

Welcome to Donald Hocking's... **Wonderful World of Meetings**

Following the publication in March of 2000 of my book '[Hocking's Rules – The essential guide to conducting meetings](#)', I have received numerous requests to compile a sequel to the book on rules. Now I don't know how long it takes other authors to write a book but the work you are about to read is actually incomplete. What I intend to do is to print in this Website what material is ready and to add other chapters when the inspiration takes me. Another idea is to acknowledge requests from readers and supply chapters on requested topics.

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Forward

The wonderful world I write about in this website could almost be treated as an autobiographical work. You see it comes at the end of a lifetime in which the author assumed that the elements were air, water, earth **and** meetings. As I explained in my book, '[Hocking's Rules - The essential guide to the conduct of meetings](#)', my father, during my boyhood days, was secretary to several and varied organisations. Visitors to our home and even mother and father conversations seemed more concerned with the subject of meetings than any other topic.

Having reached the age when people are beginning to refer to me as 'old', and, apart from a few life memberships, seem to be free from attending meetings, it is perhaps desirable for me to record my knowledge of meetings. So, with the aid of a trusty computer and Microsoft Word, here is my exposition of this wonderful world.

Of the hundreds and thousands of structured organisations in the world that are allegedly managed by 'elected' management committees, sadly few are vehicles of the 'free will' of their members. In fact, one of the hottest topics currently being debated is called 'governance' that is concerned with not only who are the legitimate 'members' but also, how the management committee should be required to govern. With the black world of LAW embracing every breathing moment of every living citizen one is right in saying that all clubs and associations are, at best, joint enterprises between the government and citizens.

Manipulation is the working tool of all 'number-crunchers' and their doctoring of constitutions, standing orders, by-laws and resolutions, is a constant danger in all organisations. The 'deals' they make with rival factions do not always have the benefit of a 'level playing field'. They constantly prove that you can fool most of the people most of the time.

As I have already written a book on the rules applying to the conduct of meetings, the purpose of this work is to draw your attention to the right way to interpret the rules so that bluff, bluster and loud voices are never allowed to win the day.

What follows is concerned with how organisations operate and, especially, how to avoid the golden rule. While it is true that George Bernard Shaw said that the golden rule is that there are no golden rules, a realist, cynic

if you like, has said that the golden rule is that he who has the gold makes the rule.

This work has not been compiled for losers but for people who, quite naturally, refuse to be the victims of those thinking they are smart enough, with a little forethought, to win the day by bending or manipulating rules that were originally made in good conscience. I must confess that many of the following stratagems came to my knowledge after my first need for them arose. Wise after the event is far better than never being wise at all.

Introduction

The first formal meeting you ever attend is usually as a result of some friend urging you to 'please' support them in a cause that is of interest to them. Maybe they had helped you out in some way or you were about to ask them for help, but whatever the reason, your sense of obligation became a deciding factor. Once again your partner in life has let you down by not pointing out that you could be starting a habit that could be addictive. Of course the occasion may have happened while you were still young and so wet behind the ears that you knew no better. If this is the case then your mother or father has failed in their duty of care.

If you can remember that first meeting, you can possibly remember two hours of boredom where your backside slowly succumbed to pins and needles before blissfully slipping off into a deep slumber. Other memories may encompass the talking marathon of the person chairing the meeting. The only thing missing from this person seemed to be the crown that should have adorned his or her head. Frequent interruption by people shouting illogical phrases such as – 'point of order' – 'I move the question be put' – and frequent shouts by the Chair of 'Order, Order, Order!' In fact the whole razzmatazz seemed anything but orderly.

Also worth remembering was the dramatic change of relationship between yourself and your friend. Almost from the moment you stepped into the room you seemed to become a cipher, an appendage, or perhaps a better word is, dilettante. It was not that you were invisible as many of those who said 'hi' to your friend would deliberately look at you, slap your friend on the back and add, 'well done'. No doubt as a reward for adding an extra 'hand' to assist in the cause, whatever that happened to be. The usual niceties of 'where would you like to sit' were forgotten as your friend steered you to a seat in the front row on the far side of the room. (Only later in life did you find out why this is the choice of star performers in debates.)

You were probably very impressed by the performance of your friend, who when not actually standing and speaking managed to insert interjections to other speakers addresses with 'hear hear', 'about time too', 'what rot', and countless other contributions. You were possibly surprised that these comments received so few 'orders' from the Chair. Of some regret was the fact that your friend failed to supply a running sotto voiced commentary to you of what was happening. The final insult would have culminated when your friend nudged you with the order 'put

your hand up'. It must have hardly felt ethical to give your support to something of which you had not been consulted. I hope you finished up with a guilt complex, and resolved to not go to another meeting, unless you were fully briefed on what was the cause and allowed to make up your own mind whether to support or reject.

It is safe to assume that not all readers will be able to identify with the above scenario but while your account of 'the beginning' may vary, there is little doubt in my mind that many an addiction to the weird & wonderful world of meetings began from just such a meeting as I have imagined.

This is an important subject and I hope you will accept my sometimes-whimsical exposition.

Serving an Apprenticeship

But when his friends did understand
His fond and foolish mind,
They sent him up to fair London
An apprentice for to bind.
Arthur Balfour

To be an effective participant in meetings you need two skills and two arts. The two skills are those of knowledge of meeting procedures and an ability to speak in public. The knowledge of meeting procedures can be obtained from the many good books that have been published. My recommended list, naturally, begins with my own book, 'Hocking's Rules – The essential guide to conducting meetings' and books by Renton, Joske, Robert and others.

The second skill of public speaking, if you don't already have it, can be obtained by joining a speaking club such as Toastmasters or Rostrum or a commercial organisation specialising in teaching this ability. This does not mean you have to be an orator, or have the dulcet tones and effective pauses of a Gielgud or a Guinness, but an ability to stand up and speak up without any sense of not being good enough. In fact, personal idiosyncrasies can become identifiable attributes.

The two arts are those of manipulation and persuasion. Manipulation is beautifully illustrated in 'The Prince' (1513) by the Florentine Niccolò Machiavelli, who is best remembered by his dictum 'the ends justify the means'. Manipulation is the art of manoeuvring your opponent into the position that they are unable to do other than as you wish. They finish up with a situation of 'heads you win – tails they lose'. The demerit of this process is that opponents become deeply aware that they have been bested and therefore harbour a distrust of the person or cause that won the encounter. Very rarely are the manipulators admired for their ability.

Persuasion, the second art, is the ability to have others do that which they would not do of their own choice. Some of the most persuasive stratagems are phrases that receivers are loath to gainsay as to do so would seem to be self-criticism. Some of these phrases are 'it logically follows', 'it stands to reason', 'no thinking person would deny' and many more of that ilk. Many people know this formulae as 'A I D A' or,

Attention, Interest, Desire and Action. AIDA applies also to advertising and salesmanship.

Now the above attributes cannot be bought off the shelf of an emporium and have to go through a long period of gestation before they are ready for use. Without any doubt knowledge can be gained from experience but experience can too often be based on mistakes and errors caused by poorly founded judgement. Proper training can lead to knowledge based on fact and activities that lead to success not failure. There is nothing more painful than to have listened to an excellent contribution to a debate than to see it fail for want of knowing what meeting procedures to apply or how manipulation or persuasion should be applied.

The more meetings you attend and the more attentively you observe the performance of both presiding officers and members alike, the more you will realise that very few participants do possess a workable knowledge of the skills and arts of meetings. To be dudded by your lack of knowledge is just desserts but to fail in your endeavours is a crime against yourself.

Notice of Meeting & the Agenda

A funny thing happened on the way to the forum
I forgot if I'd promised to be agin 'em or for 'em.
D R H

By your second or third meeting you probably found out about The Notice and the Agenda, and found that these two documents are the precursor to all well organised meetings.

The Notice stipulated where and when the meeting is to be held and that it correctly contained the secretary's (or an acting secretary's), signature. You also needed to note that a sufficient period of notice has been given, as a too short a period would have made the meeting invalid. To this Notice would have been attached an Agenda or at least a summary of the intended Agenda that was to be put to the meeting. You would particularly look for any Motions on Notice as these are usually matters of such importance as to require that all members be made aware of their coming debate. Early notice is required to be given so members can, if they so wish, begin their own investigation of the pros and cons of the matter.

In many organisations, the initiators of these motions now begin to lobby for support. This is where manipulation and persuasion first come into play. If you have no great objection to the proposal, now is the time to remind the proposer of your own pet proposals with the expectation that a deal may be achieved. (If your status is of some importance in the group the 'deal' may include your performing the task of seconding the 'motion on notice' in order to gain the votes of those members upon who you have some influence.)

The officers of the organisation should be at the meeting venue a good fifteen minutes before the advertised starting time for the meeting so that members may seek information on the business of the meeting; to question the secretary on items in minutes of past meetings and to inform the Chair of motions they wish to move.

