

WMP/013/0001/5

# PERSONAL STUDY NOTES

PREPARED FOR

NAME

ADDRESS

COURSE

THE RAPID RESULTS COLLEGE

# RRC







T H E   R A P I D   R E S U L T S   C O L L E G E

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MEETINGS

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This set of lectures introduces you to one of the most fascinating studies in the business world --- the processes by which people take joint decisions for their common purposes.

We shall discuss in:

LECTURE 1 : Introduction to Meetings.

LECTURE 2 : The Chairman and the Secretary.

LECTURE 3 : The Rules of Meetings I.

LECTURE 4 : The Rules of Meetings II.

LECTURE 5 : Agendas and Minutes.

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Test KP3 is bound in at the end of the Set.

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MEETING

This set of lectures is designed to give a general idea of the history and development of the various branches of the natural sciences, and to show the interrelations between them.

It should be noted that the lectures are given in the order in which they are listed.

LECTURE 1: Introduction to the History of the Natural Sciences

LECTURE 2: The Development of the Natural Sciences in the 19th Century

LECTURE 3: The Development of the Natural Sciences in the 20th Century

LECTURE 4: The Development of the Natural Sciences in the 21st Century

LECTURE 5: The Development of the Natural Sciences in the 22nd Century

LECTURE 6: The Development of the Natural Sciences in the 23rd Century

LECTURE 7: The Development of the Natural Sciences in the 24th Century

LECTURE 8: The Development of the Natural Sciences in the 25th Century

LECTURE 9: The Development of the Natural Sciences in the 26th Century



## INTRODUCTION TO MEETINGS.

Our way of life has its roots in the gatherings in Greek market-places over 2 000 years ago, and many of our decisions are reached after discussion, compromise and substantial agreement. This is why meetings play such a substantial role in business, and in our community lives, including politics and religion.

Meetings are machines for achieving progress through agreement, and can probably be best defined at the outset this way:

"A meeting is a gathering of two or more people to achieve through discussion an agreed purpose".

### A. "MEETINGS" ANALYSED GENERALLY

Look carefully at each element in that definition, please:

#### (1) "A Gathering of Two or More":

Since the purpose is to exchange ideas, views, or suggestions, there must be two or more --- and they must "gather" (although a perfectly adequate meeting can be held where the members are connected by telephone or radio).

NOTE: It is an accepted common law principle that there shall be at least two persons present in order to constitute a meeting. Do not overlook the fact that Section 184 of the Companies Act 1973 allows in fact for a "one man" meeting (where a private company has only one member).

An interesting case in support of the argument that "gathering" does not have to result in physically getting together was reported in the Cape Argus in 1938. This concerned a meeting of the HOLMPARK NYLBASIN FARMERS ASSOCIATION who held a meeting by all the farmers being connected by the exchange party line. Respect for the Chair was maintained by the Chairman buzzing into the offender's ear!

#### (2) "Achieve through Discussion":

The element of variety, of contributions to a pool of thought, is essential. Ten people gathered to receive orders, without question, hardly constitute a meeting.



(3) "An Agreed Purpose":

The element of progress towards a common objective is vital, as is the implication which follows --- that the purpose shall be achieved by (as a minimum) a majority decision.

Please note that, in our definition, we have NOT included the element of formality, of a set of rules or of procedural methods. Highly successful participative meetings can be held without formalities, but in general we discover that some rules are needed to help us achieve our objectives. They do not, however, alter the basic elements we have discussed.

B. TYPES OF MEETINGS

At the outset let us state the distinction between public and private meetings. Two broad classifications of meetings can be made:

- (1) Public Meetings to which persons comprising the general public are either expressly or tacitly invited, e.g., political meetings or public lectures.
- (2) Private Meetings to which members only are expressly invited and to which admission is limited. Examples of Private Meetings are:

- (a) Meetings of Public or Private Companies.
- (b) Meetings of Clubs, Societies or Sporting Bodies.

(Meetings of the members of the sports club are private meetings. A gathering of a crowd of spectators to watch a cricket match is a public meeting.)

Let's now discuss each type separately.



C.

PUBLIC MEETINGS

By way of introduction, let us look generally at meetings convened by interested persons for the purpose of discussing a question or questions of public interest.

It must be noted that sometimes a "Public Meeting" is called by an organised body and the general public are invited. Strictly speaking, however, this type of meeting is not a public meeting but merely an open meeting of the organisation concerned.

(1) The Ordered Community:

What is meant by the term "Ordered Community"?

This is achieved by some form of control --- a government which every citizen accepts as being necessary to maintain law and order. Thus, by submitting to such control by a body established to govern, the citizens observe the laws and regulations framed for the purpose of introducing and maintaining law and order, and we have what is known as an "Ordered Community".

(2) Lawful Public Meetings:

Lawful Public Meetings may be divided into two classes, viz.:

- (a) Those of organisations which have legal or public duties to perform, such as City Councils.
- (b) Those convened for some private or social purpose, as, for instance, Religious or Political Meetings.

(3) What are the Principal Distinctions Between these two Classes?

Those of Organisations having Legal or Public Duties.

- (a) Members of the body concerned have a legal right

Those Convened for Private or Social Purposes.

- (a) No such legal right exists.



to receive notice of  
the meeting.

- |  |   |
|--|---|
| (b) Members are to a certain extent bound to attend. | (b) Members of the public are under no such obligation. |
|--|---|

(4) Public Meetings of Citizens:

This procedure, although not provided for by law, applies generally to public meetings of citizens:

- (a) The Mayor of the City or, in his absence, his Deputy, may on his own authority call a public meeting of the citizens.
- (b) He may do so upon receiving a requisition signed by a sufficient number of qualified citizens.

By "Qualified Citizens" we mean citizens who are duly enrolled on the Voters' Roll in accordance with law.

Some Local Authorities specify the minimum number of voters required to sign a requisition for a public meeting. Generally, however, the Mayor exercises his discretion.

(5) Responsibility for Arrangements:

The necessary arrangements are generally left to the Secretary of the organisation concerned or to an "Organising Secretary" appointed by those desirous of holding the meeting.

The Secretary would probably be given certain instructions by the organisation concerned and these must be carried out.

The success of a public meeting depends to a very large extent upon publicity. The general attendance of the citizens is desired and steps must therefore be taken to give due and adequate notice.

The following methods are open to the organisers:



(a) Newspaper Notices:

This is the most usual method adopted. It is the most extensive method available at the price.

(b) Radio Announcements:

An excellent method but too expensive.

(c) Postads:

Not very popular. Must be done judiciously. The expense is rather out of proportion to the benefit.

(d) Distribution of Handbills:

Cheap but not very effective. Many people will refuse a handbill which is offered to them in the street. Even if the Bill is read, the reader may forget the date because, once read, the Bill is usually destroyed.

(6) What other steps would be taken prior to the Meeting?

The committee responsible for the organisation of the meeting would, prior to the meeting, arrange for a personal canvass of any persons whose presence at the meeting was specially desired.

In considering public meetings called for a political purpose, do not lose sight of the fact that it is necessary to inform the Police as to the date and time of the meeting. Political campaign meetings have a habit of becoming out of hand and the Police want to know beforehand where their presence may be required. In terms of the Riotous Assemblies Act it is quite common knowledge that prior permission to hold the meeting (or to stage a protest march) must be obtained from a magistrate.

Another point worthy of mention is that in selecting a venue for the meeting, the provisions of the Group Areas Act in South Africa should not be violated i.e., a meeting of a club for Whites may not be held in an area designated for Blacks.



In addition to the ordinary preliminaries, motions which are intended for submission to the meeting will be drafted, and fit persons would be approached to:

- (a) Act as Chairman
- (b) Propose the motion.
- (c) Second the motion.

Copies of the proposed motion or motions would be submitted to each of the persons set out as above.

If more than one motion is to be proposed, one proposer and one seconder might be obtained for each.

(7) What is the order of Business at a Public Meeting?

