

# IRSA Conduct of Formal Meetings

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### Definitions

Electronic communication	A means of exchanging information including but not limited to the World Wide Web, the Internet, e-mail, fax, telephone, message boards, discussion forums, video conferencing, audio conferencing.
Asynchronous	Where communications occur at widely different times.
Forum	A software application which supports asynchronous electronic communication, often called a discussion forum or discussion board, accommodating Members in different time zones.
Meeting	A gathering, either physical or virtual. Some virtual meetings may be conducted with synchronous communications and supported by a form of electronic communication such as video conferencing or audio conferencing. Some virtual meetings may be conducted with asynchronous communications and supported by a form of electronic communication such as e-mail or a discussion board.
Committee Meeting	A Meeting regulated by the "IRSA Conduct of Committee Meetings".
Formal Meeting	A Meeting regulated by the "IRSA Conduct of Formal Meetings", whose business is specified by and limited to an agenda of previously notified proposals.
Committee	A general term for the Executive Committee (EC) or any EC committee or sub-committee.
Chair	The chairman, chairwoman, or chairperson of the Meeting.
Member	A member of the Meeting.
Consider	A proposal is being considered while it awaits being seconded, is being discussed, or is being voted upon.

Procedures for meetings in associations and organisations such as IRSA often refer to the paperback by Henry M. Robert III (2011), *Robert's Rules of Order Newly Revised In Brief*, 2nd edition. It is available from Amazon for around £14, and forms the basis of these guidelines. On more obscure points of order, the parent authority is S.C. Robert et al. (2011), *Robert's Rules of Order Newly Revised*, 11th edition.

These guidelines cover the business of Formal Meetings in IRSA (including the General Assembly) and in the EC, where proposals are specified by the agenda, may not otherwise be freely introduced, and amendments to the proposals on the agenda are not discussed but referred if they obtain majority support. While it is assumed that the Formal Meeting takes place through asynchronous electronic communication (ie, e-mail or discussion forum) and the following sections are phrased with that assumption, these guidelines apply equally to physical meetings or to virtual meetings supported by synchronous electronic communication (ie audio- or video-conferencing). Different guidelines cover the less formal conduct of business in the EC and other committees, where proposals may be made at any time that a proposer feels appropriate, and discussion and voting always takes place through asynchronous electronic communication.

Guide time limits are provided in a table towards the end of this document.

## **Agenda, proposals, and papers**

An agenda, its listed proposals, and the associated papers of the meeting are the substance of a Formal Meeting, where proposals are seconded, debated, and voted on.

The agenda specifies the business of the meeting, by listing the proposals which will be considered in the course of that meeting. The agenda entry for any proposal shall provide the name of the Member who is the proposer.

Each proposal mentioned in the agenda shall be more fully described, detailed, documented, explained, or otherwise supported in the papers of the meeting. A template for a proposal is provided as a separate document, "IRSA Proposal Template".

Both the agenda and the papers shall have been sent to Members a reasonable time in advance of the meeting, and shall be available for download by Members from that time, in advance of the meeting.

## **Placing proposals to amend on the agenda**

In order to allow Members effective discussion of possible amendments to proposals, the agenda for a Formal Meeting is constructed in two stages. In the first stage, a call is made, and a deadline set, for agenda items, that is, for main proposals to the meeting. In the second stage, a call is made, and a deadline is set, for proposals to amend any of the main proposals listed in the first stage. Any proposals to amend should be listed on the final agenda before the main proposal which is the subject of any proposals to amend.

## **Notification**

A proposal is notified to the meeting by being listed in the agenda. When the proposal becomes due for consideration in the meeting, it shall be entered as the first message in a Forum thread constructed specifically for that purpose. The message provides the proposal in full, or a link to the proposal document. The message provides the name of the proposer.

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## Seconding

A proposal requires a seconder, who posts a message such as, "I second the proposal". If a proposal is not seconded within the time limit specified, it is deemed withdrawn from the agenda.

## Discussion

Following the seconding, the Chair opens discussion on the proposal, and specifies the time limit for discussion of the proposal before voting.

Members are permitted up to two messages in discussion of a proposal. While Members may post their message(s) at any time, experience suggests it is more useful if they provide a message in each of two phases.

In the first phase, those Members who wish to express a view post their response to the proposal in one single complete message. After a reasonable interval approximately halfway through the scheduled allocation of time, or if all Members have posted, the proposer responds in one single complete message. After the proposer's response, in the second phase, those Members who wish to express a view may post, provided they do not exceed their two-message allowance. Towards the end of discussion, the proposer may post once more.

The Chair has the authority to require that all messages are germane – relevant to the proposal – and to edit or delete messages which are not. The Chair also has the authority to require that all messages address the issues and not the personalities, and may edit or delete offending messages.

The intention here is not to limit or restrain discussion, but to make it focussed. It is expected that the ideas involved in the proposal have already been discussed informally at some earlier time, perhaps in a general forum thread or two, or elsewhere in some other form or forum. The intention with this formal process is to arrive efficiently at a final well-expressed proposal which can be voted upon.

