THE CONDUCT OF MEETINGS

A Handbook for the Guidance of Chairmen, Secretaries, Delegates, Councillors, and all who attend Public, Business, and other Meetings

by

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PREFACE

When the multitude of meetings which are held day by day in any civilised society, and the innumerable and varied interests represented at such gatherings, are considered, it is a matter of some surprise that, apart from a very meagre handful of legal publications, there exists practically no work which is available to guide and assist those called upon to take part in such assemblies, either as chairmen or secretaries or as ordinary members of the organisations concerned.

My sole qualification for attempting to fill this gap is possibly the most valuable of all qualifications—namely, a lengthening period of practical experience of meetings large and small held in connection with an exceptionally varied group of organisations—political, civic, professional, commercial, social, and religious. In many of these I have had the privilege of becoming familiar with the difficulties confronting those responsible for the actual conduct of such gatherings while occupying the position of president, chairman, secretary, treasurer, auditor or trustee, by being myself called upon to fulfil these various offices from time to time.

If such knowledge of procedure and conduct as these experiences has brought me, coupled with the information secured from various official and

technical sources during the twenty or so years over which these experiences extend, is of assistance to any less experienced readers, my object in writing this unpretentious work will have been sufficiently fulfilled.

Leicester,
17th October, 1940.

PREFACE TO SECOND EDITION

ADVANTAGE has been taken of the opportunity afforded by the call for this new edition to make a number of small amendments and additions to the text.

In this connection, I should like to acknowledge the assistance derived from the helpful suggestions made to me by my friend, Mr. W. G. H. Cook, M.Sc., LL.D., of the Middle Temple, as well as others to whom I am similarly indebted.

C. N.

Leicester,
1st September, 1941.

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MEETINGS: THEIR NATURE AND VARIETY: BUSINESS MEETINGS

Of the writing of books, we are told, there is no end. A similar axiom applies to the holding of meetings. An exact definition of what constitutes a "meeting", sufficiently wide to cover every occasion to which the term can properly be applied, yet sufficiently precise to have any clear significance, is by no means easy to frame. The dictionary indicates that its accepted meanings include "a coming face to face; an interview; an assembly". Between such assemblies as a race meeting, where thousands may gather, ostensibly to watch a sporting event, and the gathering together of a few friends for purposes of social intercourse, or the chance meeting of two acquaintances in the public street, there lie a whole host of occasions, varying in numbers and purposes, to which the term could legitimately be applied.

In view of the wide variety of assemblies which constitute such meetings, it is obviously desirable that some attempt at classification should be made. For our present purposes, the most useful division to make is that between (*a*) Business Meetings; and (*b*) Other Meetings. By business meetings we do not usually imply meetings connected with "business" in the commercial sense, but meetings

at which business is conducted—in other words, meetings which are called wholly or mainly for the purpose of ascertaining the corporate wishes of the persons assembled—or of those whom they represent—and of putting those wishes into some sort of effect.

It may often happen that some business is conducted at meetings which are not primarily business meetings. For instance, a meeting convened primarily for the purpose of listening to a lecture or address may be asked to pass one or more resolutions —*e.g.*, to ask a local Member of Parliament to take steps to have certain unsatisfactory conditions described by the lecturer investigated by the appropriate authority. To the extent that the meeting concerned does involve such activities it becomes a business meeting, and the rules generally applicable to such meetings should be adopted with regard to the business carried through.

Subject to this remark, the classification given will suffice for all practical purposes. Those assemblies which come within the category of " Other Meetings " are largely outside the scope of our enquiry into the conduct of meetings, the majority of them, so far as they have any precise order at all, being governed by customs peculiar to their varying objects. They will include such meetings as Religious Services; Educational Classes; Sporting and Social Events; Entertainments; Luncheons and Dinners; Mass Meetings; Lectures; Parades, etc., together with the activities of such authorities as the Courts

of Law and similar tribunals. Most of these have their own ritual or ceremonial, with which the average attendant is concerned mainly as a listener or spectator. Their conduct is largely in the hands of professional or semi-professional officers, such as ministers, judges, toastmasters, compères, or masters of ceremonies.

At business meetings, on the other hand, many quite ordinary individuals may find themselves involved in responsible duties, being called upon to act as Chairmen, Secretaries, Conveners, or Movers of Resolutions. In such circumstances it is eminently desirable that some opportunity should be afforded for them to familiarise themselves with the rules commonly applied in the conduct of proceedings of this sort.

Business meetings themselves comprise a very wide variety of assembly, ranging from the sittings of Parliament to the meeting of the committee of a local cricket club. Between these two extremes there are meetings of such bodies as County, City and Borough Councils and other civic authorities; Company and Directors' Meetings; Creditors' Meetings; and the assemblies of innumerable Conferences, Conventions, Councils, Committees, and executives of all descriptions. Although not strictly within the scope of the term, such bodies as Debating Societies should normally conform to the rules applying to business meetings generally.

While the precise conduct of these differing types of business meeting may vary considerably, accord-

ing to their several constitutions and purposes, there is a general basic method of conduct which is more or less common to them all, and it is to this that we propose to devote the bulk of our space.

Before passing on, however, it may be advisable to notice one important sub-division—namely, that between meetings of autonomous and those of subordinate bodies, since the procedure differs to some degree according to the distinction between the two. Of the latter class, the Committee or Sub-Committee is probably the typical example, and special attention will be given to the variations involved, either in the consideration of the matters dealt with in the individual chapters or in the short chapter specially devoted to such meetings later in the book.

THE REGULATION OF MEETINGS: BYE-LAWS, STANDING ORDERS AND ARTICLES

With certain very limited exceptions, there are no Acts of Parliament or other cast-iron rules by which the conduct of meetings is regulated. For the purposes of considering the procedure which is customarily followed in regulating the business conducted at meetings, it may be useful if we distinguish between (*a*) ordinary meetings held in the normal course of affairs by more or less permanent bodies, and (*b*) special, occasional, or *ad hoc* meetings which are held from time to time for various purposes outside the ordinary routine of affairs. An example of the latter might be a joint meeting held in order to gather the views of a number of bodies interested in a particular question or state of affairs and attended by representatives of each of the various bodies concerned.

In the former case, procedure is usually governed by regulations drawn up for the purpose by the organisations concerned. Such regulations normally comprise a number of rules which are based on principles in general use, with such variations, modifications, and additions as may have appeared desirable as regards the particular body in question to the persons by whom they were drafted. In

particular, they select and clarify such rules as may be open to considerable variation, such as the length of time that must elapse between the notice of a meeting and the date at which it is to be held. In so far as such regulations do not cover any particular points of procedure, the latter remain to be governed by the general customs which we shall attempt to indicate in due course. It is seldom that any set of regulations is so complete and detailed that no questions are left to be dealt with in this way.

In the case of other meetings, procedure must, from the nature of the case, be based upon those same customary rules, or, as they say north of the border, on " use and wont ".

The Constitution of an Organisation: Its Effect upon Business Procedure

Practically all organisations have some sort of Constitution under which they carry on their varied activities. Some of these are enacted directly by Parliament, or are, in greater or less degree, governed by, or drawn up in accordance with, general Acts of Parliament. Others, although drafted largely in accordance with the wishes of the interests concerned, are actually authorised or sanctioned by the Crown or some public department, as in the case of Royal Charters. Occasionally they are drafted in compliance with some trust deed or other private or semi-private document. The remainder are the result of the independent labours of the persons by

whom the organisations concerned have been established, or of their representatives.

It may happen that the Constitution is silent on the question of procedure to be adopted in connection with the meetings of the organisation or its council, committees, or branches. As a general rule, however, it will be found that there are included certain provisions which either (*a*) set out in detail the rules to be observed on such matters; (*b*) provide for the adoption of regulations, bye-laws, or standing orders by which procedure in connection with business meetings is to be governed, or (*c*) indicate certain more important rules to be observed, and leave the detailed and minor questions to be settled by such subordinate regulations.

As between the various alternatives open to those charged with the responsibility of drafting a Constitution, the choice of which method to adopt will depend on the extent to which it is thought desirable to make the provisions in question flexible or otherwise. Since it is always a simpler matter to alter bye-laws, standing orders, and similar rules drawn up under the Constitution than it is to have the latter itself amended, the preference will be to leave the question to be dealt with in the subsidiary rules if it is thought desirable to allow comparatively easy opportunity for later amendments or variations, but to deal with it in the Constitution if there are reasons for ensuring some degree of permanence and rigidity in the matter.

In the case of Limited Companies, the Con-

stitution is found in the Memorandum and Articles of Association. It is the latter which are the vehicle by or under which these matters fall to be dealt with. The Companies Acts contain a model set of Articles, familiarly known as " Table A ", which operate in so far as they are not specifically excluded or replaced by the Articles registered by the promoters or shareholders of the individual companies concerned. Where Articles contain any provision which conflicts with the procedure or other requirements of the Companies Act, 1948, they will be void to that extent.

As we proceed with the consideration of the various matters affecting the conduct of meetings, we shall from time to time examine possible provisions to be included in a set of bye-laws or standing orders with a view to covering such of them as are found suitable for regulation in this way.

THE CONVENING OF MEETINGS: NOTICES

THE convening of a meeting is a matter of some responsibility. Generally speaking, the person or persons who call together an assembly of persons are accountable in law for its proper conduct. If the meeting is of any size, it must be held at a place which conforms to the requirements of the authorities as to fire precautions; if the business to be conducted is such that breaches of the peace may possibly occur in connection with it, arrangements must be made for it to be stewarded by responsible persons; and if there are any police regulations applying to the meeting or its venue, the local police authorities must be consulted, and so on. If the meeting is held in conformity with any Act of Parliament, or with any regulations or orders having statutory effect, the requirements of the provisions operating with regard to such meetings must be observed—*e.g.*, in the case of a meeting of creditors to consider the affairs of a defaulting trader.

Where the meeting is held in connection with an established body, it will usually be convened by the appropriate executive—normally the Council or Committee, acting through the Secretary, or, in the case of a local authority or ecclesiastical body, the Clerk. In other cases the persons promoting the

meeting will make their own arrangements for convening it, and for carrying through the necessary preliminaries.

Notices of Meetings

In the case of bodies which meet periodically at a regular address and at regular times to conduct more or less routine business, it is frequently unnecessary to issue notices to the persons entitled to attend, particularly where the details have already been set out in a year-book, syllabus, or similar schedule of meetings. In all other cases such notices will almost invariably be required.

Where the meeting is open to the general public, it will usually be advertised in the Press or by poster, handbill, or other form of publicity. If it is a private assembly at which attendance is limited to authorised delegates or members, postal notice will generally be required.

Date of Issue of Notices.—If the regulations of the body concerned indicate that a certain period of notice is to be given, or where the meeting is one to which any statutory provisions regarding the giving of notice apply, the requirements of the regulations or provisions concerned must be observed.

In some cases the period of notice varies according to the nature of the meeting, as between "ordinary" and "extraordinary" or "special" meetings. Whether a meeting is of the one class or the other will usually depend on the nature of the business to be conducted, the regulations often requiring

that certain specified matters shall be considered only at extraordinary or special meetings, and that longer notice shall be given in the case of such meetings. This aspect of affairs will be considered further when we come to deal with "Special Resolutions".

There is usually no set form of notice, and its exact details will depend to a considerable extent on the degree to which the notice is to be the sole intimation sent to the persons summoned to attend or is to be accompanied by other documents. For instance, if the notice is accompanied by a detailed Agenda, there is no need to include in the notice itself any details of the nature of the business to be conducted at the proposed meeting. Similarly, in the case of routine meetings, it is not usually necessary to indicate who is to preside, and so forth.

Draft Rules Relating to Notices of Meetings.— The following are set out as an example of a set of rules covering the main requirements with regard to notices of meetings:—

1. Meetings shall be held once every month, or at such shorter intervals as the Officers of the Association shall deem advisable.

2. Notice of meetings shall be sent by post to all members of the Association resident in the United Kingdom, at their last known address, not less than seven days, or, in the case of a Special Meeting, fourteen days, prior to the date of the meeting.

3. Notices of meetings shall set out the time and place at which they are to be held, and the nature of the business to be transacted thereat.

4. Non-receipt by any member of the Association of a notice convening a meeting shall not invalidate anything done at that meeting.

Other Information as to Business to be Conducted.—As indicated in a preceding paragraph, it is frequently the custom to send out with the notice of meeting an Agenda setting out the business which it is intended to transact. In addition to the Agenda, some bodies send out such further documents as (*a*) Minutes of the last meeting of the body concerned; (*b*) Minutes or Reports of Committees or Sub-Committees; (*c*) Reports from delegations, etc., (*d*) other documents which will be before the meeting, such as Government Regulations, recommendations of joint bodies and the like, and (*e*) Financial and Statistical Statements. The extent to which this practice is followed will depend almost entirely on the character of the body concerned, and/or the wishes of the members as indicated at previous meetings. It is not usual to provide for such matters in bye-laws or standing orders.

THE ARRANGEMENT OF MEETINGS: THE AGENDA

A MEETING occupies both time and space, and its satisfactory conduct requires consideration of both these factors. Taking the latter aspect first, the place of meeting will depend largely on the number of persons who are expected to attend. When a suitable venue has been fixed, some attention to the physical arrangements will usually be required.

As a rule, the most advantageous arrangement for the seating of a business meeting is for the general audience to be accommodated (with desks or tables, if possible) in tiers or rows arranged in a semi-circle or horse-shoe shape facing the platform. It is generally considered more convenient to have the platform facing down, rather than across, the room, where the latter is not in the form of an arc or square, but in making a final decision on this point much will depend on the position of doors, windows, heating-apparatus, and other features of the apartment. In the case of permanent bodies, it is the custom to allocate either the front rows of seats or the ends of the horse-shoe nearest the platform to the senior members of the assembly, such as Aldermen, ex-Presidents, and other individuals who hold, or have held, positions of

honour in the organisation, but who are not accommodated on the platform. New and un-ranking members take the other seats.

The President or other Chairman will, of course, occupy the central seat on the platform, with the Clerk or Secretary on his left. At his right hand will usually be either the immediate ex-President, or the Deputy-President, Vice-Chairman, or other person entitled to preside in the case of the Chairman having to leave the meeting, or the visiting speaker if the main business of the meeting is to hear an address from such an individual. Other seats on the platform may be reserved for the Treasurer, the Chaplain, if any, and similar officials.