The order of business, unless otherwise decided by the meeting, is the order in which the questions to be discussed are submitted by the promoters of the meeting.

The Chairman first of all disposes of any formal matters that require attention. Should there be no such formal items, he will briefly outline the object of the meeting; if any special speaker has been invited to address the meeting, the Chairman will formally introduce him and thereafter the address will be delivered.

The object of an opening address is to place before the meeting all the facts surrounding the question to be decided so as to enable those assembled to vote in accordance with their wishes based on the facts as stated in the opening speech, and any others that might follow as a matter of course.

Before the citizens can record the votes, a definite question must be proposed and seconded. This question is referred to as a "motion". A motion, having been proposed and seconded, is open to debate and amendment, i.e., it is open to the meeting for discussion. After the question has been debated (and the motion probably amended) the vote is taken. Where amendments to a motion are moved, seconded and adopted by the meeting, the original motion with amendments is put to



the meeting once again. Further amendments may be moved or the motion as amended voted upon by the assembly.

(8) Preservation of Order at Public Meetings:

If there is any disorder at a public meeting, the chairman may adopt one of the following methods:

(a) Have the disturber ejected by the Police,

OR

(b) Close the meeting.

It is important to note that the Chairman's course of action to some extent is influenced by the environment of the meeting. For example it would be easier for the Chairman to exercise his powers to preserve order if the meeting was held in a private place. A public meeting which is held in a public place may be extremely difficult to control because of the continuous threat of unwanted outsiders barging in and disrupting the proceedings.

When the meeting is closed the Police will take charge and see that the Hall is cleared.

Generally, however, a tactful chairman can save the situation without adopting either of the above methods.

D. THE LAW OF MEETINGS

Because meetings are such a long established part of our way of life, much of the law which applies to them is based on generally-accepted custom. This is the Common Law, the unwritten law, the law that receives its binding force from immemorial usage and universal reception, as distinct from the written or statute law.

But new conditions have made new rules necessary, so that the law-making body (Parliament) has had to add to, or alter, certain aspects of the Common Law.

Therefore, in settling any point of law or procedure at meetings, we shall need to obtain authority from one or all of three sources:



(1) Statutory Sources:

Certain statutes regulate the conduct of meetings and if any problem of procedure or law arises they have to be consulted first because a statute always overrides the common law.

In Rhodesia the Companies Act, Chapter 190, regulates the conduct of company meetings. The South African equivalent is the Companies Act, 1973, as amended.

The Riotous Assemblies Act No. 17 of 1956 (South Africa) and the Law and Order (Maintenance) Act (Chapter 65) (Rhodesia) deal with public meetings and are designed to control the holding of public meetings and make provision for the prevention and suppression of hostility or violence. These last two Acts do not make rules for the procedural conduct of the meetings.

(2) From Rules, Regulations, Standing Orders or Articles:

If a specific ruling is not obtained from a statutory source, then the next source of authority is the rules, regulations or standing orders, laid down by the constitution of that body. These regulations must be intra vires the constitution, that is, they must be rules which the body is entitled by its constitution to make. ("Intra vires" means "within the power ....").

(3) Common Law Sources:

If rules or statutes are unable to supply the solution of any point of procedure, then common law rules apply, and, as you know, common law is unwritten law; the law that receives its binding force from immemorial usage and is universal in its reception as distinct from the written or statute law.

Notice here that the general principles of the Common Law have been interpreted, refined and extended by generations of judges in the English speaking world, and that these "Judicial Decisions" really constitute a vital Source of



Authority in deciding points of Law and Procedures.

It is important to note that the above rules are successive in their application. If any problem is specifically and clearly covered by any statute, then the clause in that statute will prevail. If not, then a solution will be sought in the rules, regulations or standing orders of the constitution of that body. If neither statute nor the rules, regulations, or standing orders give any solution, then the rules of common law are applicable, as interpreted (if they have, on the point in question) by judicial decision, illustrated and recorded in what we call "case-law".

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### A WORD IN PASSING

It is common R.R.C. practice to follow each teaching lecture with a Summary and a set of "Typical Examination Questions".

The first helps you to review quickly what you have studied, and to fix the outlines in your mind. It does not mean that you should not make your own Summary --- a process which imprints detail on your memory.

The second is a further revision, given because we know that every revision helps you eventually to recall what you know in the examination room. Do not simply glance at the questions and mutter: "Well, I studied that"! Get down to it with a pencil and scrap paper and sketch the outlines of your answer. If you can't do it satisfactorily, go back through the lecture and find the missing material!

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## S U M M A R Y

A. A MEETING is:

- (1) A gathering of two or more .....



- (2) To achieve through discussion .....
- (3) An agreed purpose.

Formalities and Rules are not essential.

B. MEETINGS may be

- (1) Public; or
- (2) Private, e.g., Company;  
e.g., Club, etc.

C. PUBLIC MEETINGS are often open meetings called by private bodies.

Remember:

- (1) "The Ordered Community".
- (2) Lawful public meetings -----
- (3) Fall into two classes.
- (4) Citizens' meetings, called by the Mayor.
- (5) Arrangements include publicity by press, radio, poster and handbill.
- (6) Choice of Chairman and speakers.
- (7) The order of business is reasonably standardised.
- (8) Disorder is overcome by ejection by police or closure.

D. THE LAW OF MEETINGS is based on;

- (1) Statute (like the Companies Act).
- (2) Rules and Regulations of the body concerned.
- (3) Common Law Sources, as interpreted by Judicial decisions found in the accumulated case-law.

These rules are SUCCESSIVE in application.



TYPICAL EXAMINATION QUESTIONS

1. Analyse the nature of a meeting.
2. (a) What types of meeting are there?  
(b) Subdivide Public Meetings into types.
3. Outline the practice concerned with public meetings.
4. What guides do we have to the law of meetings?

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THE [illegible] [illegible]

1. [illegible]
2. [illegible]
3. [illegible]
4. [illegible]



## THE CHAIRMAN AND THE SECRETARY

### I.

#### THE CHAIRMAN

You have undoubtedly attended some meetings, and watched a chairman at work. Was he that most pathetic of sights --- an aging fellow put there only because he was the most senior candidate? Or was he someone chosen because he knew the chairman's job?

What is the chairman's job? Put simply, it is to ensure that the meeting fulfils its purpose, and that procedures and legalities of the body are observed.

#### A.

##### THE QUALIFICATIONS OF A CHAIRMAN

The chairman should be a man possessing the qualities of tact and discretion, coupled with the ability to control the meeting with sufficient firmness without being domineering. He should be absolutely impartial, possess a judicial mind and not be influenced by personal or party principles.

A wide knowledge of men and the subject under discussion will facilitate the chairman's conduct of the proceedings; he should always be calm and collected, especially during a heated controversy; give due consideration to the minority; overlook personal remarks, yet be possessed of that masterful determination which will gain the respect of the meeting and lead to the orderly and expeditious conclusion of the business to be transacted.

To succeed, he must remember twelve rules :

Commonsense is vital in overcoming the unexpected.

Humanity involves courtesy. He is the "servant" of the meeting.

Authority is given to be used. A poor decision is better than no decision.

Impartiality does not mean indifference; he does not "push his own point of view".



Responsibility has external significances: he represents the meeting.

Mediation breeds mutual understanding.

Audibility is essential.

Neatness --- in words and actions --- develops confidence.

Speed --- if well judged, is admirable. But a minority view must be permitted.

Humour inculcates a good atmosphere.

Information to members develops confidence.

Preparation before meetings ensures success.

(Mnemonic ----"Chairmanship")

B. HOW IS A CHAIRMAN APPOINTED?

It is usual for a Chairman to be elected either for a single meeting, or for a fixed period (e.g., a year). A deputy-chairman is often appointed who takes the chair during the absence of the regular Chairman. If both the chairman and deputy-chairman fail to attend a meeting, the members present may elect one of their number to the vacancy. Should the chairman subsequently arrive, the person appointed in his place usually vacates the chair, as a matter of courtesy and not of right, in favour of the regular chairman. A chairman should, however, always be punctual and give notice if he will be absent or late.

