



admin@mda.asn.au
www.mda.asn.au
T (03) 5480 3805
ABN: 64 636 490 493

463 High Street
P.O. Box 1268
Echuca, Vic 3564

Standing Orders for Meetings of the MDA, Board, Executive Committee and other MDA Committees (regions)

MDA POLICY NUMBER	#018-08
Date adopted	August 2018
Authorised by	Board/General resolution

BACKGROUND

The MDA's Constitution (Part 4) provides that the Board may make policies or Codes for the proper conduct of MDA which will be binding on Members to the extent not inconsistent with this Constitution.

These standing orders regulate the mode and conduct of proceedings at all or any of MDA meetings (Ordinary General Meetings and Annual General Meetings), and meetings of the Board, Executive Committee and other MDA Committees (regions).

Decisions relating to standing orders may only be made if at least two thirds of the Members of the MDA Board are present.

This policy was established by the Board pursuant to the Constitution.

It sets out standing orders for meetings of the Board (Part A) and MDA Committees (Part B), and provisions relating to the keeping of Minutes and Members' access to Minutes (Part C).

These standing orders are modelled on a combination of several state Local Government (Proceedings at Meetings) Regulations, which provide procedural rules for Council and Council Committee meetings.

While the MDA is not bound by these Regulations, there is an expectation by Member Councils that the MDA will conduct its affairs generally in accordance with the rules applicable to Councils, insofar as they are both reasonable and relevant to the operations and business of the MDA.

PART A

STANDING ORDERS - MDA Board and General Meetings

Guiding Principles

The following principles should be applied with respect to the procedures to be observed at meetings. The procedures should:

- i) be fair and contribute to open, transparent and informed decision-making;
- ii) encourage appropriate participation by the elected and appointed representatives of Member Councils;
- iii) reflect levels of formality appropriate to the nature and scope of responsibilities exercised at the meeting; and
- iv) be sufficiently certain to give Member Councils and other key stakeholders confidence in the deliberations undertaken at the meeting.

Commencement of Meetings and Quorums

1. In accordance with the MDA Constitution, unless the Board Members determine otherwise, a quorum for a Board meeting is the nearest whole number above 50 percent of the members of the Board and who are present in person or by Deputy Board Member.
2. Meetings will commence as soon after the time specified in the notice of the meeting as a quorum is present.
3. If the number of apologies received in advance of a meeting indicates that a quorum will not be present, the meeting may be adjourned to a specified day and time.
4. If a quorum is not present at the expiration of 30 minutes from the time specified in the notice of meeting as the time of commencement, the Chair of the Board meeting or, in his/her absence, the Chief Executive Officer, will adjourn the meeting to a specified day and time.
5. If a meeting is adjourned to another day, the Chief Executive Officer must give notice of the adjourned meeting to each Member, setting out the date, time and place of the meeting.

Member to Vacate Office

With the exception of the office of President, a Board Member vacates office if the Member is removed from office by resolution of the Board on the ground that he or she has been absent, without leave of the Board, from 3 successive meetings of the Board each of which meetings was scheduled under Part 4 s13(4) of the Constitution.

Confidential Matters

1. From time to time it may be necessary or appropriate for a meeting to consider a matter in confidence. Examples include (but are not limited to) matters which may:
 - result in the unreasonable disclosure of information concerning the