With regard to the time of the meeting, it is to be assumed that the convenors of the assembly have chosen the time most suitable having regard to all the circumstances in which it is being held. We are here concerned more with the order in which the business is to be conducted with a view to securing that the time available shall be utilised with the greatest economy. In this connection a certain more or less conventional routine has come into operation, which should, apart from any special circumstances (such as the necessity for a particular individual to conduct the business with which he is concerned with due regard for a railway time-table), be followed in all such gatherings.

This routine is, in brief, along the following lines: first, opening formalities; then, in due order, matters carried over from previous meetings;

matters brought forward from committees, etc.; other reports; private motions; other business; and closing formalities.

In drawing up the programme, or Agenda, of the meeting, this order should be observed, subject to any special considerations such as those already mentioned.

Before proceeding to consider this important subject more fully, it may be permissible for us to digress to consider briefly the method of introducing business to the meeting.

With certain exceptions, to be dealt with a little later, all business should be introduced to the meeting by way of a "Motion". This rule is one which should be strictly observed if serious interference with the conduct of the meeting, in which members may be tempted to discuss items which have little or no relevance to the matter in hand, is to be avoided. If, for instance, a report, whether oral or printed, is given to the meeting, no discussion should be allowed until a resolution is moved that such report be received and adopted, or that it be referred to a sub-committee or otherwise, as the case may be.

Some pre-arrangement may be necessary to ensure that suitable persons are prepared to move these various resolutions. Normally, the Chairmen of Committees or Sub-Committees will move their own minutes or reports; members who have given notices of motion will move accordingly; but in other cases, such as the election of persons to par-

ticular offices or committees, some previous understanding may be desirable. Each case will depend largely on its own circumstances, and procedure will be arranged accordingly. If, for instance, the body is divided into parties, the whips of those parties may be relied upon to make their own arrangements as to the nomination of candidates for office, and it would be foolish for the executive to interfere in such matters.

The principal exception to the rule that all business should be by motion and resolution relates to the asking of questions. Questions are usually of two types. There is the extempore question interjected during discussion, often on points of order. Such questions will be considered in a subsequent chapter. There are, in addition, the formal "Questions", which members may desire to put to the Chairman, or to some other office-holder, with a view to securing information on some matter of interest. It is usually the rule for suitable notice of such questions to be sent to the Clerk or Secretary, or to the persons to be interrogated, such as the Chairmen of Committees, or, in the latter case, to both. A Chairman is justified in refusing to answer, or to allow, a question of which proper notice has not been given.

The point of interest at the present juncture is as to the place in the proceedings such questions are to be given. In some cases it is the rule that Questions are to take precedence over other business, once the opening formalities have been complied with. In others they are left to the close of the meeting.

A very useful rule is that, in the case of Questions to Chairmen of Committees who are presenting reports to the meeting, they should be taken immediately prior to the rising of the Chairman concerned to move his report, and that Questions to other Chairmen, etc., should be put immediately after the last such report has been taken.

Another sound rule is that Questions should not be addressed to persons who are not members of the assembly concerned, such as paid officials. If there is no other person to whom such Questions can suitably be put, they should be addressed to the Chairman of the meeting.

Finally, no discussion should be allowed on answers to Questions. While some latitude may be admitted as to the asking of supplementary questions—*i.e.*, questions additional to those of which notice has been given—the general rule is to allow only such supplementary questions as are reasonably put in order to clear up ambiguities in the answers given to the original Questions.

With these points in mind, we may proceed to consider the drafting of the Agenda.

The Agenda.—One of the briefest Agendas which the author is able to recollect was as follows :—

1. Minutes. 2. Quarterly Report. 3. Any other Business.

Agendas range from programmes of such conciseness to documents of several hundred words. It is extremely difficult to lay down any wide and general

rules as to exactly what items should be given a place in the Agenda and the extent to which the matters included should be set out in detail. A personal preference is towards conciseness, in so far as that desideratum can be secured without seriously depriving members of reasonable information regarding the character of the business to be transacted.

In this connection, much will depend on the extent to which supplementary documents, as indicated in the previous chapter, are circulated to the persons summoned to the meeting, either with, or prior or subsequent to the issue of, the notice calling the meeting. As a general rule, any motions of which notice has been received, and all other business of an exceptional nature, should be set out fully. More routine matter should be indicated under suitable headings. In the case of committee reports, all matters on which separate resolutions will be put should be indicated under suitable headings. It is not customary to include in the Agenda any reference to Questions which are to be put at the meeting, although they will normally appear on the special Agenda to be used by the Chairman.

While the usual procedure, as suggested earlier, is for matters arising from previous meetings, or from committee minutes or reports, to be dealt with on the reading or presentation of the minutes or reports concerned, it is sometimes considered advisable for matters of outstanding importance to be given a separate place on the Agenda. In

such an event the matters concerned will be specially excluded from any resolutions dealing with the confirmation or adoption of those records or other documents, in so far as such separate and further attention is involved, and consideration of them deferred until the appropriate place on the Agenda has been reached. Usually such business takes first place after the former have been disposed of.

In the light of these general principles, we may conclude this chapter with an attempt to draft a typical Agenda—in so far as any document of such a character can reasonably be described as typical.

Meeting of the A. B. Association, to be held at the Offices of the Association on Tuesday, October 1st, 1940, *at* 3 *p.m.*

Agenda

1. Apologies.
2. Minutes of Previous Meeting.
3. Business Arising :

   (*a*) Co-operation with the C. D. Society (see Separate Item) ;
   (*b*) Arrangements for Annual Conference ;
   (*c*) Establishment of East Anglian Branch.

4. Finance Committee :

   (*a*) Financial Statement to 30th September ;
   (*b*) Accounts for payment ;

(*c*) Contract for Publicity with M.N. Advertising Co., Ltd.

5. General Purposes Committee :

(*a*) Extension of membership to persons resident abroad;

(*b*) Applications from new subscribers for membership;

(*c*) Deaths and resignations;

(*d*) Arrangements for conduct of Association's activities in case of emergency.

6. Staff Committee :

(*a*) Appointment of Deputy Secretary;

(*b*) Promotions.

7. Co-operation with C.D. Society.

8. Election of Delegates to Joint Meeting of Y.Z. Associations.

(Three delegates to be appointed.)

9. Notice of Motion (Mr. K. K. King) :

That the Association's Bye-Laws be amended by substituting for Bye-Law 7, the following :—

"No member shall be called upon to attend the prescribed number of meetings

unless he resides within *thirty* miles of the Association's offices." *

10. Any other Business.

* Bye-law 7 now reads—

"No member shall be called upon to attend the prescribed number of meetings unless he resides within twenty-five miles of the Association's offices."

In the case of statutory meetings, such as the annual meeting of a limited company, it is usual to open the proceedings by calling upon the Secretary to read the notice convening the meeting. The precise purpose of, and benefit to be derived from, this proceeding is wrapped in obscurity.

Where no person is previously designated to preside at a meeting, the first business is always to elect a Chairman. It is normally the duty of the Secretary or other person responsible for convening the meeting to ask for nominations and to conduct the election.

If there is no regular date for holding the meetings of the undertaking concerned, the last business on the Agenda should be to fix the date, time, and place of the next meeting, if any.

The item "Any Other Business" should not be allowed to authorise the conduct of important business of which proper notice should have been given. Minor items not specifically mentioned in the Agenda, and business which has suddenly arisen, if not admitting of delay until the next meeting, may usually be dealt with under that heading,

and it is also useful for enabling intimation to be given of business which members may intend to bring forward at a subsequent meeting.

Where Special Resolutions are to come before the meeting, their nature should be indicated on the Agenda. It is frequently laid down in the Constitution that Special or Extraordinary Meetings, with appropriate Notices, must be called to deal with such resolutions.

Draft Rules.—The following typical rules are suggested for dealing with matters referred to in this chapter :—

1. The following matters shall be dealt with only at Special Meetings of the Association :

(*a*) The alteration of rates of subscription;

(*b*) The incurring of expenditure exceeding £50 on the property of the Association;

(*c*) The purchase, sale, or mortgage of any such property;

(*d*) The alteration of conditions of admission to membership;

(*e*) The expulsion of any member from the Association;

(*f*) The opening or closing of any Branch of the Association; and

(*g*) The amendment of the Association's Constitution or of the Trust Deed relating to its property and funds.

2. Except in the case of resolutions put forward by the Officers and Committees of the Association,

notice of motion must be sent to the Secretary not less than fourteen days, or, in the case of a Special Resolution, twenty-one days, before the date fixed for holding the meeting at which such motion is to be made.

3. Notice of questions to be put at any meeting must be forwarded to the Secretary not later than the last day of the month preceding that in which the meeting concerned is to be held.

THE MEETING IN SESSION: THE QUORUM

THE meeting having been arranged, the requisite notices sent out, the agenda prepared, and the time of commencing the proceedings having arrived, one event alone can interfere with the making of a prompt start with the business—namely, the absence of a Quorum.

It is customary for some arrangement to be made for registering the names and qualifications of the persons arriving to attend the meeting, so as to ensure the *bona fides* of all those seeking admission and prevent interlopers or "strangers" being allowed to listen to, or take part in, the proceedings, except in so far as there is reason to the contrary—*e.g.*, where a "gallery" is admitted, or where an outside speaker has been invited to attend the meeting. It is also customary to admit to the meeting the leading paid officials of the organisation, if any, and a certain number of attendants, clerks, etc., according to the size of the meeting and the nature of the proceedings.

Where a Quorum is required, this must be made up solely of members or delegates entitled to attend the meeting as such, exclusive of visitors or staff.

The Quorum.—Most Constitutions provide that a certain number of members must be present to

constitute a Quorum. It is not usually stated that no business shall be conducted when no Quorum is present, but since that is the whole purpose of making such provision, a specific statement to that effect is scarcely necessary.

It is sometimes further provided that if within (say) fifteen minutes from the time for which the meeting has been called no Quorum is secured, the meeting shall stand adjourned for a stated period, usually seven days, that special notices (in such a case, probably four days) shall be sent out intimating such adjournment, and that, if no Quorum is present at the adjourned meeting, it may proceed to conduct the business notwithstanding the insufficiency of the attendance. Where such a rule is in force, it should be strictly applied.

In other cases where no Quorum is present the position may be one of considerable difficulty. Any business done despite the paucity of the attendance may subsequently be challenged, the reason for providing for a Quorum being to ensure that business is not conducted by a handful of persons who cannot reasonably be regarded as representative of the organisation as a whole. On the other hand, there may be matters to be dealt with that require almost immediate attention, and that can be deferred only with grave consequences.

Where such a situation arises, the Chairman or Convener of the meeting has carefully to weigh the advantages or disadvantages attaching to the alternative courses of declaring the meeting void or

of acting in despite of the Constitution. In making a decision, he will be influenced by (*a*) the nature and urgency of the business to be conducted, and (*b*) the extent to which he is short of the requisite attendance.

An individual faced with this dilemma should be guided by practical, rather than strictly orthodox, considerations, and he must assume that both the members present and those absent are reasonable persons endowed with a sufficient stock of plain common sense. He will usually address the audience briefly, indicating the difficulty that has arisen, and will suggest that it might be proper for them to take routine and minor business, in the hope that late-comers will subsequently arrive to put the matter in order. Should this happy expectation prove to be justified, he should, at the first opportunity, indicate to the new arrivals what has taken place, and ask them to confirm what has been done, so putting the matter in order.

Should it turn out that a Quorum still fails of attainment, he must use his discretion as to what business is sufficiently urgent to warrant immediate transaction. So far as it is possible, he will avoid taking any business which will have far-reaching or irrevocable consequences, particularly as regards the incurrence of expenditure. Should the next meeting refuse to confirm the action taken, he may find himself held personally liable for any expenditure incurred, by reason of the irregularity of the proceedings. If, on the other hand, the subsequent

meeting is willing to adopt the proceedings, the whole matter will, for all practical purposes, be put in order.

The position where a meeting commences with a Quorum, but is subsequently depleted by early-leavers, is a little different. The Chairman will usually attempt to influence members who make movements to leave not to do so where their absence will have this result, particularly if important business still remains to be completed. If, however, the situation should arise where a Quorum is no longer present, it is generally conceded that the Chairman is entitled to continue the meeting as if it were adequately attended, unless any member officially draws his attention to the position. He may then ask the member, or members, concerned not to press him on the point, but should they refuse to overlook the lack of a sufficient attendance he cannot reasonably continue the proceedings.

In conclusion, it may be observed that the mere attendance of members is sufficient to constitute a Quorum, even if they take no part—*e.g.*, by voting—in the conduct of the meeting. Such attendance should, however, be in the meeting-place itself. Members who retire to a lobby cannot be treated as still in attendance while they remain away from the room.

Draft Rules.—In view of what has been said above, it should be apparent that it will usually be wise to fix as modest a number as is reasonably dignified as constituting a Quorum. Consideration should

also be given to the drafting of a regulation permitting certain business to be conducted despite the lack of a Quorum, although this provision is not as common as it might well be. The following draft rules are suggested :

1. A Quorum shall consist of twelve members of the Association, or one-tenth of the membership whichever is the less.

2. Notwithstanding the absence of a Quorum, a properly convened meeting of the Association shall be authorised to conduct the following business, *viz.*,—

(*a*) The confirmation of Minutes;

(*b*) The passing of Accounts for payment; and

(*c*) Any other business which, in the opinion of the President or Chairman of the meeting, is of such urgency as to require immediate consideration.

3. The Council and Committees of the Association shall fix their own Quorum.

THE CHAIRMAN: HIS DUTIES AND PRIVILEGES

As indicated in an earlier chapter, the first business of a meeting for which a Chairman has not already been appointed is to elect a suitable person to fill that office. It will be useful, therefore, if we consider the functions of that important official at the present stage of our enquiry into the conduct of meetings.

