Meeting Formats and Procedures

5.01 Variation Of Formats

The format of a meeting will depend on who is meeting, what is being discussed, and the type of association. Annual general meetings of large associations are usually formal meetings to be contrasted with many management committee meetings which are held around a kitchen table with a cup of coffee. The larger the group, the more formal the proceedings usually have to be so that order is maintained and the meeting can process its business. It is usually the task of the person who chairs the meeting to guide the style of the meeting procedure. An inappropriate meeting procedure style will cause difficulties. This section seeks to give a formal description of the meeting that may be as relaxed as the situation dictates. However, the provisions of the Act ought to be observed at all times, particularly those requiring accurate minutes and records to be kept.

5.02 What Happens At General Meetings?

The general meeting format will depend on the circumstances of the association. Associations will develop their own customs and culture over time and some are intentionally designed to promote efficiency of time and effort, focus on certain important meeting issues or some other strategic purpose. Over time this may evolve into what could be regarded as a group ritual. What follows is purely a generic guide to a very orthodox meeting format. An agenda is reproduced below with annotations on which officer would be responsible for the item and sample resolutions. (The agenda is in bold, comments are in normal type.)

General Meeting to be held in the XYZ clubhouse
at 7.00 pm on 1 January 20xx

Business

1. President’s opening remarks

The president would call the meeting to order and welcome any new members and guests.

2. Apologies

The president would ask the secretary whether any apologies had been received and would then ask if any member had an apology to record. These apologies ought to be recorded in the minutes. The secretary would record the names of those present or circulate a book for those present to record their names.

3. Minutes of the previous meeting

The secretary should have these minutes prepared for the meeting. The secretary can read these minutes to the meeting. Where the minutes have been distributed with the notice of meeting, the chairperson may ask the meeting if there is any objection to taking the minutes as read.

It is then necessary for the meeting to confirm that the minutes are an accurate record of the last meeting and for the chairperson to sign them. It is usual for a member who was at the previous meeting to propose this motion and for another to second the motion. The motion is simply, “I move that the minutes be confirmed as a true and accurate record of the last
meeting”. All present may vote on the resolution whether they were present or not at the last meeting. If the minutes are not correct in some aspect, a member may propose a motion to correct them. The members may vote on whether the minutes ought to be changed. This procedure is to agree to the record of the last meeting, not to re-open the debate or reverse previous decisions.

The chairperson then signs the minute book and the secretary may do the same. (Refer to Paragraph 6.01 and the following for further details about minutes).

Some associations attach the minutes of the last meeting to the end of the agenda in order to focus on more important matters at the beginning of the meeting.

4. Business arising from the minutes

The secretary may at this stage report briefly on the actions taken since the last meeting arising out of the resolutions passed at that meeting. Members may engage in limited discussion, usually in the form of questions to the secretary and other officers. Often these matters will be dealt with later in the agenda and full discussion is left until then.

5. Correspondence

Associations should keep a record of correspondence received and correspondence sent. This is usually known as outward and inward correspondence. Associations deal with correspondence in different ways. Some associations are so large that such correspondence is dealt with by the management committee since if this is not done, the whole general meeting would do nothing but deal with correspondence. In a small association with no employed staff, it may be appropriate to deal with such correspondence at the general meeting. Even in small associations, the management committee tends to deal with all but the most crucial correspondence.

In small associations the secretary usually does not read the contents of all inward letters to the meeting, but merely summaries the major points. The outward letters are merely noted.

In most small associations the secretary moves that the outward correspondence be endorsed and the inward received. Another way to proceed is to deal with each letter individually, resolving to take appropriate action. Again, this can be very time consuming.

6. President’s report

It may be appropriate for the president to make a statement reporting on various matters that the management committee has dealt with since the last general meeting.

7. Treasurer’s report

The treasurer’s report to a general meeting includes details of receipts and expenditure for the past period. It may also show a comparison against the budget to date and other comments. Where the financial affairs of the association are substantial the treasurer has the report printed and distributed at the meeting. The treasurer moves the adoption of the report. Then it can be discussed by the members.