The chairman should, as a rule, be appointed by a simple motion, preferably unopposed. If the position is contested, the decision of the meeting should be taken either by a show of hands or by poll --- the latter method, however, is rarely employed for this purpose.

After his appointment, the chairman takes the chair and briefly addresses the meeting on the honour conferred on him.

It is irregular for a chairman to preside at his own election and



the remarks made by the learned judge in Fanagan v Kernan, 1881, L.R. IR. 8 C.P. 44 illustrate this:

"There is no more sacred maxim of our law that no man shall judge his own cause, and such force has that maxim that interest constitutes a legal incapacity to a person being a judge in every case. It is impossible for a court of law to allow him to exercise a function of presiding at that election of which he could influence the result".

If there are any objections to the nomination or election of a chairman, these should be made as soon as it takes place. If any irregularity occurs but is acquiesced in and not objected to immediately, the matter may not be successfully raised later (Longfield Parish Council v Wright, 1918 88 L.J. Ch. 119).

C. THE CHAIRMAN'S DUTIES

A chairman should have a sound knowledge of the standing orders, rules or regulations of the association, company, council or body of which he is chairman. Any decision which he has to make will be strictly controlled by such standing orders, etc.

A chairman is necessary at every meeting and his chief duties are:

- (1) To be sure that his own appointment is regular and in order --- that the meeting is properly constituted by the requisite quorum.
- (2) To fulfil and observe all statutory rules, standing orders, etc., governing the meeting.
- (3) To take the items on the agenda paper in the order set out thereon, permitting alterations of this order only with the consent of the meeting.
- (4) To allow sufficient opportunity for speakers to express their views on the subject under debate --- giving due consideration to the minority in this respect.



- (5) To prevent discussion unless there is some motion before the meeting.
- (6) To prohibit irrelevant discussion or a second speech on the same motion except by the proposer, who as a general rule has the right of reply.
- (7) To conduct the meeting properly by putting motions and amendments correctly.
- (8) To ascertain and announce the result of voting on any motion, and to arrange for a poll to be taken if this is demanded.

D. THE CHAIRMAN'S POWERS

It has been stated that there has been no case deciding the extent of the powers of a chairman. "The chairman collects, as it were, his authority from the meeting". (Taylor v Nesfield, 1855 29 N).

The following include the powers of a chairman and incorporate the usual matters which a chairman has to decide.

A chairman has the power:

- (1) To keep order. This duty cannot be defined clearly as each case will depend on circumstances. In Lucas v Mason, 1875 L.R. 10 Ex. 251, however, it was held that it is the duty of a chairman to do his best to preserve order.
- (2) "To decide all emergent questions" (in re Indian Zeodone Co., 1894 26 Ch. 70. 77). An emergent question is one arising in the course of the proceedings and in connection with the business before the meeting - for example, whether a proposed amendment is in order, or whether a member present is entitled to vote. Any number of such matters may arise casually during the course of the meeting. If the business cannot properly proceed until they have been settled, the chairman has the power to give his ruling on such matters, and that ruling must be accepted by the meeting. In this particular duty, the chairman must act in the best interests of the meeting as a whole. Even though his decisions are not



strictly correct, the Court will uphold them unless it is proved that he has not acted bona fide or that a great injustice has been caused by the incorrect decision. There is authority that a Chairman's entries of minutes in the books are prima facie evidence of his decisions, and will be accepted as correct. His decisions will not be interfered with unless the Chairman has been fraudulent (in re Hadleigh Castle Gold Mines (1900) 2 ch. 49) or unless he has made a mistake of law in his decision (re Caratal New Mines Limited (1902) 2 Ch. 498 where the Chairman mistakenly counted proxy votes in the vote).

- (3) When it is impossible to preserve order, the chairman has power to adjourn the meeting.

The chairman has the power to remove disorderly persons from the meeting. All members should obey the chair, but if any person refuses, then the chairman should ask him to leave the meeting. If he still refuses to obey the chair he should be forcibly ejected --- the stewards of the meeting being allowed to use reasonable force for this purpose. If the person who is being ejected commits a breach of the peace --- i.e., by the use of violence, etc., he will be criminally or civilly liable. (Doyle v Falconer, 1866 L.R. 1 D.C. 238).

- (4) To give his ruling on all points of procedure, and to maintain such ruling.

In the case of Henderson v Bank of Australasia, 1890 45 C.H.D. 337, it was stated that "when a chairman deliberately rules that a certain amendment cannot be put, it would be improper and indecent for any shareholder to proceed to discuss the propriety of the chairman's ruling".

- (5) To conduct the meeting in an orderly and expeditious manner leading to clear and well defined results.

## II. THE SECRETARY

All too often, in studying Meetings, we look closely at the work of a Chairman and ignore that of the Secretary --- who, in many ways, is as important (if not as conspicuous) as the Chairman! This brief



summary of some aspects of his work will help you to see the relationship clearly.

A. INTRODUCTION

While the efficacy of a Chairman must be judged in relation to the conduct of a meeting, that of a Secretary is assessed on his conduct between meetings.

B. THE RÔLE OF THE SECRETARY

(1) He is appointed primarily to carry out the decisions of a series of meetings.

(2) To be a good Secretary, he must be:

Self-effacing, as the foundation of the Chairman's work.

Efficient in recording and executing decisions.

Continuous in helping to formulate policy.

Recorder and preserver of records.

Expeditious in action, in preparation, in reply.

Tactful in dealing with members and others.

Accurate in recording and in reproducing.

Ready with replies and with information, at and after a meeting.

Yes-man to no-one, inside or outside.

(Mnemonic --- "Secretary")

C. THE SECRETARY'S DIARY

(1) The keynote of the Secretary's work is steady, careful preparation.



- (2) Before the meeting, he must
- (a) Check that everything possible has been done to record and to carry out decisions of the last meeting.
  - (b) Prepare, with the Chairman, an agenda that in coverage and in order will facilitate the conduct of business at the next meeting.
  - (c) Circulate adequate and timely notices after arranging place, time and guests.
  - (d) Brief himself on all issues which may emerge at that meeting.
- (3) During the meeting, he must:
- (a) See that all protocol is observed.
  - (b) Assist the Chairman with information in need.
  - (c) Record fully, and insist on it.
  - (d) Ensure that decisions are recorded accurately.
  - (e) Terminate the meeting arrangements correctly.
- (4) After the meeting, he must
- (a) Minute accurately, effectively, with annexures if need be.
  - (b) Carry into effect, with the Chairman, the decisions taken.
  - (c) Maintain full indexed records of all business.
  - (d) Keep all members informed of developments.
  - (e) Act as the "Organiser of Victory".



S U M M A R Y

I. THE CHAIRMAN --- ensures that a meeting fulfils its purpose.

A. QUALIFICATIONS

Remember the mnemonic "C H A I R M A N S H I P". involving

Common sense; Humanity; Authority; Impartiality;  
Responsibility; Mediation; Audibility; Neatness;  
Speed; Humour; Information; Preparation.

B. APPOINTMENT

Preferably unopposed election.

Never presides at own election.

C. DUTIES include:

- (1) Checking formalities.
- (2) Observing standing rules.
- (3) Following agenda.
- (4) Permitting discussion .....
- (5) If there is a motion to discuss.
- (6) Preventing irrelevance or repetition.
- (7) Conducting meeting correctly.
- (8) Ascertaining decisions.

D. POWERS include:

- (1) Keeping order.
- (2) Deciding emergent questions.



- (3) Adjourning the meeting.
- (4) Giving rulings.
- (5) Conducting an orderly meeting.

II. THE SECRETARY

A. EFFICIENCY is judged between meetings.

B. <sup>^</sup>ROLE --- to carry out decisions.

Remember mnemonic "S E C R E T A R Y".

