

# DOOLEYS Lidcombe Catholic Club Limited

## GENERAL MEETINGS – CODE OF CONDUCT(By-law 2018-02)

1. In accordance with the Constitution, Life members and financial Ordinary members are entitled to attend at General Meetings, along with the Auditor. Any member who is currently suspended from membership privileges may not attend, however. The following may also attend at the invitation of the Chair and if in attendance, may speak if invited:
  - Honorary Members including the Patron of the Club and the Chaplain of the Club
  - representatives of the Club's solicitors
  - representatives of the Club's accountants and auditors, in addition to the Auditor
  - any Temporary Member
  - such other invitees as the Chair may approve.
2. The following provisions apply in addition to and subject to the provisions of the Constitution including Rule 80 (Quorum) and Rule 82 and following (Proceedings at General Meetings).
3. The Chair may dispense with reading of the Notice of Meeting.
4. The Chair may put a proposed resolution by reference to the Notice of Meeting, without reading.
5. The Chair will not call for a proposer and seconder for any resolution appearing in the notice of meeting. Although this has been general practice in the past, it is not required by law and does not serve any governance purpose in the context of a large company meeting .
6. In the absence of special permission, the Chair will require that any recording or broadcasting device (including tape recorders, still cameras and video cameras), and any article which may be dangerous, offensive or liable to cause disruption, be deposited outside the meeting at reception or alternatively where relevant, any security check-point. Mobile phones must be powered off.
7. Matters for discussion at a general meeting may be sensitive or commercial-in-confidence. In any event, participants need to be able to speak freely and candidly and members have not given their consent under legislation for the proceedings to be recorded. Members must not make any recording by audio or video or both of the proceedings or any part of the proceedings. Breach of this obligation will be a serious matter for which a member may be expelled from the meeting and may also face suspension or expulsion.
8. After each matter or resolution has been put to the meeting, the Chair will follow the procedure set out below.
  - (a) Speakers should rise to address the Chair and use a microphone (if provided). A speaker should not be interrupted by any other person from the floor of the meeting, except on a point of order which must be taken immediately.
  - (b) A speaker must only speak when given the call by the Chair. If two or more speakers rise simultaneously then the Chair will identify the one to speak (being the first one noticed). This is subject to any prearrangement and to the power in the meeting to resolve that a particular person be heard.
  - (c) Every speaker should keep to the particular matter, resolution, amendment or point of order that is under discussion.

- (d) The Chair may interrupt any speaker to require the speaker to keep to the point and to conform with this Code and may withdraw permission for the speaker to continue if the speaker does not comply.
- (e) The Chair will ensure that the meeting conducts itself in a way that allows fair and reasonable opportunity for discussion. The Chair will have regard to normal rules of debate including in relation to procedural motions and points of order but has the flexibility to make practical rulings and is not strictly bound by convention.
- (f) In particular the Chair despite convention, may refuse to take any point of order that in the view of the Chair would unreasonably curtail discussion or debate.
- (g) To speak on a point of order, a speaker must so state in his or her opening words. The person then speaking at the time should sit down. Once the person taking the point of order has finished, he or she too must sit down.
- (h) The Chair may ask for a show of hands to indicate the number of members who may wish to speak (without that being limiting or binding). Where there are a large number of potential speakers, this will allow the Chair to try and allocate time appropriately to all speakers, balancing the need to allow each speaker a reasonable opportunity to be heard, and the need to afford as many members as possible the opportunity to speak.
- (i) The Chair may where reasonably practicable, call on speakers for and against alternatively.
- (j) The Chair may impose a reasonable time limit on each speaker (perhaps two minutes) but will not penalise a speaker for exceeding the suggested time frame, unless the Chair reasonably believes that comments have become repetitive, are time wasting or irrelevant to the matter or resolution at hand. This process is intended to ensure that members are considerate of each other's right to participate in the meeting. It is not intended to restrict the right to speak of members who may not have participated in the initial show of hands.
- (k) In any event, if two consecutive speakers have both argued for or against a motion or an amendment and there is no speaker wishing to argue the opposite view or to put a permissible amendment, then the Chair may but is not obliged to put the motion or the amendment without further debate.
- (l) In rotating the call, the Chair will give priority to a person who wishes to address the meeting for the first time over a person who has already spoken on the same motion. A speaker wishing to speak more than once on a motion may line up for another turn. Where there are numerous people wishing to speak, the Chair may decline any particular speaker the right to speak more than once or require a speaker who is allowed to speak for a second or subsequent time to be brief or to speak within a time set by the Chair or to only speak to points not previously addressed by the speaker, as the Chair determines.
- (m) However, the Chair may allow a Director or executive or adviser to the Club to speak in favour of a resolution proposed by the Board, at any time in the debate and more than once.
- (n) The Chair will take only questions and comments directly related to the matter or motion at hand. However, any genuine questions which arise as a natural result of discussion during the meeting but which do not specifically relate to the matter or motion at hand may be taken at the discretion of the Chair.
- (o) The Chair will discourage and, if necessary, curtail irrelevant questions and comments. Shouting, swearing, insulting or aggressive behaviour or inappropriate language or language or behaviour unbecoming or beyond temperate and civilised debate, will result in the speaker being asked to resume his or her seat.