In larger associations with complex financial transactions, the detailed scrutiny is delegated to a committee. The treasurer would present a summary report, any committee recommendations and answer questions from the floor.
8. **Adjourned business**

Matters that were adjourned (uncompleted) at the last meeting are dealt with at this stage. It may be helpful if the motion is restated by the chairperson and the debate at the last meeting is summarised.

9. **Special business**

Special business consists of matters placed on the agenda by the management committee or the secretary. The secretary would list such matters as rejection or termination of membership. The special business may also be a motion to change the name of the association, or its rules, or some matter of importance that is to be discussed because of a requisition by the members or management committee calling a meeting.

10. **General business**

At this stage of the meeting any member may raise a question or move a motion to be dealt with by the meeting. Members raising complex issues might consider advising the chairperson of their intentions and provide a written copy of the motion they intend to move.

11. **Date of next meeting**

This may be a regular date such as the first Monday of the month or an agreed date.

12. **Close**

It is usual for the chairperson to close the meeting and thank members for attending. It may be appropriate for the chairperson to thank guests for attending and invite them and members for refreshments after the close of the meeting.

5.03 **What Happens At Management Committee Meetings?**

The management committee format is usually less formal than the format of the general and annual general meetings because of the small number of committee members. This does not mean that the records of such a meeting can also be informal. The secretary should ensure that accurate minutes are kept of the committee meetings, given the extensive records required of the management committee (section 69A and Regulation 9 (g)).

The same basic framework as discussed for a general meeting (paragraph 5.02 above) may be used. The management committee should take special care when considering the report of the treasurer and approve or ratify all expenditure. This is set out in the Regulation’s Schedule 5.

Sub-committee meetings also are usually conducted on a less formal basis. It may be stifling for such a group to adhere rigidly to the meeting procedure of an annual general meeting. Care should be taken that their conclusions and recommendations are clear and recorded.

5.04 **Voting At Annual And General Meetings**

Where a meeting needs to determine a matter, a motion or an amendment, it will do so by each of its members casting their vote - usually either in favour of or against the proposal/ matter put forward.
The matters on which members may need to cast votes include the adopting of minutes, motions and amendments of a previous meeting.

The usual method of approving a motion is by a show of hands. The chairperson clearly states the motion to be put to the meeting, takes a vote of those present, determines the result, then announces the result of the vote. At this time several matters may be raised. In some instances people may wish to have their names recorded in the minutes as having abstained from voting. Others may request that they be noted as having opposed the motion. These requests occur rarely. Once they are recorded, the chairperson proceeds to the next item of business.

It is also open for a member to request a poll. A poll is a written ballot. A poll might be requested where a member disputes the vote count taken (say, where the vote is taken by show of hands) or where the member believes that proxies held may alter the outcome of the vote. Proxies may alter a vote because a holder of several proxies has only one vote on a show of hands.

If a vote is tied, model rules clause 38(2) provides for the matter to be decided by the chairperson having a second or casting vote. The convention is that the chairperson usually exercises this vote to maintain the status quo.

5.05 Ballot For Office-Bearers

Before voting for the office-bearers can begin, nominations must be invited. It is usual to invite them well ahead of the annual general meeting. An association might consider including on the nomination form a declaration that a candidate is not disqualified from holding office (see paragraph 2.05.6). In many associations where it may be difficult to entice members to stand for election, the president and the management committee ought to personally encourage members to consider offering to serve the association by standing for election.

The model rules revised in 2007 require an alphabetical list of candidates, the other with their nominees, to be posted “in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately prior to the AGM”.

The act in 2007 added a responsibility on the management committee to advise candidates (before their election) on two matters covering insurance. These matters are:

1) Whether or not the association has public liability insurance; and

2) If the association has public liability insurance – the amount of the insurance (refer to Section 70(4)(b) and model rules clause 19(5)).

If a secretary is concerned about having evidence of this advice, then a duplicate of a written notice could be signed and dated by the candidate. If nominations are called from the floor of the meeting, then the requirement of notice still remains and a similar acknowledgment could be obtained before any votes are counted (model rules clause 19 (1)(d)).

