



File: IRSA Conduct of Committee Meetings 16-05-27.docx

# IRSA: Conduct of Committee Meetings

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Status: Approved by the EC, 16-05-27

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## Definitions

Asynchronous	Where communications occur at widely different times.
Chair	The chairman, chairwoman, or chairperson of the Meeting.
Committee Meeting	A Meeting regulated by the "IRSA Conduct of Committee Meetings".
Committee	A general term for the Executive Committee (EC) or any EC committee or sub-committee.
Consider	A proposal is being considered while it is being discussed or is being voted upon.
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.
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.
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



## Discussion

Following the notification of a proposal, the Chair indicates the time limit for discussion. Members consider the proposal with no formal limits on the number of messages they may post. (In other contexts, this approach to discussion is often called “consider informally”, “in committee”, or “in committee of the whole”.) The Chair has the authority to prevent excessive posts by a Member if they are considered dilatory or obstructive to the conduct of business.

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 otherwise adhere to recognised principles of committee decorum, and may edit or delete offending messages.

## Voting and voting record

At some point in the consideration of a proposal, the Chair calls for a vote and specifies the time limit for voting. In the IRSA Forum, the Chair may use the “poll” feature for voting, provided that it is set to show the identities of each of the voters. The poll title or question is usually the title of the proposal, and the three poll options usually comprise “Yes”, “No”, or “Abstain”. Alternatively, each Member informs the meeting of their vote by posting a message comprising one of three words, “Yes”, “No”, or “Abstain”, or their equivalent. A formal tally of the voting by member name is made at the close of the poll to provide the voting record on the proposal which will usually be made public on the IRSA Web site.

## Expedited consideration

Expedited consideration of a proposal may be appropriate, particularly if the matter has already received some discussion, if the matter is an amendment to a proposal currently under consideration, if the matter is a subsidiary proposal, or if the matter does not concern a major issue. In this case, the Chair may use one of the following options or some combination of them in the procedure for the consideration of a proposal.

**Open the poll for voting at the same time as discussion opens.** Here, the period for voting and the period for discussion run in parallel or otherwise overlap rather than taking place sequentially.

**Define a shorter time period for discussion, voting, or both.**

**Declare a result when an absolute majority (for or against) emerges on the poll.** An absolute majority occurs when there are sufficient votes that have been cast, either “Yes” or “No”, such that the outcome is now certain no matter what any subsequent votes may be. Being able to declare a result promptly at some earlier point in the voting allows the meeting to move on to its next item of business (and the Chair to close discussion if it is still open). The poll shall be kept open for its advertised period, however, even after the result is declared so that all members have the opportunity to record their vote. The formal tally of the voting by member name is then made at the close of the poll.

## Private discussion

While the text of a proposal, and the record of voting on it, is published in due course, it may be appropriate for the discussion of a proposal to be, and to remain, private. In this case, two separate forum threads are created.

The first thread is created in the "normal" forum area and consists of one message. At the start of consideration, this message carries the most current text of the proposal. At an appropriate point, the message is edited and a poll created when voting opens on the proposal. At the end of the voting time limit, a second message announces the result. No other messages are permitted to this thread, and any messages made may be deleted or moved to the second, private, thread.

In a private area of the forum, the second thread is created to hold the discussion messages.

## Quorum and announcing the result

After all Members have voted, or the end of the voting period, the votes are provided in a final message, listed by Member name (for a sub-committee) or by Officer (for the EC) and a word describing their vote, "Yes" or "No", whether they abstained, or were "Not present". This is necessary and required even if the IRSA Forum "poll" feature has been used. The proposal thread may then be locked.

For the EC, if at least 5 Officers are recorded as having participated (Yes, No, or Abstain), the EC Chairman or Secretary formally announces the result: that the proposal is passed, or the proposal is defeated. Where a vote is tied, the Chair may cast a deciding vote.

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

For a committee or sub-committee, the quorum is a number decided in advance by the committee or sub-committee Chair in consultation with the committee or sub-committee, and may be a number as small as 0. If no number has been decided, then it is that number which corresponds to the majority of the membership of the committee or sub-committee.

At the discretion of the proposer, a proposal which resulted in an inquorate vote may be re-presented after a reasonable period. If it the voting is again inquorate, the proposal would not usually be welcome in the committee for at least six months.

A defeated proposal would not usually be welcome for re-presentation in the committee for at least six months.

## Amendments

Proposals can be amended. In this case, the discussion on the original proposal is suspended while the amendment is considered.

An amendment is itself a proposal and is expressed as a proposal. To be in order, the amendment must state specifically and exactly the change to the original proposal that is

being suggested. It is usual to provide the background and current situation relevant to the amendment and some statement of the problem the amendment is intended to solve.

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.

An amendment is notified in a new thread, usually as an expedited proposal. It is discussed and voted upon. If the original proposal was being discussed privately, the amendment is discussed privately.

If the amendment is passed, the previous main proposal is amended and the newly amended proposal is notified in the previous main thread. Discussion then resumes on the amended proposal at the point that previous discussion was suspended. If the proposal was being "considered formally", the Chair has the authority to permit one additional message from any Member who had already posted two messages at the time that the amendment was proposed.

If the 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 amend it.

## Subsidiary proposals

While a proposal is under consideration, other subsidiary proposals may be made about it. Except for an amendment, other subsidiary proposals do not need to be notified in a separate thread; instead, they are made in the same discussion thread as the proposal to which they refer.

