

# **GUIDELINES FOR MEETINGS**

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## **Acknowledgment**

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## **General conduct**

The proper procedure for conduct of meetings is derived from any Act of Parliament applicable to the organisation, from regulations made under that statute, from the constitution or rules of the particular organisation and from the conventions established by practice. They usually apply in that order of priority

It is important to remember that these rules have evolved from hard experience over many generations. They have been found in practice to be the best way to achieve efficient, timely and productive outcomes. For that reason there is every good reason to follow them.

### *Companies*

Rules for proceedings at meetings of shareholders are set out in Schedule 2 of the Companies Act 1997. These apply except where the constitution is allowed by the Act to vary those rules and the constitution does so. Those Rules are available on this site.

Rules for proceedings of the board of directors are set out in Schedule 4 of the Companies Act 1997. Those Rules apply unless the constitution provides something different. Those Rules are available on this site.

### *Incorporated Associations*

Rules for proceedings at meetings are set out in the Model Rules prescribed by regulation and these apply except so far as they are excluded or modified by the constitution of the organisation.

In each case, those rules do not cover every situation. In other situations, and in other organisations, the conventions established by practice apply.

## Notice of meetings

A company must give at least 14 days notice for a meeting of shareholders. This applies to both ordinary and special resolutions.

An incorporated association must give at least:

- 14 days notice for a meeting at which ordinary resolutions will be proposed; and
- 21 days notice for a meeting at which a special resolution will be proposed.

The notice should set out:

- the date, time and place of the meeting;
- the full wording of any special resolution to be put to the meeting; and
- the nature of the business in sufficient detail to form a reasoned judgement in relation to it (in the case of companies), or sufficient detail to enable a member to decide whether or not to attend the meeting (other organisations).

For these reasons, the meeting is competent to decide only those matters of which notice has been given (unless there is unanimous consent of all members).

The notice should be accompanied by supporting documents for review prior to the meeting.

## Agenda

The following 2 Agenda formats are most commonly used:

### *Administrative approach*

Declaration of Quorum and Opening  
Call for Apologies  
Minutes of the Previous Meeting  
Matters Arising  
Correspondence:                      In  
                                                            Out  
Business Arising from Correspondence  
Reports:  
    President's  
    Treasurer's  
    Others' (Secretary, Membership .Committee etc.)  
    Business Arising from Reports  
    General Business  
    Date of Next Meeting  
    Close.

### *Business operations approach*

Declaration of Quorum and Opening  
Calls for Apologies  
Minutes of Previous Meeting  
Matters Arising (other than those included on the Agenda under this format).

The Agenda is then structured to discuss all matters that form the regular business of the meeting such as:

Administration  
Equipment  
Finance  
Marketing  
Membership  
Operations  
Premises  
Production  
Purchasing  
Staffing  
General Business  
Date of Next Meeting  
Close

The major benefit of the latter approach is that on-going discussion on a particular matter is minuted under one heading instead of it moving from, say, Correspondence In, to Correspondence Out, Business Arising from Correspondence, Matters Arising, President's Report etc over successive meetings.

#### *Customised Approach*

Other than is required by legislation, an organisation should adopt an Agenda format that most effectively meets its particular needs. This may be a mixture of the two approaches outlined above.

### **Chairing of meetings**

#### *Need for Chairperson*

In order that any meeting can be conducted in an orderly fashion a Chairperson must be elected.

This may be a person who has been elected through an organisational vote or appointed to preside over a meeting.

Where an elected or appointed Chairperson is not present for a meeting, those present should elect a Chairperson from amongst those present.

#### *Voting rights of Chairperson*

This may be determined by reference to law, regulation, the constitution or by agreement of those present. The voting rights of the Chairperson must be clearly ascertained and known at the start of a meeting.

Any of the following situations may apply:

- The Chairperson does not have a right to a vote;
- The Chairperson has a right to one vote on all matters;
- The Chairperson has a 'casting vote' for only those matters on which there is a tied vote by those present and authorised to vote;

- The Chairperson has a right to one vote on all matters plus a 'casting' vote in the case of a tie, even though his/her own vote in effect may have created the tie.