Prior to the opening of the meeting the Agenda should be distributed to arriving members. **The more questions and answers that can occur before the meeting commences, the better will be the flow of business through the meeting.**

When the first members arrive at the meeting place they should find all of the elected officers present and willing to enter into discussions with the members. The Chair for the meeting should read and advise members on the preferred wording of motions intending to be offered, the secretary answering sundry questions of activities of the group and the treasurer handling financial matters. The fifteen or so minutes before the meeting commences should be regarded as a socialisation period for the general members. The topics arising will cover events occurring since the last meeting; work, sporting, family, et cetera; and can assist in forming better bonding between members and markedly reduce late arrivals.

The much-neglected role of Social Secretary can play a critical part in making meetings of the group, not just a decision-making event but a gathering to be enjoyed by all. Oversight of venue readiness such as: lighting, heating/cooling, chairs, water and glasses for the official table and external signs and parking facilities (almost invariably, members experiencing trouble with the parking of cars, arrive at the meeting in a waspish mood.); all aid the productivity of the meeting. As food and beverage is the mother of all soothing agents, the halfway intermission can materially aid in polite communication between members.

Lack of punctuality in meeting attendance is a constant irritant that must be handled with a great degree of tact. Member suffering any inability to be in attendance for the pre meeting gathering of the group should forgo any desire for an official office, as the late arrival of an office holder is a definite negative factor. Organisations suffering from late arrival of officials or members should seriously consider if their meeting days or hours is a contributing factor. Another factor to consider in meetings is whether too many general meetings are being held and not enough committee or conversely, if too many committee meetings and not enough general meetings. I will be saying more on this theme in a later Chapter when I discuss the planning stages of meetings.

The Agenda, preferably printed on letterhead paper, should typically be of the following layout:

AGENDA

Annual/Annual General/ General/Special Meeting

(Naturally, strike all but one)

Secretary Calls Meeting to Order

Chair Declares Meeting Open for Business

Adoption of the Agenda

(Not applying to Annual or Special Meetings)

Minutes of the Previous Meeting/s

Apologies for Non-Attendance

Correspondence

Reports

Motions on Notice

General Business

(Only applying to the AGM & GMs)

Notice of Motions

Closure of Meeting

During the adoption of the Agenda, it is open to members to amend this motion to alter the sequence of the items by moving some items forward on the agenda and some back. A typical reason to change the sequence is the desire to make the debate on a Motion on Notice rise to a place (say), preceding that of Correspondence or Reports. This is an essential power belonging to the members to prevent the implementing of any delaying tactics by the executive aimed at preventing a decision being reached on a 'hostile' proposal.

I would expect the secretary to have required all those attending to sign the Attendance Book especially non-members who should also record who had invited them to attend. The Attendance Book becomes the evidence upon which the secretary, after calling the meeting to order, will base the presence of a quorum of members. The presence of non-members is also to be announced so that the Chair, following the opening of the meeting for business, can ask if the members are willing to allow the visitors to remain. As a meeting is technically a private meeting of members, the presence of visitors is an invasion of privacy, a loss of confidentiality and has a bearing on defamation. Visitors may only be permitted attendance for a limited period and for a specific purpose.

How to Plan a Meeting

For when the great scorer comes
To write against your name,
He marks – not that you won or lost –
But how you played the game.
Grantland Rice

A Management committee can improve every general meeting of an organisation if it were to hold a 'Pre Meeting Conference'. At this conference the Notice for the meeting should be drafted and the Agenda assembled. The intended Chair for the meeting should require from each official what decisions they need to achieve from the gathered members and what information they intend to provide to achieve those decisions. Incoming and outgoing correspondence should be read and assessed, and the minutes of the last general meeting checked for accuracy.

Motions for which notice has been given should be analysed with special reference given to any spin-off effects their adoption could cause. Of particular concern is any likely interference they may have on continuing resolutions. It is for this reason that a Log of Continuing Resolutions should be maintained. Having now disposed of the idealistic bit, it is time to get down to reality. As a minimum, the Chair and secretary should have a face-to-face meeting to carry out the above activities.

I have always found that if the officers know what they have to do at a meeting then members co-operate magnificently. Confusion at the top table is very contagious.

Now let us review the formula for the meeting in depth:

Convening the Meeting

Acting 'for and on behalf' of the management committee, it is the secretary's duty to invite all members to attend a general meeting of the organisation. This calling can be by way of a club notice board, a posted notice to each member's address or satisfied by a set venue, date and time as spelled out in the constitution of the organisation.

However, if a motion has been placed on notice, only the established notice board or the postal service, satisfies the 'giving of notice'.

Having assembled the members the first critical stage is reached when the secretary is required to determine if a quorum has been achieved. The quorum numbers for each type of meeting are stated in the constitution and should be present before the next duty of the secretary occurs. I would expect the secretary to have required all those attending to sign the Attendance Book especially non-members who should also record who had invited them to attend. The Attendance Book becomes the evidence upon which the secretary, after calling the meeting to order, will base the presence of a quorum of members. The presence of non-members is also to be announced so that the Chair, following the opening of the meeting for business, can ask if the members are willing to allow the visitors to remain.

As a meeting is technically a private meeting of members, the presence of visitors is an invasion of privacy and the resultant loss of confidentiality has a bearing on defamation. Visitors should only be permitted attendance for a limited period and for a specific purpose. If a visitor is of a special kind and has been invited for the purpose of addressing the meeting, then an earlier decision should have been made to either have the address given before the meeting opens or at a later hour when the meeting is expected to close. Whatever is decided, make sure the personage has been correctly informed.

The secretary's next duty is to **'call the meeting to order'**, that is, asking people to be seated and to be quiet. While this should be done at the appointed time, I have usually allowed a five-minute grace, as this seems to cover the variation existing between most peoples' watches.

Having seated the members, and checked the Attendance Book for attendance numbers and visitors names, the secretary then turns to the Chair and announces: "Mr/Madam Chair, the meeting has been convened with (number) members present, which constitutes a quorum." **[If visitors or non-members are present, the Chair must be informed of this fact.]**

Opening the Meeting

While the secretary remains standing, the Chair stands, thanks the secretary (who then sits), and commences an opening address to the meeting. First asking the meeting if it wanted to admit the 'strangers' (following introductions and reasons), or if they should be excluded.

If one of the visitors has been invited in a 'guest of honour' role, the meeting can be adjourned at this stage in order that the visitor can make an address. (Permission to do so arises from a motion from the chair, which does not need seconding and should be carried without dissent.)

The Chair's opening address can take the form of reviewing some past activities of the organisation or consist of a preview of the coming business of the meeting. The Chair concludes this address by declaring the meeting 'open for business' and begins the first item on the Agenda.

Adoption of the Agenda

During the adoption of the Agenda, it is open to members to amend this motion to alter the sequence of the items by moving some items forward on the agenda and some back. A typical reason to change the sequence is the desire to make the debate on a Motion on Notice rise to a place (say), preceding that of Correspondence or Reports. This is an essential power belonging to the members to prevent the implementing of any delaying tactics by the executive aimed at preventing a decision being reached on a 'hostile' proposal.

Adoption of Minutes of Previous Meeting

Each type of meeting - general, management, committee and sub committee - must record minutes of the business they transact and, at the following meeting, check those minutes for accuracy. As I have said above, it is the duty of both the Chair and the secretary to personally review the minutes, before they are submitted to a meeting.

The motion to adopt the minutes as a true record should be moved by the secretary, and as the Chair needs no convincing that the motion is essential business of the meeting, it does not require seconding. Should any corrections be required, they are moved as amendments to the motion to adopt, and the correcting wording recorded in the minutes of the adopting meeting. The corrected minutes of the previous meeting are given a margin note drawing attention to the correction. If the error is a secretarial one the meeting should expect an apology from that person.

In all questions of moving, seconding and voting, members cannot be disfranchised for an alleged 'lack of knowledge'. Members can do any one of these three actions, without having to prove they know what they are doing. The same applies to adopting minutes as a true record. If a

member was not at the previous meeting they may still take a full part in assessing the minutes. A principle that should not be forgotten is - if you have no right to vote you cannot be counted for the quorum.

An absolute malpractice is for a Chair to accept a motion 'that minutes be taken as read'. The most usual cause of this tactic is because a forgetful secretary (or minute secretary) has forgotten to bring the minute book to the meeting. On the occasions that this does happen, it is preferable that a decision be made that adoption of the minutes be adjourned to the next meeting. There are also occasions when pressure of business encourages the omission of adoption. Unfortunately, this leads to a poor verification of the minutes due to fading memories. It can also lead to falsification of minutes for nefarious purposes.

Apologies for Non-Attendance

All apologies for non-attendance at meetings are bad news for the organisation. For those that are completely unavoidable, holidays, illness, work or family commitments, there is nothing much that can be done. Many schemes exist designed to compel or cajole members to achieve a high percentage of attendance. One of the best known schemes is that of Rotary International where members are expected to attend or cause their club to lose face. If members miss a meeting of their own club they can 'make-up' by attending another. In this way the club attendance percentage is pushed to an acceptable level. Other organisations classify as 'inactive' members who miss a set number of meetings and, occasionally, suspend members voting rights.

Even more drastic measures are taken with members of committees and sub committees, from which they can be dismissed for missing a certain number of meetings. It is a little more difficult with boards of directors, but a punishment can be metered out by a publication of their board attendance over a set period. The negative nature of this action can have an adverse effect on their re-election.