Chairmen are selected in numerous ways: (*a*) by appointment from outside the body concerned, as in the case of the Chairman of a Royal Commission, who is usually selected by H.M. Treasury; (*b*) by right of some other office, as in the case of a minister of a church or chapel, who is usually *ex officio* Chairman of the various meetings held in connection with the business of the church or chapel, and/or of the deacons or elders, during the continuance of his pastorate; (*c*) by permanent or semi-permanent appointment, as in the case of the Chairman of a limited company named as such in the Articles of Association; (*d*) by selection of a council or committee, as in the case of the President of a professional association; (*e*) by annual election of the body over which he presides, as in the case of a Lord Mayor or Mayor of a city or borough

corporation; or (*f*) by *ad hoc* appointment at the meeting concerned.

The duties of a Chairman may be summed up to the effect that he is responsible for securing that the determinations of the meeting shall properly reflect the wishes of the members present, or those whom they represent, on the matters with which it is called upon to deal. To that end he will endeavour—

1. To see that the business is conducted in an ordered and orderly fashion;

2. To ensure that the various matters to be considered are presented to the meeting in such a way that those present shall appreciate exactly what it is that they are asked to consider, and the effects likely to ensue from their decisions;

3. To secure that reasonable opportunity is given for the expression of opinion by those present on the business before the meeting;

4. To see that the decisions taken are relevant, precise, and free from obscurity and ambiguity; and

5. To avoid the prolongation of business by reason of the introduction of irrelevant discussions, unnecessary repetition, and unjustifiable obstruction.

These points may be considered *seriatim*.

1. In the case of ordinary business meetings it is seldom necessary for a Chairman to have to make special arrangements to deal with a "rough house", but it is by no means infrequent for him to be faced with ugly situations calling for the exercise of all the arts of forbearance, patience, firmness, and tact of which he is possessed. A Chairman may, as a last resort, require a member to leave the chamber, failing which he should adjourn or abandon the meeting, but neither course should be resorted to unless it is impossible to deal with the situation in any other way. If he is a man (or she is a woman) of strong personality, he (or she) will usually be able to restrain any excitable elements before the stage is reached when they have become uncontrollable.

A matter more frequently calling for insight and judgement is the keeping of the meeting *to* order, rather than *in* order. More will require to be said on this point when we come to consider the putting of resolutions and amendments, but some general remarks on the question of the attitude of the Chairman to points of order may be in place at this juncture.

The ideal Chairman holds the reins firmly but loosely. He will not be over-ready to call members to order the moment they depart from the strict letter of regularity and propriety—an attitude which will seldom win him the respect of his colleagues. On the other hand, where a speaker is

clearly embarking on a course which is entirely out of order—*e.g.*, to propose an amendment which is directed to a matter already decided upon and not appropriate to the resolution before the meeting—he should not hesitate to intervene immediately. If a member calls his attention to a point of order, he must immediately decide the matter (subject where necessary to the advice of the Clerk or Secretary). Unless he has clearly given a wrong decision, he should not allow himself to be intimidated into altering it by loud shouts of disapproval and criticism.

(It may be suggested, in parenthesis, that probably the majority of " points of order " raised by members of an assembly are not points of order at all, but are mere devices to intervene in the discussion at points when there is no other means of interrupting the ordinary course of the debate.)

A Chairman who is inclined to be self-distrustful will often find it difficult to control a meeting. It may assist such a person if he is reminded that a Chairman cannot himself be ruled out of order. If his conduct is unsatisfactory to the majority of the audience, the remedy is to remove him and elect another Chairman. This is, in theory at any rate, an easy matter where he has been elected by the meeting. Whom it has promoted it may depose. Where he holds his appointment *ex officio*, the position is rather more difficult, particularly having regard to the fact that, by vacating the Chair, he can bring the

business to an abrupt conclusion. In such circumstances it is frequently impossible legally to reconstitute the meeting by voting some other person to the Chair. The position in such cases will be considered further in a subsequent chapter, when we come to deal with means of overruling the decisions of a meeting which are *ultra vires*, or out of order.

The fact that a Chairman cannot be *ruled* out of order does not imply that he cannot *be* out of order. A wise Chairman will always be willing to consider his position where reasonable arguments are submitted to him to substantiate a plea that he has acted unconstitutionally, and to take the necessary steps to put himself in order. If he persists in misconducting the business, the only redress will, as a rule, be along the lines just indicated as appropriate to separate treatment later in the book.

2. As far as possible, the Chairman, in prior collaboration with the Clerk or Secretary, should see that all resolutions are drawn up so as clearly to indicate the precise effects which they are intended to secure. The drafting of resolutions is something of a fine art, and it may not be out of place if certain pointers are indicated here.

Long and complicated resolutions should be eschewed. If the subject-matter is necessarily involved, one of two courses should be pursued. The substance of the proposal may be drafted in the form of a recommendation, the motion itself being confined to the proposition that the recommen-

dation be adopted. An even better course, where the subject-matter permits, is to divide the proposal into a number of short resolutions, each comprising a single proposition which may be either accepted or rejected. By this means it is not only easier to ensure that the audience will appreciate precisely what they are being asked to consider, but the danger of having a long and varied list of amendments proposed—always to be avoided if at all possible—is considerably lessened. If necessary, the person responsible for moving the resolution(s) in question can indicate their inter-related character in a preliminary outline of the situation to be given when he rises to move the first of them.

Legislation by reference is the bane of students of the law. Resolutions by reference are equally to be avoided. Where it is impossible to draft a proposition except by reference to existing rules, previous decisions, or other records or documents, steps should be taken to indicate exactly how the existing order will be varied by the new proposals, or, as the case may be, how the proposal now before the meeting is affected by the other regulations referred to.

3. It is by no means an easy matter to secure, at one and the same time, that full opportunity is allowed for discussion, and that the meeting does not "drag". The experienced Chairman will usually know instinctively just what latitude to allow during the continuance of the debate, when the stage has been reached at which it

should be brought to a close, and the best way of winding up the discussion so as to satisfy the members that they have had a fair chance of debating the points at issue. (The position where members call for the termination of the debate will be considered in a later chapter.)

A Chairman is under no obligation to permit every member who wishes to speak on a resolution an opportunity of so doing, although he will do so as far as possible, particularly in those cases where the meeting is comparatively small. He should, however, allow his eye to be caught by intending speakers whom he has reason to believe will bring before the meeting the principal points of view to be expressed on the subject, with a preference for those who are known to have special knowledge on the particular topic with which it is concerned. If the meeting consists of representatives of different bodies, he should further aim to see that one member is called upon from all the principal organisations represented. He will also be wise to give preference, as far as possible, to members whom he has had to exclude from debates on previous motions, so that there shall be no ground for accusing him of unfair treatment. In particular, he will try to arrange that new, and possibly timid, members are given opportunities to make their contribution to the proceedings.

Certain further aspects of this question will call for consideration when we come to deal with the Debate and the Closure.

4. The Chairman's duty to see that unambiguous decisions are reached is covered to some extent by what has been said above under heading 2. In the case of small organisations, however, it sometimes happens that, the debate having been allowed to wander somewhat freely, a state of affairs may arise when so many suggestions have been made, and either accepted on one side or amended or withdrawn on the other, that nobody knows just what has been agreed upon. If the discussion is allowed to peter out in this way, it may well happen that inaccurate or incomplete minutes will eventually be drawn up, and the whole issue be left in suspense for reconsideration at the next meeting when such minutes are put forward for approval. It is the duty of the Chairman to see that this state of affairs is not allowed to come about. Any uncertainty in the mind of the Clerk or Secretary should be intimated to him there and then, and the matter put in order.

5. The fifth of the duties mentioned above scarcely needs further elaboration. A strong Chairman can usually curtail irrelevant or repetitive speeches by the exercise of a little tact, without rousing resentment or suspicion that he is trying to stifle discussion. A courteous interjection, assuring the speaker that the meeting has appreciated what he desires it to understand—namely, that Messrs. X Y Z are a thoroughly reputable firm, or whatever the case may be—followed by an enquiry whether anybody else wishes to speak on the subject,

will usually disarm all but the most dull-witted speechifiers.

The Chairman's privileges may be summarised in a final "duty"—namely, to uphold the dignity of the Chair. The principal points to be noticed in this connection are—

1. He should insist that all speakers address the Chair, and do not direct their remarks to other persons attending the meeting. The only exception to this rule will occur when, at question time, members are allowed to put questions to Chairmen of Committees, etc., as indicated in an earlier chapter. With this one proviso, this custom should be rigidly maintained. Once it is allowed to fall into abeyance, the danger of the debate deteriorating into cross-talk, over which neither the Chairman nor the meeting can retain any proper control, is one which it will be all but impossible to avoid.

2. He should further insist that his decisions are respected, and should not allow discussions upon his rulings. The remarks made on this subject earlier in this chapter need not be repeated here. On this point, also, once a Chairman allows himself to be browbeaten into changing his mind, which he has properly and responsibly made up and expressed, his control of the business is seriously threatened. The fate of the football referee whose decisions are swayed by the team which makes the most clamour should be adequate warning on this point.

3. He should not allow speakers to be interrupted by constant interjections. Occasional and pointed commentaries on a speaker's remarks are perfectly admissible, but constant heckling, or long-winded rejoinders, should not be allowed.

4. He should discourage attempts by well-meaning Secretaries (and others) to dominate him. An inexperienced Chairman will welcome all the advice and assistance which an able Secretary can give him, but few things can be more distressing than a Chairman who, *during the course of the debate*, feels it necessary continually to turn to an adviser in order to find out what he ought to do, and few things can be more obnoxious than a Secretary who aspires to treat a Chairman as a mere dummy, and to govern the meeting himself. It is by no means easy to control an official who may have had things very much his own way for twenty or thirty years, but, if necessary, the administration of a definite, if not too obvious, snub should not be withheld. This does not mean that a Secretary, who has his finger on all the facets of the business in hand, should not be allowed to present such business to the meeting, and to indicate what, in his opinion, is the best course to adopt; but, having done that, he should not be permitted to enter into discussion unless invited to do so by the Chairman. The Secretary who is allowed to argue is an abomination which should not be permitted.

The Chairman's right to a casting vote will be considered when we examine the matter of Voting generally, but a word may be permitted here as to his position in debate.

In some cases the Chairman is, by reason of his office, also the mouthpiece of the executive. For instance, the Chairman of a limited company is usually also the Chairman of the Board of Directors, and, as such, it is his business to secure, if he can, that the members of the company shall accept and adopt the policy and actions of the Board. He is bound, therefore, to take up an *ex parte* attitude at company meetings, and to seek, by all the means at his command, to carry the recommendations of the Board at the vote.

In most other cases the Chairman will be well advised to adopt as neutral an attitude as possible. The more contentious the matter before the meeting, the more careful should he be to maintain an impartial attitude. Where purely routine matters are concerned, there is no objection to his moving resolutions from the Chair. In the case of what may be termed courtesy resolutions, such as votes of condolence, it is, indeed, his duty and privilege to do so. Otherwise, he should avoid any action which would tend to give rise to an apparent conflict of interest between his duty as an umpire and his expressed desires as the mover or supporter of a motion before the meeting. If the body over which he presides is divided on party lines, he should

abandon party during his tenure of office, and even tend to favour his normal opponents rather than his party colleagues.

In short, the dignity of the Chair demands the self-abnegation of the Chairman.

MINUTES

WHILE Minutes of a meeting are usually one of the last things to be dealt with, the fact that one of the first items of business at most assemblies is to approve the Minutes of its predecessor justifies an examination at this stage of our enquiries into the nature of these records, and their correct drafting and treatment.

Minutes are a record of business done. This may appear to be an obvious statement, but its purport is all too frequently misunderstood. A set of Minutes is not a report of a meeting, and it is incorrect to incorporate in them summaries of the remarks made by various speakers in the course of the debate.

Where a meeting has considered, say, the purchase of a motor vehicle, the correct record in the Minute might well be somewhat as follows :—

> The Chairman and Vice-Chairman reported on their inspection of various vehicles suitable for the transport of the Department's plant between the Depot and the Sub-stations at X, Y, and Z, and recommended the purchase from Messrs. A. B. & Co., Ltd., of a 3-ton Quick-Run Truck at the price of £240, and it was agreed accordingly,

and not that Mr. D. said that Zig-Zig Trucks were much cheaper than Quick-Run Trucks, while Mr. E. gave it as his opinion that what was needed was a 5-ton lorry, and Mr. F. asked if it would not be preferable to procure a tractor and trailer, and so forth.

It is usual for the Minute of each resolution to be accompanied by the name of the mover and seconder, if any, but there is no reason for insisting upon this procedure except in the case of important business, or as regards matters where the names of such persons have some real significance.

Similarly, it is not usual to indicate the strength of the voting upon any question, unless the standing orders so provide. In some cases, a member, or a specified number of members, are allowed to claim the taking of names for entry on the Minutes, but such a record is not usually required in any other event. If, however, any member specifically asks that his name should be recorded as having voted against—or, more infrequently, for—a particular resolution, such a record should be included in the Minutes.

The Minutes should be drafted in the order in which the business was conducted, which will usually be the same as that shown on the Agenda. They will commence with details of the name of the body holding the meeting, the date, time, and place, followed by the names of the members attending (or the number, if large), and that of the person

occupying the Chair. Apologies for absence are also recorded in the case of small meetings. Minutes of Previous Meeting, Correspondence, Reports, and other business will follow in their proper order.

Minutes may be signed either by the Chairman of the meeting concerned, or by the Chairman of the meeting at which they are adopted. In most cases it is more convenient for the latter to do so, signature taking place immediately after such adoption. If the Minutes are kept on the loose-leaf principle, it is a sound precaution for the Chairman to initial each leaf. The final signature will be accompanied by the date on which it is made. A cautious Chairman will also assure himself that the Minutes as signed are identical with those issued or read to the meeting.

Where the Minutes have previously been circulated, or copies are supplied to members attending the meeting, it is usual for them to be taken as read. A formal resolution to this effect is advisable, to be followed by a separate motion to the effect that they be adopted (or confirmed) and signed.

If the Minutes are those of a meeting of equal status to that of the one at which they are presented, their confirmation or adoption—the expressions appear to be interchangeable—is largely a routine proceeding. The only discussion which can properly arise will usually be as to whether they are a full and accurate record of the business transacted at the

earlier meeting. If, on the other hand, the previous meeting was of subordinate status—*e.g.*, in the case of a meeting which has conducted business in the absence of a proper quorum—it is open to the confirming meeting to refuse to adopt any Minutes of which it may disapprove. The position in such cases has been examined in an earlier chapter.