Model rule clause 19(4) notes that if balloting lists are used, they are prepared in alphabetical order and posted in a conspicuous place or usual place of meeting at least 7 days before the AGM.

Election of the office-bearers may be by show of hands or by written ballot. In all but the smallest associations the vote is usually by written ballot. The secretary should prepare a
ballot paper once the nominations for positions have closed. The ballot paper should contain the names of all the candidates. The names are usually in alphabetical order or in an order determined by lot. Scrutineers are appointed to collect and count the ballots.

The other main systems of voting are preferential and proportional representative, but are used rarely by incorporated associations. These systems are more complex for voters and scrutineers. Consideration might be given to a motion to destroy the ballot papers after declaration.

5.06 Voting Methods

The secretary will often be responsible for supervising and administering written ballots. There are various ways to vote at meetings.

The first method of voting is by the voices. The chairperson will simply tell the meeting "All those in favour of the amendment/motion say ‘Aye’" and, after noting the volume of sound, continue "Those against say ‘No’". The chairperson determines which of the ‘ayes’ or the ‘nos’ made the more noise and states the conclusion "The ‘ayes’ have it.” A similar method to the voices method is the applause method (the clapping of hands). However, applause is more usually associated with the passing of a vote of thanks. These methods of taking votes are easily administered.

One difficulty presented by this method of voting is the lack of documentation associated with the vote. Some kind of record or documentation is useful ashe matter may be disputed, especially in instances where there is a special majority (three-quarters) required.

5.06.1 Voting by Show of Hands or Standing

The chairperson may call for a vote by show of hands by addressing the meeting in the same manner as for a vote by the voices; the chair asks those persons voting in favour of the amendment/motion to raise their right hand. The right hands are then counted and the procedure is repeated for those voting against. Of course it will be unnecessary to count the hands where it appears that the amendment/motion will be carried by a clear margin. It is prudent to count where the result of the vote will be close or where it is likely that a challenge may arise. Note that the chairperson will have the casting vote where the count is equal and if the rules so provide. It may be necessary to count the hands where the rules require a specific percentage majority before an amendment/motion can be carried or that an issue must be determined by a certain minimum proportion of the members (i.e., by the majority). As for the by-the-voices and applause methods, these methods do not produce any record or documentation of the vote. The show-of-hands method is also difficult to administer where large numbers of members are present and voting at a meeting. In these circumstances the chairperson may ask for assistance, usually from the secretary to help count the votes. The chairperson may also appoint tellers or scrutineers (usually one from each voting "side"/perspective) and use those persons (independently of each other) to determine the count on each vote. The tellers will help the chairperson ensure that no person raises two hands or votes for both "sides" of the amendment/motion. The chairperson will of course allow a person to raise the left hand/or stand if he or she is unable to raise the right hand.

A similar method to the voting by show-of-hands method is the voting-by-members-standing method. By this method the members stand for the amendment/motion for which they favour. This makes the counting process easier and reduces the possibility of a vote being counted twice.
For both the by-show-of-hands method and by-members-standing method, the chairperson may take a list of the names of persons voting if necessary. A member may request a division or a poll vote after a vote by the voices, show of hands or members standing has been taken. For both a division or a poll, the count taken cannot be disputed further. The chairperson may appoint tellers to assist with the administration of the vote.

5.06.2 Voting by Division

A vote by division shall be called by the chairperson upon request and it involves those persons voting to pass on one side of the chairperson depending upon their vote. As each person passes the chairperson their name is recorded. The chairperson will place the amendment/motion before the meeting saying "All those in favour, the 'ayes', will pass to the right of the chairperson, those against, the 'no's', will pass to the left of the chairperson". The members then stand and proceed to pass by the chairperson to record their vote. This method of voting will take longer than the methods mentioned previously however it has the advantage of being accurate and straightforward to administer.

