasurer
 Working Group —New Constitution – see draft and motion attached
 Working Group —Litter bins — see motion attached
 Working Group —Cycleway — see motion attached
 - General business —see motion attached
 - Next meeting
 - Close
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Chairperson

A proper meeting needs a chairperson to chair the proceedings. The chairperson is required to control the meeting procedures and has the task of:

- making sure proper notice is given and there is an agenda listing all items needing to be covered;
- checking (and usually signing) the minutes of previous meetings;
- keeping time (important – to ensure the meeting gets through its business in the allocated time);
- dealing with the order of business;
- facilitating discussion;
- keeping order;
- ensuring everyone has an opportunity to speak;
- receiving motions and putting them to the vote;
- declaring the result of any motions, such as what has been resolved;
- making sure decisions are reached on issues discussed and that everyone understands what the decisions are;
and
- declaring the meeting closed.

Quorum

A quorum is the minimum number of people required for the meeting to be valid. The quorum is stated in the rules of the association for both general meetings and committee meetings. In the case of sub-committees, the management committee may set the quorum. The quorum may be set as a percentage of the membership rather than a set number, to allow for changing membership numbers.

If a quorum is not present, the meeting may be reconvened to another date.

Motions and resolutions

A motion is a proposal that is put before a meeting for discussion and a decision.

If a motion is passed it becomes a resolution.

Resolutions are binding and should be recorded in the minutes.

The association's rules provide details about how motions should be dealt with and these should be observed.

It is best practice for motions to be placed on the agenda so members have adequate time to consider them before the meeting.

Putting forward and voting on a motion

- A member of the meeting puts forward a clear and concise proposal for a decision or action to the meeting via the chairperson. This is called a motion. In most cases, the member will have requested the motion to be added to the agenda prior to the meeting.
- A second person agrees to 'second' the motion. This person is referred to as the seconder. This is not a vote in favour of the motion but a vote to have the motion put before the meeting. If a motion is not seconded, it lapses.
- The Chairperson then opens up debate on the motion, often by saying 'does anyone wish to support/speak against the motion?' The mover of the motion can speak to the motion – outlining why he or she thinks the motion should be passed.
- Discussion follows, generally in the format of alternating speakers for and against the motion.
- After sufficient debate, the mover (person who originally moved the motion) has a right of reply.
- The motion is read aloud and voted on.
- If the motion is passed, it becomes a resolution. A resolution passed by a simple majority of votes (more than half of the members who cast a vote) is known as an ordinary resolution. Most resolutions in the life of an association will be of this type.
- The resolution is formally documented in the minutes along with the name of mover and seconder.

Resolutions become binding on the association as long as the people making the decision have the authority to pass them. It is a good idea to always follow up a resolution with a clear understanding of how the resolution will be implemented, by whom and by which date – “action”.

Generally, the chairperson does not put forward motions as they are primarily the facilitator of the meeting.

However, they may put forward procedural motions that relate to the conduct rather than content of a meeting such as moving acceptance of the minutes.

Amending a motion or resolution

The mover with the agreement of the meeting can usually amend a motion. Alternatively, someone may wish to move an amendment to the original motion, which if successful creates a second motion.

Motions to amend motions can create confusing discussion if everyone is not clear on exactly which motion is being debated – the original motion, the amended motion, a motion to amend, or a motion to amend an amendment. It is important the chairperson keeps proceedings as simple as possible. If a motion does not fully express the view of the meeting, it is sometimes easier to simply vote on it and let it be defeated.

Resolutions can be withdrawn or cancelled at the same meeting by following the same procedure that applies for moving and adopting a resolution.

Special resolutions

There are three occasions when the Act requires something more than a simple majority vote to pass a resolution.

These are:

- a vote to amend the rules (or to change the name or objects) of the association;
- a vote to apply for voluntary cancellation; and
- a vote to amalgamate with another association.

Any of these require what is termed a special resolution, which needs a majority of 75% to pass.

To clarify, this means 75% of the members who are eligible to vote and actually do so in person at the meeting. It does not mean 75% of the total membership of the association.

There are several important requirements that need to be addressed in order for a special resolution to be lawfully binding on the association, and these are set out in the rules.