## Voting and voting record

The Chair may call for a vote after all Members have responded, or shall call after the scheduled time limit. The call for the vote specifies the time limit for voting on the proposal.

Each Member informs the meeting of their vote by posting a message, whose text usually comprises one of three words: "Yes", "No", or "Abstain". Alternatively, the Chair may use the "poll" feature, provided it is set to show the identities of each of the voters.

After all Members have voted, or the end of the voting period, the Chair provides the formal tally of the votes, listed by Member name or by Officer title and a word describing their vote, "Yes", "No", "Abstain", or "Not present". This is required even if the Forum "poll" feature has been used.

## Quorum and announcing the result

For an EC Formal Meeting, if at least 5 Officers are recorded as having voted (Yes, No, or Abstain), the EC Chairman or Secretary formally announces the result in a final message: that the proposal is successful / passed, or the proposal is defeated / failed. Where a vote is tied, the Chair may cast a deciding vote.

If fewer than 5 Officers vote (Yes, No, or Abstain), the EC Chairman or Secretary formally announces the vote as inquorate.

For other meetings, the quorum is a number specified in advance by an applicable regulation. If no number has been specified, then it is the number which corresponds to the majority of the Members.

## Amendments

An amendment to a proposal may be proposed while the proposal is being considered, but the amendment itself is not discussed in a Formal Meeting. Instead, the amendment is immediately voted on, and if passed it is referred (see the explanation of “refer” in the table below) along with the original proposal. Discussion on the original proposal is suspended while the amendment is voted on.

An amendment is expressed as a proposal. To be in order, the amendment shall state specifically and exactly the change to the original proposal that is being suggested. It shall provide the background and current situation relevant to the amendment, and some statement or explanation of the problem the amendment is intended to solve. The amendment shall also name the EC Committee or sub-committee to which it will be referred if passed, or otherwise shall specify the persons who shall form the special committee for the purpose of amending the original proposal.

The Chair has the authority to require that an amendment is germane, and that it does not recycle, rehash, or revisit previously settled matters. Should the proposed amendment fail these tests, the Chair has the authority to edit or delete the proposed amendment.

The Chair specifies the time limit for seconding an amendment, and the time limit for voting on it when seconded. The process is as specified in the above sections on voting and announcing the result.

If an amendment is passed, discussion on the original proposal terminates, and there is no vote taken on the original proposal. The Chair shall call, and give reasonable time, for other amendments to the original proposal, which shall be seconded and voted on in turn.

If an amendment is defeated, discussion resumes on the original proposal at the point that it was suspended.

An amendment cannot itself be the subject of a proposal to make an amendment.

## Proposal listed as “Proposal to amend” in the agenda

It may be that the agenda lists a proposal to amend another proposal on the agenda. In the meeting, this proposal to amend is treated and dealt with separately and independently as a main proposal in its own right, and is not treated as an “amendment” as defined here. Time shall be granted to the Chair to provide a revised proposal in the event that any proposal to amend succeeds.

## Subsidiary proposals

While a proposal is under consideration, other subsidiary proposals may be made about it. All subsidiary proposals must be seconded. Some subsidiary proposals are not debated, while others may be discussed, in which case Members are permitted up to two messages in such discussion. Some subsidiary proposals require a two-thirds majority to be passed. Making an amendment to a main proposal is a form of subsidiary proposal. As explained

above, a proposal to amend, being listed separately as such in the agenda, has the status of a main proposal and does not have the status of a subsidiary proposal.

<b>Refer.</b> Proposal to send the main proposal under consideration to a committee, either an existing committee or a committee specially formed for the purpose. The committee shall, after reworking the original proposal, return an amended version for consideration. If passed, the proposal to refer terminates all consideration of the main proposal. When the amended proposal returns, it is treated as a new proposal.	Debateable	Simple majority
<b>Consider informally.</b> Proposal to allow more than two responses from Members during discussion and debate.	Debateable	Simple majority
<b>Postpone.</b> Proposal to cease consideration of the proposal under consideration and to resume consideration at a specified date.	Debateable	Simple majority
<b>Appeal the decision of the Chair.</b> Proposal to overturn a specified decision of the Chair. Although no Member may post a message in discussion of the proposal, apart from the message of the proposer which proposes the appeal, the Chair is permitted one message in defence of their decision.	Not debateable	Simple majority
<b>Adjourn.</b> Proposal to end the meeting and cease consideration of unfinished business (if any). The proposal usually provides for a date on which business would resume, or provides that this date shall be "at the call of the Chair".	Not debateable	Simple majority
<b>Make an amendment.</b> Proposal to refer a specified amendment, along with the main proposal it amends, to a committee.	Not debateable	Simple majority
<b>Extend the time limit.</b> Proposal to increase a specified time limit of the proposal under consideration – for being seconded, for being discussed, for being voted on – to a specified value.	Not debateable	2/3 majority
<b>Close debate.</b> Proposal to terminate discussion and move immediately to voting.	Not debateable	2/3 majority
<b>Suspend the rules.</b> Proposal to suspend (disregard) the rules of meeting procedure. The proposal states what the proposer wishes to be done, and does not refer to any specific rule as such.	Not debateable	2/3 majority

## Enquiries

While a proposal is being considered, questions can be posted and messages sent in answer which do not count towards the limit of two messages per Member. These are three of the more common enquiries.