5.06.3 Voting by Poll or Ballot

A poll or ballot may be requested because a member is doubtful of the accuracy of the first count or because a member believes that the result of the vote will be significantly different if unused proxies are included in the count. Note model rules clause 38(5) which provides that a poll demanded by a member must be supported by not less than 20% of the members present. A poll may be conducted confidentially, commonly called a "secret ballot". A member may request the chairperson to hold the poll at a later time to allow all members a chance to be present for the vote. It is common for this request to be made where there is an important issue at stake. In a poll or ballot vote, voting papers must be issued to all members entitled to vote, including entitled proxy holders.

The meeting would then by resolution appoint tellers on recommendation of the chairperson if the rules so provided. Model rules clause 38(6) requires the chairperson to appoint two tellers to attend to the task of collecting and counting the results. It is usual for the tellers to inform the chairperson of the result in writing as soon as it has been ascertained and for the chairperson to then announce the result to the meeting. For each ballot paper issued the person entitled to vote records the vote in writing on the issued ballot paper. The poll may call for either a ‘Yes’ or a ‘no’. Under some rules, the poll may require members to indicate their preference for both the ‘Yes’ and ‘No’ view by placing the number 1 against their first preference vote and by placing the number 2 against their second preference vote.

This method of voting will inevitably take longer to administer since certain guidelines are necessary to ensure a correct count. Firstly, the poll votes must be cast on ballot paper stationery distributed by the chairperson. Secondly, the ballot papers must be distributed carefully to those persons entitled to vote as members, as proxy holders or as both. Thirdly, the chairperson shall explain to those persons voting the manner of voting required by the ballot paper (e.g. preferential). Once the vote has been taken the chairperson should check that all ballot papers distributed have been collected and then proceed to count the votes and declare the result. This process may occur during the meeting, or if large numbers of persons are voting then the chairperson may adjourn the meeting.

The advantages of poll voting are that the votes are made in writing and give all persons so entitled an opportunity to vote because members holding valid proxies are issued additional ballot papers. Poll voting also ensures that members with differential voting rights have a say in proportion to their voting entitlement. This may help prevent an overbearing noisy minority from influencing the vote.
5.07 Proxies

Where a member is unable to attend a meeting and vote on an issue personally, that person will be unable to influence the vote on issues put to the members. Where the association's rules so provide, a member unable to attend may be able to appoint another person (either a member or non-member) to vote on the absent member's behalf. A person so appointed to act on behalf of the absent member is called a "proxy holder" or "proxy". The document evidencing the appointment is also called a "proxy" or "proxy form".

There is no right at law for a member to appoint a proxy. The power or right to appoint a proxy must be given by the association's rules. Model rules clause 37 (1) allows a member to vote personally, by proxy or by attorney. The proxy is an agent of an association member who is given authority to vote on behalf of or generally represent the absent member. Note that for a proxy to be valid, the appointment must usually be made in writing and often in a certain form. Model rules clause 40 (3) allows a proxy to be either a member or non-member of the association. The right to appoint a proxy, given by the association's rules, may be made to be of general or of specific application. A general proxy may give a member the right to appoint another to vote on all aspects of the association's business for a certain period of time. A proxy specifically couched may only allow a person to cast a vote at a particular meeting in a certain way.

Often the chairperson holds the general proxies of many absent members and thus may exercise the proxy in the manner fit at the time. Under the pre-2007 versions of the model rules there was an issue of whether a proxy could vote in the election of management committee members. This has now been clarified by clause 37(1) & (2) of the 2007 model rules stating that a "proxy" is "taken to the present at the meeting".

Where the proxy is validly granted and the proxy instrument itself is limiting (i.e., the proxy is specifically appointed for a specific purpose), the terms of the proxy must be specifically adhered to.

Where the granted proxy appears general in terms, the proxy holder can vote generally (and in accordance with the association's rules) on all items raised at all meetings contemplated by the appointment.

Where an association's rules allow a proxy to be appointed, careful regard must be had to the nature and extent of the appointment. Does the proxy allow a vote by secret ballot? Does the proxy have to be appointed in writing in the required form? Does the proxy holder have to be a member of the association?