When the time comes to vote on a subsidiary proposal, a separate thread is created for that purpose with a single message giving the text of the subsidiary proposal and the poll. No other messages are permitted to this voting thread, and any messages made may be deleted or moved to the main discussion thread. After voting is completed, the result is posted into the main discussion thread and the poll deleted. This provision is required because a Forum thread can have only one poll for voting at any time, being the poll for the thread's main proposal.

If the main proposal was being discussed privately, the subsidiary proposal is discussed privately, and in this case the voting thread, the subsidiary proposal text, and the announcement of the voting result is not deleted.

Some subsidiary proposals can be discussed, while others are not debated. Sometimes a subsidiary proposal requires a two-thirds majority to be passed. If a subsidiary proposal is defeated at its vote, it may be re-presented after a reasonable period.

<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>Amend.</b> Proposal to amend the main proposal. Notified in a new thread.	Debateable	Simple majority
<b>Postpone.</b> Proposal to cease consideration of the proposal under consideration until a specified date.	Debateable	Simple majority
<b>Consider formally.</b> Proposal to limit the number of responses a Member may make during discussion and debate (see note below).	Not debateable	Simple majority
<b>Appeal the decision of the Chair.</b> Proposal to overturn a specified <i>decision</i> of the meeting 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 session and suspend consideration of unfinished business (if any). The proposal usually provides for a date on which business would resume in a new session, or provides that this date shall be “at the call of the Chair”.	Not debateable	Simple majority
<b>Extend the time limit.</b> Proposal to increase a specified time limit of the proposal under consideration – for being discussed, for being voted on – to a specified value.	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

**Note on “Consider formally”.** The intention of this subsidiary proposal is to focus discussion, so that the meeting may arrive efficiently at a final well-expressed main proposal which can be voted upon.

When considering formally a main proposal, Members are limited to two (2) responses (messages, posts) to the main proposal. By convention, after a first phase where Members have made a response, or after a reasonable interval approximately halfway through the scheduled allocation of time, the proposer responds. Members may then make their second response.

When considering formally an amendment or other kind of subsidiary proposal, Members are limited to one (1) response to the proposal in the form of a complete message or posting.

The response limit comes into force after the “consider formally” proposal is passed, and previous posts in the thread (if any) are ignored for purposes of counting towards the limit. The time limit for discussion is unaffected, regardless of whether the “consider formally” proposal succeeds or fails.

## Other kinds of main proposal

Apart from the usual kind of proposal brought to a meeting, there are two special kinds of main proposal which deal with matters previously settled.

<p><b>Rescind, or amend, previously passed main proposal.</b> Proposal to reverse a previous decision of the meeting, or to make a change to a previous decision. This is effectively a proposal to bring a previously agreed proposal back to the meeting for complete and full re-discussion and re-vote.</p>	<p>Debateable</p>	<p>2/3 majority if no notice given. Simple majority if 4 weeks' notice given.</p>
<p><b>Reconsider.</b> Proposal to reconsider a main proposal previously passed. Can only be proposed by a Member who voted in favour of the main proposal originally. A proposal to reconsider must be made within one week of the announcement of the original result.</p>	<p>Debateable</p>	<p>Simple majority</p>

## Enquiries: other kinds of discussion

While proposals are being considered, questions can be posted and messages sent in answer (which do not count towards any message limit if the main proposal is being “considered formally”). These are four of the more common enquiries, often called “a point of order” in other contexts. They are not debateable and no vote is required.

**Point of order on a rule.** 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.

**Point of order that the proposal has no seconder.** In normal committee procedure it is not necessary that a proposal be seconded. However, a Member may question whether there is a seconder at any time, in which case the Chair suspends consideration of the proposal and calls for a formal seconder. If there is no seconder after a reasonable time, consideration of the proposal ceases and it is deemed withdrawn.

**Procedural inquiry of the Chair.** A Member may ask the Chair about the rules or the procedure of the meeting or about meeting 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.

## Summary of time limits

Stage	Main proposal	Subsidiary proposal
<b>Discussion:</b> From being notified, to being voted upon.	Within 2 weeks	Within 1 week
<b>Voting:</b> From the call to vote, to the close of voting.	Within 1 week	Within 3 days
<b>Re-presentation</b> of a proposal following an inquorate vote:	After 2 weeks	After 1 week (or 3 days when considering an amendment)
<b>Re-presentation</b> of a proposal following earlier defeat:	After 6 months	After a further week (or 3 days when considering an amendment)
<b>Expedited:</b> Discussion and voting may be opened simultaneously. Discussion may be closed and the result announced when an absolute majority emerges on the poll. Voting is only closed at the end of the time limit.	Within 1 week	Within 3 days
<b>Secunder:</b> When a seconder is called.	Within 2 days	Within 1 day

**Note on re-presentation.** The Chair has the authority to rule a previously failed proposal out of order upon a second or further attempt at its re-presentation, and to insist that a differently worded proposal be introduced as a substantively new proposal for the consideration of the meeting.

## Summary of procedure for committee meetings

A proposal is notified. Debate takes place. During consideration of the proposal, Members may propose amendments, other subsidiary proposals, or make enquiries. After the specified time limit, discussion closes. Voting may be opened during discussion or is opened when discussion is closed. If an absolute majority emerges during voting, the result may be declared. After voting closes, 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 defeated / failed, otherwise the vote is declared inquorate

## Version changes

- 14-09-27 First issue.
- 16-04-12 Explicit provision for "expedited" consideration of a proposal.
- Explicit provision for private consideration, to separate proposal text and final voting (which will become public) from discussion of a proposal (which will remain private).
- Explicit provision for a separate voting-only thread for a subsidiary proposal which is deleted when the declared result is copied into the main proposal thread.
- Addition of the point of order "That the proposal has no seconder".