(Self-effacing, Efficient, Continuous, Recorder, Expeditious, Tactful, Accurate, Ready, Yes-man never!)

C. DIARY --- check his duties and practice

- (1) Before .....
- (2) During --- and
- (3) After any meeting.

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TYPICAL EXAMINTAION QUESTIONS

- 1. Write a short essay on the qualification of a good chairman and discuss his appointment to the chair.
- 2. Enumerate and discuss with reference to decided cases the powers of a chairman.
- 3. What are the duties of a chairman?
- 4. What are the characteristics of a good Secretary?
- 5. Sketch the duties of a Secretary before, during and after a meeting.

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(3) At present the meeting

(4) During the

(5) According to the meeting

THE SECRETARY

1. The meeting is held every week  
2. The meeting is held every week  
3. The meeting is held every week  
4. The meeting is held every week  
5. The meeting is held every week  
6. The meeting is held every week  
7. The meeting is held every week  
8. The meeting is held every week  
9. The meeting is held every week  
10. The meeting is held every week

(1) Before  
(2) During  
(3) After the meeting

THE SECRETARY

1. The meeting is held every week  
2. The meeting is held every week  
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10. The meeting is held every week



## THE RULES OF MEETINGS - I.

Let us now start to analyse in legal form, and to study various aspects of meetings which, from time to time, come up for decision.

A.

### WHAT IS A MEETING?

A meeting can be defined as a gathering of a number of people, for the transaction of business of a common purpose. Usually the business has to be lawful. If, however, the meeting has been called for an unlawful purpose it is still a meeting in terms of the Riotous Assemblies Act. In Sharp v Dawes (1876) 2 Q.B.D. 26, it was held that "the word 'meeting' implies a gathering of at least two persons". Generally speaking, therefore, there must be at least two persons to constitute a meeting --- there is no meeting if only one person is present.

The facts of Sharp v Dawes were:

"only one person was present at the meeting besides the secretary, one Sharp. The person who held proxies for other shareholders, took the chair, approved of a resolution making a call, passed a vote of thanks to himself as chairman and declared the meeting closed. The secretary in the name of the company instituted an action to enforce a call but it was held that there was only one person present at the meeting, he could not, even though he held proxies for all the other members, constitute a meeting, and the call was therefore invalid through the irregularity in the constitution of the meeting".

This principle of Sharp v Dawes has been followed in the South African case of Miller v Black and Another, 1925 T.P.D. 832.

These two cases (Sharp v Dawes and Miller v Black) deal with company meetings and are authorities for the view that one shareholder cannot constitute a quorum. But there are some -

### Exceptions

- B. (1) In terms of Section 184 of the (South Africa) Companies Act 1973 allowance is made for general meetings of private



companies having only one member to be constituted by that member personally present or present by proxy.

- (2) It is also theoretically possible to hold a general meeting of a company (whether public or private) for the purpose of passing a special resolution consisting of one member present or represented. This can arise where that one person holds in excess of one fourth of the total voting rights.
- (3) Another possibility of a company meeting being constituted by one member is where the Registrar in terms of Section 182) or the Court (in terms of Section 183) of the South Africa Companies Act convenes the meeting in that manner.

- (4) East v Bennet Bros. Ltd.:

The single holder of all the preference shares could not have a meeting with himself. Accordingly his signed consent to the increases amounted to a resolution which the draftsman of the company's memorandum envisaged as a meeting. The necessity for a meeting was dispensed with because it was impossible to hold. This case does not say that one person can constitute a meeting.

- (5) In re Thomas ex Parte Warner:

With regard to the first meeting of creditors of an insolvent, if only one creditor has submitted a proof of debt, then he alone constitutes a meeting.

#### What are the Requisites of a Valid Meeting?

For a meeting to be valid it is necessary:

- (1) That a proper notice be sent by the proper authority to every person entitled to be present.
- (2) That a chairman be appointed.
- (3) That a quorum be present.
- (4) That the meeting be properly held in accordance with the regulations governing the meeting.



C. THE PLACE OF MEETING

It is usual to arrange a time and place for the holding of a meeting, in which event it is necessary for the meeting to be held at the time and place notified. Where, however, no time or place is provided for, then the meeting is held at a time and place most convenient to the majority who are entitled to attend. Should a meeting be conducted at a place which is unable to accommodate all those entitled to attend, then decisions taken at that meeting cannot be binding because a section of the members have been deprived of their right to attend.

If, however, the convenors of a meeting have not acted in bad faith, a meeting is valid if it so happens that place is insufficient to accommodate all of the members who wish to attend, provided that the convenors of the meeting make reasonable provision to arrange accommodation for all of those they reasonably expected to be present. (Bentote v Public Service Co-operative Stores Ltd. and Others, 1943 T.P.D. 180).

D. NOTICES OF MEETINGS

MEETINGS MUST BE PROPERLY CONVENED BY THE PROPER CONVENING AUTHORITY

There is no general rule as to who should convene a meeting. The Society or Association can make its own rules as to who should do this. In the absence of express direction the general principle is that due and adequate notice of the meeting must be given by the proper or responsible officer of the association or organisation.

In the case of a voluntary association, club, society or union, it is generally the secretary who convenes the meeting often in consultation with the chairman and signs the notices in that capacity. (Harry v Devan 1929 E.D.L. 237). Unless the secretary has specific powers to convene a meeting he may not do so unless he obtains authority from his committee or chairman. It has been held that when articles of a company provided that general meetings were to be convened by directors, it was not competent for



the secretary of the company to convene a general meeting and such a meeting was irregularly convened and business transacted at it, invalid (Keller and van Schoenberg v Brenner and Others, 1934 S.W.A. 47).

However, if a secretary issues notice without authority and it is ratified by the proper convenors before the meeting, the notice becomes valid (Taylor v Machavie Syndicate, 1912 W.L.D. 187).

Where a meeting is not properly convened, but all members are present, any resolution passed is valid (Ex parte Smith & Co. Ltd. 1929 N.P.D. 49). In this case notice was not given for a general meeting. All members were present and agreed to waive the requirements of notice as set out in the articles. This waiver was valid, and therefore any resolution passed at the meeting was also valid. Legality of the resolution resulted from the waiver of notice.

The general rule is that a meeting not properly convened is invalid.

If a committee fails to convene an annual general meeting and send out notices in terms of regulations, the Court will issue the notices (Naicker v Godfrey, 1945 N.P.D. 458).

### NOTICE OF MEETINGS GENERALLY

In order to summon a meeting, notices are despatched and the following rules must be carefully noted:

- (1) Adequate notice must be given to every person entitled to be present in accordance with regulations, and the notice must be issued by the proper authority.
- (2) All persons properly entitled to attend have a common law right to attend and take part in the proceedings of the meeting. Failure to send a notice to any person entitled to attend will invalidate the proceedings at the meeting (Smyth v Darley).

### Exceptions:

Failure to send notice will be excused if:

- (a) All reasonable enquiries have been made to find a person



without success (Smyth v Darley).

- (b) A person is beyond reasonable summoning distance (Le Warden v Hotchkiss Ltd., 1945 C.H. 270).
- (c) A person is so dangerously ill that he could not be moved (Young v Ladies Imperial Club, 1920 36 T.L.R. 392).
- (d) An absentee member fails to register his address (Ex Parte Eastern Districts Sporting Club, 1927 W.L.D. 131) and James v Chartered Accountants Institute.

Regulations of a body usually provide that accidental omission to send notice or accidental non-receipt of a notice will not invalidate the proceedings. If this is so and it can be shown that non-receipt of a notice or receipt of short notice was accidental, it is good in law and the only redress the party has in seeking the assistance of the Court is to show that he has in fact been seriously prejudiced by the irregularity (Chetty v Tamil Protective Association, 1951 (3) S.A.L.R. 34).