Where an association has a large number of members, many proxy forms may be received by the secretary at the meeting. This will slow the meeting's progress and generally frustrate the chairperson's attempts to deal with business efficiently. Where this problem is foreseeable it is usual for the association's rules to provide that the proxy document be lodged with the secretary prior to the meeting at which the proxy will be used (see for example model rules clause 40(5)). Such a rule may provide a definite time deadline for the proxy document to be received by the secretary, for example, not later than 24 hours before the start of the meeting. If the rules do not so provide, the management committee may determine a deadline prior to the meeting. Another advantage of giving early notification of the intention to use a proxy is to allow the secretary time to ensure compliance with the association's rules and eligibility of the proposed proxy vote (i.e., the proxy is given by a 'financial' member.)
5.08 Revocation Of Proxies

A proxy may be revoked before being exercised simply by the donor advising the donee holder in the form of a written notice of revocation. The revocation becomes effective as soon as the donee holder is notified. A proxy may also be revoked where the donor member grants a subsequent and superseding proxy or resigns from the association. Where a donor member dies, the proxy is revoked by legal effect. Sometimes the association's rules provide for the circumstances of revocation to avoid any misunderstandings. Strictly speaking, the revocation of a proxy must be received by the association before the association meeting at which it might be used. Where the association rules provide for a time deadline in those circumstances, the revocation must be received before that time. Where the donor member attends a meeting at which it was contemplated that the proxy attend and that member votes on an issue, the donee proxy holder may not vote. This does not operate to revoke the donee proxy holder’s power. Thus the proxy holder, where so empowered by the proxy document, may subsequently continue to act in accordance with the proxy document.

As stated above, often the chairperson of the meeting is appointed proxy by various absent members. One question often posed by association members is whether the chairperson is under an obligation to exercise the proxy. It is difficult to give a broadly applicable rule. Under the law of contract, if a binding obligation for valuable consideration has been formed between the donor member and donee chairperson, the chairperson should exercise the proxy power. The grey area is where, for example, the voting form sent to member's offers an option that members use the chairperson as their proxy. It would be prudent in that circumstance to exercise the proxy power.

5.09 Power Of Attorney

Any individual may appoint an attorney under a power of attorney. The term "power of attorney", like the term "proxy", is often used to refer to both the grant of the power and also the document evidencing the grant of the power. Those persons who have been granted a general power of attorney have the capacity to sit in the donor's name on all matters. Thus the donee holder has the authority, granted by the power of attorney, to appoint a proxy or to be a proxy. Often, the donor will appoint two persons, jointly and severally, to act as donees. In this instance either of the donees may exercise proxy powers. A donor may revoke the power of attorney and it would be prudent for association members to ask for a declaration from the donee person who seeks to rely on the power. The declaration would state that the donee is fully seized of the powers claimed and that to the best of the donee's knowledge, the power of attorney has not been revoked. Of course, the original copy of the power of attorney should be requested to confirm that the power exists and it should be carefully read to ascertain the extent of the power granted to the donee. If the power of attorney operates for a specified period of time, the expiration date should be carefully noted.

5.10 Proxy Checklist

Can the proxy vote be used?  
Yes ☑  No ☐

Check association rules (general and exclusions), power of attorney.

If yes, is the proxy filed at required place by deadline?  
Yes ☑  No ☐

Check association rules and management committee minutes.

Does proxy comply as to form?  
Yes ☑  No ☐
Check association rules and that proxy gives all substantial details.

Is the proxy valid?
- Check donor’s membership status, currency of proxy document and that no notice of revocation received.

Attendance at Meeting
- Check that member is not present and voting at the meeting.

5.11 Proxy Instrument under the model rules

Clause 40(1) stipulates that an instrument appointing a proxy must be in writing and be in the following or similar form—

I, of , being a member of the association, appoint of as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of 20

and at any adjournment of the meeting. Signed this day of 20 .

Signature

5.12 Proxy instrument stipulating for or against a resolution under the model rules

Clause 40(7) stipulates that if a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the above (see 5.11) or similar form with the following included at the end:

This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions—

[List relevant resolutions]