Minutes once adopted and signed are *prima facie* evidence of the accuracy of the record and the validity of the proceedings with which they deal. In most cases they are all but conclusive on both points, particularly if the constitution or bye-laws so provide.

Draft Rules.—The following are suggested as suitable regulations regarding Minutes :

1. The Secretary shall cause Minutes to be made of all business transacted at meetings of the Association.

2. Copies of all such Minutes shall be circulated to members within fourteen days of the holding of the meetings to which they relate.

3. Minutes of all meetings shall be submitted to the next following meeting for confirmation.

4. Minutes which have been confirmed, and signed by the Chairman of the meeting at which they are confirmed, shall be conclusive evi-

dence as to the business transacted at the meeting to which they relate.

The question of the approval of Committee Minutes will be considered in a later chapter.

RESOLUTIONS: THE MOVER AND SECONDER

It was suggested in a previous chapter that practically all the business conducted at a meeting should be dealt with by means of resolutions. The Chairman should see that this rule is carried out, and, subject to certain very restricted exceptions, indicated below, no member should be allowed to address the meeting except "to" a motion. If members are permitted to introduce business by way of discursive remarks, followed by equally discursive debates, without any question having been put to which those remarks have reference, the very basis of good conduct is undermined.

Practically the only exceptions to this rule that can be conceded are: (1) Questions, which have been dealt with elsewhere, (2) Points of Order, which are usually put in the form of questions, and (3) Statements of an exceptional or personal nature, usually admitted under "Other Business". Under the last of these headings may be indicated: (*a*) Apologies or other explanatory observations which members may feel it is desirable that they should make to avoid misunderstanding of some action or remark which they may have taken or made; or (*b*) Statements in the nature of reports—other than the ordinary "official" reports—as, for

instance, to notify the meeting of the decease of a former member, or of some other occurrence which may be of interest to the meeting.

The Moving and Seconding of Resolutions.— There is a widely held idea that no resolution can be put to a meeting unless it has been moved and seconded. This is not, however, the case. Most standing orders or byelaws contain such a provision, but, even in those cases, there are situations in which the rule is not customarily applied. Votes of condolence are possibly the most familiar of these exceptions.

While it is obvious that there can be no resolution without a proposer, it is not necessary that the proposition should be put in the form of a " motion ". In the case of more or less routine and entirely uncontentious matters it is frequently the case for the Chairman (or possibly the Secretary, or some other responsible person) to say, " I take it the meeting is agreed that this be done ", or " Is this agreed? ", or to make some similar expression, and no more formal motion is required. If, as is usually the case, there is no dissent, the formality of seconding the proposition and putting it to the meeting in any more precise manner is, despite any rules in operation, dispensed with.

In other cases procedure is more formal. The proposition, if not already reduced to writing, should be written out and handed to the Chairman, who will, in due course, pass it on to the Clerk or Secretary. The mover should address the meeting,

setting out the nature and intention of the proposal, and such additional information as to (*a*) the circumstances with which it is connected and (*b*) the reasons which render it desirable that the resolution should be passed as may, in his opinion, best commend it to the meeting.

The proposer of a resolution should always be permitted, if he so desires, to reply to the debate before the motion is put to the meeting. Except when called upon to make some further explanations during the course of the discussion, he should not intervene while the debate is in progress.

With regard to this right of reply, it may be desirable to observe that a proposer should not be allowed to take unfair advantage of this privilege. He should make a full and frank statement when he puts his proposition, leaving his remarks in reply to clear up misunderstandings, refute arguments propounded by opponents and, where necessary, reiterate the main contentions in support. It is not treating the meeting courteously or fairly to put forward half of his arguments when moving the resolution, and reserve others (and, possibly, entirely new considerations and facts) for his reply.

The Chairman is always entitled to refuse to allow a proposition to come before the meeting for discussion if it has no seconder. It will be obvious that if nobody is willing to second the proposal, its chances of being passed are remote, and to allow discussion to develop in such circumstances will usually be to waste the time of the meeting. It

sometimes happens, however, that while, for varied reasons, nobody is anxious to second a proposition, its character may be such that there is a general feeling that it should be aired. In such circumstances a member will sometimes second a resolution as a pure formality, without committing himself to any opinion in support of it. This procedure is sufficiently well understood to prevent misconceptions as to the seconder's motives and intentions. At the same time, it is as well to suggest that an individual who seconds a resolution should not vote against it; it is even questionable whether he should abstain from voting. If, the subject having been ventilated, his opinion that the proposition is unworthy of support is strengthened, the most dignified course for him to pursue would appear to be to ask the mover whether, with the consent of the meeting, he will withdraw the motion. If the proposer refuses to do this, the seconder may be considered as absolved from his loyalty, and may act on the vote as his own opinions may suggest.

An individual who seconds a proposal may reserve his remarks until later in the debate. He should indicate his desire to do so when formally seconding. The object of this tactic is to prevent two strong opening speeches, possibly covering very similar ground, being followed by a spate of opposing addresses, unrelieved by a voice of comparable weight in support of the proposal. If the seconder can " weigh in " in the middle of the discussion, there is less chance of the wavering members being so over-

weighed by hostile speeches that the closing remarks of the proposer have to be made in an extremely unfavourable atmosphere.

Where a proposition is of any considerable importance, it is usually advisable for the persons intending, or designated, to act as proposer and seconder to reach a prior understanding, with a view to securing that each speaks to the motion, so far as is possible, from a different angle, or that one concentrates on certain of its aspects, while the other deals with different ones. Two speeches of moderate length and varied content are likely to have greater effect than a long disquisition followed by a somewhat flat reiteration.

The seconder of a resolution has no right of reply to the debate.

In the case of amendments to a motion, to be considered at greater length in a subsequent chapter, the rights and duties of proposers and seconders are the same as those applicable to the resolution itself, except that the mover of an amendment has no right of reply.

A few remarks may be in place at this juncture regarding restrictions on resolutions which may be put to a meeting. The Chairman should refuse to admit any resolution which purports to put into operation something which is *ultra vires* (outside the powers of) the organisation concerned, or that is outside its proper functions. For instance, a town council should not be asked to vote on a resolution

which involves the expenditure of money for which it is known that the requisite sanction cannot be secured (*e.g.*, because the work in question is delegated to some other authority); nor should a resolution which amounts to a direct reproof of the Government be admitted at such a meeting; nor one which, if put into effect, would infringe the law.

It is common to have a rule that no resolution which has been rejected shall be again brought forward for a period—frequently for one of six months from the date of its previous rejection. In this connection, care may need to be exercised to see that proposals which may not, in terms, revive a previously rejected motion, but which will have, to all intents, the same result, are not surreptitiously introduced. Rules to prevent resolutions being introduced which cancel, or vary, previous resolutions are less common, and are, indeed, not to be commended, for fairly obvious reasons. At the same time, the Chairman will be justified in looking askance at proposals which are merely back-door means of trying to snatch a reversal of an earlier resolution, and, if he is not justified in refusing to accept them, he may certainly take steps to ensure that the meeting appreciates what it is that is being attempted.

Once a resolution has been moved and seconded, it has usually to make its passage through the debate. Probably, in the majority of cases, it is either passed or rejected in the form in which it is introduced,

but there are a surprising variety of fates which it may meet. It may, for example, be either—

(i) Varied;
(ii) Amended, in one or more particulars;
(iii) Referred back;
(iv) Postponed;
(v) Pigeon-holed;
(vi) Shelved;
(vii) Guillotined, or
(viii) Withdrawn.

We shall deal with most of these eventualities in due course; but a word may here be said about the first of these possibilities. It may happen that the meeting, or a considerable majority of those present, is in favour of a resolution, with some comparatively small exception. In such cases the proposer may be asked if he is prepared to alter his motion, as being a course which, for one reason or another, is preferable to subjecting it to an amendment. In such circumstances he should consult his seconder, and with his consent, and that of the Chairman, he may agree to the amendment suggested. Similarly he himself may, as the debate proceeds, sense the general feeling of the meeting, and realising that a slight alteration may enhance the prospects of his motion being accepted, he will offer to make such an emendation in its wording, subject to the consent of seconder and Chairman. The Chairman himself may

make a similar suggestion to the mover of a resolution, if he thinks fit.

The matter of the withdrawal of a resolution has already been considered. If a proposer wishes to withdraw a motion he should secure the consent of the seconder, and ask the leave of the meeting—in effect, of the Chairman—to withdraw it accordingly. Such withdrawal may be absolute, or may be made with the object of reconsidering the matter in the light of the discussion which has taken place and its possible re-introduction in somewhat different form at a subsequent meeting. By taking this course he will avoid the difficulty of overcoming such a rule as we have indicated above regarding the ineligibility for consideration of propositions which have previously been rejected.

A motion which has been rejected should be treated as finished with, and no further discussion or voting upon it should be permitted. This advice may appear to be too obvious to merit notice, but experience proves that this is not necessarily the case. At an annual assembly of a large public body, a member of the meeting proposed an amendment which was duly seconded and carried. The " platform ", with one eye on the clock, and anticipating, apparently, that there was no likelihood of the meeting agreeing to it, had kept silence. The moment it was carried, however, the Secretary was allowed to address the meeting in violent opposition to it, to be followed by the legal adviser, who

intimated that it was really quite out of order. In the result, when the President put the resolution—namely, "That the Council's annual report be adopted"—as so amended, it was lost. This was bad enough. That the annual report should fail to pass the annual meeting was such an unheard-of event that Something Had To Be Done.

After considerable interchange of advice, the President again put the resolution, without the amendment. The assembly, thoroughly confused, passed it. Possibly this did represent the real feelings of the meeting, but the proposers of the amendment certainly had a grievance. The Chairman was at fault in allowing speeches on the amendment after it had been passed, and also (though there is some excuse for the poor man) in putting the resolution again once it had been rejected. The bulk of the blame fell on the Secretary and the Solicitor, who should have known better. The moral of this strange event appears to be "Never assume that a resolution or amendment will not be passed".

Draft Rules.—The following are suggested:

1. Every resolution shall be moved and seconded before being put to the meeting.

2. No resolution shall be moved at a meeting held less than six months after a meeting at which it has previously been put and rejected.

3. If, in the opinion of the Chairman, a proposal put before the meeting will operate to

override the preceding rule, although not in the same form as the resolution previously rejected, he shall not allow a vote to be taken upon it.

4. Before any resolution is put to the meeting, it shall be reduced to writing, and handed to the Chairman.

5. The preceding rules shall apply to an amendment to a resolution as if it were a resolution.

AMENDMENTS TO RESOLUTIONS

WHEN a resolution has been proposed and seconded, it is always open to any member of the meeting, other than the mover and seconder, to propose or second an amendment to it, either immediately after the original motion has been seconded or later in the proceedings. As with resolutions, amendments should be as brief as possible, and it is usually preferable to move two or more separate amendments rather than a single lengthy one. If this rule is observed, each point can be clearly put before the meeting, whereas, if the alternative course is adopted, the purport of the amendment(s) may remain obscure. While, on the one hand, an acceptable alteration may, if two or more are put forward in a single amendment, carry a less acceptable one along with it, the probabilities are rather the other way, and a sound amendment may be lost by the bad company to which it is tied.

Amendments, like resolutions, should be reduced to writing. A single resolution may be the subject of numerous amendments. If one amendment is adopted, the original motion, as amended, is then before the meeting, and, if no other amendment is put, the amended resolution should then be submitted to the meeting as a "substantive motion".

If we assume that a proposal is put forward in the form " That a sub-committee be formed consisting of Messrs. A., B., C., and D.," to investigate the charges made with respect to the operation of the Envelope System, and an amendment that Mr. E. be also a member of the committee is agreed upon, but no other amendment is put, the resolution would then be " That a sub-committee be formed . . . consisting of Messrs. A., B., C., D. and E.," and should be put to the meeting accordingly.

The majority of the amendments that are likely to be moved will operate either to (i) add to, (ii) exclude from, or (iii) vary the wording of the original motion. Certain other amendments of a technical nature will be considered a little later.

No amendment should be accepted which is (*a*) a direct negative of the original motion; (*b*) inconsistent with an amendment previously adopted, or (*c*) irrelevant to the matter in hand.

It is not always as easy as might be imagined to determine whether an amendment constitutes a direct negative or not. If the motion is to the effect that " Mr. Y. be admitted to membership ", an amendment to the effect that the gentleman concerned be not admitted is clearly a direct negative. The proper course for the mover of such an amendment to pursue is to vote against the original resolution. If, on the other hand, a resolution is put that " The disciplinary committee be instructed to investigate Mr. X's complaint against Mr. Y. ", an amendment to the effect that " Mr. X's letter be

allowed to lie on the table" is not necessarily a direct negative, although in effect it may appear to be such. If there is a third alternative which the meeting could adopt, then the one is not merely the negative of the other. If there is no such third alternative which is reasonably practicable, the second should be treated as a direct negative.

If the first amendment to a resolution is rejected, the original motion is open to further amendments. Similarly, if one amendment is accepted, the motion as amended is open to such further amendments. Assuming a motion to the effect that three delegates be appointed to attend a conference, an amendment that only one delegate be appointed, if rejected, would leave it open for a second amendment that the number be two, or four. If the first amendment is accepted, any other amendment affecting the number of delegates would be inconsistent with that first amendment, and should not be admitted by the Chairman. A further amendment "that the delegates' expenses be paid" would, however, be admissible in either case.

It is the almost invariable custom not to allow amendments to be moved to an amendment. If an amendment is generally acceptable but is unsatisfactory in some particular detail, the best procedure to follow is to invite the mover of the amendment to vary it. The other alternative is to reject the amendment in question, and then to move another in its place.

There is no limit to the number of amendments

which any particular member may move or second on any one resolution. An individual who has moved, seconded, or supported an amendment which is rejected is under no obligation, moral or otherwise, to vote against the unamended resolution. A proposer or seconder of a resolution which has been amended out of all recognition may vote against his own proposition, despite the suggestion to the contrary indicated in the previous chapter. Possibly, in such circumstances, the mover would prefer to withdraw his motion, *if he can get leave.*

Where an amendment is in the nature of an addendum to a resolution, it may be put as a separate proposition, if the rules as to notice of motion are not so strict, or so strictly applied, as to prevent this course being taken. If this method of procedure is intended, it is advisable to mention that intention before the first resolution is disposed of.