## **Quorum**

The quorum for a meeting is the minimum number of persons, fixed by law, regulation, constitution or agreement that must be present to make the proceedings of the Meeting valid.

In the event of there being no previous regulation or agreement to the number required for a quorum, the Chairperson at the start of a meeting should have a motion proposed, seconded and carried that 'those present constitute a quorum.'

## **Procedure for proposing and adoption of motions**

### *Democratic approach at meetings*

It is normal democratic practice that any decision to be taken in respect of the acceptance of reports or information and/or action to be taken is:

- proposed by a person who has a right to vote;
- seconded by another person who has a right to vote;
- and voted upon by all those present who have a right to vote.

### *Voting rights*

It is the responsibility of the Chairperson to ensure that only those who have a right to vote, are involved in the process of adopting a proposal.

It is therefore important that the Chairperson, on opening a meeting, ascertains who among those present has a right to vote.

Those attending meetings who may not be eligible to vote may be recorded as being 'observers', 'non-members', 'contributors', 'advisers' or such.

## **Procedure of motions**

On any matter requiring adoption, the Chairperson should:

- Call for a motion to be proposed;
- Ask if there is a seconder to the motion.  
If there is no seconder the motion fails.
- Once a motion has been proposed and seconded. the Chairperson should allow discussion or further discussion before;
- Call for a vote 'in favour' and 'against'
- Declare the result.

### *Amendments to the motion*

If an amendment to a motion is proposed and seconded, it must be put to the vote.

If the amendment is adopted the amended motion can then be put to the vote.

If the amendment to the motion is not adopted, the original motion is put to the vote.

#### *Method of voting*

Unless otherwise specified a show of hands is the normal method of voting.

Rules may provide for a secret ballot or that a meeting may by a show of hands adopt a proposal for a secret ballot on any particular item.

In the case of a secret ballot, the Chairperson should identify at least two (2) independent, non-voting 'scrutineers' to count the vote and declare the outcome.

#### *Proxy votes*

Regulations or the constitution may provide for 'proxy votes' whereby a person with the right to vote, whilst not present at a meeting, may authorise another person to vote on his or her behalf.

If voting by proxy is permitted, the 'proxy' should be in writing and ratified by the Chairperson.

### **Typical procedure of a meeting**

#### *Declaration of quorum and opening*

When the Chairperson is satisfied that a quorum exists the meeting is declared open and the time recorded, eg. 'I now declare this Meeting open at 10. 00am.'

If there is no regulation concerning the number that constitutes a quorum, a motion should be proposed, seconded and carried that 'those present constitute a quorum for the purpose of this Meeting.'

If a required quorum is not present, the meeting either should not go ahead or proceed only on the basis that any proposals arising out of informal discussion must be ratified by a subsequent meeting at which a quorum is present.

It is customary for the Chairperson to welcome participants to the meeting and acknowledge observers and others.

#### *Apologies*

The Chairperson asks for any apologies by those not attending. The Chairperson should then ask for a motion that the apologies as stated be accepted. When proposed and seconded he or she asks for 'those in favour' and 'those against' the motion. It is unusual for this motion not to be carried.

#### *Minutes of the previous meeting*

The Chairperson should ask those present if they require the Minutes to be read or taken as read. If they are required to be read, they should be read aloud.

The Chairperson then asks, if there are any corrections or additions to the Minutes.

Any corrections or additions must be proposed, seconded and voted upon. A

motion that the Minutes be accepted – either as presented or as amended - must be proposed, seconded and voted upon. The motion is usually in the terms that 'the Minutes of the Meeting held on (date) be accepted as an accurate record of proceedings.'

On the passing of this motion the Chairperson should sign the Minutes as having been accepted.

It should be noted that only those recorded as being present at the Meeting for which the Minutes are being approved, are eligible to propose, second and amend them.

In the event of Minutes being queried subsequent to formal adoption, a formal motion must be proposed and seconded by persons present at the meeting to which the queried Minute refers and voted upon by a quorum of those present at the meeting to which the minutes refer.