- (3) An improper notice may nullify the resolutions of a meeting but a notice may be good in part and bad in part.
- (4) The notice must contain adequate information, for insufficient notice of purpose may affect the validity of resolutions passed at a meeting.
- (5) Notice of a meeting will be excused if all the members are present and none object to the waiver of notice; in this event the proceedings cannot subsequently be invalidated on the ground that adequate notice was not given (Machell v Nevinson, 1809, 11 East. 84 N).
- (6) Notices must be explicit and clear to ordinary minds --- Henderson v Bank of Australasia, 1890 45 Ch. D. 337, in which it was stated: "Notices are not scrutinised with a view to criticising them excessively". The true test would appear to be the meaning which they would convey to "ordinary minds".
- (7) Notice of a meeting for special business must be very explicit and give sufficiently detailed information of the matters for decision. No other business should be transacted at such a meeting unless due and adequate notice has been given, although ordinary business



may generally be transacted if included in the agenda paper of which due notice has been given.

- (8) A notice must contain in detail the place, date, day and time of the meeting.
- (9) Notice of an adjourned meeting to complete unfinished business need not be given, but no fresh business can be transacted at the adjourned meeting unless proper notice has been given. (Rex v Grimshaw, 1847 11 Jur. 965).
- (10) A notice sent to the registered address of a member is valid although such member did not receive the notice owing to his neglect to notify his change of address (James v Chartered Accountants Institute, 1907 98 L.T. 225).
- (11) Conditional notice, i.e., holding of a meeting to be contingent upon some circumstances, is invalid unless provided for by the rules.
- (12) The position in regard to Notice of Meetings is that the Interpretation Act which applies in the absence of a special provision in any Statute to the contrary, lays down that when a period of days is prescribed for the doing of any Act or for any other purpose, that period must be reckoned exclusively of the first and inclusively of the last day unless the last day falls upon a Sunday or a Public Holiday in which case the period is reckoned exclusively of the first day and also of every such Sunday or Public Holiday.

Apart from the Statutory Provision laid down in the Interpretation Act, the general rule as to the calculation of periods of time in relation to contracts is to include the first day and to exclude the last day. This means that three weeks' notice given in terms of a contract on the 1st of a month expires at midnight on the 21st of that month. The intervention of Public Holidays during the three week period does not extend the date. The same rule applies naturally in relation to months, weeks or similar periods as well as days.

There is one qualification that you must note, however. Occasionally the legislature in a particular statute will lay down that "not less than 21 days' notice" must be given. If the words "not less than" are used, it is clear that what the legislature means is that there must be 21 days' clear notice or 21 clear days' notice. In such a case, the



presumption laid down by the interpretation Act (i.e., that the period is reckoned exclusively of the first and inclusively of the last day) does not apply and the period required is 21 clear days notice. Such a section is Section 186 of the South African Companies Act, 1873. This section reads as follows:

186. (1) (a) Unless the articles of a company provide for a longer period of notice, the annual general meeting or a general meeting called for the purpose of passing a special resolution may be called by not less than twenty one clear days' notice in writing and any other general meeting may be called by not less than fourteen clear days' notice in writing.
- (b) Any provision in the articles of a company providing for a shorter period of notice, not being of an adjourned meeting, shall be void.

As the Statute specifically lays down that not less than twenty-one days' notice must be given, it is clear that both terminal days are excluded from the computation. There must be twenty-one clear days of notice and neither the day on which the notice is served nor the day on which the meeting is held are counted in when calculating the length of notice.

In the Rhodesian Companies Act chapter 190, there is no provision clearly corresponding to Section 186 of the South African Companies Act. Section 104 (1) provides that a company's annual general meeting may be called by twenty-one days notice in writing and a meeting of the company, other than an annual general meeting, or a meeting for the passing of a special resolution may be called by fourteen days notice in writing. It does not use the words "not less than". On the other hand, section 110 which defines a special resolution does require not less than twenty-one days notice to be given for a special resolution and therefore there must be twenty-one clear days of notice in this respect.

Article 35 of the Articles set out in Table A to the Companies Act (South Africa) is also to the same effect. Article 35 reads as follows:

Annual general meeting and a meeting for the passing of a special resolution shall be called by not less than twenty-one clear days' notice in writing and any other general meeting shall be called by not less than fourteen clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and shall be given in manner hereinafter mentioned or in



such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under these articles, entitled to receive such notices from the company: Provided that a meeting of the company shall, notwithstanding the fact that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority holding not less than ninety-five per cent of the total voting rights of all the members.

Where the rules specified a fortnight's notice, a notice sent on the 1st November for a meeting to be held on the 14th November was declared invalid in the case of Labouchere v Wharncliffe, 1879 13 Ch. D. 346.

Public holidays, Sundays, etc., are excluded when the period within which an act or proceeding is directed does not exceed seven days; but seven days at least would include Sundays, etc. The expression "at least" has the same interpretation as "clear", i.e., excluding the day of service and the day of the meeting.

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S U M M A R Y
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This short summary will help to fix the main outlines of this lecture in your mind:

- (1) Meetings --- usually two persons at least must be present, but note exceptions to this rule: the one-man company and the cases of East v Bennet Bros. Ltd. and Re Thomas ex parte Warner.
- (2) Four conditions must be fulfilled to render a meeting valid.
- (3) Know the rules as to proper convention of a meeting.
- (4) Twelve general rules regarding notices of meetings --- these must be fully and well known together with the cases given in this lecture - they are favourite examination questions!



Section 50 of the Rhodesian Companies Act chapter 190 reads as follows and is to the same effect as Article 35 of the South African Companies Act table A as set out above:-

"50. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least and a meeting of the company other than an annual general meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner herein after mentioned or in such other manner if any as may be prescribed by the company and general meeting to such persons as are under the regulations of the company, entitled to receive such notice from the company".

The combined effect of Section 50 of the first schedule of the Companies Act chapter 190 set out immediately above and of the other sections of the Rhodesian Act really result in the same situation being applicable in Rhodesia as in South Africa on this point, i.e. Section 50 in the first schedule applies unless the company articles otherwise provide.

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TYPICAL EXAMINATION QUESTIONS
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1. What are the requisites of a valid meeting?
2. Discuss the proposition that before a meeting is properly constituted two persons at least must be present at such meeting.



3. Enumerate the various rules, with reference to decided cases, regarding notice of meetings.

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RRC. Dbn. 8231



A. WHAT ARE STANDING ORDERS?

Standing orders are the provisions which are drafted for the control and conduct of the proceedings of meetings and comprise a very necessary feature of any body or society.

They may be called Rules, Regulations or By-laws --- but they are all of the same effect, and usually provide for these matters:

- (1) Notice of Meetings --- length of notice to be given; particulars to be stated in notices, etc.
- (2) Constitution of Meetings --- who shall take the chair, and how many persons must be present to form a quorum.
- (3) Powers of Chairman --- his casting vote (if any); power to adjourn; authority to arrange for poll; points of order; his decision should be final.
- (4) Orders in Debate --- motions and amendments thereto --- interruptions of motions.
- (5) Conduct of Debate --- length of speeches; no second speech on some motion except by the mover of the original motion who has the right of reply; irrelevancy and improper language; disorder.
- (6) Voting --- voices; show of hands; division; poll with regulations as to taking a poll.
- (7) Delegation of powers to committees and individual members.
- (8) Regulation of duties of secretary and officials; payment of honoraria; removal from office.
- (9) Amendment of Standing orders --- giving of notice and majority required for alteration. Where standing orders do not make specific provision for suspension, this should only be done on at least a three-fourths majority of the meeting.
- (10) Time and notice for rescission of resolutions.
- (11) Adjournment of meetings.



B. SUSPENSION OF STANDING ORDERS.

You may have come across the expression "the suspension of standing orders". The constitution of a body, may lay down that during a debate standing orders must be rigidly adhered to. For example, it may be specifically stated that all items on an agenda paper must be taken in the order on the agenda paper and members may not bring up any other topic other than that which is stated on the agenda or order paper.