The Chairman should disallow any amendment which is of a character not truly relevant to the main proposition, and which, if introduced as a separate resolution, would have required proper notice.

There are a number of " procedure " amendments which differ from those already noticed in that, if carried, they dispose of the resolution before the meeting, which is not again put before the assembly as a substantive motion. Before such amendments are put to the vote the proposer of the resolution may ask to be heard, without infringing his right to

a final reply to the debate if the amendment is not in fact carried.

Many of these routine amendments are of a deferring nature; for example: "That the matter be referred to the Finance Committee for examination and report at the October meeting", "That the report be referred back to the Committee for further consideration", or "That consideration of the question be postponed to the next meeting of the Council".

The amendment previously mentioned, "That the letter (or other document) be allowed to lie on the table", is merely a polite way of proposing that the contents of the documents in question shall be ignored. If carried, the decision entirely disposes of the suggestions contained in the document, which is not again brought up for consideration at some later date. This motion may be either the main resolution or an amendment.

A motion that "The meeting proceed to the next business" is of similar effect. It is suitable to any type of resolution before the assembly, and is usually moved when the matter in hand is somewhat trivial, and the discussion has not revealed any clear desire on the part of the members present to take any particular action with regard to the point at issue. As a rule, no discussion is allowed on such an amendment, but the mover of the original resolution should claim his right of reply to the debate if he thinks it necessary or desirable.

In the case of important questions on which there

is a feeling that it would be unwise for some particular reason (*e.g.*, that a decision either way might be taken as implying decided views by the meeting as a whole, when there is a deep cleavage of opinion on the matter, as where an ecclesiastical assembly is invited to vote on a pacifist motion) to allow the matter to go to a vote, "The previous question" (*i.e.* that the question be *not* now put) is sometimes moved. The result is similar to that arising from a resolution to proceed to the next business.

While a proposal is under discussion, it sometimes happens that a member will move "That the question be now put". If the matter in debate is an amendment, this means that that amendment should be put to the vote forthwith, the discussion on the main resolution, or the moving of further amendments, remaining unaffected. If the matter under consideration is the main resolution, its effect, if carried, is to close the debate—except that the proposer may be permitted to exercise his right of reply, on making claim so to do.

The Chairman is at liberty to refuse such a proposition, more particularly if it is moved by a person who has already taken part in the discussion on the particular amendment (or resolution) concerned. He may also require that it should be seconded by another member who has not previously taken part in the debate on the amendment concerned.

The proposition that the question be now put should be put to the vote immediately, no discussion being allowed. If it is carried, the motion to which

it refers should also be put to the vote at once, subject to any claim by the mover of the proposition, in the case of the main resolution, to be allowed to exercise his right of reply.

It is usual, when a motion that the question be now put has been put to the meeting and lost, for the Chairman to refuse to admit a similar motion as regards the same item of business until the expiry of a reasonable period of time,—say ten or fifteen minutes.

A member should not be allowed to rise with a view to moving *any* amendment while another member is addressing the meeting.

It is customary to record in the minutes all amendments put to the meeting, whether carried or rejected, except motions that the question be now put.

The procedure with regard to the withdrawal of an amendment usually follows that applying to the withdrawal of an original resolution.

THE DISCUSSION OR DEBATE: THE CLOSURE

We come now to the consideration of the conduct of the discussion on a motion which is before a meeting. It may be as well to emphasise here that the rules that will be indicated are not laws of the Medes and Persians; they are more in the nature of suggestions which a Chairman will, subject to any regulations set out in, or under, the constitution, be justified in following. Much will depend on the actual nature of the meeting concerned. Normally the procedure adopted by a large official body, such as a County Council, will be regulated more strictly than that of a minor organisation such as a Parish Meeting.

Certain of the rules already dealt with in earlier chapters may be repeated here, and elaborated where necessary.

The mover of a resolution is entitled, and expected, to speak to his motion when proposing it; he will also have a right of reply to the discussion ensuing. He will not move or second any amendment to that resolution, but may speak against such an amendment or series of amendments. The seconder of a resolution may reserve his remarks to a later stage of the debate; he has no right of reply; neither will

he move or second any amendment to the resolution. Otherwise his rights are similar to those of the mover.

A member who has spoken to a resolution should not again participate in the debate on that resolution, or move an amendment thereto. He may, however, speak to any such amendment, and there is usually no objection to him seconding it. A mover of an amendment may propose further amendments and speak on each amendment before the meeting. A person who has moved an amendment, or amendments, should not normally take further part in the debate on the main resolution, but a seconder of, or speaker to, an amendment, who has not previously taken part in the discussion on the main resolution is not prevented from subsequently exercising his right to do so.

The suggestions contained in the preceding paragraph may be summarised to the effect that each amendment is, in effect, a new subject of discussion, which revives all the rights of members to speak, and does not invalidate their right of subsequently addressing the meeting; but the moving of an amendment may be regarded as taking part in the main discussion, so as to deprive the mover of further right to participate in that discussion except to move, second, or speak to, a further amendment.

Certain time-limits for speeches are sometimes laid down in the standing orders or other regulations governing the conduct of meetings. For instance, it may be provided that no speaker shall address the meeting for longer than five minutes on any motion

or amendment, except the mover of a resolution, who is allowed up to ten minutes. These limitations are usually subject to extension with the consent of the meeting, or of the Chairman—a provision which is obviously desirable. In any case, the degree in which a time limit is applied depends to a large extent on the circumstances of the case. An able Chairman is usually in a position to decide with a fair degree of precision when a speaker should be allowed to continue after his allowance of time has expired.

To illustrate what has been said on the general conduct of a debate, the following example may be taken :

Resolution : "That advertisements be admitted in the Institute's *Journal.*" Moved by Mr. A., who speaks in favour, and seconded by Mr. B., who reserves his remarks.

Amendment : "That no advertisements be inserted in the *Journal,*" moved by Mr. C., is disallowed by the Chairman as a direct negative.

Discussion, in which Messrs. D., E., F., and G. take part.

Amendment moved by Mr. H., who speaks to it, and seconded by Mr. C., who also speaks to it, "That the matter be referred to the General Purposes Committee, to make recommendations to the next meeting". Discussion, in which Messrs. J., A., and F. take part. Amendment put to the meeting and negatived.

Further discussion, in which Messrs. J., K., and B. take part.

Further amendment moved by Mr. L. and seconded by Mr. G. : " That the words ' on the cover pages of ' be substituted for the word ' in '." Messrs. D., B. and E. take part in the discussion. Amendment put to the meeting and carried.

Further discussion, in which Messrs. F., M. and N. take part.

Mr. A. replies to the debate.

Resolution, as amended, put to the meeting and carried.

The only irregularity in this instance is that Mr. F. has been allowed to take part twice in the discussion on the main resolution.

The Closure.—Various motions which have the effect of closing the discussion have been noticed in the chapter dealing with Amendments. One or two others call for consideration at this point—namely, those which are directed to terminating the meeting, rather than the particular discussion under consideration. As a general rule, it is advisable that such motions should only be admitted after any resolution before the meeting has been disposed of, although, if circumstances render it desirable, they may be accepted while a debate is still in progress.

The most common of these motions are either : (*a*) " That the meeting stand adjourned until . . . " giving a suitable date and time for the re-assembly, or

(*b*) "That the business remaining on the Agenda be adjourned to the next meeting of the (Council)". It is seldom that an absolute guillotine is imposed on business, outside Parliament, and such a course would normally be most undesirable.

Any member may move, second, or speak to a motion for the adjournment, but it is not usual to allow the mover of such a resolution any right of reply to the debate.

At the adjourned meeting the business will open at the point where it was cut short at the original meeting. For purposes of record, the adjourned meeting is usually treated as part of the original one, only one set of minutes being drafted, and no separate agenda issued. Notice of the adjournment is, however, normally sent to all members entitled to attend, and it is doubtful if a quorum at the original meeting could be treated as overruling the necessity for one at the adjourned session.

Temporary adjournments—*e.g.*, for luncheon—are usually moved in the same way, and have the same general, if modified, effect.

If a motion for the adjournment is put to the meeting and lost, it is usual for a set time to elapse (say half an hour) before a further motion to the same effect can be proposed.

Draft Rules.—The following are suggested:

1. No member shall address the meeting more than once on any motion or amendment.
2. Members shall not speak to any motion or

amendment for a period exceeding five minutes, or, in the case of the mover of a resolution, for ten minutes, without the leave of the meeting.

3. No motion to close the debate shall be moved within fifteen minutes of the rejection of a previous motion to the like effect, and no motion for the adjournment of the meeting shall be moved within thirty minutes of the rejection of a similar motion.

VOTING: PROXIES AND POLLS

THE Vote is the crucial point to which all the preceding business of the meeting is directed. Normally, all members of the body concerned who are in attendance at the meeting are qualified to take part in the voting, since any disqualification usually applies not merely to voting, but to attendance at meetings. If, in any case, it is possible for persons to attend the meeting—or even to take part in the discussion—without being entitled to vote, or where there are different classes of members, some of whom are entitled to vote only on certain types of resolution (on a municipal corporation, for instance, only councillors are allowed to vote for the election of aldermen), special care should be taken to see that the proper requirements are carried out.

The most common methods of voting are the oral and the visual, the former taking the form of calling upon the members to say "Aye" or "No", and the latter being carried out by a show of hands. The oral method is usually favoured by business, professional, and civic meetings, and the visual method by political and religious bodies.

In those cases where the vote is taken by the oral method, the Chairman may—and, if asked to do so by any member, should—require that, either

instead of so voting, or subsequent thereto, the meeting shall determine the matter by a show of hands. This procedure will usually operate either (*a*) where the oral vote leaves the feeling of the meeting uncertain, or (*b*) where there is a desire to ascertain which members are voting for, and which against, the motion concerned.

Similarly, if any member, or, if the standing orders so provide, any particular number of members, so requires, arrangements should be made for "names" to be taken. This procedure is common in the case of bodies which are comprised of party representatives, who, for propaganda or other purposes, desire that on any exceptionally important or contentious proposal the actions of individual representatives should be officially recorded. In such cases a very common method to adopt is the taking of a paper vote, each paper being marked with the name of the voter. Alternatively, the Clerk, or other officials, may mark a list of members as they hold up their hands, or may call out the various names, each member then calling "Aye" or "No", or "For" or "Against", in reply.

A slight digression may be made here regarding the voting on an election. Such votes frequently involve considerable expenditure of time and trouble where the meeting is fairly large and the number of posts to be filled on a single vote is considerable. A great deal of this expenditure can sometimes be saved by means of a system of "voting off". Thus, if there are eleven candidates for a committee of ten, by

far the simplest method of procedure is for the members to be called upon to indicate the name of the candidate whom they do *not* wish to have elected. The only disadvantages involved are: (1) the difficulty sometimes encountered of making inexperienced persons understand what is being asked of them; and (2) a common, and not unnatural, disinclination publicly to specify a particular person as having been selected for exclusion.

As a general rule, each person is entitled to one vote, and persons not voting are excluded in calculating whether a resolution has been passed or not. Sometimes, however, votes are distributed otherwise than on the basis of " one member, one vote ". In the case of limited companies, for example, it is usual for the votes to be cast on a shareholding basis, so that a member holding 5,000 shares has fifty votes to every three held by a member owning only 300 shares. It may also happen that different shares have different voting rights; a provision that each ordinary share carries (say) ten votes, while each preference share carries only one, or that preference shareholders are entitled to vote only on certain questions, or in certain specified circumstances, is not uncommon. In other cases—*e.g.*, that of trade unions—votes may be held on a representation basis, so that one delegate may hold, or control, several thousand votes, while others may hold only a few hundred. In all such cases the system of voting must be so arranged that all the various factors are given their proper weight.

In the case of an "extraordinary" or "special" resolution, the usual bare majority is generally insufficient to carry a proposal. The constitution usually provides that such a resolution must be passed by two-thirds, or three-fourths, of the members voting, or of the members present and entitled to vote, or for it to secure a certain majority in "value"—*i.e.*, that, in the case of a limited company, there must be (say) a two-thirds majority calculated on the value of the shares held by the members voting, instead of, or as well as, the specified majority of the individual votes cast. In each case the provisions in question must be strictly observed.

Proxies.—In the case of bodies with memberships so large and dispersed that only a comparatively minute proportion of the possible attendance is ever likely to be present at a meeting, the constitution frequently provides for the use of proxies. These take the form of a slip of paper on which the member indicates that "Mr. A. B., whom failing, Mr. C. D.", is to be allowed to vote on his behalf. Proxies are also commonly sent out to persons entitled to attend Creditors' Meetings.

These proxies may be either "General"—*i.e.*, effective throughout a series of meetings, until countermanded—or "Special"—*i.e.*, relating to a specified meeting, or any adjournment thereof. They are not in general use, except in cases where the persons convening the meeting are anxious to get a representative vote, or to summon all the support which they can for a proposal which they expect

to be hotly opposed; but there is usually nothing to prevent independent members from canvassing for proxies where these are allowed by the constitution. The proxies may be drafted to indicate which way the person giving each proxy paper desires his vote to be used, or may be blank. As a rule, the persons responsible for issuing the proxies will print only that voting indication for which they desire the support of the members to whom they are sent.

Where the constitution provides for some specific form of proxy, that form must be used. At the meeting at which the vote is to be taken, the Chairman, or the persons holding proxies, will indicate the number of proxies which they hold. Any member may require to scrutinise the proxy forms claimed by his opponents. In this connection, the constitution frequently requires that the proxies shall be sent in by a specified date, usually some three days before the meeting, so that they can be examined by suitable scrutineers and summarised for use at the meeting concerned.

If a person who has sent in a proxy himself attends the meeting, the general rule is that his presence is to be regarded as countermanding his proxy. No person should be allowed to vote twice, once by proxy and once personally, and he should take steps to see that the Secretary, or other official concerned with the ballot, is advised of his attendance, so that his proxy can be subtracted from the total of those submitted for the meeting.

The Taking of a Poll.—Either instead of, or in addition to, provision for the use of proxies, the constitution may provide for the taking of a poll or postal ballot of the members. In such cases the use of proxies is often limited to supporting a demand for such a poll or ballot to be taken.