The common and careless practice of most organisations, is for the Chair to call for Apologies for Non-attendance, and require the secretary to record all names called out by members. I have even heard names of present members called in error and seen those inserted in the minutes. The Chair then states: "the motion is - that the apologies be recorded, those in favour (and etc)." Some Chairs even call for a mover and seconder.

My advice is: If attendance at meetings is regarded as important to the conduct of the organisation, then a resolution accepting apologies for non-attendance needs moving, seconding and a vote in favour. However, the motion for acceptance of apologies may be amended by deletion of any of the names contained in the motion. If all names are deleted then the motion fails.

The reason(s) for deletion could range from an unacceptable series of absences to a belief that the apology was not made on request from the member concerned. If, however, attendance is not regarded as important, the Chair should state, "The list of apologies will be noted in the minute book." No motion is required; therefore no vote is required. The motion is to be taken as carried 'by leave', that is, no one objecting.

Correspondence

Correspondence comes under the heading of 'good news and bad news'. Good, because it shows your group is an active part of the community but bad, as too much correspondence can take up too much time of the meeting. I have found that professional secretaries tend to write extended letters as a form of job justification. It is with the waffling missives that care must be taken when summaries are attempted by receiving secretaries. A careful reading by both Chair and secretary during my suggested Pre Meeting Conference can result in the important points being stated to the meeting.

To get the most value from correspondence, each piece should be read, considered and a decision made 'in seriatim', one at a time. The primitive practice of reading all correspondence in one fell swoop and then using the archaic 'receiving' action, should be abandoned. Associated correspondence can of course be handled together, even though they may require separate decisions.

Somewhat contradictory, you can decide that correspondence from 'hostile' organisations be 'not received'. The action here is that the corresponsder should be named and the subject precised by the secretary, who then goes on to move: "That the letter from (named group) be not received." Naturally, you do not give the corresponsder the knowledge that their letter has been received. If the meeting tacitly accepts the 'hostile' status, this motion should be agreed to by consensus. Outgoing correspondence should be dispatched within 48 hours of the meeting.

Reports

All elected office holders are permitted to present either written or oral reports to the members. Reports from committees are also to be received in this part of the meeting. With both the Chair and the secretary being au fait with the report, the members can be assured that they will receive all pertinent information upon which to base a decision.

Individual members may also present reports but are urged to make their intention to do so known to either the Chair or the secretary. The when and how to present a report can have a major bearing on whether it is accepted or rejected by the members. Under the chapter on Gamesmanship I will be discussing right and wrong techniques.

Motions on Notice

Motions on the Notice Paper can be put there by both the management and by individual members. Organisations that have a dominant executive generally do all they can to block such actions from individuals, even, on occasions, seeking agreement from the member to allow the motion to be sponsored by the executive. Their reason for doing so is to subtly discourage the practice but more often to make slight, but important, changes to the wording of the motion. (It is salutary to observe the fate of private member's bills in the parliamentary arena. I shall mention this again under Gamesmanship.)

Proposers of these motions should always lobby for support prior to the meeting and take some care to obtain a seconder who can effectively assist in the motion's success.

General Business

This is business not previously dealt with on the agenda, or it can be business that has been deferred from earlier in the meeting to be dealt with in this part of the meeting. However, some of the motions now raised may incur the Chair's ruling that they are rightly items requiring notice and are therefore, recorded as Notice of Motions to be placed on the agenda of the next meeting.

It is essential that all matters handled in this segment be initiated with a request to the Chair for permission to move a motion. Only when the business has been started with the terms of a proposal, should the Chair permit a debate to commence. (See chapter on Decision Making.)

Notice of Motions

Members intending to hand up a motion for the Notice Paper should bring their written proposal to the meeting and, as I have recommended in the Chapter on Notice of Meeting, check the wording with the Chair prior to the meeting commencing. (When the proposal is offered at the meeting a seconder is not required nor does the Chair rule on its validity.)

Closure of Meeting

When all items on the agenda have been dealt with and no further general business is forthcoming, the Chair then declares the meet closed. If, in doing so, the Chair mentions the date of the next meeting, this is advisory only and does not, in itself, constitute formal notice.

If any part of the agenda remains unconcluded, including general business, and the time set down for the meeting has, or is about to expire, the meeting must be adjourned. The final action of the Chair is then, in consultation with the secretary, invite the meeting to set a date for the meeting to be reconvened.

The Executive

The principles of a free constitution are lost
When the legislative
Is nominated by the executive.
Edward Gibbon

First of all, let me identify who and what is an Executive. The Executive consists of those who are charged with executing the decisions of the members and with the administration of the organisation. Unless the constitution and standing orders say otherwise, that is all the Executive is permitted to do. Much of the assumed powers of this body are created by its own interpretation of the decisions of the members. Unfortunately, most resolutions of members read more like an open cheque, with the how and when having a significant effect on the final result.

[Not quite as bad as the referendum technique used by governments which asks for a 'yes' or 'no' answer to a question open to unexpressed intentions.]

I shall have more to say on this topic in my chapter dealing with Decision-Making.

The normal personnel of an Executive is President, one or two Vice Presidents, Secretary, Treasurer, one or more specialist directors (social, sports, etc), and the Minute Secretary. A grave mistake is to have more than a nine person Executive as this can lead to groupings based on personality, gender, and partisanship or other divisive factors.

The President. This is a most complex character as it ranges from the British system of constitutional head of state to the United States presidency that is one step removed from being a dictator with the invidious use of a one-person veto. (The British monarch has long since lost its veto powers. My preferred model is the British one as it leaves to the secretary the role of being chief executive officer and therefore manager of the administration of the organisation.

The 'British' president provides a moral and ethical standard that is, or should be, divorced from partisan influences. On the occasions that the president acts as Chair, true impartiality is not only existing but is seen to be existing. Under these circumstances, I have no objection to the

Chair serving several years in the role. In fact after a three-year stint a retiring president can be honoured with life membership. Regretfully, I confess to a sixteen-year tenure as a president, following which I did accept life membership.

Between meetings the Chair is required to co-operate with the secretary in examining the minutes of the previous meeting to determine if they are a true record, and to read incoming correspondence and incoming reports from other executive officers. Jointly, the Chair and secretary work together in preparing the notice and agenda for the next meeting. These actions are required so that at the next meeting both Chair and secretary are prepared for most eventualities. (I have expanded this theme in Chapter on Planning a Meeting where I discuss a Pre Meeting Conference.)

The ability of the organisation to grow and prosper depends upon the co-operation that these two people can engender. All ideas for betterment coming to their attention should be examined, initiators thanked and, where necessary, committees set up to examine their feasibility. Too often change is resented on the grounds that change is unsettling and there is nothing wrong with the way the group is operating at present. Now I am not suggesting 'change for change sake' but of change because society itself is constantly changing. Change brings a sense of excitement and adventure. Being able to change is a healthy state for any group free to do so. Tradition has its supporters but tradition itself can be stultifying.

It is essential that the Chair protect the aura of impartiality by never doing any work that rightly should be done by an elected (or even hired) official. This means not making public statements, signing letters, interviewing applicants for membership or attending citations of recalcitrant members. From a personal point of view there is nothing so alarming than to see a president (or Chair) of an organisation squandering a required innocence by making public statements. I shudder every time I see a missive from a president in the letters part of a newspaper or see a public statement about an organisation emanating from a president and not the secretary. **Fifteen minutes of fame is very tempting!**

Many of the questions I have received over the years are concerned with Chairmen and Chairwomen of General Meetings making decisions beyond their powers. This work affords an opportunity to spell out the limits of what authority the Chair does have.

1 Make an Emergency Adjournment. Particularly for unruly behaviour by members but also for any untoward activity.

2 Taking the Floor to make a Statement. To stand and thus requiring any member addressing the meeting to cease doing so and resume their seat thus allowing the Chair to address the meeting without interruption.

3 Interrupt a Speaker. For any of the following reasons:
(a) Speaking beyond the terms of the matter under debate
(b) Using words not conducive to good order and conduct
(c) Making statements of a defamatory nature
(d) Breaching the law of the land
(e) For not facing or addressing the Chair.

4 To make rulings on procedural matters, Points of Order and voting results. These rulings are, however, subject to challenge from the floor.

5 The Chair may reject motions and amendments but only within heavily specified limits.

Other than for item 1 above, these rules **do not** apply to committee meetings.

The Chair should be regarded as a useless ally in a debate as, when operating under the cloak of impartiality, is unable to make any supporting signs. The best ally in these cases being the secretary.

On literally hundreds of occasions I have urged that even if you don't respect the person you should always respect the position. Shamefully, I have used such clichés as – 'the person does not make the position but the position makes the person'. Like most people standing for election, I invariably lose without much grace.

A sure way to destabilise a president is to elect a vice president who is obviously eager to succeed to the top position, but more about that below.

A very common mistake made by organisations when they replace a president is to select a person who has shown notable skills in debating. This is the wrong person for the job as it is not speaking skills that are required but those of listening. No member should find themselves being out-spoken by the Chair.