- personal affairs of any person (living or dead);
 - confer a commercial advantage on a person, prejudice the commercial position of the MDA, or disclose a trade secret (including considering
 - tenders for the supply of goods and services);
 - be contrary to the public interest;
 - affect the security of the MDA including Board Members and MDA officers, employees, property or assets;
 - prejudice the maintenance of the law, including the prevention, detection or investigation of a criminal offence, the right to a fair trial, or any other legal obligation or duty conferred by the courts or by legislation;
 - involve information relating to actual or anticipated litigation; or
 - involve information given to the MDA on a confidential basis.
2. The Chief Executive Officer may determine, as an interim measure, that a matter to come before the Board should be considered in confidence, and may mark a report or agenda accordingly.
 3. Upon receipt of a report or agenda item marked 'confidential', Members will not disclose its contents to any person, prior to the meeting at which it is to be discussed.
 4. Prior to consideration of a matter which is proposed to be treated in confidence (including any report, verbal report, or motion), the Board shall first vote on a separate motion to declare the matter as confidential. The separate motion shall give details of why the matter is to be considered in confidence.
 5. If a matter is considered in confidence, the Board may order that the relevant documents and minutes be kept confidential, which should include the duration of the order, or the circumstances under which the order will cease to apply or period after which the order has to be reviewed.
 6. Following a decision by the Board to treat a matter as confidential, the Chair of the Board meeting may immediately ask any person or persons (not including Members of the Board) to leave the room while the matter is considered.
 7. Notwithstanding a decision by the Board to treat a matter as confidential, nothing shall prevent the staff of the MDA Secretariat from conveying the Board's decision on the matter to those persons who have an interest in it.

Questions

1. A Member may ask a question on notice by giving the Chief Executive Officer written notice of the question at least ten clear days before the date of the meeting at which the question is to be asked.
2. If notice of a question is given, the Chief Executive Officer must ensure that the question is placed on the agenda for the meeting at which the question is to be asked, and the question and the reply must be entered in the minutes of the relevant meeting.
3. A Member may ask a question without notice at a meeting. The Chair of the Board meeting may allow the reply to a question without notice to be given at the next meeting.

4. A question without notice and the reply will not be entered in the minutes of the relevant meeting unless the Members present at the meeting resolve that an entry should be made.
5. The Chair of the Board meeting may rule that a question with or without notice not be answered if, in his or her opinion, the question is vague, irrelevant, insulting or improper.

Motions

1. A Member may bring forward any business in the form of a written notice of motion. The notice of motion must be given to the Chief Executive Officer at least ten clear days before the date of the meeting at which the motion is to be moved.
2. A Member may also bring forward any business by way of a motion without notice.
3. The Chair of the Board meeting may refuse to accept a motion without notice if he or she considers that the motion should be dealt with by way of a written notice of motion, or if the subject matter is, in his or her opinion, beyond the power of the MDA, or if the motion is vague, irrelevant, insulting or improper.
4. A motion will lapse if it is not seconded at the appropriate time.
5. A Member moving or seconding a motion will speak to the motion at the time of moving or seconding the motion.
6. A Member may only speak once to a motion except to provide an explanation in regard to a material part of his or her speech.

Amendments to Motions and Variations

1. An amendment will lapse if it is not seconded at the appropriate time.
2. A person who moves or seconds an amendment (and, if he or she chooses to do so, speaks to the amendment) will, in so doing, be taken to have spoken to the motion to which the amendment relates.
3. If an amendment is lost, only one further amendment may be moved to the original motion.
4. If an amendment is carried, only one further amendment may be moved to the original motion.
5. The mover of a motion or amendment may, with the consent of the seconder, request leave of the meeting to vary, alter or withdraw a motion or amendment.

Addresses by Members

1. A Member must not speak for longer than five minutes at any one time without leave of the meeting.
2. A Member may, with leave of the meeting, raise a matter of urgency.
3. A Member may, with leave of the meeting, make a personal explanation.
4. The subject matter of a personal explanation may not be debated.

Voting

1. The Chair of the meeting, or any other Member, may ask the Chief Executive Officer to read out a motion before a vote is taken.

2. The Chair of the meeting will, in taking a vote, ask for the votes of those members in favour of the motion and then for the votes of those Members against the motion (and may do so as often as is necessary to enable him or her to determine the result of the voting), and will then declare the outcome.
3. A person who is not in his or her seat is not permitted to vote.
4. All motions will be determined on the basis of a majority vote of Members present and entitled to vote.
5. The Chair of the meeting shall have a deliberative vote, and if there are equal numbers of votes on any motion, a second or casting vote.

Divisions

1. A division will be taken at the request of a Member.
2. If a division is called for, it must be taken immediately and the previous decision of the Chair of the meeting as to whether the motion was carried or lost is set aside.
3. The Chief Executive Officer will record in the minutes the names of the Members who voted in the affirmative and the names of the Members who voted in the negative (in addition to the result of the vote).