Where such a poll or ballot is authorised, it is usually provided that a specified number of members (often as few as three) may demand it, or that either the Chairman or such a specified number of members may so demand it. In such cases it is generally necessary that the demand shall be made immediately the result of the first vote is announced.

Provision is commonly made for the appointment of scrutineers to conduct the poll or ballot. The right of appointment is sometimes given to the persons demanding the poll, or each side may appoint one scrutineer, who will in turn appoint a third scrutineer or "umpire". As a general rule, however, there is much to be said for a rule giving the Chairman full discretion as to how the poll is to be conducted.

In the event of a poll or ballot being demanded, the meeting will usually be adjourned for a sufficient time to allow the poll to be taken—say, fourteen days. At the adjourned meeting the result of the poll or ballot will be announced, and the Chairman will declare the resolution carried or lost, as the case may be. The meeting may then proceed to deal with any supplementary resolutions left over until the poll or ballot has been determined. Should any of these also be the subject of such a demand, the

whole process will require to be repeated over again.

In the case of such bodies as limited companies, a poll is usually taken by personal attendance, and not by means of a postal ballot. In such cases, the following rules should be observed :—

(i) Proxies are used only at the poll, and not at the meeting itself, except to demand a poll;

(ii) Only proxies sent in by the time originally fixed as regards the meeting are admissible at the poll;

(iii) Persons entitled to vote may usually attend the poll although not present at the original meeting.

In practice, it is quite usual for polls to be taken forthwith.

Casting Votes.—It is a very usual provision that the Chairman of the meeting shall be entitled to a casting vote. This applies only to ordinary resolutions, since a resolution requiring a specified majority cannot possibly result in the stalemate of an equality of votes. Even regarding the former, a casting vote is seldom an absolute necessity, except in the case of a tie at an election, since, if the voting is equal, the resolution cannot be regarded as carried.

There is a wide variety of practices followed by Chairmen as to the exercise of their voting rights. Some Chairmen never vote on the first cast, and there is much to commend this practice. Those Chairmen who do take part in the ordinary voting

may use their casting votes, if required, either in the same way as their ordinary vote, or in the reverse direction, some following one custom and some the other. Neither of these alternatives is in itself completely satisfactory. A good general rule is that the Chairman should leave the voting open (*i.e.*, should not himself vote), and, if the result is an equality of votes, should use his own casting vote in such a way as to prevent a decision being reached which will commit the meeting to an irrevocable determination on the matter under consideration. Normally this will involve his vote being used to maintain the *status quo*, which, in turn, will usually involve its being cast against the resolution. It would be unwise, however, to attempt to lay down too hard-and-fast a rule, and much will depend on the actual circumstances of the case, such as the nature of the question before the meeting, the known views of members not present, the urgency for an immediate and final decision, and so forth.

Draft Rules.—The following are suggested :

1. Except in the case of a Special Resolution, a proposal shall be deemed to have been carried if passed by a simple majority of the members voting.

2. In the case of an equality of votes, the Chairman shall be entitled to decide the question by a casting vote.

3. A Special Resolution shall be deemed to

be carried if supported by a two-thirds majority of the members present and entitled to vote.

4. A declaration by the Chairman that a resolution is carried, and an entry to that effect on the minutes of the proceedings, shall be sufficient evidence of the facts so declared, without proof of number or proportion of the votes given for or against the resolution, unless a poll is immediately demanded by three members personally present, and is supported in writing by not less than fifty members present either personally or by proxy before the dissolution of the meeting or within ten minutes thereafter.

5. No poll shall be demanded regarding the election of a Chairman, the appointment of scrutineers, or the adjournment of the meeting.

6. The poll shall be conducted in such manner as the Chairman may decide.

7. Notwithstanding the demand for a poll, the meeting shall continue in session, and shall conduct such of the remaining business before the meeting as the Chairman shall consider proper and desirable.

8. Every instrument of proxy shall be in writing, and shall be according to the following form :—

I ( ) a member of the hereby appoint or in his absence , both members of the

to act as my proxy at the Meeting of the to be held on the day of , and at every adjournment thereof.

As witness my hand this day of .

Signature.....

9. The Chairman shall be the sole and absolute judge regarding the validity of any vote cast at a meeting of the Association, or on a Poll, and no objection to the validity of any such vote shall be entertained unless made to the Chairman at the meeting at which the vote is cast or at which the result of the poll is announced.

10. The Chairman shall have absolute discretion as to the refusal to accept any form of proxy not received at least forty-eight hours prior to the time announced for the holding of the meeting at which it is intended to be used, or which is not in the form provided, or which is signed by a person not entitled to be present and to vote at the meeting, and he may also require any resolution to be decided by a poll, whether carried by the requisite majority of members present, either personally or by proxy, or failing to secure such a majority.

COMMITTEE MEETINGS

It has already been pointed out that a certain discretion is usually available to the Chairman of a meeting as to what latitude he may allow in the debate and general conduct of that meeting. This overriding principle applies more especially to committee meetings. As a general rule any regulations laid down by, or under, the constitution apply only to meetings of the main body, and contain no specific provisions or restrictions to be applied in the conduct of meetings of committees or sub-committees.

It is therefore customary to find that the meetings of such subsidiary bodies are conducted in a more free-and-easy style than is commonly the case with meetings of the parent body concerned. In particular, the following variations are usually accepted :

(1) It is not imperative that a motion should be before the meeting in order that discussion may take place. Frequently reports of a more or less informal kind are made by officials, or correspondence is read to the meeting, and the matters at issue can be considered in an equally informal way without any motion being put. It is desirable, however, that some resolution should be put to the meeting before

the matter under discussion is left and the meeting turns to other business.

(2) Even if a resolution is before the meeting, there is usually no restriction upon the number of times any member may speak upon the motion or amendment under consideration. The Chairman of the committee is justified, however, in calling upon members who have not previously spoken in preference to those who have, and to put a resolution to the vote without allowing any particular member to speak as many times as he may desire, or attempt, to do.

(3) All formal methods of voting, the use of proxies and the demand for a poll are normally inappropriate to matters before a committee.

The term "Committee" is frequently used in connection with meetings of a widely differing character. Such a term may describe either (1) the general executive body of an association or other undertaking, or (2) a subordinate (if sometimes extremely powerful) limb of such a body. The distinction between the two is most clearly indicated by the methods of dealing with their decisions and of adopting their minutes.

The usual practice will be for committees of the former type to adopt and confirm their own Minutes, their transactions being approved by the wider membership by way of the acceptance of a quarterly

or annual report. In the case of committees of the latter type, it is generally required that their minutes should be confirmed by the main "council".

In some cases the committee minutes are submitted as such to the council, and are there approved in whole or in part. In other cases a somewhat more elaborate formula is adopted: from the minutes of the committee the officials will extract those propositions which require specific confirmation by the council; these will be put forward in the form of a report or schedule of recommendations, which is normally moved in council by the committee Chairman, and seconded by its Vice-chairman, if any, or by some other member of the committee; these recommendations having been dealt with, a formal resolution confirming the remaining minutes of the committee (which may, or may not, have been circulated to the other members of the council, but are usually available for their inspection) is then put forward in the same way.

A member who has supported a proposal in committee is usually precluded (morally if not legally) from opposing it in council. The reverse is not necessarily true. It is sometimes urged, indeed, that no committee member should oppose the recommendations of his committee, but this is a quite unjustified assumption. Where a committee agrees to a resolution in face of the opposition of its Chairman and/or Vice-Chairman, the position of the latter in council is somewhat difficult. In such cases they will frequently ask some other

member of the committee, in sympathy with the proposal, to move or second the recommendation, and will reserve the right to oppose it, or, as often happens, to remain silent and neutral.

Notwithstanding the requirement that minutes shall be confirmed by the senior body, each committee usually approves its own minutes at each succeeding meeting, whether held before or after the confirming meeting of the main council. The position which would result if a minute confirmed in council were disapproved in committee has never, so far as can be ascertained, been encountered. From the nature of the case it is one which could arise only in exceptional circumstances. Where a committee is re-elected annually, the first meeting of the new committee usually approves the minutes of the final meeting of its predecessor.

Standing orders frequently set out the limits within which committee decisions can be put into effect without, or prior to, confirmation by the council.

At meetings of the council, or other principal body, a motion is sometimes put that " The Council go into Committee ", or that " The question be considered in Committee ". The usual object of such a resolution is that the business to be considered shall be discussed in private. If the proposal, after such debate as may issue from the motion, is carried by the meeting, the members of the public, if any, and of the staff who may be present—usually with the exception of the Secretary, Clerk, or other chief

official—are called upon to retire, and the proceedings continue in private.

It is not always the case that such sessions "in Committee" are held in private. Where this is not the case, as in the event of the appropriate resolution otherwise providing, the object is usually to admit of less formal procedure than would apply if the meeting remained "in full Council."

The "ordinary" rules of procedure, as distinct from the usual "committee" rules, will otherwise apply to such debates, but it is a common practice for any resolutions put and voted upon to be treated as provisional only. When the council reverts to its normal open session, the decision, or decisions, reached in committee are formally moved, seconded, and put to the meeting without any speeches or debate taking place. Only these formal resolutions are recorded on the minutes of the meeting. Considerable variation exists, however, regarding such matters, of which an illustration is provided in the next chapter.

LOCAL AUTHORITIES: COUNCIL MEETINGS: EDUCATION COMMITTEES

We have already noticed, in passing, certain features peculiar to the meetings of the councils of municipal corporations and other local government authorities. Such meetings supply an illustration of the type of assembly which is governed in part by legislative enactments, and some further consideration of this aspect of their regulation may be useful in this chapter.

The Local Government Act, 1933, provides, by the Third Schedule, that the following rules shall apply as to meetings of Borough Councils. Similar provisions apply regarding the meetings of County Councils and other local authorities.

PART II

Borough Councils

1.—(1) The council of a borough shall in every year hold an annual meeting and at least three other meetings, which shall be as near as may be at regular intervals, for the transaction of general business.

(2) The annual meeting shall be held at twelve noon, or at such other hour as the council may from time to time determine, on each ninth day of November, and the other meetings shall be held at such hour on such other days before the first day of November next following as the council at the annual meeting decide, or by standing order determine.

2.—(1) The mayor may call a meeting of the council at any time.

(2) If the mayor refuses to call a meeting after a requisition for that purpose, signed by five members, or by one-fourth of the whole number of members, of the council, whichever is the less, has been presented to him, or if, without so refusing, the mayor does not call a meeting within seven days after such requisition has been presented to him, any five members, or one-fourth of the whole number of members, of the council, whichever is the less, on that refusal or on the expiration of seven days, as the case may be, may forthwith call a meeting of the council.

(3) Three clear days at least before a meeting of the council of a borough—

(*a*) notice of the time and place of the intended meeting shall be published at the town hall, and where the meeting is called by members of the council the notice shall be signed by those members and shall specify the business proposed to be transacted thereat; and

(*b*) a summons to attend the meeting specifying the business proposed to be transacted thereat, and signed by the town clerk, shall be left at or sent by post to the usual place of residence of every member of the council :

Provided that want of service of the summons on any member of the council shall not affect the validity of a meeting.

(4) Except in the case of business required by this Act to be transacted at the annual meeting of the council, no business shall be transacted at a meeting of the council other than that specified in the summons relating thereto.

3.—(1) At a meeting of the council of a borough the mayor, if present, shall preside.

(2) If the mayor is absent from a meeting of the council, the deputy mayor, if chosen for that purpose by the members of the council then present, shall preside.

(3) If both the mayor and the deputy mayor are absent from a meeting of the council, or the deputy mayor being present is not chosen, such alderman, or in the absence of all the aldermen, such councillor, as the members of the council present shall choose, shall preside.

4. Subject to the provisions of Part V of this Schedule, no business shall be transacted at a meeting of the council of a borough, unless at least one-third of the whole number of members of the council are present thereat.

PART V

Provisions relating to Local Authorities generally

1.—(1) Subject to the provisions of any enactment (including any enactment in this Act) all acts of a local authority and all questions coming or arising before a local authority shall be done and decided by a majority of the members of the local authority present and voting thereon at a meeting of the local authority.

(2) In the case of an equality of votes the person presiding at the meeting shall have a second or a casting vote.

2. The names of the members present at a meeting of a local authority shall be recorded.

3.—(1) Minutes of the proceedings of a meeting of a local authority, or of a committee thereof, shall be drawn up and entered in a book kept for that purpose, and shall be signed at the same or next ensuing meeting of the local authority or committee, as the case may be, by the person presiding thereat, and any minute purporting to be so signed shall be received in evidence without further proof.

(2) Until the contrary is proved, a meeting of a local authority or of a committee thereof in respect of the proceedings whereof a minute has been so made and signed shall be deemed to have been duly convened and held, and all the members present at the meeting shall be deemed to have been duly qualified, and where the proceedings are proceedings of a committee, the committee shall be deemed to have been duly constituted and to

have had power to deal with the matters referred to in the minutes.

4. Subject to the provisions of this Act, a local authority may make standing orders for the regulation of their proceedings and business, and may vary or revoke any such orders.

5. The proceedings of a local authority or of a committee thereof shall not be invalidated by any vacancy among their number, or by any defect in the election or qualification of any member thereof.

6. Where more than one-third of the members of a local authority become disqualified at the same time, then, until the number of members in office is increased to not less than two-thirds of the whole number of members of the local authority, the quorum of the local authority shall be determined by reference to the number of members of the local authority remaining qualified instead of by reference to the whole number of members of the local authority.

(References to a Mayor include references to a Lord Mayor.)

The following rules are taken from the Standing Orders of the Council of a typical provincial city :—

Meetings

1. At all meetings of the Council, except on the ninth of November, the chair shall be taken precisely at five o'clock in the afternoon, and business immediately proceeded with.

Order of Business

2. Reports of Committees, and other routine business, and any extraordinary matters brought specially before the Council by the

Lord Mayor, or with his sanction, shall have precedence over other business to be transacted at any meeting of the Council.

Petitions

3. Petitions to the Council shall be received only when presented by a member of the Council immediately after the confirmation of the minutes of the last meeting. Petitions to be read without comment by the members presenting them, and referred to the respective Committees without debate. Every petition shall refer to business proper to be brought before the Council, shall be couched in appropriate language and shall first be lodged with the Town Clerk three clear days previous to the Council Meeting at which it is to be presented. No such petition shall be presented if, in the opinion of the Lord Mayor, the Deputy Lord Mayor and the Town Clerk, the subject matter thereof is not suitable for presentation to the Council.