It is generally not advisable/ to seek to amend a special resolution unless the amendment is so minor that it does not change the nature of the original. The motion proposing a special resolution is subject to specific notice requirements. A major change would potentially disadvantage those members not present at the meeting who may have made their decision not to attend on the basis of the advertised motion. Thus they have no opportunity to consider the amendment. The present law in Australia as to whether special resolutions may be amended is confusing. It may be best to exercise caution and not allow any amendments.

If new motions or amendments cannot be taken from the floor, it may be necessary to provide notice of 2-3 different motions so that if one fails another may be looked at. This gives people time to consider alternative motions. If a motion is not moved it lapses.

Points of order

In general, the rules of debate are that someone should not be interrupted while they are speaking for or against a motion, unless:

- there is a procedural motion passed to stop debate or 'that the speaker no longer be heard'; or
- the chairperson interrupts in the interest of orderly conduct; or
- there is a point of order.

A point of order is addressed to the chairperson by someone standing up and saying 'point of order' or 'I wish to raise a point of order'. This means that the person making the challenge is saying the speaker should stop because he or she has breached a principle of ordered debate. The chairperson takes the point of order, listens to the reasons why the point of order has been raised and can ask for discussion on the order (for and against). Previous debate is stopped while the point of order is discussed. It is the task of the chairperson to rule on the point of order and his or her decision is final.

Examples where a point of order may be called are where:

- the speaker is addressing issues outside the subject matter of the motion;
- fair rules of debate are not being followed;
- time limits have been reached;
- a quorum is not present; or
- the language is offensive or abusive.

Voting methods

When a meeting wants to decide on a matter, it does so by voting. Each member is entitled to one vote to indicate whether they are in favour of or against a motion. Various voting methods can be used such as a:

- show of hands: members vote by raising their hand. The chairperson calls for those in favour of the motion to raise their hand and a count is taken. The process is repeated for those voting against. The method is suitable for small meetings as counting can become difficult with large groups;
- voice vote: a simple method by which members indicate their vote by saying 'yes' or 'no' (historically 'aye' or 'nay'). The decision is based on the volume of sound. The disadvantage of this method is there is no clear count of those in favour and those against;
- rising method: members exercise their vote by standing up. The chairperson calls for those in favour of the motion to stand and a count is taken. The process is repeated for those voting against. For large groups this method makes counting easier than a show of hands;
- Ballot: members indicate their vote in writing. This is generally used for very important matters (eg it is commonly used for the election of committee members) and when secrecy or confidentiality is required. Once the vote has been taken, the chairperson or returning officer (an independent person) collects and counts the papers. The meeting may be adjourned while the counting is taking place;
- poll: similar to a ballot in that the vote is written. It is technically the only form of voting that allows all proxy votes to be counted. Under common law, a poll is usually 'demanded'. Many association rules do not deal with polls. The Act provides in the case of a special resolution, a poll may be demanded by at least three members, present either in person or by proxy;
- proxy votes: the rules of association make provision for proxy votes. A proxy vote is where someone else votes on behalf of another member who is unable to attend the meeting; or

The above comments apply primarily to general meetings of members.

Management committee decisions are often made by consensus. Where voting is required it is usually by voices or show of hands.

Proxy voting

Proxy voting can be used only if specifically provided for in the rules of the association.

An association should carefully consider whether to allow proxy voting in its rules. It is a convenient method of voting for members who cannot attend general meetings. The decision-making process is changed as members are not able to participate personally in the discussion and exchange of views at the meeting.

Members voting by directed proxy must make their voting decision in advance of the meeting, based on the material that has been circulated rather than arguments put forward in the debate.

There is no doubt this voting method involves additional work to implement. This must be weighed against extending the democratic process of the association to as many members as possible. There are many associations with members living all over the State for whom attending meetings on even an irregular basis is very difficult.

If proxy votes are allowed, a written proxy form must be completed giving the proxy authority to vote. Proxy voting can take two forms – the member can give the proxy authority to vote as he or she (ie the proxy) sees fit or provide specific authority for the proxy to vote only in a certain way. An example of a simple proxy format follows:

I, Sally Smith, being a member of the association, hereby appoint Peter Piper to vote as my proxy at the general meeting to be held on 4 July 2019.