It may happen that a member wishes to raise a matter of great importance, but is unable to do so under the rigid order of procedure as laid down by standing orders. In order to get his motion or discussion introduced, he would have to move that "standing orders be suspended". If the chairman agrees (and before he did so he would consider the importance of the matter which the member wished to be discussed) he will permit the meeting to debate the motion "that standing orders be suspended". If the meeting agrees, the member can then introduce his motion which was not on the agenda or order paper. If his motion to suspend standing orders fails, then the meeting carries on with the business on the order or agenda paper.

After the member's urgent motion is disposed of, "standing orders are resumed".

Needless to say, this procedure is adopted only by bodies whose debating procedures are very rigid, like Parliament and City and Town Councils.

C. WHAT IS A QUORUM?

A quorum is the minimum number of those persons entitled to attend, whose presence is required for the meeting to be validly constituted.

Standing orders, rules, etc., invariably provide that a certain number of members, say, ten, shall constitute a quorum. If a meeting is called and there are only nine members present, the meeting cannot be validly held and any business transacted when no such quorum is present is invalid and of no binding effect. (Romford Canal Co., 1883 24 C.H.D. 85).



If the standing orders, by-laws, or rules do not provide for a quorum, a majority of the registered members will usually constitute a quorum.

A company may decide in its articles what the quorum at general meetings shall be. In South Africa in the absence of provisions to the contrary, the quorum for a general meeting of a private company (provided that no special resolutions are to be passed at the meeting) shall be two members personally present or present by proxy. The portion for a public company (again assuming the meeting does not pass a special resolution) shall be three members personally present. (Note: In this case proxies are not counted in towards the quorum).

It is interesting and important to note that the South African Table A Article 37 in fact allows for proxies to be counted in towards the quorum - in conflict with the provisions of Section 190. (This has been brought to the notice of the Standing Advisory Committee for the revision of the Companies Act, so in due course an amendment may appear).

You should not lose sight of the fact that it is (in South Africa) possible for a private company to have only one member. In such a case that single member or his duly authorised proxy shall constitute the meeting ie. the quorum shall be present.

If the regulations prescribe a quorum no smaller number can do business, and in considering whether the requisite number of persons is present, only those members must be included who are empowered to take part in the business of the meeting (i.e., by standing orders, etc.).

With regard to the first meeting of creditors of an insolvent, only those creditors who have submitted proof of their debts can be admitted. In deciding upon the quorum necessary at such a meeting, therefore, only these creditors are included. Further, if only one creditor has submitted a proof of debt, then he not only forms a quorum but he also constitutes a meeting in himself. This ruling was laid down in Re Thomas ex parte Warner, and is another exception to the general rule that two persons are necessary to form a meeting. (Remember also East v Bennett Bros., Ltd.).



A MEMBER MAY BE PRESENT BUT NOT COUNTED AS A QUORUM.

It is essential for a person to be present at a meeting and in addition to be qualified to take part in the proceedings, i.e., to vote, etc., before he is counted in the quorum.

It can happen that a person is present, but, in terms of regulations, he is forbidden to vote on the question, e.g., regulations may provide that a member will not be permitted to discuss or vote on any question in which he may have an interest. In such cases the person or persons are regarded as being "disinterested" and as such are not counted for purposes of a quorum.

A body, too, may permit members to appoint alternates who have the same rights as members in their absence. If at a meeting both alternate and the member are present, the alternate is not counted for the purpose of a quorum.

D.

ADJOURNMENT.

This can arise in three ways:

- (1) Where the necessary quorum is not maintained. For instance, if the quorum is present when the meeting commences and later a number of persons leave, the number present may be reduced to fewer than the requisite quorum. In such a case the meeting must be adjourned. Where at the commencement a quorum of members is not present, there is obviously no meeting --- although standing orders usually provide for "adjournment" to a certain later date.

The following two cases should be studied carefully so that you fully appreciate how important it is to read what the constitution of the body has to say about the presence of the quorum at a meeting.

- (i) In Henderson v Lontill it was held that the quorum had to be present for the duration of the meeting. (This is the accepted common law rule).



- (ii) In re Hartley Baird (1954) it was decided that the quorum was only required to be present when the meeting "proceeded" to business. When subsequently the number of members present fell below the number required to constitute a quorum it made no difference to the validity of decisions reached by the meeting.

There is no conflict in the above two cases. Each was decided separately on its merits and was dependant on the working of the relevant articles. Actually, in such circumstances, the meeting is postponed, and not adjourned, owing to the fact that it never really began. Notice of the postponement should be sent to all persons entitled to attend the meeting as convened.

- (2) After a motion for adjournment has been passed by the meeting,
- (3) On the action of the Chairman.

It was held in National Dwellings Society v Sykes, 1894 3 Ch. 159, that a Chairman cannot adjourn a meeting without the consent of the members present at the meeting, in the absence of express provision. He may dissolve the meeting when the business for which the meeting was called, is concluded. However, the Chairman has power to adjourn any meeting which is in such a state of disorder that it is impossible to transact business. For these reasons, it is advisable to grant the Chairman express power to adjourn a meeting at his own discretion. Such power must be exercised bona fide, and for the benefit of the meeting as a whole. The power of adjournment rests entirely with the meeting itself, and, if the latter is not unanimous, the decision of the majority probably does not bind the minority, unless rules, regulations or standing orders make provision for this. The minority could, if it constituted a quorum, decide to go on with the business for which it had been convened and appoint a chairman to conduct that business. (National Dwelling Society v Sykes).

Where rules provide that the chairman may, with the consent of members present at any meeting, adjourn it, he has a discretion and is not bound to adjourn it. (Salisbury Gold Mining Co. v Hathorn, 1897 A.C. 274).



E.

POSTPONEMENT.

Where a meeting is properly convened, it should not be postponed as this would necessitate sending notice to all persons entitled to receive notice of meetings. The meeting should be held as convened and immediately adjourned until a more suitable time.

A Chairman may be vested with the power of postponement, but this should be with the consent of the general body of members present, and in all cases notice of postponement should be sent to **all** members who received the original notice.

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S U M M A R Y.

- (1) Usual contents of Standing Orders, By-Laws, or Rules governing meetings --- it is very desirable that provision be made for the conduct of the proceedings of meetings. Note "Suspension of Standing Orders".
- (2) Quorum --- usually provided for in regulations --- if no regulations two is minimum number required to form valid meeting --- note when one person constitutes valid meeting.
- (3) Adjournment --- may arise in three ways: note case of National Dwelling Society v Sykes.
- (4) Postponement of meetings --- must give notice to all persons who received original notice of meeting.

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TYPICAL EXAMINATION QUESTIONS.

1. What usual provisions are made in regulations governing meetings?
2. Write notes on:
  - (a) Quorum; and
  - (b) Postponement of meetings.
3. Discuss with reference to decided cases the Chairman's power of adjournment.

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THEORY EXAMINATION QUESTIONS

1. What is the purpose of the examination?

2. What are the main components of the examination?

3. What are the main components of the examination?

4. What are the main components of the examination?

5. What are the main components of the examination?

6. What are the main components of the examination?

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14. What are the main components of the examination?

15. What are the main components of the examination?

16. What are the main components of the examination?

17. What are the main components of the examination?

18. What are the main components of the examination?

19. What are the main components of the examination?

20. What are the main components of the examination?



## AGENDAS AND MINUTES.

Every organisation will keep a note of decisions reached at one meeting, and matters to be discussed at the next. This will be true whether the group meeting together are two or three employees responsible for planning lunches in a canteen, or (on the other hand) the members of the Board of Directors of an International Bank.

Everybody should write down:

- I. What matters must be discussed; and
- II. What matters were discussed and decided.

The first appear on the agenda; the second in the minutes.

### I. THE AGENDA

Agenda means "things to be done". In practice, it is a statement incorporating various items of business to be transacted at a meeting. An agenda is prepared for meetings of committees and for meetings of members, and convenient forms are set out in this lecture.