#### *Business arising from the minutes*

The Chairperson asks if there is any business arising from the Minutes (or business that has not been included as Agenda items.)

Should any decision be taken from 'business arising' the Chairperson must decide if there is a need for a motion to be proposed, seconded and voted upon.

#### *Correspondence – inward and outward*

The Chairperson asks for correspondence inward and outward to be read. (Often a prepared summary may suffice).

A motion is required that the 'Inward correspondence be received into the records and the Outwards correspondence be adopted into the Minutes'.

This is proposed, seconded and voted upon. Matters arising from correspondence are then dealt with.

#### *Reports*

The Chairperson asks the appropriate people to present their reports. The motion to accept reports may be on an individual or a collective basis.

In the case of a Treasurer's Report, it may be necessary that a separate motion be passed approving payment of accounts.

#### *Business arising from reports*

The Chairperson should ask if there is any business arising from the reports.

Any resultant decision must be proposed, seconded and adopted.

#### *General Business*

This is where the motions on notice (on the Agenda) or unfinished business from a previous meeting or other general business is dealt with.

The Chairperson should first address Agenda items of General Business. Once

Agenda items have been resolved the Chairperson should ask for any other items of General Business.

When General Business has been concluded the Chairperson should declare the date of the next meeting.

Having done this he or she should declare that 'if there is no other business – this Meeting is declared closed at (time)'.

### **Control of Meeting**

The Chairperson should maintain control of the meeting at all times.

Whilst general discussion is to be encouraged, discussions across the floor - ie. between 2 people - should not be allowed. Such people should be asked to make their comments 'through the Chair.'

The Chairperson should make sure that the meeting or discussion on any particular resolution is not dominated by one or a few members. All members, directors and committee members have equal rights and responsibility. All should have an opportunity to contribute to the discussion. If necessary (especially if it is a committee or a small number are present), the Chairperson should ask each person in turn for their comments before there is a vote.

### **Use of these guidelines**

These guidelines are not 'set in concrete'.

They have been prepared simply as 'guidelines' which, if followed, are likely to improve the productivity of any type of meeting.

Persons who see some value in adopting all or any aspect of them are advised to propose the motion 'That we adopt the following procedures for our meetings'.

Hopefully such a proposal will be seconded, discussed constructively, voted upon, carried and IMPLEMENTED.

## **APPENDIX A**

### **Typical format of a motion**

Proposer: Mr/s Chairperson, I move 'That .....'.

Chair: Have we a seconder for the motion?

Secunder: Mr/s Chairperson, I second the motion

Chair: Is there a speaker against the motion?

Is there a speaker for the motion?

The discussion then continues until either time or discussion is exhausted

Chair (to proposer): Do you wish to exercise your right of reply and summarise discussion?

(During this time the proposer may summarise but should not be permitted to introduce new information).

After the reply the discussion is CLOSED

Chair: All parties have been allowed fair time for comments.

The motion 'That.....' been proposed and seconded

Those in favour please (either 'raise your hand' if voting is on a show of hands, or 'say Aye' if voting is by voice)

Those against please (either 'raise your hand' if voting is on a show of hands, or 'say No' if voting is by voice)

(The motion is then Carried or Lost according to the vote.)

I declare the motion 'Carried' (or 'Lost')

## **APPENDIX B**

### **Typical format for an amendment to a motion**

An amendment is an alteration to the terms of a motion designed to improve the motion without contradicting it.

An amendment to a motion must be proposed and seconded.

The following procedure must be followed before dealing with the original motion.

Proposer: I move an amendment 'That .....

Chair: Have we a seconder for the amendment?

Secunder: I second the amendment.

Chair: Is there a speaker against the amendment?

Is there a speaker for the amendment?

The proposer of an amendment has no right of reply.

Chair: All parties have been allowed fair time or comments

The amendment to the motion is 'That .....', and it has been proposed and seconded.

The Chairperson then asks for 'those in favour' and 'those against'.

The amendment is then Carried or Lost according to the

vote.

If the amendment is 'Lost.', the debate is resumed on the original motion.

If the amendment is 'Carried', the amended original motion is now open for further discussion.

The mover of the original motion still has the right of reply.