Vice President. At best, this position is a sinecure, at worst, a dogs-body. The worst aspect of this position comes from the general availability of this person to stand in for the president, the secretary, the treasurer and the minute secretary and in fact do any and all tasks occasionally beyond the time available to other officials. Of course, as I mentioned above, if this person is plotting to succeed the president, then these miscellaneous duties will be seized upon with a hidden glee. There may even be some trouble in ejecting this person from some of these acting activities. *The vice presidency is the preferred position for that awful person known as 'the rat in the ranks'.*

As a sinecure, the position can be filled by past presidents and retired secretaries or treasurers and 'true believers' of the cause. A place on the management committee with its drinks and salted peanuts, not forgetting a reserved parking place for the car, is all very acceptable. They are good people for the average member to know, just in case they have some influence with the key people of the organisation.

Vice presidents can certainly be used to Chair special committees or even standing committees supervising some special function of the organisation. They are especially useful as delegates to other organisations or to represent the president at community social functions. A vice president can even seem like the real thing.

I know the above doesn't sound as though I have much regard for the position of vice president but you will find that few organisations make sincere attempts to upgrade its importance. 'The heart-beat away' philosophy rarely applies as a vacant position of president is usually declared a casual vacancy and passes to a stronger candidate than the sitting vice president.

The Secretary. As I have said elsewhere; 'a bad Chair can ruin a meeting, but a bad secretary can ruin an organisation'. It is for this reason that your most talented member should be appointed to this position. The secretary may get the name from 'secrecy' but in the sense used in meeting procedures is more than a note taker and is in fact an administrator. In this role, there is no more important office in any organisation and fully justifies the current name of **Chief Executive Officer**. Under corporate law, this is the real person, the **Public Officer** that represents the organisation and whose signature is an essential part of any contract or agreement entered into by the organisation.

Unfortunately, as one of the traits of this person is as an innovator, the driving force behind this attribute is to get things done in the shortest possible time. Machiavellian in nature, a good secretary can only be kept on the straight and narrow by the sobering influence of a somewhat conservative president. It is frequently only by the many collaborative meetings between these two people that the better of two worlds can exist.

The skills a secretary is required to bring to the position are many and varied and apart from administrative knowledge is expected to be au fait with all rules and regulations of the organisation as well as knowing most members by their names. (Everybody knows you, ergo, you know everybody.) The effervescence nature of a good secretary can occasionally cause ripples in diplomatic behaviour that the president is required to mend from the surfeit of this ability in the presidential persona.

Possibly the ability to communicate both in writing and speech is the most essential attribute of a good secretary. While a president should never have to raise the volume of their voice, the secretary should be, by nature, a dominant person and used to speaking both loudly and clearly. Written communication should also be clear and concise with all related writing techniques understood and used. Handwriting, when used, should be legible and characterised by strong strokes, as should be the signature. **Few people realise how others deride an illegible or spidery signature.**

The most important record kept by organisations is the minutes of the meetings held and the proceedings of those meetings. Meticulous care must be maintained of this record without there being any doubt as to their accuracy and freedom from interference. Loose pages should be strictly avoided with each page fixed into a bound ledger after being dated and signed by the Chair of the meeting that ratified their accuracy. While members may sight minutes of general meetings and committee members to sight minutes of committees they are entitled to attend, all sightings must be in the presence of the secretary or minute secretary.

Right or wrong, human nature being as it is, we still judge a book by its cover and do the same with those we elect to positions of trust. This sweeping statement applies to secretaries more than any others. The way you dress can be equated with how you think of

yourself and if you dress like a tramp, perhaps you are one. Losers have a tendency to look like losers!

Where the position of secretary is not a salaried one it should nevertheless be endowed by an honorarium. This honorarium should be established prior to any election or re-election to office. If this position is bereft of privilege you may finish up with 'Hopeless Harry' as your secretary!

The Treasurer.

In a world so populated by financial gurus, taxes, bank statements, expense accounts, and a host of reports to 'big brothers' of all kinds, the treasurer, in my opinion, should never be elected but appointed. This position requires more than just a bookkeeper, it requires a person with professional hands-on experience with accountancy.

Having just retired from the world of meetings, it is ironic that my last three years have been involved with being a treasurer for a small club. Fortunately, I was able to use the Microsoft Excel program that had the effect of making my balance statement look quite professional. Unfortunately, like most non-professional treasurers, my chequebook balances, receipt book and petty cash account still revealed my basic inefficiency.

This work is not supposed to be a confessional, but I admit to cajoling a compliant president and secretary into signing blank cheques. This may have allowed me to pay accounts promptly, without waiting for the next meeting to obtain these required joint signatures, but it is nevertheless an absolute no-no for all concerned.

Executive Directors

When specialist directors are required it is in order to give them the title of executive director, as they should normally be expected to work with a standing committee covering their particular activity. The presence of chairs of standing committees on the board of management is essential in view of the major function their committee has in the organisation's endeavours and especially in what could be a major source of financial expenditure.

As the Terms of Reference for standing committees come from the constitution of the organisation directors are prevented from altering

the activities of these committees without constitutional changes being authorised by the membership. (See footnote for an example of Terms of Reference.)

The Minute Secretary.

I have rarely, if ever, met an efficient minute secretary! Whether the meetings are a week apart or a month, minutes are invariably not written up until the day before the meeting. This almost ruins any chance of checking their accuracy with the Chair.

What must be stressed here is that each meeting is a gathering of members held for the purpose of informing the Chair what the meeting wants. The minutes are thus a Chair's record of these decisions and it is the Chair's signature on these minutes that attest to the accuracy of the record. When mistakes are found to exist in the proffered minutes an apology from the secretary or the minute secretary may suffice on a first occasion but for a repeated offence, serious thought must be given to censoring or replacing the inefficient scribe.

The most efficient minutes are those that only record the resolution made. Names of movers and seconders are basically unimportant in comparison to the decision itself. Any attempt to record debating points pro or con the proposal can be very confusing, particularly as the tone of voice or gestures are often modifiers of the actual words used. Members frequently object to their remarks being incorporated in minutes as they had no intention of saying what their words, in hindsight, seem to imply. Excepting for the vote by voice, all other voting results should show the numbers voting both for and against.

The actual wording of a motion is described in the Chapter on Decision Making.

What must be recorded is as follows:

Name of Organisation
Type of Meeting
Location, Date and Time of Meeting
Name of Presiding Officer
Use of Attendance Book
Apologies for Non-Attendance
Minutes of Previous Meeting

Matters Arising from the Minutes
Correspondence
Reports
Matters Arising from Reports
Motions on Notice
General Business
Closure

The meeting actually starts from the time the Chair declares the Meeting 'Open for Business' and concludes following asking if everyone present has signed the Attendance Book before ruling off the page and placing the presidential signature under the line. The Chair can then declare the meeting **Closed**.

Example Only	Committee Terms of Reference
1 Name of Committee	Grounds Committee
2 Principal Task Committed Maintenance of Gardens	Development &
3 Period of Member Appointment	Twelve Months
4 Power and Authority Delegated Dismissal of Garden staff Equipment	(a) Employment & (b) Purchase of Plants &
5 Right to Establish Sub Committee	None
6 Right to Co-opt Members	None
7 Committee Size & Quorum	5 and 3 Respectively
8 Meeting Frequency	At least once per month
9 Appointment of Chair	By Board of Directors
10 Appointment of Convenor	By Board of Directors
11 Operational Budget	\$50,000 pa

Terms of Reference for a Grounds Committee could start out as simple as this example but with the passing of time many more qualifications may need to be added. For instance, due to the size of the Budget, a director of the organisation may be needed to serve as Chair or a clerical member of staff to maintain suitable records.

For various reasons, limits may need to be established covering a period limitation on committee membership.

Constitutions, Standing Orders and By-Laws

'That's not a regular rule; you invented it just now,'
'It's the oldest rule in the book,' said the King.
"Then it ought to be Number One," said Alice
Lewis Carroll

This is the most boring but also the most important chapter in this book. You will find that few people admire someone who knows the rules. As Sir Humphrey Appleby says in the UK television serial "Yes Minister", "There is a certain dignity in innocence...if you don't know, you can't be blamed!" However, 'in the fullness of time', those who don't know the rules turn out to be the perennial losers. So like it or lump it, you had better read this chapter.

A constitution can be defined as a written set of principles and precedents agreed to by the foundation members of a provisional organisation as being the laws that govern its activities. The creation of a constitution is a voluntary act by the members of an organisation, except in such circumstances that a superior organisation, by decree, requires that such a document shall be created.

'By decree' deserves to be better explained. My meaning is that an all-intrusive super club, called a 'government', claims the right to decide what one or more people, acting in concert, may do. This super club, sometimes acting under agreements made with other super clubs, can decide what degree of 'free-will' its citizens may exercise. Governments decide not only what you can do but also what you can say. The established criteria are based on perceived real or intellectual rights, emotional and character protection, protection of customs and conventions and even for the protection of the governments themselves.