The agenda is also sometimes called:

--- the Order Paper; (thus, in Parliament)

or --- the Order of Business.

### A. PREPARATION OF AN AGENDA

It is the Secretary's duty to prepare the agenda paper, and great care must be given to the preparation of information likely to be required at meetings of the Committee or of Members. A file is often kept wherein all papers and documents requiring the attention of the Committee are placed. The minutes of the previous meeting must be read so that any items ordered to stand down until the next meeting or arising therefrom may be incorporated in the agenda for the next meeting. The previous agenda paper must also be perused, and any items appearing therein but not in the minutes must also be placed on the agenda paper under preparation. In this manner the Secretary will



ensure that all matters requiring attention are duly dealt with.

The order of business set out on the agenda paper is usually prescribed by the rules, but this may be altered to suit the convenience of the meeting provided those present give their consent.

The Chairman should take the items of business in the order in which they appear on the agenda. If he or one of the members should wish to vary the order, the Chairman may do so, but must get the consent of the remaining members.

B.

AGENDA FOR COMMITTEE MEETING

Each member of the Committee should be provided with a copy of the agenda. A common practice is to circulate the agenda a few days before the meeting with explanatory memoranda on any matters calling for explanation, together with copies of any important correspondence, but if these are of a very confidential nature, the permission of the Chairman should be obtained before circulation. This will enable the Committee to form an opinion on the matters requiring discussion, thus effecting a saving of time and preventing members from speaking on insufficient information.

The Agenda Book, although not in universal use, is frequently used. Actually, it is not necessary that the agenda should be permanently kept. It is preferable to have the agenda prepared on separate sheets of paper, the various items for consideration appearing on the left-hand side, leaving a wide right-hand margin upon which the Chairman may make notes of decisions arrived at. These assist the Secretary in writing up the Minutes.

C.

EXAMPLE OF A.G.M. AGENDA

Here is a copy of a working agenda, prepared from the formal notification to members (shown in Left-hand column) and added to (in the Right-hand column) by the Chairman as the meeting proceeds.

The working agenda is often referred to as the annotated agenda because it gives a lot of additional information which will



facilitate the proceedings of the meeting.

The uses of an annotated agenda are:-

- (1) It assists the chairman by providing him with detail of the task in hand i.e. he can see at a glance what has to be done.
- (2) The Chairman can record in the "Notes" column the decisions reached. In this way the chairman can refer to his annotated agenda and check the accuracy of the minutes before he signs them.
- (3) As an ancilliary function it can be seen that where members have been approached to act as proposers and seconders to motions, the proceedings can flow smoothly if the Chairman is able to call on them by name. (Appointing members to propose/second motions may also serve to ensure attendance at a meeting and the presence of a quorum!)

#### NOTICE OF MEETING

The third Annual General Meeting, to be held at .....  
on .....19....., at ..... o'clock.

<u>AGENDA</u>	<u>ACTION</u>	<u>NOTES</u>
1. Notice convening.	Notice convening the meeting.	Taken as read.
2. Minutes of second A.G.M.	Minutes of last meeting.	Read.
3. Committee's Report and Accounts and Statement by Chairman.	Ask the meeting whether the Committee's report and the accounts as submitted shall be read or taken as read.	Taken as read.
	Chairman to make statement reviewing the progress of the Club in comparison with the previous year, general prospects, and	Statement made.



AGENDA

ACTION

NOTES

	Move that the report accounts, as audited and certified, be approved and adopted.	Moved.
	Call on a member to second the motion.	Seconded by Mr. Bumble.
	Enquire whether the members have anything to discuss, arising out of this motion.	Matters discussed (Give brief details).
	Reply to any questions.	Questions answered (detail shortly if important).
	Put the motion to the meeting and declare the result.	Motion put and carried unanimously.
4. Election of office bearers.	Call for nominations.	(Results of the election will be detailed here).
5. Election of Auditor.	Call on a member to move that John Brown, Chartered Accountant, be re-elected as auditor of the Club.	Moved by Mr I.M. Seconded by Mr F.H. Carried.
6. General.	General.	Several suggestions for increasing the activities of the Club were put forward. (Give details and decisions.)

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D. EXAMPLE OF A COMMITTEE AGENDA

This is more detailed, but follows the same pattern.

COMMITTEE MEETING

Held on Tuesday, 23rd March, 19 .... at 231, Schoeman St.

<u>Agenda</u>	<u>Chairman's Notes</u>
Present ) ) ) )	C.J.L. in the Chair F.H.) B.C.) Members of Committee L.M.)
Read Minutes of last meeting.	Read and signed.
Submit Bank Statements.	Examined. Secretary instructed to request Bankers to transfer R500 from current account to Fixed Deposit.
Produce list of accounts for payment and submit cheques for signature in payment thereof.	All except M.V. and Co's account approved and cheques signed. Secretary instructed to write to M.V. and Co. in regard to inferior quality of material supplied.
Consider means of increasing membership.	Considered. Each member of Committee to recruit three new members.
Consider expulsion of C.D. for breaking rule No. 23.	Considered. Expelled.
Read correspondence from X.Y. dated .....	Secretary instructed to reply.
Next meeting .	30th March, 19 .... at 10. a.m.

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NOTE: The agenda is usually set out in the order given above, i.e., the formal business such as reading the minutes, considering the bank statement, signing cheques, is set out first and rapidly disposed of, to leave time for any special matters to be fully discussed without interruption.

## II. THE MINUTES

Let us turn our attention now to the recording of the meeting, and look at it in terms of a number of questions.

### A. WHAT SHOULD BE RECORDED?

The short answer is:

ONLY THE DECISIONS TAKEN.

This is not the report of a meeting, which might explain that Mr A.B. was furious, that Mr D.C. spoke out against an increase in Club charges, and that Mr E.F. bores the members present with his longwinded contributions.

However, various other matters are usually recorded

BECAUSE THEY AFFECT THE DECISIONS.

They include:

- (1) The time, date and place of the meeting.
- (2) Names of all members present (except in the case of a very large gathering).
- (3) All resolutions passed --- the exact wording of each being given. (N.B.: As a general rule, if a person votes against a resolution, and requests that this be stated in the minutes, then this should be done.)



- (4) Any appointment of, or instructions to, officials should be given most explicitly --- full details being stated of salaries, duties, powers, etc., authorised by the meeting.
- (5) With regard to any business of a financial nature, full details should be given of all the figures involved.

Minutes should be free from ambiguity --- impartial, complete and accurate, otherwise their usefulness and value will be greatly decreased. Minutes should be sufficiently detailed, in order that any member not present at the meeting can see exactly what was decided upon during his absence.

B. MINUTE BOOKS AND CONTENTS OF MINUTES

There is no common law requirement to keep minutes. Most organisations or clubs etc., in an effort to be more business-like and efficient, do keep minutes of their meetings. Because of no legislation applicable to clubs and other voluntary associations regarding the requirement to keep minutes, there are obviously no rules laid down regarding the form of the minute books.

Clubs may be well advised to take note of what the Companies Act provides in regard to the keeping of minutes. The Act provides that the minute books shall be bound, from which pages cannot be removed nor inserted, and that the pages must be consecutively numbered. The reasons for this are obvious.

In South Africa the Companies Act goes further to say that the minutes must be kept in one of the official languages of the Republic i.e. English or Afrikaans.

It is common practice amongst Secretaries of Companies to keep one minute book for general meetings of members and another minute book for the meetings of directors. The reason for this is that a member (or his duly authorised agent) has the right to inspect the company's minute book. The Act does not specifically state that this right extends to the minute book of directors meetings, so it is assumed that no such right exists. It is



submitted that the business of the directors is of strategic importance and that because of this it is undersirable for the minutes of their meetings to be open for "public" inspection, and that for this reason seperate minute books are preferred.

It is sound practice too, for the minutes to be carefully indexed. This facilitates easy reading and rapid location of minutes dealing with the same topic.