Committees

4. No member of the Council shall be allowed to serve upon more than four Standing Committees of the Council. Notwithstanding anything in this Standing Order, any member of the Local Pensions Committee appointed by the Council under the Old Age Pensions Acts, of the Mental Deficiency Committee appointed

by the Council under the Mental Deficiency Act, 1913, of the Rating and Valuation Committee appointed by the Council under the Rating and Valuation Act, 1925, of the Assessment Committee appointed by the Council under that Act as amended by the Local Government Act, 1929, of the Parliamentary and General Purposes Committee, or of any or all such Committees, may serve upon four of the other Standing Committees of the Council. When the numbers of a Committee are fixed by a scheme approved by a Government Department, any vacancy on that Committee may, notwithstanding this Standing Order, be filled by members already appointed on four Standing Committees.

5. Except when members are *ex officio* members of a Committee, the maximum number of members to be appointed on the respective Committees of the Council shall be as follows:—

(A list of Committees and numbers of Members follows.)

No Sub-Committee (except Sub-Committees of the Education Committee and the Public Assistance Committee) shall exceed one-half of the full Committee in addition to the Chairman and Vice-Chairman of the appointing Committee, who shall be *ex officio* members of every Sub-Committee.

6. On the appointment by the Council of a Special Committee, or on a question being referred to a Standing Committee, the Town Clerk shall summon such Special or Standing Committee within fourteen days from such appointment or reference.

Notice of Motion

7. Notice of any motion intended to be submitted to the Council shall be given in writing to the Town Clerk six clear days at least before the meeting of the Council at which it is intended to be submitted, and shall distinctly state the nature or substance of the motion; and all such notices shall be dated and numbered as received, and entered in a book to be kept for that purpose at the Town Clerk's Office, which book shall be open to the inspection of every member of the Council. The notices of motion shall appear on the agenda in the order in which they are entered in the book kept by the Town Clerk.

Questions

8. At any Quarterly or Special Meeting of the Council, except the Quarterly Meeting on the ninth of November, questions may be put by any member upon any matter the subject of the work of the Council. All such questions shall be subject to the following conditions,

shall be put and replied to without comment, and no resolution shall be submitted or considered thereon, or upon any reply thereto :

(*a*) Notice in writing setting out the question to be put shall be sent to the Town Clerk to reach him not later than three o'clock in the afternoon of the day preceding the day upon which the Council shall meet. If the Lord Mayor shall be of opinion that the question is out of order, of a personal character, or that in the corporate interest it is undesirable, he shall so inform the member and shall not allow the question to be put.

(*b*) If the question relates to the business of a Committee which is reporting at the meeting of the Council, then such question shall be put to the Chairman of such Committee upon his moving the approval of the report. In any other case, questions shall be put immediately after the confirmation of the Minutes of the last meeting, but no question shall be put after the expiration of fifteen minutes from such confirmation.

(*c*) No supplementary questions shall be allowed.

(These Orders do not normally prevent a supplemental question being asked in the case of answers which are patently ambiguous. Nor do they

prevent the putting of questions which are merely incidental to the debate in the course of such debate.)

Printing of Reports. Deposit of Plans

9. All Reports of Committees of the Council shall be printed, and a copy sent to each member of the Council; and, when practicable, such Reports shall be sent out two clear days before the Meeting of the Council at which the business is to be considered; also all Plans that may require the consideration of the Council shall lie in the office of the City Surveyor for inspection for at least three clear days before the Meeting of the Council.

Confirmation of Proceedings

10. The Minutes of every Committee from the date of the last confirmation thereof by the Council, including all Minutes of Meetings up to the previous Thursday evening, shall be submitted for confirmation at each Quarterly and Monthly Meeting of the Council. The minute-books of each Committee, signed by the Chairman, shall be deposited in the Town Clerk's Office for inspection by any member of the Council three days prior to the Meeting at which they are to be submitted for confirmation.

No question shall be raised upon the Minutes so submitted for confirmation unless the mem-

ber of the Council raising such question shall have given to the Town Clerk before three o'clock on the day preceding the Council Meeting notice in writing of the terms of his question.

Motions or Amendments

11. At every Meeting of the Council all motions or amendments shall be reduced into writing and delivered to the Town Clerk immediately upon being seconded.

12. No motion or amendment shall be withdrawn without the consent of the Council, and it shall not be competent for any member to speak upon it after the mover has asked permission for its withdrawal, unless such permission shall have been refused.

13. Every amendment shall be relevant to the motion to which it is moved.

14. Whenever an amendment has been moved and seconded, no second or subsequent amendment shall be moved until the first has been disposed of.

15. If an amendment be rejected, other amendments may be moved on the original motion. If an amendment be carried, it shall take the place of the original motion, and shall become the question upon which an amendment may be moved.

16. Any member may second a motion or amendment, reserving his speech for a later period of the debate. The mover of an original motion shall be entitled to a reply, but the mover of an amendment shall not.

Motions Negatived

17. No motion which has been once negatived by the Council shall be again brought forward within six months, unless at a subsequent meeting a member move for leave to reconsider such motion and obtain a majority, in which case the Town Clerk shall include such motion in his notice of the next Ordinary Meeting of the Council.

Closure

18. It shall be competent for a member, with the consent of the Lord Mayor or Chairman, at the close of any speech to move, without debate, "That the question now under discussion be put"; and if the motion be seconded it shall be put forthwith, and, should that motion be carried by a three-fourths majority of the members present and voting, the question under consideration shall be put without further discussion.

Motions for Adjournment

19. A member may, even though there be a motion and an amendment before the Council,

move "That the Council do now adjourn", "That the Council do now proceed to the next business" or "That the debate be now adjourned", and such member may speak for not more than five minutes, and if the motion be seconded, it shall be seconded without a speech, one member (the mover of the original motion to have the preference) may speak in opposition to the motion, which shall then be put by the Lord Mayor or Chairman without debate, provided that the motion must be carried by two-thirds of the members present and voting thereon.

20. A second motion that the Council do now adjourn, or that the Council do now proceed to the next business, or that the debate be now adjourned, shall not be made within a period of half-an-hour, unless, in the opinion of the Lord Mayor or Chairman, the circumstances are materially altered.

21. No member shall move or second more than one motion for adjournment of the same debate, or for the adjournment of the Council.

22. If a motion for adjournment be carried, the Council shall at the adjourned debate proceed to the further consideration of the adjourned business as though the Meeting had been continuous, and the Standing Orders shall apply accordingly.

Limitation of Speeches

23. No speech shall exceed fifteen minutes in length without the consent of the Council, and upon a motion for extension of time no discussion shall be allowed.

Breaches of Order

24. A member who speaks shall direct his speech directly to the motion under discussion, or to a question of order.

25. The Lord Mayor or Chairman may call the attention of the Council to continued irrelevancy, tedious repetition, unbecoming language, or any breach of order on the part of a member, and may direct such member, if speaking, to discontinue his speech, or, in the event of persistent disregard of the authority of the Chair, to retire for the remainder of the sitting.

26. No member may impute motives or use offensive expressions to any other member of the Council.

Recording of Votes

27. The Town Clerk shall, on the request of three members of the Council, except where the voting is by ballot, record the names of persons voting for or against any motion or amendment, provided that such request be made before

the vote is taken; and such record shall, on request, be supplied to the members of the Council or to the Press.

Council in Committee

28. The Council may resolve themselves into Committee upon a motion duly made and seconded being carried by a majority of those present. Of this motion no previous notice shall be necessary, and when and while the Council have thus resolved themselves into Committee any member may speak as often as he desires, and any resolutions then come to with respect to any matter or matters of which proper notice shall have been given in the Council summons shall be resolutions of the Council.

29. If the Council refer any matter for the consideration of a Committee of the whole of the Council, any resolution come to with regard to such matters by the Council in Committee shall be a resolution of the Council.

30. When the Council resolve themselves into Committee, their meeting shall be held in private unless they shall by resolution otherwise determine.

Appointments by Council

31. Upon the appointment by the Council to any office, or upon their appointment of a

representative upon any outside body, every candidate or nominee shall be duly nominated and seconded. At the close of the nominations, the Lord Mayor or Chairman shall state the names of the candidates who have been nominated and seconded and the number of vacancies which have to be filled.

If the number of nominations shall not exceed the number of vacancies, the Lord Mayor or Chairman shall forthwith put the names of the candidates so nominated collectively as a substantive motion upon which no amendment may be moved; but if the number of nominations shall exceed the number of vacancies the voting shall be by ballot, each member of the Council being entitled to vote for so many candidates as there are vacancies to be filled.

Suspension of Standing Orders

32. Any one or more of the Standing Orders may, in case of urgency, or upon motion made on notice duly given, be suspended at any Meeting, so far as regards any business at such Meeting, provided that three-fourths of the members of the Council present shall so decide.

(A number of Standing Orders not directly concerned with the conduct of meetings of the Council or its Committees have been omitted from this recital.)

A local government council usually provides Standing Orders for its various Committees, according to the nature of their work, their composition, and any statutory provisions affecting the conduct of their proceedings. In the case of Education Committees, which are, except as regards certain matters of finance, virtually independent bodies, the Standing Orders will usually be drawn up by the Committee itself. Generally speaking, they follow, with suitable variations, those of the Council itself.

By Part II of the First Schedule to the Education Act, 1921, the following regulations are enacted:

1. The Council by whom an Education Committee is established may make regulations as to the quorum, proceedings and place of meeting of that Committee, but, subject to any such regulations, the quorum, proceedings and place of meeting of the Committee shall be such as the Committee determine.

2. The Chairman of the Education Committee at any meeting of the Committee shall, in case of an equal division of votes, have a second or casting vote.

3. The proceedings of an Education Committee shall not be invalidated by any vacancy among the members thereof, or by any defect in the election, appointment or qualifications of any members thereof.

4. Minutes of the proceedings of an Education Committee shall be kept in a book provided for that purpose, and a minute of those proceedings signed at the same or next ensuing meeting by a person describing himself as, or appearing to be, Chairman of the meeting of the Committee at which the minute is signed shall be received in evidence without further proof.

5. Until the contrary is proved, an Education Committee shall be deemed to have been duly constituted, and to have power to deal with any matters referred to in the minutes of the Committee.

By Section 4 (5) of the same Act, it is provided that an Education Committee may, subject to any directions of the Council, appoint such and so many Sub-Committees, consisting either wholly or partly of members of the Committee, as the Committee thinks fit.

CREDITORS' MEETINGS

PERSONS engaged in business, or who have lent money or extended credit to other persons, may receive from time to time notices calling them to attend a meeting of creditors of the debtor or debtors concerned. Such notices are usually issued either by the debtor, or some person acting on his behalf, or, in cases where a person has already been adjudicated bankrupt, by the Official Receiver. Less frequently, they may be received from the liquidators of a limited company, a trustee in bankruptcy or under a deed, or an executor, administrator, or receiver of an estate.

The notice sets out the date, time, and place of the meeting, and is usually accompanied by (*a*) a request for the filing of a statement of any claim which the recipient may have against the debtor or his estate, giving its amount and general nature, and particulars of any security which the creditor may have or claim, and (*b*) a form, or forms, of proxy, by the completion and return of which the creditor may appoint some other person to attend the meeting on his behalf.

The purpose of such meetings is usually to ascertain whether the creditors prefer that the case shall be dealt with in bankruptcy (or by compulsory liquidation in the case of a company) or are willing

to accept suggestions for a "scheme" which may be placed before them at the meeting by or on behalf of the debtor—*e.g.*, to accept a composition of so many shillings in the pound on the amount of their claims, or to allow the debtor to defer payment of his debts in whole or in part while his business is continued under a deed of arrangement in the hope of a better realisation of his assets.

A person who has been so unfortunate as to need to call such a meeting will almost invariably put the matter in the hands of professional advisers, such as his solicitor or accountant, who are familiar with the technicalities involved in conducting such affairs. The purpose now before us is rather to give some guidance to persons who may be called upon to attend such meetings, and wish to put in such attendance personally.

The time of the meeting having been reached, and the *bona fides* of the persons attending having been checked by a person delegated for that purpose, the person calling the meeting will open the proceedings by inviting nominations for a chairman. It is the general rule that the largest creditor present, or his representative, shall be elected for this purpose, and the convener will usually indicate to the gathering which of their number complies with this qualification. If there is some other individual present who has greater experience in such matters, the person who would normally be elected to the chair may indicate that he would prefer that individual to take the position.

The debtor, or debtors, do not usually attend the meeting, but are present in an adjoining chamber, whence they can be summoned as and when the meeting requires their presence.

The Chairman having been elected, the meeting next proceeds to examine and discuss the statement of affairs which will have been prepared by, or on behalf of, the debtor. A draft statement, frequently accompanied by a list of creditors and the amounts which are, according to the debtor's records, due to them, will in most cases have been circulated prior to the meeting.

This discussion will be followed by an explanation of the history of the business which has led up to the present situation, and an outline of any scheme which is put forward for the consideration of the meeting. At any, or all, of these stages the debtor may be called in to answer any questions put to him by the Chairman, and such other creditors as the Chairman may allow to examine him, and to give such further explanations or particulars as may appear to be necessary or desirable.

A full discussion having taken place, and the debtor having retired, the Chairman will usually ask for a resolution to be moved and seconded. As a general rule, it is advisable that such resolutions should be moved by the larger creditors or their representatives. In some cases, the latter may either have been instructed not to take any action which might tend to commit their principals, or may not feel disposed to take such action, in which event

some smaller creditor may be found willing to do so.

On a proposal for a scheme of arrangement being put to the meeting it is not deemed to be carried unless a majority in number, representing three-fourths in value, of all the creditors whose debts have been proved (excluding contingent debts, and the amount of any secured liabilities, to the extent to which such securities have been valued) are in favour of the scheme.

If a resolution for the acceptance of a scheme is carried—the Chairman, in this case, always himself voting—a further resolution appointing a trustee is then moved, seconded, and put to the vote. The latter resolution will be deemed to have been carried if agreed to by a simple majority of those present and voting.

The appointment of a committee of inspection, if any, will be carried out in a similar manner.