Where a written constitution does not exist, as in the notable case of the government of the United Kingdom, an unwritten constitution is considered to exist on the basis of its past actions being taken as precedents and conventions. The virtue of having, or not having, a constitution is arguable. The point I wish to establish here is that once a constitution has been adopted its very terms are resistant to easy or capricious changes. Changes, or amendments to the constitution, must be based on established methods that guarantee a greater than simple majority of votes being in favour.

Having a constitution is frequently a restriction on the desires of the current members, who often feel that the constitution is a dead weight, inherited from 'founding fathers'. Too often organisations turn a blind eye to the breaching of its constitution because to change it would cause a ripple effect on other articles and sections. Occasionally, a changing of definitions of words is used as an excuse for a blatant shift in the understanding of what was meant, in order to achieve some present need.

Some carelessly composed constitutions omit the 'barn door' clause in the Objectives section, which does allow for shifts in attitudes to 'direct or indirect benefit' in the affairs of the organisation. (This is the clause that says; 'and such other things that are to the direct or indirect benefit of the organisation'. This Clause is called 'barn door'. From the mathematical Barn, being as wide open as a barn door and thus admitting a variety of various interpretations.) The omission of this special opening clause of a constitution limits acts done by the organisation to the precise terms of the spelled objectives.

Having said this, it is plain that the 'win/lose' activities of structured organisations commence with the quality of their constitutions. This is why both constitutions and standing orders require to be legally drafted. The careless copying of someone else's documents, while admittedly saving establishment costs, can become a costly misadventure.

The first mistake made by people who join organisations, whether voluntarily or involuntary, is to treat the offered copy of the constitution as a needless handout. It is more than a handout; it is a contract between you and the organisation, and spells out your responsibilities to the organisation and the organisation's responsibilities to you. As the entire management of the organisation stems from this document, it is absolutely essential that you study all that the document contains. The claim that some act, or omission of an act, is unconstitutional should be, for any presiding officer, and certainly for the ordinary member, a claim to be immediately investigated.

Protection of Constitution

Once the members have adopted the constitution, it is protected from capricious alteration by several devices.

- * The first of these devices is the Notice of Meeting required to be given before proposals for change can be submitted for consideration; the meeting so convened is usually an Annual Meeting or a Special Meeting called for the specific purpose.
- * The second device is the quantity of affirmative votes required to be cast before change is effected; this is usually a 75% majority of all those present. The abstainers, those not voting 'for', are added to the percentage of those voting 'nay'.

(I believe this treatment of the abstainer's non-vote should be the only exception to the ancient rule of 'silence gives consent'.)

- * The third is the inability to amend proposed changes from the floor of the meeting. The proposal is offered 'as is' or 'not at all'. This is most resented by those genuinely holding a belief that they can improve the proposed change. By this 'as is' requirement, if the proposed change is voted down, Notice must be given of a further proposal, couched in different terms. Concomitant can be a 'hidden agenda' of a vexatious intent.
- * The fourth and final device is the motion of Rescission. No matter how many members attend the Special or Annual Meeting and exercise their vote to support the change, one member, acting alone, has the ability to prevent the affirmative decision being put into effect. Of course, the reconvening of this meeting – **after due notice and on a later date** – having the ability to debate the Rescission, can reject the Rescission, allowing the organisation to finally ratify the alteration to its constitution.

The importance and sanctity of the constitution cannot be over emphasised. Not just because it is the brainchild of 'so-called' founding fathers, but because it is the foundation stone that an organisation needs upon which to build its future. It is the 'mother lode' of all that is permanent.

Standing Orders Standing Orders codifies the customs of the organisation, the respect to be given to the Chair and to other members, the requirements for good order and conduct, the procedures to be followed in decision making, the recording of minutes of meetings and the duration of meetings.

The principal parts of Standing Orders are:

- * Can only be adopted, amended or suspended by a majority vote of members.
- * Adoption or amendment requires Notice to be given of the intention.
- * Suspension of Standing Orders occurs upon the passing of the motion: "That so much of Standing Orders be suspended as would prevent ... ' and the reason for the suspension stated. When the reason for the suspension has been satisfied, the meeting automatically returns to Standing Orders.
- * The Chair can decline to accept the motion for suspension but a floor motion dissenting from the Chair's ruling can reverse this ruling.

Ideally, it is preferable to have too few Standing Orders rather than too many. It is impossible to have black and white solutions for all occasions and for this reason a workable solution for one circumstance may completely fail for another.

By-Laws By-laws, are the little laws, the spin-off or regulations required to put into action decisions of the members. They are created by the Management Committee, principally to 'dot the eyes & cross the tees'. They handle such matters as:

- * Design of Stationary, logos, signs and postage
- * Clothing, attendance, playing fees and times
- * Security, lights and parking

A critical aspect of by-laws is their freshness. Each by-law must be in current use and, where possible, contain a sunset clause. They should contain a statement as to the commencement and conclusion of their operation. No by-law should be allowed to become inactive. To achieve this freshness, a complete list of all by-laws should be on constant display on a notice board or published and distributed to members.

While the members do not make by-laws, they can, at any general meeting, and without notice, disallow any by-law. If the Management Committee wishes to reactivate a by-law disallowed by a general meeting it must obtain a confirming resolution from a subsequent general meeting.

Resolutions, Convention and Customs The secretary should maintain a **Log of Resolutions** in order that the decisions made by members are readily accessible. Such a Log can avoid the embarrassment of making a resolution contradicting a previous decision. If it is desired to change the previous decision then a rescinding resolution is required.

Convention is that part of common law and past practices members regard as applying from time immemorial. There is nothing to prevent a resolution being made that removes conventional practice except a natural hesitancy to preserve that, which has passed the test of time.

Custom is that conduct which changes with generations and gains its credibility from its current acceptance.

Meetings A meeting is a 'gathering of two or more people at the same place, each being aware that the purpose of such meeting may include the receiving of information and/or the making of a collective decision.'

Meetings of this nature are conducted under the terms of a constitution, or convention or custom, where members are required to subscribe to rules under pain of punishments ranging from fines, suspension or expulsion. A too casual interpretation of these rules can corrupt even the best-conceived organisation.

The Fun and Games of Committees

Lord Lilac thought it rather rotten
That Shakespeare should be quite forgotten,
And therefore got on a committee
With several chaps out of the city.
G K Chesterton

I hope there is no need for me to define 'fun' and 'games' but there is a need for the term 'committee' to be carefully defined. My preferred dictionary, the New Oxford Dictionary of English, (1998), defines a committee as 'a group of people appointed for a special function by a larger group and typically consisting of members of that group'. The key to this definition is the phrase 'consisting of members of that group'.

This chapter must not be taken to include 'committees of management' as the more formal business of executive officers is better described as a Board of Directors. A Board can itself appoint committees to assist in its administration and establish Terms of Reference to control the activities of its committees.

After you have survived some two or three years of membership there may be some people who think you are ready to serve on a committee. (If this happens in your first year it is a sure sign that the group is bankrupt of talent.) However, if you are elected to a committee you will find that any worries you have about your lack of knowledge of meeting procedures has come to an end. The simple explanation being is that committees shouldn't use them.

Not only do committees not use formal procedures but also you don't have to sit and hear some loudmouth carry on with a load of rubbish. The established practice of committees allows you to interrupt others as much as you like and to speak as often as you like on every matter that comes up for discussion. Oh, and a few other things, you do not have to stand up to speak nor do you have to address your remarks to the Chair or to seek the Chair's permission before you speak.

Another goodie is that the Chair doesn't have to be impartial but can join in the general discussion by praising or damning others as the occasion warrants. Now you may think that as I have described it, this is a sure way to bring on frequent donnybrooks. This could be the case if the mother of all soothing agents, food and beverage, were not spread out on

the table for constant nibbling and sipping. (Of course, if the alcoholic content is more than (say) 3%, I can't guarantee effective soothing.)

Using the definition stated above, I now look at the five forms a committee can take. The first is as a Standing committee, the second as a Special (or ad hoc) and the third as a Sub (or under) committee.

- * A Standing committee is a permanent committee, gaining its authority from the constitution of the organisation. Its complement is established in the constitution as is its Terms of Reference. The Chair of the committee is either named by the appointing body or can be left to the committee to decide.
- * A Special committee is one that is appointed by a general meeting of the organisation to investigate and report on a special matter. Ideally, the matter to be investigated should not come under the purview of a standing committee and also be of such a nature that specialist knowledge is required to be included in the members appointed. The Chair of such a committee should be a vice president of the organisation. Other than for the Chair, no other member of the executive should serve on Special committees. Its Terms of Reference should include its quorum number, date required to report and date of committee termination. The retiring Chair of the committee should place the report and recommendation/s of the committee before a general meeting of members.

It should be born in mind that no committee should ever commit the organisation to a decision and that only a meeting of members can make a binding decision.

- * A Sub committee is a group set up by a committee from its own members, basically to investigate and report on a matter considered to be of some urgency or conversely, to assume a watching brief on a matter considered to be stagnant in movement. The appointing committee sets its Terms of Reference and the Chair should be the Chair of the committee itself. The Sub committee does not report to the organisation.
- * A Joint committee is a committee set up by two or more separate organisations in order to achieve a sharing of resources both personal and material. Representatives from each

organisation meet and confer on Terms of Reference as agreed to by the organisations. The Chair is as specified in the reference and each set of representatives reports progress to their parent body. Ratification of Joint committee recommendations required to be made by each organisation before they can be applied.