- (p) Where a speaker refuses to respond to the Chair's request, the Chair will warn the speaker that he or she has the power to ask the speaker to leave the meeting. If the speaker still refuses to respond, the Chair will warn the speaker that he or she will be asked to leave the meeting if he or she does not resume their seat. If the speaker still persists, the Chair will, with the consent of the meeting, ask that the person be escorted from the meeting where the Chair judges it necessary to maintain good order and the functioning of the meeting. Although the Chair has power to order removal from the meeting, it is generally to be regarded as a power of last resort.
  - (q) Questions must be put through the Chair only. If a question requires a lengthy answer which the Chair judges not to be of general interest to the meeting or information that needs to be gathered, the Chair may refer the question to the CEO's office for the purpose of providing a full answer, as appropriate.
  - (r) However, it is important that the focus of the meeting at all times must be the particular matter, resolution, amendment or point of order that is under discussion in accordance with the published agenda.
  - (s) No speaker is entitled to interrogate the Chair or any Club officer, executive or adviser. The Chair, and any Club director, officer or adviser even if invited to respond by the Chair, is not obliged to respond by virtue of a question having been asked.
  - (t) The Chair may but is not obliged to, allow individual directors to respond to any question or point and may invite the CEO (and, through the CEO) a Club executive or a Club adviser to make any point of explanation or provide any information or respond to any question or otherwise to respond on any matter, and do so more than once or more than once in relation to any particular issue.
9. (a) The Chair will indicate whether a resolution will be submitted to a show of hands or put to a poll. Unless the Chair determines there is a reason to progress directly to a poll, resolutions will be submitted in the first instance to a show of hands. The show of hands will be followed by a poll, where this is required or appropriate.
- (b) Voting on a resolution (including where there is a poll) may only commence at the end of the debate on the proposed resolution when the Chair puts the proposed resolution to the vote. A member must be personally present at that time to exercise their vote and may only exercise their vote by doing so in person at that time.
10. The Chair will exercise the power to adjourn the meeting:
- if he or she decides it is necessary to maintain orderly conduct of the meeting;
  - to give all persons a reasonable opportunity of speaking and voting at the meeting; or
  - to ensure that the business of the meeting is properly disposed of.

The meeting will be adjourned to a place and time reasonably consistent with the original meeting. That power to adjourn in those special circumstances is in addition to the power to adjourn for convenience which the Chair may exercise under the Constitution with the consent of the meeting.

11. This revised version of this By-law replaces all previous versions.

Adopted by resolution of the Board on 25<sup>th</sup> September 2018.