**Point of order.** A Member may question whether, or state that, a rule has been broken. The Chair decides whether there has indeed been a breach of the rules of meeting procedure or decorum, and states their reasons briefly.

**Procedural inquiry of the Chair.** A Member may ask the Chair about the rules or the procedure of the meeting or about decorum. The Chair provides an answer. The Chair's answer is not a decision, and may not be appealed. If a Member believes that the Chair's

answer is incorrect, they are then obliged to act contrary to the answer and wait for the Chair to rule that act out of order. The decision of the Chair can then be appealed.

**Request for information from a Member.** A Member may ask the Chair for information, naming the Member who is believed to possess that information. The Chair has the authority to permit the named Member to reply, or to refuse the request for information.

## Time limits

<b>Prior to meeting</b>	
<b>Stage 1:</b> Main proposals agenda and papers circulated and available for download	2 weeks in advance
<b>Stage 2:</b> Final agenda circulated and available for download, listing main proposals from stage 1 and proposals to amend; and papers for proposals to amend circulated and available for download	1 week in advance

Meeting stage	Main proposal	Subsidiary proposal
<b>Seconding:</b> From notification of the proposal in a new thread to being seconded	Within 3 days	Within 3 days
<b>Discussion:</b> From being seconded to being voted upon	Within 2 weeks	Within 1 week
<b>Voting:</b> From the call to vote to the close of voting and the announcement of the result	Within 1 week	Within 3 days
<b>After a proposal to amend, listed in the agenda, succeeds:</b> from the announcement of the result to the notification of the amended proposal	Within 3 days	[N/A]

## Summary of procedure for Formal Meetings

Only proposals listed on or permitted by the agenda are in order. A proposal shall be seconded. Discussion then takes place where Members may post up to two messages. During consideration of the proposal, Members may make subsidiary proposals or make enquiries. At the end of discussion a vote is called. After voting, a formal tally provides the voting record (Yes, No, Abstain, or Not present) by Member name. If a quorum has voted, the proposal is announced as passed / succeeded or failed / defeated, otherwise the vote is declared inquorate.

## Procedures for a General Assembly

In addition to the procedures for a General Assembly (GA) laid out in the Constitution, the GA shall be conducted according to these procedures for a Formal Meeting, and the following further procedures shall apply.

Proxies are permitted.

The agenda item, "Review of the minutes of the last General Assembly" shall be understood to be a proposal to accept the minutes of the last GA.

The agenda item, "Matters arising therefrom" shall be understood to refer to proposals and proposals to amend as may be listed in this part of the agenda, these proposals being related to matters previously minuted.

The agenda items, "To receive the Officers' Reports" and "To receive the Accounts" shall be understood to be proposals to accept the reports and accounts specified.

The agenda item, "To set the Subscriptions" shall be understood to be a proposal to accept the specified subscriptions.

The agenda item, "Election of the Officers" shall be understood to be a proposal, for each Office, to proceed without debate to vote for the specified candidates.

The agenda item, "Motions and amendments" shall be understood to refer to proposals (for motions) and proposals to amend (for amendments), these proposals being new business and not related to matters previously minuted.

The agenda item, "Any other urgent business at the discretion of the Chairman" shall be understood to apply to matters whose resolution require immediate action, and not to matters simply because they have come to the attention of the GA after the expiry of the time limit for placing items on the agenda, or to matters whose resolution may be satisfactorily accommodated by the normal use of procedures laid down in the Constitution or Regulations.

Until such time as the Constitution shall be officially amended, the order of business specified in Article 6.4 shall be arranged to a more logical order as follows:

- (i) Approval of the Agenda.
- (ii) Review of the minutes of the last General Assembly.
- (iii) Matters arising therefrom.
- (iv) To receive the Officers' Reports.
- (v) To receive the Accounts.
- (vi) To set the Subscriptions.
- (vii) Motions and amendments.
- (viii) Any other urgent business at the discretion of the Chairman.
- (ix) Election of the Officers as set out in Article 7.1.

The Constitution provides the time limits which are applicable prior to the GA.

The Constitution provides that a proposal to amend shall be seconded prior to the GA.

The Constitution provides that proposals, and proposals to amend, may be accepted during the meeting of the GA if all Members consider them to be urgent. This provision shall be understood to permit a proposal "add to the agenda", which shall be seconded, not be debated, and require a "Yes" vote from every Member to succeed.

<b>Add to the agenda.</b> Proposal to place a specified proposal or proposal to amend on the agenda.	Not debateable	All Members
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The Constitution provides that decisions of the General Assembly shall be taken by a simple majority of the votes cast, which shall be understood to apply to the voting on the main proposals listed on the agenda, and not to apply to the voting on subsidiary proposals, as set out in the conduct of Formal Meetings.

The Constitution provides that an equality of votes will result in the status quo remaining, which shall be understood to apply to the voting on the main proposals listed on the agenda,

such that the Chair does not have a second, deciding vote, and not to apply to the voting on subsidiary proposals, where the Chair does have a deciding vote.