- * Protest committees, unrelated to a parent body, are frequently established in order to act as a pressure group in certain matters. They are most always unencumbered by governing rules, and generally rely on a deemed public interest to maintain a concerted activity. Their life span is generally short with several breakaways usually leading to their abandonment. Rarely, if ever, do they coalesce into an organised group.

Meetings of committees should be convened by written notices where possible but may also be convened by electronic means – telephonic or email. An agenda is not required, as its business on all occasions that it meets comprises of the business contained in its reference. While it may have been stipulated that a minimum number of meetings be held, the maximum number should be at the discretion of its member agreed to by consensus. Time of meeting, day of the week and venue are matters to be settled at the discretion of the committee.

Every committee meeting should be held in camera, that is, behind closed doors. Its discussions and deliberations are privileged provided that they are germane to the business under discussion. This privilege can be lost if non-members of the committee are present or if matters discussed in committee are repeated outside the meeting room. In order to protect the identity of members of the committee names should never be recorded in the minutes of committee meetings. If committee confidentiality is breached then the committee should suspend the offending member and report the matter to its appointing body. **No committee should ever electronically record its proceedings.**

It has long been claimed that executive members of the management committee (Board) have ex officio rights to attend all meetings of committees. If this right is not spelled out in the constitution of the organisation, I urge that this status be discontinued. Where the right is allowed to stand, the officer should never be counted for the quorum nor allowed to influence any recommendation. All requests for 'observer status' should be rejected.

Where alternate or acting members are concerned, these members may only sit on the committee while those they replace are not present. In all such cases the Chair must be very firm in rejecting invalid attempts to sit.

Matter should be discussed (not debated); by committee to the point where the Chair considers a proposal can be formulated and offers suitable wording encapsulating the mood of the meeting. Having read aloud this proposal the Chair should ask if there is any objection to it being agreed to in its entirety. Should any member demur, that member should be asked to outline how the proposal can be improved. Other members may also give similar objections. During this 'free-for-all' **discussion** the Chair should frequently test members' collective reactions and progressively modify the proposal. When the point has been reached where more members accept the proposal than reject it, the scribe should record it as being the 'will of the meeting'. Note that there is no mover or seconder as the decision has been made by **consensus**. In recording the decision the committee is to be referred to in the singular, ie, 'The committee is agreed.' The minute must in no way infer that the agreement was not a unanimous one. The agreement passed up must contain no indication of why the decision was made.

I referred above to the influence of food and beverage on our social conduct. Caesar is said to have directed his companions to observe a 'lean and hungry' Cassias as though such leanness and hungriness had an evil significance. On the other hand we are implored to observe the jolly corpulence of Robin Hood's Friar Tuck. Between the two extremes lies the friendliest world of all – to share food is to cement friendships and diminish conflict. In a government department in which I spent many years of my working life, office committee meetings were supplied with tea, coffee and assorted cream biscuits but at the head office the menu was stretched to fruit juices and sultana- laced snail buns garnished with pink icing. Who said Australia was a class-less society?

Finally, back to the 'Fun and Games'. Being on a committee makes you privy to lots of inside information that non-participants are not allowed to know. While your opinions can be freely given within a committee, others are not allowed know what these opinions are. [Something like the protected deliberations of a jury.] Now, outsiders may not like the recommendation proffered by the committee, it is 'the committee', a singular noun, that made the decision and no individual can therefore be held responsible. It frequently takes some skill in resisting the

blandishments of colleagues in avoiding their questions. In the meantime enjoy your privileged position.

The weird relations of some incorrectly structured committees to their principals, (the UNO the IOC are notable examples), and the protest committees, as mentioned above, are joined by the weirdest of all, the so-called 'advisory committee' or as it could better be called, 'the governor in council'. This committee is more of a stratagem than a device, as it usually operates as a protective shield for the 'governor' who established the unit. Usually structured by Terms of Reference for this committee/council, by use of subtle writing techniques, both the appointor and the appointees come to hold differing opinions of the nature of their conclusions. The appointor seeing these conclusions as unresolved comments while the appointees see them as judgements to be adopted in toto by the appointor (or governor). The appointor does not always allow this committee to state an opinion rather to discuss the pros and cons in order that the Chair (invariably the appointor) can reach a personal decision. If the committee is invited to offer an opinion, this is to allow the Chair to use a defence of 'poor advice' should the opinion fail the test of time.

Decision Making

A majority is always the best repartee.
Benjamin Disraeli

Most of the chapters in this work are fairly economical in length, but this one, I must confess, may really stretch your patience. In fact I recommend you read the rest of the work before sitting down to digest all I have to say here. The full details on the act of making a collective decision is so convoluted, it is no wonder the devious among us (oops) have little trouble in confusing those who have not bothered to study meeting procedures in any detail. Don't get mad, get even, is not the best solution when you find yourself sold down the river; if you will forgive my use of clichés. I know you will find this chapter very detailed but, I hope, also find it worth your time.

The main reason for having a meeting is to receive information and from that information make a decision. It matters little if the meeting calls itself a 'legislative assembly' or a 'general meeting'; its functions still operate under three stages. The first function consists of a proposal, the second of adjustment to the wording of the proposal and the third to the way the first two steps are progressed. Put simply: motion – amendment – procedure.

The Motion: Literally, the movement of the written proposal is from its place on 'the floor' to the desk of the Chair. A formal wording for a motion begins with 'Be it resolved that (and the proposal stated)', however, the usual form begins 'That this Club/Society, etc), (and the proposal stated)'. You may observe from time to time that a pedant will use the lowercase 't' to begin the motion, preceded by a suspended comma, to indicate that an ellipsis has been applied.

There are actually four kinds of proposals:

- * The first is an **action** proposal requiring that something be done.
- * The second is a **pious** proposal establishing a hope, wish or promise.
- * The third is a **dilatory** proposal that is used to delay a decision, and
- * The fourth is **procedural** effecting how the first three shall be dealt with.

Action The motion, to be complete, should contain what is to be done who is to do it and when it is to be done. The description of what must be unambiguous and couched in what is essentially 'plain English'. While the who should normally be the secretary, how it is to be done may require means not thought of by the members when making the decision. Where attempts are made to include the how in the terms of the motion this can often lead to the decision failing to be implemented. When can have a bearing on the effectiveness of the action. A recipient can take a late performance of the action as inferring an indifference to the stated cause and this is just as damaging as delivery to the wrong person. Misspelling the name of the recipient can also have a damning effect – it is frequently taken as a personal insult.

Pious These motions are used to record opinions or establish practices. Opinions are of the type: 'that this Club opposes the State's use of capital punishment.' Nothing has to be done, the decision is 'for the record' but following its adoption members are free to quote the decision when or where it is considered efficacious. Practices to be established can be, eg, 'that fees and levies may be dispensed with by decision of the Management Committee for members in penurious circumstances.'

Dilatory The deliberate delaying of the process of agreeing to proposals arose from parliamentary proceedings in Elizabethan parliaments. The three readings of bills (proposals) slowed down the process. Today, those wishing to delay the approving process move motions of adjournment of debate or a referral to a committee process. The tabling method is also an effective method.

Procedural The manner in which the business of meetings is dealt with is, in the first instance, decided by the Chair, but the Chair can always be over ridden by the will of the assembled members. Of the many procedural motions, only some are permitted to interrupt a speaker and only two can interrupt the Chair.

The Amendment

An amendment is an action taken to **improve** the proposal. The mover and seconder of an amendment are supporters of the motion and believe their proposed change will improve the chances of the motion being

agreed to. (An amendment is not to be confused with an emendment that is an action to **correct** a perceived error.)

Amendments have three ways of changing a motion; the first being to delete words, the second to add words and the third to delete some words in order to substitute other words. While neither the mover nor seconder of the motion can move an amendment any member speaking in support of the motion, before resuming their seat, may proceed to move an amendment. In fact, during the subsequent debate on the motion, after this amendment has been decided, this member may also move other amendments or even foreshadow a further amendment even before this first amendment has been decided. (It requires a skilled Chair to keep the meeting fully aware of the process in train.)

An amendment is only allowed to change one part of a motion and is not to be confused with a foreshadowed motion that is offered as a full substitute for the motion then before the meeting.

The term addendum is often confused with an amendment, as the purpose of the addendum is also to add words to the motion. The addendum is normally not subject to a vote. It must be confined to adding additional words to a motion or amendment after the Chair has accepted them but before they are seconded. As an example:

'That Mr John Brown be commended for organising the very successful Annual Dinner.' At this stage a member realising that Mrs Betty Brown had also ably assisted her husband asked the Chair's permission to move an addendum to add Betty Brown to the motion. If the Chair agrees to this action they will then ask the mover of the motion if the addendum is acceptable. The mover can accept or reject but if the mover does object, the Chair can call for the addendum to be offered as an amendment after the debate on the motion has been commenced.