An example of a proxy form that allows for both a general authority to vote, as well as a directed (or specific) authority to vote is attached

Proxy forms are usually sent out with the notice of meeting and agenda papers, with the condition to be returned to the secretary well before the start of the meeting. This ensures their legitimacy for inclusion in the voting process during the course of the meeting.

Minutes

It is considered essential to keep accurate minutes of all association meetings, whether general, committee or sub-committee meetings. Apart from being a record of what transpired, the minutes are also evidence and can provide protection for individuals who act on the decisions of the association.

A good process to ensure the minutes are accurate is to:

- make sure that someone is nominated to take the minutes. Generally, this will be the association's secretary and that responsibility will be allocated in the association's rules.
- keep a record of proceedings during the meeting. It is important the minutes record any resolutions or decisions made at a meeting. Minutes should be as brief as possible without jeopardising accuracy and credibility of the record. It is up to the association whether it also wants minutes kept of any discussion. Some associations like to have detailed minutes that show the main points of discussion before a decision is made, while others prefer brief minutes that record only the decisions and actions.
- make sure that attendances and any apologies are noted. Usually done at the beginning of a meeting, although if people leave early or arrive late it is a good idea to also keep a note of this.
- present previous minutes for approval. Often, draft minutes for the previous meeting will be circulated in advance of the next meeting, giving people time to consider whether the minutes accurately reflect their recollection of the meeting. The minutes should be presented for approval at the next meeting of a similar kind. For example, minutes of a special general meeting should not be approved by the committee, but at the next general meeting. AGM minutes are usually tabled at the next AGM for approval. Members should be given the opportunity to propose corrections to the minutes or to seek to have additional details of what occurred recorded. These can be allowed or disallowed on the vote of people who attended the previous meeting. Minutes should be approved on the basis that they are a correct record of the meeting.
- identifying the approved minutes. After any approved changes to the minutes have been noted, it is good practice to have an office-bearer for the association sign that the minutes are the approved minutes of the meeting. If the rules of the association don't allocate this responsibility, the chairperson of the meeting would sign and date the minutes. The chairperson should also initial any amendments and state that the minutes have been approved as a correct record of the meeting.
- keeping the approved minutes. It is useful to keep the approved minutes in one place for easy access. Storage may be dealt with in the association's rules. It is useful for originals, copies of any correspondence or other documents tabled at the meeting to be kept as attachments to the official minutes.

Reports

Tabling reports at a meeting is an efficient way of facilitating discussion and decision-making. Even the smallest of associations can effectively make use of reports. For example, as a minimum most will usually want a Chairperson's and Treasurer's Report to be presented at each AGM.

Reports can be submitted to management committee meetings by sub-committees or individuals to provide:

- information; or research;
- analysis; or recommendations

Reports should:

- be clearly addressed such as 'To:, From:, Date: and Title';
- provide an introduction to the report (eg who wrote it, what the terms of reference were, membership of the sub-committee);
- be written in clear simple language;
- have a logical sequence to make it easy to follow;
- use bullet/numbered points where possible to assist with quick comprehension and reference; and

- have clear recommendations, if such are being made.

If possible written reports should be circulated in advance of the meeting. This shortens the meeting and permits more informed discussion.

When there is no universal support in a committee meeting for the majority position, a minority report can be provided stating the different or opposing views of the minority. This means the minority voice is not silenced by the majority and allows the association to hear different perspectives.

Reports from committees and individuals tabled at a meeting can be either **adopted** or **received**. A meeting adopts the report when it accepts the report's findings or recommendations.

A motion as such should be moved for example, 'That the report of the fundraising committee be adopted'.

If the management committee does not agree with the report, needs more information or time for further decision-making. The meeting can receive the report again via a formal motion (eg 'That the report be received') and motions dealing with specific recommendations can be dealt with at a later meeting.

Committees and sub-committees

Some management committees set up permanent or occasional sub-committees to assist them with their work.

Permanent (standing) committees are set up for the long term. Examples might include finance, fundraising or public relations committees.

Occasional committees are set up for short-term purposes and might include a strategic plan development committee, remuneration review committee or a policy specific committee.

The management committee may choose to have a report back from sub-committees as a permanent item on the agenda for their management committee meetings.

The general meeting procedures governing sub-committees would normally be the same as those governing the management committee.

Note: While subcommittees can be given delegated authority by management committees, ultimate responsibility lies with the management committee.