Suspension of Standing Orders

1. If the Chair of the meeting considers that the conduct of a meeting would benefit from suspending the operation of all or some of these standing orders for a period of time in order to allow or facilitate informal discussions, the Chair may do so, with the approval of the majority of the Members present at the meeting.
However standing orders relating to the maintenance of a quorum may not be suspended under any circumstances.
2. The period of suspension will come to an end when the Chair of the meeting so determines, or when a majority of the Members present at the meeting resolve to do so.

Points of Order

1. The Chair of the meeting may call to order a Member who is in breach of these standing orders.
2. A Member may draw to the attention of the Chair of the meeting a breach of these standing orders and must state briefly the nature of the alleged breach.
3. A point of order takes precedence over all other business until determined.
4. The Chair of the meeting will rule on a point of order.
5. If an objection is taken to the ruling of the Chair, a motion that the ruling not be agreed with must be moved immediately.
6. The Chair of the meeting is entitled to make a statement in support of the ruling before a motion under part 5 above is put.

Interruption of Meetings

1. A Member must not, while at a meeting behave in an improper or disorderly manner; or interrupt another Member who is speaking, except to object to words used by a Member who is speaking; or call attention to a point of order; or the lack of a quorum.

2. If the Chair of the meeting considers that a Member may have acted in contravention of part 1 above, the Member must be allowed to make a personal explanation.
3. The relevant Member must then leave the meeting while the matter is considered by the meeting.
4. If the remaining Members resolve that a contravention of part 1 has occurred, those Members may, by resolution suspend the Member for a part, or for the remainder of the meeting.

PART B

STANDING ORDERS - OTHER MDA COMMITTEES

MDA Committees (including the Regions), may use the above standing orders as a guide to the conduct of their meetings.

Each Committee and/or its Presiding Member may dispense with or vary any provision of the standing orders they consider necessary or appropriate, having regard to the Guiding Principles outlined on page 1 of this policy.

However no Committee shall meet and conduct business unless a quorum of Members is present, if required either by the MDA Constitution or by the terms of reference of the Committee.

PART C

MINUTES AND MEMBERS' ACCESS TO MINUTES

1. Minutes

The MDA must keep at its principal office minute books (in hard copy or electronic format) in which it records within 5 days of the meeting to which they relate:

- 1.1 proceedings and resolutions of general meetings;
- 1.2 proceedings and resolutions of Board meetings;
- 1.3 proceedings and resolutions of Executive Committee meetings; and
- 1.4 proceedings and resolutions of committees of the MDA.

The MDA must ensure that minutes of a meeting are approved within 14 days after the meeting by the chair of the meeting or by the chair of the next meeting of the same body and are made available thereafter on its website.

The minutes of a meeting must include:

- the names of the Members present and the organisation they represent;
- the time at which each Member present entered or left the meeting (unless the Member is present for the whole meeting);
- each motion or amendment, and the names of the mover and seconder;
- any amendment or withdrawal of a motion or amendment;
- whether a motion or amendment is carried or lost;
- any disclosure of interest made by a Member;
- an account of any personal explanation given by a Member;

- details of any adjournment of business; and
- details of any resolution that a report, discussion or document should be considered in confidence, and the details of any resolution ordering that associated documents be kept confidential.

2. Members' access to minutes

Within 5 days after request, and to the extent requested, the MDA must send to a Constituent making the request a copy of minutes of general meetings. If at the time of the request the minutes have yet to be approved, a copy need not be provided until 5 days after those minutes are so approved. The approved minutes will be submitted to the next general meeting and after approval will be signed and dated by the President as a true and accurate record.

REVIEW

This policy may be reviewed and amended from time to time by the Board as it considers necessary, in accordance with the requirements of the MDA Constitution.

REVIEW PERIOD

5 years

RESPONSIBLE OFFICER

CEO

APPROVAL HISTORY

Chief Executive Officer



Dated

.....01/10/2018.....