Even in the example quoted, the motion may fail caused by a possible antipathy towards Betty Brown. It is a well-known tactic to amend a motion that would otherwise be successful by amending it to the point that it becomes unacceptable in its final form.

Procedural Motions

A procedural motion is an action that is used to control the conduct of business at a meeting and gives to its members the ability to direct the presiding officer. Every time a member stands and 'catches the eye of

the Chair' they must begin their remarks by informing the Chair of the purpose of their standing. Before the Chair permits a member to speak they must know the purpose and will adjudicate if the member is allowed to proceed. What follows attempts to point out the established sequence of events.

Call for the Quorum and Point of Order are the principal procedural motions (and the ones that can interrupt a Chair), but speakers can also be interrupted by: That speaker be no longer heard and that the question/business be put. No other procedural motion can interrupt speakers.

The order of procedural priorities is as follows:

1. Call for the Quorum, Point of Order
2. That speaker be no longer heard, That question/business be put
3. Moving an Action or Pious Motion or Raising a Motion from the Table, if no other business is before the meeting
4. Seconding an Action or Pious Motion if the Chair so calls
5. Moving a Foreshadowed Motion, or Moving an amendment, or Moving a Foreshadowed Amendment, or Asking the Chair's permission to make a Personal Explanation, or Motion to Name Next Speaker
6. Motion be Referred to Committee, Motion to move to Next Business, Motion that the Motion or Question be Put, Motion that Meeting or Debate be adjourned

Tabling a Motion may be moved at any time during the debate on a motion. If the Tabling Motion is moved, and agreed to during a debate on an amendment to the motion, both the motion and the amendment are jointly tabled. .

The Recommital of a resolution made at the meeting may be moved at any time before the meeting ends and, if agreed to, reopens the debate.

Rescission Motions, being Motions on Notice, always precede General Business.

The Standing Orders of each organisation should carefully spell out the roll of procedural motions and what authority the Chair or members have in their application. **Where Standing Orders are silent judicial precedent favours the presiding officer.**

Validity of Proposals

Motions, both active and pious, as well as amendments, may not be spoken to before the Chair has ruled on their validity. Proposals can be invalid if they are:

- * Contrary to the law of the land
- * Of a defamatory nature
- * Contrary to the organisation's constitution
- * Contrary to a previous decision
- * Obscene or blasphemous in wording
- * Obscure or ambiguous in meaning.

If any of these faults exist in an offered proposal, it is the Chair's duty to consult with the proposer in order, if possible, to correct the wording. If an agreement cannot be reached then the Chair should rule the proposal as being invalid. The mover does have the right to Dissent from this ruling, following which the meeting is required to either uphold the ruling or overturn. If the ruling is overturned, the Chair must permit the motion to be debated. **A majority decision is a democratic decision whether it is invalid or not.** The procedural motions of Recommit or Rescission can always be exercised when a meeting enacts what is considered to be a nonsense decision.

Debating Techniques

Debating the pros and cons of a proposal is absolutely a Darwinian process. The fittest is always going to succeed. Fittest can be defined as those best able to use the arts of persuasion and manipulation. Quality of voice, presentation skills and, above all, phrasing of word composition all constitutes a convincing performance. You will notice that nowhere in this formula have I mentioned sincerity. Our eyes and ears rush to judgement well before our heart or mind.

Happily, in the dispensing of justice, it is recognised that a 'mouthpiece' (lawyer) is essential if a litigant is to receive a fair judgement. Unfortunately, too many meeting-goers grade themselves as inadequate debaters than are actually the case. Over my long exposure to meetings I have frequently been approached to move or second motions as a substitute for those believing themselves unable to do justice to their own causes. As I have explained in *Serving an Apprenticeship*, only practice can create competence in the debating techniques.

A member, having decided that a need exists to be satisfied, should first establish whether the intended motion would be valid under the terms of the constitution and standing orders and not contradictory to any continuing resolutions. If there is no valid impediment to the motion being moved, then the next step is to research what support may be forthcoming from other members. If the member can identify with a supportive partisan group, then this is where to start the lobby process. If this partisan group has a natural opposition, then a trading action may have to be started.

This search for allies invariably leads to a trading of support, where the member becomes willing to trade their support for the allies' project in return for support of theirs. The first time a member indulges in a trade of this nature can be somewhat embarrassing as it often means crossing horns with a partisan group with which you have previously been identified.

Once the numerical support for your project looks like being secured, who will move and who will second, must next be decided. The qualities required by these two people are generally these:

Mover:

Slow speaker, able to speak with confidence and eloquence and to handle notes well – if these are needed.

Second:

Excellent impromptu speaker with the ability to use sarcasm and irony in a free flowing repartee. The seconder should reserve the right to speak later in the debate, especially when it seems the main opposition speakers have had their say.

Ideally, these two people should sit together, preferably front row on the opposite side of any entrance that is to the side or behind the Chair. From this position the speakers can correctly face the Chair as well have the ability to have a good facial contact with the audience. In a formal debate speakers must address their remarks to the Chair even though it is the audience they really wish to target.

Other speakers recruited for the campaign need only be warned to confine their remarks to the general line of argument and not to indulge in personal attacks on opposition speakers.

Closing the Debate

When the debate has finished the mover is usually given the Right of Reply. The purpose of this action is to allow the mover to answer criticism made of the proposals and to comment on remarks made by supporters. The one thing that must not be done is for the mover to introduce new material. Should this occur, the Chair must immediately interrupt the mover, disallow the remarks and request the members to discount the information from their judgement. If the Chair consider the information serious enough, the debate can be reopened and previous speakers allowed rebutting time. Following a reasonable period for remedial purposes, the mover, **having been sufficiently rebuked**, is again allowed to summarise the debate.

All going well, that is the end of the quest, however, a telling opposition can open up the chances of the project failing. If such signs become evident a Plan B should always be prepared to avoid an outright rejection of the motion. There are several strategies that can be applied ranging from offering improving amendments to referral to a committee or adjournment to a later time or meeting. Anything is better than an immediate acceptance of defeat. Of course, there is always the chance of later trading to bring about a successful conclusion.

It has been wisely said that the time spent on reaching a decision is in inverse proportion to its importance. Be that as it may, every meeting-goer has experienced a minor matter taking an hour of the meeting's time and an important decision being passed in minutes! This is where an experienced Chair, the time-watcher, needs to carefully guide the members in the use of the available time. A meeting that finishes over or under a reasonable tolerance of time, is one that has been badly guided by the Chair. The Chair can expect very little help from the secretary as that officer is more concerned with getting the decisions needed by the administration than catering to the psychological needs of the members.

A good Chair will be constantly watching the mood of the meeting and using judgement, based on experience, to sense when the members are becoming fatigued with a drawn-out debate. When this occurs the Chair should announce that the debate will be limited to say, three more speakers or if this is objected to, asks for a motion to adjourn the debate to a later time or date or Tabled. **Any time the Chair asks for a motion, it becomes the secretary's duty to move that motion.**

Should the meeting, at a later time, find itself with time available, again with a Chair requested motion, be able to resume the debate.

It is because of these extraneous matters that the Chair should take no partisan role in the debate, or at the conclusion of the debate, exercise a personal vote on the business or question. This, of course, does not exclude the Chair from using a casting vote, where this is allowed, provided the casting vote is used to rule the motion as **not being agreed to**. Democracy requires that a **majority must be in favour** of the measure. Any Chair who uses a casting vote to pass a decision falls foul of half those present. However, if the members know in advance that all tied results will mean the question is lost can hold no enmity against the Chair.

The Vote

The most essential ingredient of a vote is that all members believe it has been correctly taken. An alarming aspect is that if the Chair's statement on the result is not immediately challenged then the result stands as ruled. However, most Chairs wrongly state their ruling. Having heard the voices or seen the hands, the Chair should say, "I think the ayes (or nays) have it." There should then be a pause to allow any dissent to be voiced, before the Chair should then positively say, "The motion is carried (or lost)." A large gathering or a lack of self-confidence by timid members often fails to challenge a believed mistake by the Chair.

A motion becomes the will of the meeting when it receives the correct number of votes 'for' in accordance with the constitution or standing order whichever document specifies the percentage of votes required.

The usually accepted percentages are:

- (a) Simple majority – half plus one of those voting
- (b) Two-thirds of those voting
- (c) Three-quarters of those voting; and
- (d) Unanimous – no one voting against.

NB. Those not voting are not voting against.

Before taking a vote, the Chair should carefully enunciate the precise motion that is to be voted upon. In the case of an amendment the amendment should be stated as well as the motion it is intended to amend. It should be explained how the amendment would affect the motion. Lazy and inefficient Chairs too often assume that every member

is fully aware of the matter being decided which, unfortunately, is not always the case. A good practice is for the secretary to be consulted by the Chair, firstly on the volume of voices and secondly on the estimation of a show of hands if this method is used. Should there be any doubt in either vote, then the chair should ask the secretary to carefully count the hands 'for' and those 'against', then announce the numbers before announcing the result.