"Minutes must be kept in one or more proper books. A number of loose leaves fastened together in two covers in such a physical condition that at any moment any number of leaves could be taken out and others substituted are not as admissible in evidence as a book." Hearts of Oak Assurance Co. Ltd., v Flower and Sons, 1936 1 Ch. 76.

The practice is becoming common of typing minutes on separate sheets of paper and pasting them into a Minute Book instead of having the minutes written up by hand. In order to authenticate the minutes, the Chairman, in addition to signing at the end, follows the practice of initialling each page of the Minute Book partly on the typewritten minutes and partly on the sheet of the book.

An exact account should be kept of the proceedings at every meeting, together with a complete record of all resolutions agreed upon. In this respect it is well to note the difference between a report of a meeting and the minutes of the same meeting. The report will contain particulars of the debate in the form of parts of, or descriptions of, the speeches. The minutes, however, merely record the decisions taken, in the form of resolutions passed.

It is a wise plan for the Secretary to obtain the wording of any important resolution made out in the handwriting of the proposer, initialled by the Chairman. It is not necessary to record in the minutes the exact number voting for or against the resolution or the voting as taken by show of hands. If a resolution is carried unanimously, that fact should be recorded and where a majority of voters vote in favour of a resolution and a minority remain neutral, it may be recorded that the resolution was carried nem-con. This expression is an abbreviation of the words "nemine contradicente" which is ordinarily accepted as being a method of



recording the fact that no one actually voted against the resolution. Where vital matters are affected, the objections of individual members should be noted, and it is desirable to record in the minutes the names of those who voted for and against a resolution when there is a request for such a record.

It is inadvisable to give reasons in a minute for any resolution passed, because a reason for a particular decision which may operate in the mind of any one person may be quite different from that which influences another.

Immediately after the meeting the Secretary should prepare the minutes from the notes he will have taken, supplementing them with the Chairman's notes made on the agenda. But before the minutes are recorded in the Minute Book it is advisable to submit a rough draft to the Chairman for his approval, thereby eliminating mistakes and consequent alterations.

C. VERIFICATION AND READING OF MINUTES

The minutes should be signed by either the Chairman of the meeting at which they were taken, or of the next succeeding meeting. They are actually signed at the latter, in which event the Secretary reads the minutes of the last meeting, and the Chairman then asks whether in the opinion of the meeting they are a correct report of the proceedings, and, if the answer is in the affirmative, he formally signs them.

The minutes recording the resolution would read: "The minutes of the meeting held on the ..... day of ..... last were read" and verified, and ordered to be signed". The use of the word "confirmed" should be avoided, as that may imply the resolutions are not complete without "confirmation", whereas a resolution is binding directly it is passed.

In the case of the annual general meeting, the reading is sometimes deferred until the next annual meeting, twelve months hence, but the usual procedure is to have the minutes verified at the next succeeding Committee Meeting. The minutes of the preceding meeting are read in order to give all the members of the Committee an opportunity of seeing that the Secretary has correctly recorded their proceedings, but when the minutes have been



previously circulated they are very often taken as read.

It may be asked: Can minutes be proved by other means than "Verification" or "Confirmation"? Minutes once signed by a chairman are regarded as *prima facie* evidence of what took place at the meeting, i.e., as a correct record of the proceedings until the contrary is proved. It is not conclusive evidence of what took place at the meeting, but it throws the burden of proof on the other side who may allege contrary facts to the entry in the Minute Book. As you can appreciate, this would be a big onus of proof. Unrecorded or unwritten minutes can be proved "ex aliunde" (i.e., from another source), e.g., verbal evidence could be brought to prove what took place at the meeting.

D. ALTERATION OF MINUTES

When minutes are duly signed by the chairman they are prima facie evidence of what has been done at the meeting. This simply means that, in law, they are assumed to be correct until the contrary is proved. Minutes once made and signed should never be altered or corrected.

(1) Alteration before Signing:

Alteration in a decision arrived at cannot be allowed on reading of the minutes, the only permissible alterations being those which affect the correctness of the record of those decisions. Occasionally, a bona fide mistake is made in which event the correction should be made, not by erasure, but by striking out in ink the incorrect words and writing in the correct ones. The alteration should be initialled by the Chairman and the Secretary.

(2) Alteration after Signing:

If a defect in a resolution is discovered after the minutes have been signed, the proper procedure is to pass a resolution rescinding the incorrect resolution, making a corrected one accordingly with the consent of the meeting. It is most improper to remove a page from the Minute Book, and it is again emphasised that minutes once made and signed should never be altered or corrected except in the circumstances and in the manner described above.



In Re Cawley & Co., 1889 42 Cl. 209, the learned Judge stated:

"I trust I shall never again see or hear of the Secretary of a company, whether under superior directions or otherwise, altering minutes either by striking out anything or adding anything. The proper mode of fixing dates would have been by resolution and then entering that resolution in the minutes."

D. A SPECIMEN SET OF MINUTES

Look back now, at the Agenda I prepared for the Committee Meeting. The Minutes might look like this:

MINUTES

of a meeting of the Committee of the Club, held on Tuesday, 23rd March, 19 .... at 231, Schoeman St., Umgababa at 9.30 a.m.

1. PRESENT: Mr C.J.L. (in the Chair)  
Messrs F.H., B.C., L.M. (Secretary).
2. MINUTES: Resolved to verify minutes of meeting dated 13th February, and authorise Chairman to sign.
3. FINANCE: Resolved that the Secretary instruct Second National Bank to transfer R500 from current account to Fixed Deposit.
4. ACCOUNTS:
  - (a) Resolved to pass for payment eleven statements of account identified per schedule forming part of these minutes.
  - (b) Resolved that the Secretary write to M.V. Co. about inferior equipment supplied, and withhold payment of their statement of account.



5. MEMBERSHIP: Resolved to ask each member to recruit three new members (Secretary to draft circular).
6. DISCIPLINE: After examining the records, it was Resolved to terminate the membership of Mr C.D. for breach of Rule 23, in that he had failed to pay his subscription for two consecutive calendar years. (Secretary to advise Mr C.D. in writing.)
7. CORRESPONDENCE: Resolved that the secretary reply formally to letter dated 13th March, 19 .... from Mr X.Y.
8. NEXT MEETING: Resolved that the Committee will meet at 9.30 a.m. on 18th April, 19 .... at 231 Schoeman St., Umgababa.

SECRETARY:  
LEONARD MILLER.

Verified at a meeting on -/-/-/ and  
signed under authority by -

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CHAIRMAN

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### ONE LAST THOUGHT

As a gem you might wish to treasure, let me give you a verse which has been attributed to many writers.

### THE MINUTES.

At last, when the great ones have gone to their dinner  
The Secretary stays, growing thinner and thinner,  
Racking his brains to record and report  
What he thinks that they think that they ought to have thought.

-

Another old gag about the Secretary is that he is the one who spends  
HOURS keeping MINUTES!

---oOo---



S U M M A R Y

Agenda --- Statement incorporating various items of business to be transacted at a meeting.

Prepared by Secretary. Order Prescribed by rules or by common consent.

Minutes --- Record of members present, decisions taken, and instructions issued. Separate book for Committee Meetings.

Verified at next meeting and signed by Chairman.

Note procedure for alteration.

---o0o---

TYPICAL EXAMINATION QUESTIONS

1. Define "Agenda" and discuss fully the points to be observed in the preparation of such a document.
2. What are minutes? What are the minimum requirements, and what proceedings at a meeting do you consider could be omitted in drafting the minutes thereof?
3. May alterations be made in the minutes of a meeting?
4. Prepare an Agenda for an Annual General Meeting of the "Bees Rugby Club", at which the usual formal business has to be transacted, together with a proposal by the Hornets Rugby Club that the two clubs amalgamate. Draft, too, the short letter from the Club, and a report by the "Bees" Committee recommending against amalgamation. Use your imagination.

---o0o---



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