In order to form a quorum, not less than three creditors should be present at the meeting—or both the creditors, if less than three.

If the attendance of creditors is not considered adequate to carry through the business, it is customary to adjourn the meeting, the creditors being circulated in the meanwhile with details of the scheme, with a view to securing their support. In any event, those creditors not present or represented at the meeting will invariably be circulated in this way with a view to securing their written consent to the scheme.

In view of the highly technical nature of the matters affecting proceedings of this type, it is scarcely desirable to go further into the question, and into the consideration of such matters as the further steps open to persons dissenting from the proposals, all of which are essentially matters for professional advice.

The Chairman of the meeting should see that proper minutes are kept, as the accuracy of such records may be a matter of considerable importance in the event of dissenting creditors proceeding to enforce their claims in despite of the agreement reached by the meeting. A creditor who has voted for a proposal, either at the meeting or in writing, will, in all ordinary circumstances, be bound by his consent to accept the scheme.

CHURCH MEETINGS

THE government of ecclesiastical bodies, and the regulation of their proceedings, vary according to the character of the denomination to which they are respectively attached. The principal forms of government are: (1) the episcopal, (2) the presbyterian, (3) the connexional, and (4) the independent.

Bodies belonging to denominations within the first three of these categories are regulated by the form of government in operation regarding the denomination as a whole. It is only the last type of body—the independent churches—where scope arises for the consideration of the conduct of proceedings under any general principles.

In almost all cases of this type, reference has to be made in the first place to the Trust Deed—the document under which the property of the church is vested in its trustees. This document usually sets forth, in addition to provisions for the conduct of the trustees in the administration of their trust, certain clauses relating to the wider conduct of the church's affairs.

These clauses commonly relate to the doctrinal basis upon which the "society" is established: the qualifications of candidates for membership, the appointment of a minister or pastor, the election of deacons or elders, and the method of dealing with

the more important questions which may come forward for attention by the church meeting.

Subsidiary to the Trust Deed, a more informal constitution is frequently drawn up. This will usually recite those clauses of the Deed which affect the conduct of the actual business of the church, and will elaborate in greater detail upon the methods of implementing those clauses and of conducting such business of minor importance as is not dealt with in the Deed.

There would appear to be a general feeling extant that church meetings should not be subject to "red tape", and that a considerable degree of informality should be extended in conducting its affairs. On the other side, there is almost always a school of thought which takes the contrary view, and is always jealous of any attempt to vary a well-established business ritual. There is, as is usually the case, much that can be said for both points of view, but it is probably undesirable in a work of this character to expatiate in either direction.

The position of a church meeting, and of those responsible for its conduct, is, however, somewhat exceptional in many ways. Few meetings, probably, comprise such a varied cross-section of the community; old and young, wealthy and indigent, learned and ignorant, business-like and sentimental, saint and sinner, all attend on a theoretical equality; matters of worldly import are intertwined with other-worldly considerations; the minister, as Chairman, must of necessity be, in most cases, a man

of considerable personality, who will frequently be tempted to enforce his own plans and ideas against the opinions of possibly cantankerous opponents. All these considerations, and numerous others besides, tend to make the conduct of such meetings difficult to bring into conformity with practice otherwise in almost universal acceptance.

In these circumstances, two apparently contradictory principles need to be regarded. On the one hand, it is a fairly sound conclusion that regulations that are best suited to the conduct of business in non-ecclesiastical organisations must, in the majority of cases and in normal conditions, be best suited to church meetings also. Practices which trespass against well-established usage are unlikely to yield anything but disappointing results when applied to such assemblies.

On the other hand, every effort should be made to interpret such principles as are applicable in the simplest terms, and attempts to regulate a church meeting as if it were a board of directors or a professional council are to be discouraged. As a rough guide, it is suggested that the general tendency to be followed, both in drafting a constitution and in conducting the business of the church, is to find a method of procedure roughly midway between that applicable to a "council" and that appropriate to a "committee". Any regulations agreed upon should be put into effect firmly and consistently, while avoiding, so far as possible, a pedantic rigidity of interpretation and application.

The meeting of the deacons or elders will follow very largely the procedure applicable to committee meetings. If the deacons' meeting can be used to reach decisions sufficiently defined to form the basis of resolutions at the larger assemblies, a great deal of the difficulties that may otherwise easily develop should to a large extent be avoided or overcome.

Beyond this, it would probably be unwise to attempt that most alluring and dangerous of all enterprises—the giving of advice.

THE RESCISSION OF RESOLUTIONS

It has already been indicated that any assembly is normally in a position to rescind a resolution passed at an earlier meeting in so far as it has not already been put into effective operation. It has also been pointed out that the decisions of committees are normally subject to confirmation by the parent society or council. To the extent that such decisions are not confirmed they are, in effect, rescinded.

A somewhat similar state of affairs may operate in the case of those bodies which are within the category of branches of some larger association. The resolutions of a local branch of a professional society or of a trade union are usually subject to the ultimate acceptance of the national executive, and the latter will generally take any steps necessary to revoke a decision of a branch—whether brought to its notice by an opposing member or in the ordinary

routine—which either exceeds the authority of the branch or controverts the rules drawn up for the conduct of the business of such subsidiary organisations.

In other cases the remedy of dissentient members is less easy of access. As a general rule, their only hope of redress is by an action in the Courts. The actual procedure, by way of an order of prohibition or an injunction, or as the case may be, is a matter for legal advice, but certain general considerations may be examined in concluding our enquiries.

A distinction requires to be drawn between members of the organisation concerned—or persons who would have remained in membership but for the action complained of—and other persons. The latter have no remedies outside the ordinary process by which action can be taken in respect of breaches of contract and so forth.

Where a member of a society or other body desires to have a decision of that body set aside, it is usually necessary for certain requirements to be fulfilled. Generally speaking, the member has a duty to show that either the body as a whole, or a particular class of members, or he himself as a member, have suffered some injury, or are prejudicially affected in some way, by the alleged irregularity in question. The Courts will not usually grant a remedy where all that is at issue is the personal pique of the complainant.

The strongest ground on which a rescission can be sought are provided in those cases where it

can be shown that the body concerned has acted *ultra vires*—in other words, that it had no power or authority to do what it has attempted or purported to do by passing the offending resolution. In order to establish this claim it is clearly necessary to examine what has taken place in connection with the constitution of the body concerned and with any legislation which may limit or otherwise affect that constitution or its operation.

A more difficult type of case occurs where a body has done something which is *intra vires*—within its powers—but has done it in an irregular manner. In such cases it is incumbent upon the person seeking redress to show, so far as he is able, that the action complained of could, or would, not have taken place but for the irregularity indicated in his claim. Put in a somewhat different form, if it can be shown that if the proper procedure had been followed the resolution which has been passed invalidly would never have been passed at all, the claim for rescission will usually be entitled to succeed.

In the reverse situation, where the association or other body can satisfy the Court that if the invalid resolution is rescinded, action can immediately be taken to pass a resolution which will accomplish the intended purpose validly, and that such action will, on the evidence before the Court, be assured of the required support, the Court will not willingly allow the complaint, merely to have the business reintroduced in a different form or transacted in a different manner.

It would be unwise to develop these points further,

since the principles involved are to some extent obscure, and the purpose in hand is to provide a general outline of business procedure and not a legal textbook, which would require qualifications in the author of a character for which no claim is put forward. It is sufficient if the suggestions made regarding this aspect of affairs are adequate to enable the ordinary reader to judge whether the matter with which he is concerned is of such an order that further advice of a more specialised nature should be sought or not.

TRIBUNALS

RECENT years have witnessed an impressive growth in the number of tribunals which have been set up, usually as the direct or indirect consequence of legislation, with the object of providing means of dealing with appeals, claims or other disputes which, for varying reasons, are not appropriate—at any rate in the first instance—for adjudication by the Courts. In the majority of cases, the parties to these proceedings are (i) more or less numerous individuals or legal persons on the one hand, and (ii) some public department or body on the other.

In many cases the members of these tribunals, including their chairmen, are laymen serving voluntarily, while those who come before them, whether as appellants or claimants or as the case may be, or as their representatives, are frequently lay persons also. In many cases they are served by a Clerk

having legal or other special qualifications, whose duty it should be to see that their proceedings are regulated with proper regard to the fact that they are usually of a semi-judicial character. Experience indicates, however, that far too many of them fail to conduct their meetings with due regard to the accepted rules of propriety and of justice. Before making suggestions as to precautions which should be observed to obviate unfairness, or the appearance of unfairness, it may be desirable to indicate some of the reasons for the unfortunate state of affairs to which reference has been made.

Probably the most potent reason for many undesirable features is the fact that the decisions which have to be reached have to be indicated in technical terms or forms, since they would otherwise lack that precision and finality which is necessary. Frequently, the only individual who is capable of appreciating the significance of these technical points is the representative of the Crown or other authority. From this fact there follows a reliance upon that individual which tends to place him in a favoured position, so much so that tribunals frequently consult him regarding the matters before them without the other party being present—sometimes before the case is heard and even while they are adjudicating upon it. It is only a step from this seeming necessity to that of allowing him to argue the case without the other party being in attendance, and even to make statements of fact under such conditions —a situation which is grossly unfair and improper.

Again, the very fact that the individual claimants or appellants are quite incapable of conducting their cases except on quite informal lines tends to induce the tribunal concerned to overlook apparently minor irregularities and to get into the habit of dealing with claims in a free-and-easy manner. While this procedure may seem to be the only possible one, condescending to the limitations of claimants may well end in depriving them of their due rights. The honest attempts of the official representative to be, if anything, more than fair, tends to enhance the confidence which the tribunal has in him, already developed as a result of his long and constant attendance at their proceedings. In time, the committee or commissioners begin to hold the view that the surveyor (or as the case may be) must be in the right whenever he disagrees with the claimant.

Occasionally an individual of experience will come along and put in protests at the treatment which is being meted out to him or his client. By so doing, he takes a considerable risk, since it is not unknown for the tribunal to regard these protests as either an attempt to win a decision on technicalities instead of on the merits of the case, or as an offensive attack either on the official representative or upon the members of the tribunal itself. By asserting his rights to proper treatment he may, therefore, prejudice his chances of getting anything approaching it. While he may have some legal remedy, the difficulties and expense of securing it,

and the problematic benefit it will bring to him if and when he gets it, may make it no better than non-existent.

It is arguable that, in practice at any rate, such tribunals should contemplate alternative methods of procedure. In those cases where any degree of formality would be demonstrably inappropriate, they should be conducted on the assumption that both sides have agreed to waive rights of having formalities duly regarded. Where the case is appropriate to proper procedure, that procedure should strictly be followed without demur. Unfortunately, there appear to be many cases where the Crown is allowed wide discretion where the subject is required to observe all the proprieties. If for no other reason than that such a state of affairs does undoubtedly exist, it is desirable that some reference should be made to what are the proprieties in such cases. Perhaps it will be as well to deal with the question rather from the seat of the chairman than from that of the parties.

Assuming then a case where proper procedure is to be followed, the general conduct of the case should normally be on these lines :

No consideration of the subject matter of the claim, etc., should precede its formal opening;

The party upon whom rests the onus of proof should open the case;

Procedure will then be—

(i) Case opened by (say) the claimant :

(ii) Claimant calls evidence; this will be open to cross-examination by the other side, and re-examination by the claimant :

(iii) Claimant's case argued :

(iv) Crown's case opened in reply :

(v) Crown may call evidence, proceeding as in (ii) :

(vi) Crown's case argued :

(vii) Claimant allowed to reply.

Oral evidence should not be allowed by way of statement, but only by examination of witnesses (unless, of course, both parties otherwise agree);

Documentary evidence—e.g., by affidavit—should be admitted only where properly submitted to the other side prior to the hearing;

Supplementary matter contained in plans, schedules, etc., should be admitted only if agreed by both sides;

Either both sides should be allowed to remain while the tribunal deliberates, or both should retire;

No person whatsoever, including members of the tribunal, should be allowed to make any statement of fact which has not been made while the parties were in attendance.

The propriety of most of these suggestions should be self-evident. On one or two of them some further comment may be made. In many cases, both the parties and the tribunal are prepared to allow what

is intended to do the duty of evidence to be submitted by way of statement during the addresses made by the parties. If that is the case, there is no good reason why the hearing should not proceed on those lines. The purpose of having evidence put in in the proper way is to secure as far as possible that, where any such intended evidence is inadmissible—e.g., hearsay,—the other side shall have an opportunity of preventing it. If an individual makes a statement otherwise than in examination, there is no means of anticipating inadmissible evidence being put in, since it will have been made, with all its prejudicial possibilities, before anyone except the individual making the statement has had an inkling that it was about to be put in.

Even more objectionable, if possible, is it for a member of a tribunal to be allowed to address his fellow members, stating, as facts which ought to be considered, alleged events or conditions, when the party prejudiced thereby has no opportunity of speaking to them and is not even aware that such statements are being made. Yet it often happens that such statements are made without the slightest twinge of conscience.

As, in the re-examination of a witness, questions put must be limited to points dealt with in cross-examination, so the final reply must not raise any new contentions or points. Otherwise the other side could claim a further hearing, which would, in turn, warrant a second reply, and so on, the hearing gradually assuming the form of a debate, the issues

tending to become confused and all sound procedure being prejudiced.

It is not infrequently the case for the chairman and other members of the tribunal, and sometimes the clerk, to put questions to the parties or the witnesses. Some care needs to be exercised, however, to ensure that such questioning does not develop into argument, in which event there is grave danger that the questioners may, or may appear to, become advocates for one side or the other—a situation which should be avoided at all costs.

A final word may be said regarding the statement of the tribunal's decision. This may be announced by either the chairman or the clerk. While it should be as precise as possible, so that there can be no question as to its effect, it is desirable that it should be reasonably brief. As a general rule, it is usually regarded as wiser not to give reasons for the decision pronounced. " The appeal is not allowed ", or " The award will be in the sum of £x ", or " The assessment will be reduced to £y " is normally sufficient, but where a negative decision is reached owing to the inadequacy of the evidence, this may well be indicated as giving the party some guidance in the event of there being a possibility either of subsequent claims, etc., on similar facts or further appeal on the same issue. Where a decision involves a finding, or inference, of fact, the precise finding and pronouncement on the point should be indicated. An exact record of all decisions should be made immediately.

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