Like my mythical character in the Introduction, there are always members who find themselves under an obligation to vote a certain way. It is in order to save some of these people from the embarrassment of being seen to vote against the interests of a friend; when often they would prefer to take an opposite role; that the secret ballot is called for. The call for a secret vote is always disruptive, as distinctive ballot papers have to be prepared and tellers appointed to issue, collect and count the ballots. Standing Orders are frequently used to stipulate that (say) four members are required as supporters of the call for a ballot, in order to minimise the use of this provision. The vote can also be used as a tactic to avoid suffering a defeat, when there may be a possibility of turning defeat into victory.

Between the popular voice count and the ultimate (postal) plebiscite are the voting methods of standing, division, rollcall, and ballot.

At any time during the debate or even preceding the vote taking, a member may inform the Chair that they intend to abstain from voting. In such a case, the Chair is advised to request these members to move to an isolated part of the venue, but still within the meeting, so they not be confused with those who are voting. Even though they are not voting they are still counted for the quorum. In fact it can happen that on a rare occasion a meeting needing a quorum of (say) 50, but with 48 abstaining, a vote of 2 in favour can see the motion carried!

A very ancient practice, inherited from the days of Henry VIII, hold that '**silence gives consent**', so that when a member does not vote against a measure they are held to be in favour. I recommend that Chairs, when they hear no oral opposition to a measure, say that they intend to rule the vote as being carried unanimously. This action invariably brings a response from those who hadn't bothered to vote nay.

Now this chapter has come to a close, it hasn't turned out to be as long as I forecast at the beginning. What must always be kept in mind however,

*is that every resolution is **a continuing one** unless a termination date (a sunset clause) has been included. I suppose I do exaggerate a little, but to me there is something wonderful about a group of disparate people making decisions they voluntarily agree to be bound by. The people that really get my goat are those who ignore decisions they originally didn't support. As far as I am concerned, they shouldn't be allowed to join the organisation in the first place.*

Election of Officers

Democracy substitutes election by the incompetent many
for appointment by the corrupt few.
George Bernard Shaw

*The most traumatic event for many organisations is the annual election of officers to the committee of management. The resultant creation of winners and losers can cause scars to an otherwise peaceful community. Although there are many methods of avoiding personal conflicts, most organisations still rely on inefficient contests and make no effort to create an effective cadre of officers. This chapter describes election processes and also schemes for both rotation of officers and improved selection methods. **I end this chapter by bravely, but timidly, offering a solution to the insulting existence of tokenism and positive discrimination in installing women in elected positions.***

While a period of twelve months is generally the most favoured one in the early days of an organisation, suggestions for variations to the period fairly quickly appear. The desire of those in office to extend their tenure becomes the principal driving force. One of the most liked systems is the split period with half of those elected retiring each year, allowing successful candidates a minimum two year period. At the same time voters, by still voting annually, have no sense of being deprived of their voting rights. A negative spin-off from this system is that a muddled organisation can then take two years to replace square pegs that have been placed into round holes.

Surprisingly, voters have a seeming desire to continue the term of office holding as though hereditary leadership still has some emotional appeal. The US Congress, realising that President Theodore Roosevelt, when elected to his fourth consecutive four-year term, was approaching the status of a modern-day George III, following Roosevelt death, acted to amend the US constitution to prevent a future president serving more than two consecutive terms.

One of the danger arising from a long serving president or group of executive officers is that of a condition known as 'groupthink', where a cohesiveness born of mateship can nullify any thoughts of disputation or confrontation. This results in stagnation! Newly elected members of the management committee are quickly house trained.

For organisations not structured by shareholding, a suitable method can be devised and incorporated in the constitution or articles of association of limiting the continuous period for which a person may serve as an elected officer. Purely as a guide, and not as a preferred formula, I offer the following.

- * No elected executive officer may hold office for a period of time exceeding six consecutive years.
- * No elected executive officer may hold the office of chair (or president), for a period exceeding three consecutive years.
- * Nothing shall prevent an elected officer resuming an office previously held, provided a period of time of one year exists between such appointments.
- * Nothing in the above requirements shall prevent elected office holders from continuing their present office indefinitely should these clauses be incorporated into the constitution or articles during the currency of their present office holding.

The next problem with elections concerns the quality of candidates offering themselves for election. The dominant criterion for successful election to office is that of being popular, closely followed by a partisanship based generally on gender, religion, ethnicity, politics or a mutual communal activity. It matters little if intelligence is below that required – a 'belonging' and a big smile and ready handshake is always more saleable. A weird sense of loyalty can grow in very barren ground.

My offered solution for solving the weakness presented by so many unsuitable candidates is the creation of a Nomination Committee. Now the following procedure is less than perfect, and will be called 'Star Chamber' by many people, but it does at least clear the air of the abysmal myth that all people are intellectually equal! [While we can get rid of unsuitable candidates, we are still left with the problem of unsuitable voters.]

For the creation of a Nomination Committee, first, consult a legally trained person and be advised on a workable method for setting up the committee and how to safely operate the committee. Some of the rules could cover such as:

1. Committee members must themselves not be candidates for office.
2. At least one person should, if possible, be a past president.
3. All members should have a set minimum period of membership of the organisation.
4. All committee meetings be held in camera and all documents accrued during the investigation be destroyed immediately prior to presenting the nomination report to the executive.
5. The nomination form should be completed by the applicant writing in the first person with sponsors required to attest to the accuracy of the candidate's statements. The candidate should specifically state why they consider themselves qualified to occupy the position.
6. [Such other protective matters as may seem desirable.]

As would be appreciated, plain questions must be asked on a nomination form, keeping well to the point, but studiously avoiding matters of a too personal nature. The committee is required to investigate the candidate's ability to fulfil the office; it is not an inquisition! Where necessary, applicants and their nominators should agree to be interviewed by the committee. Never at any time should any part of these interviews be tape-recorded. Also, the interviews must be held in camera and no part of the exchanges be related to anyone not a member of the committee.

The recommendations of the nomination are to be given orally to the secretary of the organisation never, in any manner, communicated to any other person. This system, or another of similar form, allows members voting in the ensuing election to have a high level of confidence that the candidates are suitably qualified for the position/s on offer.

Both the US and UK system of 'first past the post' have a naive appeal, and the Australian 'preferential' a rough logic. However, I now realise that the 'exhaustive', as used in parliamentary elections in France and several other European nations, as well as many other organisations, is the most sensible of all. This method does require voters going to the polling stations more than once in the one election. One would also hope these voters would have 'tested' before being allowed to vote.

The next stage of the election process is the appointment of the Returning Officer and that will be discussed in a following chapter – **Conducting an Election.**

A Social Revolution

As promised, here is my suggestion for establishing a real partnership between the sexes. It is patently true that the bodies of men and women are different and, as the French express it – *vive la différence!* Science has proved our brains are different and our logic is different and principal anecdotal evidence shows that both genders are prepared to maintain the difference.

For these reasons we can no longer persist with a universal electoral roll and make a choice between electing a man OR woman to be our parliamentary representative. My solution is so simple it is breath taking!

Let some intelligent nation begin this partnership by instituting:

Two candidate electorates -- for each double sized electorate
Two electoral rolls -- one male, one female
Like votes for like gender -- medical certificate required.

Thus every parliament will consist of 50% men and 50% women. Every parliamentary Cabinet will be 50 – 50. If a male premier, then a female deputy premier. No bill becomes law without at least 50% of the men and 50% of the women voting in support.

This is stage one. Decade after decade this partnership will spread to **all institutions** that operate under an **elected** management structure. Unfortunately, few living today will be around to share this intelligent maturing of the human race, but most of us do have the chance to be part of its beginning.

Hocking's Rules

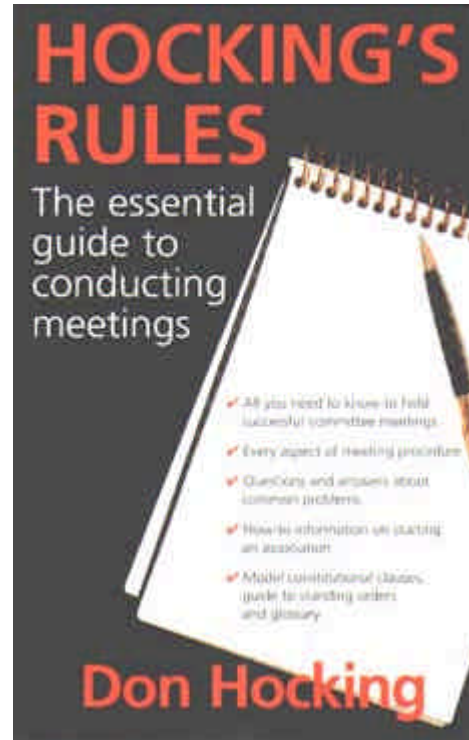
Hocking's Rules was originally published on these web pages in 1996. After constant and plentiful hits from all around the world, Simon & Schuster kindly published the rules in book form and so it was removed from the Internet.

If you'd like to buy the book it has a recommended retail price of \$Aus21.80. Just search one of the following sites for ISBN 0731808517.

Dymocks: www.dymocks.com.au/

Angus & Robertson:

www.angusrobertson.com.au/



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